(Please scan this QR Code to view this Draft Red Herring Prospectus)

DRAFT RED HERRING PROSPECTUS
Dated: September 28, 2024
Please read Section 32 of the Companies Act, 2013
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Issue

PROSTARM INFO SYSTEMS LIMITED
Corporate Identity Number: U31900MH2008PLC368540

REGISTERED OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
Plot No. EL 79, Electronic Zone, TTC, MIDC, Mahape, Navi Mumbai, Thane – 400 710, Maharashtra, India	Sachin Gupta *Company Secretary and Compliance Officer*	**E-mail**: cs@prostarm.com **Telephone**: 022 4528 0500	www.prostarm.com

OUR PROMOTERS: RAM AGARWAL, SONU RAM AGARWAL AND VIKAS SHYAMSUNDER AGARWAL

DETAILS OF THE PUBLIC ISSUE

TYPE	FRESH ISSUE SIZE	OFFER FOR SALE SIZE	TOTAL ISSUE SIZE*	ELIGIBILITY
Fresh Issue	Fresh Issue of up to 1,60,00,000* Equity Shares of face value ₹10 each aggregating up to ₹[●] Lakh	Not Applicable	Up to ₹[●] Lakh	This Issue is being made through the Book Building Process in accordance with Regulation 6(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"). For details, see "***Other Regulatory and Statutory Disclosures – Eligibility for the Issue***" on page 417. For details in relation to share reservation amongst Qualified Institutional Buyers, Non-Institutional Bidders and Retail Individual Bidders, see "***Issue Structure***" on page 435.

RISKS IN RELATION TO THE FIRST ISSUE

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10 each. The Floor Price, Cap Price and Issue Price (as determined by our Company, in consultation with the BRLM, in accordance with the SEBI ICDR Regulations) and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "***Basis for the Issue Price***" on page 123, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue 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 Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "***Risk Factors***" on page 34.

ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares, once offered through the Red Herring Prospectus are proposed to be listed on BSE Limited ("**BSE")** and the National Stock Exchange of India Limited **("NSE")**. For the purpose of the Issue, [●] shall be the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGER

Name of Book Running Lead Manager and Logo	Contact Person	Telephone and Email
Choice The Joy of Earning **Choice Capital Advisors Private Limited**	Nimisha Joshi / Shreya Poddar	**Telephone**: +91 22 6707 9999 / 7919 (ext.) **E-mail**: ipo.pisl@choiceindia.com

REGISTRAR TO THE ISSUE

Name of Registrar	Contact Person	Telephone and Email
KFINTECH EXPERIENCE TRANSFORMATION **KFin Technologies Limited**	M. Murali Krishna	**Telephone:** +91 40 6716 2222 / 1800 309 4001 **E-mail**: pisl.ipo@kfintech.com

BID/ ISSUE PERIOD

ANCHOR INVESTOR BID/ ISSUE PERIOD	[●](1)	BID/ ISSUE OPENS ON	[●](2)	BID/ ISSUE CLOSES ON	[●](2)(3)(4)

**Subject to finalization of basis of allotment*

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

(2)Our Company may, in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs 1 (one) Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations. (3)The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Issue Closing Day.

(4)Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement, aggregating up to 10,00,000 Equity Shares of face value of ₹10 each prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.

DRAFT RED HERRING PROSPECTUS
Dated: September 28, 2024
Please read Section 32 of the Companies Act, 2013
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Issue

PROSTARM INFO SYSTEMS LIMITED

Our Company was originally incorporated as a private limited company under the name "Prostar Micronova Power Systems Private Limited" under the Companies Act, 1956, pursuant to a certificate of incorporation dated January 11, 2008, issued by the Registrar of Companies, Maharashtra, Pune. Thereafter, our Company was converted into a public limited company, as approved by our Board on March 8, 2017, and a special resolution passed by our shareholders at the EGM held on March 17, 2017, and the name of our Company was changed to "Prostar Micronova Power Systems Limited", and a fresh certificate of incorporation dated May 26, 2017 consequent upon change of name on conversion to public limited company was issued by the Registrar of Companies, Maharashtra, Pune. Subsequently, the name of our Company was changed to "Prostarm Info Systems Limited", as approved by our Board on June 27, 2017 and a special resolution passed by our shareholders at the EGM held on July 10, 2017, and a fresh certificate of incorporation dated July 28, 2017 consequent upon change of name was issued by the Registrar of Companies, Maharashtra, Pune. For details of change in the name and registered office of our Company, see "***History and Certain Corporate Matters***" on page 223.

Corporate Identity Number: U31900MH2008PLC368540
Registered Office: Plot No. EL 79, Electronic Zone, TTC, MIDC, Mahape
Navi Mumbai, Thane – 400 710, Maharashtra, India
Contact Person: Sachin Gupta, Company Secretary and Compliance Officer; **Telephone**: 022 4528 0500
E-mail: cs@prostarm.com; **Website**: www.prostarm.com

OUR PROMOTERS: RAM AGARWAL, SONU RAM AGARWAL AND VIKAS SHYAMSUNDER AGARWAL

INITIAL PUBLIC OFFERING OF UP TO 1,60,00,000* EQUITY SHARES OF FACE VALUE OF ₹10 EACH ("EQUITY SHARES") OF PROSTARM INFO SYSTEMS LIMITED ("OUR COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SECURITIES PREMIUM OF ₹[●] PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING UP TO ₹[●] LAKHS ("THE ISSUE"). THE ISSUE WILL CONSTITUTE [●] % OF OUR POST-ISSUE PAID-UP EQUITY SHARE CAPITAL.

THE FACE VALUE OF THE EQUITY SHARES IS ₹10 EACH AND THE ISSUE PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER AND WILL BE ADVERTISED IN ALL EDITIONS OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), ALL EDITIONS OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER) AND ALL EDITIONS OF [●] (A WIDELY CIRCULATED MARATHI DAILY NEWSPAPER, MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA, WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST 2 (TWO) WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE, AND SHALL BE MADE AVAILABLE TO THE STOCK EXCHANGES FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS.

OUR COMPANY, IN CONSULTATION WITH THE BRLM, MAY CONSIDER A PRE-IPO PLACEMENT, AGGREGATING UPTO 10,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLM. IF THE PRE-IPO PLACEMENT IS COMPLETED, THE AMOUNT RAISED PURSUANT TO THE PRE-IPO PLACEMENT WILL BE REDUCED FROM THE ISSUE, SUBJECT TO COMPLIANCE WITH RULE 19(2)(B) OF THE SCRR. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, SHALL NOT EXCEED 20% OF THE SIZE OF THE ISSUE. PRIOR TO THE COMPLETION OF THE ISSUE, OUR COMPANY SHALL APPROPRIATELY INTIMATE THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT, PRIOR TO ALLOTMENT PURSUANT TO THE PRE-IPO PLACEMENT, THAT THERE IS NO GUARANTEE THAT OUR COMPANY MAY PROCEED WITH THE ISSUE OR THE ISSUE MAY BE SUCCESSFUL AND WILL RESULT INTO LISTING OF THE EQUITY SHARES ON THE STOCK EXCHANGES. FURTHER, RELEVANT DISCLOSURES IN RELATION TO SUCH INTIMATION TO THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT (IF UNDERTAKEN) SHALL BE APPROPRIATELY MADE IN THE RELEVANT SECTIONS OF THE RED HERRING PROSPECTUS AND PROSPECTUS.

Subject to finalization of basis of allotment

In case of any revision in the Price Band, the Bid/ Issue Period will be extended by at least 3 (three) additional Working Days after such revision in the Price Band, subject to the Bid/ Issue Period not exceeding 10 (ten) Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid / Issue Period for a minimum of 1 (one) Working Days, subject to the Bid/ Issue Period not exceeding 10 (ten) Working Days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the website of the BRLM and at the terminals of the Members of the Syndicate and by intimation to Designated Intermediaries and the Sponsor Bank, as applicable.

This Issue is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations. The Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. This Issue is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**" and such portion the "**QIB Portion**"), provided that our Company in consultation with the BRLM may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with SEBI ICDR Regulations ("**Anchor Investor Portion**"). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) (the "**Net QIB Portion**"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only subject to valid Bids being received at or above the Issue Price, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders out of which (a) one third of such portion shall be reserved for applicants with application size of more than ₹2,00,000 and up to ₹ 10,00,000 and (b) two-third of such portion shall be reserved for applicants with application size of more than ₹10,00,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders and not less than 35% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations subject to valid Bids being received at or above the Issue Price. All Potential Bidders, other than Anchor Investors, are required to participate in the Issue by mandatorily utilising the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective ASBA Account (as defined hereinafter) and UPI ID in case of UPI Bidders using the UPI Mechanism, as applicable, pursuant to which their corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("**SCSBs**") or by the Sponsor Banks under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see "***Issue Procedure***" on page 439.

RISKS IN RELATION TO THE FIRST ISSUE

This being the first public issue of the Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹10 each. The Issue Price, Floor Price, Cap Price and Price Band (as determined by our Company in consultation with the Book Running Lead Manager) in accordance with SEBI ICDR Regulations by way of the Book Building Process, as stated in "***Basis for Issue Price***" on page 123 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 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 Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issuer 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 Red Herring Prospectus. Specific attention of the investors is invited to "***Risk Factors***" on page 34.

ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from the BSE and the NSE for the listing of the Equity Shares pursuant to letters each dated [●] and [●], respectively. For the purposes of the Issue, the Designated Stock Exchange shall be [●]. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Section 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus until the Bid/ Issue Closing Date, see "***Material Contracts and Documents for Inspection***" on page 487.

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE ISSUE
Choice Capital Advisors Private Limited Sunil Patodia Tower, Plot No. 156-158 J.B. Nagar, Andheri (East), Mumbai – 400 099, Maharashtra, India **Telephone:** +91 22 6707 9999 / 7919 (ext.) **Email:** ipo.pisl@choiceindia.com **Investor Grievance Email:** investorgrievances_advisors@choiceindia.com **Website**: www.choiceindia.com/merchant-investment-banking **Contact Person:** Nimisha Joshi / Shreya Poddar **SEBI Registration No**: INM000011872	**KFin Technologies Limited** Selenium, Tower-B, Plot No- 31 and 32, Financial District Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana, India **Telephone:** +91 40 6716 2222 / 1800 309 4001 **Email:** pisl.ipo@kfintech.com **Investor grievance email:** einward.ris@kfintech.com **Contact person:** M Murali Krishna **Website:** www.kfintech.com **SEBI Registration no.:** INR000000221

ANCHOR INVESTOR BID/ ISSUE PERIOD	[●][(1)*]	**BID/ ISSUE OPENS ON**	[●][(2)]	**BID/ ISSUE CLOSES ON**	[●][(2)(3)(4)]

**Subject to finalization of basis of allotment*

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

[(2)]*Our Company may, in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs 1 (one) Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.*

[(3)]*The UPI mandate end time and date shall be at 5:00 p.m. on* Bid/Issue Closing Day.

[(4)]Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement, aggregating up to 10,00,000 Equity Shares of face value of ₹10 each prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislation, Act, regulation, rules, guidelines or our Articles of Association, Memorandum of Association, policies shall be to such legislation, Act or regulation, as amended 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 Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meanings ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder. Further, the Issue related terms used but not defined in this Draft Red Herring Prospectus shall have the meaning ascribed to such terms under the General Information Document (as defined below). In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document, the definitions given below shall prevail.

*Notwithstanding the foregoing, terms used in "**Basis for Issue Price**", "**Statement of Possible Special Tax Benefits**", "**Industry Overview**", "**Our Business**", "**Key Regulations and Policies in India**", "**Restated Consolidated Financial Statement**", "**Outstanding Litigations and Material Developments**" and "**Description of Equity Shares and Terms of Articles of Association**" on pages* 123, 130, 135, 175, 215, 261, 401 and 461 *respectively, shall have the meaning ascribed to such terms in those respective sections.*

General Terms

Term	Description
"Company" or "our Company" or "the Company" or "the Issuer" or "Prostarm" or "ProstarM" or "we" or "us" or "our"	Unless the context otherwise indicates or implies, refers to Prostarm Info Systems Limited, a public limited company incorporated under the provision of Companies Act, 1956, having its registered office at Plot No. EL-79, Electronic Zone, TTC, MIDC, Mahape, Navi Mumbai, Thane, Maharashtra, India – 400 710.
"you", "your" or "yours"	Prospective Investors/Bidder in this Issue.

Company Related Terms

Term	Description
"Articles of Association" or "AoA"	Articles of association of our Company, as amended from time to time.
"Audit Committee"	The Audit Committee of our Board, as described in "***Our Management – Board Committees – Audit Committee***" on page 244.
"Auditors" or "Statutory Auditors"	Statutory auditors of our Company, namely, M/s Mansaka Ravi & Associates, Chartered Accountants.
"Board or "Board of Directors" or "our Board"	The Board of Directors of our Company unless otherwise specified or any committee constituted thereof.
"Chief Financial Officer" or "CFO"	The Chief Financial Officer of our Company, being Abhishek Jain. For further details see, "***Our Management – Key Managerial Personnel and Senior Management Personnel***" on page 248.
"Company Secretary and Compliance Officer"	The Company Secretary and Compliance Officer of our Company, being Sachin Gupta. For further details see, "***Our Management – Key Managerial Personnel and Senior Management Personnel***" on page 248.
"Corporate Social Responsibility Committee" or "CSR Committee"	Corporate Social Responsibility committee of our Board, as described in "***Our Management – Board Committees - Corporate Social Responsibility Committee***" on page 247.

Term	Description
"Director(s)"	The directors on our Board. For details see, "***Our Management***" on page 236.
"Equity Shares"	The equity shares of our Company of face value of ₹10 each, unless otherwise specified in the context thereof.
"ESOP Plan" or "ESOP 2024"	Prostarm Info Systems Limited Employee Stock Option Scheme – 2024 as described in "***Capital Structure – Employee Stock Option Plan***" on page 97.
"Executive Director" or "Whole-Time Director"	The Whole-Time Director of our Company, being Ram Agarwal, Vikas Shyamsunder Agarwal and Raghu Ramesh Thammannashastri.
"Independent Director(s) / Non-Executive Independent Director(s)"	Independent Directors on our Board, who are eligible to be appointed as independent directors under the provisions of the Companies Act, 2013 and the SEBI Listing Regulations. For details of the Independent Directors, see "***Our Management***" on page 236.
"ISIN"	International Securities Identification Number, being INE0BX301013.
"Key Managerial Personnel" or "KMP"	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and as disclosed in "***Our Management – Key Managerial Personnel and Senior Management***" on page 248.
"KPIs"	Key Performance Indicators.
"Managing Director" or "MD"	The managing director of our Company, being Tapan Ghose.
"Materiality Policy"	The policy adopted by our Board pursuant to its resolution dated September 20, 2024 for identification of: (a) material outstanding litigations; (b) material creditors; and (c) identification of group companies, in accordance with the disclosure requirements under the SEBI ICDR Regulations.
"MOA" or "Memorandum" or "Memorandum of Association" or "MoA"	The Memorandum of Association of our Company, as amended from time to time.
"Nomination and Remuneration Committee"	The nomination and remuneration committee of our Board, as described in "***Our Management – Board Committees –*** Nomination and Remuneration Committee" on page 246.
"Non-Executive Director(s)"	A Director not being an Executive Director of the Company. For details of the Non-Executive Directors, see "***Our Management***" on page 236.
"Previous DP"	The draft prospectus dated September 29, 2020 filed by our Company with EMERGE Platform of National Stock Exchange of India Limited, with an objective of offering its equity shares to public and listing on the stock exchange. The Previous DP stands replaced in its entirety by this Draft Red Herring Prospectus dated September 28, 2024.
"Promoter(s)"	The Promoters of our Company, being Ram Agarwal, Sonu Ram Agarwal and Vikas Shyamsunder Agarwal.
"Promoter Group"	The persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as disclosed in "***Our Promoters and Promoter Group***" on page 253.
"Registered Office"	The registered office of our Company, situated at Plot No. EL-79, Electronic Zone, TTC, MIDC, Mahape, Navi Mumbai, Thane, Maharashtra, India – 400710.
"Registrar of Companies" or "RoC"	Registrar of Companies, Mumbai.
"Restated Consolidated Financial Statements" or "Restated Consolidated Financial Information" or "Restated Financial Information" or "Restated Financial Statement"	The restated consolidated financial statements of our Company, its Subsidiary comprising the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2024, March 31, 2023, March 31, 2022, the restated consolidated statements of Profit and Loss (including other comprehensive income), the restated consolidated statement of changes in Equity, the Restated Consolidated Cash Flow Statement for the years ended March 31,

Term	Description
	2024, March 31, 2023, March 31, 2022, and the Summary Statement of Significant Accounting Policies, and other explanatory information prepared in terms of the requirements of sub-Section (1) of Section 26 of Part I of Chapter III of the Act; the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by ICAI, as amended from time to time. For details, see "***Restated Consolidated Financial Statements***" on page 261.
"Senior Management Personnel" or "SMPs"	Senior Management Personnel of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as disclosed in "***Our Management – Key Managerial Personnel and Senior Management***" on page 248.
"Shareholders" or "members"	The equity shareholders of our Company whose names are entered into (i) the register of members of our Company; or (ii) the records of a depository as a beneficial owner of Equity Shares.
"Stakeholders' Relationship Committee"	The stakeholders' relationship committee of our Board, as described in "***Our Management – Board Committees*** **-** Stakeholders' Relationship Committee" on page 247.
"Subsidiary"	Our subsidiary, Prostarm Energy Systems Private Limited.
"Whole-time Director(s)"	Whole-time director(s) of our Company, as described in "***Our Management***" on page 236.

Issue Related Terms

Term	Description
"Abridged Prospectus"	Abridged Prospectus means a memorandum containing 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(ies) to a Bidder as proof of registration of the Bid-cum-Application Form.
"Allot" or "Allotment" or "Allotted"	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of Equity Shares to the successful Applicants.
"Allotment Advice"	Note or advice or intimation of Allotment sent to the Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
"Allottee"	A successful Bidder to whom the Equity Shares are Allotted.
"Anchor Investor"	A Qualified Institutional Buyer, who applied under the Anchor Investor Portion with a minimum Bid of ₹1,000 Lakhs in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus.
"Anchor Escrow Account(s)" or "Escrow Account(s)"	Account opened with Anchor Escrow Bank for the Issue and in whose favour the Anchor Investors will transfer money through direct credit or NEFT or RTGS in respect of the Bid Amount when submitting a Bid.
"Anchor Investor Allocation Price"	The price at which the Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and Prospectus, which will be decided by our Company, in consultation with the BRLM, during the Anchor Investor Bidding Date.
"Anchor Investor Application Form"	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus.
"Anchor Investor Bid/Issue Period" or "Anchor Investor Bidding Date"	One Working Day prior to the Bid/ Issue Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Manager will not accept any Bids from Anchor Investors, and

Term	Description
	allocation to Anchor Investors shall be completed.
"Anchor Investor Issue Price"	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company, in consultation with the BRLM.
"Anchor Investor Pay-in Date"	With respect to the Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Issue Price, a date not later than 2 (two) Working Days after the Bid/ Issue Closing Date.
"Anchor Investor Portion"	Up to 60% of the QIB Portion, which may be allocated by our Company in consultation with the BRLM, to the Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.
"Application Supported by Blocked Amount" or "ASBA"	An application, whether physical or electronic, used by ASBA Bidders to make a Bid by authorizing an SCSB to block the Bid Amount in the ASBA Account and will include applications made by UPI Bidders using UPI, where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by UPI Bidders using the UPI Mechanism.
"ASBA Account"	A bank account maintained with an SCSB and specified in the Bid-cum-Application Form which will be blocked by such SCSB to the extent of the appropriate Bid Amount in relation to a Bid by a Bidder (other than a Bid by an Anchor Investor) and includes a bank account maintained by a UPI Bidder linked to a UPI ID, which will be blocked upon acceptance of a UPI Mandate Request made by UPI Bidders using the UPI Mechanism.
"ASBA Bid"	A Bid made by an ASBA Bidder including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations.
"ASBA Bidders"	All Bidders except Anchor Investors.
"ASBA Form"	An application form, whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus.
"Banker(s) to the Issue"	Collectively, the Escrow Collection Bank(s), Refund Bank(s), Public Issue Account Bank(s) and Sponsor Bank.
"Basis of Allotment"	Basis on which Equity Shares will be Allotted to successful Bidders under the Issue, as described in "***Issue Procedure***" on page 439.
"Bid"	An indication to make an offer during the Bid/Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/Issue Period by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares of our Company at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations. The term "Bidding" shall be construed accordingly.
"Bid Amount"	The highest value of the optional Bids as indicated in the Bid-cum-Application Form and payable by the Bidder or as blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid in the Issue.
"Bid-cum-Application Form"	The form in terms of which the Bidder shall make a Bid and which shall be considered as the application for the Allotment pursuant to the terms of the Red Herring Prospectus, including ASBA Form.
"Bid Lot"	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.

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"Bid/Issue Closing Date"	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be notified in all editions of English national daily newspaper, [●], Hindi national daily newspaper, [●] and a Marathi regional daily newspaper (Marathi being the regional language of State of Maharashtra, where our Registered Office is located). In case of any revisions, the extended Bid/Issue Closing Date will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the website of the Book Running Lead Manager and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank. Our Company, in consultation with the Book Running Lead Manager, may consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.
"Bid/Issue Opening Date"	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [●] which shall be notified in all editions of English national daily newspaper, [●], in all editions of Hindi national daily newspaper [●], and in all editions of Marathi regional daily newspaper [●] (Marathi being the regional language of State of Maharashtra, where our Registered Office is located). In case of any revision, the extended Bid/Issue Opening Date will also be widely disseminated by notification the Stock Exchanges, by issuing a public notice, and also by indicating the change on the website of the Book Running Lead Manager and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank(s).
"Bid/Issue Period"	Except in relation to the Anchor Investors, the period between the Bid/Issue Opening Date and the Bid/Issue Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations, provided that such period shall be kept open for a minimum of 3 (three) Working Days. The Bid/Offer Period will comprise of Working Days only. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of 1 (one) Working Day, subject to the Bid/Offer Period not exceeding 10 Working Days. Our Company, in consultation with the BRLM, may consider closing the Bid/ Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations.
"Bidder" or "Investor" or "Applicant"	Any prospective investor who made a Bid pursuant to the terms of the Red Herring Prospectus and the Bid-cum-Application Form and unless otherwise stated or implied and includes an Anchor Investor.
"Bidding Centers"	Centers at which the Designated Intermediaries accepted the Bid-cum-Application Forms, being the Designated SCSB Branch for SCSBs, Specified Locations for the Syndicate, Broker Centers for Registered Brokers, Designated RTA Locations for CRTAs and Designated CDP Locations for CDPs.
"Book Building Process"	The book building process as described in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made.
"Book Running Lead Manager" or	The book running lead manager to the Issue, being Choice Capital Advisors

Term	Description
"BRLM"	Private Limited, a SEBI registered Category-I Merchant Banker.
"Broker Centers"	Broker centers of the Registered Brokers, where Bidders (other than Anchor Investors) submitted the ASBA Forms. The details of such Broker centers, along with the names and contact details of the Registered Brokers are available on the website of the Stock Exchanges at www.bseindia.com and www.nseindia.com.
"CareEdge Research"	CARE Analytics & Advisory Private Limited
"CARE Report"	Company commissioned "Industry Report on Storage and Power Backup Solution" dated September 26, 2024, prepared and released by CareEdge Research.
"CAN" or "Confirmation of Allocation Note"	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bid/Issue Period.
"Cap Price"	The higher end of the Price Band, above which the Issue Price and the Anchor Investor Issue Price will not be finalized and above which no Bids will be accepted, including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price and shall not be more than 120% of the Floor Price.
"Cash Escrow and Sponsor Bank Agreement"	Agreement dated [●] entered into by our Company, the Registrar to the Issue, the BRLM, the Syndicate Member, and the Bankers to the Issue for collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Issue Account and where applicable, refund of the amounts collected from Bidders, on the terms and conditions thereof, in accordance with the UPI Circulars.
"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 and registered under Section 12 (1A) of the SEBI Act and who is eligible to procure Bids at the Designated CDP Locations in terms of SEBI circular no. CIR /CFD/POLICYCELL/11/2015 dated November 10, 2015 and the UPI Circulars and as per the list available on the websites of BSE and NSE.
"Controlling Branches"	Such branches of SCSBs which coordinate Bids under the Issue with the BRLM, the Registrar and the Stock Exchanges, a list of which is available on the website of SEBI at http://www.sebi.gov.in.
"Cut-off Price"	Issue Price, authorized by our Company, in consultation with the BRLM which shall be any price within the Price Band. Only Retail Individual Bidders are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
"Demographic Details"	Details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation and bank account details and UPI ID, wherever applicable.
"Depository(ies)"	A depository registered with SEBI under the SEBI (Depositories and Participants') Regulations, 1996.
"Depository Participant" or "DP"	A depository participant as defined under the Depositories Act.
"Designated CDP Locations"	Such locations of the CDPs where Bidders submitted the ASBA Forms and in case of RIIs only ASBA Forms with UPI. 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 websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com).
"Designated Date"	The date on which the Escrow Collection Banks transfer funds from the

Term	Description
	Escrow Accounts to the Public Issue Account or the Refund Account, as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders using the UPI Mechanism, where made available, instruction issued through the Sponsor Banks) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, in terms of the Red Herring Prospectus, after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Issue.
"Designated Intermediary(ies)"	In relation to ASBA Forms submitted by RIIs and NIIs with an application size of up to ₹5.00 Lakhs (not using the UPI Mechanism) authorizing an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate, Registered Brokers, CDPs and RTAs. In relation to ASBA Forms submitted by QIBs and NIIs (not using the UPI Mechanism), Designated Intermediaries shall mean SCSBs, Syndicate, sub-syndicate, Registered Brokers, CDPs and CRTAs.
"Designated RTA Locations"	Such locations of the CRTAs/RTAs where Bidders can submit the Bid-cum-Application Forms. 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 of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
"Designated SCSB Branches"	Such branches of the SCSBs which shall collect the ASBA Forms (other than ASBA Forms submitted by RIIs where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such RII 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?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time.
"Designated Stock Exchange"	[●]
"DP ID"	Depository Participant's identity number.
"Draft Red Herring Prospectus" or "DRHP"	This draft red herring prospectus dated September 28, 2024, issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Issue, including any addenda or corrigenda thereto.
"Eligible FPIs"	FPIs that are eligible to participate in this Issue in terms of applicable laws, other than individuals, corporate bodies and family offices.
"Eligible NRI(s)"	A non-resident Indian, under Schedule 3 and Schedule 4 of the FEMA Non-Debt Rules, from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Bid-cum-Application Form and the Red Herring Prospectus will constitute an invitation to purchase the Equity Shares.
"Escrow Account(s)"	Account opened with the Escrow Collection Bank and in whose favor the Anchor Investors transferred money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount when submitting a Bid.
"Escrow Collection Bank(s)" or "Anchor Escrow Bank"	Banks which are clearing members and registered with SEBI as bankers to an issue under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and with whom the Escrow Accounts will be opened, in this case being [●].

Term	Description
"First or Sole Bidder"	Bidder whose name shall be mentioned in the Bid-cum-Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
"Floor Price"	The lower end of the Price Band, subject to any revision thereto, at or above which the Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids will be accepted and which shall not be less than the face value of the Equity Shares.
"Fresh Issue"	The initial public offering of up to 1,60,00,000* Equity Shares of face value of ₹10 each for cash at a price of ₹ [●] each, aggregating up to ₹ [●] Lakhs. For information, see "***The Issue***" on page 76*. **Subject to finalization of basis of Allotment* **Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement aggregating upto 10,00,000 equity shares of face value of ₹ 10/- each, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Issue. The utilization of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Issue and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.*
"Fraudulent Borrower"	Fraudulent borrower as defined under Regulation 2(1)(lll) 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"	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLM.
"Issue"	The initial public offering of up to 1,60,00,000* Equity Shares of face value of ₹10 each for cash at a price of ₹ [●] each, aggregating up to ₹ [●] Lakhs. **Subject to finalization of basis of Allotment* Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement aggregating up to 10,00,000 Equity Shares of face value of ₹ 10/- each, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Issue. The utilization of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Issue and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.

Term	Description
"Issue Agreement"	Agreement dated September 20, 2024 entered between our Company and the BRLM, pursuant to which certain arrangements have been agreed to in relation to the Issue.
"Issue Price"	The final price at which Equity Shares will be Allotted to successful Bidders, other than Anchor Investors. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Issue Price in terms of this Draft Red Herring Prospectus. The Issue Price will be decided by our Company, in consultation with the BRLM on the Pricing Date, in accordance with the Book Building Process and in terms of this Draft Red Herring Prospectus.
"Issue Proceeds"	The proceeds of the Issue, which shall be available to our Company. For details about use of the Issue Proceeds, see "***Objects of the Issue***" on page 107.
"Mobile Applications"	The mobile applications listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmI d=43 or such other website as may be updated from time to time, which may be used by RIIs to submit Bids using the UPI Mechanism.
"Mutual Fund Portion"	5% of the Net QIB Portion (excluding the Anchor Investor Portion), or [●] Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Issue Price.
"Mutual Funds"	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
"Net Proceeds"	Proceeds of the Issue less the Issue related expenses. For further details about use of the Issuer Proceeds and the Issue related expenses, see "***Objects of the Issue***" on page 107.
"Net QIB Portion"	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors.
"Non-Institutional Portion"	The portion of the Net Issue being not more than 15% of the Net Issue consisting of [●]* Equity Shares, available for allocation to Non-Institutional Bidders, on a proportionate basis. The allocation to each Non-Institutional Investor shall not be less than ₹2.00 Lakhs subject to availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis, subject to valid Bids being received at or above the Issue Price, in accordance with the SEBI ICDR Regulations. Further, (a) one third of the portion available to Non-Institutional Investors shall be reserved for applicants with application size of more than ₹2.00 Lakhs and up to ₹10.00 Lakhs; and (b) two third of the portion available to Non-Institutional Investors shall be reserved for applicants with application size of more than ₹10.00 Lakhs, provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of Non-Institutional Investors. **Subject to finalization of Basis of Allotment*
"Non-Institutional Investors" or "Non-Institutional Bidders" or "NIIs" or "NIBs"	All Bidders, including FPIs other than individuals, corporate bodies and family offices, registered with the SEBI that are not QIBs (including Anchor Investors) or Retail Individual Investors, who have Bid for Equity Shares for an amount of more than 2.00 Lakhs (but not including NRIs other than Eligible NRIs).
"Non-Resident Indians" or "NRI(s)"	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs.
"OCB" or "Overseas Corporate Body(ies)"	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management

Term	Description
	(Deposit) Regulations, 2000, as amended from time to time. OCBs are not allowed to invest in this Issue.
"Person(s)"	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership firm, limited liability partnership firm, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
"Pre-IPO Placement"	A further issue of specified securities, through a preferential offer or any other method as may be permitted in accordance with applicable law, which may be undertaken by our Company, in consultation with the BRLM aggregating up to 10,00,000 Equity Shares of face value of ₹ 10/- each, prior to the filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Issue. The utilization of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Issue and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.
"Price Band"	Price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price) including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price and shall be less than or equal to 120% of the Floor Price. The Price Band, and the minimum Bid Lot size for the Issue will be decided by our Company in consultation with the BRLM, and will be advertised, at least 2 (two) Working Days prior to the Bid/Issue Opening Date, in [●] editions of [●], an English national daily newspaper and [●] editions of [●], a Hindi national daily newspaper and [●], a Marathi daily newspaper, (Marathi being the regional language of State of Maharashtra, where our Registered Office is located), each with wide circulation and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites.
"Pricing Date"	The date on which our Company, in consultation with the BRLM, will finalize the Issue Price.
"Prospectus"	Prospectus dated [●] to be filed with the RoC for this Issue on or after the Pricing Date in accordance with Sections 26 and 32 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto.
"Public Issue Account"	Bank account opened with the Public Issue Account Bank under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account and ASBA Accounts on the Designated Date.
"Public Issue Account Bank(s)"	Bank(s) which are a clearing member and registered with SEBI as a banker to an issue and with whom the Public Issue Account is opened for collection of Bid Amounts from Escrow Account and ASBA Account on the

Term	Description
	Designated Date, in this case being [●].
“QIB Category” or “QIB Portion”	The portion of the Net Issue (including the Anchor Investor Portion) being not less than 50% of the Net Issue consisting of [●]* Equity Shares which shall be available for allocation to QIBs (including Anchor Investors), subject to valid Bids being received at or above the Issue Price or Anchor Investor Issue Price (for Anchor Investors). **Subject to finalization of Basis of Allotment*
“Qualified Institutional Buyers” or “QIBs” or “QIB Bidders”	Qualified institutional buyers as defined under Regulation 2(1) (ss) of the SEBI ICDR Regulations.
“Red Herring Prospectus” or “RHP”	The Red Herring Prospectus dated [●] issued in accordance with Section 32 of the Companies Act, 2013 and the SEBI ICDR Regulations, which did not have complete particulars of the price at which the Equity Shares shall be Allotted and which was filed with the RoC at least 3 (three) Working Days before the Bid /Issue Opening Date and became the Prospectus after filing with the RoC after the Pricing Date, including any addenda or corrigenda thereto.
“Refund Account”	The account opened with the Refund Bank, from which refunds, if any, of the whole or part of the Bid Amount to the Anchor Investors shall be made
“Refund Bank”	The Banker to the Issue with whom the Refund Account has been opened, in this case being [●].
“Registered Brokers”	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers) Regulations, 1992 and with the stock exchanges having nationwide terminals, other than the BRLM and the Syndicate Members and eligible to procure Bids in terms of circular number CIR / CFD / 14 / 2012 dated October 14, 2012, and other applicable circulars issued by SEBI.
“Registrar Agreement”	The agreement dated September 20, 2024 entered between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
“Registrar and Share Transfer Agents” or “RTAs”	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, and the UPI circular, as per the lists available on the websites of BSE and NSE
“Registrar to the Issue” or “Registrar”	KFin Technologies Limited.
“Resident Indian”	A person resident in India, as defined under FEMA
“Retail Portion”	The portion of the Net Issue being not less than 35% of the Net Issue comprising of [●]* Equity Shares which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, which shall not be less than the minimum Bid Lot, subject to valid Bids being received at or above the Issue Price. **Subject to finalization of Basis of Allotment.*
“Retail Individual Investors” or “RIIs” or “Retail Individual Bidders” or “RIBs”	Bidders (including HUFs and Eligible NRIs) whose Bid Amount for Equity Shares in the Issue was not more than ₹2.00 Lakhs in any of the bidding options in the Issue (including HUFs applying through their karta and Eligible NRIs and does not include NRIs other than Eligible NRIs).
“Revision Form”	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in any of their Bid-cum-Application Forms or any previous Revision Form(s), as applicable. QIBs bidding in the QIB Category and Non-Institutional Investors bidding in the Non-Institutional Portion are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the

Term	Description
	Bid Amount) at any stage. RIIs can revise their Bids during Bid / Issue period and withdraw their Bids until Bid / Issue Closing Date.
"Self-Certified Syndicate Bank(s)" or "SCSB(s)"	(i) The banks registered with the SEBI which offer the facility of ASBA and the list of which is available on the website of the SEBI (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) The banks registered with SEBI, enabled for 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. Applications through UPI in the Issue can be made only through the SCSBs mobile applications 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.
"Specified Locations"	Bidding centers where the Syndicate shall accept Bid-cum-Application Forms, a list of which is included in the Bid-cum-Application Form.
"Specified Securities"	Specified securities in terms of Regulation 2(1)(eee) of the SEBI ICDR Regulations.
"Sponsor Bank"	A Banker to the Issue which is registered with SEBI and is eligible to act as a Sponsor Bank in a public issue in terms of applicable SEBI requirements and has been appointed by the Company, in consultation with the BRLM to act as a conduit between the Stock Exchanges and NPCI to push the UPI Mandate Request in respect of UPI Bidders as per the UPI Mechanism and carry out other responsibilities in terms of the UPI Circulars, in this case being [●].
"Stock Exchanges"	BSE Limited and National Stock Exchange of India Limited.
"Sub-Syndicate Members"	The sub-syndicate members, if any, appointed by the BRLM and the Syndicate Members, to collect ASBA Forms and Revision Forms.
"Syndicate Agreement"	Agreement to be entered into among our Company, the Registrar to the Issue, the BRLM and the Syndicate Members in relation to collection of Bid-cum-Application Forms by Syndicate.
"Syndicate Members"	Intermediaries registered with the SEBI and permitted to carry out activities as an underwriter, in this case [●]
"Syndicate or members of the Syndicate"	Together, the BRLM and the Syndicate Members.
"Systemically Important Non-Banking Financial Company"	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
"Underwriters"	The BRLM and the Syndicate Members
"Underwriting Agreement"	The agreement to be entered between the Underwriters and our Company to be entered into on or after the Pricing Date but prior to filing of Prospectus.
"UPI"	Unified payments interface, which is an instant payment mechanism, developed by NPCI.
"UPI Bidders"	Collectively, individual investors applying as (i) Retail Individual Investors in the Retail Portion; (ii) Non-Institutional Bidders with an application size of up to ₹5.00 Lakhs in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate

Term	Description
	Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agent. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹5.00 Lakhs shall use UPI and shall provide their UPI ID in the Application Form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
"UPI Circulars"	Circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI, as amended by its Circular number SEBI/HO/CED/DIL/CIR/2016/26 dated January 21, 2016 and Circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 issued by SEBI as amended or modified by SEBI from time to time, including Circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/ HO/CFD/DIL2/CIR/2022/75 dated May 30, 2022, SEBI master circular with circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent that such circulars pertain to the UPI Mechanism), SEBI master circular with circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard and any other circulars issued by SEBI or any other governmental authority in relation thereto from time to time.
"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 Bidders, by way of a notification on the UPI application and by way of a SMS directing the UPI Bidders to such UPI application) to the UPI Bidders initiated by the Sponsor Bank to authorize blocking of funds equivalent to the Bid Amount in the relevant ASBA Account through the UPI, and the subsequent debit of funds in case of Allotment.
"UPI Mechanism"	The Bidding mechanism that is used by Retail Individual Investors to make Bids in the Issue in accordance with the UPI Circulars to make as ABA bid in the Issue.
"Wilful Defaulter"	A wilful defaulter as defined in Regulation 2(1)(lll) of the SEBI ICDR Regulations.
"UPI PIN"	Password to authenticate UPI transaction.

Term	Description
"Working Day"	All days on which commercial banks in Mumbai, India are open for business, provided however, for the purpose of announcement of the Price Band and the Bid/Issue Period, "Working Day" shall mean all days, excluding all Saturdays, Sundays and public holidays on which commercial banks in Mumbai, India are open for business and the time period between the Bid/Issue Closing Date and listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of the Stock Exchanges excluding Sundays and bank holidays in India in accordance with circulars issued by SEBI, including UPI Circulars

Technical / Industry related terms

Term	Description
WEO	World Economic Outlook
GDP	Gross Domestic Product
RBI	Reserve Bank of India
GVA	Gross Value Added
GFCF	Gross Fixed Capital Formation
PLI	Production-linked Incentive
IIP	Index of Industrial Production
CPI	Consumer price index
SDF	Standing deposit facility
LAF	Liquidity adjustment facility
MSF	Marginal standing facility
GNDI	Gross National Disposable Income
PFCE	Private Final Consumption Expenditure
IMD	India Meteorological Department
ESS	Energy Storage Systems
UPS	Uninterruptible Power Supply
OEM	Original equipment manufacturer
BESS	Battery energy storage system
FAME	Faster Adoption and Manufacturing of Hybrid & EV
GWh	Gigawatt-hour
EPC	Engineering, Procurement, and Construction
KUSUM	Kisan Urja Suraksha evam Utthaan Mahabhiyan
NTPC-REL	NTPC Renewable Energy Ltd
GUVNL	Gujarat Urja Vikas Nigam Limited
SPPD	Solar Power Park Developer
RUVITL	Rajasthan Urja Vikas and IT Services Limited
PPP	Public-private partnerships
ICF	Integral Coach Factory
LHB	Linke-Hofmann-Busch
PMGDISHA	Pradhan Mantri Gramin Digital Saksharta Abhiyan
PMKVY	Pradhan Mantri Kaushal Vikas Yojana
NRP	National Rail Plan
CCTV	Closed-circuit television
MSME	Micro, Small & Medium Enterprises

Term	Description
EHR	Electronic health records
UL	Underwriters Laboratories
VDE	Verband der Elektrotechnik
EMI	Electromagnetic Interference
EMC	Electromagnetic Compatibility

Business Related Terms

Term	Description
AMC	Annual Maintenance Contracts
ATMS	Automated Teller Machine
ARAI	Automotive Research Association of India
BFSI	Banking, Financial Services and Insurance
BMS	Battery Management System
CPWD	Central Public Works Departments
CAGR	Compounded Annual Growth Rate
DSP	Digital Signal Processing
DC	Direct Current
DBR	Dynamic Brake Resistor
DSP	Digital Signal Processing
ECO	Economical Mode
Power Solution Products	Energy Storage Equipment and Power Conditioning Equipment
EPC	Engineering, Procurement and Construction
Hz	Hertz
IT industries	Information Technology industries
LCD	Liquid-crystal display
Manufacturing Unit I	Manufacturing unit of our Company situated at Basement and 2nd floor, S. No. 37/1 to 4/1/4, Jay Paru Vasu (Extension), Behind Harsh Agro Pipe Karkhana Lane, Pisoli, Pune – 411 048, Maharashtra, India
Manufacturing Unit II	Manufacturing unit of our Subsidiary situated at Ground and 1st Floor, S. No. 37/1 to 4/1/4, Pisoli, B Jay Paru Vasu (Extension), Behind Harsh Agro Pipe Karkhana Lane, Pisoli, Pune- 411048.
Manufacturing Unit III	Manufacturing unit of our Company situated at EL-79, Mahape, TTC Industrial Area, Navi Mumbai- 400701
MPPT	Maximum Power Point Tracking
MW	Mega Watt
PV	Photovoltaic
PWD	Publics Works Department
SCVS	Servo Controlled Voltage Stabilizer
SFC	Static Frequency Converter
UPS	Uninterruptible Power Supply

Conventional and General Terms / Abbreviations

Term	Description
"AAEC"	Appreciable Adverse Effect on Competition.
"A.Y." or "AY"	Assessment Year.
"ABRY"	Aatmanirbhar Bharat Rojgar Yojana
"A/C"	Account.
"AGM"	Annual General Meeting.
"AIF(s)"	An alternative investment fund as defined in, and registered with SEBI under, the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
"AS" or "Accounting Standard"	Accounting Standards as issued by the Institute of Chartered Accountants of India.
"Associate"	A person who is an associate of the issuer and as defined under the Companies Act, 2013.
"Authorized Dealers"	Authorized Dealers registered with RBI under the Foreign Exchange Management (Foreign Currency Accounts) Regulations, 2000.
"Bn" or "bn"	Billion.
"BSE"	BSE Limited.
"CAGR"	Compound Annual Growth Rate.
"Category I FPI"	FPIs registered as "Category I foreign portfolio investors" under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019.
"Category II FPI"	FPIs registered as "Category II foreign portfolio investors" under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019.
"CCI"	Competition Commission of India.
"CDSL"	Central Depository Services (India) Limited.
"CIN"	Corporate Identity Number.
"CMP"	Current Market Price
"Companies Act, 1956"	The erstwhile Companies Act, 1956 along with the relevant rules made thereunder.
"Companies Act, 2013" or "Companies Act"	Companies Act 2013, as amended read with rules, regulations, clarifications and modifications thereunder.
"Competition Act"	Competition Act, 2002, as amended and the rules and regulations made thereunder.
"COVID-19"	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020.
"Consolidated FDI Policy"	The extant consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time.
"Control"	Control as defined under the Takeover Regulations, and the term "Controlled" shall be construed accordingly.
"Copyright Act"	Copyright Act, 1957.
"CPC"	Code of Civil Procedure, 1908.
"CrPC"	Code of Criminal Procedure, 1973.
"CSR"	Corporate Social Responsibility.
"CY"	Calendar year.
"Debt to Equity Ratio"	Debt equity ratio is calculated as total borrowings divided by total equity.
"Depositories Act"	The Depositories Act, 1996.
"Depository"	A depository registered with under the Securities and Exchange Board of

Term	Description
	India (Depositories and Participants) Regulations, 1996.
"DIN"	Director Identification Number.
"DPIIT"	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry *(formerly Department of Industrial Policy and Promotion),* GoI.
"DP ID"	Depository Participant's identity number.
"EBITDA"	Earnings before interest, taxes, depreciation and Amortization excluding other income.
"EBITDA Margin"	EBITDA Margin is the percentage of EBITDA divided by revenue from operations.
"EGM"	Extraordinary General Meeting.
"EMI"	Equated Monthly Instalment
"EPS"	Earnings per share.
"ERP"	Enterprise Resource Planning.
"ESIS"	Employees' State Insurance Scheme.
"Euro" or "EUR"	Euro, the official single currency of the participating member states of the European Economic and Monetary Union of the Treaty establishing the European Community.
"FCNR"	Foreign currency non-resident account.
"FDI"	Foreign Direct Investment.
"FDI Circular"	The Consolidated Foreign Direct Investment Policy bearing DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020, effective from October 15, 2020, issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time.
"FEMA"	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder.
"FEMA Non-Debt Rules"	Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended.
"Fiscals" or "fiscal year" or "Financial Year" or "financial year"	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.
"FPIs"	A foreign portfolio investor who has been registered pursuant to the SEB1 FPI Regulations.
"FVCI"	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI.
"GDP"	Gross Domestic Product.
"GoI" or "Government"	Government of India.
"GST"	Goods and Services Tax.
"HUF(s)"	Hindu Undivided Family(ies).
"ICAI"	Institute of Chartered Accountants of India, New Delhi.
"ICRA"	ICRA Limited.
"IFRS"	International Financial Reporting Standards of the International Accounting Standards Board.
"IMF"	International Monetary Fund.
"Income Tax Act"	Income-tax Act, 1961, read with the rules framed thereunder.
"Income Tax Rules"	Income-tax Rules,1962, as amended.

Term	Description
“Ind AS”	The Indian Accounting Standards referred to in the Companies Act 2013 and Companies (Indian Accounting Standard) Rules, 2015, as amended.
“Indian GAAP”	Generally Accepted Accounting Principles in India.
“INR” or “Rupee” or “₹” or “Rs.”	Indian Rupee, the official currency of the Republic of India.
“Ind AS 24”	Indian Accounting Standard 24 issued by the ICAI.
“IPC”	Indian Penal Code, 1860, as amended.
“IQF”	Individual Quick Freezing.
“IRDAI”	Insurance Regulatory and Development Authority of India.
“ISO”	International Organization for Standardization.
“IST”	Indian Standard Time.
“IT”	Information Technology.
“KVA”	Kilovolt Ampere.
“MCA”	The Ministry of Corporate Affairs, Government of India.
“Mn”	Million.
“Mutual Funds”	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
“N.A.” or “NA”	Not Applicable.
“NACH”	National Automated Clearing House.
“NAV”	Net Asset Value.
“NEFT”	National Electronic Fund Transfer.
“NPCI”	National Payments Corporation of India.
“NRE accounts”	NRI Non-Resident External account.
“NRI” or “Non-resident Indian”	A person resident outside India, who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or an “Overseas Citizen of India” cardholder within the meaning of Section 7(A) of the Citizenship Act, 1955.
“NRO accounts”	Non-Resident Ordinary accounts.
“NSDL”	National Securities Depository Limited.
“NSE”	National Stock Exchange of India Limited.
“OCB” or “Overseas Corporate Body”	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time. OCBs are not allowed to invest in this Issue.
“P/E Ratio”	Price/Earnings Ratio.
“p.a.”	Per annum.
“PAN”	Permanent account number.
“PAT”	Profit after tax.
“PCB(s)”	Pollution Control Board(s).
“PPE”	Property Plant Equipment.
“Provident Fund”	Provident fund for employees managed by the Employee’s Provident Fund Organization in India.
“RBI”	Reserve Bank of India.
“Regulation S”	Regulation S under the U.S. Securities Act.
“RoC” or “Registrar of Companies”	The Registrar of Companies, Mumbai.
“RoNW”	Return on Net Worth.

Term	Description
“RTGS”	Real Time Gross Settlement.
“SCRA”	Securities Contract (Regulation) Act, 1956.
“SCRR”	The Securities Contracts (Regulation) Rules, 1957.
“SCSB”	Self-Certified Syndicate Bank.
“SCORES”	Securities and Exchange Board of India Complaints Redress System.
“SEBI”	Securities and Exchange Board of India established under Section 3 of the SEBI Act, as amended.
“SEBI Act”	Securities and Exchange Board of India Act, 1992, as amended.
“SEBI AIF Regulations”	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
“SEBI FPI Regulations”	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended.
“SEBI FVCI Regulations”	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended.
“SEBI ICDR Regulations”	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
“SEBI Listing Regulations”	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
“SEBI Merchant Bankers Regulations”	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended.
“Sq. Ft.” or “sq. ft.”	Square Feet.
“Sq. mtr.” or “sq. mtrs.”	Square Meter.
“State Government”	The government of a state in India.
“STT”	Securities transaction tax.
“Takeover Regulations”	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
“TAN”	Tax deduction account number.
“TDS”	Tax deducted at source.
TreDS	Trade Receivables Discounting System.
“U.S.” or “United States”	The United States of America, together with its territories and possessions, any state of the United States of America and the District of Columbia.
“U.S. Securities Act”	United States Securities Act of 1933, as amended.
“VAT”	Value added tax.
“VCFs”	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the SEBI AIF Regulations, as the case may be.

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

Certain Conventions

Unless otherwise specified or the context otherwise requires, all references to "India" in this Draft Red Herring Prospectus are to the Republic of India 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 Red Herring Prospectus is in Indian Standard Time ("**IST**"). Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

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

In this Draft Red Herring Prospectus, for the purpose of restatement of financial information, the terms "we", "us", "our", "the Company", "our Company", "Issuer", "Issuer Company", “Prostarm”, “ProstarM”, unless the context otherwise indicates or implies, refers to "Prostarm Info Systems Limited".

In this Draft Red Herring Prospectus, the terms "we", "us", "our", unless the context otherwise indicates or implies, refers to our Company and our Subsidiary.

In this Draft Red Herring Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word "Lac / Lakh" means "one hundred thousand", the word "million (mn)" means "Ten Lacs / Lakhs", the word "Crore" means "one hundred lakhs" and the word "billion (bn)" means "one hundred crores". In this Draft Red Herring Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

The Previous DP stands replaced in its entirety by this Draft Red Herring Prospectus. Investors are cautioned against placing any reliance on the Previous DP.

Financial Data

Unless the context requires otherwise or as otherwise stated, the financial information in this Draft Red Herring Prospectus is derived from our Restated Consolidated Financial Statements, as at and for the Fiscals 2024, 2023 and 2022, comprising the restated statement of assets and liabilities as at March 31, 2024, March 31, 2023 and March 31, 2022, the restated statement of profit and loss and other comprehensive income, the restated statement of cash flows and restated statement of changes in equity for the Fiscal 2024, Fiscal 2023 and Fiscal 2022, the summary statement of significant accounting policies, and other explanatory information prepared in terms of the requirements of Section 26 of Part I of Chapter III 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.

Our fiscal year commences on 1st April of each year and ends on 31st March of the next year. Therefore, all references in this Draft Red Herring Prospectus to a particular Financial Year, Fiscal(s), Fiscal Year or FY, unless stated otherwise, 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. In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points.

There are significant differences between Indian GAAP, Ind AS, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of IFRS or any other accounting principles or standards. If we were to prepare our financial statements in accordance with such other accounting principles, our results of operations, financial condition and cash flows may be substantially different. For details in connection with risks involving differences between Ind AS, U.S. GAAP and IFRS, see "***Risk***

***Factors – Significant differences exist between Ind AS and other accounting principles, such as US GAAP and International Financial Reporting Standards ("IFRS"), which investors may be more familiar with and consider material to their assessment of our financial condition*.**" on page 71. Prospective investors should consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. The degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, 2013 and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

Unless otherwise indicated, any percentage amounts, as set forth in this Draft Red Herring Prospectus, including in the Sections titled ***"Risk Factors", "Our Business"*** and ***"Management's Discussion and Analysis of Financial Condition and Results of Operations"*** on page 34, 175 and 367, respectively and elsewhere in this Draft Red Herring Prospectus, have been calculated on the basis of the Restated Consolidated Financial Statements of our Company included in this Draft Red Herring Prospectus.

Currency and Units of Presentation

All references to "**Rupees**", "**Rs.**", "**INR**" or "**₹**" are to Indian Rupees, the official currency of the Republic of India. All references to "**£**" or "**GBP**" are to Great Britain Pound, the official currency of the United Kingdom. All references to "**$**", "**US$**", "**USD**", "**U.S. $**" or "**U.S. Dollars**" are to United States Dollars, the official currency of the United States of America.

All figures in decimals (including percentages) have been rounded off to one or two decimals, or to the nearest whole number. Our Company has presented certain numerical information in this Draft Red Herring Prospectus in "lakhs" units. One Lakh represents 1,00,000. In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed therein are due to rounding-off. However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than lakhs in their respective sources, such figures appear in this Draft Red Herring Prospectus expressed in such denominations as provided in such respective sources. In this Draft Red Herring Prospectus, (i) the sum or percentage change of certain numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Any such discrepancies are due to rounding off.

Non-GAAP Financial Measures

Certain Non-GAAP Measures and certain other statistical information relating to our operations and financial performance like EBITDA, EBITDA Margin, Adjusted EBITDA, Adjusted EBITDA Margin, Gross Profit, Gross Profit Margin, PAT Margin, CAGR Net Asset Value per Equity Share, Return on Net worth, Net worth, EBIT, Capital Employed, Return on Capital Employed and others ("**Non-GAAP Measures**"), have been included in this Draft Red Herring Prospectus. We compute and disclose such Non-GAAP Measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance. These Non-GAAP financial measures are supplemental measures of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, these Non-GAAP financial measures should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, these Non-GAAP financial measures are not standardized terms, hence a direct comparison of these Non-GAAP financial measures between companies may not be possible. These Non-GAAP Measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies and hence have limited usefulness as a comparative measure. For details, see ***"Risk Factors – We have in this Draft Red Herring Prospectus included certain non-GAAP financial measures and certain other industry measures related to our operations and financial performance. These non-GAAP measures and industry measures may vary from any***

standard methodology that is applicable across the industry in which we operate, and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies" on page 69.

Industry and Market Data

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Industry Research Report on Storage and Power Backup Solutions dated September 26, 2024" prepared and issued by CARE Advisory Research and Training Limited ("**CareEdge Research**") (the "**CARE Report**"), which has been exclusively commissioned and paid for by our Company in connection with the Issue pursuant to an engagement letter dated July 24, 2024. CareEdge Research is an independent agency which has no relationship with our Company, our Promoters and any of our Directors or KMPs or SMPs. The data included herein includes excerpts from the CARE Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Issue), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the CARE Report and included herein with respect to any particular year refers to such information for the relevant calendar year. A copy of the CARE Report is available on the website of our Company at www.prostarm.com. until the Bid/Issue Closing Date.*

Unless otherwise indicated, all financial, operational, industry and other related information derived from the CARE Report and included herein with respect to any particular year, refers to such information for the relevant year. Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements. Although the industry and market data used in this Draft Red Herring Prospectus is reliable, industry sources and publications may base their information on estimates and assumptions that may prove to be incorrect. Further, industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. The extent to which industry and market data set forth in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

In making any decision regarding the transaction, the recipient should conduct its own investigation and analysis of all facts and information contained in the prospectus and the recipient must rely on its own examination and the terms of the transaction, as and when discussed. For risks in relation to the CARE Report, see ***"Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information from the CARE Report which have been commissioned and paid for by us exclusively in connection with the Issue and any reliance on such information for making an investment decision in the Issue is subject to inherent risks"*** on page 62.

Exchange Rates

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

(in ₹)

Currency	Exchange rate as on March 31, 2024*#	Exchange rate as on March 31, 2023*#	Exchange rate as on March 31, 2022*#
1 US$	83.37	82.22	75.81
1 GBP	105.29	101.87	99.55

**If the RBI reference rate is not available on a particular date due to a public holiday, exchange rate of the previous working day has been disclosed*
#Rounded off to two decimal places.
Source: www.fbil.org.in and www.fedai.org.in

NOTICE TO PROSPECTIVE INVESTORS IN THE UNITED STATES

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Draft Red Herring Prospectus or approved or disapproved the Equity Shares. Any representation to the contrary is a criminal offence in the United States. In making an investment decision, investors must rely on their own examination of our Company and the terms of the Issue, including the merits and risks involved. The Equity Shares have not been and will not be registered under the U. S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act 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 Bids may not be made, by persons in any such jurisdiction except in compliance with the applicable laws of such jurisdiction.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "***aim***", "***anticipate***", "***are likely***", "***believe***", "***expect***", "***estimate***", "***intend***", "***likely to***", "***objective***", "***plan***", "***project***", "***propose***", "***will***", "***seek to***", "***will continue***", "***will pursue***" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. All statements in this Draft Red Herring Prospectus that are not statements of historical fact constitute 'forward-looking statements'. All statements regarding our expected financial conditions and results of operations, business plans and objectives, strategies and goals and prospects are forward-looking statements.

These forward-looking statements are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements. This could be due to risks or uncertainties associated with expectations relating to, and including, regulatory changes pertaining to the industries in India in which we operate 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 which have an impact on its 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, changes in the incidence of any natural calamities and/ or violence, regulations and taxes and changes in competition in the industries in which we operate. Certain important factors that could cause actual results to differ materially from our expectations include but are not limited to, the following:

- Our revenue from operations is dependent upon a limited number of customers and the loss of any of these customers or loss of revenue from any of these customers could have a material adverse effect on our business, financial condition, results of operations and cash flows;
- Our manufacturing units are located in the state of Maharashtra, India, which exposes our operations to potential geographical concentration risks;
- Our Company has received Show Cause Notice for alleged violation under the Custom Act, 1962. Any adverse order passed against us would materially affect our financial condition and business.
- Disruption in our relationships with third party dealers and distributors and third party manufacturers may have an adverse effect on our business and future prospect;
- Disruption in the supply of materials and components or increase in the price of raw materials, labor or other inputs;
- Our technology and machineries may become obsolete or may not be upgraded timely, hampering our operations and financial conditions and we may lose our competitive edge;
- We derive a significant portion of our revenues from a limited number of clients. The loss of any significant clients may have an adverse effect on our business, financial condition, results of operations, and prospect.
- We are dependent on our Promoters, management team and a number of Key Managerial Personnel and persons with technical expertise and the loss and inability to attract or retain such persons could adversely affect our business, results of operations and financial condition;
- Loss of accreditation for our manufacturing unit and our empanelment with government institutions could adversely affect our business, results of operations and financial condition;
- Adverse changes in laws and regulations relating to the sectors/areas in which we operate.

For details regarding factors that could cause actual results to differ from expectations, see "***Risk Factors***", "***Our Business***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on page 34, 175 and 367, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

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

Forward-looking statements reflect current views on the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Promoters, our Directors, the BRLM 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 SEBI ICDR Regulations, our Company and the BRLM will ensure that the Bidder in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchanges for the Equity Shares pursuant to the Issue.

SUMMARY OF THE ISSUE DOCUMENT

The following is a general summary of the terms of the Issue and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including "***Risk Factors***", "***The Issue"***, "***Capital Structure***", "***Objects of the Issue"***, "***Industry Overview"***, "***Our Business***", "***Restated Financial Statements***", "***Outstanding Litigation and Material Developments***", "***Issue Procedure***", and " ***Description of Equity Shares and Terms of the Articles of Association***" on pages 34, 76, 93, 107, 135, 175, 261, 401, 439 and 461, respectively.

Summary of Business

We are engaged in designing, manufacturing, assembling, sale, service and supply of Energy Storage Equipment and Power Conditioning Equipment in India. Our manufactured Power Solution Products comprise of UPS system, inverter system, lift inverter system, solar hybrid inverter systems, lithium battery packs, servo-controlled voltage stabilisers, isolation transformers and other power solution products. We offer both customized and standard products and solutions, manufactured and assembled at our in-house facilities and also through third party contract manufacturers. In addition to our core manufactured products, we also deal in sale and supply of third party manufactured batteries, reverse logistics/end-of-life disposal for UPS systems and batteries and other allied products. We also undertake rooftop solar photovoltaic power plant projects across India on EPC basis. Our comprehensive range of value-added services include installation, rental, after-sales services (including warranty and post-warranty services), Annual Maintenance Contracts which supplements our Power Solution Products, catering to a wide spectrum of customers and their requirements.

Summary of Industry

The power back-up systems market is growing due to the problem of power shortage in the country and with the technological advancements. The gap between the demand and supply of power in the country is increasing the demand for uninterrupted power supply by the industrial sectors.

The Indian UPS Market has been showcasing an upward trend generating revenues of Rs 96,432 million in FY24 while it was at Rs 89,713 million in FY23. The market is further expected to grow at a CAGR of 8.22% till FY30. This growth of 8.22% is due to rising dependence on electricity in the country, expanding commercial and industrial segments, and with power outages being a frequent occurrence; especially during peak hours, an uninterrupted power supply has become mandatory.

The Indian Lithium–Ion battery market in India was recorded at Rs 5,58,078 million in FY24 and grew at a CAGR of 7.66% between FY19 and FY24. Further, going ahead the market is expected to grow at a 19.67% till FY30. It is forecasted to reach Rs 16,39,090 million by FY30. The Indian Lithium-Ion Battery Market is growing rapidly, driven by the surging demand for energy storage solutions in various sectors, including automotive, consumer electronics, and renewable energy.

The Indian Solar Hybrid Inverter market in India was recorded at Rs 5,242 million in FY24 and grew at a CAGR of 9.21% between FY19 and FY24. Further, going ahead the market is expected to grow at a 18.60% till FY30. It is forecasted to reach Rs 13,938 million by FY30. This growth is expected to be driven by the rising demand for renewable energy as India transits from fossil fuels to more sustainable energy sources to combat climate change and improve energy security.
(Source: CARE Report).

Names of our Promoters

Ram Agarwal, Sonu Ram Agarwal and Vikas Shyamsunder Agarwal are the Promoters of our Company. For further details, see “***Our Promoters and Promoter Group***” on page 253.

Issue Size

The Issue comprises issue of up to 1,60,00,000* Equity Shares of face value ₹10 aggregating up to ₹[●] Lakhs.

For further details, see "***The Issue***", "***Issue Structure***", and "***Issue Procedure***" on pages 76, 435 and 439.

**Subject to finalization of basis of allotment*

Objects of the Issue

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

The details of the proceeds of the Issue are summarised in the table below:

Objects	**Amount *(₹ in lakhs)*** *
Gross Proceeds from the Issue#	[●]
Less: Estimated Issue related expenses**	[●]
Net Proceeds from the Issue (Net Proceeds)	[●]

***** *To be finalised upon determination of the Issue Price and updated in the Prospectus prior to the filing with the RoC*
***See "Issue Related Expenses" as detailed below*
 # Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement aggregating up to 10,00,000 Equity Shares of face value of ₹ 10/- each, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.

Utilization of Net Proceeds

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

No.	**Objects**	**Estimated Amount (₹ in Lakhs)#**
1.	Funding working capital requirements of our Company	7,250.00
2.	Prepayment or repayment of all or a portion of certain outstanding borrowings availed by our Company	1,800.00
3.	Acquisition of further stake of our Subsidiary to make it a wholly owned subsidiary	900.00
4.	Achieving inorganic growth through unidentified acquisitions and other strategic initiatives and general corporate purposes*^	[●]
Total utilization of net proceeds		**[●]**

**To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.*
^The cumulative amount to be utilized towards inorganic growth through unidentified acquisitions and other strategic initiatives and general corporate purposes shall not exceed 35% of the Gross Proceeds. Further, the amount utilized for funding inorganic growth through acquisitions and other strategic initiatives shall not exceed 25% of the Gross Proceeds. In addition, the amount to be utilized towards general corporate purposes alone shall not exceed 25% of the Gross Proceeds.
#Includes the proceeds, if any, received pursuant to the Pre-IPO Placement which may be undertaken by our Company aggregating upto 10,00,000 Equity Shares of face value of ₹ 10/- each, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The details of the Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus with RoC. Upon allotment of Equity Shares pursuant to the Pre-IPO Placement, we may utilize the proceeds from the Pre-IPO Placement towards the Objects as set out in this section. The Pre-IPO Placement shall not exceed 20% of the size of the Issue.

For further details, see "***Objects of the Issue***" on page 107.

Aggregate Pre-Issue shareholding of our Promoter and Promoter Group

The aggregate Pre-Issue shareholding of our Promoter and Promoter Group as on the date of the Draft Red Herring Prospectus, as a percentage of the Pre-Issue paid-up Equity Share capital of our Company is set out below:

No.	Name of the Shareholder	Number of Equity Shares	Percentage of the Equity Share capital (%)*
Promoter			
1.	Ram Agarwal	1,28,62,378	30.00
2.	Sonu Ram Agarwal	85,74,938	20.00
3.	Vikas Shyamsunder Agarwal	1,41,47,029	33.00
Sub-total (A)		**3,55,84,345**	**83.00**
Promoter Group			
1.	Sunita Vikas Agarwal	30,54,667	7.12
2.	Parvati Shyamsunder Agarwal	30,03,075	7.00
3.	Shyamsunder B Agarwal	7,22,745	1.69
4.	Vikas S Agrawal HUF	5,09,760	1.19
Sub-total (B)		**72,90,247**	**17.00**
Total (A+B)		**4,28,74,592**	**100.00**

For further details, see "***Capital Structure***" on page 93.

Summary of Restated Consolidated Financial Information

A summary of the financial information of our Company as derived from the Restated Consolidated Financial Statements as of and for Fiscal 2024, 2023 and 2022 are as follows:

(in ₹ lakhs unless indicated otherwise)

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Share Capital	4,287.46	4,287.46	908.36
Net worth	8,432.99	6,100.67	4,095.77
Revenue from Operations	25,787.04	23,036.32	17,130.73
Profit/(loss) after tax	2,282.53	1,934.55	1,087.05
Earnings per share (basic) (in ₹)	5.44	4.66	2.66
Earnings per share (diluted) (in ₹)	5.44	4.66	2.66
Net Asset Value per Equity Share	19.67	14.23	9.55
Total Borrowings	4,346.96	2,485.15	320.94

1. Net Worth is calculated as the sum of equity share capital and other equity of the Company;
2. Basic EPS = Net Profit after tax, as restated, attributable to equity shareholders divided by weighted average no. of equity shares outstanding during the year
3. Diluted EPS = Net Profit after tax, as restated, attributable to equity shareholders divided by weighted average no. of diluted equity shares outstanding during the year
4. The Equity shares and basic/diluted earnings per share has been presented to reflect the adjustments as per INDAS 33.
5. Net Asset Value per share = Net Worth at the end of the year divided by weighted average no. of equity shares outstanding during the year.
6. Total borrowings is the sum of long term borrowings, short term borrowings and lease liabilities.

For further details, see "***Financial Information***" on page 261.

Qualifications of the Auditors which have not been given effect to in the Restated Consolidated Financial Statements

Our Statutory Auditor have not made any qualifications in the examination report that have not been given effect to in the Restated Consolidated Financial Statements.

Summary of outstanding litigation

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

(₹ in Lakhs)

Nature of Cases	Number of outstanding cases	Amount Involved*
Litigation involving our Company		
Criminal proceedings against our Company	-	-
Criminal proceedings by our Company	9	377.65
Material civil litigation against our Company	-	-
Material civil litigation by our Company	1	29.05
Actions by statutory or regulatory Authorities	2	5.10
Direct and indirect tax proceedings	25#	5,373.89
Litigation involving our Directors (other than Promoters)		
Criminal proceedings against our Directors (other than Promoters)	-	-
Criminal proceedings by our Directors (other than Promoters)	-	-
Material civil litigation against our Director (other than Promoters)	-	-
Material civil litigation by our Director (other than Promoters)	-	-
Actions by statutory or regulatory authorities	-	-
Direct and indirect tax proceedings	-	-
Litigation involving our Promoter		
Criminal proceedings against our Promoter	-	-
Criminal proceedings by our Promoter	-	-
Material civil litigation against our Promoter	-	-
Material civil litigation by our Promoter	-	-
Actions by statutory or regulatory authorities	-	-
Direct and indirect tax proceedings	3	23.40
Litigation involving our Subsidiary		
Criminal proceedings against our Subsidiary	-	-
Criminal proceedings by our Subsidiary	-	-
Material civil litigation against our Subsidiary	-	-
Material civil litigation by our Subsidiary	-	-
Actions by statutory or regulatory authorities	-	-
Direct and indirect tax proceedings	-	-

**To the extent quantifiable.*

#Inclusive of demand amounting to ₹29,05,290 which is also appearing under the heading Material civil litigation by our Company.

For further details on the outstanding litigation proceedings, see "***Outstanding Litigation and Material Developments***" and "***Risk Factors***" on page 401 and page 34 respectively.

Risk factors

For further details, see "***Risk Factors***" on page 34.

Summary of contingent liabilities

(in ₹ lakhs)

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
I. Contingent Liabilities			
Claims against the Company and its subsidiary not acknowledged as debt[1]	11.30	11.30	11.30
Guarantees & LC excluding financial guarantees[2]	1,792.07	1,050.94	643.02
Other money for which the Company and its subsidiary is contingently liable[3]	32.03	3.06	437.74
Total	**1,835,40**	**1,065.30**	**1,092.06**

Notes:

1. The Company and its subsidiary has certain disputes, lawsuits and claims, which arise in from time to time in the ordinary course of business. The Company and its subsidiary believes these matters are not expected to have material impact on the Financial Statements.
2. Includes Bank Guarantees issued in favour of various customers for supply of materials, tendering, etc.
3. Represents demands raised by Income tax and service tax authorities pending before appellate authorities or appeal to be filed within due course.

For details, see "***Restated Financial Statements***" on page 261.

Summary of Related Party Transactions

(*in ₹ lakhs*)

Transaction Type / Party	For the Year ended March 31, 2024	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Unsecured Loan Taken			
Radhakrishnan Nair	-	55.00	-
Unsecured Loan Repaid			
Shyam Sundar Agarwal	-	40.00	-
Short term employee benefits**			
Tapan Ghose	18.23	6.23	6.23
Ram Agarwal	54.23	48.23	48.23
Sonu Ram Agarwal	26.23	24.23	24.23
Raghu Ramesh Thammannashastri	24.23	22.43	18.43
Parvati Shyamsunder Agarwal	6.23	6.23	6.23
Santosh Agarwal	6.33	6.23	6.23
Vikas Shyamsunder Agarwal	6.00	-	-
Jayanti Ghose	-	7.23	6.23
Abhishek Jain	20.87	5.22	-
Prashant Sharad Patankar	3.91	1.35	-
Kavita Jain	7.67	1.02	-
Radhakrishnan Nair	37.50	30.00	-
Sales Commission Paid/ Payable			
Ram Agarwal	28.34	-	-
Vikas Shyamsunder Agarwal	-	6.00	6.00
Sitting Fees Paid/Payable			
Goutam Paul	0.73	0.20	-
Bhargav Chatterjee	0.88	0.28	-
Ganesh Pansari	0.40	0.10	-
Shivkumar Baser	0.58	0.10	-
Mitali Chatterjee	0.40	0.20	-
Rent Received / Receivable			
Ram Agarwal	-	2.40	2.40
Santosh Agarwal	2.40		
Salary Advances			
Santosh Agarwal	-	0.65	-
Ram Agarwal	-	12.61	-
Sonu Ram Agarwal	-	9.48	-
Parvati Shyamsunder Agarwal	-	12.83	-
Jayanti Ghose	-	1.50	0.58
Abhishek Jain	7.50	3.00	-
Kavita Jain	8.60	-	-
Sale of Products			
Radhakrishnan Nair	-	-	0.25

Transaction Type / Party	For the Year ended March 31, 2024	For the Year ended March 31, 2023	For the Year ended March 31, 2022
M/s Aarcchor Innovations Private Limited	118.23	53.59	7.61
S K Enterprises (Prop. Kavita Jain)	30.79	1.00	-
Purchase of Materials / Products			
M/s Aarcchor Innovations Private Limited	-	0.62	484.80
M/s S K Enterprises (Prop. Kavita Jain)	-	1.93	-
Reimbursement of Expenses			
Raghu Ramesh Thammannashastri	0.75	0.15	
Abhishek Jain	3.71	0.06	-
Kavita Jain	1.90	-	-
Prashant Sharad Patankar	0.58	-	-
Radhakrishnan Nair	12.22	12.92	11.65
Advances Given for Puchase of Goods			
M/s S K Enterprises (Prop. Kavita Jain)	7.00	-	-

(*in ₹ lakhs*)

Outstanding Balances	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Payable To			
Shyam Sunder Agarwal (Unsecured Loan)		-	40.00
Ram Agarwal (Remuneration)	-	1.65	17.72
Sonu Ram Agarwal (Remuneration)	0.03	1.35	12.61
Raghu Ramesh Thammannshastri (Remuneration)	0.59	-	1.51
Vikas Shyamsunder Agarwal (Commission)		-	10.79
Vikas Shyamsunder Agarwal (Remuneration)	4.50	-	-
Parvati Shyamsunder Agarwal (Salary)	0.96	-	9.54
Santosh Agarwal (Salary)		-	4.32
Goutam Paul (Sitting Fees)	0.07	0.20	-
Bhargav Chatterjee (Sitting Fees)	0.09	0.28	-
Ganesh Basant Kumar Pansari (Sitting Fees)		0.10	-
Shivkumar Baser (Sitting Fees)		0.10	-
Mitali Chatterjee (Sitting Fees)		0.20	-
Abhishek Jain (Remuneration)	1.61		
Kavita Jain (Remuneration)	0.35		
Tapan Ghose (Remuneration)	0.26		
M/s Aarcchor Innovations Private Limited	119.85	120.20	122.85
Radhakrishnan Nair (Remuneration & Incentive)	62.71	47.50	-
Radhakrishnan Nair (Unsecured Loan)		55.00	-
Receivable From			
Santosh Agarwal (Salary Advance)	0.39	0.65	-
Jayanti Ghose (Salary Advance)	-	1.70	0.58
Ram Agarwal (Rent Receivable)	-	-	2.40
Ram Agarwal (Salary Advance)	0.28	-	-
Abhishek Jain (Salary Advance)		2.00	-
M/s SK Enterprise Proprietor Ms Kavita Jain (Sales)	0.93	2.07	-
M/s SK Enterprise Proprietor Ms Kavita Jain (Purchase Advance)	7.00	-	-
Radhakrishnan Nair (Sale of Goods)	-	-	0.30
M/s Aarcchor Innovations Private Limited	1.06	-	1.13

For further details of the related party transactions and as reported in the Restated Consolidated Financial Statements, see "***Restated Financial Statements***" on page 261.

Financing Arrangements

There have been no financing arrangements whereby 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 this Draft Red Herring Prospectus.

Weighted average price at which the Equity Shares were acquired by our Promoters in the one year preceding the date of this Draft Red Herring Prospectus

Name of the Promoter	Number of equity shares acquired in the one year preceding the date of this Draft Red Herring Prospectus	Weighted average price per Equity Share (₹)
Ram Agarwal	Nil	N/A
Sonu Ram Agarwal	Nil	N/A
Vikas Shyamsunder Agarwal	Nil	N/A

** As certified by Mansaka Ravi & Associates, Chartered Accountants vide certificate dated September 28, 2024.*

Average Cost of Acquisition of Equity Shares by our Promoters

Name of the Promoter	Number of Equity Shares held	Average cost per Equity Share (₹)
Ram Agarwal	12,862,378	1.14
Sonu Ram Agarwal	8,574,938	0.01
Vikas Shyamsunder Agarwal	14,147,029	0.33

** As certified by Mansaka Ravi & Associates, Chartered Accountants vide certificate dated September 28, 2024*

Weighted average cost of acquisition of all shares transacted in (i) last one (1) year; (ii) last eighteen (18) months and (iii) last three (3) years preceding the date of this Draft Red Herring Prospectus

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

** As certified by Mansaka Ravi & Associates, Chartered Accountants vide certificate dated September 28, 2024*
[#]Nil consideration on account of Issue of Bonus Shares.
***To be updated once the price band information is available.*

Details of Pre-IPO Placement

Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement aggregating upto 10,00,000 Equity Shares of face value of ₹ 10/- each, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.

An Issue of equity shares for consideration other than cash in the last one year

Our Company has not made an issue of Equity Shares for consideration other than cash in the last one year.

Split/Consolidation of equity shares in the last one year

Our Company has not undertaken any split or consolidation of Equity Shares in the last one year as on the date of this Draft Red Herring Prospectus.

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

Our Company has not taken any exemption from complying with any provisions of the Securities Law from SEBI as on the date of this Draft Red Herring Prospectus.

SECTION II – RISK FACTORS

An investment in Equity Shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of this Issue including the merits and risks involved. Any potential investor in, and subscriber of, the Equity Shares should also pay particular attention to the fact that we are governed in India by a legal and regulatory environment which in some material respects may be different from that which prevails in other countries. The risks and uncertainties described in this Section are not the only risks and uncertainties we currently face. Additional risks and uncertainties not known to us or that we currently deem immaterial may also have an adverse effect on our business. If any of the following risks, or any other risks that are not currently known or are currently deemed immaterial, actually occur, our business, results of operations and financial condition could suffer, the price of our Equity Shares could decline, and you may lose all or any part of your investment. Additionally, our business operations could also be affected by additional factors that are not presently known to us or that we currently consider as immaterial to our operations.

*Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. Unless otherwise stated, the financial information of our Company used in this Section is derived from our Restated Consolidated Financial Statements prepared in accordance with Ind AS and the Companies Act and restated in accordance with the SEBI ICDR Regulations. To obtain a better understanding, you should read this Section in conjunction with "**Our Business**" on page 175, "**Industry Overview**" on page 135 and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" on page 367 as well as other financial information contained herein. For capitalized terms used but not defined herein, see "**Definitions and Abbreviation**" on page 1.*

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 risks may not be material individually but may be material when considered collectively;*
- *Some risks may have an impact which is qualitative though not quantitative; and*
- *Some risks may not be material at present but may have a material impact in the future.*

The financial and other related implications of risks concerned, wherever 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. Unless otherwise stated, the financial information of the Company used in this Section is derived from our financial statements under Ind AS, as restated in this Draft Red Herring Prospectus. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein. 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 factor over another.

*Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment which may differ in certain respects from that of other countries. This Draft Red Herring 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 elsewhere in this Prospectus. For further details, see "**Forward-Looking Statements**" on page 24.*

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled Industry Research Report on Storage and Power Backup Solutions dated September 26, 2024 prepared and issued by CARE Analytics and Advisory Private Limited (**CareEdge Research**) (the "**CARE Report**"), which has been exclusively commissioned and paid for by our Company in connection with the Issue pursuant to an engagement letter dated July 14, 2024. CareEdge Research is an independent agency which has no relationship with our Company, our Promoters and any of our Directors or KMPs or SMPs. Unless otherwise indicated, financial, operational, industry and other related information derived from the CARE Report and included herein with respect to any particular year refers to such information for the relevant calendar year. A copy of the CARE Report is available on the website of our Company at https://prostarm.com/ until the Bid/Issue*

Closing Date.

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. In making an investment decision, prospective investors must rely on their own examination of our Company and Subsidiary and the terms of the Issue including the merits and risks involved. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.

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

*Unless the context otherwise requires, in this section, references to "**we**", "**us**" and "**our**" refer to Prostarm Info Systems Limited and our Subsidiary on a consolidated basis while "our Company" or "the Company", refers to Prostarm Info Systems Limited on a standalone basis.*

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

INTERNAL RISK FACTORS:

BUSINESS RELATED RISKS

1. ***Our revenue from operations is dependent upon a limited number of customers and the loss of any of these customers or loss of revenue from any of these customers could have a material adverse effect on our business, financial condition, results of operations and cash flows.***

A significant portion of our revenue is concentrated among few key customers. The table below outlines the revenue generated from our top five (5) and top ten (10) customers for the fiscals 2024, 2023 and 2022, including their respective percentage of total revenue from operations:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹ lakhs)	Percentage of Revenue from Operations (%)	Amount (in ₹ lakhs)	Percentage of Revenue from Operations (%)	Amount (in ₹ lakhs)	Percentage of Revenue from Operations (%)
Top 5 customers	9,911.86	38.43%	6,198.70	26.90%	5,852.09	34.17%
Top 10 customers	13,379.69	51.88%	9,122.64	39.60%	7,588.31	44.30%

The loss of one or more key customers for any reason, such as an inability to negotiate acceptable purchase terms, contract renewals, disputes, adverse financial changes like bankruptcy, mergers, declining sales, delayed requirements, or work stoppages, could negatively impact our business, operations, and financial condition. For details, see "***Management's Discussion and Analysis of Financial Condition and Results of Operations –Principal Factors Affecting our Financial Condition and Results of Operations – Significant Dependence on a Single or Few Customers***" on page 399.

Additionally, as we acquire new customers, the revenue composition from our key clients may shift. Any adverse developments, such as disputes or disqualifications, could lead to significant order reductions from these customers, impacting our revenue, cash flow, and liquidity.

We currently do not have long-term agreements with our customers, relying instead on purchase orders to dictate sales terms and volumes. While we believe we have fostered strong, long-term relationships with our customers, we cannot guarantee that these will continue.

Furthermore, these key customers might choose to switch to competitors or alternative products not offered by us, or decline to renew agreements on favourable terms. We cannot guarantee that we will maintain historical business levels with our key customers or significantly reduce our customer concentration, both of which could affect our business, financial condition, results of operations and cash flows.

2. ***Our manufacturing units are located in the state of Maharashtra, India, which exposes our operations to potential geographical concentration risks arising from local and regional factors which may adversely affect our operations and in turn our business, results of operations and cash flows.***

As on the date of this Draft be caused by certain local and regional factors, including but not limited to political, economic and weather conditions, natural disasters, demographic factors, and other unforeseen events and circumstances. Apart from COVID-19 related operational restrictions that were temporarily imposed, we have not experienced any material disruption at any of our existing manufacturing units in the last three Fiscals. If any such disruptions occur, our operations may be affected leading to significant delays in the manufacturing and sale of our products which could materially and adversely affect our business, financial condition and results of operations.

3. ***Our Company has received a show cause notice for alleged violation under the Custom Act, 1962. Any adverse order passed against us would materially affect our financial condition and business.***

Our Company has received a show cause notice under section 124 read with Section 28(4) of the Customs Act, 1962 bearing number 314/2024-25/commrl/Gr.VA/JNCH dated May 21, 2024 ("**SCN**"). The SCN stated that our Company had been wrongly availing exemption of basic customs duty ("**BCD**") on UPS imports under Bill of Entry No. 2025030 dated February 7, 2024 ("**Impugned Goods**") filed by customs house agent on behalf of our Company. Accordingly, our Company's consignment was put on hold and an examination was carried out under Panchnama dated February 14, 2024. On examination of goods under Punchnama dated February 14, 2024, it was found that our Company claimed BCD exemption vide Sr. No. 4 under notification no. 25/2005-Cus. Dt. March 1, 2015 on certain items under the bill of entry which were declared as 'UPS (static converter) for computers'. However, the said exemption is available on Static Converter for Automatic Data Processing ("**ADP**") machines and units thereof, and telecommunication apparatus, other than static converters for cellular mobile phones'. Accordingly, the said consignment of our Company was seized vide Seizure Memo dated February 23, 2024. During the course of investigation, the relevant authority concluded that the exemption was not available on UPS which is not a static converter for ADP and our Company is not eligible for any duty benefit. The duty liability / duty difference worked out to the tune of ₹75,77,304 against the Impugned Goods.

The relevant authority issued a provisional NOC after taking into consideration the amount of ₹35,80,534 by our Company and the goods were granted permission for warehousing. Despite our Company's various submissions, the Department held that a UPS is different from ADP and thus our Company was not eligible to seek an exemption under the aforementioned circular. Accordingly, based on the total declared value of Impugned Goods under 60 consignments of our Company between June 2019 and February 2024 amounting to ₹98,69,52,719.20, a duty difference / duty payable amounting to ₹24,90,69,766 was held to be liable upon our Company for wrongfully claiming the exemption by mis-stating the description of goods. Further, the Impugned Goods having an assessable value amounting to ₹2,73,60,121 were held liable for confiscation along with the previous 59 shipments having an assessable value amounting to ₹95,95,92,599. In light of the above, this SCN was issued upon our Company seeking it to show cause to the Commissioner of Customs as to: why Impugned Goods having an assessable value amounting to ₹2,73,60,121 should not be confiscated; the Bill of Entry No. 2025030 dated February 7, 2024 not be re-assessed and differential duty amounting to ₹75,77,304 should not be recovered along with applicable interest; differential duty amounting to ₹35,80,534 paid should not be appropriated against the differential duty after re-assessment and penalty should not be imposed on our Company under section 112(a) of the Customs Act, 1962. Further it was sought from our Company to show cause to the Commissioner of Customs as to: why the total 59 import consignments should not be confiscated under Section 111(m) of the Customs Act, 1962; such goods should not be re-assessed without benefit of exemption; consequent to such re-assessment, differential duty amounting to ₹24,90,69,766 along with interest amounting to ₹25,61,72,453 should not be demanded and recovered from the importer by invoking the extended period of limitation for reason of wilful mis-statement by our Company; penalty should not be imposed on our Company and differential duty paid by our Company should not be appropriated against the differential duty after re-assessment.

Our Company vide its reply dated June 27, 2024 has submitted that it received the SCN without certain relied upon documents and that incomplete SCN was served upon our Company. Thus, our Company has sought the complete show cause notice along with the missing relied upon documents, opportunity for personal hearing and that the time limit of 30 days to submit a reply be counted from the date of receipt of the complete SCN.

With respect to the issuance of the SCN, the Company has sought legal opinion whereby, it was opined that the UPS in question are indeed capable of being used with ADP machines, and that the second criterion of the description in the exemption notification is also satisfied. Further, in the said Opinion, reference was made to the Judgement of Hon'ble CESAT in ***Socomec Innovative Power Solutions vs. CC*** (Final Order No. 40419 / 2024 dated April 15, 2024 in Appeal No. 41392 of 2016), where the Hon'ble CESTAT, Chennai Bench, on an identical issue held that UPS units are eligible for the exemption benefit as long as they are capable of use with ADP machines. The Hon'ble Tribunal clarified that the notification does not require the UPS to be exclusively used with ADP machines or that the end use must be limited to ADP machines alone. As long as the UPS is capable of such use, it qualifies for the exemption under Notification No. 25/05. Additionally, a similar ruling was delivered by the Hon'ble CESTAT in the Judgement of *Cyber Power*, reinforcing the principle that a claim to an exemption benefit is based on a bona fide belief and does not amount to a mis-declaration. This principle has been equally upheld in cases adjudicated under the self-assessment regime.

In view of these legal precedents, it was further opined that the demand raised by invoking an extended period of limitation of five years stands unjustified, as is the proposal to impose a penalty. Based on the foregoing preliminary observations, it is opined that the Company has a strong likelihood of success in contesting the matter and should proceed to challenge the SCN.

The Company in reliance of the above said opinion is in the process of challenging the SCN. However, we cannot assure that upon challenging the SCN, a favourable order would be passed. If any adverse order is passed against us, we would be required to make the said payment and comply with any adverse order as may be passed by Hon'ble CESTAT, which would materially affect our financial condition and business.

For details of such outstanding litigations, see "***Outstanding Litigations and Material Developments***" on page 401 and "***Risk Factors – Our Company, Promoters and Directors are parties to certain legal proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, results of operations and financial condition. Any adverse order passed against us would materially affect our financial condition and business."*** on page 47**.**

4. Disruption in our relationships with third party dealers and distributors, changes in their business practices, their failure to meet payment schedules and provide timely and accurate information could adversely affect our business, operating cash flows and financial condition.

We heavily rely upon our network of third-party dealers or distributors for a significant portion of our sales and distribution operations within India. As on March 31, 2024, we have over 478 dealers and distributors spread across the country to whom we sell our products for further sale and distribution to end customers or resellers. We also sell our products directly to government, institutional and corporate customers. For details, see *"**Our Business – Sales and Marketing**"* on page 204. We typically do not enter into annual contracts or long-term contracts with our dealers and distributors for the sale and distribution of our products and therefore cannot assure that we would maintain historic level of relation with our dealers and distributors. At times, we provide certain incentives for our dealers and distributors by giving an upfront discount in case of bulk orders, payment before due dates or advance payment in certain cases. Our dealers and distributors are also source of market information for our products which aids us in knowing our competitors and market trends.

While we believe that our relationship with most of our dealers and distributors has been satisfactory, we cannot assure you that we will be able to maintain our relationships with such third-party dealers and distributors in the future. Further, there can be no assurance that these third-party dealers and distributors will continue to maintain adequate sales capabilities, will be successful in ensuring onward sale of our products or that they will continue to provide verified and adequate information for preparing demand forecasts for our products. Further, our dealers and distributors are not exclusive to us. If our competitors offer our dealers and distributors more favorable terms and/or have larger product offerings available to meet their requirements, those dealers and distributors may de-emphasize or decline to distribute our products.

Further, our dealers and distributors are susceptible to changing their business practices, such as the inventory levels they maintain, or may fail to meet payment schedules, causing us to revise or revoke the credit period extended to them.

We have also, in the past, had few instances of unexpected discontinuation of business by our dealers and non-payment of amounts owed to us in the ordinary course of our business. In the past, we have faced incidents of dishonor of cheques issued by few of our dealers towards payment due to us and against which we have filed criminal proceedings under section 138 of Negotiable Instruments Act 1881. For details, see "***Prostarm Info Systems Limited vs. Shailendra Singh – Case no. S.C.C./0001565/2023; Prostarm Info Systems Limited vs. Nileaysh Subhash Salunkke – SCC. 6908/2023; Prostarm Info Systems Limited vs. Sandeep Shamrao Kulkarni – SCC. 4592/2023; Prostarm Info Sytems Limited vs. Ziaul Islam – S.C.C./2274/2024; Prostarm Info Systems Limited vs. M/s Advance Power Solution – S.C.C./10483/2023; Prostarm Info Systems Limited vs. M/s R.T. Power System – S.C.C./9415/2023; Prostarm Info Systems Limited vs. M/s D.S. Traders – S.C.C/9414/2023 -"Outstanding Litigations and Material Developments"*** on page 401**.** While we attempt to settle all outstanding dues with such dealers and distributors, any such occurrence could disrupt our relationship with such dealers and distributors and negatively impact our revenues, business, operating cash flows and financial condition.

5. ***We are heavily dependent on our suppliers and any disruptions in the supply or an increase in prices of materials and components could adversely affect our operations.***

Our business operations are significantly dependent on third party suppliers at all stages of product development and sales. We rely on a network of third party domestic and international suppliers for supply of materials, components and products. Our purchase includes batteries, UPS, lithium-ion cells, electronic components and spares, wiring harness, plastic and metal parts, cabinets, process consumables and solar panels, etc. Our suppliers are majorly situated in India and China, and we procure our material on a purchase order basis. For details, see *"**Our Business – Material supplies and contract manufacturing**"* on page 206. Such suppliers may not perform or be able to perform their obligations in a timely manner, or at all and any delay, shortage, interruption, reduction in the supply of or volatility in the prices of materials and components on which we rely may have a material adverse effect on our business, results of operations, financial condition, cash flows and future prospects. Further, the quality of our products is primarily derived from the quality of our materials and components, and any deterioration in the quality of materials supplied to us will have an adverse effect on the quality of our products, market reputation and sales volumes. There can be no guarantee that we will be able to maintain our current line-up of suppliers or adequate supply of such materials and components at all times.

We procure majority of our materials and components through purchase orders. We cannot be certain that we will be able to obtain material and components meeting the specified quality standards on commercially acceptable terms, or that our suppliers will perform as expected. If we fail to (i) receive the quality of materials that we require; (ii) negotiate appropriate financial terms; (iii) obtain adequate supply of materials in a timely manner, or (iv) if our major suppliers discontinue the supply of such raw materials, or were to experience business disruptions or become insolvent due to reasons beyond our control, we cannot assure that we will be able to find alternate sources for the procurement of raw materials in a timely manner or at all.

The table below sets forth details of our top ten (10) and top five (5) supplier concentration (based on value of purchases) in the years indicated:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹ lakhs)	Percentage of Purchases (%)	Amount (in ₹ lakhs)	Percentage of Purchases (%)	Amount (in ₹ lakhs)	Percentage of Purchases (%)
Top 5 suppliers	13,266.94	67.18%	14,100.08	79.92%	12,697.89	88.41%
Top 10 suppliers	15,740.72	79.72%	15,020.68	85.14%	13,198.36	91.90%

Our third party suppliers also include overseas suppliers situated in China and our supplies from such overseas suppliers may be affected due to certain external factors such as currency fluctuations and unfavourable economic conditions, geopolitics, tariffs, force majeure and other economic or political conditions may result in significant increases in the costs of raw materials and other components, thus increasing our operating costs and reducing our margins, and in some cases, causing delays in procurement of such materials and components. Further, any restrictions from the government authorities in relation to our imported materials, from any applicable bilateral or multilateral organizations or any increase in duties on export of such material and components by China or any disruption in the supply of material from China could result in an increase in the cost of materials consumed, thereby adversely affecting our results of operations and cash flow. In the event we are unable to continue procuring these materials from our current suppliers or face significant restrictions in doing so, there can be no assurance that we will be successful in sourcing the materials and components we require from alternate suppliers on favourable terms, in a timely manner or at all, which could in turn adversely impact our results of operations and business prospects.

Further, in order to cater the requirement of our clients, we have also entered into contract manufacturing arrangement with third party manufacturers in China and India from whom we procure certain finished products such as UPS, SCVS, Lift Inverter System and Isolation Transformers on job-work basis as per our requirement on the basis of designs, specifications and standards established by us. For details, see "***Risk Factor - In addition to our assembling and manufacturing our products, we enter into arrangement with third-party contract manufacturers including on job work basis and therefore, we are subject to risks associated with the third-party manufacturing processes"*** on page 60. The table below sets forth details of our suppliers and the amount of domestic and imported raw materials purchased in the periods indicated:

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Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹ in lakhs)	% of Purchases	Amount (₹ in lakhs)	% of Purchases	Amount (₹ in lakhs)	% of Purchases
Imported**	5,356.88	27.13%	1,866.17	10.58%	2,498.89	17.40%
Domestic	14,387.67	72.87%	15,776.76	89.42%	11,863.19	82.60%
Total	**19,744.55**	**100.00%**	**17,642.93**	**100.00%**	**14,362.08**	**100.00%**

***Import figures are exclusive of freight charges*

As certified by our Statutory Auditor, Mansaka Ravi & Associates, Chartered Accountants pursuant to their certificate dated September 27, 2024.

Further, we buy batteries in bulk from domestic third-party manufacturers, as it is one of the major components for our products such as UPS systems, inverters (including lift inverters system) and solar hybrid inverters. In addition to the use of batteries as a component of our products, we also deal in sale and supply of such batteries. With respect to batteries, in particular, which is a key integral part of our product and service offerings, we are exposed to multiple risks relating to availability and pricing of such batteries as we generally do not enter into any long-term contracts with our suppliers and therefore, we may face risks in receiving a steady supply of batteries at commercially acceptable prices which may have a material adverse effect on our business, results of operations, financial condition, cash flows and future prospects.

Further we also face risk relating to inability or unwillingness of battery manufacturers to supply battery to players like us but directly conduct sale to the end customers. The supply of battery used in our products may also be affected due to increase in the cost or decrease in the available supply of raw materials used in battery manufacturing, such as lithium, lead, graphite, copper and other minerals. As we manufacture lithium-ion battery packs in-house, we may also experience delays or difficulties in manufacturing the battery packs, which can result in delays to our production schedule. While we have not experienced material instances of the aforementioned risks in last three Fiscals, the growth in popularity of power solution products without a significant expansion in battery production capacity could result in shortages which would result in suppliers increasing their prices in response to increased demand thus leading to increased input costs, and would impact our projected manufacturing and delivery timelines and also adversely affect our business prospects, financial condition, results of operations and cash flows.

6. ***We have derived a substantial portion of our revenue from the sale of our UPS System and sale of third party manufactured power solution products and loss of sales due to reduction in demand for these products would have a material adverse effect on our business, financial condition, results of operations and cash flows.***

Historically, we have derived a substantial portion of our revenue from the sale of our UPS System and sale of third party manufactured power solution products such as batteries of third part make and loss of sales due to reduction in demand for these products may have a material adverse effect on our business, financial condition, results of operations and cash flows.

We rely substantially on revenue generated from the sale of the UPS System. Our UPS systems are designed, manufactured and assembled in our manufacturing units and we also procure the same from our third-party contract manufacturers as per the requirement and demand. Sale of UPS system contributed revenue of ₹10,054.82 lakhs, ₹6,784.51lakhs and ₹6,483.51 constituting 38.99%, 29.45% and 37.85% of total revenue from operations for Fiscal 2024, Fiscal 2023 and Fiscal 2022. For details, see "***Our Business***" on page 175. Further, *as per the CARE Report*, the UPS market/industry also faces certain threats and challenges, which are set forth as below;

- *High initial costs: The upfront investment needed for purchasing and installing a UPS system can be substantial, especially for advanced models with higher capacity and features.*
- *Maintenance requirements: Regular maintenance is crucial for ensuring the reliability of UPS systems. However, it can be costly and time-consuming, and neglecting maintenance can lead to system failures.*
- *Battery lifespan and degradation: The batteries in UPS systems have a limited lifespan and can degrade over time, reducing the system's effectiveness. Replacing batteries incurs ongoing costs and can also lead to downtime.*
- *Environmental factors: UPS systems are sensitive to environmental conditions such as temperature, humidity, and dust. Adverse conditions can cause overheating, reduced efficiency, or equipment failure.*
- *Power capacity limitations: UPS systems have a limited power capacity, which may not suffice for all connected devices or extended outages. Overloading the system can result in failures and insufficient backup power.*
- *Technological obsolescence: As technology evolves, older UPS systems may become outdated, lacking the features or efficiency of newer models, which can lead to compatibility issues with modern equipment.*
- *Security vulnerabilities: As UPS systems become more connected and integrated with other networked devices, they may be vulnerable to cybersecurity threats, including hacking and unauthorized access.*
- *Energy efficiency concerns: While UPS systems are essential for backup power, they can be less energy-efficient, leading to higher operational costs, particularly in large-scale applications like data centers.*
- *Disposal and environmental impact: The disposal of UPS batteries and other components presents environmental challenges, as they often contain hazardous materials requiring proper handling and recycling.*
- *Supply chain disruptions: The availability of components and replacement parts for UPS systems can be affected by supply chain issues, causing delays in repairs and maintenance.*

For details, see ***"Industry Overview"*** on page 135.

Further, we also derive a substantial portion of revenue from the sale of third party manufactured power solution products, including batteries. Batteries also serve as essential components for our products such as UPS systems, solar hybrid inverters and inverters (including lift inverters). Further, batteries being consumable items, are required to be replaced at regular intervals and therefore sale of battery is not only critical to provide a complete solution to our customers but, it helps us to retain our customers and generate repeat business and also create new business opportunities Sale of third party manufactured power solution products contributed revenue of ₹7,831.44 lakhs, ₹12,486.65 lakhs and ₹9,632.06 lakhs constituting 30.37%, 54.20% and 56.23% of total revenue from operations for Fiscal 2024, Fiscal 2023 and Fiscal 2022. Although, we are deriving substantial portion of our revenue from sale of third-party manufacture power products, its contribution to revenue from operations has reduced from Fiscal 2022 to Fiscal 2024. For details, see "***Our Business***" on page 175.

If there is a significant adverse shift in the demand for UPS System or batteries, or if our customers start relying on other suppliers, it could adversely affect our financial condition, cash flow, and results of operations. Our future success will also depend in part on our ability to reduce our dependence on third party manufactured power solution products by introducing our own products. There can also be no assurance that any products we introduce will achieve market acceptance. Any failure to successfully manufacture and market new products could adversely affect our business, financial condition, cash flows and results of operations.

7. The loss of accreditation for our manufacturing unit and operations and our empanelment with government institutions could damage our reputation, business, results of operations and cash flows

Our quality certifications and accreditations are essential for securing sales to our customers. We are accredited, and hold multiple certifications, including ISO 9001:2015, ISO 14001:2015, ISO 45001:2018, and ISO 50001:2018. We also possess certificates of registration confirming conformity for UPS systems, inverters, servo stabilizers, isolation transformers, and solar inverters, as well as certifications for the Quality Management System of the Telecom Industry (TL 9000:2016), Information Security Management System (ISO/IEC 27001:2022), Environmental Labels and Declarations (IS/ISO 14025:2006), and IT Service Management (ISO/IEC 20000-1:2018). For more details, see "***Government and Other Statutory Approvals***" on page 409.

If we fail to meet accreditation criteria or if certifying agencies determine that we are not in compliance with required standards, our accreditations may be revoked or we may be denied certification. To maintain our accreditations, we must consistently uphold the quality of our products and manufacturing processes. The loss of any of our accreditations or certifications could adversely affect our reputation and business prospects.

As on the date of this Draft Red Herring Prospectus, we are an empanelled vendor for several key organizations, including the Airports Authority of India; Central Public Works Department, Patna, Bihar; Public Works Department, New Delhi; West Bengal Public Health Engineering Department; West Bengal Electronic Industry Development Corporation Limited; Telangana State Technology Services Limited; Railtel Corporation of India Limited; and NTPC Vidyut Vyapar Nigam Limited. For details, see "***Our Business***" on page 175. These empanelment are crucial for conducting sales and supply to these institutions. If we fail to comply with the empanelment criteria and our status is revoked, it could result in negative publicity and loss of our approved vendor status, significantly harming our reputation and business prospects.

8. We derive a portion of our revenue from government institutions. In the event we are unable to secure such orders/projects, our business, results of operations and financial condition may be adversely affected.

In addition to selling and supplying our offerings to private entities, we also rely on orders and projects awarded by government institutions through tenders and purchase orders. The table below sets out details of revenue derived by us from (i) government institutions and (ii) non-goverment:

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022

	Revenue (in ₹ lakhs)	%	Revenue (in ₹ lakhs)	%	Revenue (in ₹ lakhs)	%
Government institutions	7,793.14	30.22%	5,314.28	23.07%	3,160.36	18.45%
Non-Government	17,993.90	69.78%	17,722.04	76.93%	13,970.38	81.55%
Total	**25,787.04**	**100.00%**	**23,036.32**	**100.00%**	**17,130.74**	**100.00%**

Our contractual agreements with government institutions typically stipulate a fixed price at which we are required to sell our products to such institutions, and we may not be able to pass on any increases in costs without adequate provisions for adjustments for cost escalation in our current or future contracts. Additionally, we are generally required to submit performance guarantees ranging between 3% to 10% of the total order value, which remain valid until the end of the warranty period, which is generally between three to five years. During this period, we must provide repair and replacement services for the products we supply. Furthermore, if we fail to deliver the contracted quantity on time or if our products are deemed faulty, we risk being classified as a blacklisted vendor by these institutions, which could negatively impact our revenue and future prospects. In past three Fiscals, we have faced two such instances of invocation of our bank guarantee out of which one has been resolved and is under the process of recovery. However, there can be no assurance that such cases may not occur in the future. For details, see "***Risk Factors - Certain of our agreements with our customers generally have onerous terms which could result in termination if breached which in turn could have a material adverse effect on our business, financial condition, results of operations and cash flows***" on page 51.

Payments from government institutions in India have historically been subject to delays due to regulatory scrutiny and lengthy procedural formalities. Such delays in payments for products purchased from us, could adversely impact our sales and revenue. Additionally, late payments or non-payments would strain our working capital needs and may lead to increased finance costs. We may also face disputes with government institutions over recovering delayed payments, which could further deplete our resources. There is no assurance that the resolution of these disputes will be favorable to us, and any unfavorable outcomes could negatively affect our business and prospects. Moreover, we could become involved in ongoing or future investigations concerning any government institutions to which we supply products. Any delays in payments or our involvement in investigations could materially and adversely impact our business, financial condition, reputation, and overall prospects. Although, there have been no such instances in the past three Fiscals, there can be no assurance that these may not occur in the future.

Additionally, any unfavorable changes in government policies regarding the awarding of contracts or our existing relationships with government entities could negatively impact our ability to secure such orders. If any contracts or projects awarded to us are delayed, disrupted, or cancelled, our cash flows, business operations, and overall financial condition may suffer. Adverse policy changes could also result in the restructuring or renegotiation of our agreements, which could affect our financing, capacity utilization, revenues and cash flows. Furthermore, these changes might hinder our ability to participate in competitive bidding or bilateral negotiations for future projects. While there have been no such instances in the past three Fiscals, there can be no assurance that these may not occur in the future.

9. We derive majority of Solar EPC contracts are through tender/bidding process, and we may not be able to qualify for, compete or win such projects, which could adversely affect our business prospects, cash flows and results of operations

We provide turnkey solutions offering EPC services in setting up Solar PV Power Plants across India including their operation and maintenance. The following table sets forth the revenue generated from Solar EPC contracts in the last three (3) fiscals:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹ in lakhs)	Percentage of Total Revenue	Amount (₹ in lakhs)	Percentage of Total Revenue	Amount (₹ in lakhs)	Percentage of Total Revenue
Revenue	2368.46	9.18%	906.91	3.94%	189.39	1.11%

from Solar EPC contracts	

We participate in Solar EPC and O&M projects through a competitive bidding process, where contracts are awarded based on competitive bids and fulfilment of specific qualification criteria, including past project experience. For details, see "***Our Business – Solar EPC Contracts***" on page 188.

While the quality of our products, manufacturing capacity, performance, reputation, experience, and financial resources are key factors in decision-making by authorities, there is no guarantee that we will consistently meet the qualification criteria, especially for larger projects. We cannot assure you that our bids, whether submitted or planned, will be accepted.

Moreover, government tender processes may experience changes in qualification criteria, unexpected delays, and uncertainties. We cannot predict whether or when we will be awarded new contracts, and there is no assurance that projects for which we bid will be tendered in a timely manner, or at all. Projects awarded to us may also face litigation from unsuccessful bidders, potentially delaying the award process and the notification of start dates for our successful bids. This could result in the need for us to hold unallocated resources, adversely impacting our financial results and operations. Additionally, we may incur significant expenditures, time, and resources defending against such litigation. While we have not faced these issues in the last three Fiscals, any unfavourable outcomes in future proceedings could lead to the termination of awarded contracts and materially adversely affect our business, revenue, and cash flows.

10. We have a limited operating history in manufacturing.

We have a limited operating history in manufacturing. Established in year 2008, we initially focused on the sale, supply, and installation of batteries and uninterruptible power supply systems sourced from third-party vendors. This phase allowed us to gain valuable market insights and build strong relationships with customers seeking reliable power solution products. Post year 2020, we have gradually transitioned into full-scale design, manufacturing, and assembly of products such as UPS systems, lift inverters, solar hybrid inverters, lithium-ion battery packs, servo-controlled voltage stabilizers, isolation transformers, and other power solutions.

While we believe we have the necessary experience and strong customer relationships, our business and prospects must be evaluated in light of the risks and challenges associated with being a new entrant in manufacturing power solution products. These include our ability to advance our technologies, develop and manufacture reliable products, deliver and service a large volume of orders, improve operational efficiency, adapt to customer demands and feedback, respond to technological advancements and changes in the competitive landscape, and manage growth effectively. Failing to address any of these risks and challenges could materially and adversely impact our business.

11. We do not own some of the premises from where we operate.

The premises including our Manufacturing Unit I and II along with twenty–two (22) branch offices and two (2) storage facilities across seventeen (17) states and one (1) union territories are located on rental/leased premises, and we do not own any of these premises. In the event such rent/lease arrangements are not renewed or are terminated, it could adversely affect our operation unless we arrange for similar premises. If we are unable to continue or renew such rental arrangement on the same or similar terms or find alternate premises on lease on similar terms or at all, it may affect our business operations. For information relating to properties that we have leased, see "***Our Business – Property***" on page 209. This may adversely impact the continuance of our operations and business.

12. We face competition in relation to our offerings, including from competitors that may have greater financial and marketing resources. Failure to compete effectively may have an adverse impact on our business, financial condition, results of operations and prospects.

We operate in an increasingly competitive market, and our financial performance and results of operations are sensitive to competitive pricing and other market factors. Rising competition may lead to pricing pressures, shrinking profit margins, loss of market share, or an inability to improve our market position, all of which could significantly harm our business.

We face competition from manufacturers, traders, suppliers, and importers of power storage and conditioning equipment across both organized and unorganized sectors. Competitors in the power solutions industry compete on key attributes such as technical expertise, product quality, sales and distribution strength, pricing, timely delivery and after sales service. While our organized sector competitors prioritize technology and product quality, unorganized competitors often offer extremely low prices, making it difficult for us to compete effectively.

According to the CARE Report, the high technological complexity and lack of standards in UPS products have led to the emergence of many local manufacturers providing cheap, low-quality products. These products often have defects or short lifespans, however, unfortunately they are still contributing to a decline in market share for established companies. For details, see "***Industry Overview***" on page 135.

Many of our competitors, particularly multinational corporations, enjoy significant competitive advantages, such as greater brand recognition and enhanced access to financial, research and development, marketing, and distribution resources. Some specialize in specific product verticals, allowing them to invest more heavily in developing technologically superior equipment, resulting in greater visibility for their brands. Additionally, competitors may form strategic alliances or business combinations that bolster their market positions, potentially limiting our ability to enter similar arrangements. In order to keep pace with the competition, we have been continuously working on developing new Power Solution Products. We over last three years have ventured into products such as solar hybrid inverter system, lift inverter system, specialized products related to railways, battery chargers, which we believe may have good prospects in power solutions and power storage industry. As competition intensifies, we must effectively compete with existing and potential rivals to maintain and grow our market share, which is critical for our overall business success and operational results.

13. We have significant working capital requirements and our inability to meet such working capital requirements may have an adverse effect on our results of operations

Our business requires substantial working capital to finance material purchases and manufacture products before we sell and deliver them to our customers and receive payments. Additionally, our working capital needs may increase if our contractual or sales terms do not include advance payments, or if payment is required upon delivery of the final product. Increased working capital demands may also arise as we take on a larger volume of orders due to business growth.

Specifically, some of our contracts stipulate that significant portions of payments are made after the supply and installation of our products, with certain portions to be released upon the expiry of maintenance term. We are also customarily required to provide performance guarantees to certain customers, especially government institutions, to fulfill contractual obligations. If we cannot provide sufficient collateral for availing facilities from banks for these performance guarantees, our ability to secure contracts, particularly with government entities may be limited. As we expand operations, additional working capital will be necessary to secure these performance guarantees.

Our working capital is funded through short-term borrowings and internal accruals. For details, see "***Financial Indebtedness***" on page 362. The table below presents our working capital requirement and its funding pattern for the indicated years:

(in ₹ lakhs)

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Working capital requirement	**8,928.05**	**5,219.68**	**2,634.82**
Short term borrowings from banks and financial institutions	3,711.23	1,607.21	0.00

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Internal accruals and equity	5,216.82	3,612.47	2,634.82

We typically rely on internal accruals as well as credit facilities with banks to provide for our working capital arrangements. In Fiscal 2024, our working capital cycle was up to 100 days. We are expecting the same to increase upto 124 days and 139 days in the coming Fiscals 2025 and 2026 respectively due to increase of manufactured items in our product portfolio. However, we seek to implement measures to reduce our working capital cycles by improving our working capital management. As we pursue our growth plan, we may be required to raise additional funds by incurring further indebtedness or issuing additional equity to meet our working capital requirements in the future. Additional debt financing could increase our interest costs and require us to comply with additional restrictive covenants in our financing agreements. Additional equity financing could dilute our earnings per Equity Share and your interest in the Company, and could adversely impact our Equity Share price. There can be no assurance that we will generate sufficient cash flows or be able to borrow funds in a timely basis, or at all, to meet our working capital and other requirements, or to pay our debt, which could materially and adversely affect our business and results of operations.

Furthermore, the objects of the Issue include funding 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, see "***Objects of the Issue***" on page 107. Also see, "***Risk Factor - Our Company intends to utilise a portion of the Net Proceeds of the Issue towards the working capital requirements of our Company which are based on certain assumptions and estimates and has not been appraised by any bank or financial institution***" on page 49**.**

14. We require certain approvals and licenses in the ordinary course of business and are required to comply with certain rules and regulations to operate our business, any failure to obtain, retain and renew such approvals and licences or comply with such rules and regulations may adversely affect our operations.

We require several statutory and regulatory permits, licenses and approvals to operate our business, some of which are either received or applied for or are yet to be applied. Many of these approvals are subject to periodical renewal. Any failure to renew the approvals that may expire, or to apply for the required approvals, licenses, registrations or permits, or any suspension or revocation of any of the approvals, licenses, registrations and permits that have been or may be issued to us, could result in delaying the operations of our business, which may adversely affect our business, financial condition, results of operations and prospects. We believe that we have obtained all the material licenses required for running our business and operations. However, in order to comply with various applicable local laws, we have made few applications for obtaining requisite approvals.

Sr. No.	Details of Application	Application number	Date of Application
1.	Application for Registration of Establishment – Chennai, Tamil Nadu	ON-014801	August 9, 2023
2.	Application for Registration of Establishment – Noida, Uttar Pradesh	SA10745718	August 22, 2024
3.	Application for Registration of Establishment – Lucknow, Uttar Pradesh	SA28763790	August 20, 2024
4.	Application for Registration of Establishment – Chhattisgarh	4622012301007514	August 10, 2023
5.	Application for registration of establishment – Odisha	20240816396310	August 16, 2024
6.	Application for Professional Tax Registration Certificate – Bihar	99100599008	August 23, 2024
7.	Application for Professional Tax Enrollment Certificate - Bihar	99100601328	September 26, 2024
8.	Application for Professional Tax Registration/Enrollment Certificate - Assam	1001300001858933	September 23, 2024

Sr. No.	Details of Application	Application number	Date of Application
9.	Application for Registration of Establishment – Jammu and Kashmir	FILE/7641400318	September 23, 2024
10.	Application for Fire NoC - Mahape, Navi Mumbai	-	September 23, 2024
11.	Application for Fire NoC - Pisoli	-	September 27, 2024

Further, our Company has not obtained professional tax registration and enrollment and the shops and establishment registration for its office in Kerala. Furthermore, our Company has not obtained professional tax enrollment for its office in Punjab. We are in the process of making applications for such registrations as may be applicable under the local laws

For more details relating to licenses and approvals relating to our business, see "***Government and Other Statutory Approvals***" on page 409.

While, we have not had any material instances of failure to obtain, maintain or renew approvals, licenses, and registrations required to conduct our businesses in the past three Fiscals, we cannot assure you that approvals, licenses and registrations will be successfully granted or renewed in a timely manner or at all in the future. We also cannot assure you that our approvals and consents will not be suspended or revoked in the future. Failure to obtain, maintain or renew the approvals, licenses and registrations required to operate our business could adversely affect our business, financial condition, cash flows and results of operations.

Further, some of our permits, licenses and approvals are subject to several conditions and we cannot provide any assurance that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant permits, licenses or approvals which may result in the interruption of our operations and may have a material adverse effect on our business, financial condition, cash flows and results of operations. For more details relating to licenses and approvals relating to our business, see "***Government and Other Statutory Approvals***" on page 409.

15. Continued operations at our manufacturing units are critical to our business and any disruption in our manufacturing units would have a material adverse effect on our business, results of operations and financial condition.

As on date of this Draft Red Herring Prospectus, we have three (3) manufacturing units i.e. Manufacturing Unit I and Manufacturing Unit II which are located in Pisoli, Pune, Maharashtra and Manufacturing Unit III situated at Mahape, Navi Mumbai, Maharashtra. For details of our Manufacturing Units, see "***Our Business***" on page 175. Our manufacturing units are subject to operating risks, such as the breakdown or failure of equipment, power supply or processes, performance below expected levels of efficiency, obsolescence of equipment or machinery, labour disputes, natural disasters, industrial accidents and the need to comply with the directives of relevant government and regulatory authorities. Our customers rely significantly on the timely delivery of our products and our ability to provide an uninterrupted supply of our products is critical to our business.

Any significant malfunction or breakdown of our machinery may entail significant repair and maintenance costs and cause delays in our operations. If we are unable to repair the malfunctioning machinery in a timely manner or at all, our operations may need to be suspended until we procure machinery to replace the same. Although we have not experienced any significant disruptions at our manufacturing unit in the past three Fiscals, we cannot assure you that there will not be any significant disruptions in our operations in the future. Our inability to effectively respond to such events and rectify any disruption, in a timely manner and at an acceptable cost, could lead to the slowdown or shut-down of our operations or the under-utilization of our manufacturing units, which in turn may have an adverse effect on our business, results of operations, cash flows and financial condition.

16. We are exposed to credit risk from our customers and the recoverability of our trade receivables is subject to uncertainties.

We generally extend a credit period to our customers, which exposes us to credit risk. The table below outlines specific details regarding our trade receivables and trade receivable turnover days for the indicated year/period:

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Trade Receivables (₹ Lakhs)	9,030.29	6,672.73	3,489.82
Trade Receivable Turnover Days (number of days)	111	80	75

A customer's ability to make timely payments depends on various factors, including general economic conditions and their cash flow situation, which are beyond our control. Delays in receiving payments from customers could negatively impact our cash flow and hinder our ability to meet working capital requirements. There is no guarantee that our customers will pay us promptly or at all, which may affect the recoverability of our trade receivables. Additionally, we may struggle to manage any bad debt resulting from delayed payments.

In a past instance, we supplied and installed UPS systems and batteries under a work order, for which the customer made a partial payment. However, the cheque issued for the remaining balance was dishonored, leading us to file criminal proceedings under Section 138 of the Negotiable Instruments Act, 1881. For details, see "***Outstanding Litigations and Material Developments – Prostaram Info Systems Limited vs. Visionindia Software Exports Limited – Complaint no. 1488/2017***" on page 404**.**

Taking legal action against our customers to enforce their contractual obligations can be challenging, and there is no guarantee that we will receive a favorable judgment or that it will be issued in a timely manner. If any of our customers fail to fulfill their contractual commitments, or if they face insolvency or liquidation, it could negatively impact our financial condition and results of operations.

17. ***Our Company, Promoters and Directors are parties to certain legal proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, results of operations and financial condition.***

Our Company, Promoters and Director are parties to certain legal proceedings. These legal proceedings are pending at different stages before various courts, tribunals and forums. The outcomes of these legal proceedings are uncertain and could lead to adverse orders against our Company, Promoters and Directors. Legal expenses, regulatory challenges, and potential sanctions arising from these proceedings may put a strain on our financial resources and impact our profitability. In the event of adverse rulings in these proceedings or levy of penalties / fines by courts, tribunals and forums, our Company may need to make payments or make provisions for future payments. Furthermore, adverse publicity and negative perceptions associated with criminal litigations can affect our reputation, leading to potential loss of customer trust and business opportunities. It may also impact our ability to secure contracts, licenses, or permits required for our operations.

A summary of the pending criminal and tax proceedings and other material litigations involving our Company, Directors and Promoters has been provided below:

(***₹ in lakhs***)

Nature of Cases	Number of outstanding cases	Amount Involved*
Litigation involving our Company		
Criminal proceedings against our Company	-	-
Criminal proceedings by our Company	9	377.65
Material civil litigation against our Company	-	-
Material civil litigation by our Company	1	29.05
Actions by statutory or regulatory Authorities	2	5.10
Direct and indirect tax proceedings	25#	5,373.89
Litigation involving our Directors (other than Promoters)		

Nature of Cases	Number of outstanding cases	Amount Involved*
Criminal proceedings against our Directors (other than Promoters)	-	-
Criminal proceedings by our Directors (other than Promoters)	-	-
Material civil litigation against our Directors (other than Promoters)	-	-
Material civil litigation by our Directors (other than Promoters)	-	-
Actions by statutory or regulatory authorities	-	-
Direct and indirect tax proceedings	-	-
Litigation involving our Promoter		
Criminal proceedings against our Promoter	-	-
Criminal proceedings by our Promoter	-	-
Material civil litigation against our Promoter	-	-
Material civil litigation by our Promoter	-	-
Actions by statutory or regulatory authorities	-	-
Direct and indirect tax proceedings	3	23.40
Litigation involving our Subsidiary		
Criminal proceedings against our Subsidiary	-	-
Criminal proceedings by our Subsidiary	-	-
Material civil litigation against our Subsidiary	-	-
Material civil litigation by our Subsidiary	-	-
Actions by statutory or regulatory authorities	-	-
Direct and indirect tax proceedings	-	-

To the extent quantifiable.

#Inclusive of demand amounting to ₹29,05,290 which is also appearing under the heading Material civil litigation by our Company

We cannot assure that any of the aforementioned litigations will be settled in our favour, or that no further liability will arise out of these proceedings. Even if we are successful in defending such cases, we will be subjected to legal and other costs relating to defending such litigation, and such costs could be substantial. The amounts claimed in these proceedings have been disclosed to the extent ascertainable. All of the above ongoing matters could result in financial losses, reputational damage, and disruptions to our Company's business operations, in the event any adverse orders are passed against our Company/directors.

While we have not incurred any material penalties / fines due to any adverse rulings in the last three (3) Fiscals such payments or provisions may increase our expenses and current or contingent liabilities and also, adversely affect our reputation, business, financial condition and results of operation in future.

In addition to, our Company has received certain show cause notices. For details of such outstanding litigations, see "***Outstanding Litigations and Material Developments***" on page 401 and also "Risk Factors – "***Our Company has received a show cause notice for alleged violation under the Custom Act, 1962. Any adverse order passed against us would materially affect our financial condition and business."*** on page 36 and "***We have received show cause notices from regulatory authorities in the past"*** on page 48**.**

18. We have received show cause notices from regulatory authorities in the past.

We have received show cause notices from regulatory authorities, namely Registrar of Companies and Employee's Provident Fund Organization alleging violation of respective legislation. The facts of the show cause notice are as follows;

Show cause notice from Registrar of Companies, Pune

The Office of the Registrar of Companies, Pune has issued a show cause notice dated June 16, 2023 against the Company for violation of Section 90(4) of the Companies Act, 2013 whereby the Company was asked to show cause as to why a penalty for default amounting to ₹2,12,500 (minimum) or ₹5,00,000 (maximum) shall not be levied upon the Company on account of a delay of 225 days in filing of the Form BEN-2 in the FY 2020-21. Our Company, vide its letter dated June 28, 2023 informed the RoC, Pune, that the filing under section 90(4) of the Companies Act, 2013 was not applicable to the Company and it was done voluntarily and an additional fee was paid by the Company towards the delay. The Company has sought that the show cause notice be quashed and no penalty should be levied. However, the Company has not received a reply or any further communication from the RoC.

Show cause notice for non-compliance of the provisions of the Employee's Provident Fund and Miscellaneous Provisions Act, 1952

The Employee's Provident Fund Organization has issued a show cause notice dated March 19, 2024 to our Company for failing to furnish information sought from them vide EPFO's letter dated February 26, 2024 with respect to the benefits availed by the Company under ABRY. Further, the EPFO had stated that in the event of a default, the Company would be liable for imprisonment or fine up to ₹10,000 or both under section 14 read with para 76 of the Employees Provident Fund Scheme, 1952. Our Company provided EPFO with the requisite documents and information vide its reply dated March 27, 2024. However, our Company has not yet received any further communication in the matter.

For details, see "***Outstanding Litigation and Material Developments - Outstanding actions by regulatory and statutory authorities***" on page 402.

19. We have experienced negative cash flows in prior years

We have experienced negative cash flows from operations in the Fiscals 2023 and 2024.

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Net cash generated from operating activities (A)	(780.18)	(1350.31)	415.39
Net cash flow used in investing activities (B)	(785.82)	(834.80)	(886.28)
Net cash flow used in financing activities (C)	1542.26	2062.82	572.52
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**(23.74)**	**(122.29)**	**101.62**

The negative net cash flow for Fiscals 2023 and 2024 is primarily driven by a combination of rising working capital requirements and capital investments. In both years, the company experienced a large increase in trade receivables and inventories. We cannot assure you that we will not have negative cash flow from operating activities or investing activities and from financing activities in the future due to further tightening of our working capital cycle in Fiscals 2025 and 2026 and that, if this were to occur in the future, whether we would be able to finance our working capital or other business requirements, or secure other financing when needed, on acceptable commercial terms, or at all. Any negative cash flows in the future could adversely affect our results of operations and financial condition. For further detail, see "***Management's Discussion and Analysis of our Financial Condition and Results of Operations – Cash Flows***" on page 395.

20. *Our Company intends to utilise a portion of the Net Proceeds of the Issue towards the working capital requirements of our Company which are based on certain assumptions and estimates and have not been appraised by any bank or financial institution.*

The objects of the Issue include funding working capital requirements which are based on the management estimates and certain assumptions by our Company in relation to inter alia sales of the products by our Company, receivable days and the cost and holding periods of the inventories of the products of our Company. The requirements for funding working capital of our Company have not been appraised by any bank, financial institution or any other appraising authority.

Our business is working capital intensive and accordingly, the net working capital requirements of our Company for the Fiscals 2024, 2023 and 2022 was ₹8,928.04 lakhs, ₹5,219.68 lakhs, and ₹2,634.82 lakhs, and represents 34.88%, 22.77%, and 15.40% of our revenue from operations, respectively. We propose to utilize upto ₹ 5,200.00 lakhs and ₹ 2,050.00 lakhs in the Fiscals 2025 and 2026, respectively from the Net Proceeds to fund part of the working capital requirements of our Company. For details, see '***Objects of the Issue***' on page 107.

The future working capital requirements and deployment of funds by our Company may be subject to change due to factors beyond the control of our Company including force majeure conditions, an increase in defaults by our customers, unanticipated expenses, economic conditions, availability of funding from banks or financial institutions. Accordingly, such working capital requirements and deployment of proceeds 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.

Our Company's sources of additional financing, required to meet the working capital requirements of our Company may include availing debt or issue of further equity or debt securities or a combination of both. If our Company decides to raise additional funds by availing debt, the interest and debt repayment obligations of our Company will increase and could have a significant effect on our profitability and cash flows. Further, our Company may be subject to additional covenants, which could limit the ability of our Company to access cash flows from operations. Any issuance of further equity, on the other hand, could result in a dilution of your shareholding in our Company. Accordingly, continued increases in the working capital requirements by our Company may have an adverse effect on our business, results of operations, financial condition and cash flows.

21. ***Under-utilization of our manufacturing capacities and an inability to effectively utilize our manufacturing capacities could have an adverse effect on our business, future prospects and future financial performance.***

Presently, our manufacturing units are not operating at optimum capacity utilization.

Manufacturing Units	Unit of Measurement		Fiscal 2024			Fiscal 2023			Fiscal 2022		
		Current Capacity Installed	Capacity Installed	Actual Production	Capacity Utilized (%)	Capacity Installed	Actual Production	Capacity Utilized (%)	Capacity Installed	Actual Production	Capacity Utilized (%)
I-Pisoli	kVA/Kw	55,500	55,500	23,489	42	35,925	12,771	36	6,000	568	9
II-Pisoli	kVA/kW	60,000	60,000	13,860	23	45,000	13,398	30	11,200	1,595	14
III-Mahape	kWh	1,00,000	34,133	10,700	31	1,200	792	66	-	-	-

For details, see "***Our Business – Capacity Installed and Utilised***" on page 203. While we seek to increase the capacity utilization levels, there can be no assurance that demand for our products will grow at expected rates or that we will be successful in capturing this increase in demand. If we are unable to garner adequate demand for our products, we may fail to justify our decisions to increase installed capacity at our manufacturing units, which may have an adverse impact on our business prospects, financial condition and results of operations. Further, we cannot assure you that the capacity utilization will not further decrease from current utilization levels, which may further increase the cost of production in the future, as maintenance costs increase for our plant and machinery. If we are unable to pass on this additional cost to our customers, our gross margins could decline and our revenue, results of operations and financial condition would be adversely affected.

22. We have contingent liabilities and our financial condition could be adversely affected if any of these contingent liabilities materializes.

As of Fiscal 2024, contingent liabilities disclosed in the notes to our audited and Restated Consolidated Financial Statements aggregated ₹1,835.40 lakhs. The following table sets forth our contingent liabilities as at March 31, 2024, March 31, 2023 and March 31, 2022 as per the Restated Financial Information:

(₹ In Lakhs)

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
A. Contingent Liabilities			
(i) Claims against the Company and its subsidiary not acknowledged as debt	11.30	11.30	11.30
(ii) Guarantees & LC excluding financial guarantees	1,792.07	1,050.94	643.02
(iii) Other money for which the Company and its subsidiary is contingently liable	32.03	3.06	437.74
B. Commitments			
(i) Estimated amount of contracts remaining to be executed on capital account & not provided for	135.04	76.77	105.55

If any of these contingent liabilities materialize, our financial condition and results of operation may be adversely affected. For details, please see "***Restated Financial Statements - Note no. 41 - Contingent Liabilities***" on page 329.

23. Certain of our agreements with our customers have onerous terms which could result in termination if breached which in turn could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Our agreements and purchase orders, particularly for annual maintenance services and the supply and installation of UPS systems, inverter systems, and solar hybrid inverters, include certain onerous terms. If we fail to meet our contractual obligations in a timely manner, or at all, our customers may be entitled to seek damages or terminate the contract without any further liability or obligation to us. Should these risks materialize, our business, financial condition, results of operations, and cash flows could be materially adversely affected.

These contracts often require a bank performance guarantee, typically 3% to 10% of the contract value, valid for a specified period. In the event of a breach of warranties outlined in the agreements, we may be obligated to indemnify and reimburse the customer for direct losses and damages. Additionally, such agreements may be terminated if we default on any of the terms specified.

As of March 31, 2024, March 31, 2023 and March 31, 2022, we had issued bank guarantees and deposited earnest money deposit amounting to ₹1,792.07 lakhs, ₹1,050.94 lakhs and ₹643.02 lakhs, respectively, towards securing our performance obligations under our ongoing projects. We cannot assure you that we will be able to fulfil any or all of our obligations under the contracts entered into by us in relation to our ongoing projects due to unforeseen circumstances which may result in a default under our contracts resulting in invocation of the performance guarantees issued by us. Such performance guarantees form part of our contingent liabilities. In past three Fiscal, we have faced two such instances of invocation of our bank guarantee out of which one has been resolved and is under the process of recovery. However, if any or all the bank guarantees are invoked, it may result in a material adverse effect on our business and financial condition. For further details, see *"**Financial Indebtedness**"* on page 362.

24. We are dependent on third-party transportation providers for the supply of materials for our manufacturing process and delivery of our finished products.

Our success depends on the supply and transport of the various materials required to our manufacturing units from suppliers and of our finished products from our manufacturing unit to our customers or dealers, which are subject to various uncertainties and risks. We use third-party transportation providers for the delivery of materials to manufacturing unit and our finished products to customers. Transportation strikes, if any, could have an adverse effect on supplies and deliveries to our customers and from our suppliers. Further, on account of the COVID-19 pandemic, operations of these third-party transportation providers were affected from time to time.

In addition, materials and components, as well as our products transported to customers, may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be a delay in delivery of materials and products which may also affect our business and results of operations negatively. In the event we fail to maintain a sufficient volume of materials and delivery of such materials to us is delayed, we may be unable to meet orders in a timely manner or at all. Any such inability may result in loss of sales opportunities that our competitors may capitalize on, thereby adversely affecting our business, financial condition, results of operations, and cash flows. Any compensation received from insurers or third-party transportation providers may be insufficient to cover the cost of any delays and will not repair damage to our relationships with our affected customers. Although we have not encountered any instances of material delays in the last three fiscals, we cannot assure you that we will not experience such delays in the future. We may also be affected by an increase in fuel costs, as it will have a corresponding impact on freight charges levied by our third-party transportation providers. The table below sets forth our transportation, freight, duty and handling charges as a percentage of our revenue from operations for the year/period indicated:

Particulars		Fiscal 2024		Fiscal 2023		Fiscal 2022	
		Amount (₹ in lakhs)	% of Revenue from Operations	Amount (₹ in lakhs)	% of Revenue from Operations	Amount (₹ in lakhs)	% of Revenue from Operations
Transportation, Charges	Freight & Transportation	408.49	1.58%	335.57	1.46%	395.18	2.31%
	Custom Clearing & Forwarding	126.89	0.49%	80.90	0.35%	9.15	0.05%
	Packing & Forwarding	0.52	0.00%	0.52	0.00%	0.05	0.00%

We could be required to expend considerable resources in addressing our transportation requirements, including by way of absorbing any excess charges to maintain our selling price, which could adversely affect our results of operations, or passing these charges on to our customers, which could adversely affect demand for our products.

25. Unsatisfactory performance of or defects in our products may cause us to incur additional expenses and warranty costs, damage our reputation and cause our sales to decline.

Our products may contain defects that are not detected until after they are shipped or inspected by our customers. Our products particularly UPS System, Solar hybrid Inverters and Inverter System, SCVS, Isolation Transformers, Lithium-ion battery packs are typically sold with a two year warranty for product manufacturing defects or performance defects. If a manufacturing or performance defect is discovered during the relevant warranty period, we are required to either repair or replace such defect product. As we continue to expand our operations and increase our sales in existing and new markets, we may be exposed to increase in warranty related expenses.

We may incur significant repair and replacement costs associated with such claims. Further, we may be exposed to product liability claims in the event that the use of our products results in property damage or personal injury, whether as a result of product malfunctions, defects, improper installations or other causes. For instance, in the past, we have been subject to an order of Consumer Forum, wherein we were made liable to replace damaged UPS with a new U.P.S. with same quality of new battery or to pay ₹

11,00,000 with interest at the rate of 6% per annum from the date of purchase of the machine and ₹ 20,000 towards compensation and ₹10,000 towards litigation cost pay.

Any successful assertion of future product liability claims against us could also result in potentially significant monetary damages and require us to make significant payments.

26. ***In the past our Directors were subject to disqualification and default***.

In the past, our Director, Ram Agarwal, was disqualified to act as Director in any company due to his directorship in a Company, namely, S. K. Stampings Private Limited, which had not filed its financial statements/annual returns with the Registrar of Companies, Pune (Maharashtra). The Registrar of Companies, Pune (Maharashtra) struck off and dissolved the said company vide notice dated July 11, 2017. Accordingly, the office of Ram Agarwal stands vacated w.e.f. November 01, 2016. However, Ram Agarwal resigned from the Directorship of our Company w.e.f. June 14, 2018. The disqualification ceased to exist on October 31, 2021 and Ram Agarwal was qualified to be appointed as Director in the Company.

Further, in past, during year 2011, name of our Managing Director, Tapan Ghose, was showing in the list of defaulters issued by Ministry of Corporate Affairs, by virtue of being a director of Switching Circuit Private Limited as Switching Circuit Private Limited had failed to file its annual return and/or balance sheet. Tapan Ghose resigned from the Board of Switching Circuit Private Limited in year 2014. At present, Tapan Ghose neither holds any position as director nor any Equity Shares or has any other business interest with Switching Circuit Private Limited. Further, at present, his name is not appearing in the defaulter list as issued by the Ministry of Corporate Affairs.

As on the date, none of our Directors are subject to any show cause notice or regulatory action. However, we cannot assure you that no adverse action can imposed by any regulatory authorities. In case of any penalty or punitive action is imposed by regulatory authorities against him, it may impact the reputation of our Company and may have material impact on our business operations.

27. ***Failure to maintain the confidentiality of our technical knowledge could undermine our competitive advantage.***

Our employees possess extensive insights into our commercial decisions and business development strategies, which represent a significant asset that may not be sufficiently protected by employment agreements. Consequently, we cannot guarantee that this knowledge will remain confidential over time.

Despite taking reasonable precautions, both contractual and otherwise, there is still a risk that proprietary information could be leaked, either inadvertently or intentionally. Many employees have access to sensitive design and production information, and we cannot assure that this information will remain protected. Additionally, some employees may leave to join competitors, and while we will attempt to enforce confidentiality obligations outlined in our staff rules, we cannot ensure their successful enforcement.

Although we have not experienced any leaks in the past three Fiscals, any future exposure of our confidential technical information could harm our competitive position. If competitors are able to replicate or exploit our technology, it could be difficult and costly for us to seek legal protection. Therefore, any leakage of confidential information could adversely affect our business, operational results, financial condition, and future prospects.

To mitigate these risks, we have implemented various measures to protect the technical confidential information of both our Company and our customers, including restricting access to our computer systems. However, there remains a possibility that proprietary knowledge could be leaked at various stages of the manufacturing process. While, in the past three Fiscals, any instance of leaking of confidential technical information has not surfaced, any future leaks could significantly impact our business, results of operations, cash flows, and overall prospects.

28. ***Growing our business through acquisitions may expose us to additional risks that could adversely***

impact our business, financial condition, cash flows, operational results, and future prospects.

In the past, we have resorted to acquisitions for expansion of our business activities and we may continue to pursue strategic acquisitions or similar arrangements. For instance, we acquired technology know-how, assets, and employees from Aarcchor Innovations Private Limited through our subsidiary, as well as from Transfield Transformers and Electronics Private Limited. For more details, see "***Our Business***" on page 175.

Our Company intends to utilize a portion of Net Proceeds for unidentified inorganic acquisitions and acquisition of further stake in our subsidiary to make it a wholly owned subsidiary. For details, see "***Objects of the Issue***" on page 107. However, the successful integration of acquired business depends on our ability to implement necessary changes in their operations or personnel, which may involve significant capital expenditure. We may face challenges in integrating processes, systems, and employees in a timely and cost-effective manner. Additionally, we could encounter difficulties in establishing effective management information and financial control systems, assimilating differing corporate cultures, and addressing unforeseen legal, regulatory, contractual, or other issues. Any future acquisitions or arrangements carry risks that could materially and adversely affect our business, particularly if these acquisitions do not yield the expected investment results.

29. We have in the past entered into a number of related party transactions and may continue to enter into related party transactions in the future on an arm's length basis, and there can be no assurance that we could not have achieved more favourable terms if such transactions had not been entered into with related parties.

We have entered into related party transactions with our Promoter, Promoter Group, Group Companies and Directors in the ordinary course of business in compliance with Companies Act, 2013 and other applicable laws and we will continue to do so in the future. For further information on our related party transactions, see "***Summary of the Issue Document – Summary of related party transactions***" and "***Restated Financial Statements - Note 39 - Related Party Disclosures***" on pages 30 and 325, respectively.

There can be no assurance that we will be able to maintain the terms of such transactions or in the event that we enter future transactions with related parties, that the terms of the transactions will be favorable to us. Additionally, while it is our belief that all our related party transactions have been conducted on an arm's length basis, we cannot provide assurance that we could have achieved more favorable terms had such transactions been entered with third parties. We may also enter into related party transactions in the future, which could involve conflicts of interest, although going forward, all related party transactions that we may enter will be subject to the approval of the Audit Committee or Board or shareholders, as applicable, as under the Companies Act and the SEBI Listing Regulations. 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 because of potential conflicts of interest or otherwise. In addition, our business and growth prospects may decline, if we are unable to benefit from our relationships with them in the future

30. Our lenders have charge over our movable and immovable properties in respect of finance availed by us.

We have provided security in respect of loans / facilities availed by us from banks and financial institutions by creating a charge over our movable and immovable properties. The total amount outstanding and payable by us as secured loans based was ₹ 5,762.74 lakhs, as on July 31, 2024. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, our assets may be subject to forfeiture by lenders, which in turn could have significant adverse effect on our business, financial condition or results of operations. However, during last three Fiscals, there has been no such instances of delayed payment to our bankers/financers. For further details of the secured loans availed by us, see "***Financial Indebtedness***" on page 362.

31. We are subject to restrictive covenants under our financing agreements that could limit our flexibility

in managing our business or to use cash or other assets. Any defaults could lead to acceleration of our repayment obligations, cross defaults under other financing agreements, termination of one or more of our financing agreements or force us to sell our assets, which may adversely affect our cash flows, business, results of operations and financial condition.

We have entered into agreements for secured short term and long-term borrowings with certain lenders. As on July 31, 2024, an aggregate of ₹ 5,762.74 lakhs towards secured loans, on a consolidated basis, was outstanding towards loans availed from banks. The credit facilities availed by us are secured by way of mortgage of fixed assets, hypothecation of current assets (both present and future), and personal guarantees given by our Promoters. For details, see "***Financial Indebtedness"*** on page 362 . Further, our Company intends to utilize a portion of Net Proceeds towards pre-payment or repayment of all, or a portion, of the principal amount on certain loans availed by our Company from lenders. Pursuant to the terms of the borrowing arrangements, prepayment of certain indebtedness may attract prepayment charges. Such pre-payment charges, as may be applicable, along with other related costs, will be made from the internal accruals of our Company. For Details, see "***Objects of the Issue***" on page 107.

In case we are not able to pay our dues in time, the same may amount to a default under the loan documentation and all the penal and termination provisions therein would get triggered and the loans granted to us may be recalled with penal interest. This could severely affect our operations and financial condition. Our financing agreements include certain covenants that require us to obtain lender consents prior to carrying out certain corporate activities and entering into certain transactions, such as, incurring any additional borrowings, undertaking capital expenditure, diversifying business, advance or repay loans, effect any dividend pay-out in case of delays in debt servicing, effect any change in shareholding pattern and management control of the Company amongst others. In addition, any breach of financial or non-financial covenant may qualify as an event of default under financing agreements.

We cannot assure you that the lenders will not seek to enforce their rights in respect of any breach by us under our financing agreements. Any failure to comply with any condition or covenant under our financing agreements that is not waived by the lenders or is not otherwise cured by us, may lead to a termination of our credit facilities and/or acceleration of all amounts due under the relevant credit facility. Further, such breach and relevant actions by the lenders could also trigger enforcement action by other lenders pursuant to cross-default provisions under certain of our financing agreements. Further, if the obligations under any of our financing agreements are accelerated, we may have to dedicate a substantial portion of our cash flow from operations to make payments under the financing documents, thereby reducing the availability of cash for our operations. In addition, the lenders may enforce their security interest in certain of our assets. Moreover, during the period in which we are in default, we may face difficulties in raising further loans. Any future inability to comply with the covenants under our financing agreements or to obtain the necessary consents required thereunder may lead to termination of our credit facilities, levy of penal interest, acceleration of all amounts due under such financing agreements and enforcement of any security provided. Any of these circumstances would have an adverse effect our business, results of operation and financial condition. Further, the said credit facilities can be renewed/enhanced/cancelled/suspended/reduced and the terms and conditions of the same can be altered by the lending banks, at their discretion. In the event, the lenders refuse to renew / enhance the credit facilities and/or cancel / suspend / reduce the said credit facilities and/or alter the terms and conditions to the derogation of our Company, then our existing operations as well as our future business prospects and financial condition may be severely affected.

32. ***There are certain instances of delays in payment of statutory dues. Any delay in payment of statutory dues or non-payment of statutory dues in dispute may attract financial penalties from the respective government authorities, which may have an adverse impact on our financial condition and cash flows.***

There have been delays in payment of statutory dues toward employee provident fund contributions by our Company. The following table depicts the delays in filing of statutory returns by the Company;

Particulars	Fiscal 2024 (No. of cases)	Fiscal 2023 (No. of cases)	Fiscal 2022 (No. of cases)
Employees Provident Fund and Miscellaneous Provisions Act, 1952	0	1	3

Further, there are no undisputed amounts payable in respect of Provident fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Duty of Customs, Cess and Other Material Statutory Dues were in arrears as at March 31, 2024 except as follows:

Dues in Provident Fund amounting to ₹ 3.42 Lakhs are outstanding for a period of more than six months from the date they became payable. Out of total ₹ 3.42 Lakhs, liability of 2.43 Lakhs has arisen on account of contribution not accepted by the Fund on account of Aatmanirbhar Bharat Rojgar Yojana (ABRY) and 0.99 Lakhs is on account of Aadhar mismatch of such employees. The Company intends to reimburse the said 2.42 Lakhs amount to employees during the fiscal year 2024-25 and for remaining 0.99 Lakhs, Aadhar correction in process with employees and accordingly, will be deposited during the fiscal year 2024-25.

Inability to make timely payment of our statutory dues which could result us into paying interest on the delay in payment of statutory dues which could adversely affect our business and our results of operations and financial condition. We cannot assure you that going forward we will be able to make timely payment of our statutory dues which could result us into paying interest on the delay in payment of statutory dues which could adversely affect our business and our results of operations and financial condition

33. Exchange rate fluctuations may adversely affect our business, results of operations and cash flows.

We are exposed to foreign exchange related risks as a portion of our revenue from operations are in foreign currency, including the US Dollar. Similarly, a significant portion of our expenses, particularly cost of imported material and equipment used by us are denominated in currencies other than Indian Rupees.

We import a significant amount of materials from China under contract manufacturing or to manufacture our products. For details, see "***Risk Factor - In addition to our assembling and manufacturing our products, we enter into arrangement with third-party contract manufacturers including on job work basis and therefore, we are subject to risks associated with the third-party manufacturing processes***" on page 60. We may, therefore, be exposed to risks arising from exchange rate fluctuations and we may not be able to pass on all losses on account of foreign currency fluctuations to our customers, and as a result, suffer losses on account of foreign currency fluctuations. We do not enter into foreign currency hedging transactions from time to time, hence there is no guarantee that we may be able to manage our foreign currency risk effectively or mitigate exchange exposures, at all times and our inability may harm our results of operations and cause our results to fluctuate and/or decline.

34. We may not be able to adequately protect our intellectual property, which could harm the value of our brand and services.

Generating and maintaining recognition for our brand is critical to our business. The success of our business depends on our ability to use our trademarks in order to compete effectively in existing markets and increase penetration and awareness for our brand and further promote our business in existing and newer markets. As on the date of this Draft Red Herring Prospectus, our Company has registered the following trademark with the Registrar of Trademarks under the Trademarks Act, 1999:

Date of Issue	Trademark Holder	Trademark Number	Class	Trademark
April 8, 2021	Prostarm Info Systems Limited	4684110	9	PROSTARM Power Redefined

Any failure to renew registration of our registered trademark may affect our right to use such trademark in future. Further, our efforts to protect our intellectual property may not be adequate and any third-party claim on any of our unprotected intellectual property may lead to erosion of our business value and our reputation, which could adversely affect our operations. Third parties may also infringe or copy our registered brand name which has been registered by us in India. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our trademarks in India and abroad. Further, it may be possible that we may not be aware of any misuse of our trademarks which could potentially cause loss of our reputation and impact our business and may even affect our goodwill. While we have endeavoured to register most of the trademarks that we use or have used in the past, the use of a deceptively similar or identical third-party mark may result in a loss/injury to us. Although our company has not encountered any unauthorized use of our intellectual property in the last three Fiscals, we may not be able to ensure protection of the same in future. For further details, see "***Government and Other Statutory Approvals***" on page 409.

35. Our Promoters have provided personal guarantees as security for certain facilities availed by our Company. If these guarantees are revoked, we may be unable to procure alternative guarantees satisfactory to our lenders, which may adversely affect our business, results of operations, cash flows and financial condition

Our Promoters, Ram Agarwal and Vikas Shyamsundar Agarwal have provided personal guarantees as security for certain facilities availed by our Company, which amounts to ₹5,675.23 lakhs outstanding as on July 31, 2024. If any of the abovementioned guarantees are revoked, our lenders may require alternative guarantees or cancel such facilities, entailing repayment of amounts outstanding under such facilities. If we are unable to procure alternative guarantees satisfactory to our lenders, we may need to seek alternative sources of capital, which may not be available to us at commercially reasonable terms or at all, or to agree to more onerous terms under our financing agreements, which may limit our operational flexibility. Accordingly, our business, results of operations, cash flows and financial condition may be adversely affected by the revocation of all or any of the guarantees provided by our Promoters Ram Agarwal and Vikas Shyamsundar Agarwal, in connection with our Company's borrowing. For details, see "***Financial Indebtedness***" on page 362.

36. Our insurance policies may not be adequate to cover all losses incurred in our business. An inability to maintain adequate insurance cover to protect us from material adverse incidents in connection with our business may adversely affect our operations and profitability.

We maintain insurance cover for our inventory to cover all normal risks associated with operations of our business, including fire, accidents, theft, loss-in-transit for our products. We typically maintain standard fire and special perils for our registered office, manufacturing units and branches. We have also covered employees and their families under group health insurance and group personal accident policies. We may not have identified every risk and further may not be insured against every risk because such risks are either uninsurable or not insurable on commercially acceptable terms, including operational risk that may occur and the occurrence of an event that causes losses in excess of the limits specified in our policies, or losses arising from events or risks not covered by insurance policies such as COVID-19 and other pandemics, or due to the same being inadequate, could materially harm our cash flows, financial condition and future results of operations. We cannot provide any assurance that our insurance will be sufficient or effective under all circumstances and against all hazards or liabilities to which we may be subjected to. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. While there has been no major instance in the last three Fiscals where an insurance claim have been not renewed, there is no assurance that such instance will not arise in the future.

Our Company's insurance cover is ₹8,897.19 Lakhs in respect of its gross block of property, plant and equipment, capital work in-progress, investment properties and inventories which stood at ₹8,192.12 Lakhs as on March 31, 2024. Consequently, our Company's insurance cover in respect of its gross block of property, plant and equipment, capital work in-progress and inventories as on March 31, 2024 stood at 108.61% approximately.

To the extent that we suffer loss or damage, or successful assertion of one or more large claims against us for events for which we are not insured, or which exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, financial performance and cash flows could be adversely affected. For details, see "***Our Business – Insurance***" on page 207.

Further, we do not obtain insurance coverage for our third-parties manufacturers engaged on job work basis under arrangement for procurement of production outputs. We could suffer losses should any unforeseen incident such as fire, flood, and accidents affect facilities of our third-party contract manufacturers for which they may not be insured adequately or at all.

37. *There may have been certain instances of irregularities, discrepancies and non-compliances with respect to certain corporate actions taken by our Company in the past. Consequently, we may be subject to regulatory actions and penalties.*

There were certain instances of secretarial irregularities and discrepancies in our Company, such as delay in filing (i) form 66 for Fiscal 2012 and 2013, (ii) form 23B/ADT-1 for appointment of auditor during Fiscal 2010, Fiscal 2012, Fiscal 2014, Fiscal 2020 (iii) form MGT-14 during Fiscal 2014, (iv) form INC-27 during Fiscal 2017; (v) MGT -7 and AOC-4 for Fiscal 2017 and 2018 (v) form MGT -14 during Fiscal 2023. However, our Company has made all the requisite filings with payment of additional fees to the Ministry of Corporate Affairs, as applicable. Further, there can be no assurance that there will be no delays with the filing of certain documents in the future. Further, the Company has also made inadvertent error in recording the details of shareholders in MGT - 7 for the Fiscal 2014-15. However, the Company filed the revised e-form MGT-7 with correct details of shareholders. Furthermore, our Company had made inadvertent typographical error in recording the date of a few of the meetings in e-form MGT-7 filed for Fiscal 2020 and has refiled the form MGT-7 with corrected information. The Company has obtained a legal opinion report with respect to the typographical error in Form MGT-7 and it is opined that since the error is not a deliberate omission, the Company upon refiling the form MGT-7 may make the non-compliance good. Further, if the authorities treat such erroneous filing as non-filing of MGT-7 under section 92(5) of the Act in which case, the Company and every officer in default will be subject to a monetary penalty of ₹1 lakh and in case of continuing failure, with a further penalty of one hundred rupees for each day during which such failure continues, subject to a maximum of ₹2 lakhs in case of the Company and ₹50,000 in case of an officer who is in default. While the penalty would not be material and we shall strive to avoid making typographical errors in future, we cannot assure you that we would not be subject to any penalties by regulatory authorities for aforesaid typographical error.

Further our company in March 2015, inadvertently appointed Mr. Prakash Agarwal, Mr. Jitendra Kedia and Mr. Devendra Kedia as executive directors in the Board meeting as the same should have been appointed as Director in the General meeting pursuant to section 152 of the Companies Act, 2013. However, the said directors had resigned from the office of Director with effect from December 06, 2016 from the Board of the Company and thus non-compliance with the provision of the Companies Act 2013. Although no show-cause notice has been issued against the Company till date in respect of the same. However, in the event of any cognizance being taken by the concerned authorities, adverse actions may be taken against us, in which event the financial condition of our Company shall be effected to that extent.

Further, our Company has not been able to trace RoC form, DIR-12 for appointment of our KMP, Abhishek Jain in year Fiscal 2023, although the details of his appointment in our Company are reflected on Master data in MCA portal. We have been unable to trace the said eform despite commissioning a detailed online search at the RoC through an independent practicing company secretary, to trace records and filings available with the RoC and accordingly intimation to RoC was sent regarding the untraceable form. We cannot assure you that the abovementioned secretarial record will be available in the future. Further, we cannot assure you that our Company has filed such forms and filings in a timely manner or at all, in the past. Although no regulatory action/ litigation is pending against us in relation to such untraceable secretarial records, we cannot assure you that we will not be subject to penalties imposed by regulatory authorities in this respect.

38. An inability to effectively manage our growth and expansion may have a material adverse effect on our business prospects and future financial performance.

The success of our business heavily relies on our ability to effectively implement our growth strategy. Achieving this growth will depend on various factors, including regulatory challenges, our capacity to identify industry trends and demands, competition from existing companies, maintaining effective quality control, and recruiting and training qualified personnel.

Many of these factors are beyond our control, and there is no guarantee that we will succeed in executing our strategies. For instance, in 2018, we established a solar products manufacturing unit in Ahmedabad, Gujarat, to produce solar PV panels. However, due to intense competition from the overseas market and rising manufacturing costs, this unit became economically unfeasible and subsequently ceased operations. Further, in the past, we had certain commercial disputes with Radhakrishnan Raghavan Nair, the other shareholder of our Subsidiary Prostarm Energy Systems Private Limited which resulted in arbitration application. However, the same was withdrawn and our Company has offered to buy out Radhakrishnan Raghavan Nair's stake of 49% in our Subsidiary, to which Radhakrishnan Raghavan Nair agreed and consequently our Company intends to utilize a portion of Net Proceed to buy out the stake of Radhakrishnan Raghavan Nair and thereby making Prostarm Energy Systems Private Limited, our wholly owned subsidiary and exercise better control. For details, see "***Objects of the Issue***" on page 107.

Our future growth will also hinge on expanding our sales network into new markets and geographies through different sales channels, which carries increased risks. We may encounter difficulties in hiring, training, and retaining qualified employees, as well as in sourcing reliable suppliers that meet our quality standards. Consequently, products introduced in new markets may be more costly to produce and distribute, potentially leading to longer timelines for achieving expected sales and profit levels compared to our existing markets.

Furthermore, our growth could strain our managerial, operational, and financial resources. Effectively managing future growth will depend on our ability to implement and enhance operational, financial, and management information systems, as well as internal controls in a timely manner. We will also need to expand, train, and motivate our workforce, which may impose significant demands on our management and resources. We cannot assure you that our personnel, systems, procedures, and controls will be sufficient to support our growth.

Failure to effectively manage our expansion could lead to increased costs, reduced profitability, and negatively impact our growth prospects. There is no assurance that we will achieve our business strategy within the expected timeframe or budget, or that our expansion efforts will enhance profitability. Our inability to manage our business and implement our growth strategy could materially adversely affect our financial condition and profitability.

39. Inability to meet the quality standard norms prescribed by applicable regulatory authorities could result in the sales of our products being banned or suspended or becoming subject to significant compliance costs, which could have a material adverse effect on our business, results of operations and cash flows.

The quality of our manufactured products can be independently verified by various regulatory authorities. These authorities may inspect our manufacturing units, equipment, and processes, as well as conduct sample checks on any materials or components related to our products, often with little or no notice. If samples do not meet established quality standards, these authorities could impose fines or issue show-cause notices. While we have not encountered significant issues in the past three Fiscals, we cannot guarantee that we won't face penalties in the future. Non-compliance with quality standards could result in product recalls or financial penalties. Any negative actions taken against us could lead to unfavorable publicity, adversely impacting our business prospects and financial performance.

40. If we are unable to establish and maintain effective internal controls and compliance system, our business and reputation could be adversely affected.

We are responsible for establishing and maintaining adequate internal measures commensurate with the size and complexity of operations. Our internal audit functions make an evaluation of the adequacy and effectiveness of internal systems on an ongoing basis so that our operations adhere to our policies, compliance requirements and internal guidelines. We periodically test and update our internal processes and systems and there have been no past material instances of failure to maintain effective internal controls and compliance system. However, we are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to ensure effective internal checks and balances in all circumstances.

We take reasonable steps to maintain appropriate procedures for compliance and disclosure and to maintain effective internal controls over our financial reporting so that we produce reliable financial reports and prevent financial fraud. As risks evolve and develop, internal controls must be reviewed on an ongoing basis. Maintaining such internal controls requires human diligence and compliance and is therefore subject to lapses in judgment and failures that result from human error. Any lapses in judgment or failures that result from human error can affect the accuracy of our financial reporting, resulting in a loss of investor confidence and a decline in the price of our equity shares.

Further, our operations are subject to anti-corruption laws and regulations. These laws generally prohibit us and our employees and intermediaries from bribing, being bribed or making other prohibited payments to government officials or other persons to obtain or retain business or gain some other business advantage. We participate in collaborations and relationships with third parties whose actions could potentially subject us to liability under these laws or other local anti-corruption laws. While our code of conduct requires our employees and intermediaries to comply with all applicable laws, and we continue to enhance our policies and procedures in an effort to ensure compliance with applicable anti-corruption laws and regulations, these measures may not prevent the breach of such anti-corruption laws, as there are risks of such breaches in emerging markets. If we are not in compliance with applicable anti-corruption laws, we may be subject to criminal and civil penalties, disgorgement and other sanctions and remedial measures, and legal expenses, which could have an adverse impact on our business, financial condition, results of operations and liquidity. Likewise, any investigation of any potential violations of anti-corruption laws by the relevant authorities could also have an adverse impact on our business and reputation. As we continue to grow, there can be no assurance that there will be no other instances of such inadvertent non-compliances with statutory requirements, which may subject us to regulatory action, including monetary penalties, which may adversely affect our business and reputation.

41. In addition to our assembling and manufacturing our products, we enter into arrangement with third-party contract manufacturers including on job work basis and therefore, we are subject to risks associated with the third-party manufacturing processes.

As of March 31, 2024, we have entered into contractual arrangement with third-party manufacturing units, in India and China. We typically enter into third-party contract manufacturing arrangements for a longer period with provision for termination. However, we cannot assure that these arrangements will be renewed on the terms favourable to us or at all.

Further, we are subject to various risks associated with third-party manufacturing processes such as;

- delays of or disruptions in the supply of products or components to us from our contract manufacturers or suppliers arising from factors such as shortage of components, power supply outrages and supply chain issues in China and India;
- geopolitical risk affecting our contracts and arrangements with suppliers in China due to possible political and other tensions;
- Interruptions to the operations of third-party manufacturers due to strikes, lockouts, work stoppages or other forms of labour unrest, breakdown or failure of equipment as well as accidents;
- failure by our third-party manufacturers to maintain requisite licenses and approvals as also, to comply with applicable law and the directives of relevant governmental authorities;
- insufficient quality controls or failures in the quality controls of our third-party manufacturers;
- significant adverse changes in the financial or business conditions of our third-party manufacturers;
- performance by our third-party manufacturers below expected levels of output or efficiency;
- the possibility that our competitors will engage our third-party manufacturers, directly or indirectly, and thereby reduce the manufacturing capacity available to us;
- any inability on our part to renew arrangement with or find replacements for existing third-party manufacturers; and
- sub-standard products impacting our production schedules or adversely impacting our relationships with key customers.

Though there have been no such instances in the past, we cannot assure you that such incidents will not occur in the future or that we will be successful in continuing to receive uninterrupted supply of intermediate products from our third-party manufacturer at prices acceptable to us, or at all.

In addition to the risk detailed above, our contract manufacturing in China is also subject to other risk. For details, see "***Risk Factor - We are heavily dependent on our suppliers and any disruptions in the supply or an increase in prices of raw materials and components could adversely affect our operations***" on page 38.

We intend to continue to build our relationships with certain of our contract manufacturers. While such contract manufacturing arrangements may increase collaboration and sharing of information and diversify our supply chain, such arrangements could render us more susceptible to the risks stated above.

Although we believe we have maintained stable relationships with these manufacturing partners in the past, we cannot assure you that, if we are unable to source adequate quantities of products in a timely manner from our existing suppliers in the future, we will be able to find alternative manufacturers at acceptable prices and quality levels or at all. Our inability to do so may adversely affect our reputation, business, results of operations and cash flows.

42. ***Our growth strategy to enter international markets exposes us to certain risks, which may adversely affect our business, financial condition, results of operations and prospects***.

As part of our growth strategy, we seek to enter the international markets, such as Bangladesh, Sri Lanka, Nepal, Africa and Middle East. We also propose to undertake promotional activities for our products, aimed primarily to our potential customers at Bangladesh, Africa and Middle East, to create market for our products and visibility of our brand. We cannot assure you that our sales and marketing efforts in these or any other international markets will be successful and provide us with adequate sales and business opportunities. Expansion of our sales and distribution to countries outside India is accompanied by certain financial and other risks, including:

- changes in foreign regulatory requirements and quality standards;
- local customer preferences and requirements;
- developing local sales and distribution network in such geographies;
- fluctuations in foreign currency exchange rates;
- political and economic instability;
- inability to effectively enforce contractual or legal rights and adverse tax consequences;
- differing accounting standards and interpretations;
- differing domestic and foreign customs, tariffs and taxes;
- staffing and managing widespread operations; and
- logistic costs and availability.

Additionally, expanding into new geographic areas can be challenging due to our limited familiarity with the local economy, customer preferences, commercial operations, and distribution networks. Moreover, entering new markets involves risks and potential costs, such as the inability to attract enough customers or to accurately assess competitive conditions that differ from those in our current markets, along with substantial marketing and promotional expenses. We may encounter challenges from established competitors in these areas, who often have greater recognition, experience, and stronger relationships with distributors and consumers. They might also gain early insights into lucrative sales opportunities and have advantages in launching products as first movers. Our expansion efforts could be delayed or even abandoned, potentially leading to higher-than-expected execution costs and diverting our resources—including management focus—from other critical areas of our business. As a result, this could strain our management, operational, and financial resources, as well as our information systems, ultimately affecting our competitive position and reducing our revenue and profitability.

Further, there is no assurance that future political and economic conditions in countries outside India in which we intend to enter in the future will be stable and will not result in their governments adopting different policies with respect to imports in products within the industry. For instance, the present political and economic instability in Bangladesh may hinder our intention to enter into the market of Bangladesh.

Furthermore, any changes in policy may result in changes in laws affecting ownership of assets, taxation, rates of exchange, environmental protection, labor relations, repatriation of income and return of capital, which may affect our ability to generate profits for our shareholders. There can be no assurance that we will be able to effectively manage our entry into new geographical areas.

43. Certain sections of this Draft Red Herring Prospectus disclose information from the CARE Report which has been commissioned and paid for by us exclusively in connection with the Issue and any reliance on such information for making an investment decision in the Issue is subject to inherent risks.

Certain sections of this Draft Red Herring Prospectus include information based on, or derived from, the Industry Research Report on Storage and Power Backup Solutions dated September 26, 2024 prepared and issued by CareEdge Research, which has been exclusively commissioned and paid for by our Company in connection with the Issue pursuant to an engagement letter dated July 24, 2024. CareEdge Research is an independent agency which has no relationship with our Company, our Promoters and any of our Directors or KMPs or SMPs.

Further, CARE Report is prepared based on information as of specific dates and may no longer be current or reflect current trends. Certain information in this Report is subject to limitations and is also based on estimates, projections, forecasts and assumptions that may prove to be incorrect. Industry sources do not guarantee the accuracy, adequacy or completeness of the data. The CARE Report uses certain methodologies for market sizing and forecasting. Furthermore, the CARE Report is not a recommendation to invest/ disinvest in any company covered in the CARE Report. Accordingly, Investors should not place undue reliance on, or base their investment decision solely on this information.

In view of the foregoing, you may not be able to seek legal recourse for any losses resulting from undertaking any investment in the Issue pursuant to reliance on the information in this Draft Red Herring Prospectus based on, or derived from, the CARE Report. You should consult your own advisors and undertake an independent assessment of information in this Draft Red Herring Prospectus based on, or derived from, the CARE Report before making any investment decision regarding the Issue. For further details, see "***Industry Overview***" on page 135 of this Draft Red Herring Prospectus

44. None of the Directors of the Company have experience of being a director of a public listed company.

The Directors of the Company do not have the experience of having held directorship of public listed company. Accordingly, they have limited exposure to management of affairs of the listed company which inter-alia entails several compliance requirements and scrutiny of affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, the Company will require to adhere strict standards pertaining to accounting, corporate governance and reporting that it did not require as an unlisted company. The Company will also be subject to the SEBI Listing Regulations, which will require it to file audited annual and unaudited quarterly reports with respect to its business and financial condition. If the Company experiences any delays, we may fail to satisfy its reporting obligations and/or it may not be able to readily determine and accordingly report any changes in its results of operations as promptly as other listed companies.

Further, as a publicly listed company, the Company 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. In order to maintain and improve the effectiveness of the Company's disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, the Board of Directors of the Company may have to provide increased attention to such procedures and their attention may be diverted from our business concerns, which may adversely affect our business, prospects, results of operations and financial condition. In addition, we may need to hire additional legal and accounting staff with appropriate experience and technical accounting knowledge, but we cannot assure you that we will be able to do so in a timely and efficient manner.

45. ***We may be unable to attract and retain employees with the requisite skills, expertise and experience,***

which would adversely affect our operations, business growth and financial results.

We rely on the skills, expertise and experience of our employees to provide continuous and quality products to our clients. For instance, we require experienced employee to carry out quality checks and inspections at all stages of the manufacturing process of our products. The quality assurance team carries out frequent checks on the process and product specifications as per our quality assurance plans, prepared and issued by the technical team to ensure that the same meets industry standards. Our employees may terminate their employment with us prematurely and we may not be able to retain them. The details of attrition rate of employees of the Company for last three Fiscals are as under:

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Average number of employees	255	350	387
Number of employees left/retired	46	226	28
Attrition rate (%)	18.07%	64.66%*	7.24%

**The attrition rate seems to be high in Fiscal 2023 due to transfer of employees from payroll to contract basis.*

If we experience any failure to attract and retain competent personnel or any material increase in manpower costs as a result of the shortage of skilled manpower, our competitiveness and business would be damaged, thereby adversely affecting our financial condition and operating results. Further, if we fail to identify suitable replacements of our departed staff, our business and operation could be adversely affected and our future growth and expansions may be inhibited.

46. Our funding requirements and the proposed deployment of Net Proceeds have not been appraised by any bank or financial institution or any other independent agency and our management will have broad discretion over the use of the Net Proceeds.

We intend to use Net Proceeds from the Issue towards (a) funding working capital requirements of our Company; (b) prepayment or repayment of all or a portion of certain outstanding borrowings availed by our Company; (c) acquisition of further stake in our Subsidiary to make it a wholly owned subsidiary and (d) achieving inorganic growth through unidentified acquisitions and other strategic initiatives and general corporate purposes. For details of the objects of the Issue, see "***Objects of the Issue***" on page 107. The funding requirement and deployment of the Net Proceeds mentioned as a part of the Objects of the Issue are based on current circumstances of our business, prevailing market conditions estimates received from the third-party agencies, and are subject to changes in external circumstances or costs, or in other financial condition, business or strategy, as discussed further below. The estimates for the proposed expenditure are based on several variables, a significant variation in any one or a combination of which could have an adverse effect. Furthermore, the deployment of funds has not been appraised by any bank or financial institution.

We operate in a highly competitive and dynamic industry and we may have to revise our funding requirements and deployment from time to time on account of various factors beyond our control, such as availability of material, customer confidence, inflation, employment levels, demographic trends, technological changes, changing customer preferences, increasing regulations or changes in government policies, our Board's analysis of economic trends and business requirements, competitive landscape, as well as general factors affecting our business, results of operations, financial condition and access to capital such as credit availability and interest rate levels.

Our Company, in accordance with the policies established by the Board from time to time, will have flexibility to deploy the Net Proceeds. Furthermore, pending utilization of Net Proceeds towards the Objects of the Issue, our Company will have the flexibility to deploy the Net Proceeds and to deposit the Net Proceeds temporarily in deposits with one or more scheduled commercial banks included in Second Schedule of Reserve Bank of India Act, 1939, as may be approved by our Board. Accordingly, prospective investors in the Issue will need to rely upon our management's judgment with respect to the use of Net Proceeds and there can be no assurance that we will earn significant interest income on, or that we will not suffer unanticipated diminution in the value of, such temporary deposits. Furthermore, various risks and uncertainties, such as economic trends and business requirements, competitive landscape, as well as general factors affecting our results of operations, financial condition and access to capital and including those set forth in this section, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business.

47. Activities involving our assembling and manufacturing process can be dangerous and can cause injury to people or property in certain circumstances. A significant disruption at any of our manufacturing units may adversely affect our production schedules, costs, revenue and ability to meet customer demand.

The activities carried out at our manufacturing and assembly units may be potentially dangerous to our employees. While we strive to provide a safe and healthy working environment in compliance with with applicable occupational health and safety management system and environmental management system standards and we believe that we have adequate insurance including insurance coverage for accidents, there is a risk that an accident may occur at our manufacturing and assembling units. An accident may result in personal injury to our employees, or the labour deployed at our manufacturing and assembling units, destruction of property or equipment, manufacturing or delivery delays, environmental damage, or may lead to suspension of our operations and/or imposition of liabilities.

While we have not encountered any fatalities or any major employee injuries last three Fiscals, however, any such future accident may result in litigation, the outcome of which is difficult to assess or quantify, the cost to defend such litigation can be significant and our insurance may not be sufficient to provide complete coverage. As a result, the costs to defend any action or the potential liability resulting from any such accident or death or arising out of any other litigation, and any negative publicity associated therewith, may have a negative effect on our business, results of operations, financial condition, cash flows and future prospects.

48. ***We are dependent on our Promoters for functioning of our business and we believe that our senior management team and other key managerial personnel in our business units are critical to our continued success and we may be unable to attract and retain such personnel in the future.***

Our performance depends largely on the efforts and abilities of our Promoters. For details, see "***Our Promoters and Promoter Group***" on pages 253. We believe that the inputs and experience of our Promoters/Directors are valuable for the growth and development of business and operations and the strategic directions taken by our Company. Our business and operations are led by our Promoters/ Directors, who possess vast experience in the power solution industry, the loss of whose services may adversely affect our business operations.

At the same time, our future success also substantially depends on the continued service and performance of the members of our senior management team and other key managerial personnel in our business for the management and running of our daily operations and the planning and execution of our business strategy. The details of attrition amongst the senior management and other key managerial personnel of the Company are as under:

Period	Total Number of Senior management and other Key managerial personnel at the end of the year	Total Number of Senior management and other Key managerial personnel left during the year	Attrition rate
Fiscal 2024	10	1	9.50%
Fiscal 2023	11	0	0.00%
Fiscal 2022	06	1	15.40%

There is intense competition for experienced senior management and other key managerial personnel with technical and industry expertise in the port business and, if we lose the services of any of our senior management and other key managerial personnel or other key individuals and are unable to find suitable replacements in a timely manner, our ability to realize our strategic objectives could be impaired. The loss of key members of our senior management or other key team members, particularly to competitors, could have an adverse effect on our business, cash flows, and results of operations.

49. We rely on contract manpower for carrying out certain of our operations and we may be held responsible for paying the salary of such manpower, if the independent contractors through whom such manpower are hired default on their obligations, and such obligations could have an adverse effect on our results of operations and financial condition.

In order to retain flexibility and control costs, we appoint independent contractors who in turn engage on-site contract manpower (both skilled and semi-skilled). Although we do not engage these manpower directly and in case if we become their principal employer by virtue of applicable law, we may be held responsible for any salary payments to be made to such employees in the event of default by such independent contractor. Any requirement to fund their salary requirements may have an adverse impact on our results of operations and financial condition. In the event of any non-compliance by contractors with statutory requirements, legal proceedings may be initiated against us.

Our Company has entered into a Master Service Agreement dated August 12, 2022, with a service provider to hire employees, shortlisted by us, on fixed-term contracts to work at our locations. As on August 31, 2024, we have 222 permanent employees and 189 people employed on contractual basis. Hence, out of total strength of employees, the manpower employed by sub-contractor forms 45.99% of the total manpower employed as on August 31, 2024.

50. Changes in technology may affect our business by making our manufacturing unit or equipment less competitive or obsolete.

Our future success will depend in part on our ability to respond to technological advances and emerging industry standards and practices on a cost-effective and timely basis. Modernization and technology upgradation is essential to reduce costs and increase the output. Our technology and machinery may become obsolete or may not be upgraded timely, hampering our operations and financial conditions and we may lose our competitive edge. The development and implementation of such technology and machinery entails technical and business risks. Further, the costs in upgrading our technology and modernizing the plant and machineries may be significant which could substantially affect our finances and operations. We cannot assure you that we will be able to successfully implement new technologies or adapt our processing systems to customer requirements or emerging industry standards. Changes in technology may make newer equipment more competitive than ours or may require us to make additional capital expenditures to upgrade our facility. If we are unable, for technical, financial or other reasons, to adapt in a timely manner to changing market conditions, customer requirements or technological changes, our business and results of operations could be adversely affected.

51. Our operations are significantly dependent on our ability to successfully identify market requirements and customer preferences and gain customer acceptance for our products.

Our future success depends on our ability to ensure continued demand for our products in existing and proposed markets, which requires us to continuously anticipate and respond in a timely manner to customer requirements and preferences. If we are unable to successfully anticipate market requirements or are unable to modify our current portfolio of products or develop new products, in a timely manner, we may lose customers or become subject to greater pricing pressures. Further, though we are committed to product innovation to respond to changing technology in the power solution industry, there can be no assurance that we would be successful in developing new products that respond to such changes or changes in customer requirements and preferences or that our products would gain acceptance in our existing or new markets. A decline in demand for our products, or an error in our forecasts for future demand, among other things, could lower our sales, increase inventory levels and may require us to sell our products at substantially marked-down prices.

Further, the development of new or improved products or technologies by our competitors may render our products obsolete or less competitive. To keep abreast of the most updated technology and respond effectively to changing customer preferences and requirements, we may be required to undertake additional capital expenditures and investments to upgrade our manufacturing unit. Our research and development efforts towards upgrading and developing newer technologies for providing modern power solution equipment at competitive prices may not be successful or may not fructify into successful commercial production in a timely manner or at all.

52. ***Our operations may be materially adversely affected by strikes, work stoppages or increased compensation demands by our employees.***

We are dependent on our work force for carrying out our operations. Any Shortage of skilled/unskilled personnel or work stoppages caused by disagreements with employees could have an adverse effect on our business and results of operations. We have not experienced any disruptions in our business operations due to disputes or other problems with our work force in the past; however, there can be no assurance that we will not experience such disruptions in the future. Such disruptions may adversely affect our business and results of operations and may also divert the management's attention and result in increased costs.

India has stringent labor legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. We are also subject to laws and regulations governing relationships with employees, in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and terminating of employees and work permits. Although our employees are not currently unionized, there can be no assurance that they will not unionize in the future. If our employees unionize, it may become difficult for us to maintain flexible labor policies, and we may face the threat of labor unrest, work stoppages and diversion of our management's attention due to union intervention, which may have a material adverse impact on our business, results of operations and financial condition.

53. ***Our Company's Directors or Promoter may enter into ventures that may lead to real or potential conflicts of interest with our business.***

Our Company's Directors and Promoter may become involved in ventures that may potentially compete with our Company. The interests of such Directors and our Promoter may conflict with the interests of our other Shareholders, and such Directors or Promoter may, for business considerations or otherwise, cause the Company to take actions, or refrain from taking actions, in order to benefit their interests instead of the Company's interests or the interests of its other Shareholders. Further, the Promoter and Directors of the Company have, as on the date of this Draft Red Herring Prospectus, not undertaken any business in conflict with our Company. However, we cannot assure you that such a conflict will not arise in the future, or that we will be able to suitably resolve any such conflict without an adverse effect on our business or operations.

54. ***Failure or disruption of our information and technology ("IT") and/ or enterprise resources planning systems may adversely affect our business, financial condition, results of operations and future prospects.***

We have implemented various IT solutions and/or enterprise resource planning software solutions to cover key areas of our operations. This system enables us in making and managing, among others, MIS reports, purchase orders, production entries, item code creation and vendor code creation. We have CRM application called SOM (Service Oriented Management) for logging and monitoring of customer service calls. We also have HR management application called SUPER HRMS for attendance recording, leave management and payroll processing. We are currently using TALLY PRIME for accounting purposes and we are in process of implementing SAP system. These systems are potentially vulnerable to damage or interruption from a variety of sources which could result from (among other causes) cyber-attacks on or failures of such infrastructure or compromises to its physical security, as well as from damaging weather or other acts of nature. A significant or large-scale malfunction or interruption of one or more of our IT systems, or manufacturing automation systems could adversely affect our ability to keep our operations running efficiently and affect product availability, particularly in the country, region or functional area in which the malfunction occurs, and wider or sustained disruption to our business cannot be excluded. In addition, it is possible that a malfunction of our data system security measures could enable unauthorized persons to access sensitive business data, including information relating to our intellectual property or business strategy or those of our customers. Such malfunction or disruptions could cause economic losses for which we could be held liable or cause damage to our reputation. Any of these developments, alone or in combination, could have a material adverse effect on our business, financial condition and results of operations.

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

We intend to use Net Proceeds from the Issue towards (a) funding working capital requirements of our Company; (b) prepayment or repayment of all or a portion of certain outstanding borrowings availed by our Company; (c) acquisition of remaining stake i.e. 49% in our Subsidiary to make it a wholly owned subsidiary; and (d) achieving inorganic growth through unidentified acquisitions and other strategic initiatives and general corporate purposes. For further details of the proposed objects of the Issue, see "***Objects of the Issue***" on page 107. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Section 13(8) and 27 of the Companies Act, 2013, we cannot undertake any variation in the utilization of the Net Proceeds without obtaining the shareholders' approval by way of a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilization of the Net Proceeds, we may not be able to obtain the shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations.

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 Issue or vary the terms of such contracts, at a price and manner as prescribed by SEBI. Additionally, the requirement on Promoters or controlling shareholders to provide an exit opportunity to such dissenting shareholders may deter the Promoters or controlling shareholders from agreeing to the variation of the proposed utilization of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters or the controlling shareholders 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 Issue to use any unutilized proceeds of the Issue, if any, or vary the terms of any contract referred to in this Draft Red Herring Prospectus, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilized portion of Net Proceeds, if any, or varying the terms of contract, which may adversely affect our business and results of operations.

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

After completion of the Issue, our Promoters and Promoter Group will collectively own a majority of the Equity Shares of our Company. As a result, our Promoters together with the members of the Promoter Group will be able to exercise a significant degree of influence over us and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act and our AoA. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company.

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

57. ***Our future funds requirements, in the form of 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 issue of shares or convertible securities would dilute the shareholding of the existing shareholders and such issuance may be done on terms and conditions, which may not be favourable to the then existing shareholders. If such funds are raised in the form of loans or debt, then it may substantially increase our interest burden and decrease our cash flows, thus prejudicially affecting our profitability and ability to pay dividends to our shareholders.

58. Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements.

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders' investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see "***Dividend Policy***" on page 260.

59. Our Promoters, some of our Directors and some of our KMPs and SMPs are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses.

Our Promoters, some of our Directors and some of our KMPs and SMPs are interested in our Company to the extent of their respective shareholding in our Company as well as to the extent of any dividends, bonus or other distributions on such Equity Shares. We cannot assure you that our Promoters, Directors, KMPs and SMPs will exercise their rights as shareholders to the benefit and best interest of our Company. Further, our Promoters, Directors, KMPs and SMPs holding Equity Shares 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. For further information on the interest of our Promoters, , Directors, KMPs and SMPs, other than reimbursement of expenses incurred or normal remuneration or benefits, see "***Our Management***" and "***Our Promoters and Promoter Group***" on pages 236 and 253, respectively.

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

Information relating to the historical installed capacity and estimated capacity utilization of our Manufacturing Units is based on various assumptions and estimates of our management and an independent chartered engineer. For details, see "***Our Business – Capacity Installed and Utilized***" on page 203. Actual production volumes and capacity utilization rates may differ significantly from the estimated production capacities and historical capacity utilization of our Manufacturing Units. Investors should therefore not place undue reliance on our historical installed capacity information for our existing Manufacturing Units.

61. ***We could be harmed by employee misconduct or errors that are difficult to detect and any such incidences could adversely affect our financial condition, results of operations and reputation.***

Employee misconduct or errors could expose us to business risks or losses, including regulatory sanctions and cause serious harm to our reputation and goodwill of our Company. There can be no assurance that we will be able to detect or deter such misconduct. Moreover, the precautions we take to prevent and detect such activity may not be effective in all cases. Our employees and agents may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions on account of which our business, financial condition, results of operations and goodwill could be adversely affected. Although, we have not faced any such incidence in past three Fiscals, we cannot assure that we would not face such incident in future.

62. ***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 Promoter 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 an 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. Any sale of our Equity Shares by our Promoters or major shareholders or future equity issuances, by us may adversely affect the trading price of our Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares. We cannot assure you that we will not issue Equity Shares, convertible securities or securities linked to Equity Shares or that our Shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

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

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

64. QIB and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid.

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors can revise their Bids during the Bid/ Issue Period and withdraw their Bids until Bid/ Issue Closing Date. While our Company is required to complete Allotment pursuant to the Issue within 3 (three) Working Days from the Bid/Issue Closing Date, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events may limit the Bidders ability to sell the Equity Shares Allotted pursuant to the Issue or cause the trading price of the Equity Shares to decline on listing.

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

Certain non-GAAP financial measures and certain other industry measures relating to our operations and financial performance have been included in this Draft Red Herring Prospectus. We compute and disclose such non-GAAP financial measures and such other industry related statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of Indian retailing industry, many of which provide such non-GAAP financial measures and other industry related statistical and operational information. Such supplemental financial and operational information is therefore of limited utility as an analytical tool, and investors are cautioned against considering such information either in isolation or as a substitute for an analysis of our restated financial statements as reported under applicable accounting standards disclosed elsewhere in this Prospectus. These non-GAAP financial measures and such other industry related statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and industry related statistical information of similar nomenclature that may be computed and presented by other companies.

ISSUE SPECIFIC RISKS

66. Subsequent to the listing of the Equity Shares, we may be subject to surveillance measures, such as the Additional Surveillance Measures and the Graded Surveillance Measures by the Stock Exchanges in order to enhance the integrity of the market and safeguard the interest of investors

Subsequent to the listing of the Equity Shares, we may be subject to Additional Surveillance Measures ("**ASM**") and Graded Surveillance Measures ("**GSM**") by the Stock Exchanges and the Securities and Exchange Board of India. These measures have been introduced to enhance the integrity of the market and safeguard the interest of investors. The criteria for shortlisting any security trading on the Stock Exchanges for ASM is based on objective criteria, which includes market-based parameters such as high low-price variation, concentration of client accounts, close to close price variation, market capitalization, average daily trading volume and its change, and average delivery percentage, among others. A scrip is subject to GSM when the share price is not commensurate with the financial health and fundamentals of the company. Specific parameters for GSM include net worth, net fixed assets, PE, market capitalization and price to book value, among others. Factors within and beyond our control may lead to our securities being subject to GSM or ASM. In the event our Equity Shares are subject to such surveillance measures implemented by SEBI and the Stock Exchanges, we may be subject to certain additional restrictions in connection with trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active trading market for our Equity Shares.

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

Prior to the Issue, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares is proposed to be determined through a book-building process in accordance with the SEBI ICDR Regulations and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

68. The Issue price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Issue and the market price of our Equity Shares may decline below the Issue Price and you may not be able to sell your Equity Shares at or above the Issue Price.

The Issue Price of our Equity Shares will be determined by the book-building method. This price is based on numerous factors and may not be indicative of the market price of our Equity Shares after the Issue. For details, see "***Basis for Issue Price***" on page 123. The market price of our Equity Shares could be subject to significant fluctuations after the Issue and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price. Among the factors that could affect our share price include without limitation. The following:

- Quarterly variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues;

- Changes in revenue or earnings estimates or publication of research reports by analysts;
- Speculation in the press or investment community;
- General market conditions; and
- Domestic and international economic, legal and regulatory factors unrelated to our performance.

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

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

EXTERNAL RISK FACTORS:

70. ***Significant differences exist between Ind AS and other accounting principles, such as US GAAP and International Financial Reporting Standards ("IFRS"), which investors may be more familiar with and consider material to their assessment of our financial condition.***

Our Restated Consolidated Financial Statements have been prepared in accordance with the Indian Accounting Standards notified under Section 133 of the Companies Act, 2013, read with the Ind AS Rules and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on "**Reports in Company Prospectuses (Revised 2019)**" issued by the ICAI.

We have not attempted to quantify the impact of US GAAP, IFRS or any other system of accounting principles on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of US GAAP, IFRS or any other accounting principles. US GAAP and IFRS differ in significant respects from Ind AS. Accordingly, the degree to which the Restated Consolidated Financial Statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

71. ***Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business, prospects and results of operations.***

The regulatory and policy environment in India is evolving and subject to change. Such changes in applicable law and policy in India, may adversely affect our business, financial condition, results of operations, performance and prospects in India, to the extent that we are not able to suitably respond to and comply with such changes.

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. In addition, unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs relating to compliance with such new requirements, which may also require management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

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

Under the Companies Act, 2013, a company having share capital and incorporated in India must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of Equity Shares to maintain their existing ownership percentages prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of our Equity Shares voting on such resolution.

However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, your proportional interests in our Company would be diluted

73. ***Investors may not be able to enforce judgments obtained in foreign courts against us.***

We are a public limited company under the laws of India. All of our directors and officers are Indian nationals and all or a significant portion of the assets of all of the directors and officers and a substantial portion of our assets are located in India. As a result, it may be difficult for investors to effect service of process outside India on us or on such directors or officers or to enforce judgments against them obtained from courts outside India, including judgments predicated on the civil liability provisions of the United States federal securities laws.

India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, which includes the United Kingdom, United Arab Emirates, Singapore and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements of the Indian Code of Civil Procedure, 1908 (the "**Civil Code**"). The Civil Code only permits the enforcement of monetary decrees, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India. Even if an investor obtained a judgment in such a jurisdiction against us, our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court. However, the party in whose favour such final judgment is rendered may bring a fresh suit in a competent court in India based on a final judgment that has been obtained in a non-reciprocating territory within three years of obtaining such final judgment. It is unlikely that an Indian court would award damages on the same basis or to the same extent as was awarded in a final judgment rendered by a court in another jurisdiction if the Indian court believed that the amount of damages awarded was excessive or inconsistent with public policy in India. In addition, any person seeking to enforce a foreign judgment in India is required to obtain prior approval of the Reserve Bank of India to repatriate any amount recovered pursuant to the execution of the judgment.

74. ***We are a public limited company under the laws of India. Our directors and officers are Indian nationals and all or a significant portion of the assets of all of the directors and officers and a substantial portion of our assets are located in India. As a result, it may be difficult for investors to effect service of process outside India on us or on such directors or officers or to enforce judgments against them obtained from courts outside India, including judgments predicated on the civil liability provisions of the United States federal securities laws. 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 infrastructure 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, and our business, prospects, financial condition and results of operations, in particular.

75. ***We are subject to regulatory, economic and social and political uncertainties and other factors beyond our control.***

We are incorporated in India and we conduct our corporate affairs and our business in India. Our Equity Shares are proposed to be listed on the BSE and the NSE, subject to the receipt of the final listing and trading approvals from the Stock Exchanges. Consequently, our business, operations, financial performance and the market price of our Equity Shares will be affected by interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India.

Factors that may adversely affect the Indian economy, and hence our results of operations may include:
- any exchange rate fluctuations, the imposition of currency controls and restrictions on the right to convert or repatriate currency or export assets;
- any scarcity of credit or other financing in India, resulting in an adverse effect on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian customers and Indian corporations;
- political instability, terrorism, military conflict, epidemic or public health issues in India or in countries in the region or globally, including in India's various neighbouring countries;
- macroeconomic factors and central bank regulation, including in relation to interest rates movements which may in turn adversely impact our access to capital and increase our borrowing costs;
- Instability in financial markets and volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- decline in India's foreign exchange reserves which may affect liquidity in the Indian economy;
- downgrading of India's sovereign debt rating by rating agencies;
- difficulty in developing any necessary partnerships with local businesses on commercially acceptable terms and/or a timely basis.
- changes in India's tax, trade, fiscal or monetary policies; and
- other significant regulatory or economic developments in or affecting India or its logistics sector.

Moreover, a fall in the purchasing power of our customers, for any reason whatsoever, including rising consumer inflation, availability of financing to our customers, changing governmental policies and a slowdown in economic growth may have an adverse effect on our customers' revenues, savings and could in turn negatively affect their demand for our products. In addition, any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, results of operations and financial condition and the price of the Equity Shares.

76. ***Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.***

Inflation rates in India have been volatile in recent years, and such volatility may continue. India has experienced high inflation relative to developed countries in the recent past. Continued high rates of inflation may increase our expenses related to costs of raw material, rent, salaries or wages payable to our employees or any other expenses. There can be no assurance that we will be able to pass on any additional expenses to our customers or that our revenue will increase proportionately corresponding to such inflation. Accordingly, high rates of inflation in India could have an adverse effect on our profitability and, if significant, on our financial condition.

77. ***Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.***

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, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then 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/ tax clearance certificate from the income tax authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

78. ***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 for 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.

79. ***Natural calamities could have a negative impact on the Indian economy and cause our Company's business to suffer.***

India has experienced natural calamities such as floods, landslides, tsunamis, earthquakes, 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.

80. ***The occurrence of natural or man-made disasters may adversely affect our business, financial condition, results of operations and cash flows.***

The occurrence of natural disasters, including hurricanes, floods, tsunamis, earthquakes, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, may adversely affect our financial condition or results of operations. In addition, any deterioration in relations between India and its neighbouring countries might result in investor concern about stability in the region, which may adversely affect the price of our Equity Shares. The potential impact of a natural disaster on our results of operations and financial position is speculative and would depend on numerous factors. In addition, an outbreak of a communicable disease in India or in the particular region in which we have projects would adversely affect our business and financial conditions and the results of operations. We cannot assure prospective investors that such events will not occur in the future or that our business, financial condition, results of operations and cash flows will not be adversely affected.

81. ***Our ability to raise foreign capital may be constrained by Indian law.***

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions limit our financing sources and could constrain our ability to obtain financings on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that any required regulatory approvals for borrowing in foreign currencies will be granted to us without onerous conditions, or at all. Limitations on foreign debt may have an adverse effect on our business growth, financial condition and results of operations.

82. ***Rights of shareholders under Indian laws may be different from laws of other jurisdictions.***

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

SECTION III – INTRODUCTION

THE ISSUE

The following table summarizes the Issue details:

Particulars	Details of Equity Shares
Issue of Equity Shares by Our Company (1)(2)	Issue of up to 1,60,00,000* Equity Shares of face value of ₹10/- each fully paid up for cash, at a price of ₹[●] per Equity share, aggregating ₹[●] Lakhs
The Issue consists of:	
A) QIB Portion(3)(4)	Not more than [●]* Equity Shares, aggregating up to ₹ [●] Lakhs
Of which:	
(i) Anchor Investor Portion(3)	Up to [●]* Equity Shares
(ii) Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Up to [●]* Equity Shares
Of which:	
a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	[●]* Equity Shares
b) Balance for all QIBs including Mutual Funds	[●]* Equity Shares
B) Non – Institutional Portion(6)	Not less than [●]* Equity Shares, aggregating up to ₹ [●] Lakhs
A. ***Of which:***	
(a) One-third of the Non-Institutional Portion available for allocation to Bidders with an application size more than ₹2,00,000 and up to ₹10,00,000	[●]* Equity Shares
(b) Two-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹10,00,000	[●]* Equity Shares
C) Retail Portion(6)(7)	Not less than [●]* Equity Shares, aggregating up to ₹ [●] Lakhs
Pre and Post-Issue Equity Shares	
Equity Shares outstanding prior to the Issue (as on the date of this Draft Red Herring Prospectus)	4,28,74,592 Equity Shares of face value of ₹10 each
Equity Shares outstanding after the Issue	[●] Equity Shares
Use of Net proceeds	For details about the use of Net Proceeds, please see *"**Objects of the Issue**"* on page 107.

**Subject to finalization of the Basis of Allotment.*

Notes:

(1) The Issue has been authorized by a resolution of our Board dated September 17, 2024 and has been authorized by a special resolution of our Shareholders, dated September 18, 2024.

(2) Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement aggregating up to 10,00,000 Equity Shares of face value of ₹ 10/- each, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.

(3) Our Company may, in consultation with the BRLM allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. The QIB portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added back to the Net QIB Portion. 5% of the Net QIB Portion (excluding Anchor Investor Portion) shall be available for allocation on a

*proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion (excluding Anchor Investor Portion) will be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids having received at or above the Issue Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, please see "**Issue Procedure**" on page 439.*

*(4) Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from other categories or a combination of categories. In the event of under-subscription in the Issue, the Equity Shares will be allocated in the manner specified in "**Terms of the Issue**" on page 428.*

(5) Subject to valid Bids being received at or above the Issue Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories, as applicable, at the discretion of our Company in consultation with the BRLM, and the Designated Stock Exchange, subject to applicable laws.

*(6) Allocation to Bidders in all categories, other than Anchor Portion, Retail Individual Portion and Non-Institutional Portion, shall be made on a proportionate basis, subject to valid Bids received at or above the Issue Price. The allocation to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. One-third of the Non-Institutional Portion shall be reserved for applicants with application size of more than ₹2.00 Lakhs and up to ₹10.00 Lakhs, two-thirds of the Non-Institutional Portion shall be reserved for Bidders with an application size of more than ₹10.00 Lakhs and the unsubscribed portion in either of the above sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Bidders. The Allocation to each Non-Institutional Investor shall not be less than the minimum application size viz. ₹2.00 Lakhs, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining Equity Shares, if any, shall be allocated on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis, in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations. For details, please see "**Issue Procedure**" on page 439.*

(7) SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹5.00 Lakhs shall use UPI. Individual Investors bidding under the Non-Institutional Portion for more than ₹2.00 Lakhs and up to ₹5.00 Lakhs, using the UPI Mechanism, shall provide their UPI ID the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

For further details, including grounds for rejection of bids, please see *"**Terms of the Issue**", "**Issue Structure**"* and *"**Issue Procedure**"* on pages 428, 435, and 439 respectively.

SUMMARY OF FINANCIAL STATEMENTS

*The following tables provide the summary of financial information of our Company derived from the Restated Consolidated Financial Statements for the Fiscal 2024, Fiscal 2023 and Fiscal 2022. The Restated Consolidated Financial Statements referred to above is presented under the section titled "**Financial Information**" on page 261 of this Draft Red Herring Prospectus. The summary of financial information presented below should be read in conjunction with the Restated Consolidated Financial Statements, the notes thereto and the chapters titled "**Financial Information**" and **"Management's Discussion and Analysis of Financial Position and Results of Operations**" on pages 261 and 367, respectively of this Draft Red Herring Prospectus.*

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RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(Amount in ₹ lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	646.59	407.67	260.11
(b) Capital Work-in-Progress	949.32	897.31	-
(c) Investment Property	278.71	265.42	242.82
(d) Intangible Assets	216.40	249.03	268.53
(e) Intangible Assets under Development	-	-	-
(f) Right-of-Use Assets	438.55	39.78	40.19
(g) Financial Assets			
(i) Trade Receivables	-	-	4.34
(ii) Investments	0.25	0.25	0.25
(iii) Loans	-	-	-
(iv)Other financial assets	1,355.57	1,428.18	690.18
(h) Deferred Tax Assets (Net)	184.84	144.82	83.01
(i) Other non-current assets	11.00	11.00	-
Total Non-Current Assets	**4,081.24**	**3,443.45**	**1,589.43**
Current Assets			
(a) Inventories	5,853.91	4,168.72	3,167.35
(b) Financial Assets			
(i) Investments	-	-	316.98
(ii) Trade receivables	9,030.29	6,672.73	3,485.48
(iii) Cash and cash equivalents	53.30	77.04	199.33
(iv) Bank balances other than (iii) above	21.33	8.66	-
(v) Loans	50.44	40.15	26.71
(vi) Others current financial assets	716.07	499.49	380.30
(c) Current Tax Asset (Net)	1.77	1.49	14.33
(d) Other Current Assets	496.14	626.94	623.15
Total Current Assets	**16,223.26**	**12,095.21**	**8,213.64**
Total Assets	**20,304.50**	**15,538.67**	**9,803.08**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	4,287.46	4,287.46	908.36
(b) Other Equity	4,145.53	1,813.21	3,187.41
Equity attributable to owners of the Parent Company	**8,432.99**	**6,100.67**	**4,095.77**
Non-Controlling Interest	163.83	216.06	279.96
Total Equity	**8,596.83**	**6,316.73**	**4,375.73**
LIABILITIES			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	461.44	671.09	210.61
(ia) Lease Liabilities	-	5.72	11.56
(ii) Other financial liabilities	2.00	-	-
(b) Provisions	123.68	96.30	70.68
(c) Other Non-Current Liabilities	-	-	-
Total Non-Current Liabilities	**587.12**	**773.11**	**292.85**
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	3,879.70	1,802.53	92.69
(ia) Lease Liabilities	5.82	5.81	6.08

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
(ii) Trade payables	-	-	-
(a) total outstanding dues of micro enterprises and small enterprises; and	448.54	716.72	218.43
(b) total outstanding dues of creditors other than micro enterprises and small enterprises.	5,981.10	5,263.69	4,543.35
(iii) Other Financial Liabilities	232.54	86.53	151.07
(b) Other Current Liabilities	261.51	379.46	111.27
(c) Provisions	62.48	44.45	11.62
(d) Current Tax Liabilities (Net)	248.88	149.64	-
Total Current Liabilities	**11,120.56**	**8,448.83**	**5,134.49**
Total Equity and Liabilities	**20,304.50**	**15,538.67**	**9,803.08**

RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(Amount in ₹ lakhs, unless otherwise stated)

Particulars	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
I. Revenue from operations	25,787.04	23,036.32	17,130.73
II. Other Income	136.21	198.32	74.04
III. Total Income (I +II)	**25,923.25**	**23,234.65**	**17,204.77**
IV. Expenses:			
Cost of Material Consumed	9,429.20	6,241.18	3,756.53
Purchase of Stock-in-Trade	10,000.22	11,026.52	10,395.12
Changes in inventories of finished goods, work in progress and stock-in-trade	(1,370.06)	(626.14)	(1,220.61)
Employee benefit expenses	2,076.23	1,699.42	1,270.57
Finance Costs	374.14	131.16	65.57
Depreciation and amortization expenses	192.92	164.80	94.10
Other Expenses	2,125.32	1,978.87	1,346.37
IV. Total Expenses	**22,827.96**	**20,615.82**	**15,707.65**
V. Profit before exceptional and extraordinary items and tax (III - IV)	**3,095.29**	**2,618.83**	**1,497.12**
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)	**3,095.29**	**2,618.83**	**1,497.12**
VIII. Extraordinary Items		-	-
IX. Profit Before Taxes (VII-VIII)	**3,095.29**	**2,618.83**	**1,497.12**
X. Tax expense:			
(1) Current tax	851.93	748.27	431.42
(2) Tax of Earlier Years	-	-	-
(3) Deferred tax	(39.18)	(63.99)	(21.35)
XI. Profit/(Loss) for the period (IX-X)	**2,282.53**	**1,934.55**	**1,087.05**
Attributable to:			
Owners of the Parent Company	2,333.95	1,998.56	1,139.31
Non-controlling interest	(51.41)	(64.02)	(52.26)
XII. Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss		-	-
Fair value gain loss on Investments		-	-
Remeasurement gain/loss on defined benefit obligation	(3.28)	8.62	6.78
(ii) Income tax relating to items that will not be reclassified to profit or loss	0.84	(2.17)	(1.71)
(iii) Items that will be reclassified to profit or loss		-	-
(iv) Income tax relating to items that will be reclassified to profit or loss		-	-
Other Comprehensive Income (XII)	**(2.43)**	**6.45**	**5.08**
Attributable to:			
Owners of the Parent Company	(1.62)	6.34	5.08
Non-Controlling Interests	(0.81)	0.11	-
XIII. Total Comprehensive Income for the period (XI+XII)	**2,280.10**	**1,941.00**	**1,092.13**
Attributable to:			
Owners of the Parent Company	2,332.32	2,004.90	1,144.39
Non-Controlling Interests	(52.22)	(63.91)	(52.26)
XIV. Earning per equity share:			

Particulars	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
(1) Basic (In ₹)	5.44	4.66	2.66
(2) Diluted (In ₹)	5.44	4.66	2.66

RESTATED CONSOLIDATED CASH FLOW STATEMENT

(Amount in ₹ lakhs)

Particulars	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
A CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit / (Loss) Before Tax	**3,095.29**	**2,618.83**	**1,497.12**
Adjustments For :			
Depreciation and Amortization Expense	192.92	164.80	94.10
Interest Income	(75.47)	(55.72)	(35.68)
Interest Expenses	325.26	107.50	15.76
Interest on Leased Liabilities	0.87	1.08	1.56
Profit on Sale of Investments	-	(4.34)	(7.22)
Provision for Warranty	44.13	42.77	-
Profit/(Loss) on sale of PPE/Investment Property	(2.01)	(0.52)	(21.23)
Remeasurement of defined benefit plan	28.36	23.88	21.93
Operating Profit Before Working Capital Changes	**3,609.35**	**2,898.29**	**1,566.34**
Adjustments For :			
Decrease/(Increase) in other financial assets	(143.97)	(857.18)	(263.37)
Decrease/(Increase) in other assets	130.51	(1.94)	(103.84)
Decrease/(Increase) in Loans	(10.29)	(13.44)	(11.25)
Decrease/(Increase) in inventories	(1,685.20)	(1,001.37)	(1,431.04)
Decrease/(Increase) in trade receivables	(2,357.56)	(3,182.91)	172.41
Decrease/(Increase) in bank balance	(12.67)	(8.66)	2.96
(Decrease)/Increase in Trade payables	449.22	1,218.64	964.41
(Decrease)/Increase in other financial liabilities	148.00	(64.53)	85.97
(Decrease)/Increase in other liabilities	(117.95)	268.20	(21.40)
Lease Rental Payments	(6.58)	(7.20)	(7.74)
Retirement Benefits Paid (Out of Provisions)	(2.03)	(2.13)	-
Warranty Expenses Actually Paid	(29.16)	-	-
Increase/Decrease in Provisions	0.83	2.55	2.25
Cash Generated From Operations	**(27.49)**	**(751.68)**	**955.70**
Less: Direct Taxes Paid net of refund (including TDS)	752.68	598.63	540.31
Net Cash flow From Operating Activities	**(780.18)**	**(1,350.31)**	**415.39**
B Cash Flow From Investing Activities			
Addition in Property, Plant & Equipment (PPE)	(380.51)	(275.92)	(248.61)
(Increase)/Decrease in CWIP	(52.01)	(897.31)	-
Addition in Intangible Assets	(4.00)	(15.63)	(298.80)
Addition / Deletion in Investment Properties	(19.18)	(28.78)	(64.70)
Addition to ROU Assets	(408.40)	-	-
Proceeds from Sale of PPE	2.82	5.80	-
Interest Income	75.47	55.72	35.68
Purchase of Investments	-	(554.97)	(4,663.10)
Proceeds from Sale of Investments	-	876.29	4,353.24
Investment of Shares of Subsidiary	**(785.82)**	**(834.80)**	**(886.28)**
Net Cash (Used) In/From Investing Activities			
C Cash Flow From Financing Activities	(209.65)	460.48	168.43
(Decrease)/Increase in Non-Current Borrowings	2,077.17	1,709.84	87.63
(Decrease)/Increase in Current Borrowings	-	-	332.22
NCI Portion of Share Capital in Subsidiary	(325.26)	(107.50)	(15.76)
Interest paid on Borrowings			
	1,542.26	**2,062.82**	**572.52**
Net Cash (Used) In/From Financing Activities			

Particulars	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
	(23.74)	**(122.29)**	**101.62**
Net Change In Cash & Cash Equivalents(A+B+C)	77.04	199.33	97.71
Cash & Cash Equivalents at beginning of the year	**53.30**	**77.04**	**199.33**
Cash & Cash Equivalents at end of the year	**53.30**	**77.04**	**199.33**

GENERAL INFORMATION

Registered Office of our Company
Plot No. EL-79, Electronic Zone
TTC MIDC, Mahape
Navi Mumbai, Thane - 400 701
Maharashtra, India
Telephone: 022 4528 0500
Email: cs@prostarm.com
Website: www.prostarm.com/

Corporate identity number and registration number

Corporate Identity Number: U31900MH2008PLC368540
Registration Number: 368540

Address of Registrar of Companies

Our Company is registered with the Registrar of Company Maharashtra, Mumbai situated at the following address:

Registrar of Companies
100, Everest
Marine Drive
Mumbai – 400 002,
Maharashtra, India
Email: roc.mumbai@mca.gov.in

Board of Directors of our Company

The following table sets out the details of our Board as on the date of this Draft Red Herring Prospectus:

Name and Designation	DIN	Address
Tapan Ghose *Chairman and Managing Director*	01739231	82/9E, Ballygunge Place, 6th Floor, Flat-12, Kolkata - 700 019, West Bengal, India
Vikas Shyamsunder Agarwal *Whole-time Director*	01940262	14, Amramanjari Bungalows, Near Basant Bahar, South Bopal, Bopal, Ahmedabad – 380 058, Gujarat, India
Ram Agarwal *Whole-time Director and Chief Executive Officer*	01739245	Flat No. 12/ 103, NRI Complex, Sector- 54, Palm Beach Road, Near DPS School, Seawood, Nerul, Navi Mumbai, Thane – 400 706, Maharashtra, India
Raghu Ramesh Thammannashastri *Whole-time Director*	03331642	Flat no. 105, Creative Classic Appt., 4th Cross, Chola Nagara, G.R. Layout – 560 032, Karnataka, India
Mitali Chatterjee *Non-Executive Independent Director*	10044949	770, Rajdanga Main Road, E.K.T, Kolkata – 700 107, West Bengal, India
Bhargav Chatterjee *Non-Executive Independent Director*	10045275	26/2, Hindustan Park, Sarat Bose Road, Kolkata – 700 029, West Bengal, India
Goutam Paul *Non-Executive Independent Director*	06902493	16 D Tower 1, South City, 375 Prince Anwar Saha Road, South City Mol, Jodhpur Park S.O., Kolkata – 700 068, West Bengal, India
Ganesh Basant Kumar Pansari *Non-Executive Independent Director*	10079829	D-704, Milano Heights, Opp. Iscon Mall, Piplod, Surat City, Surat – 395 007, Gujarat, India
Shivkumar Madanlal Baser *Non-Executive Independent Director*	10076598	A/1001 Opera House, City Light, Near Maharaja Agrasen Bhavan, Surat – 395 007, Gujarat, India

For brief profile and further details of our Board of Directors, see “***Our Management***” on page 236.

Company Secretary and Compliance Officer

Sachin Gupta is the Company Secretary and Compliance Officer of our Company. His contact details are as follows:

Address
Plot No. EL-79, Electronic Zone
TTC MIDC, Mahape
Navi Mumbai - 400 701
Maharashtra, India
Telephone: 022 4528 0500
Email: cs@prostarm.com

Investor Grievances

Investors can contact our Company Secretary and Compliance Officer, the Book Running Lead Manager or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems, redressals of complaints, 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.

All Issue related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary to whom the Bid-cum-Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid-cum-Application Form number, Bidder's DP ID, Client ID, UPI ID, PAN, date of submission of the Bid-cum-Application Form, address of the Bidder, number of Equity Shares applied for, the name and address of the Designated Intermediary where the Bid-cum-Application Form was submitted by the Bidder and ASBA Account number (for Bidders other than UPI Bidders using the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or the UPI ID in case of UPI Bidders using the UPI Mechanism.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue. The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

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

Book Running Lead Manager to the Issue

Choice Capital Advisors Private Limited
Sunil Patodia Tower, Plot No.156-158,
J.B. Nagar, Andheri (East), Mumbai – 400 099
Maharashtra, India
Telephone: +91 22 6707 9999 / 7919 **(ext.)**
E-mail: ipo.pisl@choiceindia.com
Website: www.choiceindia.com/merchant-investment-banking
Investor Grievance E-mail: investorgrievances_advisors@choiceindia.com
Contact Person: Nimisha Joshi / Shreya Poddar
SEBI Registration No.: INM000011872

Statement of responsibilities

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

Legal Counsel to the Issue

Vidhigya Associates, Advocates
105, A Wing, Kanara Business Centre
Ghatkopar East, Mumbai – 400 075
Maharashtra, India
Telephone: +91 84240 30160
Email: rahul@vidhigyaassociates.com
Contact Person: Rahul Pandey

Registrar to the Issue

KFin Technologies Limited
Selenium, Tower B, Plot No- 31 and 32
Financial District Nanakramguda, Serilingampally
Hyderabad – 500 032
Telangana, India
Telephone: +91 40 6716 2222 / 1800 309 4001
Email: pisl.ipo@kfintech.com
Investor grievance email: einward.ris@kfintech.com
Contact person: M Muralikrishna
Website: www.kfintech.com
SEBI Registration no.: INR000000221

Statutory Auditors of our Company

M/s Mansaka Ravi & Associates, Chartered Accountants
34, Fourth Floor, Triniti Mall, Swage Farm
New Sanganer Road, Sodala
Jaipur – 302 019, Rajasthan, India
Telephone: +91 9829753254
Email: ravi@ravimansaka.com
Firm registration number: 015023C
Peer review number: 015130

Changes in Auditors

There has been no change in the statutory auditors of the Company in the last three years preceding the date of this Draft Red Herring Prospectus

Bankers to the Issue / Refund Bank / Sponsor Bank

The Bankers to the Issue / Refund Bank / Sponsor Bank will be appointed prior to filing of the Red Herring Prospectus with the RoC.

Bankers to our Company

Axis Bank Limited
Vardaman Chambers Co-op-Soc,
Plot no 84, Sector 17, Vashi,
Navi Mumbai- 400 705,
Maharashtra, India
Telephone: +91 98602 83988
Contact person: Nikhil Bhatia
Website: https://www.axisbank.com/
Email: nikhil.bhatia@axisbank.com

ICICI Bank Limited
ICICI Bank Towers,
Bandra Kurla Complex, Mumbai – 400 051
Telephone: +91 8655332884
Contact person: Srijan Mandal
Website: www.icicibank.com
Email: srijan.mandal@icicibank.com

Bankers to Issue, Escrow Collection Bank, Public Issue Bank, Refund Bank and Sponsor Bank

The Bankers to the Issue will be appointed prior to filing of the Red Herring Prospectus with the RoC.

Syndicate Members

The Syndicate Members will be appointed prior to filing of the Red Herring Prospectus with the RoC.

Designated Intermediaries

Self-Certified Syndicate Banks

The list of SCSBs is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 on the website of SEBI, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which a Bidder (other than an Anchor Investor), not bidding through Syndicate/Sub Syndicate or 87 through a Registered Broker, RTA or CDP may submit the Bid-cum-Application Forms is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 on the SEBI website, and at such other websites as may be prescribed by SEBI from time to time.

Self-Certified Syndicate Banks enabled for UPI Mechanism

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appear on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, 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 Bids (other than Bids by Anchor Investors) submitted under ASBA process, to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid-cum-Application Forms from the members of the Syndicate is available on the website of the SEBI www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 and updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid-cum-Application Forms from the Syndicate at Specified Locations, see the website of the SEBI www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 as updated from time to time or any such other website as may be prescribed by SEBI from time to time.

Registered Brokers

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

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as their name and contact details, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/Rtadp.aspx? And www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Grading of the Issue

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

Expert

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

Our Company has received written consent dated September 27, 2024 from, M/s Mansaka Ravi & Associates to include their name as required under section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditor, and in respect of Examination Report dated September 27, 2024 on our Restated Consolidated Financial Statements and such consent has not been withdrawn as on the date of filing of this Draft Red Herring Prospectus.

Our Company has received written consent dated September 10, 2024 from Prashant Somnath Dashputre, Independent Chartered Engineer to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and their capacity as independent chartered engineer in respect of details in relation to capacity and capacity utilization of manufacturing units of our Company and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

However, the term "expert" and the consent thereof shall not be construed to mean an "expert" or consent within the meaning under the U.S. Securities Act, as amended (the "**U.S. Securities Act**").

Monitoring Agency

In accordance with Regulation 41 of the SEBI ICDR Regulations, our Company will appoint a monitoring agency for monitoring the utilization of Gross Proceeds prior to filing of the Red Herring Prospectus with the RoC, as the proposed Issue exceeds ₹10,000 Lakhs.

Appraising Entity

Our Company has not appointed any appraising agency.

Credit Rating

As the Issue is of Equity Shares, credit rating is not required.

Green Shoe Option

No green shoe option is contemplated under the Issue.

Debenture trustees

As the Issue is of Equity Shares, the appointment of debenture trustees is not required.

Filing of Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus

A copy of this Draft Red Herring Prospectus has been uploaded on the SEBI Intermediary Portal at https://siportal.sebi.gov.in, in accordance with regulation 25 (8) of SEBI ICDR Regulations and SEBI Master Circular dated June 21, 2023 and shall be submitted to SEBI on cfddil@sebi.gov.in in accordance with the instructions issued by the SEBI on March 27, 2020, in relation to "Easing of Operational Procedure – Division of Issues and Listing – CFD". Further, physical copies of this Draft Red Herring Prospectus may be filed with the Securities and Exchange Board of India at:

Securities and Exchange Board of India
Corporation Finance Department Division of Issues and Listing
SEBI Bhavan, Plot No. C4 A, 'G' Block
Bandra Kurla Complex, Bandra (E)
Mumbai 400 051, Maharashtra, India

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

Book Building process

"Book building" refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus, the Bid-cum-Application Forms and the Revision Forms within the Price Band. The Price Band and minimum Bid Lot and Employee Discount (if any) will be decided by our Company in consultation with the BRLM, and advertised in all editions of the English national daily newspaper the [●], all editions of the Hindi national daily newspaper [●] and all editions of the Marathi daily newspaper (Marathi being the regional language of Maharashtra wherein our Registered Office is located) each with wide, at least two Working Days prior to the Bid/ Issue Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their website. The Issue Price shall be determined by our Company in consultation with the BRLM, after the Bid/ Issue Closing Date. For details, see "***Issue Procedure***" on page 439.

All Bidders, other than Anchor Investors, shall participate in the Issue mandatorily through the ASBA process by providing the details of their respective ASBA Accounts in which the corresponding Bid Amount will be blocked by the SCSBs and Sponsor Banks, as the case may be. Anchor Investors are not permitted to participate in the Offer through the ASBA process. UPI Bidders may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs or, (b) through the UPI Mechanism. Non-Institutional Investors with an application size of up to ₹ 5,00,000 shall use the UPI Mechanism and shall also provide their UPI ID in the Bid-cum-Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents.

In accordance with the SEBI ICDR Regulations, QIBs Bidding in the Net QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bid(s) (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders and Eligible Employees bidding in the Employee Reservation Portion (if any) can revise their Bids during the Bid/ Issue Period and withdraw their Bids until the Bid/ Issue Closing Date. Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date. Further, allocation to QIBs in the Net QIB Portion will be on a proportionate basis and allocation to Anchor Investors in the Anchor Investor Portion will be on a discretionary basis.

For further details, see "***Terms of the Issue***", "***Issue Structure***" and "***Issue Procedure***" on pages 428, 435, and 439 respectively.

Our Company will comply with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to this Issue. In this regard, our Company has appointed the BRLM to manage this Issue and procure Bids for this Issue.

The Book Building Process is in accordance with guidelines, rules and regulations prescribed by SEBI. Bidders are advised to make their own judgment about an investment through this process prior to submitting a Bid.

Bidders should note the Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the final approval of the RoC after the Prospectus is filed with the RoC.

Illustration of Book Building Process and the Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, see ***"Terms of the Issue"*** and "***Issue Procedure***" on page 428 and 439.

Underwriting Agreement

After determination of the Issue Price and allocation of Equity Shares, our Company intend to, prior to the filing of the Prospectus with the RoC, enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Issue. The Underwriting Agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of each of the Underwriters will be several and will be subject to certain conditions specified therein.

The Underwriters have indicated their intention to underwrite the following number of Equity Shares which they shall subscribe to on account of rejection of bids, either by themselves or by procuring subscription, at a price which shall not be less than the Issue Price.

(This portion has been intentionally left blank and will be completed before the filing of the Red Herring Prospectus or Prospectus with the RoC, as applicable.)

Name, address, telephone number and email address of the Underwriters	Indicative Number of Equity Shares to be underwritten	Amount underwritten (₹ Lakhs)
[●]	[●]	[●]
[●]	[●]	[●]
Total	**[●]**	**[●]**

The above-mentioned amount is indicative and will be finalized after determination of the Issue Price and finalization of the Basis of Allotment and subject to the provisions of Regulation 40(2) the SEBI ICDR Regulations.

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

Allocation among the Underwriters may not necessarily be in the proportion of their underwriting commitments set forth in the table above.

Notwithstanding the above table, each of the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to Bidders procured by them, in accordance with the Underwriting Agreement.

In the event of any default in payment, the respective 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 Underwriting Agreement has not been entered into as on the date of this Draft Red Herring Prospectus. The Underwriting Agreement shall be entered into on or after the Pricing Date but prior to filing of the Prospectus with the RoC. The extent of underwriting obligations and the Bids to be underwritten in the Issue shall be as per the Underwriting Agreement.

CAPITAL STRUCTURE

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

S. No.	Particulars	(Amount in ₹ except share data) Aggregate nominal value	Aggregate value at Issue Price
A.	**AUTHORISED SHARE CAPITAL**		
	6,10,00,000 Equity Shares of face value of ₹10/- each	61,00,00,000	
B.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE**		
	4,28,74,592 Equity Shares of face value of ₹10/- each	42,87,45,920	
C.	**PRESENT ISSUE IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS[(1)(2)(3)]**		
	Issue of up to 1,60,00,000[(1)] Equity Shares of face value of ₹10 each	[●]	[●]
D.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE[(2)]**		
	[●] Equity Shares of face value of ₹10/- each	[●]	[●]
E.	**SECURITIES PREMIUM ACCOUNT**		
	Before the Issue	Nil	
	After the Issue[(2)]	[●]	

[(1)] *Subject to finalization of Basis of Allotment and the Issue Price; For details in relation to the changes in the 93tilizatio share capital of our Company, please see "**History and Certain Corporate Matters- Amendments to our Memorandum of Association in the last ten (10) years**"* on page 224.

[(2)] *The present Issue is authorized by our Board of Directors vide resolution passed at its meeting held on September 17, 2024 and by the shareholders of our Company vide special resolution passed pursuant to section 23 and section 62(1)I of the Companies Act, 2013 at the Annual General Meeting held on September 18, 2024.*

[(3)] *Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement aggregating up to 10,00,000 Equity Shares of face value of ₹ 10/- each, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.*

Notes to Capital Structure

1. Share Capital History of our Company

Our Company has only one class of share capital i.e., Equity Shares of face value of ₹10 each. All the issued Equity Shares are fully paid-up. Except as detailed in "***Capital Structure – Issue or transfer of Equity Shares under employee stock option schemes***" on page 97 our Company has no outstanding convertible instruments as on the date of this Draft Red Herring Prospectus.

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of consideration	Nature of allotment/ transfer	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)	Name of allottees
At the time of Incorporation	10,000	10	10	Cash	Initial subscription to the MoA	10,000	1,00,000	Allotment of 5,000 Equity Shares each to Ram Agarwal and Sonu Ram

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of consideration	Nature of allotment/ transfer	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)	Name of allottees
								Agarwal
April 29, 2011	90,000	10	10	Cash	Conversion of unsecured loans to Equity Shares	1,00,000	10,00,000	Allotment of 90,000 Equity Shares to Ram Agarwal
May 2, 2011	19,70,900	10	10	Cash	Conversion of unsecured loans to Equity Shares	20,70,900	2,07,09,000	Allotment of 1,171,800 Equity Shares to Ram Agarwal, 291,000 Equity Shares to Parvati Shyamsunder Agarwal, 1,000 Equity Shares to Shyamsunder B Agarwal, 18,500 Equity Shares to Sunita Vikas Agarwal, 461,600 Equity Shares to Vikas Shyamsunder Agarwal, 27,000 Equity Shares to Vikas S Agrawal HUF
April 2, 2013	2,00,000	10	10	Cash	Further Issue	22,70,900	2,27,09,000	Allotment of 200,000 Equity Shares to Ram Agarwal
August 29, 2020	68,12,700	10	Nil	NA	Bonus issue in the ratio of 3:1 i.e., 3 fully paid-up Equity Shares against 1 existing fully paid-up Equity Share held by the existing shareholders	90,83,600	9,08,36,000	Allotment of 2,043,810 Equity Shares to Ram Agarwal, 1,362,543 Equity Shares to Sonu Ram Agarwal, 907,065 Equity Shares to Parvati Shyamsunder Agarwal, 114,843 Equity Shares to Shyamsunder B Agarwal, 55,500 Equity Shares to Sunita Vikas Agarwal, 2,247,939 Equity Shares to Vikas Shyamsunder Agarwal and

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of consideration	Nature of allotment/ transfer	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)	Name of allottees
								81,000 Equity Shares to Vikas S Agrawal HUF
March 11, 2023	3,37,90,992	10	Nil	NA	Bonus issue in the ratio of 372:100 i.e., 372 fully paid up Equity Shares against 100 existing fully paid-up Equity Shares held by the existing shareholders	4,28,74,592	42,87,45,920	Allotment of 10,137,298 Equity Shares to Ram Agarwal(1), 6,758,214 Equity Shares to Sonu Ram Agarwal(1), 4,499,042 Equity Shares to Parvati Shyamsunder Agarwal, 11,149,777 Equity Shares to Vikas Shyamsunder Agarwal, 401,760 Equity Shares to Vikas S Agrawal HUF, 275,280 Equity Shares to Sunita Vikas Agarwal, 569,621 Equity Shares to Shyamsunder B Agarwal

(4) *Post the allotment of bonus Equity Shares dated March 11, 2023, Ram Agarwal and Sonu Ram Agarwal have purchased one (1) Equity Share each, in lieu of fractional shares allotted to them and the proceeds of such Equity Shares have been proportionately distributed to the other existing shareholders.*

2. Preference Share Capital

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

3. Issue of shares for consideration other than cash or out of revaluation of reserves or by way of Bonus

Except as set out below, our Company has not issued any Equity Shares for consideration other than cash or out of revaluation of reserves at any time since incorporation.

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue Price per Equity Share (₹)	Reason for allotment	Name of allottees	Benefits accrued to our Company
August 29, 2020	68,12,700	10	Nil	Bonus issue in the ratio of 3:1 i.e., 3 fully paid-up Equity Shares	Allotment of 20,43,810 Equity Shares to Ram Agarwal, 13,62,543 Equity Shares to	Capitalization of Reserves & Surplus

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue Price per Equity Share (₹)	Reason for allotment	Name of allottees	Benefits accrued to our Company
				against 1 existing fully paid-up Equity Share held by the existing shareholders	Sonu Ram Agarwal, 9,07,065 Equity Shares to Parvati Shyamsunder Agarwal, 1,14,843 Equity Shares to Shyamsunder B Agarwal, 55,500 Equity Shares to Sunita Vikas Agarwal, 22,47,939 Equity Shares to Vikas Shyamsunder Agarwal and 81,000 Equity Shares to Vikas S Agrawal HUF	
March 11, 2023	3,37,90,992	10	Nil	Bonus issue in the ratio of 372:100 i.e., 372 fully paid-up Equity Shares against 100 existing fully paid-up Equity Share held by the existing shareholders	Allotment of 1,01,37,298 Equity Shares to Ram Agarwal(1), 67,58,214 Equity Shares to Sonu Ram Agarwal(1), 44,99,042 Equity Shares to Parvati Shyamsunder Agarwal, 1,11,49,777 Equity Shares to Vikas Shyamsunder Agarwal, 4,01,760 Equity Shares to Vikas S Agrawal HUF, 2,75,280 Equity Shares to Sunita Vikas Agarwal, 5,69,621 Equity Shares to Shyamsunder B Agarwal	Capitalization of Reserves & Surplus

(5) *Post the allotment of bonus Equity Shares dated March 11, 2023, Ram Agarwal and Sonu Ram Agarwal have purchased one (1) Equity Share each, in lieu of fractional shares allotted to them and the proceeds of such Equity Shares have been proportionately distributed to the other existing shareholders.*

4. **Issue of Equity Shares pursuant to sections 391 to 394 of the Companies Act, 1956 or sections 230 to 234 of the Companies Act, 2013**

Our Company has not issued any Equity Shares pursuant to any scheme of arrangement approved under sections 391-394 of the Companies Act, 1956 or section 230-234 of the Companies Act, 2013, as applicable.

5. **Issue or transfer of Equity Shares under employee stock option schemes**

As on the date of this Draft Red Herring Prospectus, our Company has adopted the Prostarm Employee Stock Option Plan 2024 ("**ESOP 2024**") pursuant to the resolutions passed by our Board on September 17, 2024, and our Shareholders on September 18, 2024. All grant of options under the ESOP 2024 is in compliance with the Companies Act, 2013 and have been made to employees of our Company and our Subsidiary. As on date of this Draft Red Herring Prospectus, there have been no allotments made under ESOP 2024. The details of the ESOP 2024, as certified by M/s Mansaka Ravi & Associates, Chartered Accountants, through a certificate dated September 25, 2024 are as follows:

Particulars	Fiscal 2022	Fiscal 2023	Fiscal 2024	From April 1, 2024 till the date of this DRHP
Total options outstanding as at the beginning of the period	N.A	N.A	N.A	Nil
Total Options granted during the Fiscal/ period	N.A	N.A	N.A	16,44,250
Exercise price of options in ₹ (as on the date of grant options)	N.A	N.A	N.A	₹35.40 per share
Options forfeited/lapsed/cancelled during the fiscal/ period	N.A	N.A	N.A	Nil
Variation of terms of options	N.A	N.A	N.A	Nil
Total number of options in force	N.A	N.A	N.A	Nil
Total options vested	N.A	N.A	N.A	Nil
Options exercised during the fiscal/ period	N.A	N.A	N.A	Nil
Money realized by exercise of options during the year/period	N.A	N.A	N.A	N.A
Total number of Equity Shares that would arise as a result of full exercise of options granted	N.A	N.A	N.A	16,44,250
Employee wise details of options granted to:				
(i) Key Managerial Personnel and Senior Management Personnel				
Abhishek Jain	N.A	N.A	N.A	2,11,000
Sachin Gupta	N.A	N.A	N.A	10,000
Chandan Hemant Choudhari	N.A	N.A	N.A	25,000
Umesh Damodar Ikhe	N.A	N.A	N.A	75,000
Shilpa Dugar	N.A	N.A	N.A	75,000
Indrani Banerjee	N.A	N.A	N.A	75,000
Raghu Ramesh Thammannashastri	N.A	N.A	N.A	2,11,000
Tapan Ghose	N.A	N.A	N.A	2,11,000
(ii) Any other employee who receives a grant in any one year of options amounting to 5% or more of the options granted during the year				
Kavita Jain	N.A	N.A	N.A	3,00,000
(iii) Identified employees who	N.A	N.A	N.A	Nil

<table>
<tr><th>Particulars</th><th>Fiscal 2022</th><th>Fiscal 2023</th><th>Fiscal 2024</th><th>From April 1, 2024 till the date of this DRHP</th></tr>
<tr><td>were granted options during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant</td><td></td><td></td><td></td><td></td></tr>
<tr><td>Diluted earnings per share pursuant to the issue of Equity Shares on exercise of options calculated in accordance with the applicable accounting standard on ‘Earnings Per Share’ (in ₹)</td><td colspan="4"><table><tr><th>Particulars</th><th>Fiscal 2022</th><th>Fiscal 2023</th><th>Fiscal 2024</th></tr><tr><td>Restated earnings per equity share</td><td>N.A</td><td>N.A</td><td>N.A</td></tr></table></td></tr>
<tr><td>Where the Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference, if any, between employee compensation cost so computed and the employee compensation cost that would have been recognized if it had used the fair value of the stock options and the impact of this difference on the profits and on the earnings per share of the Company</td><td colspan="4">N.A</td></tr>
<tr><td>Description of the pricing formula and the method and significant assumptions used during the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option</td><td colspan="4">Black-Scholes Valuation Method<table><tr><td>Risk-free interest rate</td><td>6.80%</td></tr><tr><td>Expected life</td><td>3 years</td></tr><tr><td>Expected volatility</td><td>40.00%</td></tr><tr><td>Expected dividends</td><td>₹ 0.00</td></tr><tr><td>Price of the underlying</td><td>₹ 35.40</td></tr></table></td></tr>
<tr><td>Impact on the profits and on the earnings per share of the last three years if the accounting policies specified in the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 had been followed, in respect of options granted in the last three years</td><td colspan="4">The Options have been granted post the date of the last audited balance sheet of the Company. Accordingly, the impact of stock options granted on the profit and earnings per share of the Company is not currently quantifiable</td></tr>
<tr><td>Intention of key managerial personnel, senior management and whole-time directors who are holders of Equity Shares allotted on exercise of options granted under the ESOP Scheme to sell their shares within three months after the listing of Equity Shares pursuant to the Offer</td><td colspan="4">N.A</td></tr>
<tr><td>Intention to sell Equity Shares</td><td colspan="4">N.A</td></tr>
</table>

Particulars	Fiscal 2022	Fiscal 2023	Fiscal 2024	From April 1, 2024 till the date of this DRHP
arising out of the ESOP Scheme within three months after the date of listing of Equity Shares, by directors, key managerial personnel, senior management and employees having Equity Shares arising out of the ESOP Scheme, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions)				

6. Issue of Equity Shares at a price lower than the Issue price during the preceding one (1) year

The Issue Price for the Equity Shares is ₹[●]. Our Company has not issued any Equity Shares at a price lower than the Issue price, during the period of one (1) year, immediately preceding the date of this Draft Red Herring Prospectus. For details of the allotments made in the last one year, see "***Capital Structure – Share Capital History of Our Company – Equity Share capital***" on page 93 of this Draft Red Herring Prospectus.

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7. Shareholding Pattern of our Company

The table below presents the equity shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus.

Category (I)	Category of shareholder (II)	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			Total as a % of (A+B+C)			Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
								Class: Equity Shares	Class: Others	Total								
(A)	**Promoters and Promoter Group**	7	4,28,74,592	NA	NA	4,28,74,592	100.00	Equity Shares	-	4,28,74,592	100.00	-	-	-	-	-	-	4,28,74,592
(B)	**Public**	-	-	-	-	-	-	-	-	-		-	-	-	-	-	-	-
I	**Non-Promoter Non-Public**	-	-	-	-	-	-	-	-	-		-	-	-	-	-	-	-
(C1)	**Shares underlying depository receipts**	-	-	-	-	-	-	-	-	-		-	-	-	-	-	-	-
(C2)	**Shares held by employee trusts**	-	-	-	-	-	-	-	-	-		-	-	-	-	-	-	-
	Total (A+B+C)	**7**	**4,28,74,592**	**NA**	**NA**	**4,28,74,592**	**100.00**	**Equity Shares**	**-**	**4,28,74,592**	**100.00**	**-**	**-**	**-**	**-**	**-**	**-**	**4,28,74,592**

8. Other details of shareholding of our Company

As on the date of the filing of this Draft Red Herring Prospectus, our Company has 7 Shareholders.

Set forth below are the details of the build-up of our Promoters' shareholding in our Company since incorporation:

Date of allotment/ acquisition/ transfer	Number of Equity Shares allotted/ transferred	Face value per Equity Share (₹)	Issue Price/Consideration per Equity Share (₹)	Nature of consideration	Nature of allotment/ transfer	Cumulative number of Equity Shares	% of Pre-Issue capital (₹)*	% of Post-Issue capital (₹)
Ram Agarwal								
At the time of Incorporation	5,000	10	10	Cash	Initial Subscription to the MoA	5,000	0.01	[●]
April 29, 2011	90,000	10	10	Cash	Conversion of unsecured loan to Equity Shares	95,000	0.21	[●]
May 2, 2011	11,71,800	10	10	Cash	Conversion of unsecured loan to Equity Shares	12,66,800	2.73	[●]
April 2, 2013	2,00,000	10	10	Cash	Further Issue	14,66,800	0.47	[●]
July 17, 2020	(7,74,175)	10	-	Gift	Transfer by way of Gift to Sonu Ram Agarwal	6,92,625	(1.81)	[●]
July 17, 2020	(11,355)	10	-	Gift	Transfer by way of Gift to Parvati Shyamsunder Agarwal	6,81,270	(0.03)	[●]
August 29, 2020	20,43,810	10	Nil	NA	Bonus Issue	27,25,080	4.77	[●]
March 11, 2023	1,01,37,298	10	Nil	NA	Bonus Issue	1,28,62,378	23.64	[●]
Sub-total (A)	**1,28,62,378**						**30.00**	**[●]**
Sonu Ram Agarwal								
At the time of Incorporation	5,000	10	10	Cash	Initial Subscription to the MoA	5,000	0.01	[●]
July 17, 2020	7,74,175	10	Nil	Gift	Acquisition by way of Gift from Ram Agarwal	7,79,175	1.81	[●]
July 17, 2020	(37,281)	10		Gift	Transfer by way of Gift to Shyamsunder B Agarwal	7,41,894	(0.09)	[●]
July 17, 2020	(2,87,713)	10	-	Gift	Transfer by way of Gift to Vikas Shyamsunder Agarwal	4,54,181	(0.67)	[●]
August 29, 2020	13,62,543	10	Nil	NA	Bonus Issue	18,16,724	3.18	[●]
March 11,	67,58,214	10	Nil	NA	Bonus Issue	85,74,938	15.76	[●]

Date of allotment/ acquisition/ transfer	Number of Equity Shares allotted/ transferred	Face value per Equity Share (₹)	Issue Price/Consideration per Equity Share (₹)	Nature of consideration	Nature of allotment/ transfer	Cumulative number of Equity Shares	% of Pre-Issue capital (₹)*	% of Post-Issue capital (₹)
2023								
Sub-total (B)	**85,74,938**						**20.00**	**[●]**
Vikas Shyamsunder Agarwal								
May 2, 2011	4,61,600	10	10	Cash	Conversion of unsecured loans to Equity Shares	4,61,600	1.08	[●]
July 17, 2020	2,87,713	10	NA	Gift	Transfer by way of Gift from Sonu Ram Agarwal	7,49,313	0.67	[●]
August 29, 2020	22,47,939	10	Nil	NA	Bonus Issue	29,97,252	5.24	[●]
March 11, 2023	1,11,49,777	10	Nil	NA	Bonus Issue	1,41,47,029	26.01	[●]
Sub-total I	**1,41,47,029**						**33.00**	**[●]**
Total (A + B + C)	**3,55,84,345**						**83.00**	[●]

Details of the transfer and acquisition of Equity Shares of our Company through secondary transaction for the Promoters, and members of the Promoter Group.

Except as disclosed below, our Promoters and members of the Promoter Group have not transferred or acquired Equity Shares of our Company through secondary transactions:

Date of transfer	Name of allotee/ transferee	Transferor	No. of Equity Shares transferred	Face value of Equity shares	Price per Equity Share/Nature of consideration
July 17, 2020	Sonu Ram Agarwal	Ram Agarwal	7,74,175	10	Gift
July 17, 2020	Parvati Shyamsunder Agarwal	Ram Agarwal	11,355	10	Gift
July 17, 2020	Shyamsunder B. Agarwal	Sonu Ram Agarwal	37,281	10	Gift
July 17, 2020	Vikas Shyamsunder Agarwal	Sonu Ram Agarwal	2,87,713	10	Gift
August 20, 2024	Sunita Vikas Agarwal	Parvati Shyamsunder Agarwal	27,05,387	10	Gift

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

Sr. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the Equity Share capital (%)*
1.	Ram Agarwal	1,28,62,378*	30.00
2.	Sonu Ram Agarwal	85,74,938*	20.00

Sr. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the Equity Share capital (%)*
3.	Vikas Shyamsunder Agarwal	1,41,47,029	33.00
4.	Sunita Vikas Agarwal	30,54,667	7.12
5.	Parvati Shyamsunder Agarwal	30,03,075	7.00
6.	Shyamsunder B Agarwal	7,22,745	1.69
7.	Vikas S Agrawal HUF	5,09,760	1.19
Total		**4,28,74,592**	**100.00**

** Post the allotment of bonus Equity Shares dated March 11, 2023, Ram Agarwal and Sonu Ram Agarwal have purchased one (1) Equity Share each, in lieu of fractional shares allotted to them and the proceeds of such Equity Shares have been proportionately distributed to the other existing shareholders.*

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

Sr. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the Equity Share capital (%)*
1.	Ram Agarwal	1,28,62,378*	30.00
2.	Sonu Ram Agarwal	85,74,938*	20.00
3.	Vikas Shyamsunder Agarwal	1,41,47,029	33.00
4.	Sunita Vikas Agarwal	30,54,667	7.12
5.	Parvati Shyamsunder Agarwal	30,03,075	7.00
6.	Shyamsunder B Agarwal	7,22,745	1.69
7.	Vikas S Agrawal HUF	5,09,760	1.19
Total		**4,28,74,592**	**100.00**

** Post the allotment of bonus Equity Shares dated March 11, 2023, Ram Agarwal and Sonu Ram Agarwal have purchased one (1) Equity Share each, in lieu of fractional shares allotted to them and the proceeds of such Equity Shares have been proportionately distributed to the other existing shareholders.*

Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company, on a fully diluted basis, as of one year prior to the date of this Draft Red Herring Prospectus.

Sr. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the Equity Share capital (%)*
1.	Ram Agarwal	1,28,62,378*	30.00
2.	Sonu Ram Agarwal	85,74,938*	20.00
3.	Vikas Shyamsunder Agarwal	1,41,47,029	33.00
4.	Sunita Vikas Agarwal	3,49,280	0.81
5.	Parvati Shyamsunder Agarwal	57,08,462	13.31
6.	Shyamsunder B Agarwal	7,22,745	1.69
7.	Vikas S Agrawal HUF	5,09,760	1.19
Total		**4,28,74,592**	**100.00**

** Post the allotment of bonus Equity Shares dated March 11, 2023, Ram Agarwal and Sonu Ram Agarwal have purchased one (1) Equity Share each, in lieu of fractional shares allotted to them and the proceeds of such Equity Shares have been proportionately distributed to the existing shareholders.*

Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company, on a fully diluted basis, as of two years prior to the date of this Draft Red Herring Prospectus.

Sr. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the Equity Share capital (%)*
1.	Ram Agarwal	27,25,080	30.00
2.	Sonu Ram Agarwal	18,16,724	20.00
3.	Vikas Shyamsunder Agarwal	29,97,252	33.00

Sr. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the Equity Share capital (%)*
4.	Parvati Shyamsunder Agarwal	12,09,420	13.31
5.	Shyamsunder B Agarwal	1,53,124	1.69
6.	Vikas S Agrawal HUF	1,08,000	1.19
Total		**90,09,600**	**99.19**

The aggregate shareholding of the Promoters, Promoter group and Directors of our Corporate Promoter

No.	Name of the Shareholder	Number of Equity Shares	Percentage of the Equity Share capital (%)*	Percentage of the Post-Issue Equity Share capital (%)
Promoter				
1.	Ram Agarwal	1,28,62,378	30.00	[●]
2.	Sonu Ram Agarwal	85,74,938	20.00	[●]
3.	Vikas Shyamsunder Agarwal	1,41,47,029	33.00	[●]
Sub-total (A)		**3,55,84,345**	**83.00**	[●]
Promoter Group				
1.	Sunita Vikas Agarwal	30,54,667	7.12	[●]
2.	Parvati Shyamsunder Agarwal	30,03,075	7.00	[●]
3.	Shyamsunder B Agarwal	7,22,745	1.69	[●]
4.	Vikas S Agrawal HUF	5,09,760	1.19	[●]
Sub-total (B)		**72,90,247**	**17.00**	[●]
Total (A+B)		**4,28,74,592**	**100.00**	[●]

The number of specified securities purchased or sold by the Promoter Group and/ or by the Directors of our Company and their relatives in the preceding six months

None of the members of our Promoter Group, our Promoters, our Directors, or any of their respective relatives, as applicable, have purchased or sold any securities of our Company during the period of six (6) months immediately preceding the date of this Draft Red Herring Prospectus. However, there were transfers by way of gift between the Promoters and Promoter Group in the preceding six months, the details of which are given below:

Doner	Donee	Date of Gift deed	Number of Equity Shares	Percentage of the pre-Issue Equity Share capital (%)
Parvati Shyamsunder Agarwal	Transfer of Equity Shares to Sunita Vikas Agarwal	September 05, 2024	27,05,387	6.31%

Details of lock-in

Ram Agarwal, Sonu Ram Agarwal and Vikas Shyamsunder Agarwal are the Promoters of our Company in terms of the SEBI ICDR Regulations and the Companies Act, 2013. Accordingly, in terms of Regulation 14(1) of the SEBI ICDR Regulations, the said Promoters have complied with the requirement of minimum promoter's contribution in this Issue and in terms of Regulation 16(1)(a) the following Equity Shares are locked in for a period of eighteen (18) months pursuant to the Issue.

Name of Promoters	Number of Equity Shares locked-in	Date of allotment of Equity Shares and when made fully paid-up	Nature of transaction	Face Value per Equity Share (₹)	Issue / Acquisition price per Equity Share (₹)	Percentage of the pre-Issue paid-up capital (%)	Percentage of the post-Issue paid-up capital (%)	Date up to which Equity Shares are subject to lock-in
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total	[●]				[●]	[●]	[●]	

The shareholding of the Promoters in excess of 20% of the fully diluted post-Issue Equity Share capital shall be locked in for a period of six (6) months from the date of Allotment.

Our Company undertakes that the Equity Shares that are being locked-in are not ineligible for computation of Promoter's contribution in terms of Regulation 15 of the SEBI ICDR Regulations.

In this connection, please note that:

The Equity Shares issued for minimum Promoter's contribution do not include (i) Equity Shares acquired in the three immediately preceding years for consideration other than cash and revaluation of assets or capitalization of intangible assets was involved in such transaction, (ii) Equity Shares resulting from bonus issue by utilization of revaluation reserves or unrealized profits of our Company or bonus shares issued against Equity Shares, which are otherwise ineligible for computation of minimum Promoter's contribution.

The minimum Promoter's contribution does not include any Equity Shares acquired during the immediately preceding one year at a price lower than the price at which the Equity Shares are being issued to the public in the Issue.

As on the date of this Draft Red Herring Prospectus, none of the Equity Shares held by our Promoters are pledged.

All the Equity Shares held by our Promoters are in dematerialized form.

In terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoters which are locked-in as per Regulation 16 of the SEBI ICDR Regulations, may be transferred to the other Promoters 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 22 of the SEBI ICDR Regulations, Equity Shares held by persons (other than our Promoters) prior to the Issue and locked-in for a period of six (6) 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.

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

There shall be a lock-in of 90 days on 50% of the Equity Shares Allotted to the Anchor Investors from the date of Allotment, and a lock-in of 30 days on the remaining 50% of the Equity Shares Allotted to the Anchor Investors from the date of Allotment.

Except for the allotment of Equity Shares pursuant to the Issue, our Company presently does not intend or propose to alter its capital structure for a period of six months from the Issue Opening Date, by way of split or consolidation of the denomination of Equity Shares, or by way of further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares), whether on a preferential basis, or by way of issue of bonus shares, or on a rights basis, or by way of further public issue of Equity Shares, or otherwise. However, if our Company enters into acquisitions, joint ventures or other arrangements, our Company may, subject to necessary approvals, consider raising additional capital to fund such activity or use Equity Shares as currency for acquisitions or participation in such joint ventures.

Except for the Allotment of Equity Shares pursuant to (i) the Pre-IPO Placement; and (ii) the Issue, there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of this Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application moneys have been refunded to the Investors, or the application moneys are unblocked in the ASBA Accounts on account of non-listing, undersubscription etc., as the case may be.

Our Company, our Directors and the Book Running Lead Manager have no existing buy-back arrangements or any other similar arrangements for the purchase of Equity Shares being offered through the Issue.

All Equity Shares offered pursuant to the Issue shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus. Further, our Promoters have not pledged any of the Equity Shares that they hold in our Company.

As on the date of this Draft Red Herring Prospectus, the Book Running Lead Manager and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The Book Running Lead Manager and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

There are no outstanding convertible securities, options or rights to convert debentures, loans or other instruments into Equity Shares as on the date of this Draft Red Herring Prospectus.

No person connected with the Issue, including, but not limited to, the Book Running Lead Manager, the members of the Syndicate, our Company and Directors shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Investor, for making an Application.

There shall be only one denomination of the Equity Shares, unless otherwise permitted by law. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

Our Company shall ensure that all transactions in securities by the promoter and promoter group between the date of filing of the draft offer document or offer document, as the case may be, and the date of closure of the issue shall be reported to the stock exchange(s), within twenty-four hours of such transactions.

OBJECTS FOR THE ISSUE

The Issue comprises of Issue of up to 1,60,00,000* Equity Shares of our Company at an Issue Price of ₹[●]/-per Equity Share, aggregating up to ₹[●] lakhs by our Company. The proceeds from the Issue after deducting Issue related expenses are estimated to be ₹[●] lakhs (the "**Net proceeds**").
**Subject to finalization of basis of allotment*

We believe that listing our Equity Shares on the Stock Exchanges will significantly enhance our corporate image and increase the visibility of our brand. Additionally, it will provide our Company with the benefits associated with being listed, such as improved access to capital markets and increased credibility with stakeholders. The listing will also establish a public trading market for our equity shares, providing liquidity for our investors and potentially broadening our shareholder base.

The main objects and the objects incidental and ancillary to the main objects of our Memorandum of Association enable our Company to undertake our existing business activities and to undertake the activities for which the funds are being raised in the Issue.

The net proceeds of the Issue, i.e. gross proceeds of the Issue less the issue expenses to the extent applicable to the Issue ("**Net Proceeds**") are proposed to be utilized for the following objects:

1. Funding working capital requirements of our Company;
2. Prepayment or repayment of all or a portion of certain outstanding borrowings availed by our Company;
3. Acquisition of further stake of our Subsidiary to make it a wholly owned subsidiary; and
4. Achieving inorganic growth through unidentified acquisitions and other strategic initiatives and General Corporate Purposes

(Collectively, referred to herein as the "**Objects**")

Net Proceeds

The details of the Net Proceeds of the Issue are summarized in the table below:

(₹ in lakhs)

Particulars	Amount
Gross Proceeds(1)	[●]
Less: Issue related expenses(2)	[●]
Net Proceeds(3)	[●]

(1) *Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement, prior to filing of the Red Herring Prospectus of an amount aggregating up to 10,00,000 Equity Shares of face value of ₹ 10/- each. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to compliance with Rule 19(2)(b) of the SCRR, as amended. Details of the Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus. Upon allotment of specified securities pursuant to the Pre-IPO Placement, we may utilize the proceeds from the Pre-IPO Placement towards the Objects as set out in this section.*
(2) *See "**Issue Related Expenses**" below.*
(3) *To be finalized upon determination of the Issue Price and updated in the Prospectus prior to the filing with the RoC.*

Requirement of Funds and Utilization of Net Proceeds

The Net Proceeds are proposed to be utilized in accordance with the details set forth below:

(₹ in lakhs)

Sr. No.	Particulars	Estimated amount^
1.	Funding working capital requirements of our Company	7,250.00
2.	Prepayment or repayment of all or a portion of certain outstanding borrowings availed by our Company	1,800.00
3.	Acquisition of further stake of our Subsidiary to make it a wholly owned subsidiary	900.00
4.	Achieving inorganic growth through unidentified acquisitions and other strategic initiatives and general corporate purposes*	[●]

^ Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement, prior to filing of the Red Herring Prospectus of an amount t aggregating up to 10,00,000 Equity Shares of face value of ₹ 10/- each. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-

IPO Placement will be reduced from the Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and the Prospectus.

To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the ROC. The cumulative amount to be utilized towards inorganic growth through unidentified acquisitions and other strategic initiatives and general corporate purposes shall not exceed 35% of the Gross Proceeds of the Issue. Further, the amount 108tilizat for achieving inorganic growth through unidentified acquisitions and other strategic initiatives shall not exceed 25% of the Gross Proceeds of the Issue. In addition, the amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Issue.

Proposed schedule of Implementation and Utilization of Net Proceeds

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

(₹ in lakhs)

Sr. No.	Particulars	Amount to be funded from the Net Proceeds	Amount to be deployed from the net proceeds in Fiscal 2025[(2)]	Amount to be deployed from the net proceeds in Fiscal 2026[(2)]
1.	Funding working capital requirements of our Company	7,250.00	5,200.00	2,050.00
2.	Prepayment or repayment of all or a portion of certain outstanding borrowings availed by our Company	1,800.00	1,800.00	-
3.	Acquisition of further stake of our Subsidiary to make it a wholly owned subsidiary	900.00	900.00	
4.	Achieving inorganic growth through unidentified acquisitions and other strategic initiatives and general corporate purposes [(1)]	[●]	[●]	[●]
	Total Net Proceeds	[●]	[●]	[●]

[(1)]To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the ROC. The cumulative amount to be utilized towards inorganic growth through unidentified acquisitions and other strategic initiatives and general corporate purposes shall not exceed 35% of the Gross Proceeds of the Issue. Further, the amount 108tilizat for achieving inorganic growth through unidentified acquisitions and other strategic initiatives shall not exceed 25% of the Gross Proceeds of the Issue. In addition, the amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Issue.

[(2)]Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement, prior to filing of the Red Herring Prospectus of an amount aggregating upto 10,00,000 Equity Shares of face value of ₹ 10/- each. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and the Prospectus.

The above-stated fund requirements, deployment of the funds and the intended use of the Net Proceeds as described in this Draft Red Herring Prospectus are based on (a) our current business plan and internal management estimates based on current market conditions; and (b) certificate from chartered accountant for certifying the working capital requirements. However, such fund requirements and deployment of funds have not been appraised by any bank, financial institution or any other independent agency. For further details, see '***Risk Factors – Our funding requirements and the proposed deployment of Net Proceeds have not been appraised by any bank or financial institution or any other independent agency and our management will have broad discretion over the use of the Net Proceeds***' on page 63. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, our business and growth strategies, our ability to identify and implement inorganic growth initiatives (including investments and acquisitions), competitive landscape, general factors affecting our results of operations, financial condition and access to capital and other external factors such as changes in the business environment or regulatory climate and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail rescheduling the proposed utilization of the Net Proceeds and changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable law. For details, see '***Risk Factors -Any variation in***

the utilization of the Net Proceeds would be subject to certain compliance requirements, including prior shareholder's approval' on page 67.

Means of Finance

The fund requirements for the Objects detailed above are proposed to be met from the Net Proceeds and our internal accruals. Accordingly, we confirm that there is no requirement to make other firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue and existing identifiable accruals, as prescribed under the SEBI ICDR Regulations.

1. FUNDING WORKING CAPITAL REQUIREMENT OF OUR COMPANY

Incorporated in 2008, we started our commercial operations by focusing on the sale, supply, and installation of batteries and uninterruptible power supply systems manufactured by third-party vendors. Over the years, we have significantly expanded and diversified our operations. Today, we not only deal in the sale and supply of Power Solution Products but have also evolved into a comprehensive power solutions provider. Presently, our offerings include the designing, manufacturing and assembling of a wide range of energy storage and power conditioning equipment under our own brand PROSTARM. As on the date of this Draft Red Herring Prospectus, we have three (3) manufacturing units located in the state of Maharashtra out of which two (2) units are at Pisoli, Pune ("**Manufacturing Unit I**" and "**Manufacturing Unit II**") and one (1) unit at Mahape, Navi Mumbai ("**Manufacturing Unit III**"). We fund a majority of our working capital requirements in the ordinary course of business from banks and internal accruals.

In the calendar year 2022, our Company ventured into manufacturing of lithium-ion battery packs, a type of battery system which is gaining popularity due to its high charging efficiency, longer service life, lighter in weight, and low maintenance cost compared to lead acid batteries. To further strengthen this initiative, in December 2023, we expanded our lithium battery pack manufacturing unit in Mahape, Mumbai i.e. Manufacturing Unit III, increasing capacity from 1.2 MWh to 100 MWh per annum. This facility requires the import of lithium cells, which must be adequately stored to meet market demand and maintain optimal reorder levels, ensuring uninterrupted production cycles. Hence, our raw materials majorly comprise of imported lithium cells which is expected to have an average holding period of 90 days as our Company expects more business from this product type.

Over recent years, our Company has significantly increased its participation in government contracts and tenders, contributing to enhanced brand value in the market. The revenue contribution from government projects has risen from 18% in FY 2022 to 30% in FY 2024. As part of our strategic focus, we plan to further expand our involvement in government contracts, which is expected to drive additional revenue growth. However, the anticipated increase in business volume is likely to impact our working capital cycle, as government projects typically involve payment of earnest money deposit, performance bank guarantees and longer credit cycles due to their inherent contractual terms.

With additional capital, the company would be in a position to negotiate more favorable terms with suppliers, allowing for quicker payment cycles while securing bulk purchase discounts and better supplier relationships. This expected reduction is due to anticipated improvements in purchase efficiency and enhanced procurement processes.

These factors will lead to additional working capital requirement in Fiscals 2025 and 2026. We intend to utilize ₹7,250.00 lakhs from the Net Proceeds to fund the working capital requirements of our Company. Our Company plans to utilize the net proceeds from the issue amounting to ₹5,200.00 lakhs and ₹2,050.00 lakhs in Fiscal year 2025 and Fiscal year 2026 respectively towards working capital requirements. The Company plans to fund the existing and estimated incremental working capital requirement through internal accruals and Net Proceeds from Issue.

Basis of estimation of working capital requirement

Existing Working Capital

The details of our Company's working capital as at March 31, 2024, March 31, 2023, and March 31, 2022, derived from the Standalone financial information of our Company, and source of funding are provided in the table below:

(₹ in lakhs)

Particulars	Fiscal 2024 (Actual)	Fiscal 2023 (Actual)	Fiscal 2022 (Actual)
Current Assets			
Inventories	5,782.70	3,593.90	2,901.55
Trade Receivables	8,982.20	6,704.77	3,477.20
Cash and Bank Balances	37.15	49.67	185.15
Other Current Assets	1,254.29	966.15	974.02
Total Current Assets (A)	**16,056.34**	**11,314.49**	**7,537.92**
Current Liabilities			
Trade Payables	6,286.58	5,379.00	4,543.75
Other Current Liabilities and Provisions	841.71	715.81	359.34
Total Current Liabilities (B)	**7,128.29**	**6,094.81**	**4,903.10**
Total Working capital Requirement (A-B)	**8,928.05**	**5,219.68**	**2,634.82**
Funding Pattern			
Short term borrowings from banks and other financial institutions	3,711.23	1,607.21	0.00
Internal Accruals and Equity	5,216.82	3,612.47	2,634.82

As certified by Mansaka Ravi & Associates, Chartered Accountants pursuant to their certificate dated September 27,2024

Estimated Working Capital Requirement

In light of the incremental business requirements, our Company requires additional working capital for funding its working capital requirements in the Fiscal 2025 and Fiscal 2026. On the basis of our existing working capital requirements and the projected working capital requirements, our Board has approved the business plan for the Fiscals ending March 31, 2025 and March 31, 2026 and the estimated funding of such working capital requirements as set forth below:

(₹ in lakhs)

Particulars	Estimated Fiscal 2025	Estimated Fiscal 2026
Current Assets		
Inventories	8,331.49	12,546.27
Trade Receivables	11,625.33	17,233.88
Cash and Bank Balances	507.59	417.62
Other Current Assets	1,832.10	2,714.95
Total Current Assets (A)	**22,296.51**	**32,912.71**
Current Liabilities		
Trade Payables	5,812.67	8,272.26
Other Current Liabilities and Provisions	815.93	1,101.46
Total Current Liabilities (B)	**6,628.59**	**9,373.73**
Total Working Capital Requirement (A-B)	15,667.91	23,538.98
Funding Pattern		
Short term borrowings from banks and other financial institutions	2,450.00	2,475.00
Internal Accruals	8,017.91	13,813.98
Net Proceeds from Fresh Issue	**5200.00**	**7250.00***

As certified by Mansaka Ravi & Associates, Chartered Accountants, by way of their certificate dated September 27, 2024 towards the working capital estimates and working capital projections, as approved by the Board of Directors of our Company pursuant

to its resolution dated September 20, 2024.
**Indicates cumulative working capital from Net Proceeds from Issue*

Assumptions for Holding Levels

Particulars	Holding Level for Fiscal 2022 (Actual)	Holding Level for Fiscal 2023 (Actual)	Holding Level for Fiscal 2024 (Actual)	Holding Level for Fiscal 2025 (Estimated)	Holding Level for Fiscal,2026 (Estimated)
Current Assets					
Inventories	49	52	67	73	76
Trade Receivables	76	81	112	106	105
Other Current Assets (excluding cash)	17	15	16	16	16
Current Liabilities					
Trade Payables	89	79	83	62	51
Other Current Liabilities	7	9	11	9	7

As certified by Mansaka Ravi & Associates, Chartered Accountants pursuant to their certificate dated September 27, 2024

Justification for "Holding Period" levels

The justifications for the holding levels mentioned in the table above are provided below:

Inventories

The Company's inventory primarily consists of stock-in-trade, raw materials, finished goods and consumables. This strategic composition is essential to support the company's objective of achieving cost competitiveness and operational efficiency. By maintaining adequate levels of finished goods and stock-in-trade, the Company ensures shorter lead times and the ability to promptly meet customer demand, which is crucial for enhancing market responsiveness and customer satisfaction. The inventory holding levels have been aligned with the Company's growing operational scale and sales growth. The Company has witnessed an increase in its revenue from operations, from ₹17,113.26 in Fiscal 2022 to ₹25,598.68 in Fiscal 2024. This surge in sales necessitated a corresponding increase in inventory to ensure that the company could meet market demand without disruptions.

During Fiscal 2022 and Fiscal 2023, the company's inventory days ranged between 49 days to 52 days, reflecting efficient inventory management practices aligned with market demand. However, in Fiscal 2024, the inventory days increased to 67 days, the reasons for which are enumerated below:

a) The company expanded its lithium battery pack manufacturing facility in Mumbai in December 2023 from 1.2 MWh to 100 MWh per annum. As a result, the company was required to maintain adequate stock of imported lithium cells in order to meet market demand on time and also maintain optimal reorder levels.

b) A shift in the revenue mix is being implemented by focusing more on manufacturing, as demonstrated in the table below:

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Manufactured Power Solution Products *(Including contract*	55.93%	39.09%	39.62%

Manufactured)			
Third-Party Power Solution Products *(includes reverse logistics/end-of-life disposal for UPS and batteries)*	30.37%	54.20%	56.23%
Solar EPC Contracts	9.18%	3.94%	1.11%
Value-Added Services (AMC and other operating revenue, Ind. AS adjustments)	4.51%	2.77%	3.04%
Total	**100.00%**	**100.00%**	**100.00%**

**This includes sale of contract manufactured power solution products i.e. 8.46% for Fiscal 2024, 5.75% for Fiscal 2023, 7.81% for Fiscal 2022.*

Going forward, also as part of our strategic plan, the company intends to manufacture majority of its power electronic products in-house, which are currently either purchased directly or produced through contract manufacturing. This shift to in-house production will require adequate storage of raw materials, finished goods, and spare parts.

c) Stock-in-trade primarily includes power electronic products sourced through contract manufacturers, our Subsidiary and third party manufactured products. Inventory levels have been strategically increased to prepare for anticipated sales growth, reduction in lead time, and enhancement in the company's ability to quickly meet customer demand.

(₹ in lakhs)

Particulars		Fiscal 2024	Fiscal 2023	Fiscal 2022
Stock-In-Trade and Spares & Parts	₹	4,813.70	3,280.62	2,886.34
	Days	58	49	49
Raw Material	₹	830.53	263.19	10.12
	Days	8	2	0
Work in Progress	₹	5.01	5.36	4.16
	Days	0	0	0
Finished Goods	₹	133.46	44.73	0.93
	Days	1	0	0
Total Inventories	₹	5,782.70	3,593.90	2,901.55
	Days	67	52	49

During Fiscals 2025 and 2026, inventory days are expected to be around 73 days and 76 days, respectively, due to the following factors:

1. In December 2023, the Company expanded its lithium battery pack manufacturing facility in Mahape, Mumbai, increasing capacity from 1.2 MWh to 100 MWh per annum. This facility requires the import of lithium cells, which must be adequately stored to meet market demand and maintain optimal reorder levels, ensuring uninterrupted production cycles. Hence, our raw materials majorly comprise of imported lithium cells which has high average holding period of approximately 90 days due to longer procurement time. With the Company's increased focus on manufacturing, it is anticipated that stock levels of raw materials and finished goods will rise in line with the business growth.
2. Estimated increase in stock-in-trade levels to accommodate estimated increase in revenue from operations and to promptly meet customer demand.

Trade receivables

In Fiscal 2022, the Company's trade receivable days were maintained at 76 days. In Fiscal 2023, there was a slight increase in trade receivable days to 81 days, which was primarily due to major revenue accruing in the last quarter of the Fiscal 2023. In Fiscal 2024, trade receivable days further increased to 112 days due to substantial revenue accruing in the last quarter of the Fiscal 2024 and a greater proportion of the government projects. The below table gives bifurcation of the percentage of revenue generated by the Company quarter wise and client category wise during the three previous Fiscals:

Fiscal 2024					
Revenue from:	**Q1**	**Q2**	**Q3**	**Q4**	**Grand Total**
Government Projects	2%	13%	5%	10%	**30%**
Non-government Projects	15%	20%	13%	22%	**70%**
Total revenue	**17%**	**33%**	**18%**	**32%**	**100%**

Fiscal 2023					
Revenue from:	**Q1**	**Q2**	**Q3**	**Q4**	**Grand Total**
Government Projects	4%	5%	4%	9%	**23%**
Non-government Projects	18%	19%	18%	22%	**77%**
Total revenue	**22%**	**25%**	**22%**	**31%**	**100%**

Fiscal 2022					
Revenue from:	**Q1**	**Q2**	**Q3**	**Q4**	**Grand Total**
Government Projects	5%	5%	4%	5%	**18%**
Non-government Projects	17%	23%	20%	22%	**82%**
Total revenue	**22%**	**27%**	**24%**	**27%**	**100%**

Trade receivables from Government and Non-government projects:

(in ₹ Lakhs)

Projects	Fiscal 2024	Fiscal 2023	Fiscal 2022
Government	4,209.18	2,715.48	727.63
Non-government	4,773.02	3,989.29	2,749.57
Trade Receivables	**8,982.20**	**6,704.77**	**3,477.20**

Based on the revenue mix and trade receivables for government and private projects in coming years, the Company estimates its trade receivable days at 106 days for Fiscal 2025 and at 105 days for Fiscal 2026.

Other Current Assets

Other Current Assets include balance with government authorities, advances to vendors and fixed deposits (majorly in the form of collaterals and margin for bank guarantees). For the Fiscal 2022, Fiscal 2023 and Fiscal 2024, the Company's other current assets day were 20 days, 18 days and 16 days respectively. It is anticipated to be sustained at 16 days for Fiscals 2025 and 2026.

Trade Payables

In Fiscal 2022, the Company maintained trade payable days at 89 days. In Fiscal 2023, the trade payable days reduced to 79 days, due to faster payment processing and efficient procurement management. In Fiscal 2024, trade payable days increased slightly to 83 days, due to extended payment terms with the suppliers to ensure smooth working capital management.

With infusion of capital, the Company plans to resort to quicker payment terms with its suppliers which will help in procuring materials on favourable terms resulting into benefits such as reduction in prices and increase in vendor base. Therefore, in Fiscals 2025 and 2026, the Company expects reduction in trade payable days to 62 days and 51 days respectively.

Other Current Liabilities

Other Current Liabilities include payable to statutory authorities, provision for gratuity, advances from customers etc. For the Fiscal 2022, Fiscal 2023 and Fiscal 2024, the Company's other current liabilities days were 7 days, 9 days and 11 days respectively. It is anticipated to be at 9 days in Fiscal 2025 and at 7 days in Fiscal 2026.

Note:

1. *Holding period level (in days) of Inventories is calculated by dividing average inventories by revenue from operations multiplied by number of days in the year (365).*
2. *Holding period level (in days) of Trade Receivables is calculated by dividing average trade receivables by revenue from operations multiplied by number of days in the year (365).*

3. *Holding period level (in days) of Other Current Assets (Total current asset less trade receivables, inventories, cash & bank balances) and is calculated by dividing average other current assets by revenue from operations multiplied by number of days in the year (365).*
4. *Holding period level (in days) of Trade Payables is calculated by dividing average trade payables by revenue from operations multiplied by number of days in the year (365).*
5. *Holding period level (in days) of Other Current Liabilities (Total current liabilities less trade payables, short-term borrowings) is calculated by dividing average other current liabilities by revenue from operations multiplied by number of days in the year (365).*

2. Prepayment or repayment of all or a portion of certain outstanding borrowings availed by our Company

Our Company has entered into various financing arrangements with banks and financial institutions. Our Company avails fund based and non-fund based facilities in the ordinary course of its business for purposes such as, inter alia, meeting our working capital requirements or business requirements. As on July 31, 2024, the aggregated outstanding borrowings of our Company amounted to ₹5,762.74 lakhs on a consolidated basis. For further details, see "***Financial Indebtedness***" on page 362. Our Company proposes to utilize an estimated amount of ₹1,800.00 lakhs from the Net Proceeds towards full or partial repayment/ prepayment of all or a portion of certain borrowings availed by our Company. The repayment/ prepayment, will help reduce our outstanding indebtedness, assist us in maintaining a favorable debt-equity ratio and enable utilization of some additional amount from our internal accruals for further investment in business growth and expansion. Our Company may choose to repay/ prepay certain borrowings availed by our Company and/or draw down further funds under existing loans, other than those identified in the table below, which may include additional borrowings availed after the filing of this Draft Red Herring Prospectus.

Given the nature of borrowing and the terms of repayment/prepayment, the aggregate outstanding borrowing amount may vary from time to time. The amounts outstanding under these borrowings as well as the sanctioned limits are dependent on several factors and may vary with our business cycle with multiple intermediate repayments, drawdowns and enhancement of sanctioned limits. Payment of interest, prepayment penalty or premium, if any, and other related costs shall be made by us out of the Net Proceeds. If the Net Proceeds are insufficient for making payments for such pre-payment penalties or premiums or interest, such excessive amount shall be met from our internal accruals. If at the time of Allotment, any of the below mentioned loans are repaid or refinanced or if any additional credit facilities are availed or drawn down or further disbursements under the existing facilities are availed by our Company, then our Company may utilise the Net Proceeds for prepayment/ repayment of any such refinanced facilities or repayment of any additional facilities/ disbursements obtained by our Company.

The following table provides details of certain borrowings availed by our Company as on July 31, 2024, which our Company proposes to pre-pay or repay, in full or in part, from the Net Proceeds:

Name of Lender	Nature of the facility	Purpose for which amount was utilised	Sanctioned Amount (₹ in Lakhs)	Rate of Interest	Primary and Collateral Security	Repayment Terms	Amount outstanding as on July 31, 2024 (In ₹ Lakhs)	Prepayment Penalty conditions
ICICI Bank	Term Loans	The Facility has been utilized for the purpose of expansion	487.00	9.20% (Repo rate + 2.70%)	A) First pari passu charge on stocks and book debts of the company. B) Exclusive charge on industrial property Plot no. EL-79, TTC Industries area, Mahape, MIDC Navi Mumbai, 400710 C) Cash margin in form of Fixed Deposit of ₹ 77.50 lakhs to be taken post creation of security. D) Charge on Residential property at Flat No A3/12/F1/103, NRI Complex, Sector 54,56,58, 1st Floor, Seawoods Estate Ltd, 400706, Nerul, Maharashtra, India E) Personal guarantee of Ram Agarwal and Vikas Shyamsunder Agarwal.	Principal shall be repaid in 64 equal monthly installments of ₹ 7,61,204 beginning from 30/04/2024	456.72	Prepayment premium of 0% on the facility amount to be prepaid subject to prior approval and other terms and conditions as stipulated by the bank
Bajaj Finance Limited	Short Term Revolving Loan (STRL)	Working Capital	1,500.00	9.65% (BFRR+ Spread) 9.70% (BFRR+ Spread)	A) First Ranking Pari Passu on Current Assets of the Company (both present and future). B) Lein of Corporate / Fixed Deposit and/or exclusive charge on residential/commercial property in favour of Lender to the extent of 25% of sanctioned amount. C) Security cheque of ₹ 15 cr. D) Demand Promissory Note and Letter of Credit for Demand Promissory Note E) Personal guarantee from Ram Agarwal and Vikas Shyamsunder Agarwal.	STRL to be paid at end of tranche tenor or revolved at the discretion of Bajaj Finance Limited. The Tenor of each tranche shall be communicated at the time of disbursement of each tranche.	1,000.00 400.00	Nil Prepayment charges subject to 30 days advance notice
Total							**1,856.72**	

Note: 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 September 27, 2024, *from our Statutory Auditors, Mansaka Ravi & Associates, Chartered Accountants, wherein the Statutory Auditors have certified that nothing has come to their attention that causes them to believe that the loans that are proposed to be repaid or pre-paid out of Net Proceeds have not been utilized for the purposes for which these were availed.*

The borrowings proposed to be prepaid or repaid amongst our borrowing arrangements availed will be based on various factors, including (i) cost of the borrowing, including applicable interest rates, (ii) any conditions attached to the borrowings restricting our ability to prepay / repay the borrowings and time taken to fulfil, or obtain waivers for fulfilment of such conditions, (iii) receipt of consents for prepayment from the respective lenders, (iv) levy of any prepayment penalties and the quantum thereof, (v) provisions of any laws, rules and regulations governing such borrowings, and (vi) other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan.

For the purposes of the Issue, our Company has intimated and has obtained necessary consents from its lenders, as is respectively required under the relevant facility documentation for undertaking activities in relation to this Issue, including consequent actions, such as change in the capital structure, change in shareholding pattern of our Company, amendment to the Articles of Association of our Company, etc.

For details in relation to the terms and conditions under the aforesaid loan agreements as well as restrictive covenants in relation thereto, see '***Financial Indebtedness***' and *"**Risk Factors – We are subject to restrictive covenants under our financing agreements that could limit our flexibility in managing our business or to use cash or other assets. Any defaults could lead to acceleration of our repayment obligations, cross defaults under other financing agreements, termination of one or more of our financing agreements or force us to sell our assets, which may adversely affect our cash flows, business, results of operations and financial condition**"* on pages 362 and 54, respectively.

3. ACQUISITION OF FURTHER STAKE IN OUR SUBSIDIARY TO MAKE IT A WHOLLY OWNED SUBSIDIARY

As on the date of this Red Herring Prospectus, we hold 51% interest in our Subsidiary i.e. Prostarm Energy Systems Private Limited ("**PESPL**"), on a fully diluted basis. For details, see "***History and Certain Corporate Matters - Our Subsidiary***" on page **234.** PESPL is engaged in the business of manufacturing, designing, assembling and dealing of Power Solution Products comprising of UPS, Inverter, Battery Charger, Solar Off Grid, Solar Hybrid Customized Power Supplies and related power electronics products including the equipment, spares, accessories and fittings but not limited to the devices, instruments, appliances used for domestic and industrial purposes.

Capital Structure of PESPL

The authorized share capital of PESPL is ₹6,80,00,000 divided into 68,00,000 equity shares of face value of ₹10 each and the issued, subscribed and paid-up share capital of PESPL is ₹6,78,00,000 divided into 67,80,000 equity shares of face value of ₹10 each.

Name of the shareholder	Number of equity shares (of face value of ₹10 each) held	Percentage of issued, subscribed and paid-up share capital (%)
Prostarm Info Systems Limited	34,57,800	51%
Radhakrishnan Raghavan Nair	33,22,200	49%

Our Company proposes to utilize ₹ 900 lakhs from the Net Proceeds for acquisition of remaining 49% stake in PESPL, in Fiscals 2025**.** The proposed acquisition of remaining 49% stake held by Radhakrishnan Raghavan Nair in our Subsidiaries will make the PESPL, a wholly owned subsidiary of the Company and will enable us to have full control over the affairs and technology of the Company. For purpose of proposed acquisition, Company has entered into a memorandum of understanding dated March 7, 2024 with Radhakrishnan Raghavan Nair. The price of acquisition of 49% stake of PESPL is arrived at ₹900 lakhs. Any further cost incurred in acquiring 49% stake of PESPL would be met by internal accruals. For details, see "***History and Certain Corporate Matters - Our Subsidiary***" and "***History and Certain Corporate Matters* – Shareholders Agreement and other agreements**" on pages 234 and 232, respectively.

The deployment of funds by the Company for acquisition of 49% of the stake will depend on a number of factors, including the timing, nature, size and number of strategic initiatives undertaken, as well as general factors affecting our cash flows, results of operation, financial condition. In the event that the actual consideration paid for such acquisition is higher than the amount proposed to be funded from Net Proceeds, our Company will pay the additional amount from its internal accruals.

4. ACHIEVING INORGANIC GROWTH THROUGH UNIDENTIFIED ACQUISITIONS AND OTHER STRATEGIC INITIATIVES

Our ongoing focus is to generate strategic value by expanding our product range and scaling our operations through strategic investments and acquisitions. We are planning to do complementary strategic investments and acquisitions to enhance our product and service capabilities, strengthen our market presence, and broaden our customer portfolio. We are actively seeking opportunities to evaluate potential targets that align with our strategy, support our product development, and contribute to our growth and profitability. Through strategic acquisitions, we aim to expand our product offerings, diversify our revenue streams, and enhance our operating margins.

As a component of our inorganic growth strategy, we are actively pursuing the strategic acquisition of companies that offer products and technologies closely aligned with our own, thereby enhancing our product range and improving the performance of our existing offerings. Our aim is to identify compelling inorganic opportunities that align with our strategic objectives and growth plans. The allocation of Net Proceeds for acquisitions will be determined by our management, and may not necessarily represent the entirety of any acquisition's value or cost.

As of the date of this Draft Red Herring Prospectus, our Company has not yet identified any specific investment or acquisition targets, nor have we entered into any definitive agreements for which the Net Proceeds of the Issue will be utilized. Our focus for potential targets encompasses a broad array of technologically or distribution wise sound power electronics companies that can leverage revenue through acquisition, retention, and expansion strategies aimed at our product portfolio. These potential targets primarily operate within the power solutions sector and cater to clients spanning across different industries and global enterprise segments.

Investment process for acquisitions and strategic partnerships

Our standard approach to acquisitions and strategic partnerships involves identifying potential investments or acquisitions based on the following criteria:

(a) Expertise in our current or desired domains.
(b) Compatibility with our industry.
(c) Presence in our target markets.
(d) Access to newer technology infrastructure or service/product offerings.

Furthermore, we will engage in necessary non-disclosure agreements and conduct thorough due diligence on the target. Following a satisfactory completion of the diligence process, we will finalize definitive agreements, subject to approval from our Board and, if necessary, our shareholders.

The proposed acquisitions and strategic partnerships shall be undertaken in accordance with the applicable laws, including the Companies Act, FEMA and the regulations notified thereunder, as the case may be. The actual deployment of funds will also depend on a number of factors, including the timing, nature, size and number of acquisitions undertaken in a particular period, as well as general factors affecting our results of operation, financial condition and access to capital. These factors will also determine the form of investment for these potential acquisitions and/or investments, i.e., whether it will be in the form of slump sale or equity, debt or any other instrument or combination thereof.

As of the date of this DRHP, no potential investment or acquisition targets have been identified, and no definitive agreements have been entered into for the utilization of the Net Proceeds from the Issue.

Further, in accordance with the SEBI Listing Regulations, our Company will disclose to the Stock Exchanges details of acquisition and/or investments such as cost and nature of such acquisition and/or investments, as and when acquired. We undertake that the acquisition and/or investments proposed to be undertaken from the Net Proceeds shall not be acquired from the Promoter, Promoter Group entities, our Group Company, affiliates or any other related parties.

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 25% of the Gross Proceeds of the Issue, in compliance with SEBI ICDR Regulations. 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) brand building and strengthening of marketing activities;
(c) capital expenditure
(d) ongoing general corporate exigencies
(e) 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 ₹[●] lakhs. 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 lakhs*)	As a % of the total estimated Issue expenses[1]	As a % of the total Gross Issue Proceeds[1]
Fees payable to BRLM (including underwriting commissions and selling commission)	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Fees payable to the Legal Advisors to the Issue	[●]	[●]	[●]
Fees to the Registrar to the Issue	[●]	[●]	[●]
Fees payable to the Regulators including stock exchanges	[●]	[●]	[●]
Printing and distribution of Issue stationary	[●]	[●]	[●]
Brokerage and selling commission payable to Syndicate(2)(5)	[●]	[●]	[●]
Brokerage and selling commission payable to Registered Brokers (5)	[●]	[●]	[●]
Processing fees to SCSBs for ASBA Applications procured by the members of the Syndicate or Registered Brokers and submitted with the SCSBs (3)	[●]	[●]	[●]
Processing fees to Issuer banks for UPI Mechanism w.r.t application Forms procured by the members of the Syndicate, Registered Brokers, RTAs or the CDPs and submitted to them (4)	[●]	[●]	[●]
Others (bankers to the Issue, auditor's fees etc.)	[●]	[●]	[●]
Total Estimated Issue Expenses	[●]	[●]	[●]

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

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

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

*Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price

No uploading/processing fees shall be payable by our Company to the SCSBs on the Bid-cum-Applications Forms directly *procured by them.*

The Selling commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE or NSE.

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

Portion for RIB and Non-Institutional Bidders	*₹[●] per valid application (plus applicable taxes)*

Notwithstanding anything contained above the total processing fee payable under this clause will not exceed ₹ [●] (plus applicable taxes) and in case if the total processing fees exceeds ₹[●] (plus applicable taxes) then processing fees will be paid on pro-rata basis. The payment of selling commission payable to the sub-brokers/ agents of Sub-Syndicate Members are to be handled directly by the respective Sub-Syndicate Member.

(4) *The processing fees for applications made by Retail Individual Bidders and Non Institutional Investors using the UPI Mechanism would be as follows*:

Members of the Syndicate / RTAs / CDPs (uploading charges)	*₹[●] per valid application (plus applicable taxes) #*
Sponsor Bank	[●] *The Sponsor bank shall be responsible for making payments to the third parties such as remitter company, NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, agreements and other Applicable Laws*

**For each valid application by respective Sponsor Bank*
#Notwithstanding anything contained above in this clause the total Uploading charges/ Processing fees for applications made by RIBs (up to ₹ 200,000), Non-Institutional Bidders (for an amount more than ₹ 200,000 and up to ₹ 500,000) using the UPI Mechanism would not exceed ₹ [●] (plus applicable taxes) and in caseif the total uploading charges/ processing fees exceeds ₹ [●] (plus applicable taxes) then uploading charges/ processing fees using UPI Mechanism will be paid on pro-rata basis (plus applicable taxes).

(5) *Selling Commission on portion for Retail Individual Bidders (up to ₹ 2,00,000) and Non-Institutional Bidders which are procured by Members of the Syndicate (including their sub-Syndicate Members), RTAs, CRTAs and CDPs or for using 3-in-1 type accounts - linked online trading, demat and bank account provided by some of the Registered Brokers which are Members of the Syndicate (including their Sub-Syndicate Members) would be as follows:*

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

**Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price.*

Uploading charges payable to Members of the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs on the applications made by, RIBs using 3-in-1 accounts Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking or using 3-in- 1 accounts, would be as follows: ₹10/- plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs

Bidding charges payable to the members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, CRTAs/CDPs on the portion for, RIBs and Non-Institutional Bidders which aredirectly procured by the Registered Brokers or CRTAs or CDPs and submitted to SCSB for processing/ blocking, would be as follows:

*Portion for Retail Individual Bidders**	*₹[●] per valid application (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*₹[●] per valid application (plus applicable taxes)*

* Based on valid applications

Notwithstanding anything contained above the total uploading charges/Bidding charges payable under this clause will not exceed ₹[●] (plus applicable taxes) and in case if the total uploading charges exceeds ₹[●] (plus applicable taxes) then uploading charge/bidding charges will be paid on pro-rata basis.

The Selling Commission payable to the Syndicate / Sub-Syndicate Members will be determined on the basis of the application formnumber / series, provided that the application is also bid by the respective Syndicate / Sub-Syndicate Member. For clarification, ifa Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB,the Selling Commission will be payable to the SCSB and not the Syndicate / Sub-Syndicate Member.

The selling commission and bidding charges payable to Registered Brokers, the RTAs, CRTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the bid book of BSE or NSE

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Cash Escrow and Sponsor Bank Agreement.

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). Accordingly, Syndicate / Sub-Syndicate Member shall not be able to accept Bid-cum-Application Form above ₹500,000 and the same Bid-cum-Application Form need to be submitted to SCSB for blocking of the fund and uploading on the exchange bidding platform. To identify bids submitted by Syndicate / Sub-Syndicate Member to SCSB a special Bid-cum-Application Form with a heading / watermark "Syndicate ASBA" may be used by Syndicate / Sub-Syndicate Member along with SM code & Broker code mentioned on the Bid-cum-Application Form to be eligible for brokerage on Allotment. However, such special forms, if used for RIB Bids and NIB Bids up to ₹500,000 will not be eligible for brokerage. The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/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 such payment of processing fees to the SCSBs shall be made in compliance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

Bridge Financing Facilities

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

Interim Use of Funds

Pending utilization of the Issue Proceeds for the Objects of the Issue described above, our Company shall deposit the funds only in one or more Scheduled Commercial Banks included in the Second Schedule of Reserve Bank of India Act, 1934. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that, pending utilization of the proceeds of the Issue as described above, it shall not use the funds from the Issue Proceeds for any investment in equity and/or real estate products and/or equity linked and/or real estate linked products.

Monitoring Utilization of Funds

Our Company has appointed [●] as the monitoring agency in accordance with Regulation 41 of the SEBI ICDR Regulations. Our Company undertakes to place the report received under Regulation 41(2) of the ICDR Regulations of the monitoring agency on receipt before the Audit Committee without any delay will monitor the utilization of the Net Proceeds, and submit the report required under Regulation 41(2) of the SEBI ICDR Regulations.

Our Company will disclose the utilization of the Net Proceeds including interim use, under a separate head in the balance sheet, specifying the details, if any, in relation to all proceeds of the Issue that have been utilized. Our Company will also, in its balance sheet for the applicable Fiscals, provide details, if any, in relation to all such Net Proceeds that have not been utilized, if any, of such currently unutilized Net Proceeds. Our Company will also indicate investments, if any, of the unutilized proceeds of the Issue in our balance sheet for the relevant Fiscals subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a quarterly 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 utilized for purposes other than those stated in this 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 statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilization of the proceeds of the Issue from the Objects; and (ii) details of category wise variations in the actual utilization of the proceeds of the Issue from the objects of the Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Director's report, after placing the same before the Audit Committee.

Variation in Objects

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the Objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "**Postal Ballot Notice**") shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where the Registered Office is situated. Our Promoters will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the Objects, subject to the provisions of the Companies Act, 2013 and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with our Articles of Association, the Companies Act, 2013 and SEBI Regulations.

Appraising agency

None of the objects of the Issue for which the Net Proceeds will be utilized have been appraized by any bank/ financial institution/any other agency.

Other Confirmations

No part of the Net Proceeds will be paid by our Company as consideration to our Promoters, Promoter Group, our Subsidiary, our Directors, our Key Management Personnel, our Senior Management Personnel or our Group Company, either directly or indirectly. Further, except in the ordinary course of business, there is no existing or anticipated interest of such individuals and entities in the objects of the Issue, except as set out above.

BASIS FOR THE ISSUE PRICE

The Issue Price will be determined by our Company, in consultation with the BRLM, on the basis of assessment of market demand for the Equity Shares issued through the Book Building Process and on the basis of qualitative and quantitative factors as described below. The face value of the Equity Shares is ₹ 10 each and the Issue Price is **[●]** times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

Investors should also refer to "***Risk Factors***", "***Our Business***" and "***Financial Information***" on pages 34, 175 and 261, respectively, to have an informed view before making an investment decision.

Qualitative Factors

Some of the qualitative factors which form the basis for the Issue Price are:

- Experienced Promoter and Management team.
- Well established infrastructure with technologies.
- Wide geographical presence and distribution network
- Scalable business model with wide portfolio of clients across various industries.
- Existing relationship with clients.
- Wide array of quality products and services.

For further information, please see "***Our Business – Our Strength***" on page 175.

Quantitative Factors

Some of the information presented in this chapter is derived from the Restated Consolidated Financial Statements. For further information, please see "***Financial Information***" on page 261.

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

1. Basic and Diluted Earnings per Share

Fiscal ended	Basic and Diluted EPS (₹)	Weight
Fiscal 2024	5.44	3
Fiscal 2023	4.66	2
Fiscal 2022	2.66	1
Weighted Average	**4.72**	

As certified by Mansaka Ravi & Associates, Chartered Accountants pursuant to their certificate dated September 27, 2024.

Notes:

a. *Basic EPS = Net Profit after tax, as restated, attributable to the owners of the company divided by weighted average no. of equity shares outstanding during the year.*

b. *Diluted EPS = Net Profit after tax, as restated, attributable to the owners of the company divided by weighted average no. of diluted equity shares outstanding during the year.*

c. *Weighted average is aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. {(EPS x Weight) for each year} / {Total of weights}.*

d. *The basic and diluted earnings per share for the Equity Shares of our Company has been presented to reflect the adjustments as per IndAs 33.*

e. *The above statement should be read in conjunction with Significant Accounting Policies and Notes to Restated Financial Information of "Financial Information" on page 261.*

2. Price Earnings Ratio ("P/E") in relation to the Price Band of ₹ [●] to ₹ [●] per share of ₹ 10 each

Particulars	P/E at the lower end of the Price Band (no. of times)	P/E at the higher end of the Price Band (no. of times)
Based on Basic EPS for year ended March 31, 2024	[●]	[●]
Based on Diluted EPS for year ended March	[●]	[●]

31, 2024

Particulars	Industry P/E
Highest	314.55
Lowest	152.68
Industry Average	**233.62**

Source: The industry high and low has been considered from the industry peer set provided later in this section. The industry average has been calculated as the arithmetic average P/E of the industry peer set disclosed in this section.
As certified by Mansaka Ravi & Associates, Chartered Accountants pursuant to their certificate dated September 27, 2024.

3. Return on Net Worth (RoNW)

Fiscal **ended**	**RoNW(%)**	**Weight**
Fiscal 2024	32.12%	3
Fiscal 2023	39.20%	2
Fiscal 2022	32.33%	1
Weighted Average	**34.51%**	

As certified by Mansaka Ravi & Associates, Chartered Accountants pursuant to their certificate dated September 27, 2024.

Notes:

a. *Return on Net Worth (%) = Net Profit after tax attributable to owner of the company, as restated for the end of the year divided by Average Net worth as at the end of the year.*

b. *Average net worth means the average of the net worth of current and previous Fiscal. Net worth means the aggregate value of the paid-up share capital and other equity.*

c. *Weighted average is aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. {(RoNW x Weight) for each year} / {Total of weights).*

4. Net Asset Value ("NAV")

Net Asset Value per equity share	(₹)
As at March 31, 2024	19.67
After the completion of the Issue:	
a) At Floor Price	[●]
b) At Cap price	[●]
Issue Price	[●]

As certified by Mansaka Ravi & Associates, Chartered Accountants pursuant to their certificate dated September 27, 2024.

Notes:

a. *Net Asset Value per equity share represents net worth attributable to Equity Shareholder (Equity Share capital together with other equity as per Restated Consolidated Financial Statements) as at the end of thefiscal divided by the weighted average number of Equity Shares outstanding at the end of the year.*

b. *The weighted average number of equity shares has been presented to reflect the adjustments as per IndAs 33.*

5. Comparison with Listed Industry Peers

Name of the Company	Revenue from Operations (₹ in lakhs)	Face Value per equity share (₹)	P/E	EPS (Basic) (₹)	EPS (Diluted) (₹)	RoNW (%)	NAV per equity share (₹)
Prostarm Info Systems Limited	25,787.04	10	[●]	5.44	5.44	32.12	19.67
Listed Peers							
Servotech Power System Limited	35,368.35	1	314.55	0.54	0.55	10.50	6.54
Sungarner Energies Limited	1,768.92	10	152.68	5.22	5.22	16.78	41.32

Source: All the financial information for listed industry peers mentioned above is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the annual reports as available of the respective company for the year *ended March 31, 2024 submitted to stock exchanges or the prospectus filed by the Company with Stock Exchange/SEBI. The financial information of our Company is based on the restated financial information for the year ended March 31, 2024.*

Notes:

a. *P/E Ratio has been computed based on the closing market price of equity shares on NSE / BSE on September 13, 2024, divided by the Diluted EPS.*

b. *Return on Net Worth (%) = Net Profit after tax attributable to owner of the company, as restated for the end of the year period divided by Average Net worth as at the end of the year.*

c. *Average net worth means the average of the net worth of current and previous Fiscal. Net worth means the aggregate value of the paid-up share capital and other equity.*

d. *Net Asset Value per share = Net Worth at the end of the year divided by weighted average no. of equity shares outstanding during the year.*

e. *The basic and diluted earnings per share for the Equity Shares of our Company has been presented to reflect the adjustments as per IndAs 33.*

6. Key Performance Indicators

The table below sets forth the details of KPIs that our Company considers have a bearing for arriving at the basis for Issue Price. The key financial and operational metrics set forth below, have been approved and verified by the Audit Committee pursuant to its resolution dated September 20, 2024. Further, the Audit Committee has, on September 20, 2024, taken on record, that other than the key financial and operational metrics set out below, our Company has not disclosed any other key performance indicators during the three years preceding this Draft Red Herring Prospectus with its investors. The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which in result, help it in analyzing the growth of various verticals in comparison to our Company's listed peers, and other relevant and material KPIs of the business of our Company that have a bearing for arriving at the Basis for Issue Price have been disclosed below. Additionally, the KPIs have been certified by way of certificate dated September 27, 2024, issued by Mansaka Ravi & Associates, who hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The Bidders can refer to the below-mentioned KPIs, being a combination of financial and operational KPIs, to make an assessment of our Company's performances and make an informed decision.

A list of our KPIs for the Fiscals ended 2024, 2023 and 2022 is set out below:

(₹ in lakhs, unless stated otherwise)

Particular	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from Operations(1)	25,787.04	23,036.32	17,130.73
EBITDA(2)	3,662.35	2,914.79	1,656.80
EBITDA Margin(3) (in %)	14.20%	12.65%	9.67%
Net Profit after tax (4)	2,282.53	1,934.55	1,087.05
Net Profit Margin(5) (in %)	8.85%	8.40%	6.35%
Return on Net Worth(6) (in %)	32.12%	39.20%	32.33%
Return on Capital Employed(7) (in %)	32.40%	41.44%	41.27%
Debt-Equity Ratio(8)	0.51	0.39	0.07
Days Working Capital(9)	126	85	63

As certified by Mansaka Ravi & Associates, Chartered Accountants pursuant to their certificate dated September 27, 2024.

Notes:

(1) *Revenue from operations means the Revenue from Operations as appearing in the Consolidated Restated Consolidated Financial Statements.*

(2) *EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit/ (loss) before exceptional items and tax for the year and adding back finance costs, depreciation, and amortization expense.*

(3) *EBITDA margin is calculated as EBITDA as a percentage of revenue from operations.*

(4) *Net Profit after tax represents the restated profits of our Company after deducting all expenses.*

(5) *Net Profit margin is calculated as restated net profit after tax for the year divided by revenue from operations.*

(6) *Return on Net Worth (%) is calculated as Net Profit after tax attributable to owner of the company, as restated for the end of the year divided by Average Net worth as at the end of the year. Average net worth means the average of the net worth of current and previous Fiscal. Net worth means the aggregate value of the paid-up share capital and other equity.*
(7) *Return on capital employed is calculated as Earnings before interest and taxes divided by average capital employed (average capital employed is calculated as average of the total equity, including non-controlling interest, total debt (including borrowings and lease liabilities) and deferred tax liabilities (net of deferred tax assets) of the current and previous fiscal.*
(8) *Debt-equity ratio is calculated by dividing total debt by total equity. Total debt represents long term and short-term borrowings, including lease liabilities. Total equity includes the aggregate value of the paid-up share capital, other equity and the non-controlling interest.*
(9) *Days Working Capital is arrived at by dividing working capital (current assets excluding cash and cash equivalents and bank balances less current liabilities excluding short term borrowings and current lease liabilities) by revenue from operations multiplied by the number of days in the year (365).*

Explanation for the Key Performance Indicators:

KPIs	Explanations
Revenue from Operations (₹ in lakhs)	Revenue from Operations is used by our management to track the revenue profile of our 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 our business.
EBITDA Margin (in %)	EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
Net Profit after tax (₹ in lakhs)	Net Profit after tax provides information regarding the overall profitability of our business.
Net Profit Margin (in %)	Net Profit Margin is an indicator of the overall profitability and financial performance of our business.
Return on Net Worth (in %)	Return on Net Worth provides how efficiently our Company generates profits from shareholders' funds.
Return on Capital Employed (in %)	Return on Capital Employed provides how efficiently our Company generates earnings from the capital employed in our business.
Debt-Equity Ratio (in times)	Debt-equity ratio is a gearing ratio which compares shareholder's equity to company debt to assess our company's amount of leverage and financial stability.
Days Working Capital	Days working capital is a metric that measures how many days it takes our company to transform its working capital into sales cash flows.

The above KPIs of our Company have also been disclosed, along with other key financial and operating metrics, in "***Our Business***" and *"**Management Discussion and Analysis of Financial Condition Results of Operations**"* on pages 175 and 367, respectively. All such KPIs have been defined consistently and precisely in "***Definitions and Abbreviations***" on page 1.

Our Company shall continue to disclose the KPIs disclosed hereinabove in this section on a periodic basis, at least once in a year (or for 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, or until the utilization of Issue Proceeds, whichever is later, on the Stock Exchanges pursuant to the Issue, or for such other period as may be required under the SEBI ICDR Regulations.

Comparison of our key performance indicators with listed industry peers for the Fiscals included in the Restated Consolidated Financial Statements:

(₹ in lakhs, unless stated otherwise)

Particulars	Prostarm Info Systems Limited			Sungarner Energies Limited			Servotech Power System Limited		
	Fiscal 2024	Fiscal 2023	Fiscal 2022	Fiscal 2024	Fiscal 2023	Fiscal2022	Fiscal 2024	Fiscal 2023	Fiscal 2022
Financial									
Revenue from Operations	25,787.04	23,036.32	17,130.73	1,768.92	1,731.8	793.79	35,368.35	27,848.09	14,367.40
EBITDA	3,662.35	2,914.79	1,656.80	210.84	159.00	98.42	2,236.50	1,894.87	966.76
EBITDA Margin (in %)	14.20%	12.65%	9.67%	11.92%	9.18%	12.40%	6.32%	6.80%	6.73%
Net Profit after tax	2,282.53	1,934.55	1,087.05	107.25	74.31	57.5	1,180.21	1,106.51	405.77
Net Profit Margin (in %)	8.85%	8.40%	6.35%	6.06%	4.29%	7.24%	3.34%	3.97%	2.82%
Return on Net Worth (in %)	32.12%	39.20%	32.33%	16.78%	31.17%	45.11%	10.50%	17.20%	9.42%
Return on Capital Employed (in %)	32.40%	41.44%	41.27%	17.12%	25.71%	30.78%	11.40%	17.73%	12.45%
Debt-Equity Ratio	0.51	0.39	0.07	0.59	1.32	1.45	0.51	0.51	0.41
Days Working Capital	126	85	63	271	123	106	97	94	72

Notes:

Source: All the information for listed industry peers mentioned above is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from their respective annual reports and prospectus available in public domain. The ratios have been computed as per the following definitions.

(1) Revenue from operations means the Revenue from Operations as appearing in the Restated Consolidated Financial Statements.

(2) EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit/ (loss) before exceptional items and tax for the year and adding back finance costs, depreciation, and amortization expense.

(3) EBITDA margin is calculated as EBITDA as a percentage of revenue from operations.

(4) Net Profit after tax represents the restated profits of our Company after deducting all expenses.

(5) Net Profit margin is calculated as restated net profit after tax for the year divided by revenue from operations.

(6) Return on Net Worth (%) is calculated as Net Profit after tax attributable to owner of the company, as restated for the end of the year divided by Average Net worth as at the end of the year. Average net worth means the average of the net worth of current and previous Fiscal. Net worth means the aggregate value of the paid-up share capital and other equity.

(7) Return on capital employed is calculated as Earnings before interest and taxes divided by average capital employed (average capital employed is calculated as average of the total equity, including non-controlling interest, total debt (including borrowings and lease liabilities) and deferred tax liabilities (net of deferred tax assets) of the current and previous Fiscal.

(8) Debt- equity ratio is calculated by dividing total debt by total equity. Total debt represents long term and short term borrowings, including lease liabilities. Total equity includes the aggregate value of the paid-up share capital, other equity and the non-controlling interest.

(9) Days Working Capital is arrived at by dividing working capital (current assets excluding cash and cash equivalents and bank balances less current liabilities excluding short term borrowings and current lease liabilities) by revenue from operations multiplied by the number of days in the year (365).

Weighted average cost of acquisition ("WACA")

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

The details of the Equity Shares, excluding shares issued under ESOP and issuance of bonus shares, during the eighteen (18) months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more that 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Issue capital before such transaction(s) and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling thirty (30) days ("**Primary Issuance**") are as follows:

NIL

8. The price per share of our Company based on secondary sale/ acquisitions of shares (equity / convertible securities)

The details of secondary sale / acquisitions of Equity Shares or any convertible securities ("Security(ies)"), where the Promoter, members of the Promoter Group, or Shareholder(s) having the right to nominate director(s) in the Board of Directors of our Company are a party to the transaction (excluding gifts), during the eighteen (18) months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-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 thirty (30) days are as follows:

NIL

9. Weighted average cost of acquisition, floor price and cap price

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

As certified by Mansaka Ravi & Associates Chartered Accountants pursuant to their certificate dated September 28, 2024.
^*Since there is no primary / new issue of shares or secondary sale / acquisition of shares in the last 18 months.*
**To be updated at Prospectus stage*

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

[●]*
**To be included on finalization of price band*

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

[●]*
**To be included on finalization of price band*

The Issue Price of ₹ **[●]** has been determined by our Company, in consultation with the BRLM, on the basis of the demand from investors for the Equity Shares of face value ₹10 issued through the Book-Building Process. Our Company, in consultation with the BRLM, is justified of the Issue Price in view of the above qualitative and quantitative parameters. Investors should read the abovementioned information along with "***Risk Factors***", "***Our Business***" and "***Financial Information***" on pages 34, 175 and 261, respectively to have a more informed view.

The trading price of the Equity Shares could decline due to the factors mentioned in the section titled "***Risk Factors***" on page 34 or any other factors that may arise in the future and you may lose all or part of your investments.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

To,
The Board of Directors,
Prostarm Info Systems Limited
Plot No. EL 79, Electronic Zone
TTC, MIDC, Mahape, Navi Mumbai,
Thane – 400710, Maharashtra, India.

Dear Sirs,

Re: Proposed public issue of equity shares of face value of ₹ 10/- each (the "Equity Shares") of Prostarm Info Systems Limited (the "Company") (the "Issue")

Sub.: Statement of possible Special Tax Benefits available to the Company, its equity shareholders and its subsidiary under the direct and indirect tax laws

We refer to the proposed initial public Issuing of equity shares (the "**Issue")** of the Company. We enclose herewith the statement (the "**Annexure**") showing the current position of special tax benefits available to the Company, to its shareholders and its subsidiary as per the provisions of the Indian direct and indirect tax laws including the Income-tax Act, 1961,("**Act**") the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively the "**GST Act**"), the Customs Act, 1962 ("**Customs Act**") and the Customs Tariff Act, 1975 ("**Tariff Act**") (collectively the "**Taxation Laws**") including the rules, regulations, circulars and notifications issued in connection with the Taxation Laws, as presently in force and applicable to the assessment year 2025-26 relevant to the Fiscal Year 2024-25 for inclusion in the Draft Red Herring Prospectus ("**DRHP**") for the proposed initial public Issuing of shares of the Company as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**").

Following are the subsidiary of the Company:

1. **Prostarm Energy Systems Private Limited**

Several of these benefits are dependent on the Company or its shareholders or its subsidiaries fulfilling the conditions prescribed under the relevant provisions of the direct and indirect taxation laws including the Income-tax Act 1961. Hence, the ability of the Company or its shareholders or its subsidiaries to derive these direct and indirect tax benefits is dependent upon their fulfilling such conditions.

The benefits discussed in the enclosed Annexure are neither exhaustive nor conclusive. The contents stated in the Annexure are based on the information and explanations obtained from the Company. This statement is only intended to provide general information to guide 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 their own tax consultants, with respect to the specific tax implications arising out of their participation in the Issue 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. We are neither suggesting nor are we advising the investors to invest or not to invest money based on this statement.

The contents of the enclosed Annexure are based on the representations obtained from the Company and its subsidiaries and on the basis of our understanding of the business activities and operations of the Company and its subsidiaries.

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

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

This statement is provided solely for the purpose of assisting the Company in discharging its responsibilities under the ICDR Regulations.

We hereby give our consent to include this report and the enclosed Annexure regarding the tax benefits available to the Company, its Shareholders and its Subsidiary in the DRHP for the proposed initial public Issue of equity shares which the Company intends to submit to the Securities and Exchange Board of India and the National Stock Exchange of India Limited and BSE Limited (the "**Stock Exchanges**") where the equity shares of the Company are proposed to be listed, as applicable, provided that the below statement of limitation is included in the DRHP and Prospectus.

We also consent to the references to us as "Experts" as defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) of the Companies Act, 2013 to the extent of the certification provided hereunder and included in the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, the Abridged Prospectus (collectively refer to as **"Issue Documents"**) and any other addendum thereto of the Company to be submitted/filed with the Securities and Exchange Board of India ("**SEBI**"), the Registrar of Companies, Mumbai at Maharashtra ("**ROC**") and the stock exchanges, or any other material (including in any corporate or investor presentation made by or on behalf of the Company) to be issued in relation to the Issue **Issue Documents** or in any other documents in connection with the Issue.

All capitalized terms not defined hereinabove shall have the same meaning as defined in the Issue Documents.

Yours faithfully,
For and on behalf of
Mansaka Ravi & Associates
Chartered Accountants,
Firm Registration No.: 015023C

CA Ravi Mansaka
Partner
Membership No.: **410816**
UDIN: 24410816BKCZNS7731
Place: Navi Mumbai
Date: September 27, 2024

ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO PROSTARM INFO SYSTEMS LIMITED ("THE COMPANY") AND IT'S SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

Outlined below are the special tax benefits available to the Company and its shareholders as per the Income tax Act, 1961 ("**IT Act**") as amended from time to time and applicable for Fiscal Year 2024-25 relevant to assessment year 2025-26 (AY 2025-26) and Indirect Tax Laws as amended from time to time and applicable for Fiscal Year 2024-25. 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.

I. Under the IT Act

1. Special Tax Benefits to the Company

Lower Corporate Tax rate under Section 115BAA

A new Section 115BAA has been inserted by the Taxation Laws (Amendment) Act, 2019 ("the Amendment Act, 2019") granting an option to domestic companies to compute corporate tax at a reduced rate of 25.17% (22% plus surcharge of 10% and cess of 4%) from the Fiscal Year 2019-20, provided such companies do not avail specified exemptions/incentives (e.g. deduction under Section 10AA, 32(1)(iia), 33ABA, 35(2AB), 80-IA etc.) The Amendment Act, 2019 also provides that domestic companies availing such option will not be required to pay Minimum Alternate Tax ("MAT") under Section 115JB. The CBDT has further issued Circular 29/2019 dated October 02,2019 clarifying that since the MAT provisions under Section 115JB itself would not apply where a domestic company exercises option of lower tax rate under Section 115BAA, MAT credit would not be available. Corresponding amendment has been inserted under Section 115JAA dealing with MAT credit.

The company has exercised the above option in the Fiscal Year 2019-20.

2. Special Tax Benefits available to Shareholders

There are no Special Tax Benefits available to the Shareholders (other than Resident Corporate Shareholder) of the Company.

With respect to a Resident Corporate Shareholder, a new section 80M is inserted in the Finance Act, 2020, to remove the cascading effect of taxes on inter-corporate dividends during financial year 2020-21 and thereafter. The section provides that where the gross total income of a domestic company in any previous year includes any income by way of dividends from any other Domestic Company or a Foreign Company or a Business Trust, there shall, in accordance with and subject to the provisions of this section, be allowed in computing the total income of such domestic company, a deduction of an amount equal to so much of the amount of income by way of dividends received from such other Domestic Company or Foreign Company or Business Trust as does not exceed the amount of dividend distributed by it on or before the due date. The "due date" means the date one month prior to the date for furnishing the return of income under sub-section (1) of section 139.

NOTES:

- The above statement of Special Tax Benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.
- The above statement covers only certain Special Tax Benefits under the Act, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This statement also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company.
- The above statement of Special Tax Benefits is as per the current Direct Tax Laws relevant for the assessment year 2025-26. Several of these benefits are dependent on the Company or its Shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws.
- In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant Double Taxation Avoidance Agreement, if any, entered into between India and the country in which the non-resident has fiscal domicile.
- As the Company has opted for concessional corporate income tax rate as prescribed under section 115BAA of the Act, it will not

be allowed to claim any of the following deductions:

a. Deduction under the provisions of section 10AA (deduction for units in Special Economic Zone)
b. Deduction under clause (iia) of sub-section (1) of section 32 (Additional Depreciation)
c. Deduction under section 32AD or section 33AB or section 33ABA (Investment allowance in backward areas, Investment deposit account, Site restoration fund)
d. Deduction under sub-clause (ii) or sub-clause (iia) or sub-clause (iii) of sub-section or subsection (2AA) or sub-section (2AB) of section 35 (Expenditure on scientific research)
e. Deduction under section 35AD or section 35CCC (Deduction for specified business, agricultural extension project)
f. Deduction under section 35CCD (Expenditure on skill development)
g. Deduction under any provisions of Chapter VI-A other than the provisions of section 80JJAA or section 80M;
h. No set off of any loss carried forward or depreciation from any earlier assessment year, if such loss or depreciation is attributable to any of the deductions referred above
i. No set off of any loss or allowance for unabsorbed depreciation deemed so under section 72A, if such loss or depreciation is attributable to any of the deductions referred above

This statement is intended only 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 tax consequences, each investor is advised to consult his or her tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.

II. Under the Indirect Tax Laws

3. Special Indirect Tax Benefits available to the Company

(a) Benefits under the Central Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017 and The Union Territory Goods and Services Tax Act, 2017 (read with relevant rules prescribed thereunder)

Under the Goods and Services Tax ("GST") regime, all supplies of goods and services which qualify as exports are classified as Zero-rated supplies. Zero rated supplies are eligible for claim of GST refund under any of the two mechanisms, at the option of the Company.

The Company can either effect zero-rated supplies under Bond/ Letter of Undertaking (LUT) without payment of GST and claim refund of accumulated Input Tax Credit or effect zero-rated supplies on payment of Integrated Goods and Services Tax and claim refund of the tax paid thereof as per provisions of section 54 of Central Goods and Services Tax Act, 2017. Thus, the option of claiming refund of GST on zero rated supplies is available to the Company.

(b) Benefits under Customs Act, 1962

The Company avails benefit under Customs Act, 1962 by way of exemption notification for the following parts and components imported subject to fulfilment of Customs (Import of Goods at Concessional Rate of Duty) Rules, 2017 (IGCR Rules).

Parts and Components Notification and Serial Number reference

Parts and Components	Notification and Serial Number reference
Lithium-ion cell for use in manufacture of battery or battery pack	50 /2017 Sl. No. 527
Static converters	025/2005 Sl. No. 4

4. Special Indirect tax benefits available to Subsidiary

Prostarm Energy Systems Pvt Ltd

Under the Goods and Services Tax ("GST") regime, all supplies of goods and services which qualify as exports are classified as Zero-rated supplies. Zero rated supplies are eligible for claim of GST refund under any of the two mechanisms, at the option of the Subsidiary.

The Subsidiary can either effect zero-rated supplies under Bond/ Letter of Undertaking (LUT) without payment of GST and claim refund of accumulated Input Tax Credit or effect zero-rated supplies on payment of Integrated Goods and Services Tax and claim refund of the tax paid thereof as per provisions of section 54 of Central Goods and Services Tax Act, 2017. Thus, the option of claiming refund of GST on zero rated supplies is available to the Subsidiary.

5. Special Tax Benefits available to Shareholders

The Shareholders of the Company are not entitled to any Special Tax Benefits under indirect tax laws

NOTE:

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 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.

SECTION IV – ABOUT OUR COMPANY

INDUSTRY OVERVIEW

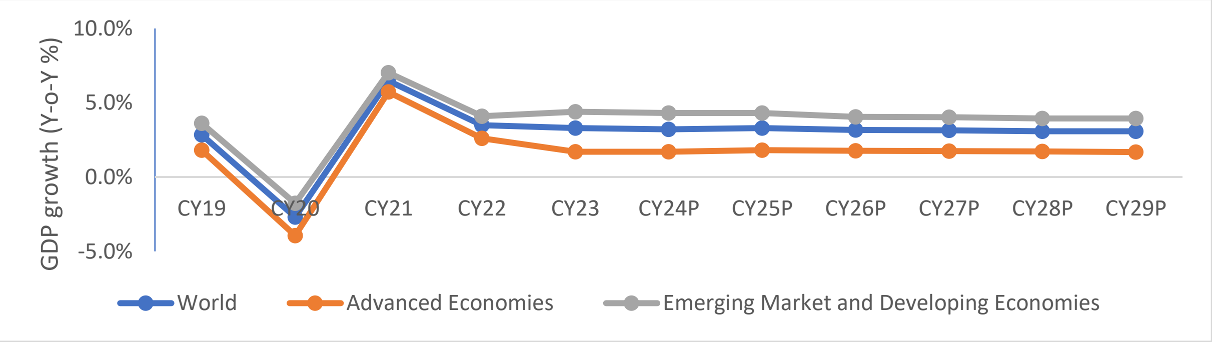
The information contained in this section is derived from a report titled "Industry Research Report on storage and power backup solution" dated September 26, 2024 ("**CARE Report**") prepared by CARE Analytics and Advisory Private Limited ("**CareEdge Research**"), and exclusively commissioned and paid by our Company only for the purposes of the Issue. Neither we, nor the Book Running Lead Manager, nor any other person connected with the Issue has verified the information in the Care Report. Unless otherwise indicated, the information in this section is obtained or extracted from CARE Report. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. Unless otherwise indicated, financial, operational, industry and other related information included herein with respect to any particular year refers to such information for the relevant calendar year.

1. Economic Outlook

1.1. Global Economy

Global growth, which stood at 3.3% in CY23, is anticipated to fall to 3.2% in CY24 and then bounce back again to 3.3% in CY25. The CY24 forecast has remained same compared to the April 2024 World Economic Outlook (WEO) Update, and increased by 0.1 percentage point compared to the January 2024 WEO. Despite this, the expansion remains historically low, attributed to factors including sustained high borrowing costs, inflation woes, reduced fiscal support, lingering effects of Russia's Ukraine invasion, Iran–Israel Cold War, sluggish productivity growth, and heightened geo-economic fragmentation.

Chart 1: Global Growth Outlook Projections (Real GDP, Y-o-Y change in %)



Notes: P-Projection; Source: IMF – World Economic Outlook, July 2024

Table 1: GDP growth trend comparison - India v/s Other Economies (Real GDP, Y-o-Y change in %)

	Real GDP (Y-o-Y change in %)Real GDP (Y-o-Y change in %)									
	CY20	CY21	CY22	CY23	CY24P	CY25P	CY26P	CY27P	CY28P	CY29P
India	-5.8	9.7	7.0	8.2	7.0	6.5	6.5	6.5	6.5	6.5
China	2.2	8.5	3.0	5.2	5.0	4.5	3.8	3.6	3.4	3.3
Indonesia	-2.1	3.7	5.3	5.0	5.0	5.1	5.1	5.1	5.1	5.1

	Real GDP (Y-o-Y change in %)Real GDP (Y-o-Y change in %)									
	CY20	CY21	CY22	CY23	CY24P	CY25P	CY26P	CY27P	CY28P	CY29P
Saudi Arabia	-3.6	5.1	7.5	-0.8	1.7	4.7	4.0	3.5	3.0	3.5
Brazil	-3.3	4.8	3.0	2.9	2.1	2.4	2.1	2.0	2.0	2.0
Euro Area	-6.1	5.9	3.4	0.5	0.9	1.5	1.4	1.3	1.3	1.2
United States	-2.2	5.8	1.9	2.5	2.6	1.9	2.0	2.1	2.1	2.1

P- Projections; Source: IMF- World Economic Outlook Database (July 2024)

Emerging Market and Developing Economies Group

Emerging market and developing economies are forecasted to maintain stable growth at 4.3% in both CY24 and CY25. This forecast has been revised upwards by 0.1 percentage point as compared to the April 2024 WEO update on account of stronger activity in Asia, particularly China and India. Growth prospects in economies across the Middle East and Central Asia continue to be weighed down by oil production and regional conflicts. Growth forecast of sub-Saharan Africa has also been revised downward on account of weak economic activity. Low-income developing countries are anticipated to experience a gradual growth uptick, starting at 3.9% in CY23 and climbing to 4.4% in CY24 and 5.3% in CY25, as certain constraints on near-term growth begin to ease.

The economic forecast for emerging and developing Asia reveals a modest deceleration in growth, with projections indicating a decline from 5.7% in CY23 to 5.4% in CY24 and 5.1% in CY25. **China's** trajectory reflects a slowdown, transitioning from 5.2% in CY23 to 5.0% in CY24 and 4.5% in CY25 due to fading post-pandemic stimuli and ongoing property sector challenges. In contrast, **India's** growth remains robust, with anticipated rates of 7.0% in CY24 and 6.5% in CY25, bolstered by resilient domestic demand and a burgeoning working-age populace.

The **Indonesian** economy is expected to register growth of 5.0% in CY24 and 5.1% in CY25 with a strong domestic demand, a healthy export performance, policy measures, and normalization in commodity prices. **Saudi Arabia's** growth slowed at -0.8% in CY23 attributed to lower oil production. CY24 is predicted to see a revamp in the growth rates to 1.7% on account of Vision 2030 reforms that helped advance the country's economic diversification agenda, including through reduced reliance on oil. The forecast for CY24 has been revized downward as compared to the April 2024 WEO update on account of extension of oil production cuts. Going forward, GDP is expected to grow at 4.7% and 4.0% in CY25 and CY26, respectively. On the other hand, **Brazil's** growth is projected to ease to 2.1% in CY24, driven by fiscal consolidation, the lingering impact of tight monetary policies, and reduced contributions from the agricultural sector. There has been a downward revision in forecast for CY24 compared to April 2024 WEO update on account of the near-term impact of flooding. Going forward, GDP is expected to grow at 2.4% in CY25 on account of reconstruction following the floods and supportive structural factors.

Despite the turmoil in the last 2-3 years, India bears good tidings to become a USD 5 trillion economy by CY27. According to the IMF dataset on Gross Domestic Product (GDP) at current prices, the nominal GDP has been at USD 3.6 trillion for CY23 and is projected to reach USD 5.3 trillion by CY27 and USD 6.4 trillion by CY29. India's expected GDP growth rate for coming years is almost double compared to the world economy.

Besides, India stands out as the fastest-growing economy among the major economies. The country is expected to grow at more than 6.5% in the period of CY24-CY29, outshining China's growth rate. By CY27, the Indian economy is estimated to emerge as the third-largest economy globally, hopping over Japan and Germany. Currently, it is the third-largest economy globally in terms of Purchasing Power Parity (PPP) with a ~7.6% share in the global economy, with China [~18.7%] on the top followed by the United States [~15.6%]. Purchasing Power Parity is an economic performance indicator denoting the relative price of an average basket of goods and services that a household needs for livelihood in each country.

Despite Covid-19's impact, high inflationary environment and interest rates globally, and the geopolitical tensions in Europe, India has been a major contributor to world economic growth. India is increasingly becoming an open economy as well through growing foreign trade. Despite the global inflation and uncertainties, Indian economy continues to show resilience. This resilience is mainly supported by stable financial sector backed by well-capitalized banks and export of services in trade balance. With this, the growth of Indian economy is expected to fare better than other economies majorly on account of strong investment activity bolstered by the government's capex push and buoyant private consumption, particularly among higher income earners.

1.2. Indian Economic Outlook

1.2.1. GDP Growth and Outlook

Resilience to External Shocks remains Critical for Near-Term Outlook

India's real GDP grew by 7.0% in FY23 and stood at ₹161 trillion, as per the First Revized Estimate, despite the pandemic in previous years and geopolitical Russia-Ukraine spillovers. In Q1FY24, the economic growth accelerated to 8.2%. The manufacturing sector maintained an encouraging pace of growth, given the favorable demand conditions and lower input prices. The growth was supplemented by a supportive base alongside robust services and construction activities. This momentum remained in the range in the Q2FY24 with GDP growth at 8.1%, mainly supported by acceleration in investments. However, private consumption growth was muted due to weak rural demand and some moderation in urban demand amid elevated inflationary pressures in Q2FY24. The GDP growth number improved for Q3FY24 at 8.6%.

India's GDP at constant prices surged to ₹ 47.24 trillion in Q4FY24 from ₹ 43.84 trillion in Q4FY23, marking a 7.8% growth rate. This upswing was fueled by robust performances in construction, mining & quarrying, utility services, and manufacturing sectors and investment drove the GDP growth, while both private and government consumption remained subdued.

Real GDP in the year FY24 is estimated to grow at 8.2% at ₹ 173.82 trillion as per provisional estimate of the Ministry of Statistics and Programme Implementation. It is expected that domestic demand, especially investment, to be the main driver of growth in India, amid sustained levels of business and consumer confidence.

GDP Growth Outlook

- Driven by fixed investment and improving global environment, domestic economic activity continues to expand. The provisional estimates (PE) placed real GDP growth at 8.2% for FY24.
- Industrial activity led by manufacturing continues its momentum on the back of strengthening domestic demand. Moreover, the services sector maintained buoyancy as could be observed by growth in high frequency indicators such as E-way bills, GST revenues, toll collections, aggregate, and a healthy growth in domestic air cargo and port cargo. The purchasing managers' index for both manufacturing and services continues to exhibit a sustained and healthy expansion.
- Domestic economic activity remains strong. On the supply side, the south-west monsoon is progressing well, with higher cumulative kharif sowing and improving reservoir levels, which bodes well for kharif output. The potential development of La Niña conditions in the latter half of the monsoon season could impact agricultural production in 2024-25. On the demand side, household consumption is bolstered by a recovery in rural demand and consistent discretionary spending in urban areas. Fixed investment activity is robust, supported by the government's ongoing focus on capital expenditure, healthy balance sheets of banks and corporates, and other policy measures. Private corporate investment is picking up, driven by an increase in bank credit. Merchandise exports grew in June, albeit at a slower rate, while the growth in non-oil-non-gold imports accelerated, indicating resilience of domestic demand. Services exports saw double-digit growth in May 2024 before slowing down in June 2024.
- Improved agricultural activity would improve rural consumption, while urban consumption would be supported by buoyancy in services activity. Additionally, improvement in global trade prospects are expected to support external demand.

Persistent geopolitical tensions and volatility in international financial markets and geo-economic fragmentation do pose risk to this outlook. Based on these considerations, the RBI, in its August 2024 monetary policy, has projected real GDP growth at 7.2% y-o-y for FY25.

RBI's GDP Growth Outlook (Y-o-Y %)

FY25P (complete year)	Q1FY25P	Q2FY25P	Q3FY25P	Q4FY25P	Q1FY26P
7.2%	7.1%	7.2%	7.3%	7.2%	7.2%

Note: P-Projected; Source: Reserve Bank of India

1.2.2. Industrial Growth

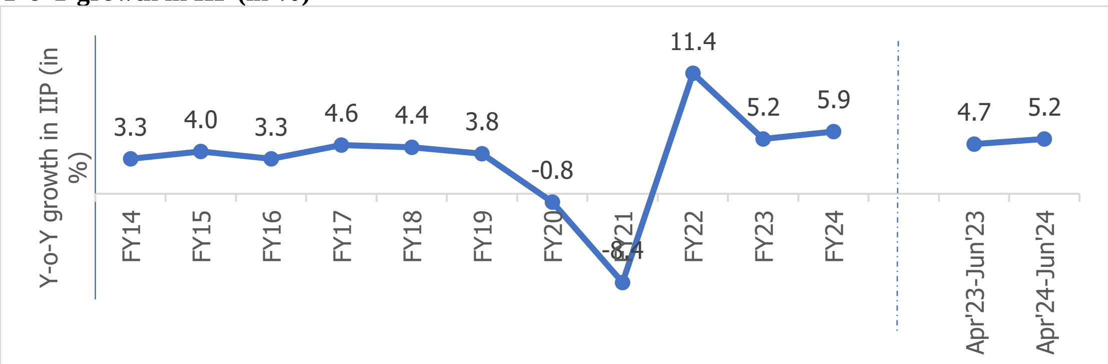
Improved Core and Capital Goods Sectors helped IIP Growth Momentum

The Index of Industrial Production (IIP) is an index to track manufacturing activity in an economy. On a cumulative basis, IIP grew by 11.4% y-o-y in FY22 post declining by 0.8% y-o-y and 8.4% y-o-y, respectively, in FY20 and FY21. This high growth was mainly backed by a low base of FY21. FY22 IIP was higher when compared with the pre-pandemic level of FY20, indicating that while economic recovery was underway. During FY23, the industrial output recorded a growth of 5.2% y-o-y supported by a favorable base and a rebound in economic activities.

During FY24, the industrial output recorded a growth of 5.9% y-o-y supported by growth in manufacturing and power generation sectors. The period April 2024 – June 2024, industrial output grew by 5.2% compared to the 4.7% growth in the corresponding period last year. For the month of June 2024, the IIP growth increased to 4.2% compared to the last year's 4.0%, on account of growth in mining. The manufacturing sector showed a decline in June 2024 from 3.5% in June 2023 to 2.6% in June 2024. Within the growth in manufacturing, the top three positive contributors were Manufacture of basic metals, Manufacture of electrical equipment, and Manufacture of motor vehicles, trailers, and semi-trailers.

So far in the current fiscal, the government's spending on infrastructure has been strong, and there are visible signs of pick up in private investment. Consumer durables production increased due to favorable conditions, while non-durables saw a slight decline. Urban demand is driving consumption, while rural demand is recovering. Good monsoon forecasts are positive, but high unemployment and food inflation pose challenges. Infrastructure/construction output is growing well due to government spending. Private investment and manufacturing capacity utilization are increasing, supporting hopes for private sector growth. Good monsoon could boost rural demand, but food inflation remains a concern. Overall, sustained improvements in consumption and private investment are crucial for industrial performance.

Y-o-Y growth in IIP (in %)



Source: MOSPI

1.2.3. Concluding Remarks

The major headwinds to global economic growth are escalating geopolitical tensions, volatile global commodity prices, high interest rates, inflation woes, volatility in international financial markets, climate change, rising public debt, and new technologies. Despite the global economic growth uncertainties, the Indian economy is relatively better placed in terms of GDP growth compared to other emerging economies. According to IMF's forecast, it is expected to be 7% in CY24 compared to the world GDP growth projection of 3.2%. The bright spots for the economy are continued healthy domestic demand, support from the government towards capital expenditure, moderating inflation, investments in technology and improving business confidence.

Likewise, several high-frequency growth indicators including the purchasing managers index, E-way bills, bank credit, toll collections and GST collections have shown improvement in FY24. Moreover, normalizing the employment situation after the opening up of the economy is expected to improve and provide support to consumption expenditure.

At the same time, public investment is expected to exhibit healthy growth as the government has allocated a strong capital expenditure of about ₹ 11.11 lakh crores for FY25. The private sector's intent to invest is also showing improvement as per the data announced on new project investments and resilience shown by the import of capital goods. Additionally, improvement in rural demand owing to healthy sowing, improving reservoir levels, and progress in south-west monsoon along with government's thrust on capex and other policy support will aid the investment cycle in gaining further traction.

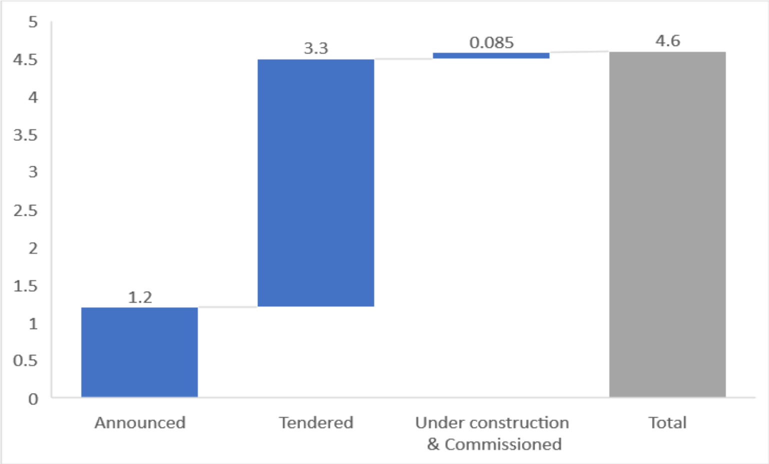
2. Storage Solutions and Power Backup Solutions in India

2.1. Overview of Storage Solutions and Power Backup

The demand for electricity fluctuates throughout the day while the amount of electricity generated is relatively fixed.A major breakthrough in electricity system is developing technology for storage of electricity so it can be available to meet demand whenever it arises. Electricity storage devices can also help balance micro-grids to achieve frequency regulation to maintain the balance between generation and load and can also achieve a more reliable power supply for high tech industrial facilities.

A major driver for early market growth for energy storage generation will be renewable energy integration, replacement of diesel generators on island grids, industrial backup up applications, and use of remote equipment. India has committed to increase its share of non-fossil fuel based generation sources to 50% by 2030 which requires flexibility in power systems. The 'Power for All' target of 24X7 electricity for all had created an increased power requirement and the need to balance the supply and demand of electricity. Hence Energy storage solutions plays a crucial role in increasing the system's overall flexibility. Energy Storage Systems (ESS) is emerging as an essential part of the evolving clean energy in 21st century. Energy storage is going to play an important part in grid integration and management of Renewable Energy as the share of renewable energy in the grid increases.

Chart 2:ESS Capacity under various stages of development in India (GW) by 2030



Source – NITI Aayog, CareEdge Research

Energy storage solutions are a set of methods and technologies that are used to store energy. This stored energy is later drawn upon for a number of operations.
There are various methods to store different forms of energy and hence the various types of storage technologies depend on application, economics, integration within the system and availability of resource. Energy storage technologies vary depending upon on the type of energy used for storage.

Power Backup solutions

There are three types of power backup solutions: Diesel Generator, Uninterruptible Power Supply (UPS) and Inverter.

UPS: A UPS is an electrical system that provides emergency power when the main power fails. When there is supply of power available, it supplies power to the load as well as charges the battery and in case of an outage, the charged batteries immediately supply power to the load. UPS systems can be set up to alert file servers to shut down properly in case of an outage.

Inverters: An inverter is a device that provides power backup by converting DC power from a source (battery) to AC voltage for powering electric equipment and electronics rated at the AC mains voltage. The basic circuit of the inverter include oscillator, control circuit, and drive circuit for power devices, switching devices and transformer.

Inverters are also used to ensure seamless electricity supply to electrical gadgets by using batteries and renewable energy sources like solar and wind.

Solar Inverters is an electrical converter which changes the direct current electricity captured by solar panels into alternating current required for electrical circuits and domestic appliances. Solar high capacity inverters are mainly used for power sector. These inverters are used to store excess solar power that a solar plant produces and supply it to the grid during high demand.

Diesel Generator: A diesel generator is a system that converts the chemical energy in diesel to electrical energy. It is a combination of diesel engine with electric generator and used to generate electricity where there is no connection of power grid or as an emergency power-supply if the grid fails.

While in inverters, the main purpose of the device is to convert DC to AC. The main difference between an UPS and the inverter is the switching time. The switching time of UPS from the main supply to the battery is almost immediate while the inverter takes more time. The main purpose of the UPS is to supply uninterruptable power to devices while for an inverter is to convert DC to AC power.

Previously, for power backups, diesel generators were more commonly used, but due to rising cost and storage challenges of diesel, the shift has happened from diesel generators to power inverters.

The prevalent power outages worldwide and rising demand for power and standby power systems are driving the power backup market. There is a requirement of uninterrupted power source requirement for all residential, industrial, IT/ITeS, BFSI, SME, solar, telecom, hospitals, data centers, communication and retail, education, government, etc. Indian UPS market is growing because of growing installation of high-end electrical equipment and machines and hence commercial sector is expected to have the largest share in the power backup sector. There has also been a change in behavioral pattern of consumers. Earlier in rural areas or small cities/towns, there was tolerance of power cuts by the people but due to the change they are now opting for power backup solutions. There is also growing need for continuous and smooth power supply in various residential uses.

Though the outlook of power backup solutions is positive, there is a need for lookout for new trends in advanced technologies like Internet of Things and smart grids-based systems. This will help UPS and inverters to go beyond traditional usage. For the overall development of the industry, research and development has become one of the major focus areas. Also, cross selling platforms for low-voltages products are expected to bring higher visibility amongst end users.

New technologies like integration of power backup systems along with renewable energy is gaining attention. Power backup solutions manufactures are also investing on creating efficient, highly reliable and robust designs with low cost options.

2.1.1. UPS Market in India

The power back-up systems market is growing due to the problem of power shortage in the country and with the technological advancements. The gap between the demand and supply of power in the country is increasing the demand for uninterrupted power supply by the industrial sectors.

The UPS are used to prevent damage from power loss and common electric occurrences, prevention of loss of data, it prevents connectivity issues. It provides clean, continuous power and is used in various sectors like banking, power, manufacturing, transportation, retail, healthcare, and entertainment, etc.

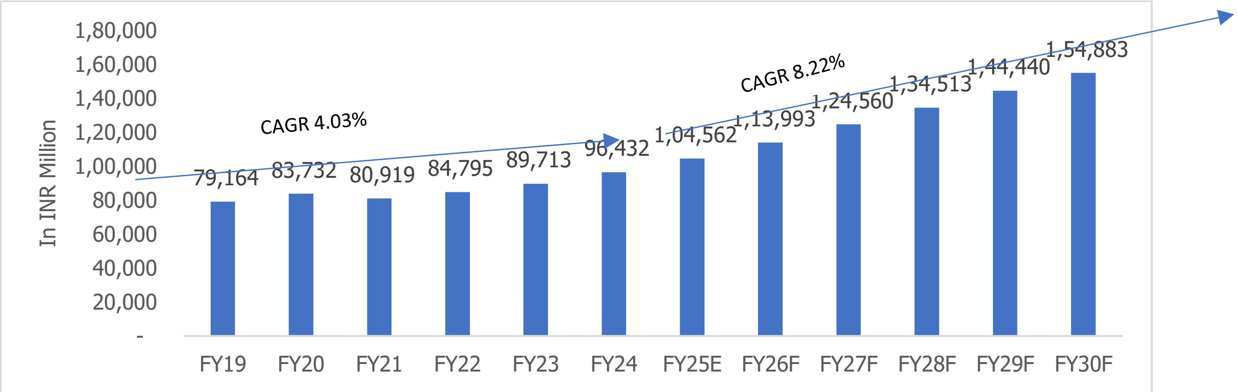
The difference between an inverter device and a UPS is that an inverter is a power backup device while the UPS provides backup as well as power conditioning. Since typically, UPS system provide surge suppressions and voltage regulations, it helps in power conditioning too. The integral part of the UPS is the battery bank since it acts as back-up power source that supports the UPS system. The most common battery system being used in the UPS is the Lead Acid battery system.

The Indian UPS Market has been showcasing an upward trend generating revenues of Rs 96,432 million in FY24 while it was at Rs 89,713 million in FY23. Power outages often affect the commercial and industrial sectors and these industries need power backup solutions. UPS has emerged as a very important appliance since it helps to save important data centers, servers, electronics and medical equipment as they require high amount of uninterruptable power supply.

The market is further expected to grow at a CAGR of 8.22% till FY30. This growth of 8.22% is due to rising dependence on electricity in the country, expanding commercial and industrial segments, and with power outages being a frequent occurrence; especially during peak hours, an uninterrupted power supply has become mandatory.

Further, the government's focus on clean energy and the decentralization of the power grid through off-grid renewable resources, such as wind and solar power, has accelerated the adoption of green UPS systems in India, creating new opportunities in the Indian UPS market. Initiatives like 'Make in India' and the increasing preference for local products under the 'Vocal for Local' campaign positions India to become a global manufacturing hub by 2030. The presence of large industrial clusters, especially in the western and southern regions, has attracted numerous original equipment manufacturers (OEMs), supported by favorable schemes and policy frameworks from both state and central governments.

India UPS market size and outlook



Source – TechSci Research, CareEdge Research
Note – Data is for FY, A – Actual, E – Estiamted, F – Forecasted

2.1.1.1. Overview of the UPS Market

2.1.1.2. Market size by type

The UPS systems are divided into 3 major categories by the type of UPS configuration. They are online double conversion, line-interactive and offline. These systems are defined by how power moves through the unit.

(a) Online UPS

The term online UPS refers to the fact that there is a continuous electricity supply to the device even when the conditions are optimal. The online UPS is a system where in the UPS is always performing rather than just springing into action when there is an emergency. This means that even when there is a power loss or not, there is a constant flow of stable power. The online UPS consists of a combination of double conversion power circuit and an inverter.

In a double conversion online UPS, AC power is stable and clean upon generation but during the transmission and distribution, it is subject to various irregularities like voltage sags, spikes and complete failure. Hence the online UPS takes the incoming AC current, converts it into DC using a rectifier and feeds it to the battery and connected load via the inverter. This type of UPS protects the critical load from all power disturbances and hence is used for protecting large data centers, critical machinery, medical equipment, etc. by always providing highest level of power quality to the load.

(b) Line-interactive

The Line-interactive UPS system provides both power conditioning and battery backup. This system is generally used in areas where outrages are rare, but power fluctuation is common. In the line-interactive system, the inverter is a part of the output and is always on. The inverter operates in reverse to charge the battery while AC input is normal and switch to battery power when input fails which provides filtering and voltage regulations.

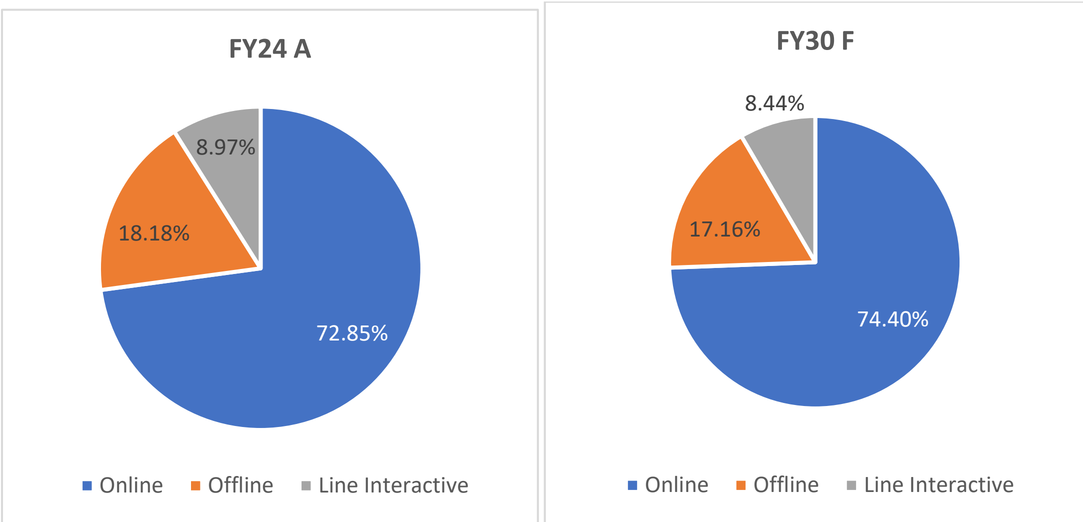
Advantages of a line interactive UPS is high efficiency, small size, low cost and high reliability, and voltage conditioning.

(c) Offline

Offline UPS is also called as standby or battery backup. When there is a continuous energy flow from the socket, the UPS system will be bypassed but if the UPS identifies an abnormality the offline power supply switches to the internal battery backup. The offline UPS consists of AC/DC & DC/AC inverter with a battery, switch, low pass filter and a surge suppressor.

The offline UPS is not as high-grade as the online UPS, but they are functional and cost-effective option for domestic purpose. It's main advantages are that it is small in size, low cost and high efficiency.

Indian UPS Market share by type for FY24 and FY30



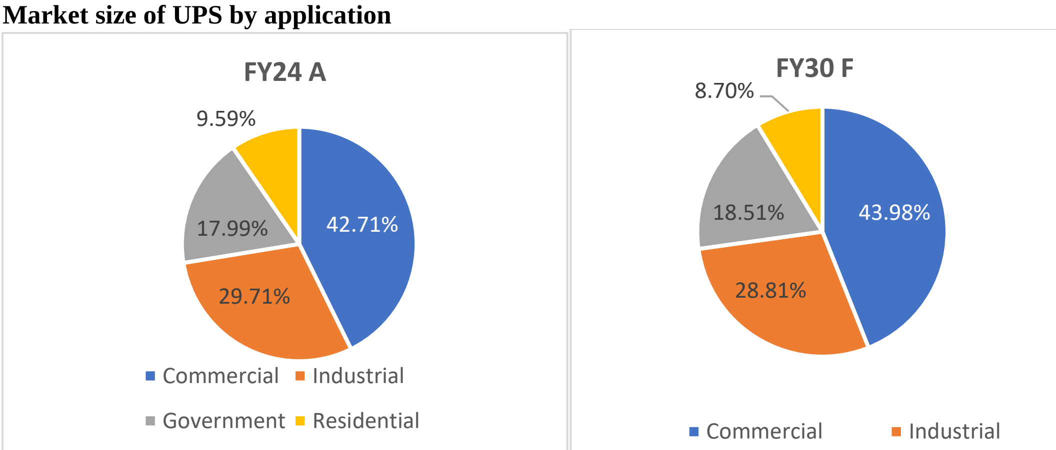
Source – TechSci Research, CareEdge Research

Online UPS systems has the largest market share owing to high performance output and protection from input voltage spikes and distortions. Offline UPS is widely used as a power backup for computers in various IT industries. Online UPS system forms the majority part of the UPS market with 72.85% share in FY24. Even in future years, the trend is expected to continue with Online UPS sytem leading with 74.40% market share followed by offline UPS market system. The market share of line is declining with 8.97% in FY24 and 8.44% in FY30.

2.1.1.3. Market size by application

Based on application, the commercial sector owns the biggest share in the Indian UPS Market owing to the vast demand and applications of UPS. New trends in industrial applications is transforming industrial processes by incorporating new technologies into production processes, and hence creating new demand for IT systems and UPS. The trend on application has been constant in previous years and is expected to remain same. Also, government initiatives like Digital India are creating new opportunities which are providing ample scope for the UPS market to grow.

Market size of UPS by application



Source – TechSci Research, CareEdge Research

2.1.2. Overview of the Battery Market including Lithium cells in India

A battery is device with one or more electrochemical cells and majorly works on the principle of electromotive force. Based on battery type, their market is divided into lithium-ion batteries, lead-acid batteries, nickel batteries, flow batteries and others. Even though lead-acid batteries are the most common type of battery, lithium-ion batteries is gaining popularity due to various applications in end user industries such as renewable, telecommunication, and power generation industries. It also has the benefit of being rechargeable battery and hence is used for portable electronics and electric vehicles. The Li-ion battery market is majorly dominated by the electric vehicle sector which consumes 60% of the Li-ion batteries.

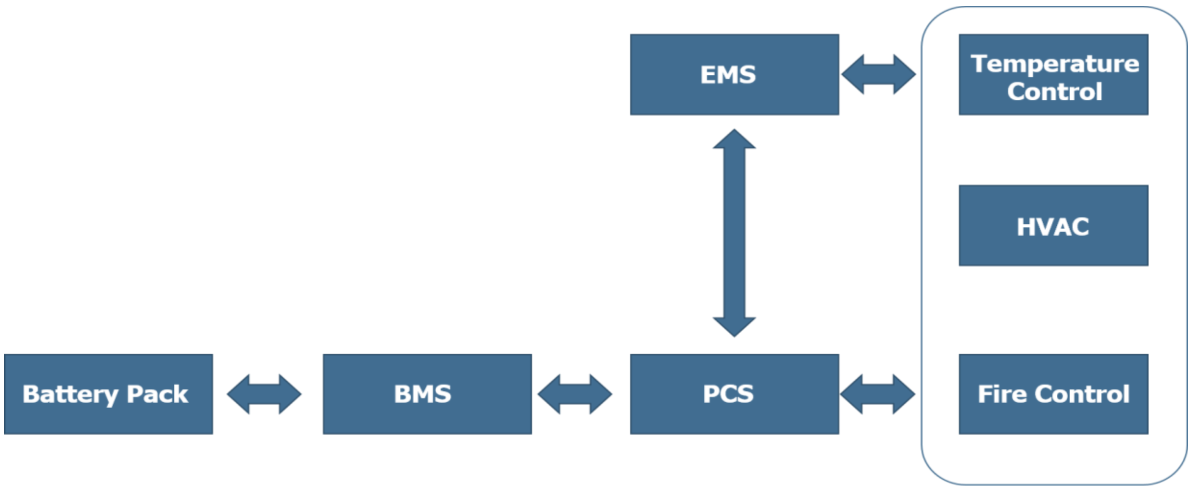
Battery Energy Storage Systems

Energy storage systems collects energy from different sources including solar arrays and electric grid, accumulates and stores this energy in rechargeable batteries for later use. A battery energy storage system (BESS) is a compound system that contains various hardware and software components. The main components of the battery energy storage system (BESS) are as follows:

- **Battery system**- A battery system contains individual batteries that are arranged in modules and that in turn is in the form of battery packs. These batteries convert chemical energy into electrical energy.
- **Battery Management System (BMS)** - The battery management system ensures the safety of the battery system. Monitoring the condition of battery cells, measuring the state-of-charge (SOC) and state-of-health (SOH), protecting the batteries from fires and hazards are the functions of the battery management system.
- **Power Conversion System (PCS)** - The power conversion system (PCS) converts the direct current by batteries into alternating current supplied to the facilities. The bi-directional inverters are present in the battery energy storage systems to allow the charging and discharging.
- **Energy Management System (EMS)** - The energy management system is responsible for the monitoring and control of the energy flow within a battery storage system. The coordination between the work of BMS, PCS and other components of a BESS is done by the energy management system by collecting and analysing energy data.

There are other components of the BESS like safety systems such as fire control system, smoke detector, temperature control system, cooling, heating, ventilation and air-cooling systems depending on the functionality and operating conditions. These safety systems have their own monitoring and control units for the purpose of safe operations of the BESS.

Battery Energy Storage Systems Architecture



BESS collects energy from an electricity grid or renewable energy and stores it using battery storage technology. Batteries then discharge and release the energy when necessary in variety of other applications. BESS require robust software solutions along with electronics. BESSs can accommodate various kinds of batteries ranging from lithium-ion, lead-acid, nickel-cadmium and others. Each type of batteries has certain technical specifications that BESS uses and hence the efficiency of battery energy storage varies depending upon the battery type.

BESSs vary depending on the electrochemistry or battery technology. The main type of BESS battery types are as below:

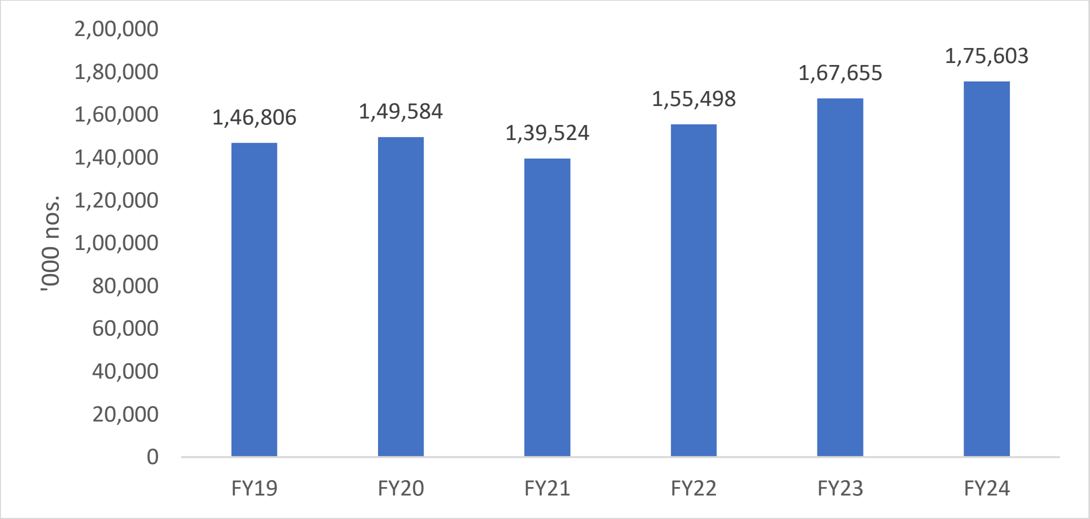
- Lithium-Ion (Li-Ion) Batteries
- Lead-Acid (PbA) Batteries
- Nickel-Cadmium (Ni-Cd) Batteries
- Sodium-Sulfur (Na-S) Batteries
- Flow Batteries

Lead Acid Batteries/Advanced Lead Acid: These batteries have been in commercial use in different applications and are most widely used battery technology worldwide. Advanced Lead Acid batteries are the high-performance variation of lead acid batteries. The growth is anticipated in the sector due to booming demand for automobiles, in addition to increasing focus of the government towards penetration of electric vehicles. Also, development of smart grids, technological developments, increase in the budget allocation and shifting government focus from conventional to renewable sources is expected to accelerate the growth in lead acid battery market in the country.

Lead acid batteries are used in various devices battery powered UPS, inverters backed by lead acid batteries widely used in homes, offices, banks, shops, schools, etc. along with in renewable energy sector where it is used for power storage.

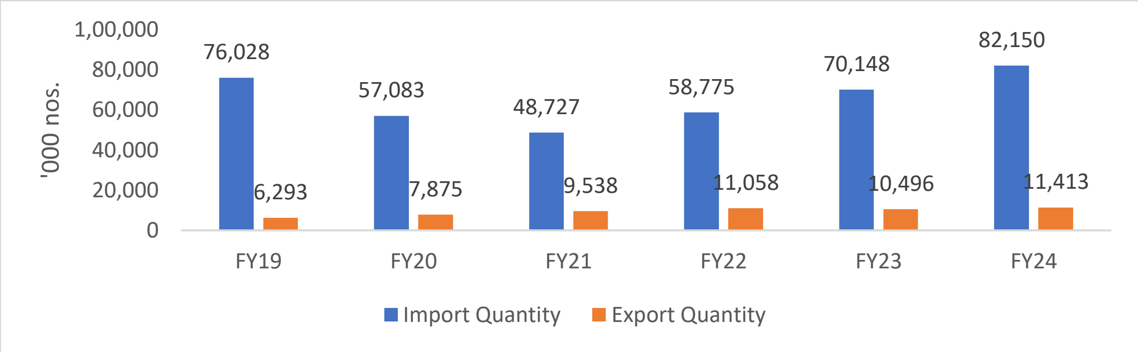
India also has sufficient lead deposits including primary and secondary (recycled). India produces 0.8-1 million tonnes of lead out of used batteries, while primary lead production is around 0.25 million tonnes. Out of the total domestic lead production, 75-80% goes for manufacturing of batteries.

Production of lead acid battery



Source – CMIE, CareEdge Research

Import and Export of Lead acid battery



Source – CMIE, CareEdge Research

Lithium Ion Batteries (LiB):

Lithium-ion batteries are systems for storing electrochemical energy using lithium ions as the charge carrier between electrodes. Several factors, such as cost, energy density, cycle life, and required charging rate, influence the choice of chemistry for a specific application. Among the numerous energy storage technologies existing, lithium-ion batteries are anticipated to lead the market during the upcoming decade.

The Indian Lithium – Ion battery market in India was recorded at Rs 5,58,078 million in FY24 and grew at a CAGR of 7.66% between FY19 and FY24. Further, going ahead the market is expected to grow at a 19.67% till FY30. It is forecasted to reach Rs 16,39,090 million by FY30. The Indian Lithium-Ion Battery Market is growing rapidly, driven by the surging demand for energy storage solutions in various sectors, including automotive, consumer electronics, and renewable energy.

Depending on the internal chemistry, there are many variations of the Lithium Ion batteries namely: Lithium Cobalt Oxide (LCO), Lithium Manganese Oxide (LMO), Lithium Titanate Oxide (LTO), Lithium Iron Phosphate (LFP), Lithium Nickel Manganese Cobalt Oxide (NMC), and Lithium Nickel Cobalt Aluminium Oxide (NCA). These batteries are particularly suitable for portable applications (EVs, electronic devices, etc.) as these are lightweight and have high energy density. The increased demand for lithium batteries is due to their application in electric vehicles.

The demand for lithium-ion batteries is driven by portable applications like consumer electronics, stationary energy storage systems and electric vehicles. The majority i.e. 80% of the demand being from EVs while 20% is from non-automotive application (energy storage). This is due to the higher charging efficiency, longer service life, lighter in weight, and low maintenance cost compared to lead acid batteries. Hence the demand potential from EV sector has been realized.

Though there is demand potential, the lithium-ion battery sector has been dormant due to unavailability of raw material like lithium, cobalt, nickel, research and development is adequate and the large-scale investment requirement is limited. The lithium ion battery market size is expected to reach around 90 GW in 2030, with EVs accounting for majority of the demand. The end user segments of Lithium-ion are as follows:

- *Automotive*
  The lithium ion battery is an integral part of the EV ecosystem. There are various favorable policies by central government like Faster Adoption and Manufacturing of Hybrid & EV (FAME) scheme Phase-II which offers incentives to EV buyers in order to boost EV adoption.

- *Non-Automotive*
  The demand for renewable energy sources namely solar and wind are growing and hence there will be an increasing need to store excess energy to improve the flexibility. Lithium ion batteries are preferred due to higher charge rates and higher life cycle. Telecom operators and data centers are also shifting to lithium ion batteries and the demand is likely to increase in future.

The non-automotive market for lithium ion batteries is dominated by telecom sector. Some of the other major application segments are:

- Telecom Towers
- UPS
- Grid-scale Renewable Energy Integration
- Rooftop Solar
- Consumer Electronics
- Material Handling Equipment
- Power Tools

India's Annual Lithium-ion battery demand by 2025 and 2030

Segment	Sub - Segment	2025 Market size (GWh)	2030 Market size (GWh)
Mobility	2 - Wheeler	10 - 12	40 - 45
	3 - Wheeler	1.2 - 1.7	5 - 6
	4 - Wheeler	4 - 5	40 - 45
	LCV + HCV	0.9 - 1.2	3 - 4
	Buses	1 - 1.5	4 - 5
	Tractors	1 - 1.5	6 - 7
	Mobility total	**20 - 30**	**100 -110**
Stationary		**20 - 25**	**50 - 60**
Total		**40 - 50**	**150 - 160**

Source: Exide Industries, CareEdge Research

The table shows the annual targets for storing the renewable energy between 2022-23 to 2029-30.

Budget Focus on Green Growth for Sustainable Development

- Focus on Green Growth, emphasis on Hydrogen energy and battery storage.
- Under the "Panchamrit" goal set up by COP26 forum, Battery Energy Storage Systems (BESS) with a capacity of 4000 Mwh will be supported by viability gap fund. Further, a detailed framework for pumped storage projects will be formulated. This proposal is expected to incentivise the setting up of utility-scale storage projects as the VGF shall improve its cost competitiveness.

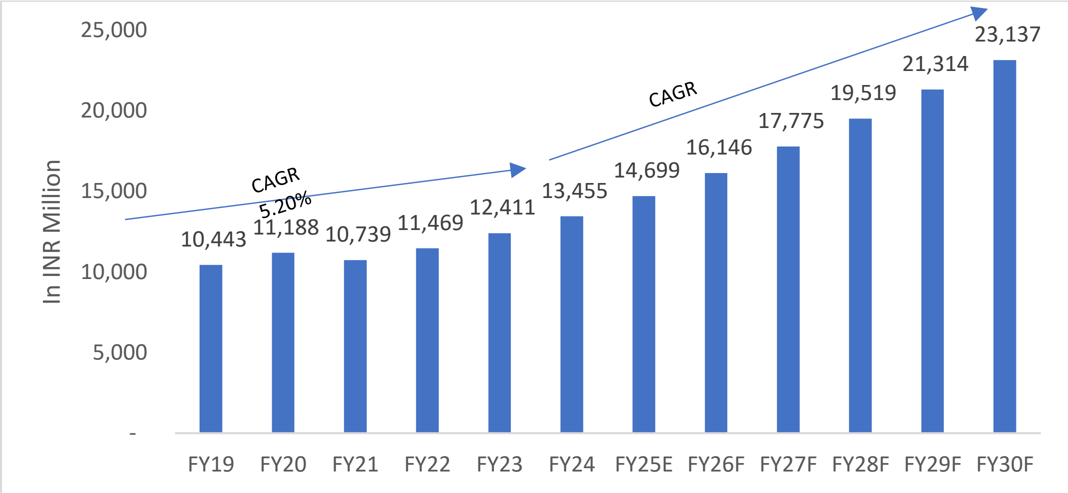
2.1.3. Overview of Servo Stabilizer Market in India

A servo stabilizer is a servo motor-controlled stabilization system that performs the function of providing optimum voltage supply by capturing voltage fluctuations from input and regulates current to the output. There are two types of stabilizers; one is relay and other is servo based. In relay stabilizer, the switch corrects the output voltage accuracy at +/-10% while in servo stabilizer, it provides +/-1% voltage output where input voltage alters up to +/-50%. The major difference between the two is that servo is a stepless correction technologically superior to the traditional relay transformers.

There are a lot of advantages of servo stabilizers, like precision of high voltage correction with output correction of +/-1% voltage, modify the variable voltage on desired levels, inbuilt pass system, strong loading power up to and above 5,000 KVA, tension is based on less correction phase and great stability for complex machines like X-Ray, CT Scan radiation, etc. Also, superior properties including stabilizing large and small fluctuations in the current and thereby avoiding uncertain casualties improves overall machinery life. There is necessity for servo stabilizers to avoid high replacement cost of equipment in several end-user industries.

The servo stabilizers market is driven by the growing demand for cost effective voltage stabilization solutions in numerous industries. Growing trends in urbanization, development in technology and heavy engineering sector is likely to fuel growth of servo stabilizers in near future. Rising demand for servo stabilizers in the commercial sector is another driving force which is expected to boost the market.

Servo stabilizer market in India



Source – TechSci Research, CareEdge Research

The Indian Servo Stabilizer market has reached Rs 13,455 million in FY24 and is expected to reach Rs 23,137 million in FY30 growing at CAGR 9.46%. The market is primarily driven by growing demand from end user industries. Moreover, increasing research and development spending for development in new products and equipment will propel product demand in the future.

2.1.4. Solar EPC Market in India

2.1.4.1. Overview of Solar EPC market

In the solar industry, Engineering, Procurement, and Construction is referred to as EPC. Solar EPC (Engineering, Procurement, and Construction) offers a comprehensive method for creating and implementing solar power projects.

The Solar EPC providers offer comprehensive solar energy services, which include system design, system purchase information, and system installation. The provider ensures a smooth and effective process from project inception to operational status by taking complete responsibility for the design, procurement, and construction of a solar power system.

Engineering: The solar power system's intricate design and planning are done during the engineering phase. This comprises:

- *Site assessment:* Analyzing the site to determine its suitability for sunlight, shade, and space limitations.
- *System design:* It is the process of developing technical standards for the mounting systems, inverters, solar panels, and other parts. Engineering calculations are also required in order to maximize system performance and guarantee adherence to regional norms and laws.
- *License:* Obtaining the required permissions and making sure the design complies with all legal and safety criteria require navigating the regulatory environment.

Procurement: Purchasing the tools and supplies required for the project is referred to as procurement. This comprises:

- *Sourcing:* Choosing and acquiring premium solar panels, inverters, batteries and additional parts is known as equipment sourcing.
- *Management:* Vendor management is the process of working with suppliers and manufacturers to guarantee prompt delivery and high standards of quality.

- *Logistics:* Organizing the delivery and transportation of supplies to the installation location.

Construction:The design is implemented throughout the building phase. It includes:

- *Installation:* Putting the solar panels, inverters, mounting mechanisms, wiring, and other infrastructure pieces together and getting them in place.
- *Testing:* Verifying the system's safe and effective operation through testing. System inspections and performance tests are included in this.
- *Integration:* Assuring that the solar power system satisfies all operating requirements and, if required, connecting it to the local grid.

The Solar EPC market was recorded at Rs 135,464 million in FY24 and has grown at a CAGR of 4.97% between FY19 and FY24. It is further expected to reach Rs 2,22,112 million by FY30.

The Solar EPC market is poised for significant growth due to the country's strategic focus on increasing renewable energy capacity and achieving solar energy targets. The government's commitment to the sector is highlighted by the National Solar Mission, which aims to achieve 100 GW of installed solar power capacity by 2030. The policy framework, along with other state-specific incentives, has established a favorable environment for solar energy investments and growth in the Solar EPC Market.

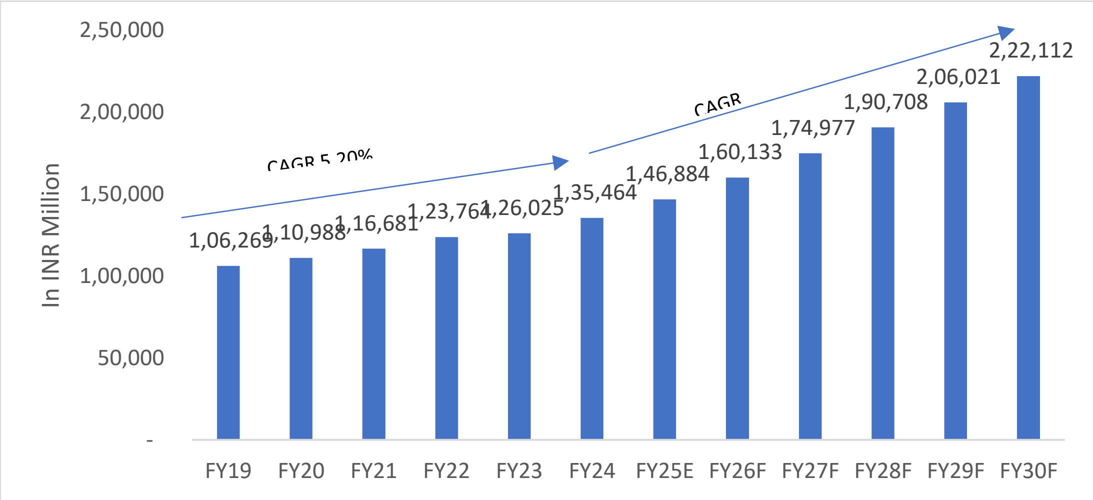
The Indian Solar EPC Market is currently experiencing strong activity due to the rise in large-scale solar installations and rooftop solar projects. Solar power has become more economically feasible as a result of the decreasing cost of solar photovoltaic (PV) technology and advancements in solar cell efficiency and manufacturing processes. The improved attractiveness of solar projects for investors and developers is a direct result of the continuous decline in the cost of solar modules. Additionally, the overall efficiency and reliability of solar power systems are being enhanced by the integration of energy storage solutions and smart grid technologies.

Furthermore, there is a growing market for rooftop solar installations, driven by lower installation expenses and favorable policies like net metering and accelerated depreciation. Opting for rooftop solar EPC services presents an opportunity to tap into the expansion within the residential, commercial, and industrial sectors. Additionally, the rise in urbanization and energy requirements in urban areas enhances the prospects for rooftop solar solutions.

The need for clean energy solutions is also being driven by rising environmental consciousness and the need to cut carbon emissions. India's renewable energy strategy places a strong emphasis on solar power, which is becoming more and more popular in the commercial, industrial, and residential sectors. This is driving up market growth.

Large-scale solar farms are also a key area of growth, supported by supportive policy frameworks and government incentives. High-insolation project locations offer economies of scale, steady income streams, and long-term power purchase agreements (PPAs) that draw significant investment.

Solar EPC market in India



Source – TechSci Research, CareEdge Research

2.1.4.2. Total Investment in Solar power over FY24 - FY27 & EPC Opportunity

In the field of renewable energy, especially solar power, India has become a global leader. The nation is poised to revolutionize its energy environment with significant investments, strong governmental backing, and ambitious goals. Driven by government initiatives, private sector participation, and technology improvements, India has a substantial investment in solar power and has major prospects for Engineering, Procurement, and Construction (EPC) businesses.

Government initiatives and investments:

- As part of its National Solar Mission, the Indian government has set a goal to reach 100 GW of solar capacity by 2030. Many programs and policies have been put in place to promote this goal, resulting in significant spending. Large sums of money have been set aside by the government to create solar parks, subsidize rooftop solar arrays, and promote solar manufacturing.

- The Kisan Urja Suraksha evam Utthaan Mahabhiyan (KUSUM) program is a prominent initiative that endeavors to establish solar power plants and solar pumps that are connected to the grid in rural regions. Billions of dollars have been invested in this program alone, which encourages decentralized solar power generation and eases the load on the national grid.

EPC Opportunities in Solar Power

- For EPC businesses, rooftop solar systems represent yet another profitable market. The need for EPC services in the commercial, industrial, and residential sectors is rising as a result of government subsidies and incentives supporting rooftop solar installations. Companies offering complete end-to-end EPC solutions for rooftop installations, such as Azure Power and Tata Power Solar, are at the forefront of the industry. These services address a variety of client demands and aid in the decentralized production of solar energy. They include site evaluation, system design, installation, and maintenance.
- The Indian solar power sector is also gaining from green financing and innovative financial tools. Green bonds, sustainability-linked loans, and specialized renewable energy funds are streamlining the flow of capital into solar initiatives. EPC companies can utilize these financial mechanisms to aid in project development and implementation, ensuring funding is available for extensive and intricate projects.

2.1.4.3. Solar EPC – Invertor overview

In solar, Engineering, Procurement and Construction (EPC), inverters are essential to convert the direct current (DC) generated by solar panels to alternating current (AC) for use in homes, businesses and grid. This change is essential to integrate solar energy into existing power systems and ensure that the system works efficiently.

Several important factors fuel the inverter market in the solar sector. The surge in solar energy adoption, as a feasible substitute for conventional fossil fuels, is a significant motivator. With increasing global energy needs and growing worries about climate change, solar power is becoming a more appealing and environmentally friendly energy option. The increasing popularity of solar energy drives the need for advanced inverter technologies to improve the effectiveness and dependability of solar power systems.

Additionally, technological advances are having a major impact on the invertor industry. Innovations like better semiconductor materials, improved control algorithms, and the incorporation of AI are leading to increased efficiency and improved performance in inverters. Moreover, the evolution of intelligent inverters, which offer functionalities such as remote monitoring and grid management capabilities, is transforming the industry. These intelligent inverters improve energy conversion efficiency and also enhance grid integration, allowing for advanced energy management techniques.

Another important driver of the invertor market is the reduction of costs. As the solar sector develops, the prices of solar energy systems, including invertors, have dropped because of increased production and improvements in technology. The decrease in expenses allows a wider variety of consumers and uses to afford and benefit from solar energy, ultimately broadening the demand for inverters.

Moreover, present market tendencies show a movement towards advanced inverter technologies. Hybrid inverters, which integrate solar inverters with battery storage functions, are becoming increasingly popular for their all-encompassing approach to energy storage and control. The rise of this trend is fueled by the growing demand for energy reliability and the push for increased energy self-sufficiency. Moreover, the increasing popularity of energy storage solutions for both homes and businesses is driving the need for inverters that can easily work with these systems.

On grid invertors:

On-grid inverters are vital elements in Solar, Engineering, Procurement, and Construction (EPC) projects as they are essential for connecting solar power systems to the public electrical grid. These devices transform the DC electricity generated by solar panels into AC electricity that matches the grid's voltage and frequency. This transformation permits the solar power produced to be utilized by the grid directly, adding to the total power provision and allowing households and companies to enjoy solar energy while still being connected to grid electricity.

Several important factors impact the on-grid inverter market. The growing worldwide use of solar energy is driven by its environmental and economic advantages. As the world transitions to renewable energy sources to address climate change and decrease dependence on fossil fuels, the need for solar power systems and on-grid inverters is increasing. Various government incentives, subsidies, and regulatory frameworks are in place to encourage the adoption of solar energy, thus contributing to this trend.

Technological progress also plays a crucial role in the on-grid inverter market. Advancements like more efficient conversion technologies, upgraded grid management capabilities, and advanced monitoring and control systems are improving the effectiveness and operation of on-grid inverters. These advancements enhance both the effectiveness of converting energy and make it easier to connect to the grid, giving utilities and consumers more power and options for managing their energy usage.

Regulatory policies and market incentives have a significant influence on the on-grid inverter market. Governments worldwide are enacting different policies to help incorporate renewable energy sources into the grid, such as net metering, feed-in tariffs, and renewable energy standards. These rules promote the use of solar power systems and also set particular guidelines for inverter performance and safety standards. Adherence to these rules is crucial for the effective installation and functioning of on-grid inverters.

Current market patterns show a move towards advanced and integrated inverter technologies. For example, the growing use of smart inverters is changing the way solar energy systems engage with the grid. Smart inverters come with advanced features for communication and control, allowing them to offer real-time information, aid in grid stability, and take part in demand response initiatives. This trend shows the increasing significance of grid support and energy management features in on-grid inverter design.

Hybrid invertors:

Hybrid inverters are a major innovation in solar energy technology, as they not only convert DC from solar panels to AC but also can control energy storage systems. These inverters allow users to use solar energy immediately and save extra energy in batteries for future use, offering a flexible solution for managing energy and improving system effectiveness.

The growth of the hybrid inverter industry is mainly fueled by the rising demand for energy reliability and independence. With energy security becoming increasingly important and power outages becoming more common and severe, both residential and commercial clients are looking for reliable backup power options. Hybrid inverters fulfill this requirement by enabling users to save surplus solar energy, guaranteeing a steady power source even in times of no solar generation.

The advancement of technology is driving the expansion of hybrid inverters. Contemporary hybrid inverters come equipped with advanced functions like built-in battery management systems, which enhance the efficiency and durability of energy storage solutions. These developments also involve enhancements in energy efficiency and incorporation of renewable energy sources, which boost the overall effectiveness of solar systems and increase the appeal of hybrid inverters for various uses.

The rising popularity of hybrid inverters is also greatly influenced by economic factors. Advancements in technology and competition in the market have led to reduced prices for solar panels and batteries, resulting in hybrid systems becoming more cost-effective. As the price of installing hybrid solar energy systems goes down, the profitability increases, allowing these systems to be more widely used by a larger variety of people, ranging from individuals to big businesses.

Government policies and financial incentives provide additional support to boost the hybrid inverter market. Numerous regions provide financial support, refunds, and tax breaks for renewable energy installations and energy storage solutions. These financial methods decrease the upfront expense for customers, rendering hybrid inverters a more viable and appealing choice. Moreover, rules that support energy storage and grid reliability foster a conducive setting for the advancement of hybrid inverter technologies.

Current trends in the hybrid inverter industry highlight the incorporation of intelligent technologies and sophisticated energy control. Hybrid inverters are becoming more and more equipped to connect with smart home systems and grid management platforms. This enables users to better track and manage their energy consumption, take part in demand response initiatives, and support grid stability, aligning with the overall shift towards interconnected and intelligent energy networks.

2.1.5. Lithium – Ion Battery market in India

2.1.5.1. Overview of the market

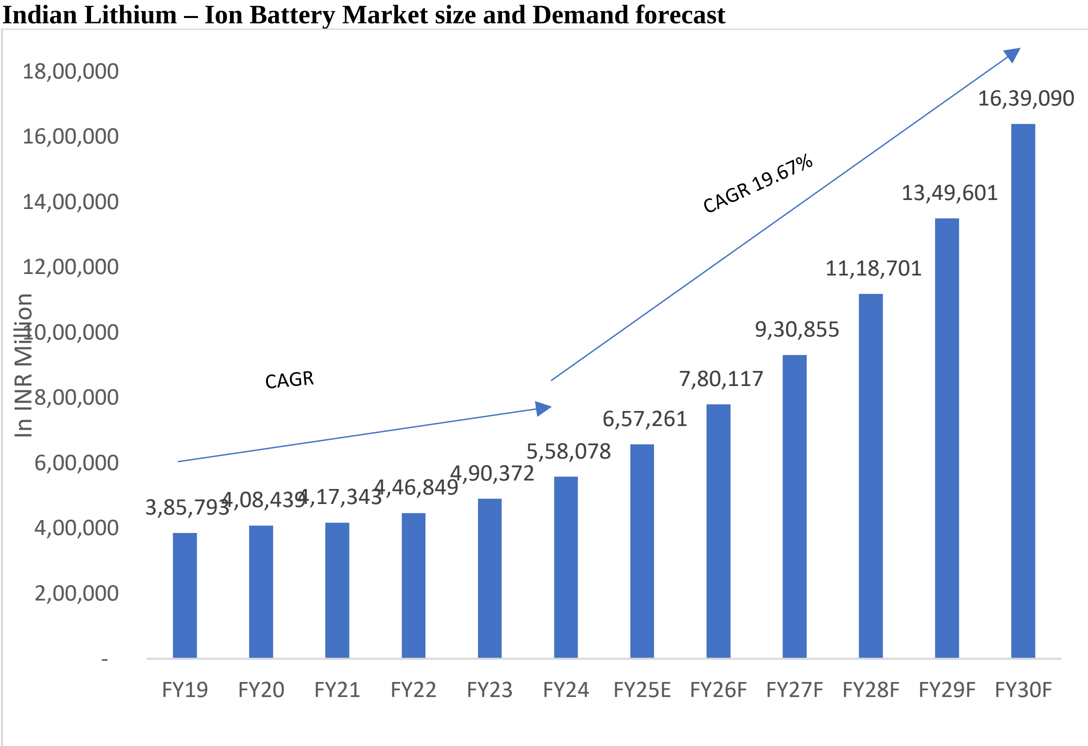
An individual battery is made of an anode, cathode, separator, electrolyte and two current collectors (positive and negative). The anode and cathode store the lithium. The electrolyte transports positively charged lithium ions from the anode to the cathode and vice versa through the separator. This movement of the lithium ions creates free electrons in the anode that creates a charge at the positive current collector. The electrical current then flows from the current collector through a device being powered (cell phone, computer, etc.) to the negative current collector. The separator blocks the flow of electrons inside the battery.

Lithium-ion batteries are systems for storing electrochemical energy using lithium ions as the charge carrier between electrodes. Several factors, such as cost, energy density, cycle life, and required charging rate, influence the choice of chemistry for a specific application. Among the numerous energy storage technologies existing, lithium-ion batteries are anticipated to lead the market during the upcoming decade.

2.1.5.2. Indian Lithium – Ion Battery Market size and Demand forecast

The Indian Lithium – Ion battery market in India was recorded at Rs 5,58,078 million in FY24 and grew at a CAGR of 7.66% between FY19 and FY24. Further, going ahead the market is expected to grow at a 19.67% till FY30. It is forecasted to reach Rs 16,39,090 million by FY30. The Indian Lithium-Ion Battery Market is growing rapidly, driven by the surging demand for energy storage solutions in various sectors, including automotive, consumer electronics, and renewable energy.

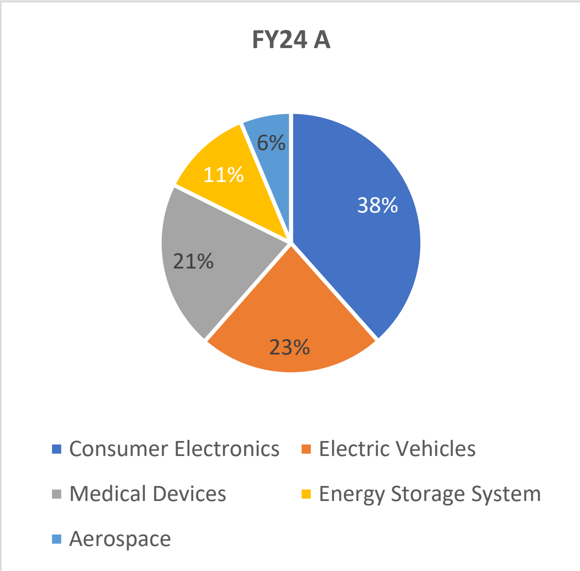
Indian Lithium – Ion Battery Market size and Demand forecast

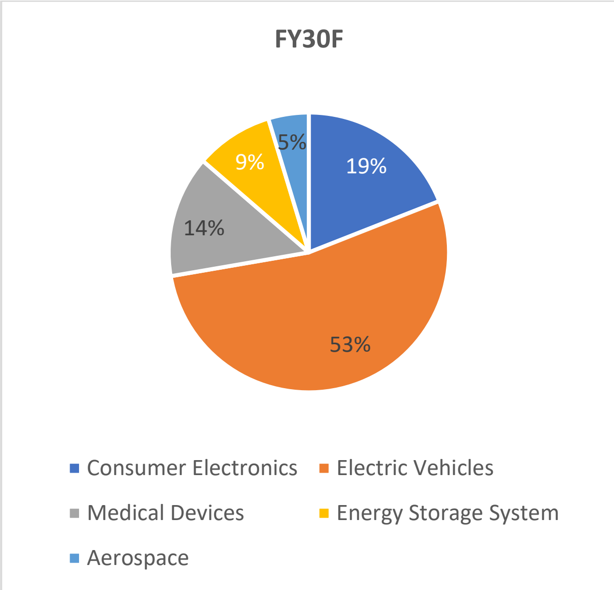


Source – TechSci Research, CareEdge Research

The rising popularity of electric vehicles (EVs) is a major driver of market expansion, backed by government programs like the FAME scheme that promote the use of EVs and build infrastructure. Furthermore, the increasing presence of smartphones, laptops, and other portable devices in the consumer electronics industry is also driving the demand for these batteries. Therefore, the India Lithium-Ion Battery Market is anticipated to increase in the forecast period because of the factors mentioned above.

2.1.5.3. Indian Lithium – Ion Battery market size by application





Source – TechSci Research, CareEdge Research

2.1.6. Solar Hybrid Inverter Market

A solar inverter is a device that converts the direct current (DC) electricity generated by solar panels into alternating current (AC), which can be used to power appliances and equipment in homes, businesses, or fed into the electrical grid. They also help optimize the power output from solar panels and ensure safety by shutting down during grid failures. There are several types of solar inverters like, String Inverters, Microinverters, Power Optimizers, Central Inverters, Grid-Tied Inverters, Off-Grid Inverters and Hybrid Inverters.

A Solar Hybrid Inverter is a critical component in renewable energy systems, particularly in solar power setups. It combines the functionality of a traditional solar inverter with additional capabilities to manage multiple power sources, such as solar panels, batteries, and the grid. Solar hybrid inverters are popular in both residential and commercial setups due to their ability to integrate renewable energy with reliable grid power, offering flexibility and cost savings.

A solar hybrid inverter converts the direct current (DC) electricity generated by solar panels into alternating current (AC), which is the type of electricity used in homes. What makes it different from a regular solar inverter is that it can also manage energy storage. When the solar panels generate more electricity than needed, a hybrid inverter stores the excess energy in batteries. This stored power can then be used later, for instance, at night or during cloudy days when solar panels aren't producing much electricity.

A solar hybrid inverter helps to make the most of the solar energy system, offering cost savings, reliable power backup, and environmental benefits, all while simplifying energy management. It's an investment that pays off both in the short term and the long run.

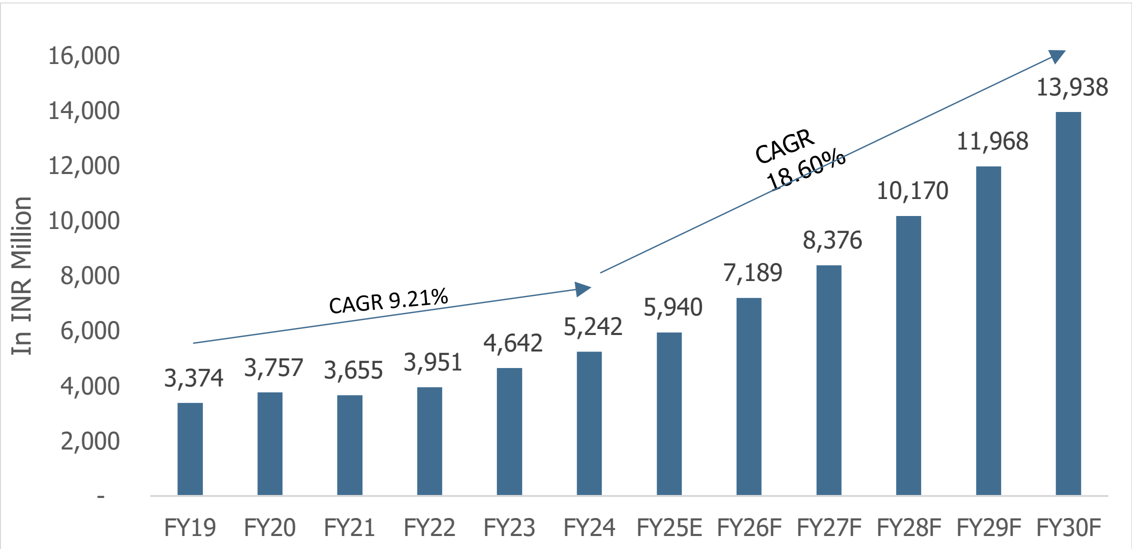
2.1.6.1. Benefits of Solar Hybrid Inverter:

1. **Efficient Power Management**: Efficient power management is a key advantage of a solar hybrid inverter. It balances power generated from solar panels, stored in batteries, and drawn from the electrical grid. During periods of high solar energy production, any excess energy is stored in the battery for future use, ensuring that no power is wasted. This stored energy can be used during low solar generation periods, such as at night or during cloudy days, minimizing dependence on grid electricity. By prioritizing solar energy and stored battery power, the hybrid inverter reduces energy costs, as it allows consumers to use cheaper solar power instead of more expensive grid electricity. This smart management system leads to substantial savings on electricity bills while enhancing energy efficiency.

2. **Power Backup**: Solar hybrid inverters are designed to provide reliable power backup during electricity outages, ensuring that essential appliances and devices continue running without disruption. In areas prone to frequent power cuts, this feature becomes highly valuable, offering a sense of energy security. The inverter intelligently switches to stored energy in the battery when the grid goes down, keeping vital systems like lights, fans, refrigerators, and even medical equipment operational. This eliminates the need for traditional backup sources like generators, which can be noisy, expensive, and less environmentally friendly. Additionally, the ability to store excess solar energy for use during outages means you are less reliant on the grid, making hybrid inverters ideal for households and businesses in power-unstable regions.

3. **Environment Friendly**: Solar hybrid inverters are environment friendly because they maximize the use of clean, renewable energy from solar panels while minimizing reliance on non-renewable energy sources such as coal, gas, and oil. By efficiently converting solar energy and storing excess power in batteries for later use, they help reduce the demand for electricity from fossil-fuel-based power plants. This reduces greenhouse gas emissions, which are a major contributor to global warming and climate change. Moreover, solar hybrid inverters promote sustainable energy consumption by enabling users to rely on solar power even when the sun isn't shining, leading to a more consistent use of renewable energy throughout the day. This eco-friendly approach supports global efforts to reduce carbon footprints and promote a greener, cleaner environment.

Solar Hybrid Inverter market in India



Source: TechSci Research, CareEdge Research

The Indian Solar Hybrid Inverter market in India was recorded at Rs 5,242 million in FY24 and grew at a CAGR of 9.21% between FY19 and FY24. Further, going ahead the market is expected to grow at a

18.60% till FY30. It is forecasted to reach Rs 13,938 million by FY30. This growth is expected to be driven by the rising demand for renewable energy as India transits from fossil fuels to more sustainable energy sources to combat climate change and improve energy security. Solar hybrid systems, which combine solar power with other energy sources, provide reliable and efficient energy solutions for both urban and rural areas. Technological advancements have also played a key role, with enhanced efficiency and lower costs making these inverters more accessible and attractive, while improving their integration with various power sources.

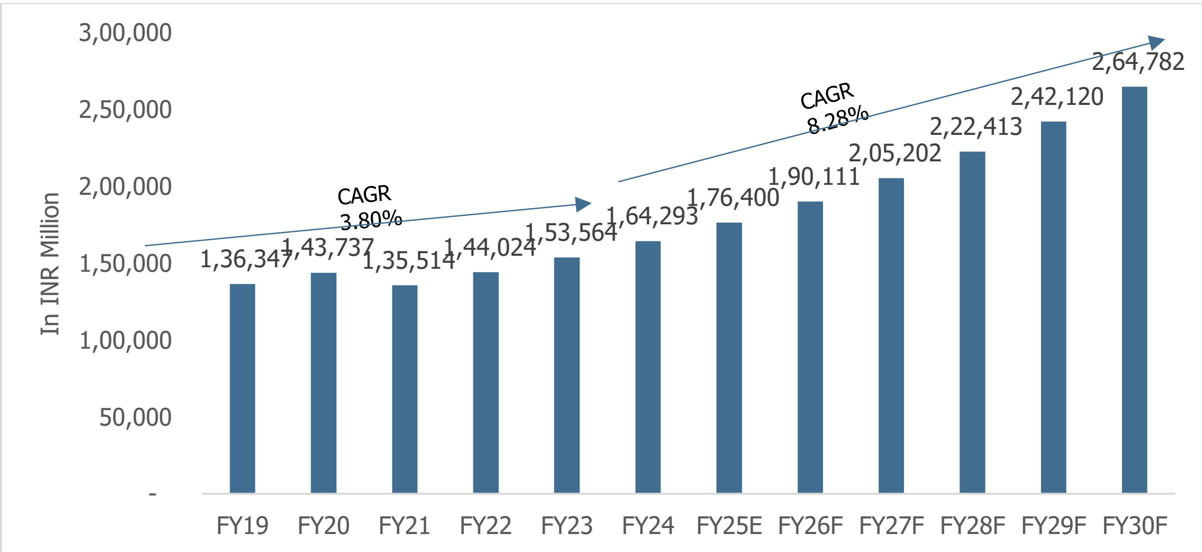
2.1.7. India Lift Inverter Market

The surge in high-rise buildings in India is indeed driving the lift market's growth. Lift inverters play a crucial role in ensuring the safety and efficiency of these systems. They provide smoother operation, energy efficiency, and better control over lift speed and stopping, significantly enhancing passenger comfort and safety. Compared to diesel-run lifts, inverter-driven lifts are quieter, more environment friendly, and typically have lower operational costs. As urbanization continues, the demand for advanced lift systems, including inverter technology, is expected to rise, making them essential for modern infrastructure.

The India Lift Inverter Market is a niche yet growing segment within the broader power backup and elevator systems market. The increasing adoption of elevators in residential, commercial, and industrial buildings, driven by rapid urbanization and infrastructure development, has spurred demand for reliable lift inverter systems. Frequent power outages in many parts of India make reliable power backup systems crucial for uninterrupted elevator operation, especially in high-rise buildings. Lift inverters provide this crucial backup, ensuring smooth and safe elevator function during power failures. Additionally, government-backed infrastructure projects, such as the Smart Cities Mission and affordable housing schemes, are further stimulating demand for elevators, indirectly supporting the lift inverter market. Regulatory safety mandates that require elevators to be operational even during power outages are pushing developers to invest in high-quality inverter solutions.

On the technology front, the market is seeing a shift toward energy-efficient and regenerative inverter systems that not only provide reliable power but also enhance energy conservation. IoT-enabled lift inverters that allow remote monitoring and diagnostics are gaining popularity, particularly in high-end commercial projects.

Lift Inverter Market in India



Source – TechSci Research, CareEdge Research

The India Lift Inverter Market was valued at INR 164,292.82 million in FY24 and is projected to exhibit a CAGR of 8.28% during the forecast period. Rapid urbanization and ongoing infrastructure development in India drive the demand for modern buildings and high-rise structures.

By End-User Segments:

- **Residential Buildings:** The growing number of high-rise residential complexes across urban and semi-urban areas has increased the demand for lift inverters. In this segment, the focus is often on affordability and space-efficient inverter solutions that ensure uninterrupted operation of elevators during power cuts.
- **Commercial Spaces:** Office buildings, shopping malls, hotels, and other commercial establishments have high elevator usage, requiring advanced inverter systems that can handle frequent operation and ensure safety during power outages. These establishments often adopt three-phase inverters with more sophisticated technology, including energy regeneration and IoT integration.
- **Industrial and Public Infrastructure:** Hospitals, airports, railway stations, and metro systems have critical operational requirements, where even short downtime can be disruptive or dangerous. Lift inverters in this segment are generally more robust and integrated with backup systems like generators, ensuring the highest level of reliability. Safety regulations in these sectors often mandate uninterrupted elevator function, which has led to the adoption of premium inverter technologies.The expansion of the real estate sector, including residential, commercial, and mixed-use developments, boosts the need for reliable elevator systems. Lift inverters are integral to these systems, ensuring smooth and efficient elevator operation, which contributes to market growth.

Advancements in lift inverter technology, such as improved energy efficiency, better performance, and enhanced safety features, make these systems more attractive to builders and property developers. Innovations that reduce energy consumption and maintenance costs further drive market adoption.

Moreover, there is a growing emphasis on energy efficiency and sustainability in the construction industry. Lift inverters contribute to energy savings by optimizing elevator performance and reducing power consumption. This aligns with broader sustainability goals and regulatory requirements, encouraging the adoption of modern lift inverter solutions.

Government initiatives and regulations promoting energy efficiency and green building standards support the use of advanced lift inverter technology. Policies that encourage energy-efficient infrastructure and provide incentives for adopting modern systems boost market growth.

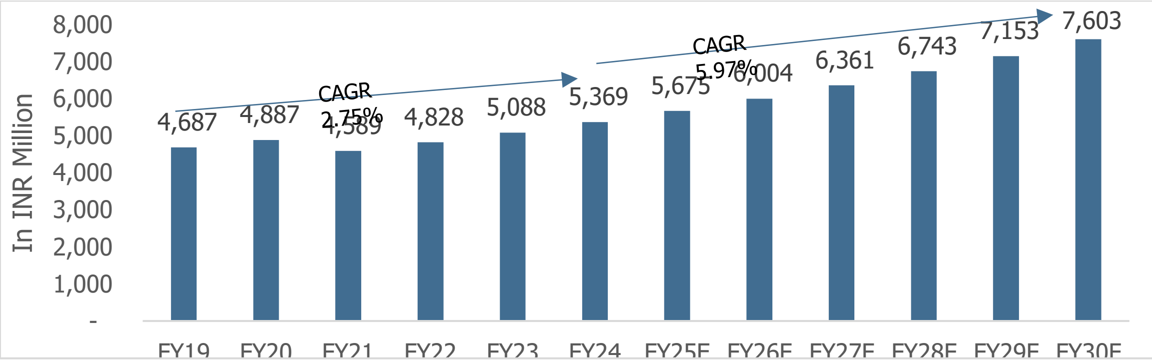
Hence, due to all the mentioned factors, the India Lift Inverter Market is likely to grow with a rapid pace during the coming years.

2.1.8. India Battery Charger for Railway Sector Market

Battery chargers are vital in the railway sector for providing dependable power to signaling, communication, and lighting systems during outages. They ensure that onboard batteries, which power auxiliary systems, remain charged, enhance safety through emergency lighting and communication, and support signaling equipment for effective train management. In electric locomotives, chargers are key to maintaining optimal performance by keeping batteries charged, thereby enhancing the reliability and safety of railway operations.

The Indian Battery Charger for the Railways Sector Market is a crucial part of the nation's overall railway infrastructure development, supporting essential operations and safety systems across its extensive and growing railway network. Battery chargers are fundamental for maintaining an uninterrupted power supply to various railway systems, including signaling, communications, lighting, and emergency backup. As Indian Railways undergoes significant modernization, electrification, and safety enhancements, the demand for reliable and efficient battery charging systems has increased significantly.

Battery Charger for Railway Sector Market in India



Source – TechSci Research, CareEdge Research

The India Battery Charger for Railways Sector Market has witnessed a positive trend with a market size of INR 5,087.57 million in FY24 and is projected to exhibit a CAGR of 5.97% during the forecast period. India's focus on expanding and modernizing its rail infrastructure, including the introduction of new trains and upgrades to existing systems, drives the demand for advanced battery chargers. Modern rail systems require reliable battery chargers to ensure the efficient operation of onboard and stationary battery systems.

By Application:

- **Traction Systems:** Battery chargers for traction applications provide power backup for electric locomotives, hybrid trains, and railcars. These systems require high-capacity chargers that can quickly charge large batteries and support high-power demands for efficient rail operations. As Indian Railways expands its electric traction network, the demand for traction battery chargers is expected to grow significantly.
- **Signaling and Telecommunication Systems:** Railways rely on signaling and telecommunications systems to manage train movements, safety, and communication. Battery chargers in this segment ensure an uninterrupted power supply to these critical systems, which must function even during power outages. These chargers are designed for high reliability and durability, as any failure in these systems could lead to safety issues.
- **Emergency and Power Backup Systems:** Railway stations, coaches, and essential infrastructure like tunnels and bridges use battery chargers to provide power for emergency lighting, ventilation, and safety systems during power failures. These chargers are crucial for maintaining passenger safety and comfort and are typically integrated with uninterrupted power supply (UPS) systems.
- **Auxiliary Power Systems:** Chargers used for auxiliary systems power a range of equipment like train lighting, air conditioning, and heating systems. These systems ensure passenger comfort and are especially important for long-distance trains, where prolonged battery backup is necessary.

By Technology:

- **Conventional Chargers:** Traditional chargers use simple, reliable designs that provide steady power to railway batteries. These chargers are commonly used in systems where basic functionality is required, and cost constraints are higher. They do not have smart features or energy-efficient capabilities but are dependable for straightforward applications like small stations or older signaling systems.
- **Smart Chargers:** These chargers incorporate modern features such as automatic voltage regulation, real-time monitoring, and Internet of Things (IoT) integration. Smart chargers are becoming increasingly popular in the Indian Railways sector as they offer enhanced efficiency, remote monitoring, and predictive maintenance. These chargers can adapt to the battery's state of charge and optimize charging performance, extending battery life and improving system reliability.
- **Regenerative Chargers:** Regenerative charging systems are a newer technology that allows energy recovered from braking systems (in electric trains or metro systems) to be fed back into

the battery system. This technology is particularly useful for enhancing energy efficiency in electric rail networks and high-speed trains, contributing to the overall sustainability efforts of Indian Railways.

The Indian Railways is progressively incorporating electric and hybrid trains into its fleet to reduce reliance on diesel and improve energy efficiency. These trains rely on advanced battery systems that require efficient battery chargers to maintain performance and reliability.

Advancements in battery charger technology, such as improved efficiency, faster charging times, and enhanced safety features, drive the adoption of new battery chargers in the railways sector. Modern chargers offer better performance and integration with evolving railway technologies.

The push towards energy efficiency and sustainability within the rail sector has increased the demand for high-performance battery chargers. Energy-efficient chargers help reduce operational costs and contribute to the Indian Railways' goals of reducing its carbon footprint and overall energy consumption.

Government initiatives to modernize the rail network and invest in advanced infrastructure support the growth of the battery charger market. Programs aimed at upgrading railway systems and enhancing operational efficiency include investments in new technologies, including battery chargers.

The ongoing replacement and upgrading of outdated battery chargers in existing railway systems drive market growth. As older equipment is phased out in favor of more efficient and technologically advanced chargers, the market for new battery chargers expands.

2.1.9. Isolation Transformers (Non- Distribution Transformers) Market

A transformer is an electrical device used to change the voltage level of alternating current (AC) in a circuit. It works on the principle of electromagnetic induction to either step-up (increase) or step-down (decrease) voltage, ensuring efficient power transmission over long distances. Commonly found in power grids, transformers help minimize energy loss and facilitate the safe delivery of electricity from power plants to homes and industries. There are different types of transformers like Step-Up Transformer, Step-Down Transformer, Auto Transformer, Three-Phase Transformer, Instrument Transformer and Isolation Transformer.

An isolation transformer is a type of transformer designed to transfer electrical energy between two or more circuits while providing electrical isolation between them. This is achieved by having separate windings for the input and output, which are not electrically connected but magnetically linked.

Isolation transformers are crucial in high-voltage applications where electrical isolation is needed to ensure safety and system reliability. As industries and infrastructure projects require high-voltage solutions, the demand for isolation transformers grows correspondingly.

Isolation transformers help in improving power quality by isolating electrical circuits and minimizing electrical noise and interference. This is important for maintaining the integrity of sensitive electronic equipment and systems, leading to increased adoption in sectors that prioritize power quality and safety.

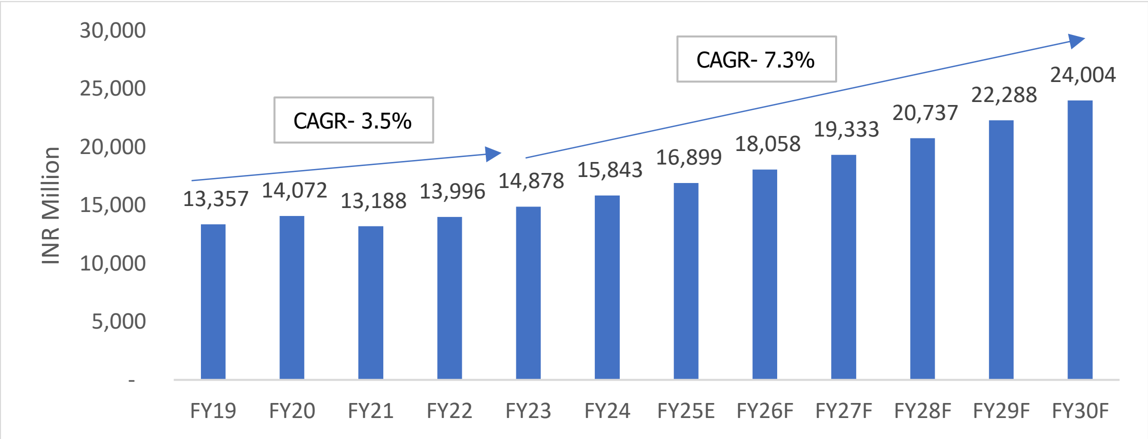
India is the 3rd largest electricity generator globally, and the transformer industry plays a crucial role in the further growth of the sector. The push for renewable energy projects worldwide and the Government of India's initiatives has driven the demand for transformers to support the integration of solar and wind energy into existing power grids. The industry caters to a diverse range of applications, including power distribution, renewable energy projects, industrial project, and grid infrastructure. The Asia-Pacific region, particularly China and India, has been a significant contributor to the growth of the transformer manufacturing industry, driven by rapid industrialization and infrastructure development. In India, transformer manufacturing is concentrated in Gujarat, Maharashtra and Tamil Nadu.

Isolation transformers play a crucial role in ensuring safety, reliability, and performance in various electrical systems. In India, several types of isolation transformers are used across different applications. Here's an overview of the key types:

- **Step-Up Isolation Transformers**: These transformers increase the voltage from the primary to the secondary winding. They are commonly used in applications where the voltage needs to be boosted for transmission or to match the operational requirements of specific equipment.
- **Step-Down Isolation Transformers:** These transformers reduce the voltage from the primary to the secondary side. They are widely used in residential and commercial applications, providing safe voltage levels for household appliances and equipment.
- **Auto Isolation Transformers**: Auto isolation transformers have a single winding that serves as both the primary and secondary winding. They are often more compact and economical, suitable for applications requiring voltage adjustment with isolation.
- **Control Isolation Transformers**: These transformers are specifically designed for control circuits in industrial applications. They isolate control circuits from power circuits, ensuring safety and preventing electrical interference.
- **Phase-Shifting Isolation Transformers**: These transformers are used in applications requiring phase shifting for load balancing and improved power quality, commonly found in industrial settings.

The India Isolation Transformers (Non- Distribution Transformers) Market was valued at INR 15,843 million in FY24 which grew at CAGR of 3.5% from INR 13,357 million in FY19 and is projected to exhibit a CAGR of 7.3% during the forecast period from FY25 TO FY30. Rapid industrialization and infrastructure development in India drive the demand for various types of transformers, including isolation transformers. These transformers are essential for providing electrical isolation and protecting sensitive equipment in industrial settings and large infrastructure projects. India is about to become one of the major power nations among developing economies. Electricity is a key constituent for the economic growth of the country and is directly linked to GDP of the country. There has been a surge in demand for power in India due to increase in capacity utilization, industrialization, urbanization and population.

Market for Isolation Transformers Market in India



Source: TechSci Research, CareEdge Research

The expansion of the electronics and telecommunications sectors in India drives the need for isolation transformers. These sectors require reliable power supply and protection for sensitive equipment, which isolation transformers provide.

Isolation transformers are used in medical and laboratory equipment to ensure accurate and safe operation. As the healthcare and research sectors grow, the need for isolation transformers in these applications increases.

2.2. Drivers, opportunities and challenges in the sector

Drivers:

- **Prevalent power interruption issue in India:** Frequent power cuts in India lead to many people depending on UPS systems for backup power. Various reasons contribute to this upward trend, such as insufficient electricity generation, coal scarcity from heavy rainfall, and fewer coal-powered facilities. Moreover, industries like oil and gas, petrochemicals, refining, and automotive engineering are more and more implementing UPS systems to protect against data and productivity disruptions. Due to the substantial growth of the industrial sector in India, there is an increasing need for electricity, leading to an expected high compound annual growth rate (CAGR) for the UPS market in the future. These factors together lead to the rising need for UPS solutions to guarantee uninterrupted operational continuity.

- **Increase in numberof data centres:** India is becoming an important global player in offering cloud computing and data center services, leading to an increased need for UPS in the future. UPS systems are crucial in data centers as they offer battery backup for safe equipment shutdown in case of utility power outages. They not just maintain the functionality of extensive data centers but also protect sensitive electronics with uninterrupted power supply. During the forecast period, there would be a growing need for UPS due to investments in the expansion of data centers. An uninterrupted power supply is essential for constant operations in data centers. UPS systems are essential backups during power failures, protecting against data loss and downtime. Organizations are investing in strong IT infrastructure, such as building new data centers, due to the increasing emphasis on digital transformation and advanced technology adoption. As a result, there is a growing need for power protection options, resulting in higher usage of UPS systems in India to fulfill power backup requirements.

- **Supply push for booming businesses:** There is a significant commercial growth opportunity for all players, including Original Equipment Manufacturers (OEM), in the UPS industry in India. This is because there are both organized and unorganized sectors that serve a wide range of consumers. Organized companies must provide high-quality products at a competitive price to stay ahead, even though unorganized industries have lower costs. Local brands help in keeping prices stable in this scenario. As a result, there is expected to be an increase in demand for the India UPS Market, creating growth prospects for new companies.

- **Government initiatives:** The National e-Governance Plan aims to bring about a new era by providing additional momentum. The main goal of this project is to automate and digitalize different government offices and organizations, requiring a steady electricity source, thus boosting the growth of the UPS sector. In addition, programs such as Pradhan Mantri Gramin Digital Saksharta Abhiyan (PMGDISHA) and Pradhan Mantri Kaushal Vikas Yojana (PMKVY) aim to narrow the gap in digital access. The focused initiatives aimed at creating a digital India are projected to boost the growth of the UPS market in India.

- **High electricity demand in India:** The demand for UPS is projected to greatly increase in the future due to the growing need for dependable and efficient power supply systems. Understanding the significance of maintaining consistent power supply during peak hours has become extremely crucial. The increasing requirement for top-notch UPS systems is fueled by the rising need for electricity. UPS is acknowledged by large manufacturing facilities in various sectors such as retail, healthcare, telecom, and commercial and residential industries.

Opportunities:

- **Increased adoption of renewable energy sources**: The shift to new energy sources, such as solar and wind, has increased the demand for UPS systems in India. Renewable energy plants often experience power outages, making reliable backup solutions essential. UPS systems are stable and ensure continuous power supply in the event of fluctuations or lack of renewable energy production. As India increasingly focuses on green energy and sustainable practices, the need for UPS systems to complement renewable energy sources and increase grid reliability will increase. The UPS market uses renewable energy, including solar and wind power for sustainable, efficient and environmentally friendly solutions, due to technological advances and the push for various green alternatives.

- **Growth in E – commerce and retail sectors**: The increasing growth of the e-commerce and retail industries in India is fueling the need for dependable power solutions. Due to the rise in online transactions, digital payment platforms, and automated retail processes, companies in these industries need constant power to maintain efficiency and prevent any disruptions. UPS systems are necessary for providing support to point-of-sale (POS) systems, inventory management, and online transaction processing. As the e-commerce and retail sectors expand, there will be an increasing demand for reliable UPS systems to safeguard important infrastructure and maintain uninterrupted service delivery. This trend offers a great market potential for UPS manufacturers and service providers.

- **Rising demand for healthcare infrastructure:** The growth of healthcare facilities in India, such as hospitals, clinics, and diagnostic centers, is increasing the need for UPS systems. Healthcare establishments need a consistent power source to guarantee the constant functioning of important tools like life support devices, diagnostic equipment, and digital medical records. The demand for dependable and high-capacity UPS solutions is rising due to the growing emphasis on healthcare quality and accessibility. Hospitals and healthcare providers are purchasing sophisticated power backup systems to protect patient care and operational efficiency. The increasing need for healthcare infrastructure offers a hopeful chance for UPS market participants to provide customized solutions that meet the strict demands of the healthcare industry.

Challenges:

- **Disparity in power supply:** Robust UPS systems are crucial in India due to frequent power outages, voltage fluctuations, and unreliable grid infrastructure in many areas. Nevertheless, the gap between urban and rural regions worsens this difficulty. Cities usually have more consistent electricity supply, which decreases the necessity for UPS systems. In contrast, rural regions often deal with frequent power outages, increasing the need for dependable backup options. The unequal distribution impacts market expansion by requiring UPS providers to manage different customer demands and infrastructure obstacles. In order to tackle this issue, businesses must create customized strategies that meet specific regional needs, enhance awareness, and improve accessibility.

- **High technological complexities and lack of standrads:** The high level of technological complexity and absence of standards in UPS products have resulted in the emergence of many local manufacturers in the market, who are providing cheap low-quality products. Regrettably, these items frequently have flaws or a brief longevity. Consequently, well-known companies have seen a decrease in their share of the market. Moreover, the complex technical aspects of UPS systems are made even more challenging by the unique needs of individual clients. In UPS operations, technological advancements like energy storage, modularity, and scalability are essential. Nevertheless, manufacturers face challenges in meeting the varied requirements of different end-use manufacturing companies.

3. Application of UPS

3.1. Overview of applications of UPS

3.1.1. BFSI

Data centers and IT infrastructure are essential to the BFSI industry because they house the servers, databases, and network equipment needed to handle large amounts of financial data and transactions. In order to avoid power outages that can cause system breakdowns, data loss, and large financial losses, UPS systems are essential. In the event of a power loss, these systems offer immediate electrical backup, facilitating smooth transitions and guarding against data corruption—all of which contribute to the **protection of critical financial data and business continuity**.

Banks along with other financial companies' branch offices also rely extensively on UPS systems. These offices oversee regular client interactions, account administration, and an array of financial services.

Power outages can impede business operations, create hold-ups, and upset clients. Through the use of UPS systems, these branches can provide constant power for necessary devices like **computers, ATMs, and communication devices**, preserving operational effectiveness and raising customer satisfaction even in the event of power outages.

3.1.2. Solar

UPS systems are essential for preserving the dependability and effectiveness of energy output in solar power projects. When solar panels are unable to produce electricity, as happens at night or in overcast weather, they step in to fill the void. Power storage batteries can be charged during times of excess solar generation and then used to deliver power when needed by integrating UPS systems with solar setups. This guarantees a steady and continuous energy supply. In off-grid solar applications, where there is no connection to the main power grid, UPS systems are very crucial. Solar energy is frequently the dominant power source in these situations, and preserving power availability and controlling energy flow require the use of a UPS. This ensures that these necessary processes continue even when solar energy generation is minimal or nonexistent, which is especially important in rural places where consistent power is essential for applications like communication, healthcare, and emergency services.

UPS systems enable seamless integration and transition between power sources in hybrid solar power systems, which mix solar energy with alternate sources like wind or diesel generators. This prevents power disturbances that could cause equipment damage or operational downtime. In domestic solar setups, UPS systems are also critical because they keep vital home appliances, security systems, and medical equipment operating during blackouts. By keeping activities from being disrupted by power outages, UPS systems in commercial and industrial settings assist preserve business continuity, safeguarding investments and sustaining productivity. Additionally, by controlling variations in solar energy production, UPS systems facilitate the integration of solar power into the main grid. This guarantees dependable integration without producing interruptions, so encouraging a wider adoption of renewable energy sources for a more sustainable future.

3.1.3. Railways

In order to control **train movements** and **maintain safety on the tracks**, UPS systems are essential components of railway signaling systems. Signal failures brought on by power outages may result in delays and even accidents. Railroad operations are kept safe and efficient by UPS systems, which offer a constant power supply to signaling equipment during blackouts. In order to operate efficiently, railway communication systems such as intercoms, public address systems, and radio communication also significantly depend on constant electricity. These technologies are critical for managing train movements, giving passengers real-time updates, and guaranteeing effective communication amongst various railway departments. In order to avoid any disturbance in coordination and information flow during power outages, UPS systems make sure that these communication channels are kept open.

Electronic ticket machines, security systems, and monitoring equipment are only a few of the electronic gadgets and systems that are installed in railway stations and control rooms. These procedures can be severely disrupted by power outages, which puts passengers' safety and comfort at risk. These vital components receive dependable power backup from UPS systems, which guarantees continuous operation and raises the general effectiveness and security of railroad services. To guarantee passenger comfort and safety, train operations—which include onboard equipment for lighting, air conditioning, and passenger information—need a steady power supply. Power outages can lead to various problems, such as discomfort from inadequate air conditioning and lights to safety risks from malfunctioning emergency systems. Passengers can travel in safety and comfort knowing that critical onboard systems are kept operational during power outages thanks to UPS systems.

3.1.4. Oil & Gas

Uninterruptible Power Supply (UPS) systems are essential for preserving operational integrity and safety in the oil and gas sector. These systems guarantee that vital machinery and processes continue to operate in the event of a power outage, which can be brought on by inclement weather, malfunctioning machinery, or other interruptions. In order to eliminate expensive downtime and other safety risks, UPS systems offer a dependable power source that enables continuous tracking and oversight of activities.

Drilling activities, whether onshore or offshore, are a significant use of UPS in the oil and gas industry. Drilling rigs need a steady power source in order to run their safety features, control systems, and drilling apparatus. Drilling operations may be suspended by a power outage, which could result in large losses and delays. Drilling activities may continue and remain safe because UPS systems make sure that vital equipment continues to function even in the event of power shortages or variations.

UPS systems are crucial to the efficient operation of communication networks, safety devices, and control systems in **refining and processing facilities**. Power disruptions can have a serious negative operational and financial impact on refineries, which transform crude oil into a variety of products. UPS systems ensure that the refinery runs safely and effectively even during power outages by supplying backup power to Emergency Shutdown Systems (ESD), Distributed Control Systems (DCS), and Programmable Logic Controllers (PLC).

UPS systems facilitate a number of operations in the **exploration** and **production** sector, including as the acquisition of seismic data, well logging, and transmission of data in real time. A constant power source is necessary for these operations in order to guarantee precise data gathering and analysis. Resource extraction is made more productive and efficient when UPS systems supply the backup power required to keep exploration and production going uninterrupted.

In general, UPS systems are essential to the oil and gas sector because they guarantee the continued operation of crucial machinery and processes even in the event of a power outage. They support pipeline operations, remote monitoring, drilling, and refining, among other uses, by preserving operational continuity, safety, and efficiency.

3.1.5. Power

Uninterruptible Power Supply (UPS) systems are essential for maintaining the dependability and continuity of operations in the power generation and distribution industry. During power outages, **control and monitoring systems** in power plants—whether they be nuclear, coal, gas, hydro, or renewable energy facilities—rely on UPS systems to remain operational. These technologies are essential for safeguarding delicate equipment, avoiding operational delays, and guaranteeing plant workers' safety. UPS systems give control systems instant backup power, enabling equipment to be shut down in a controlled manner and averting catastrophic failures.

Substations are a key location for UPS systems in the power industry. Because substations are essential components of the power distribution network, any interference with their operation has the potential to cause extensive blackouts. Substations with UPS systems guarantee that critical monitoring and control equipment continues to function in the event of a power outage. This allows operators to promptly identify and fix problems, reducing downtime and preserving grid stability. Substations cannot work properly without relay systems, circuit breakers, and communication equipment operating continuously. UPS systems supply the backup power required to make this happen.

UPS systems are also crucial to **distribution and transmission control centers**. These centers control how energy is distributed throughout the electrical grid, making decisions in real time to maintain grid stability, balance supply and demand, and handle crises. UPS systems make sure control centers stay up and running in the event of a power outage, which enables operators to stay in touch with field units and efficiently plan responses. These control centers' potential power losses could result in long outages, blackouts, and delayed reactions. Consequently, the total resilience of the electrical grid depends on the dependability of UPS systems.

3.1.6. Aviation

In the aviation sector, Uninterruptible Power Supply (UPS) systems are essential for guaranteeing the uninterrupted functioning of vital systems. UPS systems are essential to the constant power supply of **radar systems**, **communication networks**, and **navigational aids in air traffic control towers**. Any interference with these systems could pose serious risks to aircraft safety and coordination inside the airspace. UPS systems guarantee that air traffic controllers can continue to safely and effectively oversee flights even in the event of a power outage by offering dependable power backup. Additionally essential to airport operations are UPS systems, which support a number of crucial systems like **ticketing, luggage handling, and security screening**. Airports depend on a wide range of electronic devices to run efficiently, so a power outage can result in serious delays, disruptions to operations, and security hazards. UPS systems support the upkeep of these systems' operational integrity by guaranteeing a steady supply of power, enabling the safe and efficient processing of passengers.

In order to ensure the safety and security of travelers, employees, and airport infrastructure, UPS systems in airport security enable the uninterrupted operation of **surveillance cameras, access control systems**, and other security measures. Power outages have the potential to jeopardize security operations and expose networks to attacks and breaches. Airport security is ensured by UPS systems, which supply the essential power backup required to maintain these security systems running constantly.

3.1.7. Manufacturing & Process

Uninterruptible Power Supply (UPS) systems are essential for preserving operational continuity and safeguarding vital equipment in the manufacturing and process industries. **Production lines and machinery** are among the key applications of UPS in this industry. Production procedures frequently rely on complex equipment and automated systems that are susceptible to power variations. Production can be interrupted by an abrupt drop in voltage or power, which could cause expensive delays and equipment damage. UPS systems make sure that the machinery keeps running smoothly, avoiding disruptions in the production process and protecting the machinery and output. Process control systems represent a substantial additional use for UPS in the manufacturing industry. For these systems to work, which track and manage different parts of the production process, there needs to be a steady and reliable power source.

3.1.8. Security & Safety Systems

Uninterruptible Power Supply (UPS) systems play a crucial role in the Security & Safety Systems industry by guaranteeing the uninterrupted and dependable functioning of a range of safety and security systems, such as **access control mechanisms, alarm systems, and surveillance cameras**. These systems are essential for preserving security and keeping an eye on surroundings, and a UPS makes sure they keep working even in the event of power disruptions or variations, offering unbroken security and observation. A UPS ensures that vital components for surveillance systems, such as closed-circuit television (CCTV) cameras, keep working continuously. Video footage from surveillance systems frequently needs to be continuously recorded, thus any power outage could cause gaps in the security monitoring. A UPS keeps cameras running by supplying backup power, which is essential for recording and preserving events in real time.

3.1.9. Defense

Uninterruptible Power Supply (UPS) systems play a crucial role in the defense industry by guaranteeing the uninterrupted functioning of critical systems and infrastructure. **Modern technology, including command and control centers, surveillance tools, and communications systems**, is essential to military operations. These systems all require a steady and dependable power source. In order to preserve efficacy and security, UPS systems offer vital backup, guaranteeing that these systems continue to function during power fluctuations or outages.

Systems for communications are especially important in the defense industry. For the purpose of **coordinating operations, transmitting intelligence, and formulating strategic decisions, military operations require instantaneous, secure communication links**. In the event of a power outage, UPS systems make sure these communication networks continue to operate, averting communication failures that can jeopardize missions and employee safety.

Lastly, UPS systems are critical to the defense industry's research and development efforts. **Research facilities and specialized labs** are frequently used to create and test cutting edge defense breakthroughs and technology. UPS systems prevent critical research equipment and data from being damaged by power outages, enabling continuous analysis and testing. This guarantees the uninterrupted continuation of vital research and development endeavors, hence propelling progress in defense technologies and capabilities.

3.1.10. Schools and Educational Institutions

In order to guarantee the continuous operation of vital electronic devices and preserve a favorable learning environment, Uninterruptible Power Supply (UPS) systems are crucial in schools and other educational facilities. Power outages can cause **instructional activities** to stop, **administrative procedures** to come to a stop, and the operation of necessary equipment to be compromised. In order to minimize disruptions and preserve the flow of teaching, UPS systems offer a dependable backup power source that guarantees the ongoing operation of computers, projectors, and other educational devices.

UPS systems are essential in **computer labs** to safeguard computers and other electronic equipment against surges and power outages. In the modern classroom, where computers are used for assignments, research, and learning activities, these labs are essential. Unexpected power outages can cause system breakdowns, data loss, and disruptions to student work. By offering backup power that enables users to safely save work and shut down equipment, UPS systems help to avert these problems and safeguard priceless educational resources as well as student progress.

3.1.11. Healthcare and Hospitals

Because they continuously supply power for necessary activities and equipment, Uninterruptible Power Supply (UPS) systems are critical to the healthcare and hospital industries. Hospitals and other healthcare institutions need continuous power to keep up **vital operations and life-saving services**. By preventing power outages from interfering with medical procedures, patient care, or other essential services, a UPS safeguards patient safety and the accuracy of medical data.

The support of life-sustaining medical equipment is one of the main uses of UPS systems in the healthcare industry. For proper operation, devices including **dialysis machines, ventilators, and infusion pumps** require a steady power source. Any outage of power can compromise patient safety and make it more difficult to continue therapy. These devices receive backup power from UPS systems, which guarantees their continued operation in the event of a power outage and protects patient safety.

The upkeep of **electronic health records (EHR) systems**, which house vital patient data like test results, treatment plans, and medical histories, depends on UPS systems as well. A sudden loss of power could cause data to be lost or corrupted, which could have detrimental effects on patient care. In order to maintain continuity of care and data integrity, UPS systems make sure that EHR systems continue to function and that data is stored during power outages.

UPS systems are essential for the operation of **hospital communication systems** in addition to **sustaining EHR and medical equipment**. Coordinating internal operations, emergency responses, and patient care all depend on effective communication. In order to maintain the availability of phone lines, intercoms, and communication networks during blackouts, UPS systems supply backup power to these systems.

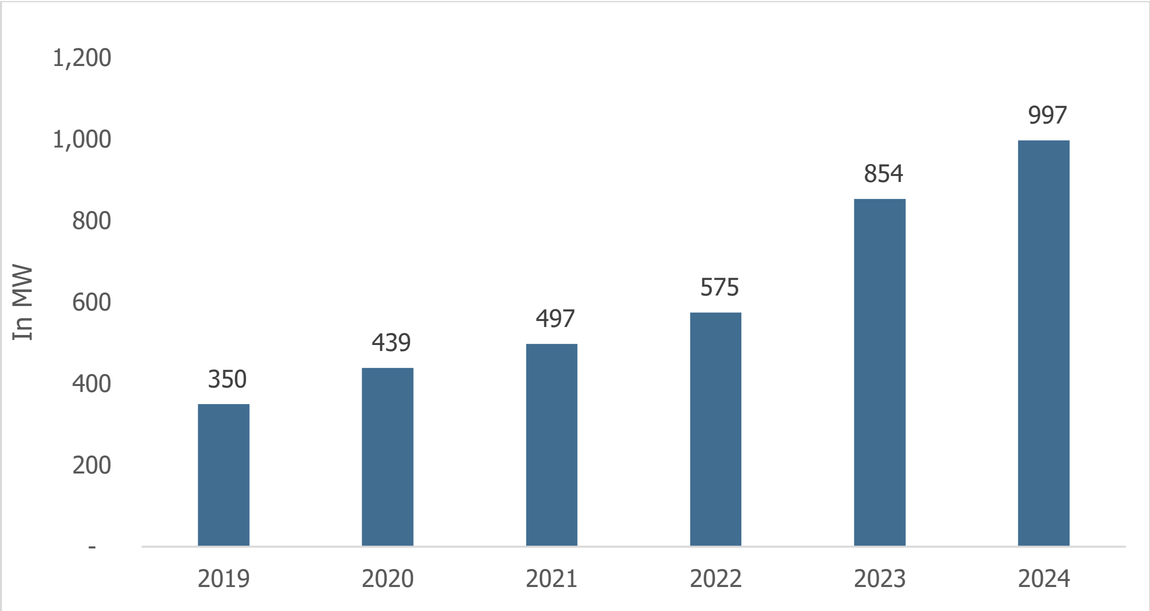
Hospital security systems, such as access control, alarm, and surveillance camera systems, are also supported by UPS systems. To safeguard patients, employees, and facilities in healthcare environments, security is essential. In order to keep security systems functional and effective during power outages and preserve patient safety and security, UPS systems supply backup power to security systems.

3.1.12. Data Center

Uninterruptible Power Supply (UPS) systems are necessary in data centers to guarantee dependability and continuous operation. These facilities are essential for supporting a range of applications, including business resource planning and **cloud computing**, as well as for **managing and storing massive volumes of data**. In order to preserve data integrity and service accessibility during electrical outages, UPS systems are made to deliver rapid backup power.

India Data Center Capacity (2019-2024)

Data Center Capacity (In India)



Source: Techsciresearch

The capacity of data centers in India increased from 350 MW in 2019 to 997 MW in 2024. Several factors, such as the quickening pace of digital transformation, rising data consumption, encouraging government regulations, and huge investments from both local and foreign companies, are driving this enormous rise. The exponential growth in data usage is a major factor in this increase. The demand for data processing and storage has expanded significantly as a result of the growing usage of smartphones, higher internet penetration, and the explosion of digital services. The increasing data traffic is a result of many activities like video streaming, online gaming, cloud computing, and the expanding use of Internet of Things (IoT) devices. As a result, data center infrastructure needs to be expanded.

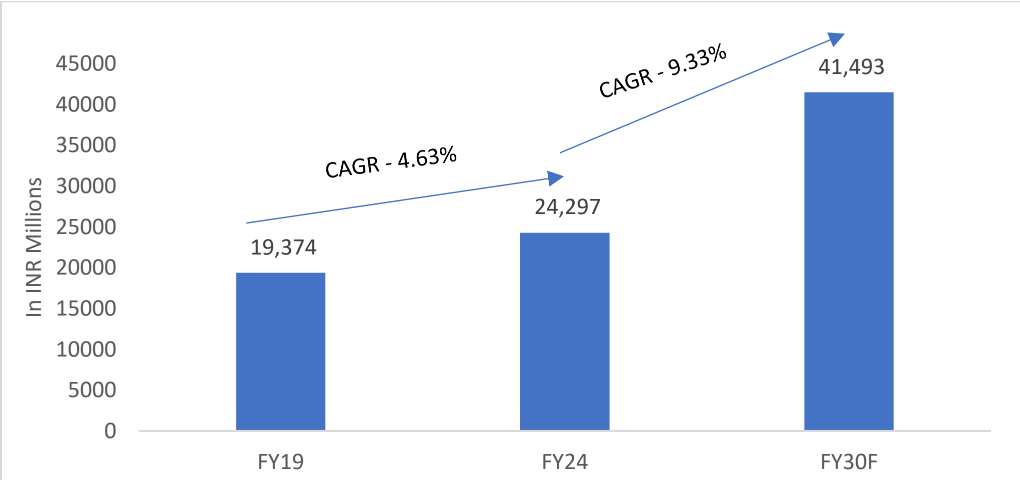
The expansion of the data center industry in India has been greatly aided by government initiatives. The National e-Governance Plan and the Digital India campaign are two examples of initiatives that seek to improve internet connection and online infrastructure nationally. The need for local data centers has also been fueled by the government's emphasis on data localization, which mandates that data created in India be maintained domestically.

In the data center industry, environmental sustainability is likewise becoming more and more significant. In an effort to lessen their carbon impact, businesses are investing more and more in green data centers that run on renewable energy. For instance, Yotta Infrastructure has erected the largest Tier IV data center in Asia in Navi Mumbai. This facility is built to run solely on renewable energy.

3.2. Historical Revenue Trends of the UPS Market

3.2.1. IT

UPS market revenue trend – IT sector

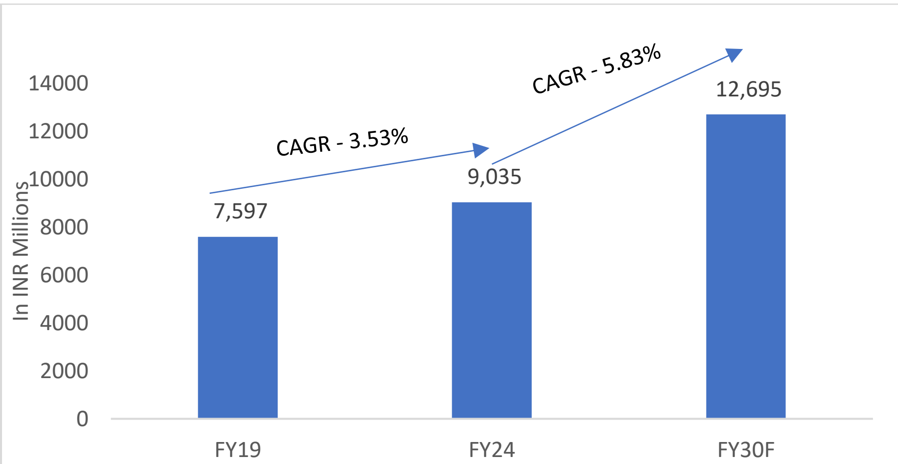


Source: TechSci Research, CareEdge Research

In FY24, UPS's revenue from IT industry was ₹ 24,297 Millions which is expected to increase to ₹ 41,493 Millions by FY30 at a CAGR of 9.33%. This growth is expected to be driven by increasing data centers demand, rising needs for continuous operations, and heightened focus on system reliability and disaster recovery. As businesses demand higher uptime and data security, the need for robust UPS systems to prevent disruptions and data loss grows. Additionally, the rise of remote work and IoT will further accelerate this demand.

3.2.2. BFSI

UPS market revenue trend – BFSI sector

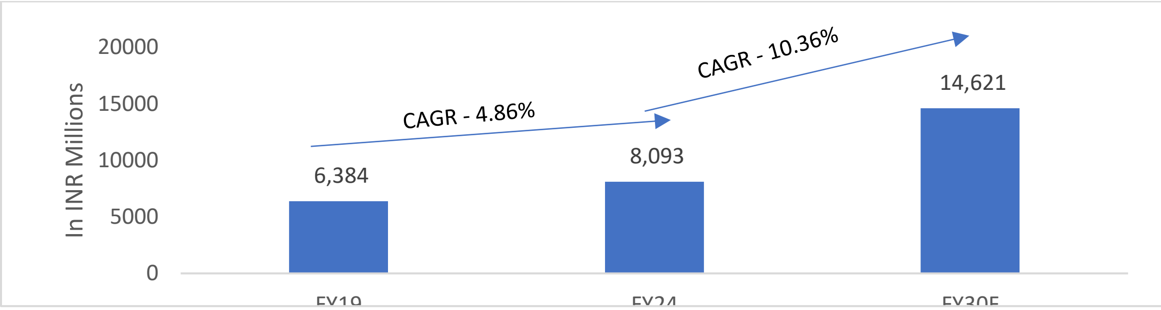


Source: TechSci Research, CareEdge Research

In FY24, UPS's revenue from BFSI industry was ₹ 9,035 Millions which is expected to increase to ₹ 12,695 Millions by FY30 at a CAGR of 5.83%. This positive growth is expected to be impacted by the critical need for uninterrupted operations and data integrity. Financial institutions require constant power to maintain real-time transactions, safeguard sensitive data, and ensure operational continuity. UPS systems will help to prevent downtime, protect against data loss, and support compliance with stringent regulatory standards.

3.2.3. Healthcare

UPS market revenue trend – Healthcare sector

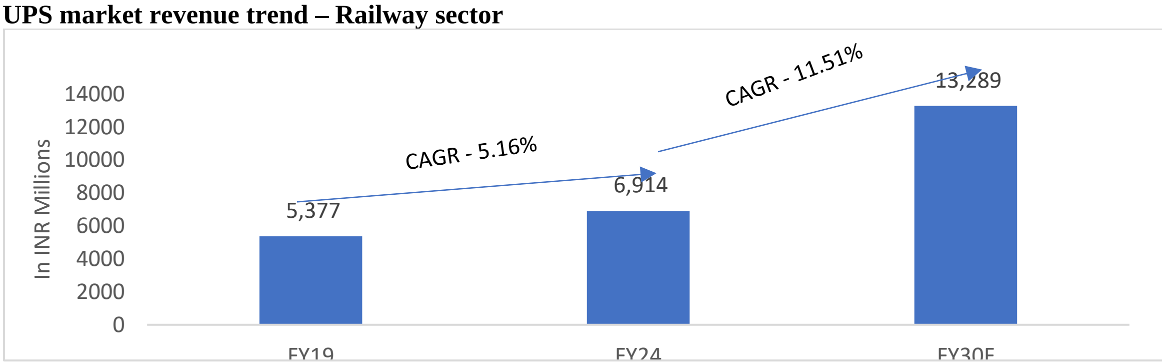


Source: TechSci Research, CareEdge Research

In FY24, UPS's revenue from Healthcare industry was ₹ 8,093 Millions which is expected to increase to ₹ 14,621 Millions by FY30 at a CAGR of 10.36%. Growth of UPS industry in the healthcare sector will be driven by the increasing reliance on advanced medical equipment, the need for continuous patient care, the rise in telemedicine, and the adoption of electronic health records. Additionally, growing concerns about power outages affecting critical healthcare services will prompt investments in reliable UPS systems.

3.2.4. Railway

UPS market revenue trend – Railway sector

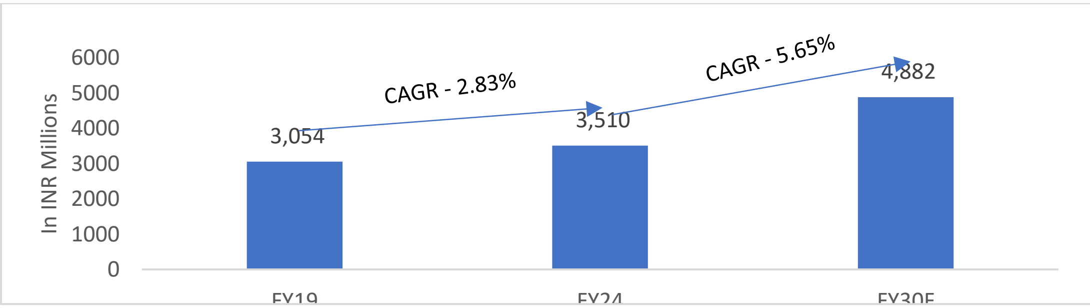


Source: TechSci Research, CareEdge Research

In FY24, UPS's revenue from Railway industry was ₹ 6,914 Millions which is expected to increase to ₹ 13,289 Millions by FY30 at a CAGR of 11.51%. UPS usage is expected to see a growth in the railway sector, mainly driven by increasing electrification of rail networks, rising demand for reliable power supply for signaling and communication systems, and the need for continuous operations in remote areas. Additionally, the push for energy efficiency and integration of renewable energy sources will further boost the demand for advanced UPS systems.

3.2.5. Oil & Gas

UPS market revenue trend – Oil & Gas sector

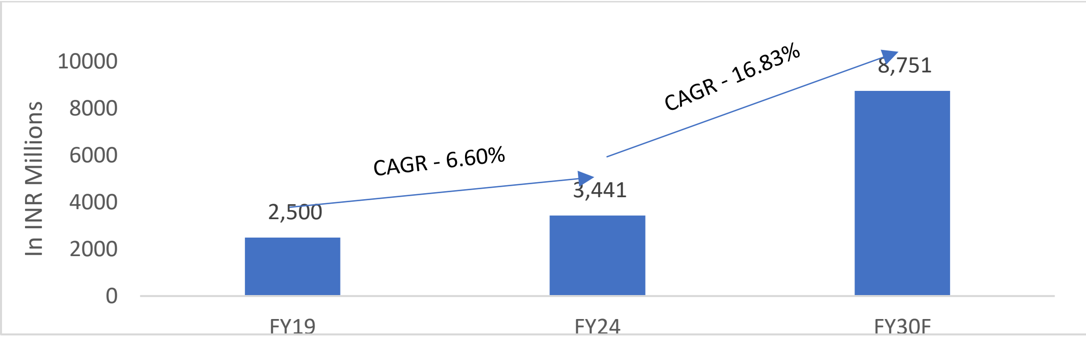


Source: TechSci Research, CareEdge Research

In FY24, UPS's revenue from Oil & Gas industry was around ₹ 3,510 Millions which is expected to increase to ₹ 4,882 Millions by FY30 at a CAGR of 5.65%. The growth of UPS in the oil and gas sector will be guided by the increasing automation of critical processes, the rising need for reliable energy to prevent costly downtimes, and the sector's expansion into remote, challenging environments. As operations become more complex, ensuring continuous power will be essential to maintaining safety, productivity, and regulatory compliance.

3.2.6. Solar

UPS market revenue trend – Solar sector



Source: TechSci Research, CareEdge Research

In FY24, UPS's revenue from OEM industry was ₹ 3,441 Millions which is expected to increase to ₹ 8,751 Millions by FY30 at a CAGR of 16.83%. Future growth of UPS in the solar sector is expected to be driven by advancements in energy storage technologies, declining costs of solar panels and batteries, and increasing demand for sustainable energy. Government incentives and policies supporting renewable energy adoption, along with rising concerns over grid reliability and environmental impact, is expected to further contribute to the expansion of solar-powered UPS systems.

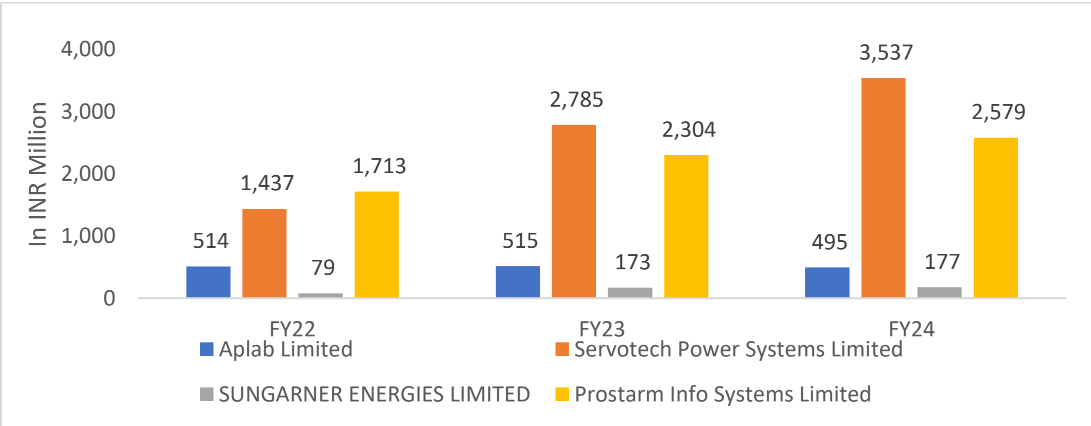
4. Competitive Landscape

The following players in the UPS industry have been considered for peer benchmarking of Prostarm Info Systems Limited:

Name of the Company	Business Overview
Prostarm Info Systems Limited	Prostarm Info Systems Ltd. is an Indian company specializing in power electronics solutions, offering reliable and affordable products to businesses across various sectors. With a registered office in Pune, a corporate office in Mumbai, and regional sales offices in 20 states, the company has a strong nationwide presence. Over 16 years, Prostarm has built a reputation for delivering dependable Uninterruptible Power Supply (UPS) systems that ensure continuous power availability in critical sectors like banking, finance, and healthcare.
Aplab Limited	Aplab has been a global player for nearly fifty years, offering a diverse range of electronic products that adhere to international safety and reliability standards such as UL and VDE. The company operates through multiple divisions: Test and Measurement Instruments, Power Conversion & Controls, UPS Systems, and Banking & Retail Automation. Listed on the BSE, Aplab has sales and support offices in over 50 cities across India. Its products meet EMI-EMC requirements and are CE marked, supported by rigorous in-house R&D. Aplab serves various sectors, including education, defence, avionics, telecom, banking, retail, and manufacturing.

Name of the Company	Business Overview
Servotech Power Systems Limited	Servotech Power System Ltd is an NSE-listed company. The company business involves innovation with high-end solar products and efficient EV chargers. They have developed ultra-fast DC and home AC chargers, and also have achieved installing over 2,400 EV chargers in partnership with major oil marketing companies to advance India's electric mobility. Committed to the 'Make in India' initiative, they focus on domestic manufacturing. They have over two decades of experience.
Sungarner Energies Limited	SunGarner Energies Ltd is a manufacturer of power products and solar solutions since 2015. In 2017, the company established its first solar inverter manufacturing unit in Greater Noida, India. Since then, SunGarner has expanded into energy storage and solar panels. The company has successfully completed over 100 large solar grid-tied projects, ranging from 50 kWp to 2 MWp, both in India and internationally. SunGarner's inverters have been supplied to 26 states in India, from Leh to Tamil Nadu, within just six years. Additionally, SunGarner exports to seven countries worldwide.

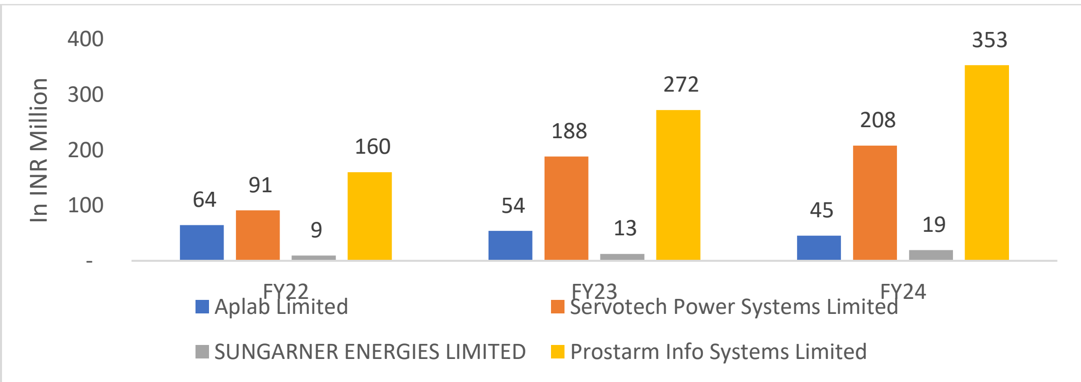
Comparison of Revenue from Operations (In INR Million)



Source: Annual reports

Prostarm reported ₹ 2,579 million in Revenue from Operations for FY24, ranking it second in the peer group after Servotech Power Systems Limited's ₹ 3,537 million. On a year-on-year basis, ProstarM achieved an 11.9% growth in revenue.

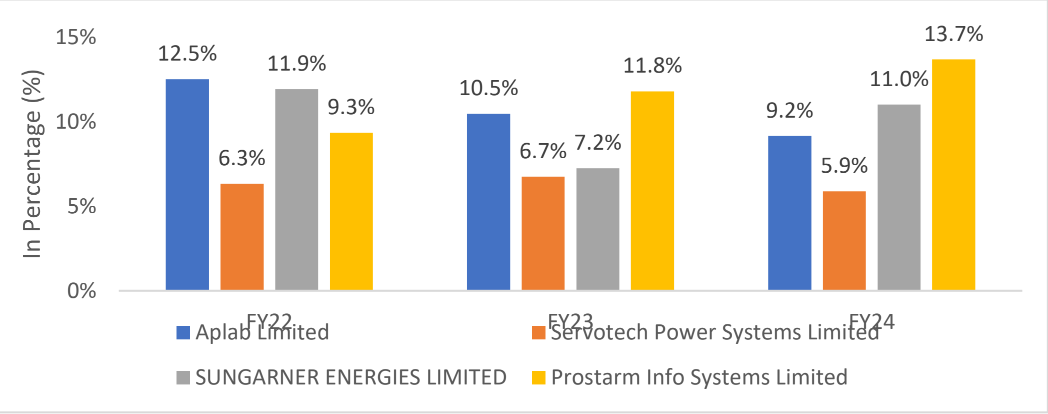
Comparison of EBITDA (In INR Million)



Source: Annual reports

In terms of EBITDA, Prostarm reported the highest figure at ₹ 353 million in FY24. On a year-over-year basis, the company recorded an impressive 29.8% growth in EBITDA.

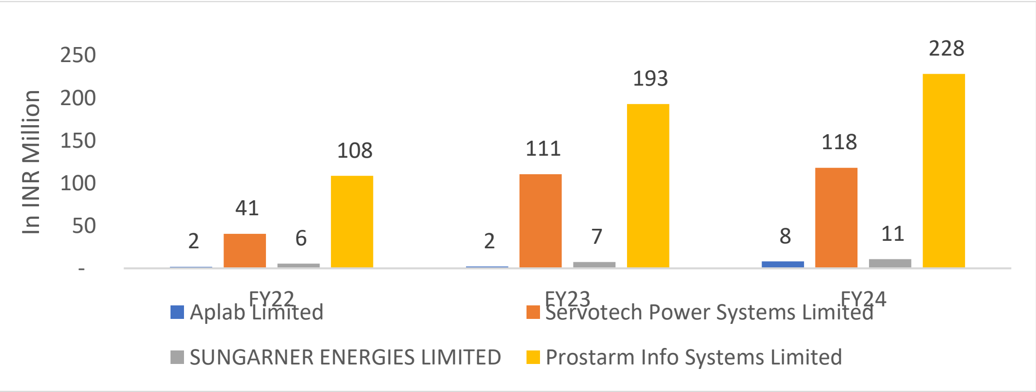
Comparison of EBITDA Margin (In %)



Source: Annual reports

In FY24, Prostarm recorded 13.7% EBITDA margin, the highest among the peer set. Unlike other peer companies, ProstarM's EBITDA margin has consistently increased over the past three years.

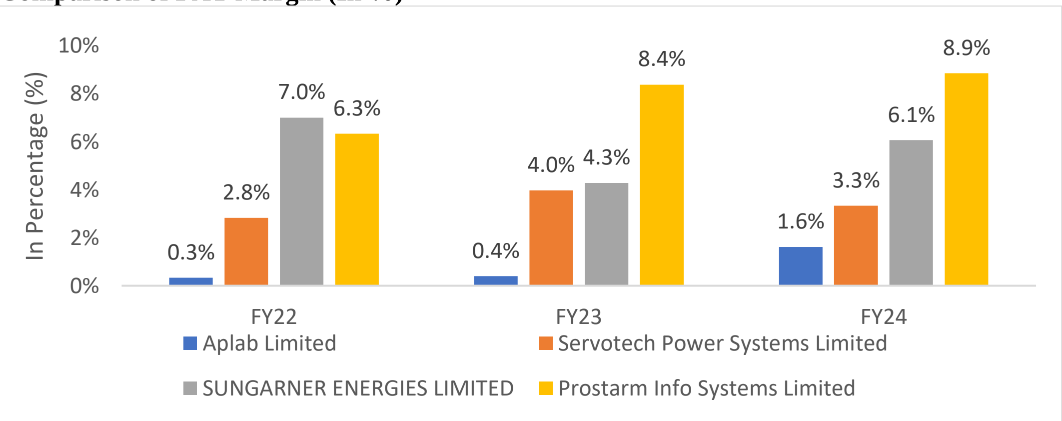
Comparison of PAT (In INR Million)



Source: Annual reports

Prostarm reported the highest PAT margin among its peers at 8.9% in FY24, significantly exceeding the peer average of 5.0%. The company's PAT for the year stood at ₹ 228 million.

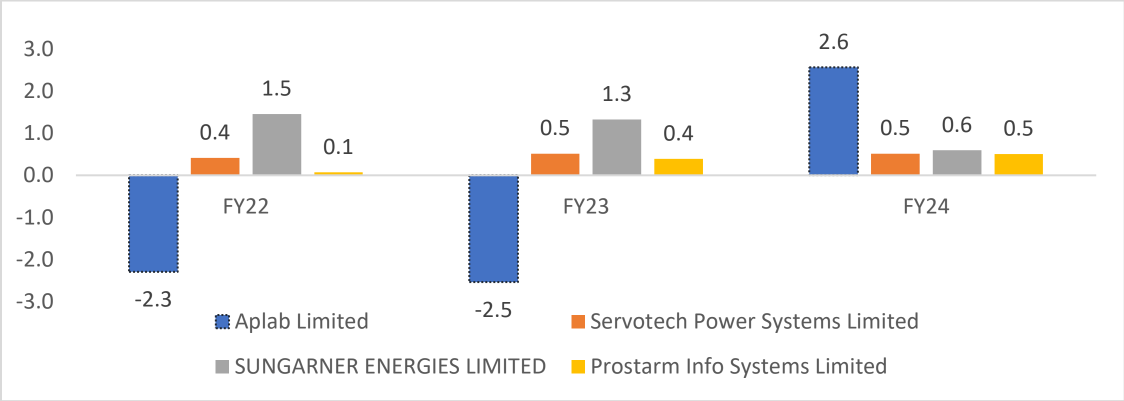
Comparison of PAT Margin (In %)



Source: Annual reports

Since last 2 years, Prostarm's PAT margin has been the highest among the peer set.

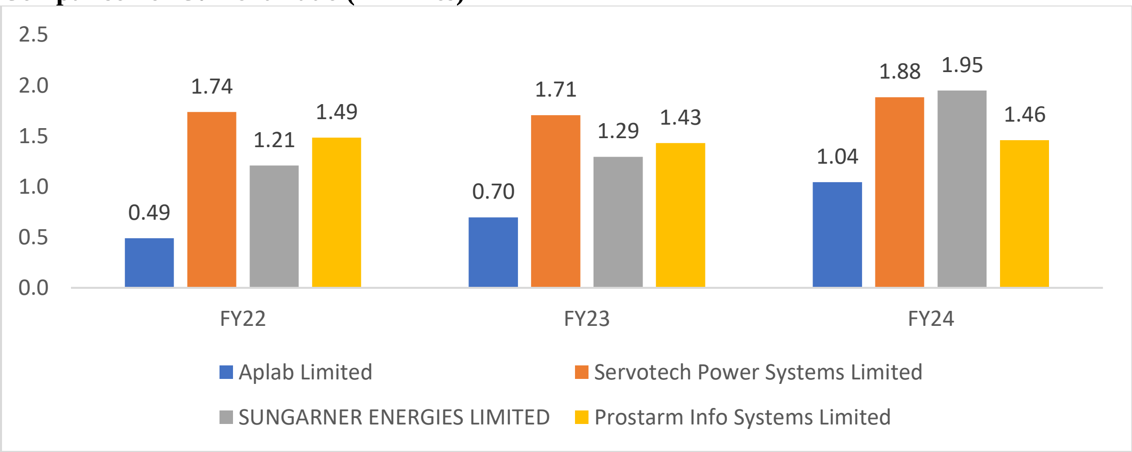
Comparison of D:E Ratio (In Times)



Source: Annual reports

In FY24, Prostarm's Debt-to-Equity Ratio was 0.50x.

Comparison of Current Ratio (In Times)



In FY24, Prostarm's Current Ratio was 1.46x, which is below the peer average of 1.58x.

5. **Threat & Challenges faced by the industry**

1. **High Initial Costs**: The upfront investment needed for purchasing and installing an UPS and other battery systems can be substantial, especially for advanced models with higher capacity and features. Also, despite falling prices, the high upfront costs of solar inverter systems and solar power installations remain a barrier, particularly for small and medium-sized enterprises and residential customers.

2. **Competition from Conventional Power**: Traditional energy sources, such as coal and thermal power, are still relatively cheaper in some areas, limiting the uptake of renewable technologies like solar inverters.

3. **Maintenance Requirements**: Regular maintenance is crucial for ensuring the reliability of UPS and other battery systems. However, it can be costly and time-consuming, and neglecting maintenance can lead to system failures. Similarly, solar panels require routine cleaning, as dust accumulation can obstruct sunlight, limiting their energy generation capabilities. Without regular maintenance, the panels' efficiency drops, impacting their ability to produce electricity effectively and diminishing the returns on solar energy investments.

4. **Battery Lifespan and Degradation**: The batteries in UPS systems have a limited lifespan and can degrade over time, reducing the system's effectiveness. Replacing batteries incurs ongoing costs and can also lead to downtime.

5. **Environmental Factors**: UPS and battery systems are sensitive to environmental conditions such as temperature, humidity, and dust. Adverse conditions can cause overheating, reduced efficiency, or equipment failure.

6. **Power Capacity Limitations**: UPS and battery systems have a limited power capacity, which may not suffice for all connected devices or extended outages. Overloading the system can result in failures and insufficient backup power.

7. **Technological Obsolescence**: As technology progresses, older UPS systems may become obsolete, lacking the efficiency and features found in newer models, potentially causing compatibility issues with modern devices. Additionally, India's outdated and underdeveloped grid infrastructure in many areas poses challenges for integrating solar power efficiently, particularly for hybrid and grid-tied inverters. The growing demand for high-efficiency, smart transformers requires substantial investment in R&D. Companies slow to adopt new technologies risk losing market share. Furthermore, integrating renewable energy into the grid remains a complex task, and the inadequacy of the existing grid infrastructure delays necessary transformer upgrades and installations.

8. **Security Vulnerabilities**: As UPS systems become more connected and integrated with other networked devices, they may be vulnerable to cybersecurity threats, including hacking and unauthorized access.

9. **Energy Efficiency Concerns**: While UPS systems are essential for backup power, they can be less energy-efficient, leading to higher operational costs, particularly in large-scale applications like data centers.

10. **Disposal and Environmental Impact**: The disposal of UPS batteries and other components presents environmental challenges, as they often contain hazardous materials requiring proper handling and recycling.

11. **Supply Chain Disruptions**: The availability of components and replacement parts for UPS systems can be affected by supply chain issues, causing delays in repairs and maintenance. Also, India still relies on imports for many key components for solar inverters and transformer components, which can create supply chain disruptions and price fluctuations due to geopolitical tensions or trade restrictions. Supply chain disruptions for transformers can arise from raw material shortages, logistics challenges, labor issues, and geopolitical factors. These issues can lead to project delays and increased costs in the market.

12. **Policy Uncertainty and Regulatory Hurdles**: Inconsistent government policies and shifting regulations can create uncertainty for manufacturers and consumers, hindering long-term investment in solar energy solutions. Also, frequent changes in government policies and stringent environmental regulations create compliance challenges for manufacturers of transformers.

OUR BUSINESS

*Some of the information in this section, including information with respect to our plans and strategies, contain certain forward - looking statements that involve risks and uncertainties. You should read "**Forward - looking Statements**" on page 24, for a discussion of the risks and uncertainties related to those statements and also "**Risk Factors**" "**Restated Financial Statements**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" on page 34, 261 and 367 for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in, or implied by, these forward - looking statements.*

*Our Company's Fiscal year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular fiscal year are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information included herein is based on or derived from our Restated Consolidated Financial Statements included in this Draft Red Herring Prospectus. For further information, please see "**Restated Financial Statements**" on page 261. Additionally, please see "**Definitions and Abbreviations**" on page 1 for certain terms used in this section. Unless the context otherwise requires, in this section, references to "**we**", "**us**" and "**our**" refer to Prostarm Info Systems Limited and our Subsidiary on a consolidated basis.*

*Unless otherwise indicated, the industry related information and market data used in this section is derived from the Industry Research Report on Storage and Power Backup Solution dated September 26, 2024 prepared and issued by CARE Analytics and Advisory Private Limited ("**CareEdge Research**") (the "**CARE Report**"), which has been exclusively commissioned and paid for by our Company in connection with the Issue pursuant to an engagement letter dated July 24, 2024. CareEdge Research is an independent agency which has no relationship with our Company, our Promoters and any of our Directors or KMPs or SMPs.*

The data included herein includes excerpts from the CARE Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information which may be relevant for the proposed Issue, that has been left out or changed in any manner. A copy of the CARE Report will be made available on the website of our Company at www.prostarm.com from the date of filing of the Draft Red Herring Prospectus until the Issue Closing Date. Unless otherwise indicated, all financial, operational, industry and other related information derived from the CARE Report and included herein with respect to any particular year, refers to such information for the relevant Fiscal.

*For more information, please see "**Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information from the CARE Report which have been commissioned and paid for by us exclusively in connection with the Issue and any reliance on such information for making an investment decision in the Issue is subject to inherent risks**" on page 62. Also see, **"Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Industry and Market Data"** on page 22 of this Draft Red Herring Prospectus.*

Overview

We are engaged in designing, manufacturing, assembling, sale, service and supply of Energy Storage Equipment and Power Conditioning Equipment ("**Power Solution Products**") in India. Our manufactured Power Solution Products comprise of UPS system, inverter system, lift inverter system, solar hybrid inverter systems, lithium-ion battery packs, servo-controlled voltage stabilisers ("**SCVS**"), isolation transformers and other power solution products. We offer both customized and standard products and solutions, manufactured and assembled at our in-house facilities and also through third party contract manufacturers. In addition to our core manufactured products, we also deal in sale and supply of third party manufactured batteries, reverse logistics/end-of-life disposal for UPS systems and batteries and other allied products. We also undertake rooftop solar photovoltaic power plant projects across India on EPC basis. Our comprehensive range of value-added services include installation, rental, after-sales services (including warranty and post-warranty services), Annual Maintenance Contracts ("**AMC**") which supplements our Power Solution Products, catering to a wide spectrum of customers and their requirements.

We specialize in power electronics solutions, offering reliable and affordable products to businesses across various sectors and have built a reputation for delivering dependable UPS systems that ensure continuous power availability in critical sectors like banking, finance, and healthcare. (*Source: CARE Report*). Over the years, we have leveraged our expertise, processes and infrastructure to cater to diverse end-use industries such as healthcare, aviation, research, BFSI, railways, defense, security, education, renewable energy, information technology and oil & gas. As on date, we are empaneled vendor for Airports Authority of India; Central Public Works Department, Patna Bihar; Public Works Department, New Delhi; West Bengal Public Health Engineering Department; West Bengal Electronic Industry Development Corporation Limited; Telangana State Technology Services Limited; Railtel Corporation of India Limited; and NTPC Vidyut Vyapar and Nigam Limited.

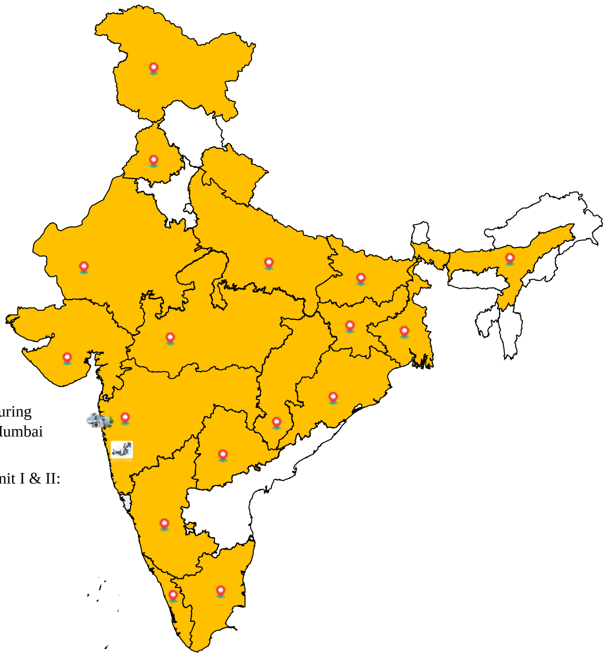
Incorporated in 2008, we started our commercial operations by focusing on the sale, supply, and installation of batteries and uninterruptible power supply systems manufactured by third-party vendors. This initial phase allowed us to understand the market and thereafter establish a strong foothold in the market and build relationships with customers seeking reliable power solution products. Over the years, we have significantly expanded and diversified our operations. Today, we not only deal in the sale and supply of Power Solution Products but have also evolved into a comprehensive power solutions provider. Presently, our offerings include the designing, manufacturing and assembling of a wide range of energy storage and power conditioning equipment under our own brand PROSTARM. The strategic shift to in-house production has enabled us to maintain high quality standards, innovate continuously, and offer customized solutions tailored to meet the specific requirements of our customers. We believe that our ability to offer end-to-end power solution products has positioned us as a trusted partner for a wide range of customers.

Since year 2018, we have strategically expanded our business operations by venturing into the engineering, procurement and construction segment, specifically focusing on setting up rooftop solar photovoltaic (PV) power system across India. This vertical complements our core power solutions business, aligning with the increasing demand for renewable energy sources and sustainable power solutions. Our expertise in the EPC domain allows us to offer end-to-end solutions for rooftop solar installations, covering all aspects of solar PV power project development, including site assessment, system design, procurement of high-quality materials, and complete installation services. Additionally, we provide operations and maintenance ("**O&M**") services to our clients to ensure optimal performance, reliability, and longevity of the solar power systems. We have successfully executed and commissioned rooftop Solar PV Power Plants totaling 7.35MW at over one hundred sites in the last three (3) Fiscals.

We are presently catering wide range of power solution products to diverse clientele including the government, private institutions and corporate customers. Our extensive capabilities to meet our customers' requirements are bolstered by our pan-India sales and service network.

Our Geographical Presence:

As on the date of this Draft Red Herring Prospectus, our operations are supported by a network of twenty-two (22) branch offices and two (2) storage facilities across seventeen (17) states and one (1) union territories within India. For details, see "***Our Business – Properties***" on page 209. This infrastructure not only supports sales but also enables us to provide after-sales services, ensuring that our customers receive reliable and timely assistance for maintenance and operational needs.



We also rely on a strong network of dealers and distributors for the sale of our products to institutional and corporate clients efficiently. As of March 31, 2024, our distribution network comprises 478 dealers and distributors spread across the country. For details, see "***Our Business - Sales and Marketing***" on page 204

With over fifteen (15) years of operating history in dealing with energy storage equipment's and power conditioning equipment's, we believe that we have the requisite experience in the industry and have garnered trust of our customers. During the Fiscal 2024, we catered to over 700 customers, of which 40% customers have been associated with us for the last three (3) Fiscals. Further, in Fiscals 2024, 2023 and 2022, 40%, 40% and 56% of our revenue from operations, respectively, was contributed by our customers who have been associated with us for the last three (3) Fiscals.

Our suppliers are majorly situated in India and China. In order to cater the requirement of our clients, we have also entered into contract manufacturing arrangement with third party manufacturers in China and India from whom we procure certain products such as UPS, SCVS, lift inverter system and isolation transformers as per demand of our products on the basis of designs, specifications and standards established by us. Outsourcing the manufacturing of some of our products enables us to enhance our capabilities to cater to our clients' requirements. Additionally, as per the requirements of our customers, we also perform value engineering and customization of our products. For details, see "***Our Business - Material supplies and contract manufacturing***" on page 206"

In line with our objective to increase our focus on make in India and to exercise better control over our supply chain, we have intensified our focus and expanded our manufacturing capabilities over the last three years where we manufacture, design, and assemble our products. As on the date of this Draft Red Herring Prospectus, we have three (3) manufacturing units located in the state of Maharashtra out of which two (2) units are at Pisoli, Pune ("**Manufacturing Unit I**" and "**Manufacturing Unit II**") and one (1) unit at Mahape, Navi Mumbai ("**Manufacturing Unit III**"). Our Manufacturing Unit II is being operated under our subsidiary, Prostarm Energy Systems Private Limited.

Our Manufacturing Units are equipped with requisite infrastructure including machinery, other handling equipment and assembly lines to facilitate smooth manufacturing process and enable us to meet the requirements of our customers in a timely manner. With our manufacture, design, and assembling capabilities, we have developed in-house capabilities in product designing, testing equipment, assembling and quality control process to improve cost efficiency, reduce dependency on third party suppliers and manufacturers and provide better control on production.

We focus on technological innovation by enhancing our in-house R&D capabilities and also through acquisition of technology. In furtherance of this strategy, in the calendar year 2021, our subsidiary, Prostarm Energy Systems Private Limited entered into an arrangement to acquire technology knowhow from Aarcchor Innovations Private Limited, a company engaged in development and manufacturing of UPS, solar inverter, inverters and RDSO approved products. Further, in the calendar year 2022, we acquired technical knowhow, assets and absorbed employees of Transfield Transformers and Electronics Private Limited, a company engaged in manufacturing of transformers. We also entered into a technology license agreement in order to have the "right-to-use" of Battery Management System ("**BMS**") technology, from Automotive Research Association of India (**ARAI**), for a period of 5 (five) years, starting from August 5, 2021 which is proposed to be used in the assembly of our lithium-ion battery packs.

We also consider our quality control procedures to be the cornerstone of our business operations. As on the date of this Draft Red Herring Prospectus, our Manufacturing Units are accredited with ISO 9001:2015, ISO 14001:2015, ISO 45001:2018, ISO 50001:2018 standards. We also hold certificate of registration certifying conformity for UPS, Inverter, Servo Stabilizer, Isolation Transformer and Solar Inverter, certificate of registration (Quality Management System of Telecom Industry) certifying conformity to the requirements of TL 9000: 2016, certificate of registration (Information Security Management System) certifying conformity to the requirements of ISO/IEC 27001:2022, certificate of registration (Environmental Labels and Declarations) IS/ISO 14025:2006 and Certificate of Registration certifying conformity to the requirements of ISO ISO/IEC 20000-1:2018. We have also received and maintain product certifications from the Bureau of Indian Standards for UPS. For details, see "***Government and Other Statutory Approvals***" on page 409.

We have an experienced management team led by our Promoter Director and Chief Executive Officer, Ram Agarwal who possess over sixteen (16) years of experience in the power backup solutions sector and we benefit significantly from his expertise. Our Promoters continue to remain actively involved in our operations and continue to bring their vision, business acumen and leadership to our Company, which has been instrumental in sustaining our business operations and growth. We are led by well-qualified and experienced Board, key management personnel and senior management personnel, who have demonstrated their ability to manage and grow our operations and leverage and deepen customer relationships. The knowledge and experience of our management team provides us with a significant competitive advantage as we seek to grow our business. For further information on our Promoters and management, see "***Our Management***" and "***Our Promoters and Promoter Group***" on pages 236 and 253, respectively.

Market Opportunity

Set forth below are the indicative market opportunity for the industry and the products we deal in;

- *The power back-up systems market is growing due to the problem of power shortage in the country and with the technological advancements. The gap between the demand and supply of power in the country is increasing the demand for uninterrupted power supply by the industrial sectors. (Source: CARE Report)*
- *The Indian UPS Market has been showcasing an upward trend generating revenues of ₹96,432 million in FY24 while it was at ₹89,713 million in FY23. The market is further expected to grow at a CAGR of 8.22% till FY30. This growth of 8.22% is due to rising dependence on electricity in the country, expanding commercial and industrial segments, and with power outages being a frequent occurrence; especially during peak hours, an uninterrupted power supply has become mandatory. (Source: CARE Report)*
- *The Indian Solar Hybrid Inverter market in India was recorded at ₹ 5,242 million in FY24 and grew at a CAGR of 9.21% between FY19 and FY24. Further, going ahead the market is expected to grow at a 18.60% till FY30. It is forecasted to reach Rs 13,938 million by FY30. This growth is expected to be driven by the rising demand for renewable energy as India transits from fossil fuels to more sustainable energy sources to combat climate change and improve energy security. (Source: CARE Report)*
- *The India Lift Inverter Market was valued at ₹164,292.82 million in FY24 and is projected to exhibit a CAGR of 8.28%. (Source: CARE Report)*
- *The Indian Servo Stabilizer market has reached ₹13,455 million in FY24 and is expected to reach ₹23,137 million in FY30 growing at CAGR 9.46%. The market is primarily driven by growing demand from end user industries. Moreover, increasing research and development spending for development in new products and equipment will propel product demand in the future. (Source: CARE Report)*
- *The India Isolation Transformers (Non- Distribution Transformers) Market was valued at ₹15,843 million in FY24 which grew at CAGR of 3.5% from ₹13,357 million in FY19 and is projected to exhibit a CAGR of 7.3% during the forecast period from FY25 TO FY30. (Source: CARE Report)*
- *The Solar EPC market was recorded at ₹135,464 million in FY24 and has grown at a CAGR of 4.97% between FY19 and FY24. It is further expected to reach ₹2,22,112 million by FY30. The growth of solar parks in several states presents a sizable market for Solar EPC companies. For EPC businesses, rooftop solar systems represent yet another profitable market. Energy storage solutions combined with solar power systems are becoming more crucial for maintaining grid stability and ensuring energy reliability. EPC companies that provide comprehensive solar and storage solutions can strengthen their value proposition, draw in additional clients, and broaden their market footprint. (Source: CARE Report)*
- *The Indian Lithium – Ion battery market in India was recorded at ₹5,58,078 million in FY24 and grew*

at a CAGR of 7.66% between FY19 and FY24. Further, going ahead the market is expected to grow at a 19.67% till FY30. It is forecasted to reach ₹16,39,090 million by FY30. The Indian Lithium-Ion Battery Market is growing rapidly, driven by the surging demand for energy storage solutions in various sectors, including automotive, consumer electronics, and renewable energy. (Source: CARE Report)

For further details, see "***Industry Overview***" on page 135.

We believe that we stand benefitted and would further benefit from the growing market demand of the products, we deal in.

Key Performance Indicators

The growth of our business in the last three (3) Fiscals has contributed significantly to our financial strength. Our revenue from operations increased from ₹17,130.73 Lacs in Fiscal 2022 to ₹25,787.04 Lacs in Fiscal 2024 at a Compounded Annual Growth Rate ("**CAGR**") of 22.69%, while our profit for the year increased from ₹1,087.05 Lacs in Fiscal 2022 to ₹2,282.53 Lacs in Fiscal 2024 at a CAGR of 44.91%.

As per CARE Report, (i) our revenue from operation for Fiscal 2024 was second in the peer group companies, after Servotech Power System Limited; (ii) in terms of EBIDTA, we reported highest figure in Fiscal 2024 amongst the peer group companies and have recorded an impressive growth of 29.8% in EBIDTA on year to year basis for last three Fiscal; (iii) in terms of PAT margin, we were the highest amongst the peer set; (iv) comparing the Return on Asset, we achieved the highest return on assets in FY24 at 11.2%, which is higher than the peer average of 5.6%; (v) similarly, comparing the return on equity, we achieved the highest return on equity in FY24 at 26.6%, which is higher than the peer average of 13.5%; (vi) comparing the return on capital employed, we achieved the highest return on capital employed in FY24 at 36.3%, which is higher than the peer average of 21.7%.For details, see "***Industry Overview***" on page 135.

The table below sets forth certain key financial parameters on a restated basis for the Fiscals 2024, 2023 and 2022 is set out below:

(₹ in lakhs, unless stated otherwise)

Particular	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from Operations(1)	25,787.04	23,036.32	17,130.73
EBITDA(2)	3,662.35	2,914.79	1,656.80
EBITDA Margin(3) (in %)	14.20%	12.65%	9.67%
Net Profit after tax (4)	2,282.53	1,934.55	1,087.05
Net Profit Margin(5) (in %)	8.85%	8.40%	6.35%
Return on Net Worth(6) (in %)	32.12%	39.20%	32.33%
Return on Capital Employed(7) (in %)	32.40%	41.44%	41.27%
Debt-Equity Ratio(8)	0.51	0.39	0.07
Days Working Capital(9) (in days)	126	85	63

As certified by our Statutory Auditor, Mansaka Ravi & Associates, Chartered Accountants pursuant to their certificate dated September 27, 2024.

Notes:

(1) *Revenue from operations means the Revenue from Operations as appearing in the Restated Consolidated Financial Statements.*
(2) *EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit/ (loss) before exceptional items and tax for the year and adding back finance costs, depreciation, and amortization expense.*
(3) *EBITDA margin is calculated as EBITDA as a percentage of revenue from operations.*
(4) *Net Profit after tax represents the restated profits of our Company after deducting all expenses.*
(5) *Net Profit margin is calculated as restated net profit after tax for the year divided by revenue from operations.*
(6) *Return on Net Worth (%) is calculated as Net Profit after tax attributable to owner of the company, as restated for the end of the year divided by Average Net worth as at the end of the year. Average net worth means the average of the net worth of current and previous Fiscal. Net worth means the aggregate value of the paid-up share capital and other equity.*
(7) *Return on capital employed is calculated as Earnings before interest and taxes divided by average capital employed (average capital employed is calculated as average of the total equity, including non-controlling interest, total debt (including borrowings and lease liabilities) and deferred tax liabilities (net of deferred tax assets) of the current and previous Fiscal.*
(8) *Debt- equity ratio is calculated by dividing total debt by total equity. Total debt represents long term and short term borrowings,*

including lease liabilities. Total equity includes the aggregate value of the paid-up share capital, other equity and the non-controlling interest.

(9) *Days Working Capital is arrived at by dividing working capital (current assets excluding cash and cash equivalents and bank balances less current liabilities excluding short term borrowings and current lease liabilities) by revenue from operations multiplied by the number of days in the year (365).*

Business Vertical Wise Revenue

The table below sets forth the breakdown of our revenue from operations for Fiscal 2024, 2023 and 2022:

Sr. No.	Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
		Amount (in ₹ lakhs)	As a % of revenue from operations	Amount (in ₹ lakhs)	As a % of revenue from operations	Amount (in ₹ lakhs)	As a % of revenue from operations
A	Manufactured Power Solution Products *(Including contract Manufactured)*[*]	14,423.35	55.93%	9,005.74	39.09%	6,787.70	39.62%
B	Third-Party Power Solution Products *(includes reverse logistics/end-of-life disposal for UPS and batteries)*	7,831.44	30.37%	12,486.65	54.20%	9,632.06	56.23%
C	Solar EPC Contracts	2,368.46	9.18%	906.91	3.94%	189.39	1.11%
D	Value-Added Services (AMC and other operating revenue, Ind. AS adjustments)	1,163.79	4.51%	637.03	2.77%	521.59	3.04%
	Total	**25,787.04**	**100.00%**	**23,036.32**	**100.00%**	**17,130.73**	**100.00%**

** This includes sale of contract manufactured power solution products i.e. ₹ 2,182.53 Lakhs for Fiscal 2024, ₹ 1,323.78 Lakhs for Fiscal 2023 and ₹ 1,337.80 Lakhs for Fiscal 2022.*
As certified by our Statutory Auditor, Mansaka Ravi & Associates, Chartered Accountants pursuant to their certificate dated September 27, 2024.

Our Product Portfolio and Service Offerings

We manufacture design, and assemble a range of power solution products such as UPS system, inverter system, lift inverter system, solar hybrid inverter system, lithium-ion battery packs, servo-controlled voltage stabilisers, isolation transformers and other power solution ancillary products. In addition to our core manufactured products, we also deal in sale and supply of third party manufactured products such as batteries, reverse logistics/end-of-life products and other allied products. Our products and service offerings can be broadly classified as:

A) Power Solution Products

1. UPS System

An UPS is an electrical system that provides emergency power when the main power fails. When there is supply of power available, it supplies power to the load as well as charges the battery and in case of an outage, the charged batteries immediately supply power to the load (*Source: CARE Report*). An UPS differs from an auxiliary or emergency power system or standby generator as it provides near-instantaneous protection from input power interruptions, by supplying energy stored in batteries. The on-battery run-times of most UPS are relatively short (only a few minutes) but sufficient to "buy time" for initiating a standby power source or properly shutting down the protected equipment. The UPS also contain integrated surge protection to shield the output appliances from voltage spikes.

A UPS/UPS System is typically used to protect hardware such as computer data centers, telecommunication equipment or other electrical equipment where an unexpected power disruption could cause injuries, fatalities, serious business disruption or data loss. UPS System or UPS units' range in size from ones designed to protect a single computer without a video monitor to large units powering entire data centers or buildings.

We offer UPS on standalone basis and as UPS system which means UPS is offered along with the accessories like battery, interconnecting cables, wires, racks for enhancing operational efficiency after necessary customizations by understanding customer requirement. Set forth below are the details and description of our UPS/UPS System;

Products	Capacity	Features	Product Image
PM800	5 kVA ~ 30 kVA	• Single / single-phase, three / single-phase models with on-line double conversion technology. • Suitable for all kinds of loads • High overload capability • Bypass dual DSP control design to enhance more Reliability • Supports dual input, hot standby	
PM890	10 kVA ~ 120 kVA	• Online double-conversion with full DSP control • IGBT inverter with output isolation transformer • 100% unbalance load capability • Output power factor 0.9 • Generator compatible • Support battery cold start and auto-restart when mains power is restored • ECO mode operation for energy saving • 5.7 inches LCD touch screen, friendly human & Standard emergency power off (EPO) machine interface • Intelligent self-diagnosing function, all kinds of failure protection, large capability of history records storage	
PM890 IR	80 KVA ~ 500 kVA	• Online double-conversion with DSP control • Strong mixed load capacity and high overload capacity • Batteries are connected directly to the bus, improving the impact resistance of UPS output • Input and output are completely isolated for great security • Intelligent self-diagnosing function, all kinds of failure protection, large capability of history records storage	

Products	Capacity	Features	Product Image
PM900 G4	5 kVA ~ 10 kVA	• Advanced DSP and 3-level technology • Output power factor 1.0 • High efficiency 95% (up to 98% in ECO mode) • Wide input voltage range (190 ~ 499 Vac) and frequency range (40 ~ 70 Hz) • Dual-input design, supporting independent bypass • Intelligent battery management, automatic floating / equalizing charge control, charger • Ability to switch on the UPS with batteries • Powerful background software for parameters configuration	
PM990 G4	40 kVA ~ 120 kVA	• Compact internal layout, small footprint • Wide input voltage range, 50 / 60 Hz auto-sensing frequency • Flexible battery configuration setting, selectable battery numbers: 30 ~ 46 pcs • 50 / 60 Hz frequency conversion mode • Flexible battery configuration setting, selectable battery numbers: 30 - 46 pcs. • Doubling the battery charging speed, 90% capacity restored in 4 hours (standard model UPS). • 5 inches LCD colorful touch • Advanced multi-platform communication for UPS • monitoring: RS232, USB, Rs485, CAN, NET, dry contacts, SNMP card, Wi-Fi card and GPRS card.	
PM900 PRO	1 kVA ~ 3 kVA	• High frequency on-line double conversion technology • DSP (Digital signal processors) control technology • Active power factor correction (APFC), input power factor up to 0.99 • Output power factor 0.9 • Wide input voltage range (110 V ~ 300 Vac) and frequency range (40 ~ 70 Hz) • Auto sensing frequency • Rear ventilation design and variable speed fan • Quick and stable charging, 90% capacity restored in 3 h (standard model UPS)	

Products	Capacity	Features	Product Image
PM900 PRO	10 kVA ~ 30 kVA	• DSP digital control technology • Active power factor correction (APFC), input power factor up to 0.99 • Wide input voltage range (190 V ~ 485 V) • 50 / 60 Hz frequency conversion model • Auto power ON/OFF according to the load capacity set by users • Flexible battery configuration for using 14/16/18/20 pcs batteries • Powerful background software for parameters	

2. Lift Inverter System/Inverter System

Lift Inverter System also known as lift back up system is an off-line UPS capable of delivering uninterrupted power to lifts/elevators & other three-phase heavy duty machines like air conditioning compressors, industrial machinery, etc. Lift inverters play a crucial role in ensuring the safety and efficiency of these systems. They provide smoother operation, energy efficiency, and better control over lift speed and stopping, significantly enhancing passenger comfort and safety. Compared to diesel-run lifts, inverter-driven lifts are quieter, more environment friendly, and typically have lower operational costs (*Source: CARE Report*).

Inverters are used as emergency backup when there is a power outage. It turns on the electrical appliances when the main supply is off. The function of an inverter is to convert Direct Current (DC) into Alternating Current (AC). DC is the current produced from the battery or solar panel. Inverters are used in industrial as well as home application.

Domestic Inverter: 900 VA to 5000 VA
Industrial Inverter: 6.6 kVA to 50 kVA

We offer lift inverter /inverter on standalone basis and as lift inverter /inverter system which means lift inverter /inverter is offered along with the accessories like battery, interconnecting cables, wires, racks for enhancing operational efficiency after necessary customizations by understanding customer requirement. Set forth are the brief details and description of our Lift Inverter System.

Products and Product Image	Capacity	Features	Application industry
Lift Inverter System 	6.6 kVA ~ 300 kVA	• Provides no-break backup to the elevators • Handles regenerative power efficiently • Intelligent monitoring and control • Compact and robust design	• Residential Buildings • Commercial Buildings • Hospitals • Industrial Elevators • Escalators

3. Solar Hybrid Inverter System

A solar hybrid inverter or photovoltaic inverter is a type of power inverter which converts the variable direct current output of a photovoltaic solar panel into a utility frequency alternating current that can be fed into a commercial electrical grid or used by a local, off-grid electrical network. A solar hybrid inverter is a critical component in renewable energy systems, particularly in solar power setups. It combines the functionality of a traditional solar inverter with additional capabilities to manage multiple power sources, such as solar panels, batteries, and the grid. A solar hybrid inverter also manages energy storage. When the solar panels generate more electricity than needed, a hybrid inverter stores the excess energy in batteries. This stored power can then be used later, for instance, at night or during cloudy days when solar panels aren't producing much electricity. A solar hybrid inverter helps to make the most of the solar energy system, offering cost savings, reliable power backup, and environmental benefits, all while simplifying energy management (*Source: CARE Report*).

We sell solar inverter on standalone basis and also as solar hybrid inverter system which means that solar hybrid inverter is offered along with the accessories like battery, interconnecting cables, wires, racks for enhancing operational efficiency after necessary customizations by understanding customer requirement. Set forth below are the details and description our solar hybrid inverter/solar hybrid inverter system:

Products and Product Image	**Capacity**	**Features**	**Application industry**
Solar Hybrid-Inverter / Solar Hybrid Inverter System  	5 kVA ~ 300 kVA	• Space vector Modulation • Real Time MPPT tracking • Battery Less operation • High Efficiency • Inbuilt Charger controller • Inbuilt galvanic Isolation Transformer • Seamless synchronization with DG sets & • Others	• Airports • Railways • Logistics • Defence • Oil and Gas • Elevators • Petrol Pumps • BFSI and ATMS • Malls, Theatres & Retails

4. Lithium-ion Battery Pack

Lithium-ion batteries are systems for storing electrochemical energy using lithium-ions as the charge carrier between electrodes. Several factors, such as cost, energy density, cycle life, and required charging rate, influence the choice of chemistry for a specific application. Among the numerous energy storage technologies existing, lithium-ion batteries are anticipated to lead the market during the upcoming decade. (*Source: Care Report*)

A lithium-ion battery pack is a rechargeable energy storage system known for its high energy density, long cycle life, and low self-discharge rate. Lithium-ion battery pack are assembled/developed by using advanced LiFePO4 (Lithium-Iron Phosphate) technology cells and smart integrated BMS/PCM with the benefits of higher reliability, long cycle life, light in weight, compact in size, safety and environment friendly. lithium-ion battery pack can be used for a variety of indoor or outdoor (in closed cabinet) applications. Lithium-ion chemistry demonstrates superior characteristics in UPS applications, this results in high energy density, long life, flexible installation, improved cycle life and a lower TCO. Set forth are the brief details and description of our lithium-ion battery pack:

Product and Product Image	**Features**	**Application industry**

Lithium-ion Battery Pack 	• high safety ensured • Extendable capacity with N+1 configuration • wide working temperature range • low total cost of ownership (TCO) • easy handling and installation	• Telecommunication Railways & Aviation UPS and IDC Data Centre • Renewable energy storage system • DC systems backup applications

5. Servo Controlled Voltage Stabilizer (SCVS)

SCVS is a servo motor-controlled stabilization system that performs the function of providing optimum voltage supply by capturing voltage fluctuations from input and regulates current to the output. A SCVS provides +/-1% voltage output where input voltage alters up to +/-50% (*Source: CARE Report*)

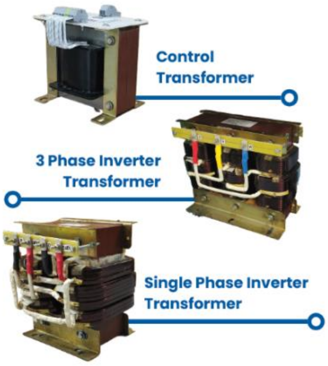
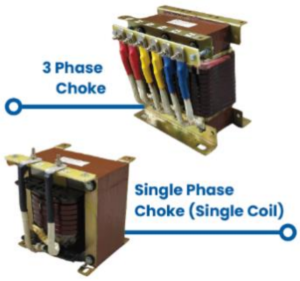
SCVS uses a buck\boost transformer booster that captures voltage fluctuations from input and regulates current to the correct output. Set forth are the brief details and description of our Servo Controlled Voltage Stabilizer:

Product and Product Image	Capacity	Features	Application industry
Servo Controlled Voltage Stabilizer 	**Single Phase:** 1 kVA ~ 20 kVA **Three Phase**: 6 kVA ~ 500 kVA	• Specially designed high-performance controller-based control circuit for ultra-high reliability • Key parameters adjust through user interface for digital control unit • High efficiency > 98% • Accuracy 1% from no load to full load • Auto/manual operation facility. • Plug and play single control card for easy serviceability.	• Industrial • Medical • IT and Data Centres • Home Appliances

6. Isolation Transformers

An isolation transformer is a type of transformer designed to transfer electrical energy between two or more circuits while providing electrical isolation between them. This is achieved by having separate windings for the input and output, which are not electrically connected but magnetically linked. Isolation transformers are crucial in high-voltage applications where electrical isolation is needed to ensure safety and system reliability. As industries and infrastructure projects require high-voltage solutions, the demand for isolation transformers grows correspondingly. Isolation transformers help in improving power quality by isolating electrical circuits and minimizing electrical noise and interference. This is important for maintaining the integrity of sensitive (*Source: CARE Report*)

Set forth are the brief details and description of our isolation transformers;

Product and Product Image	Capacity	Features	Application industry
Isolation Transformers  	1 kVA ~ 100 kVA	• High insulating materials and special shielding techniques are credited for the common mode and minimizing transverse mode noise. • Designed with zig-zag construction, which nullifies the harmonic current. • The core and its magnetic properties are selected in such a way that it allows enough leakage inductance to provide normal mode power line noise, which is in sync with the transfer of fundamental power frequency. All the higher frequencies are blocked. • Unique box shielding and other apt techniques are used which block the transfer of electronic noise. • Better regulation with low impedance effect. • Shield against strong lightning, impulse noise, bus short-circuit, accidental discharge of capacitors, etc. • Shield for the neutral harmonic current and connected equipment will not be affected by electrical noise, spikes, surges, etc.	• UPS, • Inverters • Solar Inverters • Laboratories • Health Care • Data Centres • BFSI • Industrial

7. Other power solution products

Set forth are the details of our other power solution products that we offer under our product portfolio:

- *Dynamic Brake Resistor* ***("DBR")***: It consists of a heavy-duty resistor, powered through a chopper. On sensing rise in DC Voltage, DBR connects on its own, dissipating excess regenerative energy. Once DC voltage returns to normal range, DBR get disconnects immediately. DBR can be set in such a way that it will allow battery to charge with regenerative energy. It absorbs excess energy left after consumed by battery. DBR are mainly used in lift for managing regenerative energy.

- *Regenerative battery charger and discharger*: It is an equipment which captures and converts energy generated during testing of battery into usable AC power and thereby reduces energy consumption. It improves efficiency and reduces battery testing costs and time and provides more accurate readings of battery performance.
- *Regulated Battery charger/ Underslung battery charger*: Such battery chargers are used for DC load and battery charging requirements for both AC and non-AC coaches for Railways.
- *Static Frequency Converter (“**SFC**”)*: The SFC (Mobile Unit) is an aircraft support equipment which is primarily used to supply electrical power to all passenger or fighter aircrafts on ground at the time of starting up and ground testing /servicing during maintenance activities.

B) Third-party manufactured Power Solution Products

1. Batteries

Battery is a key integral part of our product and service offerings viz., UPS systems, solar hybrid inverters and inverters (including lift inverters). We buy battery in bulk as it is used as one of major components for our products such as UPS systems, solar hybrid inverters and inverters (including lift inverters). We purchase battery from domestic third-party manufacturers.

Further, batteries being consumable items they are required to be replaced at regular intervals. Hence, sale of battery is not only critical to provide a complete solution to our customers but, it helps us to retain our customers and generate repeat business and also create new business opportunities.

2. Reverse logistics / End-of-life products

We also provide for buy-back of faulty UPS and batteries (any make) against the supply of our UPS and batteries. We enter into this arrangement with our existing customers as part of the terms of our contracts and also with new customers.

3. Other Products

We also trade in accessories and ancillary products such as solar panel and allied products, battery racks, battery interlinks, spares and accessories, along with sale of our products and also as part of our AMC/ off-warranty services.

C) Value Added Services

1. Rental Services

We also provide our Power Solution Products on rental basis to authorized ATM service providers which are used at their ATM installation sites. The rental charges are decided based on the capacity and power back-up required by our customers and paid on a periodic basis.

2. After sales service

After sale service includes in-warranty/out-of-warranty service and also annual maintenance contracts (AMC) which we enter with our customers. Generally, our in-warranty period is spread over one to five years from the date of sale of our products/installation. Our AMC charges are billed on a periodic basis during the tenure of such contract.

D) Solar EPC contracts

We are also engaged in providing turnkey solutions offering EPC services in setting up Solar PV Power Plants projects across India including their operation and maintenance. We commenced our EPC business in the year 2018 and we have successfully executed and commissioned rooftop Solar PV Power Plants totaling 7.35MW at more than one hundred (100) sites in the last three (3) Fiscals. Furthermore, our O&M services are usually part of our EPC contracts and are generally undertaken for a period of two to five years from installation as per the terms of the contracts.

Top 10 Solar Projects by our company based on the invoice value up to March 31, 2024 are as under:

Sr. No.	Name of Party	Capacity Installed (Kw)	Total Invoice Value* (₹ in lakhs)	Start Year	Completion Year	Project Status
Ongoing Projects						
1.	Bihar Renewable Energy Development Agency	1653	345.06	2022	-	Ongoing
Completed						
1.	Rajasthan Council of School Education	2010	1,829.90	2023	2024	Completed
2.	Bihar Renewable Energy Development Agency	2085	891.64	2022	2023	Completed
3.	Bihar Renewable Energy Development Agency	280	123.48	2022	2023	Completed
4.	Paschim Gujarat Vij Company Ltd.	326	131.80	2021	2022	Completed
5.	Uttar Pradesh New and Renewable Energy Development Agency	155	70.40	2022	2023	Completed
6.	Uttar Pradesh New and Renewable Energy Development Agency	100	50.27	2022	2023	Completed
7.	Dakshin Gujarat Vij Company Ltd.	256	105.03	2021	2022	Completed
8.	Uttar Gujarat Vij Company Ltd.	113	47.15	2021	2022	Completed
9.	Uttar Gujrat Vij Company Ltd.	55	26.87	2022	2023	Completed
10.	Ambika Synfab Pvt. Ltd.	30	16.22	2023	2023	Completed

** Inclusive of GST.*

***Note:** The data pertaining to completed projects includes for which completion/installation certificates have been received*

The execution of Solar EPC contracts that we undertake, typically involves the following process:

1. Project Planning and Development

It is the foundation stage of any solar EPC project. It is started by conducting a feasibility study to assess a project's viability based on factors like available space, energy consumption, and sunlight exposure. A detailed site assessment follows to evaluate its suitability for solar panel installation.

2. Design and Engineering

Design and engineering are critical phases in bringing a solar project to life. A custom solar power system is crafted and tailored to meet the specific energy needs and site conditions. Careful selection of solar panels, inverters and other components is critical to optimize system performance and efficiency.

3. Procurement

Necessary equipment is sourced from our trusted suppliers to maintain quality of our projects.

4. Construction and Installation

Solar panels are installed on the roof-mounted structures. To harness the sun's energy, the system is carefully connected to the electrical grid using inverters. The final stage involves integrating all components seamlessly to create a high-performance solar power system.

5. **Testing and Commissioning**

Testing and commissioning is the final stage before the solar power system goes live. Thorough performance testing is conducted to ensure that the system operates as designed and meets all specifications. Upon successful completion the solar power system is officially hand over to the client.

6. **Operation and Maintenance**

O&M services usually form part of our contracts which includes regular maintenance checks and repairs to optimize system output and longevity.

Our Key Strengths

Diversified and continuously evolving and expanding product portfolio and service offerings catering to customers across various industries

We have a diverse and continuously evolving product portfolio, product verticals and customer base. Further, we offer our customers multiple products to meet their power storage and power conditioning requirements. We have a diverse customer base comprising of government, project contractors, industrial and institutional clients, dealers and distributors, and cater to a range of industries including healthcare, aviation, research, BFSI, railways, defence, security, education, renewable energy, information technology and oil & gas.

Although the technical specifications for our products are largely standardized, we also undertake customization of our products for our government, institutional and corporate customers to meet their specific requirements. We believe our dedicated effort towards expanding our product portfolio and our ability to identify our customers' requirements contribute significantly to our position in the power solution industry and has helped us in becoming a one-stop shop for our customers' power solution requirements. We believe that our diversified product range, coupled with focus on consistent product upgradation in terms of their design, technology, features and quality have allowed us to develop a wider customer base and contributed towards expanding into more diversified industry segments.

We believe that our diversified product portfolio helps us retain our customers and strengthen our cross-selling efforts across product portfolios. Set forth are details of our products and services and the revenue contributed in last three Fiscals:

Name of the Products	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	(in ₹ Lakhs)	As a % of revenue from operation	(in ₹ Lakhs)	As a % of revenue from operations	(in ₹ Lakhs)	As a % of revenue from operations
UPS System	10,054.82	38.99%	6,784.51	29.45%	6,483.51	37.85%
Lift Inverter System/Inverter System	114.92	0.45%	9.65	0.04%	57.70	0.34%
Solar Hybrid Inverter System	2,412.03	9.35%	1,578.53	6.85%	(36.14)	-0.21%
Lithium-ion Battery Pack	1,258.00	4.88%	104.09	0.45%	15.68	0.09%
Servo controlled voltage Stabilizer (SCVS)	389.05	1.51%	257.28	1.12%	232.00	1.35%
Isolation Transformers	123.21	0.48%	63.23	0.27%	29.64	0.17%
Other power solution products	71.31	0.28%	208.44	0.90%	5.30	0.03%
Third-Party Power Solution Products	7,831.44	30.37%	12,486.65	54.20%	9,632.06	56.23%
Solar EPC contracts	2,368.46	9.18%	906.91	3.94%	189.39	1.11%
Value Added Services	1,163.79	4.51%	637.03	2.77%	521.59	3.04%
Total	**25,787.04**	**100.00%**	**23,036.32**	**100.00%**	**17,130.73**	**100.00%**

As certified by our Statutory Auditor, Mansaka Ravi & Associates, Chartered Accountants pursuant to their certificate dated September 27, 2024.

Established relationships with our customers and wide customer base

We have established and will continue to focus on strengthening our relationships with domestic customers across our product verticals. The varied applications of our products have helped us build a wide customer base across various industries. Some of our marquee customers across the industries that we cater to, include certain PSU Banks, Larsen & Toubro Limited, Tata Power Co. Limited and Bajaj Finance Limited.

As on date, we are empanelled vendor for Airports Authority of India; Central Public Works Department, Patna Bihar; Public Works Department, New Delhi; West Bengal Public Health Engineering Department; West Bengal Electronic Industry Development Corporation Limited; Telangana State Technology Services Limited; Railtel Corporation of India Limited and NTPC Vidyut Vyapar Nigam Limited.

With over 15 years of operations in dealing with Power Solution Products, we believe that we have the requisite experience in the industry and have garnered trust of our customers. During the Fiscal 2024, we catered to over 700 customers, of which 40% customers have been associated with us for the last three (3) Fiscals. Further, in Fiscals 2024, 2023 and 2022, 40%, 40 % and 55% of our revenue from operations, respectively, was contributed by our customers who have been associated with us for the last three (3) Fiscals.

We have a proven track record of retaining customers effectively. During the Fiscal 2024, we catered to over 700 customers, of which 40% customers have been associated with us for the last three (3) Fiscals and 19% customers have been associated with us for the last five (5) Fiscals. Further, in Fiscals 2024, 2023 and 2022, 40%, 40% and 56% of our revenue from operations, respectively, was contributed by our customers who have been associated with us for three (3) years. Further, in Fiscals 2024, 2023 and 2022, 19%, 17 % and 32% of our revenue from operations, respectively, was contributed by our customers who have been associated with us for five (5) years. We have consistently expanded the range of products offered to our clients over time.

Our top five (5) customers accounted for 38.51%, 26.96% and 34.03% of our revenue from operations in Fiscals 2024, 2023 and 2022, respectively, and our top ten (10) customers accounted for 51.97%, 39.68% and 44.13% of our revenue from operations in Fiscals 2024, 2023 and 2022, respectively.

Our strong customer base has played a key role in our success so far and will continue to be a significant driver of our future growth. It will help us expand our market share, develop new products, and enter new markets. Our customer-centric approach ensures that any concerns raised by our clients are swiftly addressed by our dedicated after-sales support team, providing a rapid response time.

Wide geographical presence and distribution network

As on the date of this Draft Red Herring Prospectus, our operations are supported by a network of twenty-two (22) branch offices and two (2) storage facilities across seventeen (17) states and one (1) union territories within India. This infrastructure not only supports sales but also enables us to provide after-sales services, ensuring that our customers receive reliable and timely assistance for maintenance and operational needs.

In addition to offering our products directly to government, institutional and corporate customers, we also rely on a strong network of dealers and distributors for sale of our products to institutional and corporate clients efficiently. As of March 31, 2024, our distribution network comprises 478 dealers and distributors spread across the country. Our distribution network across India enables us to roll out new products more quickly, which gives us a competitive edge over our competitors. Our dealers and distribution network has contributed ₹ 8,204.10 lakhs, ₹9,700.61 lakhs and ₹6,422.43 lakhs amounting to 31.81%, 42.11% and 37.49% of the total revenue in Fiscal 2024, 2023 and 2022, respectively. For details, relating to our sales channel, see "***Our Business – Sales and Marketing***" on page 204.

The following table sets forth our revenue from operations from different states and union territories for Fiscals 2024, 2023 and 2022:

(In ₹lakhs)

Particulars		Fiscal 2024		Fiscal 2023		Fiscal 2022	
Zone	**Name of the State/Union Territory**	**Revenue**	**% of Revenue**	**Revenue**	**% of Revenue**	**Revenue**	**% of Revenue**
North Zone	Uttar Pradesh	5,230.78	20.28%	2,269.45	9.85%	1,307.92	7.63%
	Rajasthan	2,061.32	7.99%	2,061.34	8.95%	337.24	1.97%
	Jammu & Kashmir	1,444.52	5.60%	1.09	0.00%	9.6	0.06%
	Punjab	373.57	1.45%	865.54	3.76%	762.79	4.45%
	Delhi	246.5	0.96%	3,798.61	16.49%	2,168.30	12.66%
	Noida	32.83	0.13%	-	0.00%	-	0.00%
Total (a)		**9,389.52**	**36.41%**	**8,996.03**	**39.05%**	**4,585.85**	**26.77%**
West Zone	Maharashtra	4,554.92	17.66%	4,650.19	20.19%	3,185.24	18.59%
	Gujarat	1,850.09	7.17%	2,116.94	9.19%	2,288.46	13.36%
Total - (b)		**6,405.01**	**24.84%**	**6,767.13**	**29.38%**	**5,473.70**	**31.95%**
South Zone	Karnataka	2,765.41	10.74%	1,152.62	5.00%	1,408.43	8.22%
	Tamil Nadu	1,382.14	5.37%	1,495.32	6.49%	1,466.16	8.56%
	Telangana	719.42	2.79%	822.88	3.57%	830.86	4.85%
	Andhra Pradesh	71.06	0.28%	269.34	1.17%	203.22	1.19%
	Kerala	19.86	0.08%	136.56	0.59%	141.1	0.82%
Total - (c)		**4,957.89**	**19.26%**	**3,876.72**	**16.83%**	**4,049.77**	**23.64%**
East Zone	West Bengal	3,637.38	14.11%	1,213.44	5.27%	1,035.04	6.04%
	Bihar	792.45	3.07%	1,196.58	5.19%	503.19	2.94%
	Jharkhand	80.29	0.31%	150.32	0.65%	363.74	2.12%
	Odisha	21.45	0.08%	162.58	0.71%	199.56	1.16%
	Assam	18.09	0.07%	171.31	0.74%	308.03	1.80%
Total - (d)		**4,549.66**	**17.64%**	**2,894.23**	**12.56%**	**2,409.56**	**14.07%**
Central Zone	Madhya Pradesh	435.33	1.69%	342.59	1.49%	433.86	2.53%
	Chhattisgarh	49.64	0.19%	159.59	0.69%	177.99	1.04%
Total - (e)		**484.97**	**1.88%**	**502.18**	**2.18%**	**611.85**	**3.57%**
Total Revenue (a+b+c+d+e)		**25,787.04**	**100.00%**	**23,036.32**	**100.00%**	**17,130.73**	**100.00%**

As certified by our Statutory Auditor, Mansaka Ravi & Associates, Chartered Accountants pursuant to their certificate dated September 27, 2024.

Consistent track record of financial performance leading to strong balance sheet position

Our commitment to continuous efficiency improvements, enhanced productivity and cost rationalization has allowed us to achieve consistent and strong financial performance. Our revenue from operations, EBITDA, and restated profit after tax have all steadily increased from Fiscal 2022 to Fiscal 2024. Specifically, our revenue from operations reached ₹25,787.04 lakhs in Fiscal 2024, ₹ 23,036.32 lakhs in Fiscal 2023, and ₹ 17,130.73 lakhs in Fiscal 2022, demonstrating a CAGR of 22.69% during this period. Additionally, our EBITDA rose from ₹1,656.80 lakhs in Fiscal 2022 to ₹ 2,914.79 lakhs in Fiscal 2023, and then to ₹ 3,662.35 lakhs in Fiscal 2024. Our restated profit after tax also saw significant growth, increasing from ₹1,087.05 lakhs in Fiscal 2022 to ₹1,934.55 lakhs in Fiscal 2023, and reaching ₹ 2,282.53 lakhs in Fiscal 2024.

As per Care Report, (i) our revenue from operation for Fiscal 2024 was second in the peer group companies, after Servotech Power System Limited; (ii) in terms of EBIDTA, we reported highest figure in Fiscal 2024 amongst the peer group companies and have recorded an impressive growth of 29.8% in EBIDTA on year to year basis for last three Fiscal; (iii) in terms of PAT margin, we were the highest amongst the peer set; (iv) comparing the Return on Asset, we achieved the highest return on assets in FY24 at 11.2%, which is higher than the peer average of 5.6%; (v) similarly, comparing the return on equity, we achieved the highest return on equity in FY24 at 26.6%, which is higher than the peer average of 13.5%; (vi) comparing the return on capital employed, we achieved the highest return on capital employed in FY24 at 36.3%, which is higher than the peer average of 21.7%.

We believe we have effectively managed our resources, allowing us to finance our expansions through a combination of internal accruals and debt. Our consistent operational and financial performance positions us well to capitalize on growth opportunities in the power solutions sector in India.

Experienced Promoters and senior management team with a committed employee base

We are led by an experienced management team that we believe has the expertise and vision to manage and grow our business. Our Promoters possess over sixteen (16) years of expertise in the power solutions sector and have been pivotal in driving our growth since our inception. They remain actively engaged in our operations, contributing their vision, business acumen, and leadership, which have been crucial in sustaining our business and fostering continued growth. Our Board of Directors includes executive and non-executive Directors, including independent directors, with extensive experience from reputable institutions and industries who bring in significant business expertise including in the areas of technology, manufacturing, finance, sales and marketing.

We have a well-qualified senior management team with extensive experience in the power solutions industry, which positions us well to capitalize on future growth opportunities. The extensive experience, skills and knowledge of our senior management is a key to our business growth. Our experienced and dedicated management team also guide and assist us to capture market opportunities, formulate and execute business strategies, manage client expectations as well as proactively manage changes in market conditions. For details, see "***Our Promoters and Promoter Group***" and "***Our Management***" on page 253 and 236.

Our management team, a blend of homegrown and lateral talent, brings together complementary skills and extensive experience in our industry. Collectively, they have many years of entrepreneurial and managerial expertise in power solutions, power conditioning, and Solar EPC. Additionally, they have built a strong network of customer relationships and possess a deep understanding of our operations, pricing strategies, business development, and industry trends.

We also attribute our growth in part to our initiatives relating to the development of our human resources, by planning and executing recruitment, training and retention of our employee base. We believe that the knowledge and experience of our Promoters, along with senior and middle-management, and our employees provide us with a competitive advantage as we seek to expand in our existing markets and enter new geographic markets. Additionally, we have entered into a Master Service Agreement dated August 12, 2022, with a service provider to hire workforce, shortlisted by us, on fixed-term contracts to work at our various locations. As on August 31, 2024, we have 222 permanent employees and 189 people employed on contractual basis. For details, see "***Our Business – Human Resource***" on page 207.

Our Strategies

Expanding our capabilities through inorganic and organic growth.

Incorporated in 2008, we started our commercial operations by focusing on the sale, supply, and installation of batteries and uninterruptible power supply (UPS) systems manufactured by third-party vendors. However, over the years we have significantly expanded and diversified our operations by adding production and assembly of the products in-house. As on date of this Draft Red Herring Prospectus, we have three (3) manufacturing units i.e. Manufacturing Unit I and Manufacturing Unit II which are located in Pisoli, Pune, Maharashtra and Manufacturing Unit III situated at Mahape, Navi Mumbai, Maharashtra. Our Manufacturing Unit II is being operated under our subsidiary, Prostarm Energy Systems Private Limited. Our Manufacturing Units are equipped with requisite infrastructure including machinery, other handling equipment and assembly lines to facilitate smooth manufacturing process and enable us to meet the requirements of our customers in a timely manner. We have developed in-house capabilities in product designing, testing equipment, assembling and quality control process to improve cost efficiency, reduce dependency on third party suppliers and manufacturers and provide better control on production.

We strive to continuously focus on technological innovation by enhancing our in-house R&D capabilities and also through acquisition of technology. In furtherance of this strategy, we have undertaken below listed activities:

Particulars	Calendar Year	Benefit accrued to the Company
Entered into a technology license agreement in order to have the "*rights-to-use*" of BMS technology, from ARAI, for a period of 5 years, starting from August 5, 2021.	2021	BMS is one of the key component in the assembling of lithium-ion battery pack. Our Company proposes to manufacture BMS in-house to reduce its dependency on third party BMS suppliers. The said strategy would be used in the assembly of lithium-ion battery packs being carried out at our Manufacturing Unit III.
Acquired technology knowhow, assets and absorbed employees from Aarcchor Innovations Private Limited through our Subsidiary. Aarcchor Innovations Private Limited, is engaged in development and manufacturing of UPS, solar inverter, lift inverters, inverters and RDSO related products	2021	With the said acquisition, our Company entered into the manufacturing of UPS, solar inverter, lift inverters, inverters and other power solution products at our Manufacturing Unit II. With in-house manufacturing of UPS, solar inverter, lift inverters, inverters and other power solution products, we expanded our manufacturing capability and increased our customer base and revenue from operations. Going forward, our in-house manufacturing capabilities will decrease our reliance on imports and position us as a recognized player in India. We are looking forward to leverage the opportunities presented by the China +1 strategy that many countries are embracing.
Acquired technical knowhow, assets and absorbed employees of Transfield Transformers and Electronics Private Limited.	2022	With the said acquisition, our Company entered into the manufacturing of isolation transformers at our Manufacturing Unit I. With in-house manufacturing of isolation transformers, the dependency on contract manufactures for manufacturing of isolation transformer is reduced.

We plan to explore opportunities for investing in additional facilities and enhancing our production capabilities, including the design, customization, and integration of automation technologies into our processes. We believe that optimizing our production will improve output and quality, increase economies of scale, lower supply chain logistics costs and reduce our time to market. This will ultimately boost our profitability and enable us to provide faster turnaround times for our clients.

To support our growth and expansion, we continue to assess strategic investment opportunities in domestic markets, aiming to further increase our market share and diversify our product portfolio. We intend to acquire 100 % stake in our Subsidiary to make it a wholly owned subsidiary. Further, we will pursue acquisitions or partnerships that add value for our business, stakeholders, and customers. These growth opportunities may include acquisitions, joint ventures, and strategic alliances. Accordingly, we intend to allocate a portion of the proceeds from the Issue towards acquisition of further stake in our Subsidiary to make it our wholly owned subsidiary and further carry potential unidentified acquisitions. For details, see "***Objects of the Issue***" on page 107.

Expanding our customer base and geographic reach

In the past, we have consistently focused on expanding our customer base by enhancing our presence in the domestic market through dedicated resources, diverse product and service offerings, and a wide geographical footprint. Since our incorporation, we have grown our customer base by introducing new products and segments, making strategic acquisitions, and expanding our service offerings. We plan to continue this focus by marketing our existing products and services to new customers across India, while also developing innovative new products.

Additionally, we aim to enter international markets such as Bangladesh, Sri Lanka, Nepal, Africa, and the Middle East. We propose to undertake promotional activities targeting potential customers in Bangladesh, Africa, and the Middle East to create market visibility for our products and brand. As part of this strategy, we participated in exhibitions in Bangladesh and Nepal over the past three fiscal years.

We seek to further expand our customer base by upgrading existing products and developing innovative solutions. Our focus will be on key growth sectors, including railway, metro, airports, healthcare, and solar power plants, to enhance our revenue share. For example, we have obtained a license from ARAI to manufacture BMS systems for controlling and managing our lithium-ion battery packs, primarily aimed at the energy storage industry.

To enhance our capabilities and strengthen customer loyalty, we intend to expand our offerings in key areas such as after-sales services, value-added services, and customized solutions. We believe this will reinforce our value proposition and differentiate us from competitors. As part of our after-sales strategy, we will focus on strengthening our repair, maintenance, and sustenance engineering capabilities, as well as enhancing services like reverse engineering, value engineering, and design upgrades.

Create and strengthen our brand recognition

To enhance our brand awareness and foster customer loyalty, we plan to implement a comprehensive marketing strategy that emphasizes increased digital advertising on social media platforms to boost visibility and engagement. We aim to strengthen our relationships with distributors and dealers through more frequent and collaborative interactions, ensuring they receive the support needed to effectively represent our brand. Our participation in both domestic and international exhibitions will provide opportunities to showcase our products and build valuable industry connections. Additionally, we will focus on localized marketing efforts to deepen our market penetration in India.

Reduce our working capital cycle and focus on rationalizing our indebtedness

Given the highly competitive nature of our industry, it is essential for us to rationalize our costs to enhance our margins. Working capital represents a significant investment, largely due to extended inventory cycles and elongated credit periods granted to our customers. Our working capital cycle was to 101 days during Fiscal 2024.This is expected to increase in coming years due to increase of manufactured items in our product portfolio. We aim to implement strategies to shorten this cycle by improving our inventory management and enhancing our brand image to encourage quicker payments from our private clients.

Additionally, we plan to rationalize our borrowings to improve our debt-to-equity ratio and lower our overall finance costs. As of July 31, 2024, our total consolidated borrowings amounted to ₹5,762.74 lakhs. We propose to use a portion of the Net Proceeds to repay or prepay part of our borrowings, which will help reduce our overall indebtedness and financing costs and improve our debt-to-equity ratio. For further details on the proposed use of the Net Proceeds, see "***Objects of the Issue***" on page 107.

Focus on Operational efficiency

We plan to continue investing in our manufacturing infrastructure to drive innovation, enhance operational efficiencies, boost customer satisfaction, and improve sales and profitability. Additionally, we will focus on optimizing our manufacturing processes to maximize returns while aligning our strategies with our environmental, social, and governance objectives. We consistently strive to reduce operational costs without compromising product quality.

Further in order to acquire better control over the affairs and technology of our Subsidiary, we intend to utilize a portion of the Net Proceeds towards acquisition of 100% stake in our Subsidiary to make it a wholly owned subsidiary. For details, see "***Objects of the Issue***" on page 107.

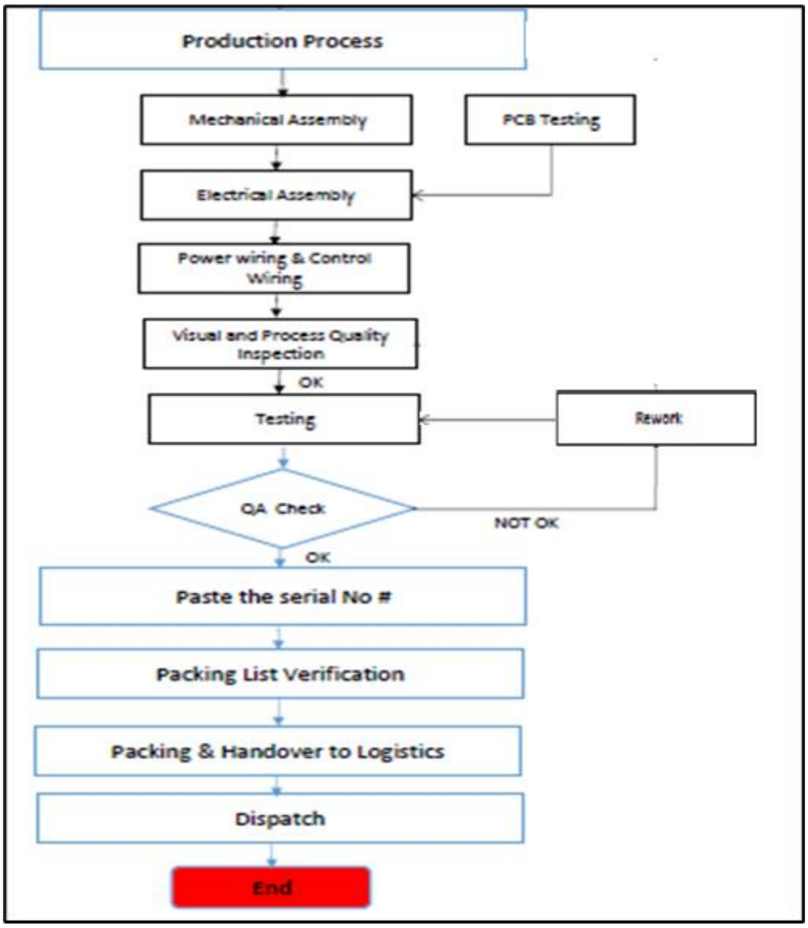
Moreover, we intend to strengthen our research and development capabilities, which provide us with a competitive edge in quality, product development, and cost management. We will explore sustainable cost improvement initiatives and identify opportunities for manufacturing enhancements, dedicating R&D resources to improve our processes and cost efficiencies.

Investing in R&D and expanding our R&D team will enable us to seize long-term growth opportunities, align with anticipated demand in our product segments and markets, and better position ourselves to meet the evolving needs of our customers.

Manufacturing Process:

Following are the Manufacturing Processes for our key products:

I. ***UPS Systems/Solar hybrid inverter system/Lift Inverter system/Inverter system (referred as "product"):***



A. Mechanical Assembly

- **Component Gathering**: Collect all mechanical components like enclosures, metal frames, brackets, panels, and mounting hardware for the unit.
- **Frame and Enclosure Assembly**: Assemble the structural frame and the enclosure for the unit. Ensure proper alignment and positioning of parts using proper tools.
- **Mounting of Sub-Assemblies**: Install sub-assemblies like fans, heat sinks, and cooling systems, ensuring correct alignment to facilitate efficient cooling.
- **Fastening**: Secure all components using screws, bolts, rivets, or welding as required. Follow proper torque specifications for mechanical integrity

B. Transformer Mounting / Fitting

- **Transformer Mounting**: Mount the transformer securely inside the units mechanical enclosure. Ensure proper alignment and vibration isolation.
- **Thermal Management**: Ensure heat dissipation components like cooling fans or heat sinks are

in place for the transformer.

C. Electrical Switchgear Assembly

- **Switchgear Preparation**: Install components like circuit breakers, fuses, and contactors into designated areas of the units panel.
- **Busbar Installation**: install busbars for power distribution. Ensure correct clearance and insulation between phases.
- **Component Labelling**: Mark all electrical components and terminals with proper labels to facilitate future servicing and quality checks.
- **Wiring**: Connect switchgear components to the unit system, ensuring proper wire sizing, insulation, and routing according to design specifications.

D. Power and Control Wiring

- **Control Wiring:** It involves connecting various components and circuits to ensure proper power distribution and control functions within the product system. The wiring can vary depending on the product model and its design, as per the engineering guidelines for power and control wiring in a typical product.
- **Power Wiring:** Connect power cables between the transformer, battery terminals, switchgear, and output terminals. Follow proper cable routing, lugging, and termination practices.
- **Grounding:** Ensure the entire unit is properly grounded to prevent electrical hazards.

E. Control Card Programming

- **Control Card Installation**: Install the control card or printed circuit board (PCB) into the Unit system.
- **Firmware Upload**: Upload the necessary firmware or software for controlling the Unit system. This includes operational logic, monitoring, fault detection, and other features.
- **Parameter Configuration**: Configure system parameters like input voltage range, battery charge thresholds, and protection settings using programming interfaces.
- **Diagnostic Test**: Run diagnostic software to ensure the control card is functioning properly, including communication with sensors, relays, and other peripherals.

F. Visual Inspection

- **Mechanical Inspection**: Check the mechanical assembly for alignment, proper fastening, and presence of all components.
- **Electrical Inspection**: Inspect the wiring, busbars, and electrical connections for proper routing, insulation, and terminations.
- **Label and Marking Verification**: Ensure that all components, wires, and terminals are correctly labeled for easy identification.
- **General Appearance**: Confirm that the overall appearance of the unit is free from defects such as scratches, dents, or misalignments.

G. Unit Testing

- **Initial Power-On Test**: Apply power to the system and check for immediate electrical faults such as short circuits or loose connections.
- **Functional Check**: Test basic functions of the systems, including input/output voltage, battery charging, display panel readings, and fan operation.
- **Alarm and Fault Testing**: Simulate fault conditions such as overload, overvoltage, and battery failure to ensure the control system reacts appropriately.

It refers to the final quality & functional check processes that take place during the manufacturing of product. Once the product unit is fully assembled, it undergoes functional testing. Various performance tests are conducted to verify that the product operates as intended. This includes testing the input and output voltage regulation, load capacity, battery charging and discharging, and overall system efficiency.

H. Heat Run Test of Unit as per Batch

- **Prolonged Operation**: Run the UPS continuously for an extended period (typically 8-12 hours) under nominal or full load to check thermal management and stability.

- **Temperature Monitoring**: Use thermocouples or infrared cameras to monitor temperature at critical points such as transformers, power modules, and heat sinks.
- **Data Logging**: Log temperature and operational data to ensure the system operates within safe limits and does not overheat.

I. Outward Quality Control

- **Final Visual Inspection**: Conduct a final check for any cosmetic or assembly defects, such as scratches, alignment issues, or missing components.
- **Functional and Safety Verification**: Verify that the system operates according to the design, with all safety features like overload protection, alarms, and ground fault detection in place.
- **Documentation Review**: Ensure that all technical documentation, user manuals, and quality control records are complete and included with the shipment.

J. Dispatch to storage facility

- **Labelling**: Attach identification labels, barcodes, and serial numbers to the system for tracking and billing.
- **Packaging**: Package the UPS with adequate protection (e.g., foam inserts, shock absorbers) to prevent damage during transport.
- **Transfer to storage facility**: Move the packaged systems to the storage facility using material handling equipment, ready for shipping.

This structured process ensures the systems are assembled with precision, tested thoroughly, and meet quality and performance standards before dispatch.

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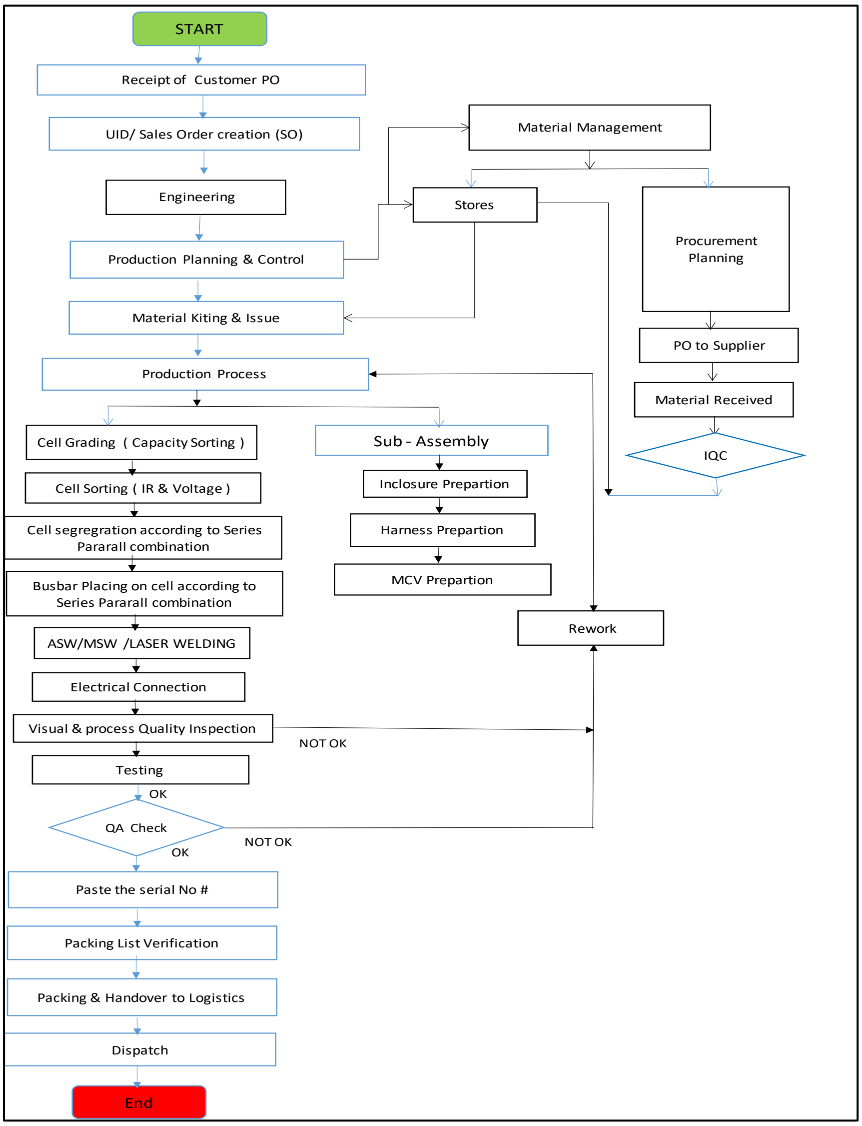
II. ***Lithium-ion Battery Pack:***



Description of the Process:

A. Cell Grading

- CELL Grading is done to classify the cell on the basis of their capacity (Ah).
- Firstly, the Power MCB is switched on and after that the machine MCB is switched on.
- The cell is placed carefully in the cell tray, the appropriate grading program is selected, and then the grading process is initiated.
- After completing the grading process the machine is stopped and the cell unloading process is started.

B. Cell Sorting

- After Compilation of the grading the same capacity grade cell is sorted on the basis of voltage and internal resistance (IR).
- A specified number of sorted cell are kept in a box as per the battery model requirement.

C. Cell Assembly

- It involves the self-adhesive EVA foam pasting in a required battery cabinet.

- After that, graded and sorted cell dropping in the cabinet are done as per cell series and parallel arrangement.

D. Busbar Placing and ASW/MSW/Laser welding

- It refers to the cell connecting with each other in series and parallel to obtains the required voltage and capacity of the battery packs.
- It is done by placing the busbar on the cell and connecting the cells with help of M6*10 mm SS BOLT consists with plain and spring washer.
- Each bolt is tightened with the help of torque gun at 12-13 N-m torque.
- Laser welding type cells can be interconnected using laser welding

E. Electrical Connection

(a) Sensing Wire Connection

- Sensing wires are connected on the busbar/positive terminal starting from battery negative terminal (-ve) as per the design and engineering specifications.
- At the busbar sensing wires are connected with the M3*8 MM screw, plain washer & spring washer with the torque of 6N-m.

(b) BMS Mounting:

- BMS is sub-assembled with the 0.5mm epoxy sheet for insulating purpose.
- As per the design and engineering standard, the required BMS is mounted in the bottom surface of the cabinet with the help of M4*10 MM screw.
- Battery pack -ve terminal is connected with the BMS B- and output negative wire is connected with the BMS C- terminal, as per design & engineering standard.

(c) Output Connection

- The anderson output connector is prepared at sub assembly work station with the help of red, black wires, and copper thimble (lug) as per the design and engineering standard.
- The output red wire is connected with the battery pack +ve terminal with the help of M6*10 mm SS BOLT consists with plain and spring washer through the PG9.
- Black output wire is connected with the BMS C- with the help of M5*10 mm screw through the PG9.

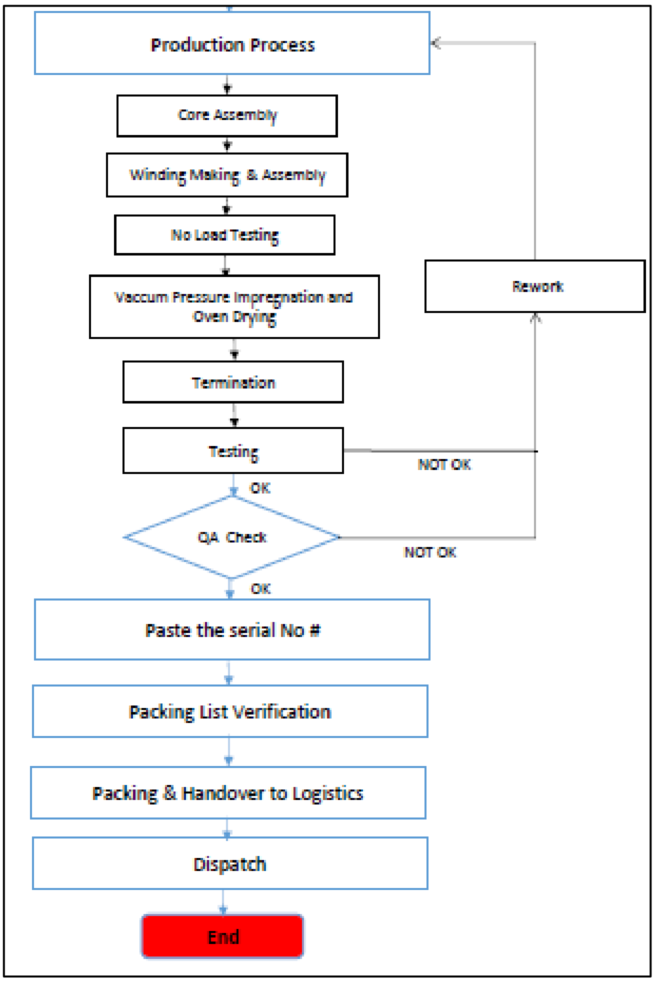
F. Visual & Process Quality Inspection:

- The inspection of all individual components that make up the Battery such as Encloser, Cells connection, CV Sensing connection, all type Screw tightening, Wire and Battery Management System (BMS), MCB and other Child parts has been performed.
- Each component must meet the manufacturer's specifications and quality standards.
- Battery output voltage and IR are visually inspected. IR range should be (30 - 50) MΩ and voltage should above the pack nominal voltage.
- During assembly, each Battery unit is carefully put together according to the design and engineering specifications.
- The assembly process is closely monitored to ensure that all components are correctly installed and secured.

G. Battery Pack Testing:

- All the batteries are connected to the aging machine and the parameters are up-loaded for the batteries. After that the battery is tested. Every battery must meet engineering parameters and quality standards.
- After testing each battery unit is checked for LCV, UCV, capacity and temperature as per design and engineering specifications.
- The testing process is closely monitored to ensure that all parameters are correctly installed and secured.
- After testing, the battery data is saved in PC.

III. ***Transformer***



Description of the process

- After quality check for inward material is done and materials are issued for production, the process is started with the making of Press bobbins and transformer core as per design given in process sheet.
- **Winding section**: The strip/wire of Copper or Aluminium are wounded around wooden former as per instructions in process sheet to make transformer coil
- **Assembly Section**: Then coil is assembled in transformer core.
- After inspection of transformer stack, no load testing is done to check impedance, insulation test, HV test etc.
- After testing, it goes through varnish and Vacuum Impregnation plant for better insulation.
- After Varnish and Vacuum Impregnation it is dried in oven.
- Post drying, transformer termination is done as per process sheet instructions.
- Final technical quality checking is done for transformers.
- Once transformer passes QC, final finishing and painting is done.

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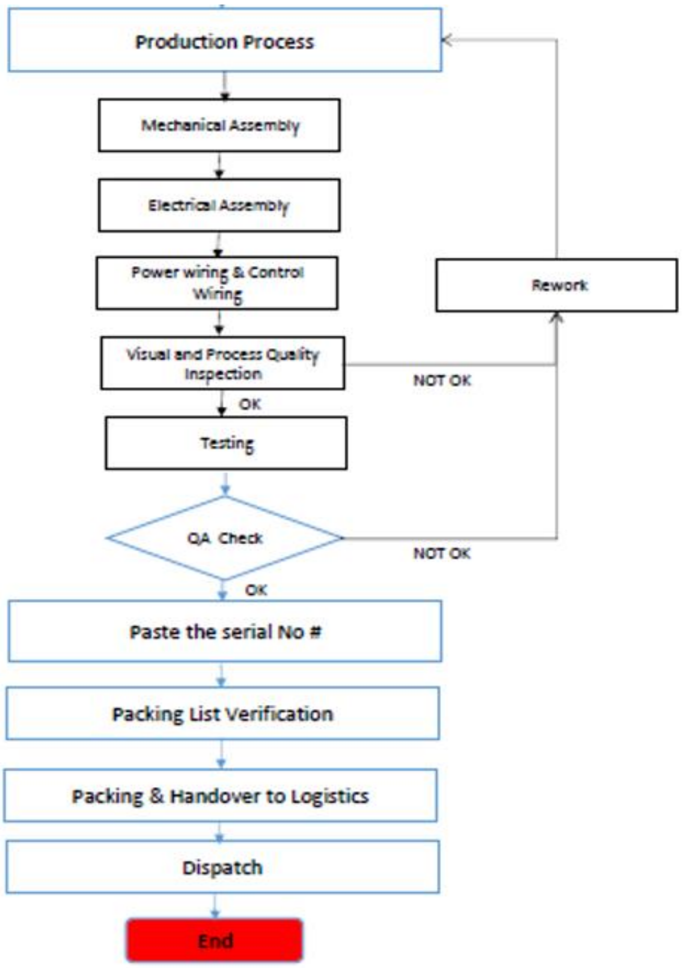
IV. **Servo controlled voltage stabilizer**



Description about the Process:

1. **Mechanical Assembly**
    - **Components Preparation:** Frame, Sheet Metal, Enclosure Panels, Mounting Brackets, And Other Mechanical Components Required for the Stabilizer.
    - **Frame Assembly:** Assemble the chassis or framework where all components will be mounted, ensuring dimensional accuracy using proper tools.
    - **Mounting of Subassemblies:** Secure brackets and subassemblies, such as base supports for the servo motor, transformer, and variance, using appropriate fasteners (bolts, screws).

2. **Electrical Switchgear Assembly**
    - **Switchgear Installation:** Install switchgear components like circuit breakers, relays, contactors, and fuses onto the designated panel within the stabilizer.
    - **Busbar Installation:** Install Busbars to manage high-current paths within the stabilizer, ensuring proper insulation and spacing between phases.
    - **Wiring of Switchgear Components:** Connect the switchgear components to power and control circuits using proper cable sizes, terminations, and labelling for easy identification.

3. **Variac and Buck-Boost Transformer (BBT) Assembly**
    - **Variac Installation:** Install the variac (variable auto-transformer) onto the frame and secure it properly with mechanical fasteners. Ensure smooth rotational movement of the variac arm.
    - **Servo Motor Mounting:** Mount the servo motor to control the movement of the variac. The

servo motor will regulate the voltage by adjusting the contact on the variac coil.

- **Buck-Boost Transformer (BBT) Installation:** Secure the buck-boost transformer into the chassis. Proper insulation must be applied to avoid short circuits and ensure safety.
- **Connection of Variac and BBT: Wire the variac to the buck-boost transformer, ensuring correct connection points for input and output voltages.**

4. Power and Control Wiring

- **Power Wiring**: Connect the input and output power cables from the switchgear to the buck-boost transformer and variac, ensuring correct polarity and protection with appropriate wire sizes.
- **Control Wiring**: Wire the control signals from the control board to the servo motor, variac, and other components, ensuring proper insulation and neat routing.
- **Grounding**: Ensure the entire assembly is properly grounded to meet safety standards.

5. Control Card Testing

- **Control Card Installation**: Mount the control PCB (printed circuit board) into the unit. This card regulates voltage feedback, controls the servo motor, and ensures the correct voltage output.
- **Testing the Control Circuit**: Check the control card functionality by applying simulated voltage inputs and monitoring its response in controlling the servo motor.

6. Visual Inspection

- **Component Inspection**: Perform a visual check of all mechanical and electrical assemblies. Ensure no loose wires, missing fasteners, or alignment issues.
- **Labelling and Documentation**: Check that all components, including the variac, servo motor, and transformers, are labelled properly for easy identification and safety.

7. Unit Testing

- **No-Load Test:** Apply power to the stabilizer without load to ensure the proper operation of the servo motor, variac, and other components.
- **Voltage Regulation Test:** Vary the input voltage and verify that the stabilizer adjusts output voltage to maintain a constant level as per design specifications.
- **Short Circuit Protection:** Test the functioning of protection devices like circuit breakers, fuses, and relays by creating controlled fault conditions.
- **Functional Testing:** Test the overall functioning of the control system, including control signals, indicators, and alarms,
- **Parameter setting and calibration:** setting of voltage range and calibration of LDC display with DMM parameters and verify all function

8. Performance Test

- **Load Testing**: Apply different levels of electrical loads to the stabilizer and verify that it maintains the output voltage within the specified range. Monitor the voltage regulation response time of the servo motor.
- **Voltage and Current Monitoring**: Record and monitor the input/output voltage and current levels to ensure the system operates within its design parameters.

9. Outward Quality Control

- **Final Inspection**: Conduct a final comprehensive visual and functional inspection of the assembled stabilizer, including physical condition, wiring integrity, and component alignment.
- **Packaging and Documentation**: Ensure the product is packaged securely, and all manuals, labels, and certifications are included in the shipment package

10. Dispatch to storage facility

- **Labelling and Documentation**: Attach identification labels (including barcodes and serial numbers) to the unit for tracking and traceability.
- **Packaging**: Pack the stabilizer in suitable packaging material (foam, wooden crate) to prevent

damage during transportation.

- **Transport to storage facility**: Move the packaged product to the storage facility for storage or dispatch using material handling equipment.

This comprehensive process ensures the manufacturing of high-quality Servo Controlled Voltage Stabilizers ready for dispatch and customer delivery.

Our Manufacturing Units

Our Manufacturing Unit I, Manufacturing Unit II and Manufacturing Unit III are situated in the state of Maharashtra. Manufacturing Unit II is being operated under our Subsidiary. The details of our production facilities in operation are detailed in the table below:

Sr. No.	Name of the Entity	Unit No.	Area covered	Products Manufactured/ Assembled	Location
1	Prostarm Info Systems Pvt. Ltd.	Unit I	16,000 sq. ft.	UPS system/ Isolation transformer/ Servo Voltage Controlled Stabilizer.	Basement and 2nd floor, S. No. 37/1 to 4/1/4, Jay Paru Vasu (Extension), Behind Harsh Agro Pipe Karkhana Lane, Pisoli, Pune- 411048
2	Prostarm Energy Systems Pvt. Ltd.	Unit II	24,000 sq. ft.	UPS system, Solar hybrid inverter system, lift inverter system, inverter system and other power solution products	Ground and 1st Floor, S. No. 37/1 to 4/1/4, Pisoli, B Jay Paru Vasu (Extension), Behind Harsh Agro Pipe Karkhana Lane, Pisoli, Pune- 411048.
3	Prostarm Info Systems Pvt. Ltd.	Unit III	7,501 sq. ft.	Lithium-ion Battery Pack	EL-79, Mahape, TTC Industrial Area, Navi Mumbai- 400701

***Note:** Our Company also had a manufacturing unit at Bavdhan, Pune, Maharashtra which is currently not in operation.*

Capacity Installed and Utilized

Considering the inherent nature of our operations, the installed capacity has been arrived at by multiplying the number of available workstation capacity by the available time in a work shift multiplied by the average unit of measurement (kVA/kW) for each category of product. Since the metrics considered are subject to change depending on various factors such as space availability, manpower deployed and efficiency of the process, the installed capacity derived cannot be considered as an absolute accurate measure of productivity. The capacity installed may vary depending on metrics considered.

The following table sets forth the average capacity utilization of our products at our production facilities for the last three (3) Fiscals:

Manufacturing Unit I

Products Manufactured	Unit of Measurement	Fiscal 2024			Fiscal 2023			Fiscal 2022		
		Capacity Installed	Actual Production	Capacity Utilized (%)	Capacity Installed	Actual Production	Capacity Utilized (%)	Capacity Installed	Actual Production	Capacity Utilized (%)
UPS System/Inverter system	kVA/kW	17,100	5,122	30%	3,525[1]	138	4%	-	-	-
Isolation Transformer	kVA/kW	14,400	9,482	66%	8,400[2]	6,127	73%	-	-	-
Servo Voltage Controlled	kVA/kW	24,000	8,885	37%	24,000	6,506	27%	6000[3]	568	9%

Products Manufactured	Unit of Measurement	Fiscal 2024			Fiscal 2023			Fiscal 2022		
		Capacity Installed	Actual Production	Capacity Utilized (%)	Capacity Installed	Actual Production	Capacity Utilized (%)	Capacity Installed	Actual Production	Capacity Utilized (%)
Stabilizer										

** As certified by Prashant S. Dashputre, an independent chartered engineer, in their certificate dated September 10, 2024.*

Note:
1. *Activity of UPS System/ Inverter System started from December 2022 / March 2023.*
2. *Activity of Isolation Transformer started from September 2022*
3. *Activity of Servo Voltage Controlled Stabilizer started from January 2022*

Accordingly, the installed capacity has been calculated proportionately.

*Manufacturing Unit II**

Products Manufactured	Unit of Measurement	Fiscal 2024			Fiscal 2023			Fiscal 2022		
		Capacity Installed	Actual Production	Capacity Utilized (%)	Capacity Installed	Actual Production	Capacity Utilized (%)	Capacity Installed	Actual Production	Capacity Utilized (%)
UPS system, solar hybrid inverter system, lift inverter system, inverter system and other power solution products	kVA/kW	60,000	13,860	23%	45,000[1]	13,398	30%	11200[2]	1,595	14%

** As certified by Prashant S. Dashputre, an independent chartered engineer, in their certificate dated September 10, 2024.*
Note:
1. *Facility was shifted to new factory premises admeasuring 24,000 sq. ft. at Pisoli, Pune from July 2022 with enhanced capacity.*
2. *Activity started in old factory premises admeasuring 7,800 sq. ft. at Pisoli, Pune in August 2021.*

Accordingly, the installed capacity has been calculated proportionately.

*Manufacturing Unit III**

Product Manufactured	Total Installed Capacity	Unit of Measurement	Fiscal 2024			Fiscal 2023			Fiscal 2022		
			Capacity Installed	Actual Production	Capacity Utilized (%)	Capacity Installed	Actual Production	Capacity Utilized (%)	Capacity Installed	Actual Production	Capacity Utilized (%)
Lithium-ion Battery Pack	1,00,000	kWh	34,133[1]	10,700	31%	1,200	792	66%	-	-	-

** As certified by Prashant S. Dashputre, an independent chartered engineer, in their certificate dated September 10, 2024.*

Note: 1. *Installed capacity has been increased from 1200 kWh to 100000 kWh per annum from December 2023 by addition of new machines.*

Sales and Marketing

Along with developing and growing our product portfolio, we have also expanded our presence across regions to widen our distribution and customer footprint. We are supported by network of dealers and distributors and our strategically located branch offices. As on date of this Draft Red Herring Prospectus, we have our twenty-two (22) branch offices and two (2) storage facility across seventeen (17) states and one (1) union territories within India.

We cater to our wide and varied customer base through different sales channels, which includes:

Sales Channel	Brief description
GeM / Tender / Projects	Under this channel, we sell our products upon being awarded with the tenders

	floated by various institutions such as government and corporate institutions. We also sell our products under contractual arrangement by participating as part of a project with System Integrators, and ATM Authorized Service Providers, and enquiries directly floated by private banks, educational institutions, end customers etc.
Network of dealers and distributors	We supply our products through a network of dealers and distributors to institutional and corporate customers. As on March 31, 2024, we have 478 dealers and distributors spread across India.
OEMs	We also supply our products to OEMs across various fields such as healthcare, laser cutting, plastic injection moulding machines, CNC machines, engineering, electrical panels etc., who utilize our products for their equipment. We also supply our products to a few UPS manufacturers on white label basis.

The table below sets out the percentage of our sale of products made through our various sales channels for the Fiscals 2024, 2023 and 2022:

Particulars	**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	(in ₹ lakhs)	**(% of total revenue from operations)**	**(in ₹ lakhs)**	**(% of total revenue from operations)**	**(in ₹ lakhs)**	**(% of total revenue from operations)**
GeM/Tender / direct projects	16,619.00	64.45%	12,722.84	55.23%	10,437.38	60.93%
Network of dealers & distributors	8,204.10	31.81%	9,700.61	42.11%	6,422.43	37.49%
OEM	963.94	3.74%	612.87	2.66%	270.93	1.58%
Total	**25,787.04**	**100.00%**	**23,036.32**	**100.00%**	**17,130.73**	**100.00%**

As certified by our Statutory Auditor, Mansaka Ravi & Associates, Chartered Accountants pursuant to their certificate dated September 27, 2024.

The table below sets forth details of revenues generated from our top five (5) customers and our top ten (10) customers:

Particulars	**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	(in ₹ lakhs)	**(% of total revenue from operations)**	**(in ₹ lakhs)**	**(% of total revenue from operations)**	**(in ₹ lakhs)**	**(% of total revenue from operations)**
Top 5* customers	9,911.86	38.43%	6,198.70	26.90%	5,852.09	34.17%
Top 10* customers	13,379.69	51.88%	9,122.64	39.60%	7,588.31	44.30%

As certified by our Statutory Auditor, Mansaka Ravi & Associates, Chartered Accountants pursuant to their certificate dated September 27, 2024.

**Name of our top five and top ten customers and contribution of each individual customer to the revenue from operations of our Company has not been separately disclosed to preserve confidentiality.*

We leverage our relationships with our existing customers to procure repeat orders from them, as well as invitations to develop new products and upgrade existing products. Our management has flexibility to accept customer's specific requirements while negotiating and discussing development of new products. In order to maintain good relationship with our customers, we regularly interact with them and focus on gaining an insight into the additional needs of our customers.

We focus on digital as well as organic marketing initiatives for marketing of our products. We are present on certain social media platform, and we believe that social media integration, and content marketing will add to our business and help in increasing our brand recognition. Additionally, we also market our products and increase our market presence by participating in trade shows / exhibitions (domestic and overseas) and also sales through journals and magazines.

Competition

We operate in a competitive environment. We believe the primary elements of competition in our industry are price, product and service availability, speed and accuracy of delivery, quotation response time, effectiveness of sales and marketing programs, credit terms and availability, ability to tailor specific solutions to customer requirements, quality and breadth of product offerings, post sales services, availability of technical and product information. For details, see "***Industry Overview***" on page 135.

Utilities

Power

As part of our manufacturing operations, we require a steady supply of power. Power requirements of Manufacturing Units are met through local state power grid. We also maintain diesel generators at Manufacturing Unit III and Solar Hybrid Inverter System (Energy Storage Solar System) in Manufacturing Unit I and Manufacturing Unit II, on a stand-by basis to meet any disruption in power supply.

Water

Water is mainly required for drinking and sanitation purpose. We meet our water requirements from water connection provided by local municipality and portable water from local vendors.

Material supplies and contract manufacturing

We are supported by third party domestic and international suppliers for supply of materials. Our purchases includes batteries, UPS, lithium-ion cells, electronic components and spares, wiring harness, plastic and metal parts, cabinets, process consumables and solar panels, etc. Our suppliers are majorly situated in India and China.

Further, in order to cater the requirement of our clients, we have also entered into contract manufacturing arrangement with third party manufacturers in China and India from whom we procure UPS, SCVS, Lift Inverter System and Isolation Transformers on job-work basis as per our requirement on the basis of designs, specifications and standards established by us. We ensure that our third-party manufacturers adhere to timelines/schedules and quality as prescribed by us. Additionally, as per the requirements of our customers, we also perform value engineering and the customization. Outsourcing the manufacturing of some of our products enables us to enhance our capabilities to cater the client's requirements and leverage the market opportunities.

The purchase price of our products, materials, and components generally aligns with market prices. We typically base our purchases on historical sales data, current sales orders, and anticipated production needs, while also considering potential fluctuations in raw material prices and delivery timelines. Additionally, we do not depend on a single vendor for materials and components; instead, we maintain alternative sources for each category. This approach provides us with leverage to ensure material availability and negotiate better credit terms at competitive rates.

The table below sets forth details of our supplier concentration (based on value of purchases) in the last three (3) fiscals:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹ in lakhs)	% of Purchases	Amount (₹ in lakhs)	% of Purchases	Amount (₹ in lakhs)	% of Purchases
Top 5 suppliers*	13,266.94	67.18%	14,100.08	79.92%	12,697.89	88.41%
Top 10 suppliers*	15,740.72	79.72%	15,020.68	85.14%	13,198.36	91.90%

As certified by our Statutory Auditor, Mansaka Ravi & Associates, Chartered Accountants pursuant to their certificate dated September 27, 2024.

**Name of our top five and top ten supplier and their individual concentration has not been separately disclosed to preserve confidentiality.*

The table below sets forth details of our suppliers and the amount of domestic and imported materials purchased during the last three (3) Fiscals:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹ in lakhs)	% of Purchases	Amount (₹ in lakhs)	% of Purchases	Amount (₹ in lakhs)	% of Purchases
Imported**	5,356.88	27.13%	1,866.17	10.58%	2,498.89	17.40%
Domestic	14,387.67	72.87%	15,776.76	89.42%	11,863.19	82.60%
Total	**19,744.55**	**100.00%**	**17,642.93**	**100.00%**	**14,362.08**	**100.00%**

***Import figures are exclusive of freight charges*

As certified by our Statutory Auditor, Mansaka Ravi & Associates, Chartered Accountants pursuant to their certificate dated September 27, 2024.

Information Technology (IT)

We have implemented various IT solutions and/or enterprise resource planning software solutions to cover key areas of our operations. This system enables us in making and managing, among others, MIS reports, purchase orders, production entries, item code creation and vendor code creation. We have CRM application called SOM (Service Oriented Management) for logging and monitoring of customer service calls. We also have HR management application called SUPER HRMS for attendance recording, leave management and payroll processing. We are currently using TALLY PRIME for accounting purposes and we are in process of implementing SAP system. Considering the prevailing security threats to data and information security, we have adopted defined access control measures for our employees and visitors in relation to our systems, which are reviewed on periodic basis.

Human Resources

We believe that our employees are vital to our business success, and we are committed to attracting and retaining top talent. Our company seeks individuals with specific skill sets, interests, and backgrounds that align with our needs. Additionally, we have entered into a Master Service Agreement dated August 12, 2022, with a service provider to hire employees, shortlisted by us, on fixed-term contracts to work at our locations. As on August 31, 2024, we have 222 permanent employees and 189 people employed on contractual basis.

The following table provides information about our full-time employees, as on August 31, 2024:

Particulars	Number of Employees
Executive Directors	4
KMP (Excluding Executive Directors)	2
SMPs	5
Accounts and Finance	23
Administration	17
Human Resources	8
IT	2
Operations	215
Production	85
Sales and Marketing	30
Procurement	6
Research and Development	14
Total	**411***

** Includes employee on the contractual basis other than Executive Directors, KMP(Excluding Executive Directors) and SMPs*

Insurance

We maintain insurance coverage for our inventory to address standard risks associated with our operations, including fire, accidents, theft, and loss in transit. We typically secure standard fire and special perils coverage for our registered office and manufacturing units. Additionally, we have obtained group health insurance, group and personal accident coverage policies for our employees and their families. We also have insurance for our vehicles, as well as for certain equipment and machinery.

Our insurance policies include standard exclusions and deductibles. However, they may not fully protect us against all material risks, as the coverage might be insufficient to cover all potential economic losses. For further details, see "***Risk Factors - Our insurance policies may not be adequate to cover all losses incurred in our business. An inability to maintain adequate insurance cover to protect us from material adverse incidents in connection with our business may adversely affect our operations and profitability***" on page 57.

Quality Control

We place a strong emphasis on product and process quality control, which we view as essential to our success. In the highly regulated industries of our customers, adhering to quality standards is critical, as our products are mission-critical with a high risk of failure. Any failure to meet customer design specifications could lead to contract cancellations and damage our reputation. To maintain these quality standards and comply with customer specifications, we implement a rigorous quality control mechanism that includes thorough testing and inspection to ensure each product performs as intended. Additionally, our customers' representatives regularly inspect our manufacturing facilities and processes, and we have a dedicated team of engineers responsible for quality assurance.

Key steps in our quality management process include: (i) stringent quality checks for incoming raw materials based on relevant specifications; (ii) continuous in-process quality audits to ensure adherence to processes; (iii) visual inspections to meet required standards and issuance of certificates of conformance for accepted units.

Our quality systems and processes enable us to meet the complex requirements of our customers while adhering to timelines. We adopt a proactive approach to quality by establishing robust process controls, including failure mode effect analysis (FMEA) and incorporating lessons learned, supported by infrastructure that facilitates in-line detection and closed-loop control mechanisms. Our manufacturing processes comply with cross-industry certifications and undergo regular audits by our world-class customers.

As of the date of this Draft Red Herring Prospectus, our manufacturing units hold accreditations for ISO 9001:2015, ISO 14001:2015, ISO 45001:2018, and ISO 50001:2018. We also possess certificates of registration for conformity in various areas, including UPS, inverters, servo stabilizers, isolation transformers, and solar inverters, as well as certifications for quality management in the telecom industry (TL 9000: 2016), information security management (ISO/IEC 27001:2022), environmental labels (IS/ISO 14025:2006), and IT service management (ISO/IEC 20000-1:2018). Additionally, we maintain product certifications from the Bureau of Indian Standards, such as IS 16242: Part 1 for UPS. For details, see "***Government and other Approvals***" on page 409.

ESG INITIATIVES

In alignment with our ESG ethos, we endeavour to ensure that (i) we do not employ or make use of forced labour or child labour, (ii) we pay wages which meet industry and legal minimum wage requirements, (iii) we do not discriminate in terms of compensation, training, opportunities and employee benefits, on the basis of personal characteristics unrelated to inherent job requirements, including caste, creed, religion, language, ethnicity, disability, age, gender, sexual orientation, race, colour, marital status or union organization or any other status protected by appropriate laws, and (iv) we provide reasonable working conditions including a safe and healthy work environment, and clearly documented terms of employment as defined / required under applicable labour laws and guidelines. We have implemented a grievance mechanism that is available to all our workers and maintain periodic records of grievance redressal. We also have a zero-tolerance policy towards malpractices such as bribery, corruption, and fraud in our business.

Environmental, Health and Safety Management

We strive to operate our Facilities in a manner that protects the environment and the health and safety of our employees and communities. The safety and security of our employees, customers, facilities and assets is of utmost importance. We are also subject to various environmental laws and regulations. For further details, see "***Key Regulation and Policies***" on page 215.

In this regard, we have adopted a dedicated Environmental, Health and Safety Management Policy (the "**EHS Policy**"). The EHS Policy is required to be communicated to all persons working under the control of our Company with the intent that they be made aware of their individual environmental, health and safety ("**EHS**") obligations. This includes all contractors, visitors, suppliers working for or on behalf of our Company.

Specifically, the goals of the EHS Policy are:
(i) minimizing environmental impacts, health and safety hazards of our activities, products and services;
(ii) reduction and prevention of pollution, accidents and ill health due to activities by implementation of good work practices through continual improvement program and proper disposal of waste;
(iii) complying with applicable legal and other requirements in respect of environment, health and safety aspects, objectives and targets;
(iv) conservation of natural resources like energy, water by implementation of resource management program;
(v) involvement of company employees and public in overall enhancement of environment performance of the company;
(vi) communication to all persons working under the control of the organization including vendors, suppliers and sub-contractors with the intent that they are made aware of their individual obligations.

Properties

Owned properties

Sr. No.	Particulars	Property details	Date of Acquisition
1	Registered and Manufacturing Unit-III	Plot No. EL-79 TTC MIDC, Mahape, Navi Mumbai-400701	March 1, 2024
2	Investment purpose	Shop No. 6, Ground Floor, Nilkanth Corner Co- Op, HSG Soc Ltd, Plot- no. 2, Sector- 2, Sanpada, Navi Mumbai, Maharashtra – 400 705	February 20, 2014
3	Investment purpose	Shop No. 7, Ground Floor, Nilkanth Corner Co- Op, HSG Soc Ltd, Plot- no. 2, Sector- 2, Sanpada, Navi Mumbai, Maharashtra – 400 705	February 20, 2014
4	Investment purpose	Flat No. A3, 12 F 1, 103, 1st Floor, Seawoods Estates Limited, NRI Complex, Sector 54 / 56 / 58, Palm Beach Road, Nerul, Navi Mumbai, Maharashtra	February 6, 2015
5	Investment purpose	Apartment No.3307 & 3308 , 33RD Floor, Parkwood D5-Phase II, Ghodbunder Road, Kavesar, Behind D Mart, Thane (West), 400615, , Maharashtra*	March 22, 2022
6	Investment purpose	Plot no. 464, measuring 595 sq. Meter, Sector 32, Noida**	Industrial Plot in Yamuna Expressway on lease for ninety (90) years

**Under construction*
***Pending possession*

Leased / Rented properties

Sr. No.	Particulars	Location	Parties	Period	Lease/Rent amount	Usage
1.	Assam Office	2 BHK Flat- House no. 60, Bishnu Jyoti Path, Hatigaon, Hatigaon High School, Hatigaon Chariali, Guwahati, Assam- 781038	Jintu Bora ("**Landlord**") and Prostarm Info Systems Limited ("**Tenant**")	January 1, 2024- December 31, 2024	₹7000 per month	Branch Office
2.	Chhattisgarh Office	Karan Nagar, Sai Society, Ward No.	Durga Vishwakarma ("**Owner**") and Mr.	January 1, 2024-	₹ 2,750 per month	Branch Office

Sr. No.	Particulars	Location	Parties	Period	Lease/Rent amount	Usage
		68, Near by Om Furniture, New Changora Bhata, Raipur Chhattisgarh	Jayprakash Pardhi, Stores Manager, Raipur (Prostarm Info Systems Limited ("**Lessee**")	November 30, 2024		
3.	Jharkhand Office	HN 317, Basant Vihar, Road no-03, Harmu, Ranchi, 834002	Deepak Kumar Prasad ("**Lessor**") and Prostarm Info Systems Limited ("**Lessee**")	January 01, 2023- November 30, 2024	₹15,750	Branch Office
4.	Karnataka Office	Ground Floor and First floor, at No. 13(37/C), 1st Main Road, S B M Colony, Anandanagar, Hebbal Post, Bangalore- 560024	Savitha Prahallad ("**Lessor**") and Prostarm Info Systems Limited ("**Lessee**")	August 3, 2024 - July 31, 2027	₹58,000 for August 3, 2024 to July 31, 2024 ₹60,900 August 1, 2025 to July 31, 2026 with 5% every year ₹63,945 August 1, 2026 to July 31, 2027 5% every year	Branch Office
5.	Madhya Pradesh Office	Duplex no. M.D. 68, Abhiruchi Parisar, Old Subhash Nagar, Bhopal, Madhya Pradesh – 462 023	Sunita Shrivastava ("**Owner**") and Prostarm Info Systems Limited ("**Tenant**")	February 1, 2024 to December 31, 2024	₹22,365 per month	Branch Office
6.	Odisha Office	Plot No. 2945/7576, Sub-Plot No. 100, Mouza-Pandra Bhubaneshwar, Dist- Khurdha, Pin-751025, Odisha	Sri Ajaya Kumar Das ("**Owner**") and Prostarm Info Systems Limited ("**Tenant**")	February 1, 2024- January 1, 2025	₹18,150 per month	Branch Office
7.	Punjab Office	Show room 7-8, Basement Ground & First Floor, Behind Ranjan Plaza, Palm Enclave, Zirakpur Distt., SAS Nagar, Mohali, Punjab-140603	Reena Sharma ("**Landlord**") and Mr. Pulkit Bansal, Punjab Branch Service Incharge-Prostarm Info Systems Limited ("**Lessee**")	April 1, 2024 – February 28, 2025	₹24,000 per month	Branch Office
8.	Telangana Office	Block No. 24, Laxminarayana Nagar Colony, Ida Uppal, Hyderabad-500039	C Madhavi ("**Owner**") and Prostarm Info Systems Limited ("**Tenant**")	January 6, 2024 – December 5, 2024	₹58,320 per month	Branch Office
9.	Kerala Office	Tc/17/868 Chitra Nagar, poojapura, PO, Trivandrum 695012, Kerela	ShreeBudhan ("**Lessor**") and Prostarm Info Systems Limited ("**Lessee**")	September 15, 2024 – July 31, 2025	₹18,000	Branch Office
10.	Uttar Pradesh Office – Lucknow	G-1 / 118, Phase-2, Transport Nagar, Kanpur Road, Lucknow- 226012,.	Dinesh Kumar Yadav HUF ("**Owner**") and Prostarm Info Systems Limited ("**Licensee**")	April 1, 2022- April 1, 2025	₹40,500 per month	Branch Office
11.	Uttar Pradesh	Plot No. C-12/6,	M/S Cotton Jersey	July 1, 2024	₹3,75,000	Branch Office

Sr. No.	Particulars	Location	Parties	Period	Lease/Rent amount	Usage
	Office – Gautambudh Nagar	Sector-85, Noida, Distt. GautamBudh Nagar – 201 305, Uttar Pradesh	("**Intending Lessor**") and Prostarm Info Systems Limited ("**Intended Lessee**")	- June 30, 2025	per month	
12.	West Bengal (Phoolbagan) Office	Premises no. 36/2A Ramakrishna Samadhi Road, P.S. Phoolbagan, Kolkata- 700 054	Prabhadevi Agarwal ("**Licensor**") and Prostarm Info Systems Limited ("**Licensee**")	April 1, 2024 – February 28, 2025	₹16,000 per month	Branch Office
13.	West Bengal (storage facility)	127/10/1 Manicktala main road, Kolkata-70054	Rabindra Singh & Sons HUF("**Licensor**") and Prostarm Info Systems Limited ("**Licensee**")	April 1, 2024 – February 28, 2025	₹98,000 per month	Storage Facility
14.	West Bengal (Darjeeling) Office	Road no. 2/8, Baghajatin Colony, P.O. and P.S. Pradhan Nagar, Siliguri District, Darjeeling – 734003, West Bengal	Sanat Saha ("**Owner**" / "**Lessor**") and Prostarm Info Systems Limited ("**Lessee**")	January 1, 2024 November, 30, 2024	₹7,500 per month	Branch Office
15.	Maharashtra (Nagpur) Office	N.M.C. House No. 2543/A/4, Plot no. 4, situated behind Atul Lawn, Ramkrishna Nagar, Dighori, Umred Road, Nagpur	Ravindra ("**Licensor**") and Prostarm Info Systems Limited ("**Licensee**")	January 1, 2024 - November 30, 2024	₹ 15,000+ 7% increase on monthly rent	Branch Office
16.	Maharashtra (Pune) Office	Basement, Jay Paru Vasu (Extension), S.No. 37/1 to 4/1/4 and 37/1 to 4/2/4, Pisoli, Behind Harsh Agra Pipe Karkhana lane, Pune – 411048, Maharashtra	Deepa Ramnarayan Iyer and Ramnaryan Jayraman Iyer ("**Licensor**") and Prostarm Info Systems Limited ("**Lessee**")	April 1, 2022- March 31, 2027	₹1,50,000 (April 2022 to March 2023) ₹1,57,500 (April 2023 to March 2024) ₹1,65,375 (April 2024 to March 2025) ₹1,75,64 (April 2025 to March 2026) ₹182,325 (April 2026 to March 2027)	Manufacturing Unit I
17.	Maharashtra (Pune) Office	2nd Floor, Jay Paru Vasu (Extension), S.No. 37/1 to 4/1/4 and 37/1 to 4/2/4, Pisoli, Behind Harsh Agra Pipe Karkhana	Deepa Ramnarayan Iyer and Ramnaryan Jayraman Iyer ("**Licensor**") and Prostarm Info Systems Limited	April 1, 2023- March 31, 2028	₹70000 (first 12 months) ₹ 73500 (next 12	Storage Facility

Sr. No.	Particulars	Location	Parties	Period	Lease/Rent amount	Usage
		lane, Pune – 411048, Maharashtra	(“**Lessee**”)		months) ₹77175 (next 12 months) ₹81033 (next 12 months) ₹85084 (next 12 months)	
18.	Maharashtra (Pune)	2nd Floor, Jay Paru Vasu (Extension), S.No. 37/1 to 4/1/4 and 37/1 to 4/2/4, Pisoli, Behind Harsh Agra Pipe Karkhana lane, Pune – 411048, Maharashtra	Deepa Ramnarayan Iyer and Ramnaryan Jayraman Iyer (“**Licensor**”) and Prostarm Info Systems Limited (“**Lessee**”)	February 1, 2024- January 31, 2029	₹30000 (first 12 months) ₹ 31500 (next 12 months) ₹33075 (next 12 months) ₹34728 (next 12 months) ₹36464 (next 12 months)	Manufacturing Unit I
19.	Maharashtra (Pune)	Ground and First Floor, Jay Paru Vasu (Extension), S.No. 37/1 to 4/1/4 and 37/1 to 4/2/4, Pisoli, Behind Harsh Agra Pipe Karkhana lane, Pune – 411048, Maharashtra	Deepa Ramnarayan Iyer and Ramnarayan Jayraman Iyer (“**Licensors**”) and Prostarm Energy Systems Private Limited (“**Licensee**”)	April 1, 2022- March 31, 2027	₹3,00,000 (April 2022 to March 2023) ₹3,15,000 (April 2023 to March 2024) ₹3,30,750 (April 2024 to March 2025) ₹3,47,288 (April 2025 to March 2026) ₹3,64,652 (April 2026 to March 2027)	Manufacturing Unit II
20.	Rajasthan Office	Jaipur Nagar Chowkdi Havali City, lying in Vishwakarma Industrial Area	Charan Khetan (“**Lessor**”) and Prostarm Info Systems Limited (“**Lessee**”)	May 1, 2022- April 30, 2027	₹50,000 per month	Branch Office

Sr. No.	Particulars	Location	Parties	Period	Lease/Rent amount	Usage
		Road, No. 9 F-2, Bhukhand No. F-663, lying in the Southern side				
21.	Tamil Nadu (Coimbatore) Office	Ground floor, Door no. 11A/2, Indra Nagar, New Sidhapudur, Coimbatore	K. Chitra (“**Lessor**”) and Prostarm Info Systems Limited (“**Tenant**”)	June 1, 2024 - April 30, 2025	₹30,000 per month	Branch Office
22.	Tamil Nadu (Chennai) Office	Ts, 111 Tiny Industrial Estate, Ekkattuthangal, Chennai-60003	P. Ramachandran (“**Lessor**”) and Prostarm Info Systems Limited (“**Tenant**”)	August 1, 2024 – June 30, 2025	₹69,877 per month	Branch Office
23.	Gujarat Office	Block no. 69, (Shade no. 02) of Mouje Navapura, Near Narmada Canal, Sanathal-Changodar Road, Village Navapura, Taluka Sanand, Dist- Ahmedabad-382210	M/s. J G Corporation (“**Lessor**”), Prostarm Info Systems Limited (“**Lessee**”) and Kiritsinh Jetubha Chauhan (“**Confirming Party**”)	March 1, 2020- February 28, 2029	₹1,39,412 per month	Branch Office
24.	Bihar Office 1	Ground Floor, Half and 1st Floor half at Village Ilahibagh, P.O. Bairiya, P.S. Sona Gopalpur, Patna, Bihar- 800 007	Manish Kumar (“**Lessor / Landlord**”) and Prostarm Info Systems Limited (“**Tenant**”)	September 1, 2022- August 31, 2027	₹28,000 per month	Branch Office
		Ground Floor, Half at Village Ilahibagh, P.O. Bairiya, P.S. Sona Gopalpur, Patna, Bihar- 800 007	Shashi Kumar (“**Lessor / Landlord**”) and Prostarm Info Systems Limited (“**Tenant**”)	September 1, 2022- August 31, 2027	₹14,000 per month	Branch Office
25.	Bihar office 2	Village- Solhai, near Mahavir Sthan Solani P.O- Balah. Dist Supaul-852130, Bihar	Rajan Kumar Jha(“**Lessor / Landlord**”) and Prostarm Info Systems Limited (“**Tenant**”)	February 1, 2024 – December 30 2024	₹25,000 per month	Branch Office
26.	Uttarakhand Office	Khasar No- 139 Village Maharjpur Kalan, Pargana- Jwalapur, Tehsil- Laksar, District Haridwar	Narendra Kumar (“**Lessor / Landlord**”) and Prostarm Info Systems Limited (“**Tenant**”)	March 07, 2024- February 6, 2025	₹3,000 per month	Branch Office
27.	Jammu Office	Quarter no. 317, Near Masjid janipur Colony, Jammu City, Jammu & Kashmir 180007	Akhter Hussain (“**Lessor**”) and Prostarm Info Systems Limited (“**Lessee**”)	September 1, 2024 – July 31, 2025	15,000 per month	Branch Office

There is no conflict of interest between the lessors of immovable properties (crucial for operations of our Company/Subsidiary) and our Promoters, members of our Promoter Group, Directors, Key Managerial Personnel, Group Companies and their directors.

Intellectual Property

Our Company owns the PROSTARM Power Redefined trademark no. 4684110 under Class 9 (Inverters (electricity), Solar Batteries, Solar panels for electricity generation, Electrical Batteries, Power Inverters). The trademark is valid for a period of ten (10) years with effect from October 2, 2020. For details, see "***Government and other Approval***" on page 409.

Corporate Social Responsibility

We believe in contributing to the communities in which we operate. While being focused on sustained economic performance, we are also aware of the necessity and importance of social stewardship. In furtherance of the same, we have been spending on CSR activities undertaken by the Company.

In Fiscals 2024, 2023 and 2022, our contribution to corporate social responsibility aggregated to ₹ 37.25 lakhs, ₹ 25.00 lakhs and ₹ 17.50 lakhs respectively. In line with the CSR Policy adopted by us, we have undertaken CSR activities by providing:

- Financial assistance to Shri Godham Mahateerth Pathmeda Lok Punyarth Nyas, Jalore, Rajasthan towards animal welfare.
- Financial assistance to Shri Jagatbharti Education and Charitable Trust, Gujarat for the purpose of vocational training for reaching to unreached, rural development, ration distribution and medical aid.
- Financial assistance to Raginiben Bipinchandra Sevakarya Trust, Ahmedabad, Gujarat towards livelihood enhancement projects.

For further details on the composition of the CSR committee and its terms of reference, see '***Our Management – Corporate Social Responsibility Committee***' on page 247.

KEY REGULATIONS AND POLICIES IN INDIA

*In carrying on our business as described in the section titled "**Our Business**" on page 175, our Company is regulated by the following legislations in India. The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from the various legislations, including rules and regulations promulgated by the regulatory bodies and the bye laws of the local authorities that are available in the public domain. The regulations and policies set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. For details of Government Approvals obtained by the Company in compliance with these regulations, see "**Government and Other Statutory Approvals**" on page 409.*

Our business is governed by various central and state legislations that regulate the substantive and procedural aspects of our Company's business. Our Company is required to obtain and regularly renew certain licenses/ registrations and/or permissions required statutorily under the provisions of various Central and State Government regulations, rules, bye-laws, acts and policies.

Given below is a brief description of the certain relevant legislations that are currently applicable to the business carried on by our Company:

A. Industry Related Laws

Factories Act, 1948

The Factories Act, 1948 ("**Factories Act**") was enacted to protect the welfare of workers in a factory by regulating employment conditions, working conditions, the working environment, and other welfare requirements of specific industries. The Factories Act lays out guidelines and safety measures for using machinery, and with its strict compliance, it also provides owners with instructions. When factory workers were taken advantage of and exploited by payment of low wages, the Factories Act was passed.

Industrial Disputes Act, 1947, as amended (the "ID Act")

The ID Act provides for statutory mechanism of settlement of all industrial disputes, a term which primarily refers to a dispute or difference between employers and workmen concerning employment or the terms of employment or the conditions of labour of any person. The Industrial Dispute (Central) Rules, 1957 inter-alia specify procedural guidelines for lock-outs, closures, layoffs and retrenchment.

Industrial Employment (Standing Orders) Act, 1946

The Industrial Employment (Standing Orders) Act, 1946 ("**IESO**") was enacted in order to strengthen the bargaining powers of the workers this act is enacted, it requires the employers to formally define the working conditions to the employee. As per the IESO, an employer is required to submit five copies of standing orders required by him for adoption of his industrial establishment. An employer failing to submit the draft standing orders as required by this act shall be liable to pay fine as per section 13 of the IESO.

The Industrial Relations Code, 2020

The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The provisions of this Code will be brought into force on a date to be notified by the GOI.

Child Labour (Prohibition And Regulation) Act, 1986

This statute prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Under this Act, the employment of child labour in the building and construction industry is prohibited.

Bureau of Indian Standards Act, 2016

The Bureau of Indian Standards Act, 2016 provides for the establishment of a Bureau for the standardization, marking and quality certification of goods. Functions of the bureau include, inter alia, (a) recognizing as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere; (b) specifying a standard mark which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) conducting such inspection and taking such samples of any material or substance, as may be necessary to see whether any article or process in relation to which the standard mark has been used conforms to the Indian Standard or whether the standard mark has been improperly used in relation to any article or process with or without a license. A person may apply to the Bureau for grant of license or certificate of conformity, if the articles, goods, process, system or service conforms to an Indian Standard.

B. Laws Relating to Employment

The various labour and employment related legislations that may apply to our operations, from the perspective of protecting the workers' rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer, would include, among others, the following: (i) Contract Labour (Regulation and Abolition) Act, 1970; (ii) Relevant state specific shops and commercial establishment legislations; (iii) Employees' Provident Funds and Miscellaneous Provisions Act, 1952; (iv) Employees' State Insurance Act, 1948; (v) Minimum Wages Act, 1948; (vi) Payment of Bonus Act, 1965; (vii) Payment of Gratuity Act, 1972; (viii) Payment of Wages Act, 1936; (ix) Maternity Benefit Act, 1961; (x) Apprenticeship Act, 1961; (xi) Equal Remuneration Act, 1976; (xii) Employees' Compensation Act, 1923; and (xiii) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 In order to rationalize and reform labour laws in India, the Government has enacted the following codes, which will be brought into force on a date to be notified by the Central Government:

Code on Wages, 2019

The Code on Wages regulates and amalgamates wage and bonus payments and subsumes four existing laws namely –the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. It regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employee. The Central Government has notified certain provisions of the Code on Wages, mainly in relation to the constitution of the central advisory board.

Code on Social Security, 2020

The Code on Social Security amends and consolidates laws relating to social security, and subsumes various social security related legislations, *inter alia,* including the Employee's State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, Building and Other Construction Worker's Welfare Cess Act, 1996 and the Payment of Gratuity Act, 1972. It governs the constitution and functioning of social security organizations, such as, the Employee's Provident Fund Organization and the Employee's State Insurance Corporation, regulates the payment of gratuity, the provision of maternity benefits and compensation in the event of accidents that employees may suffer, among others.

The Workmen Compensation Act, 1923

The Workmen Compensation Act, 1923 ("WCA") has been enacted with the objective to provide for the payment of compensation to workmen by employers for injuries by accident arising out of and in the course of employment, and for occupational diseases resulting in death or disablement. The WCA makes every employer liable to pay compensation in accordance with the WCA if a personal injury/disablement/loss of life is caused to a workman (including those employed through a contractor) by accident arising out of and in the course of his employment. In case the employer fails to pay compensation due under the WCA within one month from 94 the date it falls due, the commissioner appointed under the WCA may direct the employer to pay the compensation amount along with interest and may also impose a penalty.

The Occupational Safety, Health and Working Conditions Code, 2020

The Occupational Safety, Health and Working Conditions Code consolidates and amends the laws regulating the occupational safety and health and working conditions of the persons employed in an establishment. It replaces 13 old central labour laws including the Factories Act, 1948, Contract Labour (Regulation and Abolition) Act, 1970, the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996 and the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979.

C. Environmental Laws

The Environment (Protection) Act, 1986 (the "EPA")

The EPA has been enacted with the objective of protecting and improving the environment, and for matters connected therewith. As per the EPA, 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 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 EPA, including the power to direct the closure, prohibition or regulation of any industry, operation or process.

The Environmental Impact Assessment Notification, 2006 (the "Notification")

As per the Notification, any construction of new projects or activities, or the expansion or modernization of existing projects or activities, as listed in the Schedule attached to the notification entailing capacity addition with change in process and/or technology can be undertaken only after the prior environmental clearance from the Central Government or as the case may be, by the State Level Environment Impact Assessment Authority, duly constituted by the Central Government under the provisions of the Environment (Protection) Act, 1986, in accordance with the procedure specified in the Notification. The environmental clearance process for new projects comprises of four stages viz. screening, scoping, public consultation and appraisal. However, in 2016, Ministry of Environment and Forests ("**MoEF**") issued a notification for integrating standard and objectively monitorable environmental conditions with building permissions for buildings of different sizes with a rigorous monitoring mechanism for implementation of environmental concerns and obligations in building projects. This is in line with the objective of the Central Government to streamline the permissions for buildings and the construction sector so that affordable housing can be provided to weaker sections in urban areas under the scheme 'Housing for All by 2022'and is proposing to remove the requirement of seeking a separate environment clearance from the MoEF for individual buildings having a total build up area between 5,000 square meter and 1,50,000 square meter, apart from adhering to the relevant bye-laws of the concerned State authorities.

The Water (Prevention and Control of Pollution) Act, 1974 (the "Water Act")

The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set out by the concerned Pollution Control Board ("**PCB**"). The Water Act also provides that the consent of the concerned PCB must be obtained prior to opening of any new outlets or discharges, which are likely to discharge sewage or effluent.

Air (Prevention and Control of Pollution) Act, 1981 (the "Air Act")

The Air Act requires that any industry or institution emitting smoke or gases must apply in a prescribed form and obtain consent from the state Pollution Control Board ("**PCB**") prior to commencing any activity. The state PCB is required to grant, or refuse, consent within four months of receipt of the application. The consent may contain conditions relating to specifications of pollution control equipment to be installed.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 ("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*, 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 and operator of a facility generating hazardous waste must obtain authorization from the relevant state pollution control board. Further, the occupier, importer or exporter is liable for damages caused to the environment or third-party resulting from the improper handling and management and disposal of hazardous waste and must pay any financial penalty that may be levied by the respective state pollution control board.

The Batteries Waste Management Rules, 2022 ("BWM Rules")

The BWM Rules define functions of a producer, consumer and public waste management authorities. Under the BWM Rules, a *'producer'* is defined to mean an entity which engages in (a) manufacture and sale of battery including refurbished battery, including in equipment, under its own brand; or (b) sale of battery including refurbished battery, including in equipment, under its own brand produced by other manufacturers or suppliers; or (c) import of battery as well as equipment containing battery. The BWM Rules function basis the concept of Extended Producer Responsibility (EPR) where the producers (including importers) of batteries are responsible for collection and recycling / refurbishment of waste batteries and use of recovered materials from wastes into new batteries. EPR mandates that all waste batteries be collected and sent for recycling /refurbishing, and it prohibits disposal in landfills and incineration. The BWM Rules mandate producers to submit the EPR Plan (quantity, weight of battery along with dry weight of battery materials) to the Central Pollution Control Board by 30th June of every year, for the battery manufactured in the preceding Fiscal. The producers are responsible to adhere to the prohibitions and labelling requirements prescribed in Schedule I and ensure safe handling of battery or waste battery such that no damage to human health or environment occurs.

E-Waste (Management) Rules, 2022 ("EWM Rules")

These rules shall apply to every manufacturer, producer refurbisher, dismantler and recycler involved in manufacture, sale, transfer, purchase, refurbishing, dismantling, recycling and processing of e-waste or electrical and electronic equipment listed in Schedule I of the EWM Rules, including their components, consumables, parts and spares which make the product operational. The extended producer responsibility for each product shall be decided on the basis of the information provided by the producers on the portal and the individual product's life period. Producers have to fulfill their extended producer responsibility targets as per Schedule-III and Schedule-IV of the EWM Rules through the portal.

D. Intellectual Property Laws

The Trademarks Act, 1999 ("Trademarks Act")

Under the Trademarks Act, a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. Section 18 of the Trademarks Act requires that any person claiming to be the proprietor of a trademark used or proposed to be used by him, must apply for registration in writing to the registrar of trademarks. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is 10 (ten) years, which may be renewed for similar periods on payment of a prescribed renewals.

E. Foreign Investment Regulations

The foreign investment in India is governed, among others, by the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 ("FEMA Rules") and the consolidated FDI policy (effective from October 15, 2020) issued by the Department for Promotion of

Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion ("FDI Policy"), each as amended. Further, the Reserve Bank of India has enacted the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 on October 17, 2019 which regulates mode of payment and remittance of sale proceeds, among others. The FDI Policy and the FEMA Rules prescribe inter alia the method of calculation of total foreign investment (i.e. direct foreign investment and indirect foreign investment) in an Indian company**.**

Foreign Trade (Development and Regulation) Act, 1992 ("FTDRA"), the Foreign Trade (Regulation) Rules, 1993 ("FTRR") and the Foreign Trade Policy 2015-2020 ("Foreign Trade Policy")

The FTDRA provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India. The FTDRA empowers the Central Government to formulate and amend the foreign trade policy. The FTDRA prohibits any person from making an import or export except under an Importer-exporter Code Number ("**IEC**") granted by the director general or any other authorized person in accordance with the specified procedure. The IEC may be suspended or cancelled if the person who has been granted such IEC contravenes, amongst others, any of the provisions of the FTDRA, or any rules or orders made thereunder, or the foreign policy or any other law pertaining to central excise or customs or foreign exchange. The FTDRA also prescribes the imposition of penalties on any person violating its provisions. The FTRR prescribes the procedure to make an application for grant of a license to import or export goods in accordance with the foreign trade policy, the conditions of such license, and the grounds for refusal of a license. The FTDRA empowers the Central Government to, from time to time, formulate and announce the foreign trade policy. The Foreign Trade Policy came into effect in 2017 and requires all importers and exporters to obtain an IEC. Further, pursuant to the policy, the Director General of Foreign Trade may impose prohibitions or restrictions on the import or export of certain goods, for reasons including the protection of public morals, protection of human, animal or plant life or health, and the conservation of national resources. The Foreign Trade Policy also prescribes restrictions on imports or exports in relation to specific countries, organizations, groups, individuals or products. The Foreign Trade Policy also provides for various schemes, including the export promotions capital goods scheme and duty exemption/remission schemes. India's current Foreign Trade Policy (2015-20) (as extended until September 30, 2022 and thereafter, extended till March 31, 2023) envisages helping exporters leverage benefits of GST, closely monitoring export performances, increasing ease of trading across borders, increasing realization from India's agriculture-based exports and promoting exports from MSMEs and labor-intensive sectors.

Foreign Exchange Management Act, 1999 ("the FEMA") and Rules and Regulations thereunder

Export of goods and services outside India is governed by the provisions of the Foreign Exchange Management Act, 1999, read with the applicable regulations. The Foreign Exchange Management (Export of goods and services) Regulations, 2000 have been superseded by the Foreign Exchange Management (Export of Goods and Services) Regulations, 2015 ("Export of Goods and Services Regulations 2015") issued by the RBI on January 12, 2016 (last amended on June 23, 2017). The RBI has also issued a Master Circular on Export of Goods and Services. The export is governed by these Regulations which make various provisions such as declaration of exports, procedure of exports as well as exemptions.

F. Other Applicable Laws

The Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act")

The MSMED Act, was enacted to promote and enhance the competitiveness of Micro, Small and Medium Enterprise ("**MSME**"). A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and Regulation) Act, 1951. The Government, in the Ministry of Micro, Small and Medium Enterprises has issued a notification dated June 1, 2020 revising definition and criterion and the same came into effect from July 1, 2020. The notification revised the definitions as "Micro enterprise", where the investment in plant and machinery or equipment does not exceed one crore rupees and turnover does not exceed five crore rupees; "Small enterprise", where the investment in plant and machinery or equipment does not exceed ten crore rupees and turnover does not exceed fifty crore rupees; "Medium enterprise", where the investment in plant and machinery or equipment does not exceed five crore and turnover does not exceed two hundred and fifty crore rupees.

Municipality Laws

State governments are empowered to endow municipalities with such powers and authority as may be necessary to enable them to perform functions in relation to permitting the carrying on of trade and operations. Accordingly, State governments have enacted laws authorizing municipalities to regulate use of premises, including regulations for issuance of a trade license to operate, along with prescribing penalties for non-compliance.

Shops and Establishments Legislations

Under the provisions of local shops and establishments legislations applicable in different states, commercial establishments are required to be registered. Such legislations regulate the working and employment conditions of workers employed in shops and commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

Fire Prevention Laws

State governments have enacted laws that provide for fire prevention and life safety. Such laws may be applicable to our offices and Training Centres and include provisions in relation to providing fire safety and life saving measures by occupiers of buildings, obtaining certification in relation to compliance with fire prevention and life safety measures and impose penalties for non-compliance.

Taxation Laws

The tax related laws that are applicable to our Company include the Income-tax Act, 1961, the Central Goods and Services Tax Act, 2017 and the relevant state legislations for goods and services tax.

Professional Tax

Professional tax is a state level tax which is imposed on income earned by way of profession, trade, calling or employment. At present, professional tax is imposed only in Karnataka, Bihar, West Bengal, Andhra Pradesh, Telangana, Maharashtra, Tamil Nadu, Gujarat, Assam, Kerala, Meghalaya, Odisha, Tripura, Madhya Pradesh, and Sikkim.

Companies Act 2013

The consolidation and amendment in the law relating to the Companies Act, 1956 made way for the enactment of the Companies Act, 2013. The Companies Act, 1956 is still applicable to the extent not repealed and the Companies Act, 2013 is applicable to the extent notified. The act deals with incorporation of companies and the procedure for incorporation and post-incorporation. The conversion of the private company into a public company and vice versa is also laid down under the Companies Act, 2013. The procedure relating to winding up, voluntary winding up, the appointment of liquidator also forms part of the act. The provision of this act shall apply to all the companies incorporated either under this act or under any other previous law. It shall also apply to bank companies, companies engaged in generation or supply of electricity and any other company governed by any special act for the time being in force. A company can be formed by seven or more persons in case of a public company and by two or more persons in case of a private company. A company can even be formed by one person i.e., a One-Person Company. The provisions relating to forming and allied procedures of One Person Company are mentioned in the act. Further, The Companies Act, 1956 is still applicable to the extent not repealed and the Companies Act, 2013 is applicable to the extent notified.

Further, Schedule V (read with Sections 196 and 197), Part I lay down the conditions to be fulfilled for the appointment of a managing or whole-time director or manager. It provides the list of acts under which if a person is prosecuted, he cannot be appointed as the director or Managing Director or Manager of the firm. The provisions relating to remuneration of the director's payable by the companies is under Part II of the said schedule.

Further, The Companies Amendment Act, 2015 is passed on May 25, 2015, also The Companies Amendment Act, 2017 is passed on January 3, 2018. The Companies Amendment Act, 2017 includes major amendments in the definition, financial statement, and corporate social responsibility, disclosure under boards report, general meeting, and disclosure in the Draft Red Herring prospectus.

The Specific Relief Act, 1963 ("Specific Relief Act")

The Specific Relief Act, 1963 is complimentary to the provisions of the Contract Act and the Transfer of Property Act, as the Act applies both to movable property and immovable property. The Specific Relief Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. 'Specific performance' means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

Consumer protection Act, 2019

An Act to provide for protection of the interests of consumers and for the said purpose, to establish authorities for timely and effective administration and settlement of consumers' disputes and for matters connected therewith. The Act establish a Council to be known as the Central and State Consumer Protection Council. The Act establish Consumer Disputes Redressal Agencies. The Act provide speedy and simple redressal to consumer disputes, a quasi-judicial machinery is sought to be set up at the district, State and Central level. These quasi-judicial bodies will observe the principles of natural justice and have been empowered to give relief of a specific nature and to award, wherever appropriate, compensation to consumers. Penalties for non-compliance of the orders given by the quasi-judicial bodies have also been provided.

The Indian Stamp Act, 1899

Stamp duty is payable on all instruments/ documents evidencing a transfer or creation or extinguishment of any right, title or interest in immoveable property. The Indian Stamp Act, 1899 (the "**Stamp Act**") provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule I of the Stamp Act. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the state. Instruments chargeable to duty under the Stamp Act but which have not been duly stamped, are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments by certain specified authorities and bodies and imposition of penalties, for instruments which are not sufficiently stamped or not stamped at all. Instruments which have not been properly stamped instruments can be validated by paying a penalty of up to 10 times of the total duty payable on such instruments.

Competition Act, 2002 ("***Competition Act***")

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

Indian Contract Act 1872

The Indian Contract Act 1872 is a comprehensive guide that governs contracts and agreements in India. The act was passed to provide a legal framework for contract law and has been amended several times over the years to keep up with changing economic conditions. The Indian Contract Act of 1872 is a comprehensive legal framework that controls all commercial relationships in India. The act lays down the rules and regulations that need to be followed while entering into a contract and also provides remedies for breach of contract.

Sale of Goods Act, 1930

This Act has been came into force on the 1st day of July,1930. The unrepealed provisions of the Indian Contract Act, 1872, save in so far as they are inconsistent with the express provisions of this Act, shall continue to apply to contracts for the sale of goods. The Act contains the provisions regarding the sale and agreement to sell.

The Insolvency and Bankruptcy Code, 2016 (the "Code")

The Insolvency and Bankruptcy Code, 2016 cover Insolvency of companies, Limited Liability partnerships (LLPs), unlimited liability partnerships, and individuals. The IBC 2016 has laid down a collective mechanism for resolution of insolvencies in the country by maintaining a delicate balance for all stakeholders to preserve the economic value of the process in a time bound manner. The code empowers any creditor of a Corporate Debtor (CD), irrespective of it being a Financial Creditor (FC) or Operational Creditor (OC) or secured or unsecured creditor, or the Corporate Debtor itself, to make an application before the Adjudicating Authority (AA) to initiate Corporate Insolvency Resolution Process (CIRP) against a Corporate Debtor, at their discretion, in the event of there being a default by the Corporate Debtor in payment of their dues for an amount as specified from time to time. On initiation of the Said CIRP, a resolution to be sought for the company within a time bound time period of 180 days

Other Laws

In addition to the above, our Company is required to comply with the provisions of the Prevention of Corruption Act, 1988, Rent Control Act, Information technology act and other applicable laws and regulations imposed by the Central and State Governments and other authorities for its day-to-day operations.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was originally incorporated as 'Prostar Micronova Power Systems Private Limited', a private limited company under the erstwhile Companies Act, 1956, pursuant to a certificate of incorporation dated January 11, 2008 issued by the RoC, Pune. Our Company was subsequently converted to a public limited company and the name of our Company was changed from "Prostar Micronova Power Systems Private Limited " to "Prostar Micronova Power Systems Limited", and a fresh certificate of incorporation dated May 26, 2017 was issued by the RoC, Pune. Thereafter, the name of our Company was changed, from "Prostar Micronova Power Systems Limited" to "Prostarm Info Systems Limited" and a fresh certificate of incorporation dated July 28, 2017 was issued by the RoC, Pune.

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	Details of change in the registered office	Reasons for change
August 9, 2021	The registered office of our Company was changed from "Sr. No. 321, Patil Nagar, Bavdhan Budruk, Pune – 411 021, Maharashtra, India" to "Plot No. EL-35, TTC MIDC, Mahape, Navi Mumbai – 400 701, Maharashtra, India"	Expansion and Administrative convenience
April 1, 2024	The registered office of our Company was changed from "Plot No. EL-35 TTC MIDC, Mahape, Navi Mumbai – 400 701, Maharashtra, India" to "Plot No. EL-79, Electronic Zone, TTC, MIDC, Mahape, Navi Mumbai, Thane, Maharashtra – 400 710, Maharashtra, India"	Expansion and Administrative convenience

Main objects of our Company

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

1. *To manufacture, design, produce, process, develop, re-condition, assemble, maintain, convert, overhaul, alter, repair, improve, fabricate, substitute, buy, sell, import, export, let on hire or otherwise deal in all types of electronic, electromechanical, electromagnetic and electrical instruments, devices, appliances, equipment's, panels, spares, accessories and fitting intruding but not limited to devices, instruments, appliances, equipment's used for domestic and industrial purposes.*

2. *To manufacture, processes, assemble, trade, market, repair and distribute, deal in all kind of electronic and electrical devices, energy storage & management products and technologies, including but not limited to stabilizers, transformers, UPS, inverters, solar inverters, solar power solution; power backup solutions , energy Storage systems Lead Acid Batteries, lithium cells; aluminum fuel cells, or fuel cells ("battery cells"); or such other chemistries and components of battery cells; and batteries packs composed of such battery cells including module making & other systems; electric vehicles; power conversion and evacuation systems etc.; integrated power systems; mobility solutions; battery swapping stations; power/energy management system; public or private charging network; chargers, invertors, capacitors; solar energy panel and cells, including PV cells and modules or such other alternative energy generating devices and parts thereof, used in Industries, Retail, Railways, Posts & Telegraphs, Navigation, Ships, Army Tanks, Defense sector, Mining, Power Plants, Automobiles, Powerplants, Hospitals; Health Care and for any other Industrial, Commercial or Domestic purpose.*

The main objects clause as contained in the Memorandum of Association enable our Company to undertake its existing activities.

Amendments to the Memorandum of Association

Set out below are the amendments to our Memorandum of Association for the past ten years of our Company till the date of this Draft Red Herring Prospectus.

Date of Shareholder's resolution/ Effective date	Particulars
March 25, 2010	Increase of the authorized share capital of our Company from ₹1,00,000 (Rupees One Lakh) consisting of 10,000 (Ten Thousand) Equity Shares of ₹10 each to ₹5,00,00,000 (rupees five crore) consisting of 50,00,000 (Fifty Lakh) Equity Shares of ₹10 each.
March 17, 2017	Clause I of our Memorandum of Association was amended to reflect the change in name of our Company from "Prostar Micronova Power Systems Private Limited " to "Prostar Micronova Power Systems Limited", pursuant to conversion of our Company from private limited to public limited.
July 10, 2017	Clause I of our Memorandum of Association was amended to reflect the change in name of our Company from "Prostar Micronova Power Systems Limited" to "Prostarm Info Systems Limited", pursuant to change of name of our Company.
May 11, 2018	Increase of the authorized share capital of our Company from ₹5,00,00,000 (Rupees Five Crores) consisting of 50,00,000 (fifty lakhs) Equity Shares of ₹10 each to ₹14,00,00,000 (rupees fourteen crore) consisting of 1,40,00,000 (one crore forty lakhs) Equity Shares of ₹10 each.
March 22, 2021	Clause II of our Memorandum of Association was amended to reflect the change in registered office from "Sr. No. 321, Patil Nagar, Bavdhan Budruk, Pune – 411 021, Maharashtra, India" to "Plot No. EL-35, TTC MIDC, Mahape, Navi Mumbai – 400 701, Maharashtra, India"
February 28, 2023	Clause III(A) of our Memorandum of Association was amended to reflect the addition of sub-clause 2 to Clause III(A) as follows: *"2. To manufacture, processes, assemble, trade, market, repair and distribute, deal in all kind of electronic and electrical devices, energy storage & management products and technologies, including but not limited to stabilizers, transformers, UPS, inverters, solar inverters, solar power solution, power backup solutions, energy Storage systems Lead Acid Batteries, lithium cells; aluminum fuel cells, or fuel cells ("**battery cells**"); or such other chemistries and components of battery cells; and batteries packs composed of such battery cells including module making & other systems; electric vehicles; power conversion and evacuation systems etc.; integrated power systems; mobility solutions; battery swapping stations; power/energy management system; public or private charging network; chargers, invertors, capacitors; solar energy panel and cells, including PV cells and modules or such other alternative energy generating devices and parts thereof, used in Industries, Retail, Railways, Posts & Telegraphs, Navigation, Ships, Army Tanks, Defense sector, Mining, Power Plants, Automobiles, Powerplants, Hospitals, Health Care and for any other Industrial, Commercial or Domestic purpose.*
February 28, 2023	Clause III(A) of our Memorandum of Association was amended to reflect the modification / addition of the following sub-clauses: *3. To promote, own, acquire, erect, construct, establish, maintain, improve, manage, operate, alter, carry on, control, take on hire/lease power plants, co-generation power plants, energy conservation projects, power houses, transmission and distribution systems for generation, distribution, transmission, and supply of electric energy and buy, sell, supply, exchange, market, function as a licensee and deal in electrical power, energy to State Electricity Boards, Appropriate Authorities, State Government, specific industrial units and other consumers for commercial, industrial, household and any other purpose in India and elsewhere in accordance with Indian Electricity Act, 1910 and/or Electricity*

Date of Shareholder's resolution/ Effective date	Particulars
	(Supply) Act, 1948 and any other laws as may be applicable from time to time. *4. To enter into negotiation, collaboration, technical or otherwise with any persons, firm, company, body corporate, institutions or Government for obtaining by grant license or on other terms formulate and to obtain technical information, know-how and expert advice.* *5. To acquire from time to time and deal or trade in all such stock-in- trade, chattels, any patents, trade mark brevets, invention, licenses, concession and effect as may be necessary or convenient for business for the time being, carried on by the Company.* *6. To raise or borrow money or secure the payment of money or to receive money on such time and from time to time and in such manner as may be thought fit, for any of the purposes and objects of the Company and in particular by the issue of debentures, or debenture-stocks, perpetual or otherwise including debentures or debenture- stock convertible into shares of this or any other company or perpetual annuities and in security for any such money so borrowed, raised or received or any such debentures or debenture-stocks so issued, to mortgage, pledge or charge the whole or any part of the property, assets or revenue and profits of the Company, present or future, including its uncalled capital by special assignments or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities provided that the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.* *7. To Guarantee the payment of money secured or unsecured by or payable under or in respect of any promissory notes, bonds, debenture stock, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority, central, state, municipal, local or of any person whomsoever whether incorporated or not incorporated and generally to guarantee the performance of contracts and obligations of all kinds and to guarantee the repayment of loan with interest availed from Financial institution/s, Banks, Private Financiers, availed by the person, company, firm, society, trust or body corporate.* *8. To open account or accounts either current or overdraft with any banker, bank and to draw, make, accept, endorse, discount, execute, and issue cheques, promissory notes, hundis, bills of exchange, bill of lading, warrants, debentures and other negotiable instruments in the course of the Company's business.* *9. To apply for, purchase or otherwise acquire any patents, brevets "d" inventions, licensed, concessions and the like, conferring any exclusive or non-exclusive or limited right to use, exercise, develop or grant or licenses in any secret or other information as to any invention for the purpose of the Company, and to use, exercise, develop or grant or licenses in respect of or otherwise turn to account the property, rights, or information so acquired.* *10. To sell any patent rights, brevets, invention, copyright, trade mark, or privileges belonging to the Company or which may be acquired by it or any interest in the same, and to grant licenses for the use of the same, or any of them, and to let or to allow to be used or otherwise deal with inventions, brevets inventions, patents, copyrights, trademarks or privileges in which the Company may be interested, and to do all such acts and things as may be deemed expedient for turning to account any inventions, patent and privileges in which the*

Date of Shareholder's resolution/ Effective date	Particulars
	Company may be interested. *11. To open branch offices throughout India and outside India.* *12. To carry on any business or branch of business which this company is authorized to carry on by means or through the agency of subsidiary company or companies and to enter into any agreement with such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liability or to make any other agreement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently to close any such branch or business.* *13. To appoint and remunerate director(s), manager, trustee(s), accountants or other experts or agents in any subsidiary company or in any other company in which this company is interested.* *14. To take part in the management, supervision and control the business or operations of its subsidiary, any other company and undertaking.* *15. To pay for any property acquired by the company and remunerate any persons, firm or body corporate rendering services to the company either by cash payment or by allotment to him or them of share of securities of the company is paid in full or in part or otherwise.* *16. To let on lease or on hire-purchase system or to lend or otherwise dispose of any property belong to the company.* *17. To sell, exchange, mortgage, let on lease, royalty or tribute, grant, licenses, easements, options and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, right and effect of the Company or any part thereof for such amount as may be thought fit and in particular for stock shares, whether fully or partly paid up securities of any other company having objects in whole or in part similar to those of company.* *18. To accept as consideration for or in lieu of the whole or any part of the Company's properties either land or cash or any Government security or securities guaranteed by the government or shares in joint stock companies or partly the one or partly the other and such other properties and securities as may be determined by the company and to take back or acquire the property so disposed of by repurchasing or taking on lease the same at such price or prices and on such terms and conditions as may be agreed upon by the company.* *19. To purchase, or otherwise acquire and undertake the whole or any part of the business, property, rights, and liabilities of any person, firm or company carrying on any business which this company is authorized to carry on or possessed of property or rights suitable for any of the purposes of the Company and to purchase, acquire, sell and deal in property, shares, stocks, debentures or debenture-stocks of any such person, firm or company and to conduct, make or carry into effect any arrangements in regard to the winding up of the business of any such persons, firm or company.* *20. Subject to the provisions of the Companies Act, 2013, and any other law for time being in force amalgamate, or to enter into partnership or, into any agreement for share profits, union of interest, co-operation, joint venture, of reciprocal concession or for limiting competition with any person or persons or*

Date of Shareholder's resolution/ Effective date	Particulars
	company or companies carrying on or engage in or about to carry on or engage in any business transaction on or engaging in which this company is authorized to carry or engage in or which can be carried on in conjunction therewith. *21. To engage in any business or transaction within connection with any other person, corporation, and company or to hold shares, stocks or bonds in any such company or corporation, the business which this company is authorized to carry on.* *22. To procure the recognition of the company in or under the laws of any place outside India.* *23. To undertake and execute any trust, the undertaking of which may seem to the company desirable and either gratuitously or otherwise and vest any real or personal property, rights or interest acquired by or belonging to the company in any person or company or companies on behalf of or for the benefit of the company and with or without any declared trust in favour of the company for the purpose of the business of the company.* *24. Subject to provisions of the Companies Act, 2013, to accept gifts and to give gifts and donations, to create trusts for the welfare of employees, member, directors and/or their dependents, heirs and children and for any deserving object and for other persons also and to act as trustees.* *25. To subscribe or guarantee money for national charitable, religious, educational, benevolent or other institutions, societies, clubs, funds, association, public general or useful objects or for any exhibition but not intended to serve any political cause or purpose.* *26. To communicate with the chambers of commerce and other mercantile and public bodies throughout the world and promote measure for the protection of trade, industry and persons engaged therein.* *27. To subscribe for, become a member of, subsidies and cooperate with any other association, whether incorporated or not, whose objects are altogether or in part similar to those of the company, and to procure from and communicate to any such association, such information as may be likely to further the objects of the company.* *28. To pay for the any property, right or privileges acquired by the company or for services rendered or to be rendered in connection with the promotion, formation of the business of the company or for services renders or to be rendered by any persons, firm or body corporate in placing or assisting to place or guaranteeing the placing of, any of the shares of the Company or any debentures, or other securities of the Company or otherwise wholly or partly in cash or in shares bonds, debentures, or other securities of the Company and to issue such shares either as fully paid up or with amount credited as paid up there in as may be agreed upon to charge any such bond, debentures or other securities upon all or any part of the property of the company.* *29. To appoint agents, commission agents, and to engage lawyers and solicitors and to grant them or any of them necessary power of attorney.* *30. To pay out of the funds of the company, all costs, charges and expenses preliminary and incidental to the promotion, formation establishment and registration of the Company.*

Date of Shareholder's resolution/ Effective date	Particulars
	31. To adopt such means of making known the services, business interest of the company as it may deem expedient and in particular by advertising in the press, radio, television, and cinema, by circulars, by purchases, construction and exhibitions of work or at or general interest by publication of books and periodicals, and by granting prizes, rewards and donations subjects to section 181 and 182 of the Companies Act, 2013 *32. In the event of winding up, to distribute all or any of the assets and property of the company amongst the members in specie or kinds or any proceeds or sales or disposal or any property of the company, subject to the provisions of the Companies Act, 2013.* *33. To undertake, carryout, promote and sponsor development including any programme for promoting the social and economic welfare or the upliftment of the public in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner without prejudice to the generality of the promoting of rural development shall also include any programme for promoting the social and economic welfare of or the uplift of the public in any rural areas which the Directors considers it likely to promote assist rural development and that word rural area shall include such area as may be regarded as rural areas under Section 35CC of the Income Tax Act 1961 or any other law relating to rural development For the time being in force or as may be regarded by the Directors as rural areas.* *34. To achieve greater growth of the national economy through increased productivity, effective utilization materials and manpower resources, export promotion and continued application of modern techniques so as to discharge its social and moral responsibilities to be share-holders, employees, customers, local community and the Society, and to undertake, carry out, promote and sponsor or assist any activity which the directors consider likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means as the directors may think fit and the Directors may without prejudice to the generality of the foregoing undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspaper or for organizing lectures or seminars likely to advance these objects or for giving merit awards, or giving scholarships or other person or researches and for establishing, conducting or assisting any institution, fund, trust having any one of the aforesaid objects as one of its objects by giving donations or otherwise in any other manner and two Directors may at their discretion in order to implement any of the above mentioned objects or purpose transfer without consideration or at such value as the directors may think fit and driver the ownership of any property of the company to or in favour of public or local body or authority or central or State Government or any public institutions or trust or funds or organizations or persons as the Directors may approve.* *35. To act as principals, agents, contractors, trustees, or otherwise by or through Trustees, attorneys, agents or otherwise and either alone or in conjunction with others and to establish officers, agencies or branches for carrying on any of the aforesaid objects in India or elsewhere in the world.* *36. To acquire, buy, purchase, sell, or otherwise deal in shares, stocks, bonds, debentures, or other securities of any government, Municipality or other Public bodies, companies or associations and particularly of companies and*

Date of Shareholder's resolution/ Effective date	Particulars
	associations formed for the establishment or working in any part of the world. *37. To create any reserve fund, sinking fund, or any other special fund whether for depreciation or for repairing, improving extending or maintaining, any of the property of the Company or for purposes conducive to the interests of the Company.* *38. To promote, assist or take part and appear or plead evidence before any commission, investigation, inquiry, trial or hearing whether public or private relating to matters connected with any trade, business or industry.* *39. To invest and deal with the money of the Company not immediately required, in or upon such investments and in such manner as, from time to time, may be determined by the Company, provided that the Company shall not carry on the business of banking as provided in the Banking Regulations Act, 1949.* *40. To employ experts to investigate and examine into conditions, value, character and circumstances of any business, concerns and undertakings having similar objects and generally of any assets, property or rights.* *41. To undertake, carry out, promote and sponsor, or assist any activity for the promotion and growth of national economy and for discharging social and moral responsibilities of the Company to the Public or any section of the Public as also any activity likely to promote national welfare or social, economic or moral uplift of the Public or any section of the public and without prejudice to the generality of the foregoing undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers or for organizing lectures or seminars likely to advance these objects or for giving merit awards, scholarships, loans or any other assistance to deserving students or other scholars or persons and for establishing, conducting or assisting any institution, fund trust having any one of the aforesaid object as one of its objects by giving donations or otherwise in any other manner, subject to provisions of Section 182 of the Companies Act, 2013.* *42. To pay for any rights of properties acquired by the Company and to pay or to remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of shares in Company's capital or any debentures, debenture stocks or other securities of the Company or in or about the formation or promotion of the Company or the acquisition of properties by the Company for the purpose of the Company whether by cash payment or by the allotment of shares, debentures, debenture-stocks or other securities of the Company credited as paid-up in full.* *43. To refer or agree to refer any claims, demands, disputes or any other questions by or against the Company or in which the Company is interested or concerned and whether between the Company and the member or members or his or their representatives or between the Company and third parties to arbitration in India or any places outside India and to observe and perform awards made thereon and to do all acts, deeds, matters and things to carry out or enforce the awards in accordance with the provisions of law relating to arbitration (as applicable, basis the facts of each case) from time to time.* *44. To adopt all acts and preliminary arrangements (including the execution of preliminary agreements)* *45. In reference to the same and to pay all expenses related to such preliminary*

Date of Shareholder's resolution/ Effective date	Particulars
	arrangements. *46. To enter into any arrangements and to take all necessary or proper steps with Government or with other authorities, , national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interests of its members and to oppose any such steps taken by any other Company, Firm or person which may be considered likely, directly or indirectly, to prejudice the interests of the Company or its members and to promote or assist the promotion, whether directly or indirectly, of any legislation which may seem advantageous to the Company and to obtain from any such Government Authority or any Company any charters, decrees, rights, grants, contracts, loans, privileges or concessions, licenses, permits etc., which the Company may think it desirably to obtain and carry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges or concessions.* *47. To agree to refer to arbitration any dispute, present or future between the Company and any other individual, firm, company or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian and any foreign system of law.*
February 28, 2023	Increase of the authorized share capital of our Company from ₹14,00,00,000 (rupees fourteen crores) consisting of 1,40,00,000 (one crore forty lakhs) Equity Shares of ₹10 each to ₹55,00,00,000 (rupees fifty-five crores) consisting of 5,50,00,000 (five crores fifty lakhs) Equity Shares of ₹10 each.
April 06, 2023	Increase of the authorized share capital of our Company from ₹55,00,00,000 (rupees fifty-five crores) consisting of 5,50,00,000 (five crore fifty lakhs) Equity Shares of ₹10 each to ₹61,00,00,000 (rupees sixty-one crores) consisting of 6,10,00,000 (six crores ten lakhs) Equity Shares of ₹10 each.

Major events and milestones of our Company

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

Calendar Year	Events
2008	Incorporated as 'Prostar Micronova Power Systems Private Limited
2010	Successfully completed single order of ₹1,000 lakhs for installation of UPS across ATMs on a Pan India basis
2011	Expanded our footprint into AMC services, by securing AMC contract from one of the key global manufacturers of ATMs', for UPS and batteries installed at ATM sites across India of a private bank
2014	Empaneled as OEM with the Kolkata branch of one of the largest PSU Bank for supply, installation, testing and commission of 1 KVA to 25 KVA UPS systems in the geographical area of Bengal Circle
2017	Empaneled with the Guwahati branch of one of the largest PSU Bank, as a vendor for supply, installation and maintenance of UPS at branches / office in the North East Circle
2018	(i) Awarded a single order of approximately ₹1,359.46 lakhs from one of the public sector oil companies for supply of UPS, Servo Stabilizer and batteries at their retail outlets in Gujarat, Madhya Pradesh, Chhattisgarh, Maharashtra and Goa (ii) Ventured into the engineering, procurement and construction segment, specifically focusing on setting up rooftop solar photovoltaic (PV) power plants

Calendar Year	Events
2019	Received one of our largest orders for the Indian Railways from RailTel Corporation of India Limited for supply, installation, and commissioning of 2x10 KVA Online UPS and all accessories required for installation for VSS (Video Surveillance System) at various railway stations of Indian Railways.
2020	*(i)* Successfully completed supply, installation, testing and commissioning of conventional type UPS with backup at Dr. Babasaheb Ambedkar International Airport, Nagpur; *(ii)* Entered the healthcare sector as a supplier to an OEM of medical equipment; *(i)* Entered the Defence sector as a supplier of UPS to Head Quarter of Integrated Defence Staff, Department of Defence at Kashmir House, New Delhi.
2021	(i) Incorporated a Subsidiary Company named Prostarm Energy Systems Private Limited and set up its manufacturing unit in Pune. (ii) Received first order for the supply of UPS and lithium-ion batteries to one of the leading online e-commerce companies.
2022	(i) Set up lithium-ion battery packs manufacturing unit (ii) Ventured into new product category of solar hybrid inverter system and bagged a major order from Larsen & Toubro Ltd (iii) Successfully completed installation of First 300 KVA UPS with inbuilt Isolation transformer and IGBT rectifier with batteries; (iv) Purchased assets along with technical know-how, which enabled our Company to initiate production of isolation transformers
2023	(i) Empaneled as a Business Partner for System Integration of Telecom and ICT with Railtel Corporation of India Limited (ii) Empaneled with NTPC Vidyut Vyapar Nigam Limited as EPC Bidders for development of Roof Top Solar PV Power Projects below 10 MW capacity of NVVN Limited (iii) Empaneled with Airport Authority of India as a preferred make list of Electronic Engineer Items
2024	(i) Expanded the lithium-ion battery packs manufacturing facility to 1,00,000 kWh capacity per annum in Mahape, Navi Mumbai (ii) Empaneled with West Bengal PHED Department for the supply of civil items and electromechanical items.

For details of our completed projects and ongoing projects, see "***Our Business – Solar EPC Contracts***" on page 188.

Awards, Accreditations and Recognitions

As on the date of this Draft Red Herring Prospectus our Company has not received any awards, accreditations and recognitions

Significant financial and strategic partnerships

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

Time/cost overrun

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

Capacity/facility creation, location of facilities

For details regarding capacity/facility creation and locations of our facilities, technological centres and warehouses see "***Our Business***" on page 175.

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

For details of key services launched by our Company, entry into new geographies or exit from existing markets, see "***Our Business***" on page 175.

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

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

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

Our Company has not made any material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years preceding the date of this Draft Red Herring Prospectus.

Shareholders Agreement and other agreements

Our Company has not entered into any shareholders' agreements. Further, except as set out below, our Company has not entered into any other agreements other than in the ordinary course of business, as on the date of this Draft Red Herring Prospectus.

A. ***Agreements between our Company, our Subsidiary, Radhakrishnan Nair and Aarcchor Innovations Private Limited***

1. Memorandum of Understanding dated October 13, 2021 ("Original MoU") between Radhakrishnan Nair ("Nair") and Prostarm Info Systems Limited ("Company") and Prostarm Energy Systems Private Limited ("PESPL / Subsidiary")

The Parties entered into a MoU cum joint venture agreement to leverage their competencies under the brand "PROSTARM", to attain the benefits of synergy and to carry out manufacture, and sale of UPS, Inverters, Solar Inverter and batteries and to create power electronic solutions and related products and software in PESPL. The Original MoU details roles and responsibilities of each Party. The Parties are jointly responsible for any act or decision done in accordance with agreed terms and conditions.

2. Call Option Agreement dated October 13, 2021 ("Call Option Agreement") between Radhakrishnan Nair ("Nair") and Prostarm Info Systems Limited ("Company") and Prostarm Energy Systems Private Limited ("PESPL / Subsidiary")

Under the Call Option Agreement, our Company has the right ("**Call Option Right**"), but not an obligation to purchase equity shares held by Nair in PESPL, at the call purchase price (as defined in the Call Option Agreement), at any time, during the period of six (6) months ("**Exercise Period**"), after expiry of five (5) years from the date of enforcement of the Call Option Agreement. In case our Company does not exercise its Call Option Right after expiry of the Exercise Period, then the Call Option Agreement shall lapse and become invalid automatically without any notification in writing by both the Parties. In such circumstances, the sale of equity shares by Nair shall be made as per MoU signed between Nair, our Company and our Subsidiary dated October 13, 2021.

3. Transfer Agreement dated September 8, 2021 between Aarcchor Innovations Private Limited ("**Aarcchor**") **and Prostarm Energy Systems Private Limited ("PESPL / Subsidiary")**

Aarcchor and PESPL entered into a Transfer Agreement dated September 8, 2021 ("**Transfer Agreement/ TA**") whereby PESPL acquired specified assets of Aarcchor and also its employees.

4. Technology Transfer Agreement dated September 8, 2021 between Aarcchor Innovations Private

Limited ("**Aarcchor**") and **Prostarm Energy Systems Private Limited ("PESPL / Subsidiary")**

Aarcchor and PESPL entered into a Technology Transfer Agreement dated September 8, 2021 ("**Technology Transfer Agreement/ TTA"**) whereby PESPL acquired certain under-developed and developed technology and other materials that are valuable to PESPL in connection with the manufacture of its products ("**Technical Package**") from Aarcchor. The Technical Package under the Technology Transfer Agreement included Know-How, developed/under-developed technology (including technology related to manufacturing of RDSO products/existing contractual obligations), all research materials, etc.

5. **Addendum Memorandum of Agreement dated October 29, 2022 between Aarcchor Innovations Private Limited** ("**Aarcchor**"), **Prostarm Info Systems Limited ("Company") and Prostarm Energy Systems Private Limited ("PESPL / Subsidiary")**

Our Company entered into an Addendum Memorandum of Agreement dated October 29, 2022 with Aarcchor ("**AMoA**") as an addendum to Original MOU dated October 13, 2021 and TTA dated September 8, 2021. In terms of the AMoA, all parties to the Original MoU and TTA consented to transfer the ownership rights of RDSO products to our Company and Nair was granted with equal rights on the RDSO products and its related technology, approvals, IP rights, credential etc. so long as it is used by our Company.
***Note**: During the year 2023, the certain commercial dispute arose between Company and Nair which was amicably settled by way of Memorandum of Understanding dated March 7, 2024, recording settlement and exit mechanism for Nair from PESPL by way of acquisition of Nair's stake in PESPL by the Company, the details of which are listed below.*

6. **Memorandum of Understanding dated March 7, 2024 between Radhakrishnan Nair ("Nair"), Prostarm Info Systems Limited ("Company") and Prostarm Energy Systems Private Limited ("PESPL / Subsidiary")**

Our Company entered into a Memorandum of Understanding dated March 7, 2024 with Nair and PESPL ("**New MoU**") with view to amicably settle the dispute and acquisition of remaining stake of Nair in PESPL by the Company. Following are the major terms of the New MOU:

i. Our Company paid Nair an amount of ₹3,63,00,000 (Rupees three crore sixty-three lakhs) subsequent to which he resigned from the board of directors of PESPL;
ii. Our Company shall pay an amount of ₹9,00,00,000 (Rupees nine crores) to Nair upon receipt of proceeds from the proposed Issue of our Company;
iii. Subsequent to the payment of the total compensation of ₹12,63,00,000 (Rupees twelve crores sixty-three lakhs), Nair shall transfer his entire shareholding in PESPL to our Company which would result in PESPL becoming our wholly-owned subsidiary.
iv. Upon fulfilment of compliance under New MOU, the Original MOU dated October 13, 2021, TA dated September 9, 2021 and TTA dated September 9, 2021 shall stand terminated.

B. Key terms of other subsisting agreements

1. **Asset Purchase Agreement dated August 30, 2022 ("AP Agreement") between Transfield Transformers and Electronics Private Limited ("Seller"), Prostarm Info Systems Private Limited ("Purchaser") and Pandit Todarmal ("Consultant")**

Vide the AP Agreement, our Company purchased / acquired tangible assets, proprietary information, and technical know-how in respect of the products of the Seller. Further, our Company absorbed the Seller's employees. The Seller or any of its directors, were restricted from entering into any competitive business, directly / indirectly, from the date of execution of the AP Agreement.

2. **Non-exclusive Technology License Agreement dated August 5, 2021 ("License Agreement") between The Automotive Research Association of India ("ARAI") and Prostarm Info Systems Limited ("Company")**

Vide the License Agreement, our Company was granted a royalty bearing, non-exclusive, non-transferable license by ARAI to use its licensed technology (i.e., Battery Management System ("**BMS**") for low voltage and high voltage application for lithium-ion battery packs), for a term of five (5) years, for a licensing fee. The licensed technology empowers our Company to manufacture, use, sell, offer for sale, promote, advertise, distribute, test, service products comprised of (in whole or in part) the licensed technology in India.

Agreements with Key Managerial Personnel or Senior Management or Directors or Promoter or any other employee

As on the date of the Draft Red Herring Prospectus, there are no agreements entered into by our Key Managerial Personnel or Senior Management or Directors or Promoters 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.

Other confirmations

Except as detailed above, there are no inter-se agreements/ arrangements to which the Company or any of its Promoters or Shareholders are a party to and therefore, there are no clauses/ covenants which are material and which needs to be disclosed, and that there are no other clauses / covenants in the inter-se agreements or arrangements or the Articles of Association which are adverse / pre-judicial to the interest of the minority / public shareholders of the Company and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision, other than the ones which have already disclosed in this Draft Red Herring Prospectus. Further, other than as disclosed above, there are no other agreements, deed of assignments, acquisition agreements, SHA, inter-se agreements, agreements of like nature to which the Company or any of its Promoters or Shareholders are a party.

There are no material clauses of our Articles of Association that have been left out from disclosures having bearing on the Issue or this Draft Red Herring Prospectus.

No Directors or KMPs of our Company are appointed pursuant any inter-se agreement/agreement to which our Company or any of its Promoters or Shareholders are a party to.

There is no conflict of interest between the suppliers of raw materials and third-party service providers (crucial for operations of the Company) and the Company, Promoters, Promoter Group, Key Managerial Personnel and Directors.

There is no conflict of interest between the lessor of immovable properties and the Company, Promoters, Promoter Group, Key Managerial Personnel and Directors.

Details of guarantees given to third parties by our Promoters offering their Equity Shares in the offer for sale

This is a fresh issue of Equity Shares and our Promoters are not offering their Equity Shares in the Issue.

Holding company

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

Our Subsidiaries

Our Company has one (1) Subsidiary as on the date of this Draft Red Herring Prospectus. Information in relation to our Subsidiary are set out below:

(i) Prostarm Energy Systems Private Limited

Corporate Information

Prostarm Energy Systems Private Limited was incorporated on July 17, 2021, as a company limited by shares under the Companies Act, 2013, pursuant to certificate of incorporation issued by the Registrar of Companies, Pune. Its registered office is situated at Jay Paru Vasu (Extension) Level 4, Ground & 1st Floor, Survey No. 37/1 To 4/1/4 & 37/1 To 4/2/4 Milkat No. 1864, Behind Harsh Agro Pipe Karkhana, Pisoli, Khondhwa KH, Pune – 411 048, Maharashtra, India,

Nature of Business

The company is involved in the business of manufacturing, designing, producing, processing, developing, re-conditioning, assembling, maintaining, converting, overhaul, alter, repairing, improving, fabricating, substituting, buying, selling, importing, exporting, let on hire or otherwise deal in all types of UPS, Inverter, Battery Charger, Solar Off Grid, Solar Hybrid Customized Power Supplies and related power electronics products.

Capital Structure

The authorized share capital of Prostarm Energy Systems Private Limited is ₹6,80,00,000 divided into 68,00,000 equity shares of face value of ₹10 each and the issued, subscribed and paid-up share capital of Prostarm Energy Systems Private Limited is ₹6,78,00,000 divided into 67,80,000 equity shares of face value of ₹10 each.

Shareholding Pattern

Name of the shareholder	Number of equity shares (of face value of ₹10 each) held	Percentage of issued, subscribed and paid-up share capital (%)
Prostarm Info Systems Limited	34,57,800	51
Radhakrishnan Raghavan Nair	33,22,200	49

Note: Supernova Batteries Private Limited, a wholly-owned subsidiary of our Company, incorporated on November 11, 2014, having its registered office at H No.951, Sr. No. 321, Patil Nagar, Bavdhan Budruk, Mulshi, Pune – 411 021, Maharashtra, India, was voluntarily struck-off in the Fiscal 2018.

Accumulated profits or losses not accounted for by our Company

Except as disclosed in "***Restated Financial Statements***" on page 261, as on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of Prostarm Energy Systems Private Limited not accounted for by our Company.

Joint Venture of our Company

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

OUR MANAGEMENT

Board of Directors

As on the date of this Draft Red Herring Prospectus, we have nine (9) Directors on our Board, comprising of four (4) Executive Directors and five (5) Non-Executive Independent Directors (including one woman Independent Director). The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act and the SEBI Listing Regulations. For details on the strength of our Board, as permitted and required under the Articles of Association, please see *"**Main Provisions of Articles of Association**"* on page 461.

The following table sets forth details regarding our Board of Directors, as on the date of this Draft Red Herring Prospectus:

Board of Directors

<table>
<tr><th>Name, Designation, Date of Birth, Age, Address, Occupation, Period of Directorship, Current Term and DIN</th><th>Designation</th><th>Other Directorships</th></tr>
<tr><td>Tapan Ghose

Date of birth: March 22, 1955

Age (Years): 69

Address: 82/9E, Ballygunge Place, 6th Floor, Flat- 12, Kolkata – 700 019, West Bengal, India

Occupation: Service

Period of Directorship: Since August 1, 2008

Term: From August 8, 2023 till August 7, 2028, liable to retire by rotation

DIN: 01739231</td><td>Chairman and Managing Director</td><td>Indian Companies

Nil

Foreign Companies

Nil</td></tr>
<tr><td>Vikas Shyamsunder Agarwal

Date of birth: November 26, 1984

Age (Years): 39

Address: 14, Amramanjari Bungalows, Near Basant Bahar, South Bopal, Bopal, Ahmedabad – 380 058, Gujarat, India

Occupation: Business

Period of Directorship: Since August 1, 2008

Term: From March 31, 2023 till March 29, 2028, liable to retire by rotation

DIN: 01940262</td><td>Whole-time Director</td><td>Indian Companies

1. EV Swapping Private Limited;
2. Prostarm Energy Systems Private Limited

Foreign Companies

Nil</td></tr>
</table>

Name, Designation, Date of Birth, Age, Address, Occupation, Period of Directorship, Current Term and DIN	Designation	Other Directorships
Ram Agarwal ***Date of birth:*** May 5, 1980 ***Age (Years):*** 44 ***Address:*** Flat No. 12/ 103, NRI Complex, Sector- 54, Palm Beach Road, Near DPS School, Seawood, Nerul, Navi Mumbai, Thane – 400 706, Maharashtra, India ***Occupation:*** Business ***Period of Directorship:*** Since January 11, 2008 till June 14, 2018 and March 25, 2022 till date ***Term:*** From March 9, 2023 till March 8, 2028, liable to retire by rotation ***DIN:*** 01739245	Whole-time Director and Chief Executive Officer	*Indian Companies* *1.* Prostarm Energy Systems Private Limited *Foreign Companies* Nil
Raghu Ramesh Thammannashastri ***Date of birth:*** July 18, 1968 ***Age (Years):*** 56 ***Address:*** Flat no. 105, Creative Classic Appt., 4th Cross, Chola Nagara, G.R. Layout – 560 032, Karnataka, India ***Occupation:*** *Service* ***Period of Directorship:*** Since March 31, 2011 ***Term:*** From April 1, 2020 till March 31, 2025, liable to retire by rotation ***DIN:*** 03331642	Whole-time Director	*Indian Companies* Nil *Foreign Companies* Nil
Mitali Chatterjee ***Date of birth:*** July 17, 1957 ***Age (Years):*** 67 ***Address:*** 770, Rajdanga Main Road, E.K.T, Kolkata – 700 107, West Bengal, India ***Occupation:*** Professional ***Period of Directorship:*** Since March 9, 2023	Non-Executive Independent Director	*Indian Companies* Nil *Foreign Companies* Nil

Name, Designation, Date of Birth, Age, Address, Occupation, Period of Directorship, Current Term and DIN	Designation	Other Directorships
Term: From March 9, 2023 till March 8, 2028, not liable to retire by rotation *DIN:* 10044949		
Bhargav Chatterjee ***Date of birth:*** January 17, 1956 ***Age (Years):*** 68 ***Address:*** 26/2, Hindustan Park, Sarat Bose Road, Kolkata – 700 029, West Bengal, India ***Occupation:*** Professional ***Period of Directorship:*** Since March 9, 2023 ***Term:*** From March 9, 2023 till March 8, 2028, not liable to retire by rotation ***DIN:*** 10045275	Non-Executive Independent Director	*Indian Companies* Nil *Foreign Companies* Nil
Goutam Paul ***Date of birth:*** February 13, 1962 ***Age (Years):*** 62 ***Address:*** 16 D Tower 1, South City, 375 Prince Anwar Saha Road, South City Mol, Jodhpur Park S.O., Kolkata – 700 068, West Bengal, India ***Occupation:*** Professional ***Period of Directorship:*** Since March 9, 2023 ***Term:*** From March 9, 2023 till March 8, 2028, not liable to retire by rotation ***DIN:*** 06902493	Non-Executive Independent Director	*Indian Companies* 1. Pivot Net Technologies Private Limited; 2. Southern Cabin Restaurants Private Limited; 3. Coactive Edge Technologies Private Limited *Foreign Companies* Nil
Ganesh Basant Kumar Pansari ***Date of birth:*** June 14, 1993 ***Age (Years):*** 31 ***Address:*** D-704, Milano Heights, Opp. Iscon Mall, Piplod, Surat City, Surat – 395 007, Gujarat, India	Non-Executive Independent Director	*Indian Companies* Nil *Foreign Companies* Nil

Name, Designation, Date of Birth, Age, Address, Occupation, Period of Directorship, Current Term and DIN	Designation	Other Directorships
Occupation: Professional ***Period of Directorship:*** Since March 21, 2023 ***Term:*** From March 21, 2023 till March 20, 2028, not liable to retire by rotation ***DIN:*** 10079829		
Shivkumar Madanlal Baser ***Date of birth:*** August 1, 1981 ***Age (Years):*** 43 ***Address:*** A/1001, Opera House, City Light, Near Maharaja Agrasen Bhavan, Surat – 395 007, Gujarat, India ***Occupation:*** Professional ***Period of Directorship:*** Since March 21, 2023 ***Term:*** From March 21, 2023 till March 20, 2028, liable to retire by rotation ***DIN:*** 10076598	Non-Executive Independent Director	*Indian Companies* Nil *Foreign Companies* Nil

Brief Profiles of our Directors (Qualifications and experience)

Tapan Ghose is the Chairman and Managing Director of our Company and has been associated with our Company since August 1, 2008. He has completed the degree of Bachelor of Commerce from St. Xavier College, Kolkata. He holds over 26 years of experience in the fields of electrical and electronic control, energy storage, power conditioning and power consumption solutions. His roles and responsibilities include administration, formulation and implementation of business strategy for growth and expansion of our business.

Ram Agarwal is the Whole-time Director and Chief Executive Officer and Promoter of our Company and has been associated with our Company since its incorporation and is the founding Promoter. He has completed the degree of Bachelor of Commerce from the University of Calcutta. He holds over 16 years of experience in the fields of electrical and electronic control, energy storage, power conditioning and power consumption solutions. He received the Engineering Excellence Award for young Entrepreneur in the Power Electronics Sector, by Divya Media Publications Private Limited in May 2022. His roles and responsibilities include formulation and implementation of business strategy for growth and expansion of our business.

Vikas Shyamsunder Agarwal is the Whole-time Director and Promoter of our Company and has been associated with our Company since August 1, 2008. He holds over 16 years of experience in the fields of power conditioning and power consumption solutions. His roles and responsibilities include procurement and inventory management.

Raghu Ramesh Thammannashastri is the Whole-time Director of our Company and has been associated with our Company since March 31, 2011. He has completed his Diploma in Electrical Engineering from the Board of Technical Examination under the Department of Technical Education, Government of Karnataka and an AMIE in engineering from the Institution of Engineers (India), Kolkata. In the past, he has worked with certain organizations such as Alacrity Foundations Private Limited, Cotmac Private Limited, Shidore-Microsys Electronics Private Limited and Sietecs holds over 36 years of experience in the fields of sales, marketing and operations. His roles and responsibilities include operations, research and development.

Mitali Chatterjee is a Non-Executive Independent Director of our Company and has been associated with our Company since March 9, 2023. She has completed her degree in Bachelor of Technology in Electronics and Telecommunication Engineering from the Indian Institute of Engineering Science and Technology, Shibpur, Calcutta. Additionally, she has also completed her degree in Master of Science in Quality Management from the School of Industrial and Manufacturing Science from Cranfield University, United Kingdom. She has over forty-two (42) years of work experience with expertise in the field of cyber security assurance; governance risk and compliance and security management systems. In the past, she has worked with certain prominent organizations such the Ministry of Electronics and Information Technology ("**MeitY**"), acted as an advisor to the Centre for Development of Advance Computing (a R&D organization under MeitY) for establishing cyber-forensics analysis labs in the North-Eastern states of India. Her contribution as an Independent Director would enable us to make governance and strategic decisions, particularly in matters of cyber security and risk management.

Bhargav Chatterjee is a Non-Executive Independent Director of our Company and has been associated with our Company since March 9, 2023. He has completed his degree Bachelor of Commerce from the University of Calcutta. Additionally, has completed a post-graduate certificate course in General Management from the Indian Institute of Management, Calcutta. He is a qualified Chartered Accountant from the Institute of Chartered Accountants of India. He has over twenty-three (23) years of experience in the fields of insurance, accountancy and taxation and has previously worked with organizations such as Tata Global Beverages Limited as a Senior Manager (Insurance & Trust Funds) and in United India Insurance Company Limited as the head of the department in one of their regional offices and is currently a proprietor of M/s. Bhargav Chatterjee & Co., Chartered Accountants.

Goutam Paul is a Non-Executive Independent Director of our Company and has been associated with our Company since March 9, 2023. He has completed his degree in Bachelor of Technology in Electrical – Electronics option from the Malviya Regional Engineering College, Jaipur and a certificate in e-business electronic commerce professional program conducted by Pentasoft Technologies Limited, Calcutta issued by IBM Global Services India. He possesses nearly thirty (30) years of experience in project management for mobile banking; payment system infrastructure; IT infrastructure development projects and total implementation systems. He is currently serving as a Director in Pivot Net Technologies Private Limited.

Ganesh Basant Pansari

Ganesh Basant Pansari is a Non-Executive Independent Director of our Company and has been associated with our Company since March 21, 2023. He has completed his degree in Bachelor of Commerce from Ambaba College & Maniba Institute of Business Management, Sahargam, Surat. He is also a qualified chartered accountant and holds a certificate of practice from the ICAI and also holds a post qualification certificate on Information Systems Audit issued by the ICAI. He possesses 7 years of experience in conducting statutory audits, tax audits, internal audits. He is currently a partner at Seksaria & Pansari, Chartered Accountants, leading the audit and assurance division of the firm.

Shivkumar Madanlal Baser

Shivkumar Madanlal Baser is a Non-Executive Independent Director of our Company and has been associated with our Company since March 21, 2023. He is a qualified Chartered Accountant and holds a certificate of practice from the Institute of Chartered Accountants of India. Further, he has passed the Limited Insolvency Examination conducted by the Insolvency and Bankruptcy Board of India. He possesses over seventeen (19) years of experience in the field of bank audit, statutory audit, concurrent audit and stock audits. He is currently a partner at M/s. Bagla Associates, Chartered Accountants.

Relationship between our Directors, Key Managerial Personnel or Senior Management

Except as stated below, none of our Directors, Key Managerial Personnel and Senior Management Personnel are related to each other:

Name of the Director	Related to	Relationship
Ram Agarwal	Sonu Ram Agarwal	Spouse
	Vikas Shyamsunder Agarwal	Spouse's Brother
Vikas Shyamsunder Agarwal	Sonu Ram Agarwal	Sister
	Ram Agarwal	Sister's Spouse

Arrangement or understanding with major Shareholders, customers, suppliers or others

None of our Directors have been appointed on our Board or as member of Senior Management pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

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.

Confirmations

None of our Directors is or was a director in any listed company / companies whose shares have been or were suspended from being traded on any stock exchange during the term of their directorship in such company / companies, during the five (5) years, immediately preceding the date of filing of this Draft Red Herring Prospectus.

None of our Directors is or was a director in any listed company / companies which has been or was delisted from any stock exchange during the term of their directorship in such company / companies.

None of our Directors have been declared as a '*wilful defaulter or a fraudulent borrower*', as defined under the SEBI ICDR Regulations.

Borrowing Powers of our Board

In accordance with the applicable provisions of the Companies Act and our Articles of Association and pursuant to resolution passed by our shareholders dated February 28, 2023, our Board is authorized to borrow from time to time any sum or sums of money, where the money / monies to be borrowed, together with the monies already borrowed by our Company (apart from temporary loans obtained from our Company's bankers in the ordinary course of business) may exceed the aggregate of our Company's paid-up share capital, free reserves and securities premium, but the total amount that may be borrowed by the Board and outstanding at any point of time shall not exceed ₹20,000 Lakhs.

Compensation paid to our Managing Director and / or Whole-time Directors

Tapan Ghose, Chairman and Managing Director

The following table sets forth the terms of appointment of Tapan Ghose with effect from August 8, 2023 till August 7, 2028:

Sr. No	Particulars	Salary and perquisites
1.	Basic Salary	Tapan Ghose shall be entitled to basic salary amounting up to ₹18.23 lakhs per annum.
2.	Other Benefits	Entitled to reimbursement of traveling, accommodation and other incidental expenses incurred.
3.	Remuneration paid for FY 2023-24	₹18.23 Lakhs

Vikas Shyamsunder Agarwal, Whole-time Director

The following table sets forth the terms of appointment of Vikas Shyamsunder Agarwal with effect from March

31, 2023 till March 29, 2028:

Sr. No	Particulars	Salary and perquisites
1.	Basic Salary	Vikas Shyamsunder Agarwal shall be entitled to basic salary amounting up to ₹12.00 Lakhs per annum
2.	Other Benefits	Entitled to reimbursement of traveling, accommodation and other incidental expenses incurred.
3.	Remuneration paid for FY 2023-24	₹6.00 Lakhs

Ram Agarwal, Whole-time Director and Chief Executive Officer

The following table sets forth the terms of appointment of Ram Agarwal with effect from March 9, 2023 till March 8, 2028:

Sr. No	Particulars	Salary and perquisites
1.	Basic Salary	Ram Agarwal shall be entitled to basic salary amounting up to ₹54.23 Lakhs per annum
2.	Other Benefits	Entitled to reimbursement of traveling, accommodation and other incidental expenses incurred.
3.	Remuneration paid for FY 2023-24	₹82.58 Lakhs (inclusive of sales commission amounting to ₹28.34 Lakhs)

Raghu Ramesh Thammannashastri, Whole-time Director

The following table sets forth the terms of appointment of Raghu Ramesh Thammannashastri with effect from April 1, 2020 till March 31, 2025:

Sr. No	Particulars	Salary and perquisites
1.	Basic Salary	Raghu Ramesh Thammannashastri shall be entitled to basic salary amounting up to ₹24.23 Lakhs per annum, subject to periodical revision of upto ₹60.00 Lakhs basis recommendation of the NRC and approval of the Board
2.	Other Benefits	Entitled to provident fund contribution, gratuity, leave encashment and reimbursement of traveling, accommodation and other incidental expenses incurred.
3.	Remuneration paid for FY 2023-24	₹24.23 Lakhs

1. Sitting Fees and commission to our Non-executive Directors and Independent Directors

Pursuant to resolution passed by our Nomination and Remuneration Committee and our Board on March 9, 2023, our Non-executive Independent Directors are entitled to receive a sitting fee of ₹10,000 (ten thousand only) for attending each meeting of our Board and ₹7,500 (seven thousand five hundred only) for attending each committee meeting of our Board. The Chairperson of the Committee shall be entitled to receive a sitting fee of ₹10,000 (ten thousand only) for attending each committee meeting.

2. Remuneration paid or payable to our Directors from our Subsidiaries or Associate Companies

None of our Directors have received any remuneration from our Subsidiary.

3. Contingent and deferred compensation payable to our Directors

As on the date of this Draft Red Herring Prospectus, there is no contingent or deferred compensation payable to our Directors, which does not form part of their remuneration.

4. **Details of compensation paid to our Directors pursuant to a bonus or profit-sharing plan**

Our Company does not have any bonus or profit sharing plan for our Directors.

Shareholding of our Directors

Our Articles of Association do not require our Directors to hold any qualification shares.

The table below sets forth details of Equity Shares held by the Directors, as on date of filing of this Draft Red Herring Prospectus:

Sr. No.	Name of the Director	No. of shares held	Percentage (%)
1	Ram Agarwal	12,862,378	30.00
2	Vikas Shyamsunder Agarwal	14,147,029	33.00
Total		**27,009,407**	**63.00**

Interest of our Directors

Our Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses, if any, payable to them as well as sitting fees, if any, payable to them for attending meetings of our Board or committees thereof, and any commission payable to them.

Our Directors may also be interested to the extent of Equity Shares and to the extent of any dividend payable to them, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue.

(a) *In the promotion or formation of our Company*

Except our Promoters, none of the Directors have an interest in the promotion or formation of our Company. For further details, please see *"**Promoter and Promoter Group**"* on page 253.

(b) *In land and property acquired or proposed to be acquired of by our Company*

Our Directors do not have any interest in any property acquired or proposed to be acquired of our Company or by our Company except other than as disclosed in "***Our Promoters and Promoter Group - Interest of our Promoters***" on page 254.

(c) *Interest of our Directors in being a member of a firm or company*

No sum has been paid or agreed to be paid to our Directors or to firms or companies in which they may be members, in cash or shares or otherwise by any person either to induce him/ her to become, or to qualify him/her as a Director, or otherwise for services rendered by him/her or by such firm or company, in connection with the promotion or formation of our Company.

Changes in our Board during the last three (3) years and reasons

Except as disclosed below, there have been no changes in our Board during the last three (3) years:

Name	Date of Change	Nature of Events	Reasons
Nehal Kirti Gangar	March 21, 2022	Resignation as Independent Director	Personal reasons
Aniruddha Madhav Oke	March 25, 2022	Appointment as Independent Director	Appointment
Ram Agarwal	March 9, 2023	Appointed as Whole Time Director	Appointment
Mitali Chatterjee	March 9, 2023	Appointment as Additional Non-	Appointment

Name	Date of Change	Nature of Events	Reasons
		executive Independent Director and regularized on March 11, 2023	
Goutam Paul	March 9, 2023	Appointment as Additional Non-executive Independent Director and regularized on March 11, 2023	Appointment
Bhargav Chatterjee	March 9, 2023	Appointment as Additional Non-executive Independent Director and regularized on March 11, 2023	Appointment
Shivkumar Madanlal Baser	March 21, 2023	Appointment as Additional Non-executive Independent Director and regularized on March 22, 2023	Appointment
Ganesh Basant Pansari	March 21, 2023	Appointment as Additional Non-executive Independent Director and regularized on March 22, 2023	Appointment
Aniruddha Madhav Oke	March 25, 2023	Resignation as Independent Director	Personal reasons
Harsh Jodhani	March 25, 2023	Resignation as Independent Director	Personal reasons
Tapan Ghose	March 31, 2023	Change in designation from Managing Director to Chairman cum Managing Director	Appointment
Vikas Shyamsunder Agarwal	March 31, 2023	Change in designation from Chairman cum Non-executive Director to Whole-time Director	Appointment
Sonu Ram Agarwal	July 7, 2023	Resignation as Whole-time Director	Personal reasons
Tapan Ghose	August 8, 2023	Reappointment of Chairman cum Managing Director	Re-appointment

Corporate Governance

Our Company is in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations, Companies Act and the SEBI ICDR Regulations, in respect of corporate governance including constitution of our Board and committees thereof.

Our Board is constituted in compliance with the provisions of the Companies Act and the SEBI Listing Regulations and our Company undertakes to take all steps necessary to continue to comply with all the requirements of the SEBI Listing Regulations and the Companies Act, as may be applicable.

Board Committees

Our Board has constituted following committees in accordance with the requirements of the Companies Act and SEBI Listing Regulations:
(a) Audit Committee;
(b) Nomination and Remuneration Committee;
(c) Stakeholders' Relationship Committee;
(d) CSR Committee

In addition to the above, our Company has also constituted an Internal Complaints Committee as per the guidelines provided by 'The Sexual Harassment of Women at Workplace (Prevention, Prohibition, Redressal) Act, 2013'.

Details of each of these committees are as follows:

Audit Committee

The Audit Committee was reconstituted pursuant to a resolution passed by our Board at its meeting held on August 31, 2020 and the terms of reference were last amended on September 17, 2024. The Audit Committee is in compliance with section 177 and other applicable provisions of the Companies Act and regulation 18 of the SEBI Listing Regulations. The Audit Committee currently comprises of:

Sr. No.	Name of Member	Position in the Committee	Nature of Directorship
1	Bhargav Chatterjee	Chairperson	Independent Director
2	Shivkumar Madanlal Baser	Member	Independent Director
3	Goutam Paul	Member	Independent Director
4	Ram Agarwal	Member	Whole-time Director and CEO

Further, the Company Secretary of our Company shall act as the secretary to the Audit Committee.

The scope, functions and the terms of reference of the Audit Committee is in accordance with the Section 177 of the Companies Act, 2013 and Regulation 18 (3) Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule II Part C.

The terms of reference of the Audit Committee are set forth below:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
3. 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 to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
    - (b) Changes, if any, in accounting policies and practices and reasons for the same;
    - (c) Major accounting entries involving estimates based on the exercise of judgment by management;
    - (d) Significant adjustments made in the financial statements arising out of audit findings;
    - (e) Compliance with listing and other legal requirements relating to financial statements;
    - (f) Disclosure of any related party transactions;
    - (g) modified opinion(s) 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, right 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 or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor’s independence, performance and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
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 any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non – payment of declared dividends) and creditors;
18. To oversee and review the functioning of the vigil mechanism which shall provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases;
19. Call for comments of the auditors about internal control systems, scope of audit including the observations of the auditor and review of the financial statements before submission to the Board;
20. To review the functioning of the whistle blower mechanism;
21. 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;
22. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary (if any) exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;
23. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders
24. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee , the Companies Act, SEBI Listing Regulations and/or any other laws as may be applicable.

Further, the Audit Committee shall mandatorily review the following:

(a) Management discussion and analysis of financial condition and results of operations;
(b) Management letters / letters of internal control weaknesses issued by the statutory auditors;
(c) Internal audit reports relating to internal control weaknesses; and
(d) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee;
(e) Statement of deviations:
(f) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of regulation 32(1); and
(g) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

Nomination and Remuneration Committee

The Nomination and Remuneration Committee was reconstituted pursuant to a resolution passed by our Board at its meeting held on March 31, 2023 and the terms of reference were last amended on September 17, 2024. The Nomination and Remuneration Committee is in compliance with section 178 and other applicable provisions of the Companies Act and regulation 19 of the SEBI Listing Regulations. The Nomination and Remuneration Committee currently comprises of:

Sr. No.	Name of Member	Position in the Committee	Nature of Directorship
1	Mitali Chatterjee	Chairperson	Independent Director
2	Ganesh Basant Pansari	Member	Independent Director
3	Bhargav Chatterjee	Member	Independent Director
4	Tapan Ghose	Member	Chairman & Managing Director

The scope, functions and the terms of reference of the Nomination and Remuneration Committee is in accordance with the Section 178 of the Companies Act, 2013 read with Regulation 19 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms of reference of Nomination and Remuneration Committee shall include the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

1A. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

a. use the services of an external agencies, if required;
b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
c. consider the time commitments of the candidates;

2. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
3. Devising a policy on diversity of board of directors;
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. Recommend to the board, all remuneration, in whatever form, payable to senior management.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted pursuant to a meeting of our Board held on September 17, 2024. The Stakeholders' Relationship Committee is in compliance with Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations. The Stakeholders' Relationship Committee currently consists of:

Sr. No.	Name of Member	Position in the Committee	Nature of Directorship
1	Ganesh Pansari	Chairperson	Independent Director
2	Tapan Ghose	Member	Chairman & Managing Director
3	Ram Agarwal	Member	Whole-time Director and Chief Executive Officer

Role of Stakeholders' Committee

The role of Stakeholder Relationship Committee, together with its powers, is as follows:

(1) Resolving grievances of our security holders, 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 our Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
(4) Review of various measures and initiatives taken by our 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.

CSR Committee

The CSR Committee was constituted pursuant to a meeting of our Board held on August 31, 2020 and the roles and responsibilities of the committee was re-constituted on September 17, 2024. The CSR Committee is in compliance with Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations. The Stakeholders' Relationship Committee currently consists of:

Sr. No.	Name of Member	Position in the Committee	Nature of Directorship
1	Tapan Ghose	Chairperson	Chairman & Managing Director
2	Raghu Ramesh Thammannashastri	Member	Whole-time Director
3	Bhargav Chatterjee	Member	Independent Director

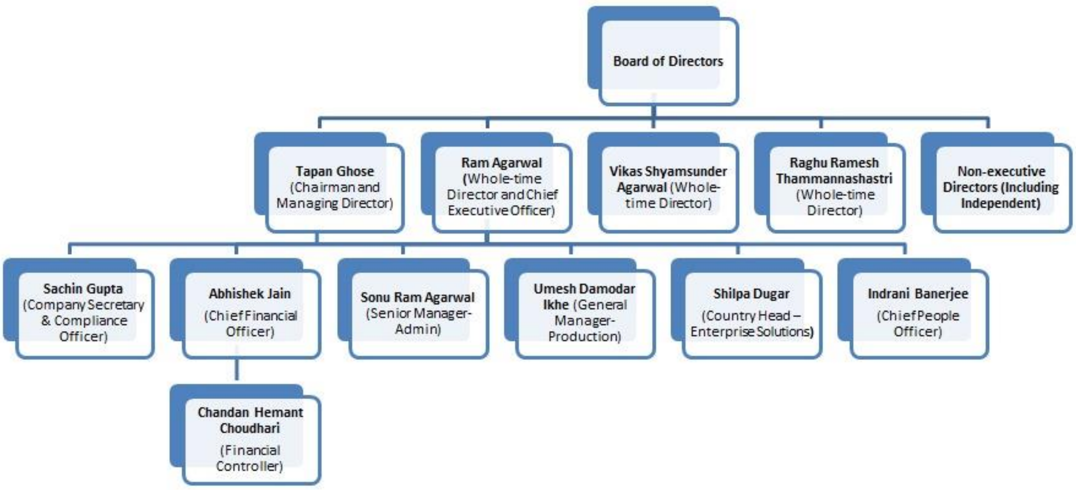
Role of CSR Committee

The role of CSR Committee, together with its powers, is as follows:

(1) Formulate and recommend to the Board, a "Corporate Social Responsibility Policy" which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and the rules made thereunder, as amended, monitor the implementation of the same from time to time, and make any revisions therein as and when decided by the Board;
(2) identify corporate social responsibility policy partners and corporate social responsibility policy program;
(3) review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a) and the distribution of the same to various corporate social responsibility programs undertaken by the Company. The amount spent pursuant to the "Corporate Social Responsibility Committee" shall be, in every Fiscal, at least two percent. of the average net profits of the Company made during the three immediately preceding Fiscal;
(4) delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;
(5) review and monitor the implementation of corporate social responsibility programs and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programs;
(6) any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board, from time to time;
(7) The Corporate Social Responsibility Committee shall formulate and recomment to the Board, an annual action plan in pursuance of its corporate social responsibility policy, which shall include the following:
    I. the list of corporate social responsibility projects or programmes that are approved to be undertaken iun areas or subjects specified in Schedule VII of the Companies Act;
    II. the manner of execution of such projects or programmes as specified in the rules notified under the Companies Act;
    III. the modalities of utilization of funds and implementation schedules for the projects or programmes;
    IV. monitoring and reporting mechanism for the projects or programmes; and
    V. details of need and impact assessment, if any, for the projects undertaken by the Company; and
(8) exercise such other powers as may be conferred upon the Corporate Social Responsibility Committee in terms of the provisions of Section 135 of the Companies Act.

Our Company has also constituted an IPO Committee for the purpose of the IPO on September 17, 2024.

Management Organization Structure



Our Key Managerial Personnel and Senior Management Personnel

Key Managerial Personnel

In addition to Tapan Ghose, Chairman and Managing Director, Vikas Shyamsunder Agarwal, Whole-time

Director, Ram Agarwal, Whole-time Director and CEO and Raghu Ramesh Thammannashastri, Whole Time Director, whose details are disclosed under *"- **Brief profiles of our Directors**"* on page 239, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus are set forth below:

Abhishek Jain, Chief Financial Officer

Abhishek Jain is the Chief Financial Officer of our Company and has been associated with our Company since October 1, 2020. He is a qualified chartered accountant from the Institute of Chartered Accountants of India. He was also admitted as an associate company secretary with the Institute of Company Secretaries of India. He has also completed a Management Development Programme in "Managing Risk in Banking and Financial Institutions" from the Indian Institute of Management Calcutta. He has also completed the Business Excellence Leaders' Programme from the Tata Quality Management Services for development of Assessors for the Tata Business Excellence Model. He has over eighteen (18) years of experience in the field of accounts, credit analysis and banking and has been previously worked with organizations such as Axis Bank Limited, Siemens Financial Services Tata Capital Financial Services Limited and Srei Infrastructure Limited and Excel India Private India. He received a gross remuneration of ₹20.87 Lakhs in Fiscal 2024.

Sachin Gupta, Company Secretary and Compliance Officer

Sachin Gupta is the Company Secretary and Compliance Officer of our Company and has been associated with our Company since August 01, 2024. He is a qualified Company Secretary and a Fellow Member of the Institute of Company Secretaries of India. He handles the secretarial compliance of our Company. He has over 9 years of experience in the field of secretarial compliance. He has previously been associated with Companies like Subhalaxmi Polyester Limited, Mukund Limited, eClerx Services Limited and Mastek limited. He was appointed on August 27, 2024 and accordingly has not drawn any remuneration for the Fiscal 2024.

Senior Management

Sonu Ram Agarwal

Sonu Ram Agarwal aged 42 years, is the Senior Manager - Admin of our Company and has been associated with our Company since incorporation. She has completed her degree in Master of Business Administration in Finance from KS School of Business Management, Gujarat University. She has over 16 years of experience in the fields of finance and business administration. She is responsible for the day-to-day administrative activities in the Company. She received a gross remuneration of ₹26.23 Lakhs in Fiscal 2024.

Chandan Hemant Choudhari, Financial Controller

Chandan Hemant Choudhari is the Finance Controller of our Company and has been associated with our Company since December 1, 2022. He is a qualified chartered accountant from the Institute of Chartered Accountants of India. He holds an experience of over thirteen (13) years in the field of management accounting, taxation and finance and financial reporting. Prior to his appointment in our Company, he was associated with Raymond Limited as Deputy Manager (Accounts). He received a gross remuneration of ₹26.79 Lakhs in Fiscal 2024.

Umesh Damodar Ikhe, General Manager - Production

Umesh Damodar Ikhe is the Vice President Technical of our Company and has been associated with our Company since November 1, 2008. He has completed his Diploma in Electronics and Telecommunication Engineering and a Bachelor of Engineering Degree in Electronics and Telecommunication from Purandar College of Engineering, Pune respectively. He has also completed the trade test of Electronics from the Industrial Training Institute, Amravati. He holds an experience of over sixteen (16) years in managing production, project implementation, after sales service etc. involved in a manufacturing setting and has previously worked with organizations such as for companies namely Artek Systems, Punca services, AVO Electro Power Limited, Electronica Machine Tool Limited. He received a gross remuneration of ₹14.19 Lakh in Fiscal 2024.

Shilpa Dugar, Country Head – Enterprise Solutions

Shilpa Dugar, aged 43 years, is the Country Head – Enterprise Solutions of our Company and has been associated with our Company since November 1, 2014. She is the sales head of the Company and looks after the Government and banking sales. She received a gross remuneration of ₹17.93 Lakhs in Fiscal 2024.

Indrani Banerjee, Chief People Officer

Indrani Banerjee, aged 65 years, is the Chief People Officer of our Company and has been associated with our Company since March 1, 2015. She heads the Human Resources Department of our Company. She has completed her degree in Bachelor of Arts from the University of Calcutta. She holds experience of over twenty-eight (28) years in human resources has previously worked with Linde India Limited. She received a gross remuneration of ₹12.02 Lakhs in Fiscal 2024.

Status of Key Managerial Personnel and Senior Management

All our Key Managerial Personnel and members of Senior Management are permanent employees of our Company.

Relationship among our Key Managerial Personnel and/or Senior Management

Except as stated below, none of our Key Managerial Personnel or Senior Management are related to each other or to any of our Directors:

Name	Related to	Relationship
Sonu Ram Agarwal	Ram Agarwal	Spouse
	Vikas Shyamsunder Agarwal	Brother

Service Contracts with our Key Managerial Personnel and Senior Management

Our Key Managerial Personnel or Senior Management are governed by the terms of their respective employment letters / resolutions of our Board on their terms of appointment. None of our Key Managerial Personnel have entered into a service contract with our Company, entitling them to any benefits upon termination of employment.

Arrangements and understanding with major shareholders, customers, suppliers or others

None of our Key Managerial Personnel or Senior Management Personnel have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

Contingent and deferred compensation paid or payable to our Key Managerial Personnel and Senior Management

No contingent or deferred compensation was paid or is payable to our Key Managerial Personnel and Senior Management for FY 2023-24.

Compensation paid to Key Managerial Personnel and Senior Management pursuant to a Bonus or Profit-sharing plan

None of our Key Managerial Personnel and Senior Management are party to any bonus or profit-sharing plan of our Company.

Shareholding of our Key Managerial Personnel and Senior Management of our Company

Except as stated below, none of our Key Managerial Personnel and Senior Managerial Personnel hold any Equity Shares of our Company, as on the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Name of the Director	No. of shares held	Percentage (%)
1	Ram Agarwal	1,28,62,378	30.00
2	Sonu Ram Agarwal	85,74,938	20.00

3	Vikas Shyamsunder Agarwal	1,41,47,029	33.00
Total		**2,14,37,316**	**83.00**

For details of Equity Shares held by our Key Managerial Personnel as on date of this Draft Red Herring Prospectus, please see *"**Capital Structure**"* on page 93.

Changes in Key Managerial Personnel and Senior Management in the past three (3) years

Set forth below are changes in our Key Managerial Personnel in the last three (3) years immediately preceding the date of filing of this Draft Red Herring Prospectus:

Name	Date of Change	Nature of Event	Reasons
Payal Jain	April 1, 2021	Resignation as Company Secretary	Personal reasons
Chandan Hemant Choudhari	December 1, 2022	Finance Controller	Appointment
Abhishek Jain	January 24, 2023	Appointment as Chief Financial Officer	Appointment
Prashant Patankar	January 24, 2023	Appointment as Company Secretary	To ensure compliance with the provisions of Companies Act
Sonu Ram Agarwal	January 24, 2023	Resignation as Chief Financial Officer	Personal reasons
Ram Agarwal	March 09, 2023	Appointed as Whole Time Director	Appointment
Tapan Ghose	March 31, 2023	Change in designation (from Managing Director to Chairman cum Managing Director)	Appointment
Vikas Shyamsunder Agarwal	March 31, 2023	Change in designation from Chairman cum Non-executive Director to Whole-time Director	Appointment
Sonu Ram Agarwal	July 7, 2023	Resignation as Whole-time Director	Resignation
Sonu Ram Agarwal	July 8, 2023	Appointment as Senior Manager Admin	Appointment
Prashant Patankar	November 30, 2023	Resignation as Company Secretary	Personal reasons
Kiran Subhash Mukadam	May 29, 2024	Appointment as Company Secretary	To ensure compliance with the provisions of Companies Act
Kiran Subhash Mukadam	August 26, 2024	Resignation as Company Secretary	Personal reasons
Sachin Gupta	August 27, 2024	Appointment as Company Secretary	To ensure compliance with the provisions of Companies Act

Attrition of Key Managerial Personnel and Senior Management Personnel

The average attrition of Key Managerial Personnel and Senior Management Personnel is low in our Company.

Employees' Stock Option Plan

For details of the employee stock option scheme of our Company, see "***Capital Structure – Issue or transfer of Equity Shares under employee stock option schemes***" on page 97.

Payment or benefit to our Key Managerial Personnel and Senior Management (non-salary related) in the preceding two (2) years

No amount or benefit (non-salary related) was paid or given to our Key Managerial Personnel or Senior

Management Personnel, within the two (2) preceding years or is intended to be paid or given to our Key Managerial Personnel or Senior Management Personnel, other than in the ordinary course of employment.

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OUR PROMOTERS AND PROMOTER GROUP

OUR PROMOTERS

Ram Agarwal, Sonu Ram Agarwal and Vikas Shyamsunder Agarwal are the Promoters of our Company.

As on the date of this Draft Red Herring Prospectus, our Promoters' shareholding in our Company is as follows:

Name of the Promoter	No. of Equity Shares	% of pre-Offer issued, subscribed and paid-up Equity Share Capital
Ram Agarwal	1,28,62,378	30.00
Sonu Ram Agarwal	85,74,938	20.00
Vikas Shyamsunder Agarwal	1,41,47,029	33.00
Total	**3,55,84,345**	**83.00**

For further details, see ***"Capital Structure – The aggregate shareholding of the Promoters, Promoter group and Directors of our Corporate Promoter"*** on page 104.

Details of our individual Promoters

Ram Agarwal

Ram Agarwal, aged 44 years, is the Chief Executive Officer and Whole-time Director of our Company.

Permanent Account Number: ADCPA8357R

For his complete profile along with the details of his date of birth, personal address, educational qualifications, experience in business or employment, positions / posts held in the past, other directorships held, special achievements, his business and financial activities, please see *"**Our Management**"* on page 236.

Other ventures promoted: Apart from EV Swapping Private Limited, Ram Agarwal is not involved in any other ventures.

Sonu Ram Agarwal

Sonu Ram Agarwal, aged 43 years, is a Senior Managerial Personnel of our Company.

Permanent Account Number: AGAPA9197J

Date of Birth: February 7, 1981

Personal Address: Flat No- 12/103, NRI Complex, Sector-54, Palm Beach Road, Near DPS School, Seawood, Nerul, Navi Mumbai- 400 706, Thane, Maharashtra

For her complete profile along with the educational qualifications, experience in business or employment, positions / posts held in the past, other directorships held, special achievements, her business and financial activities, please see *"**Our Management**"* on page 236.

Other ventures promoted: Apart from EV Swapping Private Limited, Sonu Ram Agarwal is not involved in any other ventures.

Vikas Shyamsunder Agarwal

Vikas Shyamsunder Agarwal, aged 39 years, is the Whole-time Director of our Company.

Permanent Account Number: AFBPA5985J

For his complete profile along with the details of his date of birth, personal address, educational qualifications, experience in business or employment, positions / posts held in the past, other directorships held, special achievements, his business and financial activities, please see *"**Our Management**"* on page 236.

Other ventures promoted: Apart from EV Swapping Private Limited and Prostarm Energy Systems Private Limited, Vikas Shyamsunder Agarwal is not involved in any other ventures.

Our Company confirms that the Permanent Account Number, bank account number(s), passport number, Aadhar Card number and driving license number, as applicable, of each of our Promoters shall be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

Change in control of our Company

Our present Promoters are the original promoters of our Company and there has been no change in the control of our Company in the five (5) years immediately preceding the date of this Draft Red Herring Prospectus. Further, Ram Agarwal, Sonu Ram Agarwal and Vikas Shyamsunder Agarwal have been identified as the only Promoters of our Company pursuant to a resolution passed by the Board of our Company dated July 19, 2023.

Interest of our Promoters

(i) Our Promoters are interested in our Company (a) to the extent that they have promoted our Company; (b) to the extent of their shareholding in our Company and the shareholding of their relatives in our Company, for details, see "***Capital Structure***" on page 93; (c) to the extent of the dividends payable, if any, upon such shareholding and any other distributions in respect of their shareholding in our Company or the shareholding of their relatives; (d) to the extent of their directorship in our Company; and (e) to the extent of the remuneration and commissions drawn by our Promoters in their capacity as Directors of the Company and remuneration and commissions drawn by the relatives of our Promoters. Additionally, our Promoters may be interested in transactions entered into or to be entered into by our Company with them, their relatives or other entities (a) in which our Promoters are members or hold shares; or (b) which are controlled by our Promoters. For further details, please see *"**Restated Financial Statements - Note 39 - Related Party Disclosures**"* on page 325.

(ii) Our Promoters, Ram Agarwal and Vikas Shyamsunder Agarwal are also interested in our Company as Directors and may be deemed to be interested in the remuneration and benefits payable to them and reimbursement of expenses incurred by them in their capacity as Directors of our Company. For further details, please see *"**Our Management**"* on page 236 and *"**Restated Financial Statements - Note 39 - Related Party Disclosures**"* on page 325. Our Promoter, Sonu Ram Agarwal is also interested in our Company as Senior Management Personnel and may be deemed to be interested in the remuneration and benefits payable to her and reimbursement of expenses incurred by her in the capacity as Senior Management Personnel of our Company. For further details, please see *"**Our Management**"* on page 236.

(iii) Our Promoters, Ram Agarwal and Vikas Shyamsundar Agarwal have given personal guarantees towards financial facilities availed by our Company from some of its lenders, therefore, they are interested to the extent of the said guarantees. For further information, please see *"**Financial Indebtedness**"* on page 362 *and "**Restated Financial Statements**"* on page 261.

(iv) Our Promoters collectively hold 35,584,345 Equity Shares, constituting 83% of the issued, subscribed and paid-up Equity Share capital of our Company, as of the date of this Draft Red Herring Prospectus.

(v) Our Promoters have no interest in any property acquired by our Company during the three (3) years preceding the date of this Draft Red Herring Prospectus, or proposed to be acquired by it, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery: For further details, please see *"**Our Business**"* under the section *"**Property**"* on page 209.

(vi) No sum has been paid or agreed to be paid to our Promoters or to any firm or company in which any of our Promoters are interested as a member, 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 for services rendered by our Promoters or by such firm or company in connection with the promotion or formation of our Company.

(vii) Except as stated under "***Our Management - Confirmations***" on page 241, none of our Promoters or natural persons forming part of the Promoter Group are persons appearing in the list of directors of struck-off companies by the respective Registrar of Companies or the MCA.

Payment or benefits to our Promoters or our Promoter Group

Except in the ordinary course of business, there has been no payment or benefits given by our Company to our Promoters or the members of our Promoter Group during the two (2) years preceding the date of this Draft Red Herring Prospectus nor is there any intention to pay or give any benefits to our Promoters or members of our Promoter group, other than in ordinary course of business as on the date of this Draft Red Herring Prospectus. For further details, please see *"**Our Management**"* on page 236 and *"**Restated Financial Statements - Note 39 - Related Party Transactions**"* on page 325.

Other Confirmations

As on the date of this Draft Red Herring Prospectus, our Promoters and members of our Promoter Group 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 jurisdiction or any other authority / court.

Our Promoters are not a promoter of any other company which is debarred from accessing the capital market by SEBI.

Our Promoters have not been identified as wilful defaulters or as fraudulent borrowers under the SEBI ICDR Regulations.

Our Promoters have not been declared as fugitive economic offenders under section 12 of the Fugitive Economic Offenders Act, 2018, as amended.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018 and amendments thereof

Our Promoters and members of our Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, as amended, to the extent applicable to them, as on the date of this Draft Red Herring Prospectus.

Material guarantees given to third parties

Except for personal guarantees given by Ram Agarwal and Vikas Shyamsunder Agarwal as regards availing credit facilities from ICICI Bank Limited, Axis Bank Limited and Bajaj Finance Limited, our Promoters have not given any material guarantee to any third party with respect to Equity Shares as on the date of this Draft Red Herring Prospectus.

Details of companies / firms from which our Promoters have disassociated

Except as stated below, none of our Promoters have disassociated themselves from any other company or firms in the 3 (three) years preceding the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Promoter	Name of the Company from which our Promoter has disassociated	Reason for disassociation	Date of disassociation
1	Sonu Ram Agarwal	Prostarm Energy Systems Private Limited	Personal reasons	September 27, 2021
2	Sonu Ram Agarwal	Prostarm Info Systems Limited*	Personal reasons	July 7, 2023

**Sonu Ram Agarwal resigned from the Board of Directors of the Company. However, she continues to be a Promoter, shareholder and Senior Manager - Admin in the Company.*

Our Promoter Group

Persons constituting the Promoter Group (other than our Promoters) of our Company in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations 2018 are set out below:

Natural persons forming part of our Promoter Group (other than our Promoters):

Sr. No.	Name of Individuals	Relationships
Ram Agarwal		
1.	Sonu Ram Agarwal	Spouse
2.	Sushila Agarwal	Mother
3.	Shri Santosh KR Agarwal	Father
4.	Shyam Agarwal	Brother
5.	Rashmi Haralalka	Sister
6.	Sneha Garodia	Sister
7.	Kirti Ram Agarwal	Daughter
8.	Yug Ram Agarwal	Son
9.	Shyamsunder B Agarwal	Spouse's Father
10.	Parvati Shyamsunder Agarwal	Spouse's Mother
11.	Vikas Shyamsunder Agarwal	Spouse's Brother
Sonu Ram Agarwal		
1.	Ram Agarwal	Spouse
2.	Shyamsunder B Agarwal	Father
3.	Parvati Shyamsunder Agarwal	Mother
4.	Vikas Shyamsunder Agarwal	Brother
5.	Kirti Ram Agarwal	Daughter
6.	Yug Ram Agarwal	Son
7.	Shri Santosh KR Agarwal	Spouse's Father
8.	Sushila Agarwal	Spouse's Mother
9.	Shyam Agarwal	Spouse's Brother
10.	Rashmi Haralalka	Spouse' Sister
11.	Sneha Garodia	Spouse' Sister
Vikas Shyamsunder Agarwal		
1.	Sunita Vikas Agarwal	Spouse
2.	Shyamsunder B Agarwal	Father
3.	Parvati Shyamsunder Agarwal	Mother
4.	Sonu Ram Agarwal	Sister
5.	Harshvi Agarwal	Daughter
6.	Pratik Agarwal	Son
7.	Om Prakash Agarwal	Spouse's Father
8.	Puspa Devi Agarwal	Spouse's Mother
9.	Arun Kumar Agarwal	Spouse's Brother
10.	Rekha Agarwal	Spouse' Sister

Entities forming part of our Promoter Group (other than our Promoters):

Sr. No.	Name of entities	Nature
1.	Vikas S Agrawal HUF	HUF
2.	Kishore Spices	Partnership firm
3.	EV Swapping Private Limited	Company
4.	Shyamsunder B Agarwal HUF	HUF
5.	Kishan Lal Omprakash HUF	HUF
6.	Arun Kumar Agarwal and Sons HUF	HUF

OUR GROUP COMPANIES

In terms of the SEBI (ICDR) Regulations, the term "group companies", includes

i. such companies (other than promoter(s) and subsidiary(ies)) with which the relevant issuer company had related party transactions during the period for which financial information is disclosed, as covered under applicable accounting standards, and
ii. any other companies considered material by the Board of Directors of the relevant issuer company.

Accordingly, for (ii) above, all such companies (other than our Subsidiaries) with which there were related party transactions during the periods covered in the Restated Financial Statements, as covered under the applicable accounting standards, shall be considered as Group Companies in terms of the SEBI (ICDR) Regulations. For the purpose of avoidance of doubt and pursuant to regulation 2(1)(t) of SEBI (ICDR) Regulations, 2018 it is clarified that our Subsidiaries will not be considered as Group Companies.

Pursuant to a resolution of our Board dated September 20, 2024, with respect to item (ii) mentioned above, our Board has considered that such companies, which are a part of the Promoter Group (as defined in the SEBI ICDR Regulations) with whom our Company has entered into one or more transactions during Fiscal 2024, 2023, Fiscal and 2022, if any, the monetary value of which individually or cumulatively exceeds 5% of the total revenue of our Company for the Relevant Period as per the Restated Financial Statement shall also be considered as group companies of the Company.

Set forth below, based on the aforementioned criteria, are the details of our Group Company as on the date of this Draft Red Herring Prospectus.

Aarcchor Innovations Private Limited

Corporate Information

Aarcchor Innovations Private Limited was incorporated on October 31, 2013, under the Companies Act, 1956. The registered office is located at Office No.4, Jai Parivasu Building, Sr. No. 37, Milkat No.1864, Undri Pisoli Road, Pisoli, I, Pune – 411 048, Maharashtra, India, is U73100PN2013PTC149329.

Financial Information

In accordance with SEBI ICDR Regulations, certain financial information pertaining to (i) the details of reserves (excluding revaluation reserves); (ii) sales; (iii) profit/loss after tax; (iv) earnings per share; (v) diluted earnings per shares; and (vi) net asset value in relation to Aarcchor Innovations Private Limited for the last three Fiscals, extracted from its audited financial statements (as applicable) is available at the website of our Company at www.prostarm.com.

It is clarified that such details available in relation to Aarcchor Innovations Private Limited on the website of the Company do not form a part of this Draft Red Herring Prospectus. Anyone placing reliance on any other source of information, would be doing so at their own risk. The link above has been provided solely to comply with the requirements of the SEBI ICDR Regulations.

Aarcchor Innovations Private Limited is considered as a group company of our Company solely by virtue of having had related party transactions with the Company in last three (3) Fiscals. However, as on date, Aarcchor Innovations Private Limited is not a related party to the Company.

Nature and extent of interests of our Group Companies

In the promotion of our Company

Our Group Company does not have an interest in the promotion or formation of our Company.

In the properties acquired by our Company

Our Group Company does not have any interest in any property acquired by our Company in the 3 years preceding the date of filing this Draft Red Herring Prospectus or proposed to be acquired by it as on date of this Draft Red Herring Prospectus.

In transactions for acquisition of land, construction of building and supply of machinery

Our Group Company does not have an interest in any transaction by our Company pertaining to acquisition of land, construction of building and supply of machinery.

Business interests in our Company

Except in the ordinary course of business and as disclosed under "***Restated Financial Statements***" on page 261, our Group Company does not have any business interest in our Company.

Related Business Transactions within our Group Companies and significance on the financial performance of our Company

Except as disclosed under "***Restated Financial Statements***" on page 261, there are no related business transactions with our Group Company.

Common pursuits of our Group Companies

There were common pursuits amongst our Group Company and our Company by virtue of engagement in the similar line of activities as the objects of the memorandum of association of Aarcchor Innovations Private Limited allows them to engage in a similar line of business as that of our Company and accordingly there were certain common pursuits amongst our Group Company and our Company. However, as on date, Aarchor Innovations Private Limited is not a related party to our Company. Therefore, as on date, there is no conflict of interest among our Group Company and Company.

Litigation

As on date of this Draft Red Herring Prospectus, our Group Company is not party to any pending litigation which will have a material impact on our Company.

Utilization of Offer Proceeds

There are no material existing or anticipated transactions with our Group Company in relation to utilization of the Issue Proceeds.

DIVIDEND POLICY

The declaration and payment of dividend on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of our Articles of Association and the applicable laws including the Companies Act, 2013 together with the applicable rules issued thereunder. The dividend distribution policy of our Company was approved and adopted by our Board on March 21, 2023 (the "***Dividend Distribution Policy***").

The Dividend Distribution Policy provides that our Board may consider the following financial/internal parameters while declaring or recommending dividend to Shareholders: (i) our Company's net profits earned during the Fiscal after tax; (ii) retained earnings; (iii) working capital requirement and repayment of debts, if any, (iv) contingent liabilities; (v) earnings outlook for at least next three years; (vi) current and expected future capital/liquidity requirements including expansion, modernization, investment in group companies and acquisitions; (vii) buyback of shares or any other profit distribution measure; (viii) stipulations/covenants of any agreement to which our Company is a party (including; financing documents, investment agreements and shareholders agreement); (ix) applicable legal restrictions; (x) and overall financial position of our Company; and (xi) any other factors and material events considered relevant by our Board, including those set out in any annual business plan and budget of our Company.

Our Board may consider the following external parameters while declaring or recommending dividend to Shareholders: (i) the applicable legal requirements, regulatory conditions or restrictions; (ii) dividend pay-out ratios of companies in similar industries; (iii) financing costs; (iv) the prevailing economic environment; and (v) any other relevant factors and material events to our Company.

Further, our Board may not declare or recommend dividend for a particular period if it is of the view that it would be prudent to conserve capital for the then ongoing or planned business expansion or other factors which may be considered by the Board.

Retained earnings may be utilized by our Company for making investments for future growth and expansion plans, for the purpose of generating higher returns for the shareholders or for any other specific purpose, as approved by the Board. Our Company may also, from time to time, pay interim dividends. For details in relation to risks involved in this regard, see "***Risk Factors - Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements***" on page 68.

We have not declared and paid any dividends on the Equity Shares in any of the three Fiscals preceding the date of this Draft Red Herring Prospectus and until the date of this Draft Red Herring Prospectus. Our dividend history is not necessarily indicative of our dividend amounts, if any, in the future.

SECTION V – FINANCIAL INFORMATION

RESTATED FINANCIAL STATEMENTS

Sr. No.	Particulars	Page No.
1.	The examination report and the Restated Consolidated Financial Statements	262

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Independent Auditors' Examination Report on the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income/(Loss)), Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash Flows for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 and the summary of material accounting policies and explanatory notes; (collectively, "the Restated Consolidated Financial Information'').

To

The Board of Directors

M/s. Prostarm Info Systems Limited
Plot No. EL 79, Electronic Zone,
TTC, MIDC, Mahape, Navi Mumbai,
Thane, Maharashtra, India, 400710

Dear Sirs,

1. We **Mansaka Ravi & Associates, Chartered Accountants** ('we' or us") have examined the attached Restated Consolidated Financial Information of **M/s. Prostarm Info Systems Limited**, (the "Company" or the "Issuer") and its subsidiaries, (the Company together with its subsidiaries hereinafter referred to as "the Group") as approved by the Board of Directors of the Company at their meeting held on **20th September, 2024**, for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP") prepared by the Company in connection with its proposed initial public offer of equity shares ("IPO") prepared in accordance 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");
   c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) (as amended) issued by the Institute of Chartered Accountants of India ("ICAI"), (the "Guidance Note").

Management's Responsibility for the Restated Consolidated Financial Information

2. The Company's Board of Directors is responsible for the preparation of the Restated Consolidated Financial Information for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India ("**SEBI**"), National Stock Exchange of India Limited ("NSE"), BSE Limited ("BSE") and Registrar of Companies, Maharashtra, situated at Mumbai ("**RoC**") in connection with the proposed IPO. The Restated Consolidated Financial Information have been prepared by the management of the Company on the basis of preparation stated in Note 1 of Annexure V to the Restated Consolidated Financial Information. The responsibility of Board of Directors of the Company and its subsidiary includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The respective Board of Directors are also responsible for identifying and ensuring that the Company and its subsidiary complies with the Act, ICDR Regulations and the Guidance Note.

Auditors' Responsibilities

3. We have examined such Restated Consolidated Financial Information taking into consideration:

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a) the terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 17th September, 2024, requesting us to carry out the assignment, in connection with the proposed IPO of equity shares of the Company;

b) The Guidance Note also requires that we comply with ethical requirements of the Code of Ethics Issued by ICAI;

c) concepts of test checks and materiality to obtain reasonable assurance based on the verification of evidencesupporting the Restated Consolidated Financial Information; 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 and the ICDR Regulations in connection with the proposed IPO of the equity shares of the Company.

Restated Consolidated Financial Information

4. These Restated Consolidated Financial Information have been compiled by the management of the Company from:

a) Audited consolidated financial statements of the Group as at and for the year ended **March 31, 2024, March 31, 2023 and March 31, 2022** prepared in accordance with Indian Accounting Standards (referred to as "Ind AS") as prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on **26th August, 2024, 10th July, 2023 and 3rd September, 2022** respectively.

b) The audited consolidated financial statements referred to in paragraph (a) above includes financial statements and other financial information in relation to the Company's subsidiary,as listed below, which are audited by Other Auditors:

Name of the Entity	**Relationship**	**Name of Audit Firm**	**Period audited by Other Auditors**
Prostarm Energy Systems Pvt Ltd	Subsidiary	BSA & Associates LLP	July 17, 2021 (Date of Incorporation) to March 31, 2022
Prostarm Energy Systems Pvt Ltd	Subsidiary	BSA & Associates LLP	For the Year ended March 31, 2023
Prostarm Energy Systems Pvt Ltd	Subsidiary	BSA & Associates LLP	For the Year ended March 31, 2024

5. For the purpose of our examination, we have relied on Auditors' report issued by us, dated **26th August, 2024, 10th July, 2023** and **3rd September, 2022** on Audited Consolidated Financial Statements of the Group as at and for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively as referred in Paragraph 4 (a) above.

6. As indicated in our audit reports referred above, we did not audit the financial statements of subsidiary whose share of total assets, total revenues and net cash inflows / (outflows) included in consolidated

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financial statements for the relevant years is tabulated below, which have been audited by other auditor M/s BSA & Associates LLP, Chartered Accountants and whose reports have been furnished to us by the Company's management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these components, is based solely on the reports of the other auditors:

(Rs. In Lakhs)

As at and for the period ended	Total Assets of subsidiary	Total revenue of subsidiary	Net Cash Inflow/ (outflow) of subsidiary
March 31, 2024	630.22	1934.30	(11.22)
March 31, 2023	1287.21	1345.07	13.19
March 31, 2022	817.46	70.33	1.42

The other auditors of the subsidiary as mentioned above, have confirmed that the Restated Consolidated Financial Information:

(i) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively for the year ended March 31, 2023 and March 31, 2022 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed for the year ended March 31, 2024.

(ii) do not contain any qualifications requiring adjustments; and

(iii) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

7. Based on our examination and according to the information and explanations given to us as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 and also as per the reliance placed on the examination reports submitted by Other Auditors as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 in respect of the Company's subsidiary, we report that Restated Consolidated Financial Information:

   i. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2023 and March 31, 2022 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended March 31, 2024;

   ii. do not require any adjustment for modification as there is no modification in the underlying audit reports. However, those qualifications in the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of sub section (11) of section 143 of the Act and the emphasis of matter above and reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended) which do not require any corrective adjustments in the Restated Consolidated Financial Information have been disclosed in Appendix A of this document and Annexure VII to the Restated Consolidated Financial Information; and

   iii. have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

8. Since there are some differences in the Equity and Profit (Loss) as per the Audited Financial Statements and the restated financial information, a reconciliation is furnished as Annexure – VII to the restated financial statements.

9. The Restated Consolidated Financial Information do not reflect the effects of events that occurred

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subsequent to the respective dates of the reports on the audited consolidated financial statements mentioned in paragraph 4 above.

10. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

12. Our report is intended solely for use of the Board of Directors for inclusion in the DRHP to be filed with Securities and Exchange Board of India, National Stock Exchange of India Limited and Bombay Stock Exchange Limited in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For Mansaka Ravi & Associates
Chartered Accountants
ICAI Firm Regn. No.: 015023C

(CA Ravi Mansaka)
Partner
M. No. 410816

UDIN:24410816BKCZNE3867
Place: Navi Mumbai
Date: 20th September, 2024

PROSTARM INFO SYSTEMS LIMITED
Plot No.. EL 79, Electronic Zone, TTC, MIDC, Mahape, Navi Mumbai, Thane, Maharashtra, India, 400710
Email: sales@prostarm.com, Website: www.prostarm.com, Tel: +91 22 49856522/26
CIN: U31900MH2008PLC368540

Annexure-I : Restated Consolidated Statement of Assets and Liabilities

(All amounts in ₹ Lakhs, except as otherwise stated)

Particulars	Notes	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
ASSETS				
Non-Current Assets				
(a) Property, Plant and Equipment	**1**	646.59	407.67	260.11
(b) Capital Work-in-Progress	**2**	949.32	897.31	-
(c) Investment Property	**3**	278.71	265.42	242.82
(d) Intangible Assets	**4**	216.40	249.03	268.53
(e) Intangible Assets under Development		-	-	-
(f) Right-of-Use Assets	**5**	438.55	39.78	40.19
(g) Financial Assets		-		
(i) Trade Receivables	**6**	-	-	4.34
(ii) Investments	**7**	0.25	0.25	0.25
(iii) Loans		-	-	-
(iv)Other financial assets	**8**	1,355.57	1,428.18	690.18
(h) Deferred Tax Assets (Net)	**38**	184.84	144.82	83.01
(i) Other non-current assets	**9**	11.00	11.00	-
Total Non-Current Assets		**4,081.24**	**3,443.45**	**1,589.43**
Current Assets				
(a) Inventories	**10**	5,853.91	4,168.72	3,167.35
(b) Financial Assets		-		
(i) Investments	**11**	-	-	316.98
(il) Trade receivables	**12**	9,030.29	6,672.73	3,485.48
(iii) Cash and cash equivalents	**13**	53.30	77.04	199.33
(iv) Bank balances other than (iii) above	**14**	21.33	8.66	-
(v) Loans	**15**	50.44	40.15	26.71
(vi) Others current financial assets	**16**	716.07	499.49	380.30
(c) Current Tax Asset (Net)	**27(b)**	1.77	1.49	14.33
(d) Other Current Assets	**17**	496.14	626.94	623.15
Total Current Assets		**16,223.26**	**12,095.21**	**8,213.64**
Total Assets		**20,304.50**	**15,538.67**	**9,803.08**
EQUITY AND LIABILITIES				
Equity				
(a) Equity Share Capital	**18**	4,287.46	4,287.46	908.36
(b) Other Equity	**19**	4,145.53	1,813.21	3,187.41
Equity attributable to owners of the Parent Company		**8,432.99**	**6,100.67**	**4,095.77**
Non-Controlling Interest		163.83	216.06	279.96
Total Equity		**8,596.83**	**6,316.73**	**4,375.73**

Particulars	Notes	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
LIABILITIES				
Non-Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	**20**	461.44	671.09	210.61
(ia) Lease Liabilities	**28**	-	5.72	11.56
(ii) Other financial liabilities	**21**	2.00	-	-
(b) Provisions	**22**	123.68	96.30	70.68
(c) Other Non-Current Liabilities		-	-	-
Total Non-Current Liabilities		**587.12**	**773.11**	**292.85**
Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	**23**	3,879.70	1,802.53	92.69
(ia) Lease Liabilities	**28**	5.82	5.81	6.08
(ii) Trade payables		-	-	-
(a) total outstanding dues of micro enterprises and small enterprises; and	**24**	448.54	716.72	218.43
(b) total outstanding dues of creditors other than micro enterprises and small enterprises.	**24**	5,981.10	5,263.69	4,543.35
(iii) Other Financial Liabilities	**25**	232.54	86.53	151.07
(b) Other Current Liabilities	**26**	261.51	379.46	111.27
(c) Provisions	**22**	62.48	44.45	11.62
(d) Current Tax Liabilities (Net)	**27(a)**	248.88	149.64	-
Total Current Liabilities		**11,120.56**	**8,448.83**	**5,134.49**
Total Equity and Liabilities		**20,304.50**	**15,538.67**	**9,803.08**

Note: The above statement should be read with Annexure V, Annexure VI and Annexure VII to the Restated Consolidated Financial Information.

As per our separate report of even date attached

For Mansaka Ravi & Associates
Chartered Accountants
FRN :- 015023C

For and on behalf of the Board of Directors of Prostarm Info Systems Limited

(Tapan Ghose)
Chairman & Managing Director
DIN:- 01739231

(Vikas Shyamsunder Agarwal)
Whole Time Director
DIN:- 01940262

(CA Ravi Mansaka)
Partner
M. No. 410816
UDIN: 24410816BKCZNE3867

(Ram Agarwal)
Whole Time Director & CEO
DIN:- 01739245

(Abhishek Jain)
Chief Financial Officer
PAN-ACJPJ8591L

(Sachin Gupta)
Company Secretary
M. No. F-12500

Place : Navi Mumbai
Dated : 20th September, 2024

PROSTARM INFO SYSTEMS LIMITED
Plot No.. EL 79, Electronic Zone, TTC, MIDC, Mahape, Navi Mumbai, Thane, Maharashtra, India, 400710
Email: sales@prostarm.com, Website: www.prostarm.com, Tel: +91 22 49856522/26
CIN: U31900MH2008PLC368540

Annexure II - Restated Consolidated Statement of Profit and Loss
(All amounts in ₹ Lakhs, except as otherwise stated)

	Particulars	Notes	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
I.	Revenue from operations	**29**	25,787.04	23,036.32	17,130.73
II.	Other Income	**30**	136.21	198.32	74.04
III.	**Total Income (I +II)**		**25,923.25**	**23,234.65**	**17,204.77**
IV.	**Expenses:**				
	Cost of Material Consumed	**31**	9,429.20	6,241.18	3,756.53
	Purchase of Stock-in-Trade	**32**	10,000.22	11,026.52	10,395.12
	Changes in inventories of finished goods, work in progress and stock-in-trade	**33**	(1,370.06)	(626.14)	(1,220.61)
	Employee benefit expenses	**34**	2,076.23	1,699.42	1,270.57
	Finance Costs	**35**	374.14	131.16	65.57
	Depreciation and amortization expenses	**36**	192.92	164.80	94.10
	Other Expenses	**37**	2,125.32	1,978.87	1,346.37
IV.	**Total Expenses**		**22,827.96**	**20,615.82**	**15,707.65**
V.	**Profit before exceptional and extraordinary items and tax (III - IV)**		**3,095.29**	**2,618.83**	**1,497.12**
VI.	Exceptional Items			-	-
VII.	**Profit before extraordinary items and tax (V - VI)**		**3,095.29**	**2,618.83**	**1,497.12**
VIII.	Extraordinary Items			-	-
IX.	**Profit Before Taxes (VII-VIII)**		**3,095.29**	**2,618.83**	**1,497.12**
X.	**Tax expense:**				
	(1) Current tax	**38**	851.93	748.27	431.42
	(2) Tax of Earlier Years	**38**	-	-	-
	(3) Deferred tax	**38**	(39.18)	(63.99)	(21.35)
XI.	**Profit/(Loss) for the period (IX-X)**		**2,282.53**	**1,934.55**	**1,087.05**
	Attributable to:				
	Owners of the Parent Company		**2,333.95**	**1,998.56**	**1,139.31**
	Non-controlling interest		**(51.41)**	**(64.02)**	**(52.26)**

Continued....

Particulars	Notes	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
XII. **Other Comprehensive Income**				
(i) Items that will not be reclassified to profit or loss			-	-
Fair value gain loss on Investments			-	-
Remeasurement gain/(loss) on defined benefit obligation	**56**	(3.28)	8.62	6.78
(ii) Income tax relating to items that will not be reclassified to profit or loss	**38**	0.84	(2.17)	(1.71)
(iii) Items that will be reclassified to profit or loss			-	-
(iv) Income tax relating to items that will be reclassified to profit or loss			-	-
Other Comprehensive Income (XII)		**(2.43)**	**6.45**	**5.08**
Attributable to:				
Owners of the Parent Company		(1.62)	6.34	5.08
Non-Controlling Interests		(0.81)	0.11	-
XIII. **Total Comprehensive Income for the period (XI+XII)**		**2,280.10**	**1,941.00**	**1,092.13**
Attributable to:				
Owners of the Parent Company		**2,332.32**	**2,004.90**	**1,144.39**
Non-Controlling Interests		**(52.22)**	**(63.91)**	**(52.26)**
XIV. **Earning per equity share:**				
(1) Basic (In ₹)	**40**	5.44	4.66	2.66
(2) Diluted (In ₹)	**40**	5.44	4.66	2.66

Note: The above statement should be read with Annexure V, Annexure VI and Annexure VII to the Restated Consolidated Financial Information.
As per our separate report of even date attached

For and on behalf of the Board of Directors of Prostarm Info Systems Limited

For Mansaka Ravi & Associates
Chartered Accountants
FRN :- 015023C

(Tapan Ghose)
Chairman & Managing Director
DIN:- 01739231

(Vikas Shyamsunder Agarwal)
Whole Time Director
DIN:- 01940262

(CA Ravi Mansaka)
Partner
M. No. 410816
UDIN: 24410816BKCZNE3867

(Ram Agarwal)
Whole Time Director & CEO
DIN:- 01739245

(Abhishek Jain)
Chief Financial Officer
PAN-ACJPJ8591L

(Sachin Gupta)
Company Secretary
M. No. F-12500

Place : Navi Mumbai
Dated : 20th September, 2024

PROSTARM INFO SYSTEMS LIMITED
Plot No.. EL 79, Electronic Zone, TTC, MIDC, Mahape, Navi Mumbai, Thane, Maharashtra, India, 400710
Email: sales@prostarm.com, Website: www.prostarm.com, Tel: +91 22 49856522/26
CIN: U31900MH2008PLC368540

Annexure III - Restated Consolidated Statement of Cash Flows

(All amounts in ₹ Lakhs, except as otherwise stated)

	Particulars	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
A	**Cash Flow From Operating Activities**			
	Net Profit / (Loss) Before Tax	**3,095.29**	**2,618.83**	**1,497.12**
	Adjustments For :			
	Depreciation and Amortization Expense	192.92	164.80	94.10
	Interest Income	(75.47)	(55.72)	(35.68)
	Interest Expenses	325.26	107.50	15.76
	Interest on Leased Liabilities	0.87	1.08	1.56
	Profit on Sale of Investments	-	(4.34)	(7.22)
	Provision for Warranty	44.13	42.77	-
	Profit/(Loss) on sale of PPE/Investment Property	(2.01)	(0.52)	(21.23)
	Remeasurment of defined benefit plan	28.36	23.88	21.93
	Operating Profit Before Working Capital Changes	**3,609.35**	**2,898.29**	**1,566.34**
	Adjustments For :			
	Decrease/(Increase) in other financial assets	(143.97)	(857.18)	(263.37)
	Decrease/(Increase) in other assets	130.51	(1.94)	(103.84)
	Decrease/(Increase) in Loans	(10.29)	(13.44)	(11.25)
	Decrease/(Increase) in inventories	(1,685.20)	(1,001.37)	(1,431.04)
	Decrease/(Increase) in trade receivables	(2,357.56)	(3,182.91)	172.41
	Decrease/(Increase) in bank balance	(12.67)	(8.66)	2.96
	(Decrease)/Increase in Trade payables	449.22	1,218.64	964.41
	(Decrease)/Increase in other financial liabilities	148.00	(64.53)	85.97
	(Decrease)/Increase in other liabilites	(117.95)	268.20	(21.40)
	Lease Rental Payments	(6.58)	(7.20)	(7.74)
	Retirement Benefits Paid (Out of Provisions)	(2.03)	(2.13)	-
	Warranty Expenses Actually Paid	(29.16)	-	-
	Increase/Decrease in Provisions	0.83	2.55	2.25
	Cash Generated From Operations	**(27.49)**	**(751.68)**	**955.70**
	Less: Direct Taxes Paid net of refund (including TDS)	752.68	598.63	540.31
	Net Cash flow From Operating Activities	**(780.18)**	**(1,350.31)**	**415.39**
B	**Cash Flow From Investing Activities**			
	Addition in Property, Plant & Equipment [PPE]	(380.51)	(275.92)	(248.61)
	(Increase)/Decrease in CWIP	(52.01)	(897.31)	-
	Addition in Intangible Assets	(4.00)	(15.63)	(298.80)
	Addition / Deletion in Investment Properties	(19.18)	(28.78)	(64.70)
	Addition to ROU Assets	(408.40)	-	-
	Procees from Sale of PPE	2.82	5.80	-
	Interest Income	75.47	55.72	35.68
	Purcahse of Investments	-	(554.97)	(4,663.10)
	Proceeds from Sale of Investments	-	876.29	4,353.24
	Net Cash (Used) In/From Investing Activities	**(785.82)**	**(834.80)**	**(886.28)**
C	**Cash Flow From Financing Activities**			
	(Decrease)/Increase in Non-Current Borrowings	(209.65)	460.48	168.43
	(Decrease)/Increase in Current Borrowings	2,077.17	1,709.84	87.63
	NCI Porition of Share Capital in Subsidiary	-	-	332.22
	Interest paid on Borrowings	(325.26)	(107.50)	(15.76)
	Net Cash (Used) In/From Financing Activities	**1,542.26**	**2,062.82**	**572.52**

	Particulars	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
D	**Net Change In Cash & Cash Equivalents(A+B+C)**	**(23.74)**	**(122.29)**	**101.62**
E	**Cash & Cash Equivalents at beginning of the year**	**77.04**	**199.33**	**97.71**
F	**Cash & Cash Equivalents at end of the year**	**53.30**	**77.04**	**199.33**

Components of Cash & Cash Equivalents	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Cash on Hand	6.64	18.21	7.93
Term Deposits with maturity less than 3 months at inception	0.92	-	-
Balance with Banks in Current Accounts	45.75	58.83	191.40
Cheques, Drafts on Hand	-	-	-

Reconciliation of Liabilities arising from Financing Activities - For period April 23- March 24

Particulars	Opening Balance	Non-Cash Flows	Cash Flows	Closing Balance
Long-term Borrowings (Inc. current)	811.41	10.64	(192.14)	629.90
Short-term Borrowings Secured	1,607.21		2,104.02	3,711.23
Short-term Borrowings Unsecured	1.37		0.05	1.42
Total financial liabilities	**2,419.99**	**10.64**	**1,911.94**	**4,342.56**

Reconciliation of Liabilities arising from Financing Activities - For period April 22- March 23

Particulars	Opening Balance	Non-Cash Flows	Cash Flows	Closing Balance
Long-term Borrowings (Inc. current)	303.30	0.67	507.44	811.41
Short-term Borrowings Secured	-		1,607.21	1,607.21
Short-term Borrowings Unsecured	1.77		(0.40)	1.37
Total financial liabilities	**305.06**	**0.67**	**2,114.26**	**2,419.99**

Reconciliation of Liabilities arising from Financing Activities - For period April 21 -March 22

Particulars	Opening Balance	Non-Cash Flows	Cash Flows	Closing Balance
Long-term Borrowings (Inc. current)	48.11	1.97	253.21	303.30
Short-term Borrowings Secured	-	-	-	-
Short-term Borrowings Unsecured	0.89	-	0.88	1.77
Total financial liabilities	**49.00**	**1.97**	**254.09**	**305.06**

Note:1 The Statement of Cash Flows has been prepared under the "Indirect Method" as set out in Ind AS - 7 "Statement of Cash Flows".
Note-2: Previous Year's figures have been recasted/regrouped, wherever necessary, to conform to the current year's figures.

Note: The above statement should be read with Annexure V, Annexure VI and Annexure VII to the Restated Consolidated Financial Information.
As per our separate report of even date attached

For and on behalf of the Board of Directors of Prostarm Info Systems Limited

For Mansaka Ravi & Associates
Chartered Accountants
FRN :- 015023C

(Tapan Ghose)
Chairman & Managing Director
DIN:- 01739231

(Vikas Shyamsunder Agarwal)
Whole Time Director
DIN:- 01940262

(CA Ravi Mansaka)
Partner
M. No. 410816

UDIN: 24410816BKCZNE3867
Place : Navi Mumbai
Dated : 20th September, 2024

(Ram Agarwal)
Whole Time Director & CEO
DIN:- 01739245

(Abhishek Jain)
Chief Financial Officer
PAN-ACJPJ8591L

(Sachin Gupta)
Company Secretary
M. No. F-12500

PROSTARM INFO SYSTEMS LIMITED
Plot No.. EL 79, Electronic Zone, TTC, MIDC, Mahape, Navi Mumbai, Thane, Maharashtra, India, 400710
Email: sales@prostarm.com, Website: www.prostarm.com, Tel: +91 22 49856522/26
CIN: U31900MH2008PLC368540

Annexure IV - Restated Consolidated Statement of Changes in Equity
(All amounts in ₹ Lakhs, except as otherwise stated)

A. Equity Share Capital
(1) Current reporting period ended on 31st March, 2024

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
4,287.46	-	4,287.46	-	4,287.46

(2) Previous reporting period ended on 31st March, 2023

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
908.36	-	908.36	3,379.10	4,287.46

(3) Previous reporting period ended on 31st March, 2022

Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
908.36	-	908.36	-	908.36

B Other Equity
(1) Current reporting period ended on 31st March, 2024

Particulars	Attributable to Equity Shareholders of the Parent Company				Non-Controlling Interest	Total
	Reserves & Surpluses		Other Compre-hensive Income	Total Other Equity		
	Security Premium	Retained Earnings				
Balance at the beginning of the current reporting period	-	1,784.44	28.77	1,813.21	216.06	2,029.27
Changes in accounting policy or prior period errors	-	-		-	-	-
Restated balance at the beginning of the current reporting period	-	1,784.44	28.77	**1,813.21**	216.06	2,029.27
Total Comprehensive Income for the year		2,333.95	(1.62)	**2,332.32**	(52.22)	2,280.10
Dividends	-	-		-	-	-
Transfer to retained earnings	-	-		-	-	-
Capitalisation by Issue of Bonus Shares	-	-		-	-	-
Balance at the end of the current reporting period	**-**	**4,118.39**	**27.15**	**4,145.53**	**163.83**	**4,309.37**

(2) Previous reporting period ended on 31st March, 2023

Particulars	Attributable to Equity Shareholders of the Parent Company				Non-Controlling Interest	Total
	Reserves & Surpluses		Other Compre-hensive Income	Total Other Equity		
	Security Premium	Retained Earnings				
Balance at the beginning of the reporting period	-	3,164.98	22.43	3,187.41	279.96	3,467.37
Changes in accounting policy or prior period errors	-	-		-	-	-
Restated balance at the beginning of the reporting period	-	3,164.98	22.43	3,187.41	279.96	3,467.37
Total Comprehensive Income for the year	-	1,998.56	6.34	2,004.90	(63.91)	1,941.00
Dividends	-	-		-	-	-
Transfer to retained earnings	-	-		-	-	-
Capitalisation by Issue of Bonus Shares	-	(3,379.10)		(3,379.10)	-	(3,379.10)
Balance at the end of the reporting period	-	1,784.44	28.77	1,813.21	216.06	2,029.27

(3) Previous reporting period ended on 31st March, 2022

Particulars	Attributable to Equity Shareholders of the Parent Company				Non-Controlling Interest	Total
	Reserves & Surpluses		Other Compre-hensive Income	Total Other Equity		
	Security Premium	Retained Earnings				
Balance at the beginning of the reporting period	-	2,025.67	17.36	2,043.02	-	2,043.02
Changes in accounting policy or prior period errors	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	2,025.67	17.36	2,043.02	-	2,043.02
Total Comprehensive Income for the year		1,139.31	5.08	1,144.39	(52.26)	1,092.13
NCI Portion on Investment in Subsidiary					332.22	332.22
Dividends	-	-	-	-		-
Transfer to retained earnings	-	-	-	-	-	-
Any other change (to be specified)	-	-	-	-	-	-
Balance at the end of the reporting period	-	3,164.98	22.43	3,187.41	279.96	3,467.37

Note: The above statement should be read with Annexure V, Annexure VI and Annexure VII to the Restated Consolidated Financial Information
As per our separate report of even date attached

For and on behalf of the Board of Directors of Prostarm Info Systems Limited

For Mansaka Ravi & Associates
Chartered Accountants
FRN :- 015023C

(Tapan Ghose)
Director
DIN:- 01739231

(Vikas Shyamsunder Agarwal)
Whole Time Director
DIN:- 01940262

(CA Ravi Mansaka)
Partner
M. No. 410816
UDIN: 24410816BKCZNE3867

(Ram Agarwal)
Whole Time Director & CEO
DIN:- 01739245

(Abhishek Jain)
Chief Financial Officer
PAN-ACJPJ8591L

(Sachin Gupta)
Company Secretary
M. No. F-12500

Place : Navi Mumbai
Dated : 20th September, 2024

(All amounts in Rs. Lakhs, except as otherwise stated)

1. (a) Company Overview

PROSTARM INFO SYSTEMS LIMITED, ("the Company" or "Parent Company"), conceptualized and promoted by a group of entrepreneurs having varied experience in the field of Power Electronics, got incorporated on 11th January 2008 with the primary objective to provide power back up and power conditioning solutions to critical loads like ATMs, Banks, Financial Services & Insurance institutions, Corporates, Academic Institutes, Hospitals/ Diagnostic centres, Railways, Engineering, Oil & Gas, Power, Airport, Defense and other companies in PSU and private sector.

Prostarm Info Systems Limited, over the span of 1.6 decades, have graduated into a multifaceted entity specializing in providing total solutions & services related to Power back-up and Power Conditioning products. The company currently deals in Uninterrupted Power Supply (UPS) Systems, Solar PV Power Plants, Batteries, lithium-ion battery packs, Servo Controlled Voltage Stabilizers, Solar Hybrid Inverter & other related power conditioning equipment. The Company expanded its manufacturing capabilities in Mumbai and Pune including the manufacturing facility of its subsidiary during the financial year 2022-23. In Mumbai, State of the Art Plant & Machineries installed for multi folding the production capacity of lithium-ion battery packs.

The company has its registered office located at Plot No. EL 79, Electronic Zone, TTC, MIDC, Mahape, Navi Mumbai, Thane, Maharashtra, India, 400710.

The Group's Restated Consolidated Financial Information for the **year ended March 31, 2024, March 31, 2023 and March 31, 2022** were authorized and approved for issue by the Board of Directors on **September 20, 2024.**

(b) Group Information

Information about subsidiaries

The Restated Consolidated Financial Information of the Group includes subsidiaries listed in the table below:

Name of Company (Nature of Business)	CIN No.	Country of Incor-poration	Ownership interest as on March 31, 2024	Ownership interest as on March 31, 2023	Ownership interest as on March 31, 2022
Prostarm Energy Systems Private Limited (Manufacturer of Customized Power Electronic Solutions)	U29308PN2021-PTC202708	India	51%	51%	51%

2.1 Basis of Preparation of Restated Consolidated Financial Information

The Restated Consolidated Financial Information comprises of:

Restated Consolidated Statement of Assets and Liabilities of the Parent Company and its subsidiaries, (the Parent Company together with its subsidiaries hereinafter referred to as "the Group") as at 31 March, 2024, March 31, 2023 and March 31, 2022, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income/Loss), Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash Flows for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 and the summary of significant accounting policies and explanatory notes (collectively 'the Restated Consolidated Financial Information);

These Restated Consolidated Financial Information have been prepared by the management as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") issued by the Securities and Exchange Board of India ('SEBI'), in pursuance of the Securities and Exchange Board of India Act, 1992, for the purpose of inclusion in the Draft Red Herring Prospectus ('DRHP') in connection with the proposed initial public offering of equity shares of face value of Rs. 10 each of the Parent Company (the "Offer"), in terms of the requirements of:

1. Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
2. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended;
3. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note"); and

The Restated Consolidated Financial Information has been compiled from:

These Restated Consolidated Financial Information have been compiled by the management of the Company from:

a) Audited consolidated financial statements of the Group as at and for the year ended **March 31, 2024, March 31, 2023 and March 31, 2022** prepared in accordance with Indian Accounting Standards (referred to as "Ind AS") as prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on **26th August, 2024, 10th July, 2023 and September 3, 2022** respectively.

b) The audited consolidated financial statements referred to in paragraph (a) above includes financial statements and other financial information in relation to the Company's subsidiary,as listed below, which are audited by Other Auditors:

(All amounts in Rs. Lakhs, except as otherwise stated)

Name of the Entity	Relationship	Name of Audit Firm	Period audited by Other Auditors
Prostarm Energy Systems Pvt Ltd	Subsidiary	BSA & Associates LLP	July 17, 2021 (Date of Incorporation) to March 31, 2022
Prostarm Energy Systems Pvt Ltd	Subsidiary	BSA & Associates LLP	For the Year ended March 31, 2023
Prostarm Energy Systems Pvt Ltd	Subsidiary	BSA & Associates LLP	For the Year ended March 31, 2024

2.2 Basis of Measurement

The Restated Consolidated Financial Information have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities, including derivative financial instruments which have been measured at fair value as described below and defined benefit plans which have been measured at actuarial valuation as required by relevant Ind ASs.

The statement of cash flows has been prepared under indirect method, whereby profit or loss is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expense associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

2.3 Basis of consolidation

The Restated Consolidated Financial Information comprises of the financial information of the Company and its subsidiaries as at March 31, 2024, March 31, 2023 and March 31, 2022. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- the ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee

- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the Restated Consolidated Financial Information from the date the Group gains control until the date the Group ceases to control the subsidiary. The Restated Consolidated Financial Information are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the Restated Consolidated Financial Information for like transactions and events in similar circumstances, appropriate adjustments are made to Restated Consolidated Financial Information in preparing the Restated Consolidated Financial Information to ensure conformity with the group's accounting policies.

Consolidation procedure:

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the Parent Company with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the Restated Consolidated Financial Information at the acquisition date.
(b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.
(c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and property, plant and equipment are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the restated summary financial information. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of Profit and Loss resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the summary statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary

- Derecognises the carrying amount of any non-controlling interests
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received - Recognises the fair value of any investment retained - Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities

2.4 Current v/s Non-Current Classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

Assets

An asset is classified as current when it satisfies any of the following criteria:

a. it is expected to be realised in, or is intended for sale or consumption in, the Group's normal operating cycle;

b. it is held primarily for the purpose of being traded;

c. it is expected to be realised within 12 months after the reporting date; or

d. it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

a. it is expected to be settled in the Group's normal operating cycle;

b. it is held primarily for the purpose of being traded;

c. it is due to be settled within 12 months after the reporting date; or

d. the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current assets/ liabilities include the current portion of non-current assets/ liabilities respectively. All other assets/ liabilities are classified as non-current.

Deferred Tax Assets and Liabilities are classified as non-current assets and liabilities.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Company considers its operating cycle to be within one year.

2.5 Functional and Presentation Currency

These Restated Ind AS Summary Statements are prepared in Indian Rupee ("₹") which is the Company's functional currency. All financial information presented in Rupees has been rounded to the nearest Millions with two decimals, except when otherwise indicated.

3 MATERIAL ACCOUNTING POLICIES

The Group has applied following accounting policies to all periods presented in the Restated Ind AS Summary Statements.

a) Property, Plant and Equipment [PPE]

(i) Definition

Property, plant and equipment are tangible items that:

(A) are held for use in the production or supply of goods or services, for rental to others, or for administrative purposes; and

(B) are expected to be used during more than one period.

(ii) Recognition & Initial Measurement

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any.

The initial cost of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, attributable borrowing cost and any other directly attributable costs of bringing an asset to working condition and location for its intended use. It also includes the present value of the expected cost for the decommissioning and removing of an asset and restoring the site after its use, if the recognition criteria for a provision are met.

(iii) Subsequent Measurement (depreciation and useful lives)

Assets in the course of development or construction and freehold land are not depreciated.

Other property, plant and equipment are stated at cost less accumulated depreciation and any provision for impairment. Depreciation commences when the assets are ready for their intended use.

Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are normally charged to the statements of profit and loss in the period in which the costs are incurred. Major inspection and overhaul expenditure is capitalized if the recognition criteria are met When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives.

Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred.

Depreciation is calculated on the depreciable amount, which is the cost of an asset less its residual value. Depreciation is provided at rates calculated to write off the cost, less estimated residual value, of each asset on a written down value basis over its expected useful life of the assets as prescribed under Part C of Schedule II to the Companies Act, 2013.

Depreciation on PPE sold, discarded or demolished during the year, if any, is being provided pro-rata up to the date on which such PPE are sold, discarded or demolished.

Leasehold land & building and improvements are amortized on the basis of duration and other terms of lease.

When parts of an item of Property, Plant and Equipment have different useful life, they are accounted for as separate items (Major components) and are depreciated over the useful life respectively.

Right-of-use Assets (Land & Building under operating Lease) is amortised on a straight-line basis over the period of respective lease term.

The residual values, useful lives and methods of depreciation of PPE are reviewed at the end of each financial year considering the physical condition of the PPE and benchmarking analysis or whenever there are indicators for review of residual value and useful life.

Items such as spare parts, stand-by equipment and servicing equipment are recognised in accordance with this Ind AS when they meet the definition of property, plant and equipment. Otherwise, such items are classified as inventory. It is estimated that spares having a value of more than Rs. 0.20 Mn are assumed to qualify for the definition of property plant equipment. Life of the spares has been considered to be 18 months. Residual value of 5% has been considered for all the spares capitalised. The residual value of such spares is transferred to the Statement of Profit and Loss as and when they are consumed.

(iv) De-recognition

PPE are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the Statement of Profit and Loss in the period of de-recognition.

b) Capital Work-in-Progress

Assets in the course of construction are capitalized in capital work in progress account. At the point when an asset is capable of operating in the manner intended by management, the cost of construction is transferred to the appropriate category of property, plant and equipment. Costs associated with the commissioning of an asset are capitalised when the asset is available for use but incapable of operating at normal levels until the period of commissioning has been completed.

c) Intangible Assets

(i) Recognition and initial measurement

Intangible assets acquired are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

(ii) Subsequent Measurement & Amortization

The useful lives of intangible assets are assessed as either finite or indefinite. The Group currently does not have any intangible assets with indefinite useful life. Intangible assets are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

(iii) De-recognition

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

d) Investment Properties

(i) Recognition and initial measurement

Investment properties are properties held to earn rentals or for capital appreciation, or both. Investment properties are measured initially at cost, including transaction costs. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

(ii) Subsequent Measurement & Amortization

Subsequent costs are included in the asset’s carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group.

Though the Group measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer who holds a recognised and relevant professional qualification and has experience in the category of the investment property being valued.

Investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any, subsequently. Depreciation is provided from the date the assets are put to use, on written down value method as per the useful life of the assets as prescribed under Part C of Schedule II of the Companies Act, 2013

Depreciation on Investment Properties sold, discarded or demolished during the year, if any, is being provided pro-rata up to the date on which such Investment Properties are sold, discarded or demolished.

Leasehold land & Building and improvements are amortised on the basis of duration and other terms of lease.

The residual values, useful lives and methods of depreciation of Investment Properties are reviewed at the end of each financial year considering the physical condition of the Investment Properties and benchmarking analysis or whenever there are indicators for review of residual value and useful life.

(iii) De-recognition

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the Statement of Profit and Loss in the period of de-recognition.

e) Revenue Recognition

(i) Revenue from contract with customer is recognised, when control of the goods or services are transferred to the customer, at an amount that reflects the consideration to which the Group is expected to be entitled in exchange for those goods or services.

(ii) Group generally follows mercantile system of accounting and recognizes significant items of incomes on accrual basis. The revenues have been duly recognized in accordance with the provisions of Indian Accounting Standards – 115. However, some of expenditures are accounted for on the receipt of bill or invoice of the same which are not material.

(iii) Revenue is measured at the fair value of the consideration received or receivable, net of discounts, volume rebates, outgoing service tax, Goods & Service Tax (GST) and other applicable indirect taxes.

(iv) Service tax / Goods & Service Tax (GST) is not received by the Group on its own account. Rather, it is tax collected on value added to the services by the service provider on behalf of the Government. Accordingly, it is excluded from revenue.

(v) Revenue is recognized to the extent that it is possible that the economic benefits will flow to the Group and the revenue can be reliably measured with reliable certainty of realizing the consideration.

(vi) Unbilled income represents the value of services rendered but not yet been invoiced on the reporting date due to contractual terms.

f) Interest Income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Interest is accounted on accrual basis on overdue receivables.

g) Dividend Income

Dividend income is recognized when the right to receive dividend is established.

h) Leases

On March 30, 2019, ministry of corporate affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases standard, Ind AS 17, Leases, and related interpretations. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the Statement of Profit and Loss. The standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

On completion of evaluation of the effect of adoption of Ind AS 116, the Group is using the 'Modified Retrospective Approach' for transitioning to Ind AS 116 and took the cumulative adjustment to retained earnings on the date of initial application (April 1, 2019). The Group as elected certain available practical expedients on transition.

The Group has adopted Ind AS 116 'Leases' effective April 1, 2019 and applied the Standard to its leases, pursuant to which it has reclassified its leased asset as Right-of-Use Assets.

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Group is classified as a finance lease.

(i) Group as a lessee

The Group's lease asset classes primarily consist of leases for land and building. The Group, at the inception of a contract, assesses whether the contract is a lease or not a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. This policy has been applied to contract existing and entered into on or after April 1, 2019.The Group has elected not to recognise Right-of-use Assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Group recognises the lease payments associated with these leases as an expense over the lease term.

The Group recognises a Right-of-use Asset and a lease liability at the lease commencement date. The Right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial costs incurred. The Right-of-use Asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate. Subsequently, lease liabilities are measured on amortised cost basis. In the comparative period, lease payments under operating leases are recognised as an expense in the Statement of Profit and Loss over the lease term.

The weighted average incremental borrowing rate applied to lease liabilities is considered 8% p.a.

(ii) Group as a lessor

Assets given under operating leases are included in investment properties. Lease income is recognised in the Statement of Profit and Loss on straight line basis over the lease term, unless there is another systematic basis which is more representative of the time pattern of the lease.

Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

Lease deposits received are financial instruments (financial liability) and need to be measured at fair value on initial recognition. The difference between the fair value and the nominal value of deposits is considered as rent in advance and recognised over the lease term on a straight-line basis. Unwinding of discount is treated as interest expense (finance cost) for deposits received and is accrued as per the EIR method.

i) Cash & Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash at banks, cash in hand, and short-term deposits, as defined above.

j) Taxation

(i) Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(ii) Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences, except when it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

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 taxes relate to the same taxable entity and the same taxation authority.

(iii) Sales Tax/ GST / VAT

Sales/ value added taxes paid on acquisition of assets or on incurring expenses are recognised net of the amount of sales/ value added taxes paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.
- When receivables and payables are stated with the amount of tax included, the net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

k) Inventories

Finished Goods-

Finished goods are valued at lower of cost or net realisable value. Cost includes direct materials and labour and a portion of manufacturing overhead based on normal operating capacity.Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. Finished Goods are measured at First In First Out basis.

Raw Materials, WIP and Stores & Spares-

Raw materials, components, stores and spares and work-in progress are valued at cost. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, components, stores and spares is determined on FIFO basis. Cost of Work in Progress is measured at First In First Out Basis.

Capital spares that qualifies the criteria of property, plant and equipment are recognised as PPE. Accordingly, the Group has capitalized spares having useful life of more than 12 months and corresponding depreciation is charged on them.”

Stock-in-Trade

Inventories being stock-in-trade are valued at the lower of cost and net realisable value.

Cost of these inventories are determined on First In First Out basis.

l) Employee Benefits

(i) Short-term employee benefits

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, performance incentives and compensated absences which are expected to occur in next twelve months. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

(ii) Post-employment benefits –

(a) Defined benefit plans – Gratuity

The Group has a defined benefit plan (the "Gratuity Plan"). The Gratuity Plan provides a lump sum payment to employees who have completed five years or more of service at retirement, disability or termination of employment, being an amount based on the respective employee's last drawn salary and number of years of employment with Group. Presently the Group's gratuity plan is unfunded.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets if any. This cost is included in employee benefit expense in the statement of profit and loss.

The liability or asset recognised in the balance sheet in respect of gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets if any. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income and are never reclassified to profit or loss. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the statement of profit and loss as past service cost.

(b) Defined Contribution Plans – Provident Fund & Employee State Insurance

Provident Fund, Pension Fund & Employee State Insurance (ESI) are defined contribution schemes as per applicable rules/statute and contribution made to the Provident Fund Trust, Regional Provident Fund Commissioner and Employee State Insurance Fund respectively are charged to the Statement of Profit and Loss.

(iii) Long-term Employee Benefits:-

Long-term employee benefits Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the obligation as at the Balance Sheet date. The cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at each Balance Sheet date. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur.

m) Earning Per Share

i) Group presents basic and diluted earnings per share ("EPS") data for its equity shares. Basic EPS is calculated by dividing the profit and loss attributable to equity shareholders of the Group by the weighted average number of equity shares outstanding during the period.

ii) Diluted EPS is determined by adjusting the profit and loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

n) Provisions and Contingencies

The assessments undertaken in recognising provisions and contingencies have been made in accordance with the applicable Ind AS.

Provisions represent liabilities to the Group for which the amount or timing is uncertain. Provisions are recognized when the Group has a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognized in the statement of profit and loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

Provision for Warranty: The Group makes provision for the probable future liability on account of the warranty based on the estimation of the warranty claims/expenses that the Group expects to materialize in the future. The Group assesses the need and quantum of provision for warranty based on conditions prevailing at each year-end.

The Group has significant capital commitments in relation to various capital projects which are not recognized on the balance sheet. In the normal course of business, contingent liabilities may arise from litigation and other claims against the Group. Guarantees are also provided in the normal course of business. There are certain obligations which management has concluded, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Group involved, it is not expected that such contingencies will have a material effect on its financial position or profitability.

Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefits is probable.

o) Cash Flow Statement

Cash flows are reported using indirect method as set out in Ind AS -7 "Statement of Cash Flows", whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

p) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the management. Operating segments are those components of the business whose operating results are regularly reviewed by the chief operating decision making body in the Group to make decisions for performance assessment and resource allocation. The reporting of segment information is the same as provided to the management for the purpose of the performance assessment and resource allocation to the segments.

q) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

r) Impairment of Non-Financial Assets

An asset is considered as impaired when at the date of Balance Sheet there are indications of impairment and the carrying amount of the asset exceeds its recoverable amount (i.e. the higher of the fair value less cost to sell and value in use). The carrying amount is reduced to the recoverable amount and the reduction is recognized as an impairment loss in the Statement of Profit and Loss. The impairment loss recognized in the prior accounting period is reversed if there has been a change in the estimate of recoverable amount. Post impairment, depreciation is provided on the revised carrying value of the carrying value of the impaired asset over its remaining useful life.

s) Government Grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is treated as deferred income and released to the statement of profit and loss over the expected useful lives of the assets concerned. When the Group receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to statement of profit and loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset. When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

t) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(A) Financial Assets

(i) Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through statement of profit and loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

(ii) Subsequent measurement

Subsequent measurement of financial assets is described below -

a. Financial Assets (Debt instruments) at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables.

b. Debt instrument at FVTOCI

A ‘debt instrument’ is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

c. Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Group has designated its investments in debt instruments as FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

(iii) De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'passthrough' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The xtransferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

(iv) Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits and trade receivables or any contractual right to receive cash or another financial asset.

Trade Receivables

A receivable is classified as a 'trade receivable' if it is in respect to the amount due from customers on account of goods sold or services rendered in the ordinary course of business.

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

In other words, trade receivables are recognised initially at fair value and subsequently measured at amortised cost less expected credit loss, if any.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, the Group reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

- **Financial assets measured as at amortised cost:** ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.
- **Debt instruments measured at FVTPL:** Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. The change in fair value is taken to the statement of Profit and Loss.
- **Debt instruments measured at FVTOCI:** Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Group does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

(B) Financial liabilities

(i) Initial Recognition & Measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through statement of profit and loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans & borrowings and payables, net of directly attributable transaction costs.

The Group’s financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through statement of profit and loss

Financial liabilities at fair value through statement of profit and loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through statement of profit and loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss. Financial liabilities designated upon initial recognition at fair value through statement of profit and loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to statement of profit and loss.

However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Group has not designated any financial liability as at fair value through statement of profit and loss.

(ii) Loans and Borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate (hereinafter referred as EIR) method. Gains and losses are recognized in statement of profit and loss when the liabilities are de-recognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

(iii) Buyers Credit

The Group enters into arrangements whereby financial institutions make direct payments to suppliers for raw materials and project materials. The financial institutions are subsequently repaid by the Group at a later date providing working capital timing benefits. These are normally settled up to twelve months (for raw materials) and up to 36 months (for project materials). Where these arrangements are for raw materials with a maturity of up to twelve months, the economic substance of the transaction is determined to be operating in nature and these are recognised as operational buyers' credit (under Trade and other payables). Where these arrangements are for project materials with a maturity up to 36 months, the economic substance of the transaction is determined to be financing in nature, and these are classified as projects buyers' credit within borrowings in the statement of financial position.

(iv) Financial liabilities – De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability.

The difference in the respective carrying amounts is recognised in the statement of profit and loss.

(v) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously. For more information on financial instruments Refer Note No. 56.

u) Investment in Subsidiaries, joint ventures and associates:

Subsidiary: A subsidiary is an entity controlled by the Company. Control exists when the Company has power over the entity, is exposed, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over entity. Power is demonstrated through existing rights that give the Company the ability to direct relevant activities, those which significantly affect the entity's returns.

Associate: Associate entities are entities, over which an investor exercises significant influence but not control. Significant influence is defined as power to participate in the financial or operating policy decisions of the investee but not control over the policies.

Company assumes that holding of 20% or more of the voting power of the investee (whether directly or indirectly) gives rise to significant influence, unless contrary evidences exist.

Joint arrangement: A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

v) Foreign currency transactions

(i) Initial Recognition

In the Restated Consolidated Financial Information of the Group, transactions in currencies other than the functional currency are translated into the functional currency at the exchange rates ruling at the date of the transaction.

(ii) Conversion

Monetary assets and liabilities denominated in other currencies are translated into the functional currency at exchange rates prevailing on the reporting date. Non-monetary assets and liabilities denominated in other currencies and measured at historical cost or fair value are translated at the exchange rates prevailing on the dates on which such values were determined.

(iii) Exchange Differences

All exchange differences are included in the statement of profit and loss except any exchange differences on monetary items designated as an effective hedging instrument of the currency risk of designated forecasted sales or purchases, which are recognized in the other comprehensive income.

w) Dividend Distribution

Dividend Distribution / Annual dividend distribution to the shareholders is recognised as a liability in the period in which the dividends are approved by the shareholders. Any interim dividend paid is recognised on approval by Board of Directors. Dividend payable and corresponding tax on dividend distribution is recognised directly in equity.

x) Prior Period Items

Errors of material amounts relating to prior period(s) are disclosed by a note with nature of prior period errors, amount of correction of each such prior period presented retrospectively in the statement of profit and loss and balance sheet, to the extent practicable along with change in basic and diluted earnings per share. However where retrospective restatement is not practicable for a particular period then the circumstances that lead to the existence of that condition and the description of how and from where the error is corrected are disclosed in Notes on Accounts.

y) Use of Estimates and Judgments

The preparation of the financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates under different assumptions and conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the Restated Consolidated Financial Information are elaborated in Note No. 4.

4A CRITICAL ESTIMATES AND JUDGEMENTS IN APPLYING ACCOUNTING POLICIES

The preparation of financial statements in conformity with generally accepted accounting principles in India requires management to make judgments, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and the results of operations during the reporting year end. Although these estimates and associated assumptions are based upon historical experiences and various other factors besides management's best knowledge of current events and actions, actual results could differ from these estimates. The estimates and underlying assumptions are reviewed on a periodic basis. Any revision in the accounting estimates is recognised in the period in which the results are known/ materialise.

Significant judgments and key sources of estimation in applying accounting policies are as follows:

a) Property, plant and equipment and useful life of property, plant and equipment and intangible assets

The carrying value of property, plant and equipment is arrived at by depreciating the assets over the useful life of assets. The estimate of useful life is reviewed at the end of each financial year and changes are accounted for prospectively.

b) Provisions and contingencies

The assessments undertaken in recognising provisions and contingencies have been made in accordance with the applicable Ind AS.

A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Where the effect of time value of money is material, provisions are determined by discounting the expected future cash flows.

The Group has significant capital commitments in relation to various capital projects which are not recognized on the balance sheet.

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Group. Guarantees are also provided in the normal course of business. There are certain obligations which management has concluded, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the Restated Consolidated Financial Information. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Group involved, it is not expected that such contingencies will have a material effect on its financial position or profitability [Refer Note 41].

c) Employee benefit expenses

Actuarial valuation for gratuity liability of the Group has been done by an independent actuarial valuer on the basis of data provided by the Group and assumptions used by the actuary. The data so provided and the assumptions used have been disclosed in the notes to accounts.

d) Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Group has determined that it can recognise deferred tax assets on the tax losses carried forward as it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised. Further details on taxes are disclosed in Note No. 38.

e) Impairment of accounts receivable and advances

Trade receivables carry interest and are stated at their fair value as reduced by appropriate allowances for expected credit losses. Individual trade receivables are written off when management deems them not to be collectible. Impairment is recognised for the expected credit losses.

f) Discounting of Security deposit, retention money and other long-term liabilities

For majority of the security deposits received from suppliers of goods or contractors and the retention moneys received, the timing of outflow, as mentioned in the underlying contracts, is not substantially long enough to discount. The treatment would not provide any meaningful information and would have no material impact on the Restated Summary Financial Information.

g) Amortized Cost for Employee Loans

Employee loans have not been recorded using Effective Interest Rate method due to absence of any material impact on Restated Consolidated Financial Information and involvement of practical difficulties.

h) Investment in Equity Instruments

Investments made in equity instruments other than subsidiaries, joint ventures and in associates, have been valued at fair value using the net asset value of the investee Companies as on the reporting date.

i) Restatement of Prior Period Items

Material prior period items, i.e. items having a value of above Rs. 5 Lakhs have been restated in the previous year financials.

4B. RECENT PRONOUNCEMENTS

Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

In terms of our attached report of even date

For Mansaka Ravi & Associates
Chartered Accountants
Firm Reg. No.: 015023C

For and on behalf of the Board of Directors of
Prostarm Info Systems Limited

(CA Ravi Mansaka)
Partner
Membership No. 410816

Tapan Ghose
Chairman & Managing Director
DIN:01739231

Vikas Shyamsunder Agarwal
Whole Time Director
DIN: 01940262

UDIN: 24410816BKCZNE3867

Place: Navi Mumbai
Date: 20th September, 2024

Ram Agarwal
CEO & Whole Time Director
DIN:01739245

Abhishek Jain
Chief Financial Officer
PAN-ACJPJ8591L

Sachin Gupta
Company Secretary
M. No. F-12500

(All amounts in ₹ Lakhs, except as otherwise stated)

1 PROPERTY, PLANT & EQUIPMENT

For the Period from 1st April, 2023 to 31st March, 2024

Particulars	Gross Carrying Value				Accumulated Depreciation				Net Carrying Value	
	Opening as on 1st April, 2023	Additions	Disposals	Closing as on 31st Mar, 2024	Opening as on 1st April, 2023	Additions	Disposals	Closing as on 31st Mar, 2024	As on 31st Mar, 2024	As on 31st Mar, 2023
Building - Freehold	59.24	0.42	-	**59.66**	9.99	3.89	-	**13.89**	**45.77**	**49.25**
Plant & Equipments	133.27	298.81	0.06	**432.02**	21.22	37.79	0.00	**59.01**	**373.01**	**112.05**
Computers	130.63	9.69	-	**140.32**	93.58	26.05	-	**119.63**	**20.69**	**37.05**
Motor Cars	299.77	28.23	15.02	**312.98**	164.96	47.80	14.27	**198.48**	**114.49**	**134.81**
Furniture & Fixtures	65.59	35.48	-	**101.07**	19.84	12.58	-	**32.42**	**68.65**	**45.75**
Office Equipments	43.12	7.89	-	**51.01**	20.31	11.12	-	**31.43**	**19.58**	**22.81**
Electrical Equipment	6.51	-	-	**6.51**	0.56	1.54	-	**2.10**	**4.40**	**5.95**
Total	**738.13**	**380.51**	**15.09**	**1,103.56**	**330.46**	**140.78**	**14.27**	**456.97**	**646.59**	**407.67**

For the Period from 1st April, 2022 to 31st March, 2023

Particulars	Gross Carrying Value				Accumulated Depreciation				Net Carrying Value	
	Opening as on 1st April, 2022	Additions	Disposals	Closing as on 31st Mar, 2023	Opening as on 1st April, 2022	Additions	Disposals	Closing as on 31st Mar, 2023	As on 31st Mar, 2023	As on 31st Mar, 2022
Building - Freehold	26.15	33.09	-	**59.24**	7.72	2.28	-	**9.99**	**49.25**	**18.43**
Plant & Equipments	64.35	74.51	5.59	**133.27**	4.34	17.18	0.30	**21.22**	**112.05**	**60.01**
Computers	111.26	19.37	-	**130.63**	58.11	35.47	-	**93.58**	**37.05**	**53.15**
Motor Cars	216.82	82.95	-	**299.77**	121.04	43.92	-	**164.96**	**134.81**	**95.78**
Furniture & Fixtures	25.17	40.42	-	**65.59**	8.10	11.74	-	**19.84**	**45.75**	**17.07**
Office Equipments	24.05	19.07	-	**43.12**	8.38	11.93	-	**20.31**	**22.81**	**15.67**
Electrical Equipment	-	6.51	-	**6.51**	-	0.56	-	**0.56**	**5.95**	**-**
Total	**467.81**	**275.92**	**5.59**	**738.13**	**207.70**	**123.07**	**0.30**	**330.46**	**407.67**	**260.11**

For the Period from 1st April, 2021 to 31st March, 2022

Particulars	Gross Carrying Value				Accumulated Depreciation				Net Carrying Value	
	Opening as on 1 April, 2021	Additions	Disposals	Closing as on 31 Mar, 2022	Opening as on 1 April, 2021	Additions	Disposals	Closing as on 31 Mar, 2022	As on 31st Mar, 2022	As on 31st Mar, 2021
Building - Freehold	26.15	-	-	**26.15**	6.77	0.94	-	**7.72**	**18.43**	19.38
Plant & Equipments	1.05	63.31	-	**64.35**	0.02	4.32	-	**4.34**	**60.01**	1.02
Computers	46.63	64.64	-	**111.26**	33.71	24.40	-	**58.11**	**53.15**	12.91
Motor Cars	130.52	86.30	-	**216.82**	103.00	18.04	-	**121.04**	**95.78**	27.52
Furniture & Fixtures	8.72	16.45	-	**25.17**	4.76	3.34	-	**8.10**	**17.07**	3.96
Office Equipments	6.12	17.93	-	**24.05**	4.10	4.28	-	**8.38**	**15.67**	2.02
Electrical Equipment	-	-	-	**-**	-	-	-	**-**	**-**	-
Total	**219.20**	**248.61**	**-**	**467.81**	**152.37**	**55.33**	**-**	**207.70**	**260.11**	**66.82**

Note: The above statement should be read with Annexure V, Annexure VI and Annexure VII to the Restated Consolidated Financial Information.

(All amounts in ₹ Lakhs, except as otherwise stated)

2 CAPITAL WORK-IN-PROGRESS [CWIP]

(a) **Tangible Assets Under Development**

Particulars	Land	Building	Total
Balance as at 31st March, 2021	**-**	**-**	**-**
Additions during the Year	-	-	-
Capitalised During the Year	-	-	-
Balance as at 31st March, 2022	**-**	**-**	**-**
Additions during the Year	**406.20**	**491.11**	**897.31**
Capitalised During the Year	-	-	-
Balance as at 31st March, 2023	**406.20**	**491.11**	**897.31**
Additions during the Year	2.20	458.21	**460.41**
Capitalised During the Year	408.40	-	**408.40**
Balance as at 31st March, 2024	**-**	**949.32**	**949.32**

(b) **Capital Work-In-Progress Ageing**

Balance as at 31st March, 2024

Particulars	Amount in Capital work in progress for a period of				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Project in Progress	458.21	491.11	-	-	**949.32**
Projects Temporarily Suspended	-	-	-	-	**-**

Balance as at 31st March, 2023

Particulars	Amount in Capital work in progress for a period of				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Project in Progress	897.31		-	-	**897.31**
Projects Temporarily Suspended	-	-	-	-	**-**

Balance as at 31st March, 2022

Particulars	Amount in Capital work in progress for a period of				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Project in Progress	-	-	-	-	**-**
Projects Temporarily Suspended	-	-	-	-	**-**

(c) There are no CWIP assets which become overdue compared to their original plans or where cost is exceeded compared to original plans, therefore, disclosure relating thereto is not required.

Note: The above statement should be read with Annexure V, Annexure VI and Annexure VII to the Restated Consolidated Financial Information.

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Annexure VI - Notes to the restated consolidated financial information

(All amounts in ₹ Lakhs, except as otherwise stated)

3 INVESTMENT PROPERTY

A. Completed Investment Properties

Particulars	Land Leasehold	Buildings	Total
Gross Block			
Balance as at 31st March, 2021	-	328.03	**328.03**
Additions		-	-
Disposals	-	42.70	42.70
Balance as at 31st March, 2022	**-**	285.33	**285.33**
Additions		-	-
Disposals	-	-	-
Balance as at 31st March, 2023	**-**	285.33	**285.33**
Additions		-	-
Disposals	-	-	-
Balance as at 31st March, 2024	**-**	285.33	**285.33**
Accumulated Depreciation			
Balance as at 31st March, 2021	**-**	163.21	**163.21**
Additions	-	7.93	7.93
Disposals	-	14.18	14.18
Balance as at 31st March, 2022	**-**	156.95	**156.95**
Additions	-	6.19	6.19
Disposals	-	-	-
Balance as at 31st March, 2023	**-**	163.14	**163.14**
Additions	-	5.89	5.89
Disposals	-	-	-
Balance as at 31st March, 2024	**-**	169.03	**169.03**
Net Block			
Balance as at 31st March, 2022	**-**	128.38	**128.38**
Balance as at 31st March, 2023	**-**	122.19	**122.19**
Balance as at 31st March, 2024	**-**	**116.30**	**116.30**

B. Under Development Investment Properties

Particulars	Land Freehold	Buildings	Total
Balance as at 31st March, 2021	-	-	-
Additions during the Year	-	114.45	114.45
Capitalised During the Year	-	-	-
Balance as at 31st March, 2022	**-**	114.45	**114.45**
Additions during the Year	-	28.78	28.78
Capitalised During the Year	-	-	-
Balance as at 31st March, 2023	**-**	143.23	**143.23**
Additions during the Year	-	19.18	19.18
Capitalised During the Year	-	-	-
Balance as at 31st March, 2024	**-**	162.41	**162.41**

C. Total Investment Properties [A+B]

Balance as at 31st March, 2022	**-**	242.82	**242.82**
Balance as at 31st March, 2023	**-**	265.42	**265.42**
Balance as at 31st March, 2024	**-**	278.71	**278.71**

(All amounts in ₹ Lakhs, except as otherwise stated)

3.1 Ageing Schedule Investment Properties Under Development

Balance as at 31st March, 2024

Investment Properties Under Development	Amount for a period of				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Flat No. 3307, Parkwood, Thane	9.59	14.39	57.22	-	81.21
Flat No. 3308, Parkwood, Thane	9.59	14.39	57.22	-	81.21
Total	**19.18**	**28.78**	**114.45**	**-**	**162.41**

Balance as at 31st March, 2023

Investment Properties Under Development	Amount for a period of				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Flat No. 3307, Parkwood, Thane	14.39	57.22	-	-	71.61
Flat No. 3308, Parkwood, Thane	14.39	57.22	-	-	71.61
Total	**28.78**	**114.45**	**-**	**-**	**143.23**

Balance as at 31st March, 2022

Investment Properties Under Development	Amount for a period of				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Flat No. 3307, Parkwood, Thane	57.22	-	-	-	57.22
Flat No. 3308, Parkwood, Thane	57.22	-	-	-	57.22
Total	**114.45**	**-**	**-**	**-**	**114.45**

3.2 Amount recognised in Statement of Profit or Loss for Investment Properties

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Rental Income derived from Investment Properties	7.95	6.60	4.38
Less: Direct Operating Expenses (Including repairs & maintenance) generating rental income	2.03	0.28	3.68
Less: Direct Operating Expenses (Including repairs & maintenance) that did not generate rental income	0.20	0.19	-
Profit arising from Investment Properties before Depreciation	5.72	6.14	0.70
Less: Depreciation for the Year	5.89	6.19	7.93
Profit/(Loss) arising from Investment Properties	**(0.17)**	**(0.05)**	**(7.22)**

3.3 Leasing Arrangements

Minimum lease payments receivable under non-cancellable operating lease of investments properties are as follows:

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Not Later than one Year	5.42	-	-
Later than one year and not later than five years	16.77	-	-
Later than five years	-	-	-
Lease income recognised during the year in profit and loss	7.95	6.60	4.38

Note: Group has not entered into any lease agreement with the tenants.

3.4 **Fair Values**

The Group has not got revalued its investment properties and they are carried at amortized value in the financial statements.The Group has no restrictions on the realisability of its investment properties.

(All amounts in ₹ Lakhs, except as otherwise stated)

3.5 **There are no contractual obligations to purchase, construct or develop investment property except below:**

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
In respect of Purchase of Property (Flat No. 3307 & 3308, Parkwood, Thane):			
Not Later than one Year	57.59	76.77	28.78
Later than one year and not later than five years			76.77
Later than five years	-	-	-

3.6 **No contingent rent recognised / (adjusted) in the Profit or Loss in respect of operating lease.**

(All amounts in ₹ Lakhs, except as otherwise stated)

4 INTANGIBLE ASSETS

Particulars	Technology	Softwares	Trademark	Total
Gross Carrying Value				
Balance as at 31st March, 2021	-	-	0.19	**0.19**
Additions	296.13	2.67	-	**298.80**
Disposals	-	-	-	**-**
Balance as at 31st March, 2022	296.13	2.67	0.19	**298.98**
Additions	-	15.63	-	**15.63**
Disposals	-	-	-	**-**
Balance as at 31st March, 2023	296.13	18.30	0.19	**314.61**
Additions	-	4.00	-	**4.00**
Disposals	-	-	-	**-**
Balance as at 31st March, 2024	296.13	22.31	0.19	**318.62**
	-	-	-	**-**
Accumulated Amortization	-	-	-	**-**
Balance as at 31st March, 2021	-	-	0.02	**0.02**
Additions	29.61	0.79	0.03	**30.43**
Disposals	-	-	-	**-**
Balance as at 31st March, 2022	29.61	0.79	0.05	**30.45**
Additions	29.61	5.50	0.03	**35.14**
Disposals	-	-	-	**-**
Balance as at 31st March, 2023	59.23	6.28	0.08	**65.58**
Additions	29.61	7.00	0.02	**36.63**
Disposals	-	-	-	**-**
Balance as at 31st March, 2024	88.84	13.28	0.10	**102.22**

Net Carrying Value				
Balance as at 31st March, 2022	**266.51**	**1.89**	**0.13**	**268.53**
Balance as at 31st March, 2023	**236.90**	**12.02**	**0.11**	**249.03**
Balance as at 31st March, 2024	**207.29**	**9.03**	**0.09**	**216.40**

Note: The above statement should be read with Annexure V, Annexure VI and Annexure VII to the Restated Consolidated Financial Information.

(All amounts in ₹ Lakhs, except as otherwise stated)

5 RIGHT-OF-USE-ASSETS[1]

Particulars	Amount
Gross Values	
Balance as at 31st March, 2021	**41.17**
Additions	-
Disposals	-
Balance as at 31st March, 2022	**41.17**
Additions	-
Disposals	-
Balance as at 31st March, 2023	**41.17**
Additions	408.40
Disposals	-
Balance as at 31st March, 2024	**449.57**
Accumulated Amortization	
Balance as at 31st March, 2021	**0.57**
Additions	**0.42**
Disposals	**-**
Balance as at 31st March, 2022	**0.98**
Additions	0.42
Disposals	-
Balance as at 31st March, 2023	**1.40**
Additions	9.62
Disposals	-
Balance as at 31st March, 2024	**11.02**
Net Book Values	
Balance as at 31st March, 2022	**40.19**
Balance as at 31st March, 2023	**39.78**
Balance as at 31st March, 2024	**438.55**

Note: 1> ROU Assets as above consists the plot of land and land part of building.
Note: 2> The above statement should be read with Annexure V, Annexure VI and Annexure VII to the Restated Consolidated Financial Information.

(All amounts in ₹ Lakhs, except as otherwise stated)

6 NON-CURRENT FINANCIAL ASSETS - TRADE RECEIVABLES

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Secured, considered good	-	-	**-**
Unsecured, considered good			
Due from Related Parties	-	-	-
Others	-	-	4.34
Trade receivables which have significant increase in credit risk	-	-	-
Trade receivables - Credit Impaired	-	-	-
Allowance for Expected Credit Loss	-	-	-
Total[1,2,3,4]	**-**	**-**	**4.34**

Notes: 1. Carrying value of trade receivables may be affected by the changes in the credit risk of counterparties as explained in Note No. 42.

2. For lien/charge against trade receivables refer Note No. 20 & 23.

3. No non-current trade receivables are due from directors or other officers of the Group either severally or jointly with any other person and no trade receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.

4. For Ageing of Non-Current Trade Receivables, refer Note No. 45.2, 45.4 & 45.6.

7 NON-CURRENT FINANCIAL ASSET- INVESTMENTS

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Investments carried at Cost			
Unquoted Investments			
(a) Investment in Equity Instruments	-	-	-
(b) Investment in Mutual Funds	-	-	-
Units of ICICI Produntial Liquid Fund	0.10	0.10	0.10
(c) Other Non-Current Investments	-	-	
Investment in Silver Coins	0.15	0.15	0.15
Total	**0.25**	**0.25**	**0.25**

Aggregate Values :	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
1. Aggregate amount of quoted investments		-	-
2. Aggregate amount of market value of quoted investments		-	-
3. Aggregate amount of unquoted investments	0.25	0.25	0.25
4. Aggregate amount of impairment in value of investments		-	-
	Level-1	**Level-1**	**Level-1**
Classification of Investments			
Unquoted Investments	0.25	0.25	0.25

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8 OTHER FINANCIAL ASSETS - NON CURRENT

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Unsecured, considered good			
Security Deposits	24.18	11.49	4.76
Retention Money Receivable	389.06	313.63	103.81
Bank deposits with more than 12 Months Maturity[1]	942.33	1,103.06	572.57
Other Loans & Advances	-	-	9.05
Total	**1,355.57**	**1,428.18**	**690.18**

Note:1 Earmarked balances with banks primarily consists of margin money against loans and margin money against performance guarantees obtained by the Group.

9 OTHER NON CURRENT ASSETS

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Unsecured, considered good			
Advances against Purchase of Capital Assets	11.00	11.00	-
Total	**11.00**	**11.00**	**-**

10 INVENTORIES

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Inventories of Stock-In-Trade [1,2,3]			
Stock-In-Trade	4,200.23	2,943.11	2,534.47
Stock-In-Transit	-	1.49	291.69
Spares & Parts	239.78	2.39	40.72
Packing Materials & Other Consumables	-	3.19	0.63
Raw Material[2,3]	900.79	585.66	210.43
Work in Progress[2,3]	5.82	236.37	35.30
Finished Goods[2,3]	507.29	396.51	54.10
Total Closing Stock	**5,853.91**	**4,168.72**	**3,167.35**

Note: 1. Inventory of Stock-In-Trade includes Batteries, UPS and Inverters as a major component of total inventory.
Note: 2. Entire inventory of the Parent Company has been hypothecated as security against certain bank borrowings of the Parent Company as at 31st March, 2024 and 31st Mar, 2023. For more details of lien/charge against inventories refer Note No. 20 & 23.
Note: 3 These inventories are valued at lower of cost or net reliasable value.

11 CURRENT FINANCIAL ASSET- INVESTMENTS

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Investments carried at Cost			
Unquoted Investments			
(a) Investment in Shares	-	-	-
(b) Investment in Mutual Funds	-	-	-
13550. 527 Units of Axis Liquid Fund - Regular Growth (PY)	-	-	316.98
Total		**-**	**316.98**

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Aggregate Values :	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
1. Aggregate amount of quoted investments		-	-
2. Aggregate amount of market value of quoted investments		-	-
3. Aggregate amount of unquoted investments		-	316.98
4. Aggregate amount of impairment in value of investments		-	-
	Level 3	**Level 3**	**Level-1**
Classification of Investments			
Unquoted Investments		-	316.98

12 CURRENT FINANCIAL ASSETS - TRADE RECEIVABLES

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Secured, considered good		-	-
Unsecured, considered good	9,074.21	6,682.29	3,485.48
Trade receivables which have significant increase in credit risk	-	-	-
Trade receivables - Credit Impaired	-	-	-
Allowance for Expected Credit Loss	(43.92)	(9.57)	-
Total[1,2,3,4]	**9,030.29**	**6,672.73**	**3,485.48**

Notes: 1. Carrying value of trade receivables may be affected by the changes in the credit risk of counterparties as explained in Note No. 42.
2. For lien/charge against trade receivables refer Note No. 20 & 23.
3. No current trade receivables are due from directors or other officers of the Group either severally or jointly with any other person and no trade receivables are due from firms or private companies respectively in which any director is a partner, a director or a member except as reported in Note No. 39.
4. For Ageing of Current Trade Receivables, refer Note No. 45.1, 45.3 & 45.5.

13 CASH & CASH EQUIVALENTS[1]

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Balance with Banks			
In Current Accounts	45.75	58.83	191.40
In Term Deposits with maturity less than 3 months at inception[3]	0.92	-	-
Cheques, Drafts on Hand	-	-	-
Cash on Hand	6.64	18.21	7.93
Total	**53.30**	**77.04**	**199.33**

Note:1 There are no restriction with regard to cash and cash equivalents as at the end of reporting period and prior periods.
Note:2 Balance in current accounts at the end of the year are subject to reconciliation.
Note:3 Earmarked balances with banks primarily consists of margin money against loans and margin money against performance guarantees obtained by the Group.

14 CURRENT FINANCIAL ASSETS - OTHER BANK BALANCES

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Unsecured, considered good:			
Deposits with Banks	-		
Earmarked balances with banks[1]	-		
In Term Deposits with maturity more than 3 months but less than 12 months at inception	21.33	8.66	-
Total	**21.33**	**8.66**	**-**

Note:1 Earmarked balances with banks primarily consists of margin money against loans and margin money against performance guarantees obtained by the Group.

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15 CURRENT FINANCIAL ASSETS - LOANS

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Unsecured, considered good			
Loans and advances to Employees	49.77	35.81	26.71
Loans and advances to Directors	0.67	4.35	-
Total	**50.44**	**40.15**	**26.71**

Note: There are certain amount due from directors, their relatives or other officers of the Company either severally or jointly with any other person and however, no amount is due from firms or private companies respectively in which any director is a partner, a director or a member except as reported in Note No. 39.

16 CURRENT FINANCIAL ASSETS - OTHER

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Unsecured, considered good			
Term Deposits with remaining maturing less than 12 Months	463.64	97.03	86.50
Receivable against GEDA Subsidy	32.16	24.55	27.29
Rentention Money Receivable	50.93	130.25	-
Security Deposits	168.75	247.32	266.51
Other Advances	0.59	0.33	-
Total	**716.07**	**499.49**	**380.30**

17 OTHER CURRENT ASSETS

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Advances other than Capital Advances			
Advance to Vendors	136.71	60.94	17.01
Others			
Prepaid Expenses	32.99	17.02	11.36
Balances with Revenue Authorities	277.39	502.18	594.79
Share Issue Expenditures[1]	46.80	45.00	-
Rent Receivable	2.25	1.80	-
Total	**496.14**	**626.94**	**623.15**

Note:1> The Parent Company is in the process of filing Draft Red Herring Prospectus with SEBI in connection with the proposed Initial Public Offer('IPO') of equity shares of the Parent Company by way of fresh issue. Accordingly, expenses incurred by the Parent Company aggregating to Rs. 46.80 Lakhs upto the end of financial year 2023-24. in connection with filing of Draft Red Herring Prospectus have been shown under "other current assets" as it shall be adjusted towards the securities premium.

(All amounts in ₹ Lakhs, except as otherwise stated)

18 EQUITY SHARE CAPITAL

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
AUTHORISED			
6,10,00,000 Equity Shares of ₹ 10 each	6,100.00	5,500.00	1,400.00
(6,10,00,000 Equity Shares of ₹ 10/- each as at 31st March, 2024; 5,50,00,000 Equity Shares of ₹ 10/- each as at 31st March, 2023 and 1,40,00,000 Equity Shares of ₹ 10/- each as at 31st March, 2022)			
ISSUED, SUBSCRIBED & PAID-UP			
4,28,74,592 Equity Shares of ₹ 10 each fully paid up	4,287.46	4,287.46	908.36
(4,28,74,592 Equity Shares of ₹ 10 each fully paid up as at 31st March, 2024 ; as at 31st March, 2023 and 90,83,600 Equity Shares of ₹ 10/- each as at 31st March, 2022)			
Total	**4,287.46**	**4,287.46**	**908.36**

18.1 The details of shareholders holding more than 5% of the shares are as follows:

Name of Shareholder	As at 31st March, 2024		As at 31st March, 2023		As at 31st March, 2022	
	Nos.	%	Nos.	%	Nos.	%
Mr. Ram Agarwal[1]	1,28,62,378	30.00%	1,28,62,378	30.00%	27,25,080	30.00%
Mrs. Parvati Shyamsunder Agarwal	57,08,462	13.31%	57,08,462	13.31%	12,09,420	13.31%
Mr. Vikas Agarwal	1,41,47,029	33.00%	1,41,47,029	33.00%	29,97,252	33.00%
Mrs. Sonu Ram Agarwal[1]	85,74,938	20.00%	85,74,938	20.00%	18,16,724	20.00%

Note:1-Mr Ram Agarwal and Ms. Sonu Agarwal, holds 1 fully paid-up equity shares of Rs. 10 each as a trustee for the benefit of theirself and certain other shareholders of the Company, being the share alloted against fractional entitlement pursuant to Bonus Shares issued vide Board Resolution dated 11th March, 2023.

18.2 Shareholding of Promoters

Name of Promoter	As at 31st March, 2024		% Change During the Year
	Nos.	%	
Mr. Ram Agarwal	1,28,62,378	30%	Nil
Mrs. Sonu Ram Agarwal	85,74,938	20%	Nil
Mr. Vikas Agarwal	1,41,47,029	33%	Nil
Total	**3,55,84,345**	**83%**	

Name of Promoter	As at 31st March, 2023		% Change During the Year
	Nos.	%	
Mr. Ram Agarwal	1,28,62,378	30%	Nil
Mrs. Sonu Ram Agarwal	85,74,938	20%	Nil
Total	**2,14,37,316**	**50%**	

Name of Promoter	As at 31st March, 2022		% Change During the Year
	Nos.	%	
Mr. Ram Agarwal	27,25,080	30%	Nil
Mrs. Sonu Ram Agarwal	18,16,724	20%	Nil
Total	**45,41,804**	**50%**	

Note : Pursuant to board meeting held on 28th Sept, 2020, the Company has revised the list of promoters resulting into decrease in number of promoters from 7 to 2. Further, pursuant to board meeting held on 19.07.2023, the Company has revised the list of promoters again resulting into increase in number of promoters from 2 to 3.

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18.3 Rights, preference and restrictions attached to Equity Shares

(i) The Parent Company has one class of equity shares having a par value of Rs. 10 per share. All equity shares, in present and in futur existing equity shares of the company and each shareholder is entitled to one vote per share.

(ii) The Parent Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to appr the ensuing Annual General Meeting.

(iii) In the event of liquidation of the Parent Company, the holders of equity shares will be entitled to receive remaining assets of t distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(iv) The Parent Company did not have outstanding calls unpaid by the directors and officers of the Parent Company and also did not ha shares in any of the reporting period.

(v) The Parent Company has not allotted any fully paid up equity shares without payment being received in cash except bonus shares an class of equity shares during the period of five years immediately preceding the balance sheet date.

(vi) During the period of last five years, the Parent Company has issued following Bonus Shares to its Shareholders by capitalisation of res

No. of Shares Issued in Bonus	Face Value per Share	Ratio	Amount (In Lakhs)	Date of Allotment
6812700	10.00	3:01	681.27	Saturday, 29 August 2020
33790992	10.00	372:100	3,379.10	Saturday, 11 March 2023

18.4 Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Equity Shares at the begining of the Year	42,874,592	9,083,600	9,083,600
Add: Issued Bonus Shares during the year	-	33,790,992	-
Less: Shares Cancelled on buy back during the year	-	-	-
Equity Shares at the end of the Year	**42,874,592**	**42,874,592**	**9,083,600**

19 OTHER EQUITY

Particulars		As at 31st March, 2024		As at 31st March, 2023	As at 31st March, 2022
Retained Earnings					
As per Last Balance Sheet		**1,784.44**		3,164.98	2,025.67
Adjustments:					
Add: Profit For the Year		2,333.95		1,998.56	1,139.31
Appropriations					
Less: Capitalisation by Issue of Bonus Shares		-		3,379.10	-
Total of Retained Earnings	-	**4,118.39**	-	**1,784.44**	**3,164.98**
Other Comprehensive Income Reserve					
As per last balance sheet		28.77		22.43	17.36
Add: Other Comprehensive Income for the Year		(1.62)		6.34	5.08
Total of Other Comprehensive Reserves	-	**27.15**	-	**28.77**	**22.43**
Total of Other Equity	-	**4,145.53**	-	**1,813.21**	**3,187.41**

Nature of Reserves

Retained Earnings represent the undistributed profits of the Group.

Other Comprehensive Income Reserve represent the balance in equity for items to be accounted in Other Comprehensive Income(OCI). OC that will not be reclassified to profit and loss ii). Items that will be reclassified to profit and loss.

20 FINANCIAL LIABILITIES - NON CURRENT BORROWINGS

Particulars		As at 31st March, 2024		As at 31st March, 2023	As at 31st March, 2022
Secured Loans (against hypothecation of assets)					
Vehicle & Business Loans		629.90		811.41	263.30
Less: Current maturities of Long Term Debt		168.47		195.32	92.69
Term Loans from Banks		461.44		616.09	170.61
Unsecured Loans		-			
From Directors[7]		-		55.00	-
From Relatives of Directors[7]		-		-	40.00
Total	-	**461.44**	-	**671.09**	**210.61**

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Details & Principals terms of Secured Loans:

Security	Amount of Monthly Installment	Rate of Interest (p.a.)	Purpose / Sanction Amount	Banker
Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.	0.26	8.35%	Vehicle Loan - ₹ 12.50 Lakh	ICICI Bank Ltd**
Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.	0.42	8.50%	Vehicle Loan - ₹ 16.92 Lakh	ICICI Bank Ltd**
Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.	0.35	7.25%	Vehicle Loan - ₹ 14.61 Lakh	Axis Bank Ltd
Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.	1.02	7.75%	Vehicle Loan - ₹50.75 Lakh	BMW India Financial Services P Ltd
Primary Security - NIL. For details of collateral securities - Refer Note[3]	-	10.50%	WCTL - ₹ 250 Lakh	Bandhan Bank Limited[3]
First Pari Pasu Charge over the stock and book debts of the Parent Company. For collateral security details - Refer Note[4]	6.38 + Interest	Repo + 3%	Business Loan - ₹200 Lakh	ICICI Bank Ltd[4]
First Pari Pasu Charge over the stock and book debts of the Parent Company. For collateral security details - Refer Note[4]	7.60 + Interest	Repo + 3%	Term Loan - ₹1000 Lakh	ICICI Bank Ltd[4]
Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.	0.20	7.60%	Commercial Vehicle Loan - ₹ 8.20 Lakhs	ICICI Bank Ltd[1]
Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.	0.21	7.60%	Commercial Vehicle Loan - ₹ 8.45 Lakhs	ICICI Bank Ltd[1]
Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.	0.20	7.60%	Commercial Vehicle Loan - ₹ 8.20 Lakhs	ICICI Bank Ltd[1]
Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.	0.21	7.60%	Commercial Vehicle Loan - ₹ 8.45 Lakhs	ICICI Bank Ltd[1]
Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.	0.41	8.40%	Commercial Vehicle Loan - ₹17.40 Lakhs	ICICI Bank Ltd[1]
Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.	0.36	8.20%	Commercial Vehicle Loan - ₹ 19.99 Lakhs	ICICI Bank Ltd[1]
Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.	0.31	8.75%	Commercial Vehicle Loan - ₹ 15 Lakhs	HDFC Bank Ltd[2]

***Account closed during the FY 2022-23.*

Note:1>During the year 2022-23, Parent Company has availed Vehicle loans from ICICI Bank

Note:2>During the year 2023-24, Parent Company has availed Vehicle loans from HDFC Bank

Note:3> Collateral Securities Offered to Bandhan Bank Limited against WCTL are as under:

a) Exclusive charge on residential property by Equitable Mortgage situated at Flat A3/12/F1/103, 1st Floor, Seawoods Estate Ltd, NRI Complex, Palm Beach Marg, Sec. 54, 55, 58, Nerul, Navi Mumbai. ad-measuring 129.50 sq mtr in name of Parent Company.

b) FD lien marked to the tune of Rs. 30 Lakhs or such higher amount which is required to maintain 100% collateral cover for WCTL.

c) Personal Guarantee of following persons has been offered:

i) Mr. Ram Agarwal ii) Mr. Vikas Agarwal iii) Mr. Santosh Agarwal iv) Mrs. Sushila Agarwal

d) Parent Company has closed the banking with Bandhan Bank in FY 2022-23 completely.

e) During the year 2021-22, the loan account of Bandhan Bank has been taken over by the ICICI Bank and all limits from Bandhan Bank have been closed.

Note:4> Collateral Securities Offered to ICICI Bank Limited against Term Loan are as under:

a) First Pari passu Charge over Current Assets

b) Cash margin in form of FD of Rs. 7.75 million

c) Exclusive charge on industrial property Plot no. EL-79, TTC Indutries area, Mahape, MIDC Navi Mumbai, 400710

d) Exclusive charge on residential property by Equitable Mortgage situpted at Flat A3/12/F1/103, 1st Floor, Seawoods Estate Ltd, NRI Complex, Palm Beach Marg, Sec. 54, 55, 58, Nerul, Navi Mumbai. ad-measuring 129.50 sq mtr in name of Parent Company.

e) Personal Guarantee of i) Mr. Ram Agarwal ii) Mr. Vikas Agarwal has been offered:

Note:5> The Group does not have any continuing default in repayment of loans and interest as on the reporting date.

Note:6> Borrowings from banks and financial institutions have been used for the purpose for which they were obtained.

Note:7> Unsecured Loan from director / relative of Director is/was payable on demand.

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21 OTHER NON-CURRENT LIABILITIES

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Deposit Payable	2.00	-	-
Total	**2.00**	**-**	**-**

22 PROVISIONS - NON CURRENT

Particulars	As at 31st March, 2024		As at 31st March, 2023		As at 31st March, 2022	
	Non-Current	Current	Non-Current	Current	Non-Current	Current
Provision for Defined Benefits/Gratuity	100.58	19.20	79.19	10.99	70.68	6.37
Provision for Warranties	23.10	34.65	17.11	25.66	-	-
Other Provisions	-	8.63	-	7.80	-	5.25
Total	**123.68**	**62.48**	**96.30**	**44.45**	**70.68**	**11.62**

Movement in Provisions

Particulars	As at 1st April 2023	Additions/Creations during the Reporting Period	Amount Paid / Adj. / Utilised During the Year	As at 31st March, 2024
Provision for Defined Benefits/Gratuity	90.18	29.40	0.20	119.78
Other Provisions	7.80	8.63	(7.80)	8.63
Provision for Warranty	42.77	44.13	(29.16)	57.74

Movement in Provisions

Particulars	As at 1st April 2022	Additions/Creations during the Reporting Period	Amount Paid / Adj. / Utilised During the Year	As at 31st March, 2023
Provision for Defined Benefits/Gratuity	77.05	15.26	(2.13)	90.18
Other Provisions	5.25	7.80	(5.25)	7.80
Provision for Warranty	-	42.77	-	42.77

Movement in Provisions

Particulars	As at 1st April, 2021	Additions/Creations during the Reporting Period	Amount Paid / Adj. / Utilised During the Year	As at 31st March, 2022
Provision for Defined Benefits/Gratuity	61.90	15.15	-	77.05
Other Provisions	3.00	5.25	(3.00)	5.25
Provision for Warranty	-	-	-	-

i) Warranty costs are provided based on managements' best estimates of the cost required to be incurred for repairs,replacement,mate
experience in respect of warranty costs based on previous experience.
ii) The provision of warranty as required to be disclosed in compliance with Ind AS 37, Provisions, Contingent liabilities and Contingent As

23 FINANCIAL LIABILITIES - CURRENT BORROWINGS

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Secured			
From Banks			
Overdraft / Cash Credit Facility from Banks[1 & 2]	3,711.23	1,607.21	-
From Others	-	-	-
Unsecured			
From Banks	-	-	-
Current maturities of Long Term Debts (Note 24)	168.47	195.32	92.69
Total	**3,879.70**	**1,802.53**	**92.69**

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Note: 1: Summary of Overdraft / Cash Credit facilities from banks are as under:

(A) Cash Credit Facilities - Axis Bank - ₹ 3400 Lakhs

Banker	**Axis Bank**
Sanction Limit (₹ in Lakhs)	2,500.00
Outstanding Limit (₹ in Lakhs)	1,846.26 (Including Accrued Interest)
Interest Rate	Repo Rate + 2.70%
Purpose	Working Capital Purpose
Security	a) Hypothecation on current assets of the comapany present and future. b) 32% in the form of Liquid with banks lien noted on thereon including cash Margin of BG/LC.
Personal Guarantees	Further, secured by personal guarantee of Mr. Ram Agarwal & Mr Vikas Agarwal

(B) Cash Credit Facility - ICICI Bank - ₹ 1600 Lakhs

Banker	**ICICI Bank**
Sanction Limit (₹ in Lakhs)	1,600.00
Outstanding Limit (₹ in Lakhs)	464.98
Interest Rate (Bill Discounting)	Repo + 2.7%
Security	It is same as mentioned for business loan taken from ICICI Bank. See Note No. 20.
Personal Guarantees	Personal Guarantees of Mr Ram Agarwal & Vikas Agarwal

(C) Working Capital Demand Loan - Bajaj Finance Limited - ₹ 1500 Lakhs

Banker	**Bajaj Finance Limited**
Sanction Limit (₹ in Lakhs)	1,500.00
Outstanding Limit (₹ in Lakhs)	1,399.99
Interest Rate	9.15%
Security	First Ranking Pari Passu on Current Assets of the Company, Lein of Corporate Deposit / Fixed Deposit or exclusive charge on properties in favour of Lender to the extent of 25% of sanctioned amount.
Personal Guarantees	Personal Guarantees of Mr Ram Agarwal & Mr. Vikas Agarwal

Note: 2 The Group does not have any continuing default in repayment of loans and interest as on the reporting date.
Note:3>> Borrowings from banks and financial institutions have been used for the purpose for which they were obtained.
Note: 4> Disclosure of Quarterly Returns or Statement submitted to Banks pursuant to working capital facilities provided, is given at Note N

24 FINANCIAL LIABILITIES - CURRENT - TRADE PAYABLES[1]

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
(a) total outstanding dues of micro enterprises and small enterprises;	448.54	716.72	218.43
(b) total outstanding dues of creditors other than micro enterprises and small enterprises.	5,981.10	5,263.69	4,543.35
Total	**6,429.63**	**5,980.42**	**4,761.78**

Note: 1 Detailed ageing schedule is given at Note No. 43.

25 FINANCIAL LIABILITIES -CURRENT - OTHER

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Interest accrued but not due on borrowings	10.64	0.67	1.97
Salary Payables including bonus	179.36	75.30	106.72
Directors Remuneration payable	5.35	3.01	29.44
Sitting Fees Payable to Directors	0.16	0.88	-
Other Outstanding Expenses	11.17	5.31	11.17
Credit Card Dues	1.42	1.37	1.77
Sundry Deposit Payable	24.43	-	-
Total	**232.54**	**86.53**	**151.07**

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26 OTHER CURRENT LIABILITIES

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Statutory Liabilities	170.52	290.46	97.86
Advances from Customers	91.00	89.01	13.41
Total	**261.51**	**379.46**	**111.27**

27(a) CURRENT TAX LIABILITIES

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Provision for Tax	851.93	748.27	-
Less: TDS / Advance Tax Paid	603.05	598.63	-
Total	**248.88**	**149.64**	**-**

27(b) CURRENT TAX ASSETS

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
TDS / Advance Tax Paid	1.77	1.49	445.75
Less: Provision for Tax	-	-	431.42
Total	**- 1.77**	**1.49**	**14.33**

28 LEASES

Group as a Lessee

The Group has taken on some properties on long-term leases and short-term leases. Most of the property leases include renewal and escalation clauses. The Group has adopted Ind AS 116 'Leases' with the date of initial application being April 1, 2019. Ind AS 116 replaces Ind AS 17 and related interpretation and guidance. The Group has applied Ind AS 116 using the modified retrospective approach.

In respect of Leased Properties taken on Long-term :

Impact of Adoption of Ind AS 116 on the Statement of Profit and Loss (excluding corresponding deferred tax):

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Interest on Lease Liabilities	0.87	1.08	1.56
Depreciation of Right-of-Use Assets	9.62	0.42	0.42
Actual Lease Rental Paid	6.58	7.20	7.74
Impact on Statement of Profit or Loss	3.91	(5.70)	(5.77)

Lease Liabilities Reconciliation

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Opening Lease Liabilities Recognised	11.53	17.64	23.83
Lease Liabilities Recognised during the Year	-	-	-
Interest on Lease Liabilties	0.87	1.08	1.56
Repayment / Actual Rent Paid	6.58	7.20	7.74
Closing Lease Liabilities	5.82	11.53	17.64

Classification of Lease Liabilities

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Current Lease Liabilities	5.82	5.81	6.08
Non-Current Lease Liabilities	-	5.72	11.56

In respect of Leased Properties :

The Group has taken certain offices and residential premises under operating lease agreements for short period. Aggregate rental of ₹ 262.88 Lakhs for FY 2023-24, ₹ 200.19 Lakhs for FY 2022-23 and ₹ 137.60 Lakhs for FY 2021-22 on such leases has been charged to Statement of Profit and Loss.

(All amounts in ₹ Lakhs, except as otherwise stated)

29 REVENUE FROM OPERATIONS

Particulars	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
Sale of Products	22,254.80	21,492.38	16,419.75
Sale of Services	1,170.44	611.55	516.82
Sale of EPC Contracts (Solar)	2,368.46	906.91	189.39
Other Operating Revenues	18.51	25.48	4.77
Financing Component - Retention [Ind AS]	(25.17)	-	-
Total Revenue from Operations	**25,787.04**	**23,036.32**	**17,130.73**

Reconciliation of Sale of Services	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
Service Charges Billed During the Year	1,115.04	593.42	585.49
Opening Unbilled Reveneus from Services	(52.27)	(34.14)	(102.80)
Closing Unbilled Revenues from Services	107.66	52.27	34.14
Net Revenue from Sale of Services	**1,170.44**	**611.55**	**516.82**

Geographical disaggregation	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
Sales in India	25,781.15	22,985.66	17,130.73
Sales Outside India	5.89	50.66	-
Total	**25,787.04**	**23,036.32**	**17,130.73**

Reconciliation of Revenue from Sale of Products	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
Sales from Product Billed	34,844.57	30,600.31	25,543.56
Interbranch Transfers	(12,589.77)	(9,107.92)	(9,123.80)
Net Sales from Products	**22,254.80**	**21,492.38**	**16,419.75**

30 OTHER INCOMES

Particulars	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
Interest Incomes:			
Interest Income on bank deposits	75.47	55.72	35.68
Interest Received on Arbitration Award[1]	-	50.36	-
Interest Income on IT Refunds	-	0.28	-
Finance Income (Retentions)- Ind AS	40.74	-	-
Other Non-Operating Incomes			
Rent / Lease Income (Refer Note 7)	7.95	6.60	4.38
Foreign Exchange Gain (Net)	6.69	-	5.52
Net Gain (Loss) on disposal of PPE/Investment Property	2.01	0.52	21.23
Net Gain on Sale of Investments	-	4.34	7.22
Recovery of Bad Debts through Arbitration Award[1]	-	80.16	-
Other Incomes	3.35	0.36	0.00
Total	**136.21**	**198.32**	**74.04**

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Note-1: During the financial year 2022-23, the Parent Company has received a sum of Rs. 80.1 Lakhs as principal amount against old unpaid disputed dues and Rs. 50.3 Lakhs as interest thereon from M/s Mphasis Limited in terms of arbitration award dated 16th April, 2021 given by Appellate Tribunal of Shri Justice H.N. Nagamohan Das, Sole Arbitrator At Arbitration & Conciliation Center - Bengularu (Domestic & International) in the matter of A/c No. 20/2019 between Mphasis Limited and M/s Prostarm Info Systems Limited (the Parent Company).

31 COST OF MATERIAL CONSUMED

Particulars	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
Inventory at the Commencement of the Year	585.66	210.43	-
Add: Purchases made during the year	9,744.33	6,616.40	3,966.96
Less: Inventory at the End of the Year	900.79	585.66	210.43
Net Cost of Material Consumed	**9,429.20**	**6,241.18**	**3,756.53**

32 PURCHASE OF STOCK-IN-TRADE

Particulars	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
Purchases made during the Year	22,589.99	20,134.45	19,518.92
Inter-Branch Purchases	(12,589.77)	(9,107.92)	(9,123.80)
Net Purchases of Stock-In-Trade	**10,000.22**	**11,026.52**	**10,395.12**

Note:1> It includes goods manufactured through Contract Manufacturing, Trading, etc

33 CHANGE-IN-INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

Particulars	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
Inventory at the Beginning of the Year	**3,583.06**	**2,956.91**	**1,736.31**
Traded Goods	2,947.00	2,866.88	1,736.31
Packing Materials & Consumables	3.19	0.63	-
Finished Goods	396.51	54.10	-
Work-in-Progress	236.37	35.30	-
Inventory at the End of the Year	**4,953.12**	**3,583.06**	**2,956.91**
Traded Goods	4,440.01	2,947.00	2,866.88
Packing Materials & Consumables	-	3.19	0.63
Finished Goods	507.14	396.51	54.10
Work-in-Progress	5.97	236.37	35.30
Change-in-Inventory During the Year	**(1,370.06)**	**(626.14)**	**(1,220.61)**

34 EMPLOYEE BENEFIT EXPENSES

Particulars	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
Salary and Wages (Including Bonus)	1,746.03	1,383.12	1,024.26
Directors' Remuneration	147.25	131.14	96.20
Staff Welfare Expenses	96.76	88.92	57.33
Contribution to provident and other funds	57.83	70.66	70.81
Gratuity Expense [Refer Note - 56]	28.36	25.57	21.93
Professional Tax Paid	-	0.03	0.03
Total	**2,076.23**	**1,699.42**	**1,270.57**

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35 FINANCE COSTS

Particulars	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
Interest Expense	325.26	107.50	15.76
Other Borrowing Cost (upfont fees, renewal fees, etc)	28.24	17.41	25.91
Interest / Penalty on Income-tax	19.76	4.32	22.02
Interest on TDS/TCS	-	0.69	0.31
Interest on Leased Liability	0.87	1.23	1.56
Total	**374.14**	**131.16**	**65.57**

36 DEPRECIATION & AMORTIZATION EXP

Particulars	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
Depreciation on PPE (Refer Note-1)	140.78	123.07	55.33
Depreciation on Investment Properties (Refer Note-3)	5.89	6.19	7.93
Amortization on Intangible Assets (Refer Note-4)	36.63	35.14	30.43
Amortization of Right-of-Use Assets (Refer Note-5)	9.62	0.42	0.42
Total	**192.92**	**164.80**	**94.10**

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37 OTHER EXPENSES

Particulars	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
Operating & Manufacturing Overheads			
Freight & Transportation Charges	408.49	335.57	395.18
Labour Charges	25.38	32.21	9.20
Custom Clearing & Forwarding Charges	126.89	80.90	9.15
Service Charges	12.46	79.24	64.54
Installation Charges	157.19	48.76	33.43
Packing & Forwarding Charges	0.52	0.52	0.05
Factory Expenses	0.19	0.83	0.03
Other Consumables	1.91	-	-
Power and Fuel Expenses	15.79	-	-
Loading & Unloading Charges	56.79	40.37	37.92
Total (A)	**805.61**	**618.39**	**549.49**
Establishment Expenses			
Corporate Social Responsbility Expenses	37.25	25.00	17.50
Business Promotion Expenses	48.07	15.68	7.80
Other Bank Charges	14.02	25.92	16.72
Misc Expenses	6.04	19.93	7.55
Development Charges	0.62	0.39	-
Lodging and Boarding	0.18	0.23	0.21
Electricty & Water Charges	14.82	20.02	14.31
Insurance Charges	14.22	12.21	5.67
Interest, Late Fees & Demands - GST	7.06	23.34	16.92
Repair & Maintenance Charges	22.25	28.74	19.14
Tender Fee	8.69	9.24	7.63
Office & Misc Expenses	53.86	97.44	79.36
Postage & Courier Charges	11.26	7.40	4.58
Printing & Stationery	8.32	10.53	6.16
Professional & Consultancy Charges	155.64	226.17	81.08
Rent, Rates & Taxes	266.23	206.23	140.01
Telephone & Internet Exp	6.82	8.18	5.40
Travelling & Conveyance Expenses	353.52	409.45	294.39
Brokerage & Commission	53.33	14.93	10.41
Government Fee	0.11	0.09	8.09
ROC Fees	6.57	39.49	-
Audit Fees	8.93	9.71	5.25
Sitting Fees to Directors	2.98	0.88	-
Non-inventory exp	9.45	15.58	2.67
Security Service Charges	8.99	5.90	-
Recuritment Service Charges	-	4.00	-
Fee & Subscription Charges	23.23	3.78	-
Labour Welfare Charges	39.30	-	-
Donations	-	1.00	-
Warranty Expenses	44.13	42.77	-
Allowance for Bad & Doubtful Debts	34.35	9.57	-
Penalty under GST Law	-	0.25	2.15
SD Deferement [Ind AS Adj]	0.89	-	-
Sundry Balance Written Off	58.60	35.54	43.86
Lease Registration Charges	-	5.18	-
Foreing Exchange Loss (Net)	-	25.72	0.00
Total (B)	**1,319.71**	**1,360.48**	**796.87**
Total (A+B)	**2,125.32**	**1,978.87**	**1,346.37**

(All amounts in ₹ Lakhs, except as otherwise stated)

38 INCOME TAX EXPENSE

The major components of income tax expense for the reporting periods are indicated below:

Particulars	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
a) Statement of Profit or Loss for the Year ended			
Current Tax :			
Current tax on profit for the year	851.93	748.27	431.42
Charge/Credit in respect of current tax for earlier year	-	-	-
Total Current Tax	**851.93**	**748.27**	**431.42**
Deferred Tax :			
Origination and reversal of temporary differences	(39.18)	(63.99)	(21.35)
Charge in respect of deferred tax for earlier year		-	-
Charge in respect of increase/(decrease) in tax rate		-	-
Total Deferred Tax :	**(39.18)**	**(63.99)**	**(21.35)**
Total Tax Expense / (Credit) for the Year	**812.75**	**684.28**	**410.07**
b) Statement of Comprehensive income for the Year ended			
Deferred tax (Credit) / charge on :			
Re-measurement of defined benefit obligations	(0.84)	2.17	1.71
Charge in respect of deferred tax for earlier year		-	-
Charge in respect of increase/(decrease) in tax rate		-	-
Total	**(0.84)**	**2.17**	**1.71**

(A) A reconciliation of income tax expense applicable to accounting profits / (loss) before tax at the statutory income tax rate to recognised income tax expense for the year indicated are as follows:

Particulars	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
Accounting Profits / (loss) before tax	3,095.29	2,618.83	1,497.12
Statutory income tax rate (%)	25.17	25.17	25.17
Tax at Indian statutory income tax rate	777.84	657.64	375.60
Tax effect of the amounts which are not deductible/(taxable) in calculating taxable income	58.74	81.67	38.78
Permanent Disallowances	6.96	8.96	13.27
Changes in deferred tax balances due to the change in income tax rate for the year	-	-	-
Total Income-tax Expense / (Credit)	**843.55**	**748.27**	**427.64**
Effective income tax rate (%)	27.25%	28.57%	28.56%

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(B) The movement in deferred tax assets and liabilities during the financial year 2023-24,2022-23 and 2021-22 are as under:

Particulars	**As at 31st March, 2023**	**Charged / (Credited) to P&L**	**Charged / (Credited) to OCI**	**As at 31st March, 2024**
Deferred Tax Assets :				
Provision of doubtful debts and advances	2.41	0.26	-	2.67
Provision for Warranty Expense	10.76	3.77	-	14.53
Provision of Gratuity (Employee Benefits)	22.72	7.18	0.84	30.74
Carry forward of Capital Losses	101.00	36.08	-	137.08
Temporary Disallowances under IT Act	1.51	(0.98)	-	0.53
Property, Plant & Equipment	6.42	(7.13)	-	(0.71)
Deferred Tax Liabilities				
Property, Plant & Equipment	-	-	-	-
Fair Valuation of Investments	-	-	-	-
Total	**(144.82)**	**(39.18)**	**(0.84)**	**(184.84)**

Particulars	**As at 31st March, 2022**	**Charged / (Credited) to P&L**	**Charged / (Credited) to OCI**	**As at 31st March, 2023**
Deferred Tax Assets :				
Provision of doubtful debts and advances	-	2.41	-	2.41
Provision for Warranty Expense	-	10.76	-	10.76
Provision of Gratuity (Employee Benefits)	19.40	5.49	(2.17)	22.72
Carry forward of Capital Losses	51.80	49.20	-	101.00
Temporary Disallowances under IT Act	1.26	0.25	-	1.51
Property, Plant & Equipment	10.55	(4.13)	-	6.42
Deferred Tax Liabilities				
Property, Plant & Equipment	-	-	-	-
Fair Valuation of Investments	-	-	-	-
Total	**(83.01)**	**(63.99)**	**2.17**	**(144.82)**

Particulars	**As at 31st March, 2021**	**Charged / (Credited) to P&L**	**Charged / (Credited) to OCI**	**As at 31st March, 2022**
Deferred Tax Assets :				
Provision of doubtful debts and advances	-	-	-	-
Provision for Warranty Expense	-	-	-	-
Provision of Gratuity (Employee Benefits)	9.74	11.36	(1.71)	19.40
Carry forward of Capital Losses	-	51.80	-	51.80
Temporary Disallowances under IT Act	0.23	1.03	-	1.26
Property, Plant & Equipment	53.40	(42.85)	-	10.55
Deferred Tax Liabilities				
Property, Plant & Equipment	-	-	-	-
Fair Valuation of Investments	-	-	-	-
Total	**(63.37)**	**(21.35)**	**1.71**	**(83.01)**

39 RELATED PARTY TRANSACTIONS

In accordance with the requirements of IND AS 24, name of the related party, related party relationship, transactions and outstanding balances including commitments where control exits and with whom transactions have taken place during reported periods, are reported as under:

A. Name of related parties and description of relation:

(i) Other Related Parties

Name of Company / Entity	Nature of Relationship
Mr Shyam Sundar Agarwal	Relative of Director
Mr Santosh Agarwal	Relative of Director
Mrs Parvati Agarwal	Relative of Director
Mrs. Jayanti Ghose	Relative of Director
Mrs. Kavita Jain	Relative of KMP[10]
M/s S K Enterprises (Prop. Kavita Jain)	Proprietorship Firm of Relative of KMP
M/s Aarcchor Innovations Private Limited	Significant Influenced Entity (Common Directorship)

(ii) Key Managerial Personnel (KMP)

Designation	Name
Chairman & Managing Director	Mr. Tapan Ghose
Whole Time Director & Chief Executive Officer	Mr. Ram Agarwal[1]
Whole Time Director	Mrs. Sonu Ram Agarwal[11]
Whole Time Director	Mr. Vikas Shyamsunder Agarwal
Whole Time Director	Mr. Raghu Ramesh Thammannashastri
Independent Director	Mr. Aniruddha Madhav Oke[2]
Independent Director	Mr. Goutam Paul[5]
Independent Director	Mr. Bhargav Chatterjee[6]
Independent Director	Mr. Ganesh Basant Kumar Pansari[7]
Independent Director	Mr. Shivkumar Baser[8]
Independent Director	Ms. Mitali Chatterjee[9]
Chief Financial Officer of Parent & Director in Subsidiary	Mr. Abhishek Jain[3]
Company Secretary	Mr. Prashant Sharad Patankar[4]
Director of Subsidiary	Mr. Radhakrishnan Nair

Note: Related party relationship is as identified by the Company and relied upon by the auditors.

B. Related Party Transactions

Transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the period-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. The Group has not recorded any impairment of receivables relating to amounts owed by related parties as at reporting dates. This assessment is undertaken each financial period through examining the financial position of the related party and the market in which the related party operates. There are no commitments with related parties.

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The following table provides the total amount of transactions that have been entered into with related parties for the relevant period:

Transaction Type / Party	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
Unsecured Loan Taken			
Mr Radhakrishnan Nair	-	55.00	-
Unsecured Loan Repaid			
Mr Shyam Sundar Agarwal	-	40.00	-
Short term employee benefits**			
Mr Tapan Ghose	18.23	6.23	6.23
Mr. Ram Agarwal	54.23	48.23	48.23
Mrs Sonu Ram Agarwal	26.23	24.23	24.23
Mr. Raghu Shastri	24.23	22.43	18.43
Mrs. Parvati Agarwal	6.23	6.23	6.23
Mr. Santosh Agarwal	6.33	6.23	6.23
Mr. Vikas Agarwal	6.00	-	-
Mrs. Jayanti Ghose		7.23	6.23
Mr. Abhishek Jain	20.87	5.22	-
Mr. Prashant Sharad Patankar	3.91	1.35	-
Ms. Kavita Jain	7.67	1.02	-
Mr Radhakrishnan Nair	37.50	30.00	-
Sales Commission Paid/ Payable			
Mr. Ram Agarwal	28.34		
Mr. Vikas Agarwal	-	6.00	6.00
Sitting Fees Paid/Payable			
Mr. Goutam Paul	0.73	0.20	-
Mr. Bhargav Chatterjee	0.88	0.28	-
Mr. Ganesh Pansari	0.40	0.10	-
Mr. Shivkumar Baser	0.58	0.10	-
Ms. Mitali Chatterjee	0.40	0.20	-
Rent Received / Receivable			
Mr. Ram Agarwal	-	2.40	2.40
Mr. Santosh Agarwal	2.40		
Salary Advances			
Mr. Santosh Agarwal	-	0.65	-
Mr. Ram Agarwal	-	12.61	-
Mrs. Sonu Ram Agarwal	-	9.48	-
Mrs. Parvati Agarwal	-	12.83	-
Mrs. Jayanti Ghose	-	1.50	0.58
Mr. Abhishek Jain	7.50	3.00	-
Mrs. Kavita Jain	8.60	-	-
Sale of Products			
Mr Radhakrishnan Nair		-	0.25
M/s Aarcchor Innovations Pvt Ltd	118.23	53.59	7.61
S K Enterprises (Prop. Kavita Jain)	30.79	1.00	-
Sale of Services			
Purchase of Materials / Products			
M/s Aarcchor Innovations Pvt Ltd	-	0.62	484.80
M/s S K Enterprises (Prop. Kavita Jain)	-	1.93	-
Reimbursement of Expenses			
Mr. Raghu Ramesh Thammannashastri	0.75	0.15	
Mr. Abhishek Jain	3.71	0.06	-
Ms. Kavita Jain	1.90	-	-
Mr. Prashant Sharad Patankar	0.58	-	-
Mr Radhakrishnan Nair	12.22	12.92	11.65
Advances Given for Puchase of Goods			
M/s S K Enterprises (Prop. Kavita Jain)	7.00	-	-

**The remuneration to the Key Management Personnel does not include provision made for gratuity as they are determined on an actuarial basis for the each company of the Group as a whole.

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The receivables from and payables to related parties as at 31st March, 2024, 31st March, 2023 and 31st March, 2022 are set out below:

Related Party	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Payable To			
Mr. Shyam Sunder Agarwal (Unsecured Loan)		-	40.00
Mr. Ram Agarwal (Remuneration)	-	1.65	17.72
Mrs. Sonu Ram Agarwal (Remuneration)	0.03	1.35	12.61
Mr. Raghu Ramesh Thammannshastri (Remuneration)	0.59	-	1.51
Mr. Vikas Agarwal (Commission)		-	10.79
Mr. Vikas Agarwal (Remuneration)	4.50	-	-
Mrs Parvati Agarwal (Salary)	0.96	-	9.54
Mr. Santosh Agarwal (Salary)		-	4.32
Mr. Goutam Paul (Sitting Fees)	0.07	0.20	-
Mr. Bhargav Chatterjee (Sitting Fees)	0.09	0.28	-
Mr. Ganesh Basant Kumar Pansari (Sitting Fees)		0.10	-
Mr. Shivkumar Baser (Sitting Fees)		0.10	-
Ms. Mitali Chatterjee (Sitting Fees)		0.20	-
Mr. Abhishek Jain (Remuneration)	1.61		
Mrs. Kavita Jain (Remuneration)	0.35		
Mr. Tapan Ghose (Remuneration)	0.26		
M/s Aarcchor Innovations Pvt Ltd	119.85	120.20	122.85
Mr. Radhakrishnan Nair (Remuneration & Incentive)	62.71	47.50	-
Mr. Radhakrishnan Nair (Unsecured Loan)		55.00	-
Receivable From			
Mr. Santosh Agarwal (Salary Advance)	0.39	0.65	-
Mrs Jayanti Ghose (Salary Advance)	-	1.70	0.58
Mr. Ram Agarwal (Rent Receivable)	-	-	2.40
Mr. Ram Agarwal (Salary Advance)	0.28	-	-
Mr. Abhishek Jain (Salary Advance)		2.00	-
M/s SK Enterprise Proprietor Ms Kavita Jain (Sales)	0.93	2.07	-
M/s SK Enterprise Proprietor Ms Kavita Jain (Purchase Advance)	7.00	-	-
Mr. Radhakrishnan Nair (Sale of Goods)	-	-	0.30
M/s Aarcchor Innovations Pvt Ltd	1.06	-	1.13

Note-1> Mr. Ram Agarwal, CEO has also appointed as Director of the Parent Company with effect from March 25, 2022.

Note-2> Mr. Aniruddha Madhav Oke was appointed as an Independent Director with effect from March 25, 2022 and has resigned with effect from March 25, 2023.

Note-3> Mr. Abhishek Jain has been appointed as Chief Financial Officer of the Parent Company with effect from 24th Jan, 2023.

Note-4> Mr. Prashant Patankar has been appointed as Company Secretary of the Parent Company with effect from 24th Jan, 2023.

Note-5> Mr. Goutam Paul was appointed as an Independent Director of the Parent Company with effect from March 9, 2023.

Note-6> Mr. Bhargav Chatterjee was appointed as an Independent Director of the Parent Company with effect from March 9, 2023.

Note-7> Mr. Ganesh Pansari was appointed as an Independent Director of the Parent Company with effect from March 9, 2023.

Note-8> Mr. Shivkumar Baser was appointed as an Independent Director of the Parent Company with effect from March 9, 2023.

Note-9> Ms. Mitali Chatterjee was appointed as an Independent Director of the Parent Company with effect from March 9, 2023.

Note-10> Transaction with Ms. Kavita Jain and her Proprietorship Firm Namely SK Enterprise have been considered for the period on or after 24th Jan, 2023 i.e. after appointment of Mr Abhishek Jain as CFO of the Parent Company being relative of Ms Kavita Jain.

Note-11> Ms.Sonu Agarwal resigned from the post of Whole Time Director with effect from July 07, 2023. However, she continues to work in the capacity of as an employee.

Terms & Conditions:

Sales:

The sales to related parties are made on terms equivalent to those that prevail in arm’s length transactions and in the ordinary course of business. Sales transactions are based on prevailing price lists. For the financial years under reporting, the Group has not recorded any impairment of receivables relating to amounts owed by related parties.

Purchases:

The purchases from related parties are made on terms equivalent to those that prevail in arm’s length transactions and in the ordinary course of business. Purchase transactions are based on made on normal commercial terms and conditions and market rates.

Loans from related parties:

The Group had taken loans from related parties for business requirement. The loan balances as at March 31, 2024 is Rs. 0, March 31, 2023 is Rs. 55 Lakhs and at March 31, 2022 is Rs. 40 Lakhs. These loans are unsecured in nature and is payable on demand.

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The following are the details of the transactions eliminated during the year ended March 31, 2024, March 31, 2023 and Mar 31, 2022:

Related Party	Nature of Transaction	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
(a) Prostarm Info Systems Limited Prostarm Energy Systems Private Limited	Payable Towards Purchase of Materials	9.94	-	14.57
(b) Prostarm Energy Systems Private Limited Prostarm Info Systems Limited	Receivable Towards Sale of Materials	9.94	-	14.57
(c) Prostarm Info Systems Limited Prostarm Energy Systems Private Limited	Receivable Towards Sale of Materials	-	34.16	-
(d) Prostarm Energy Systems Private Limited Prostarm Info Systems Limited	Payable Towards Purchase of Materials	-	34.16	-
(e) Prostarm Info Systems Limited Prostarm Energy Systems Private Limited	Receivable Towards Advance Against Purcharse of Materials	-	8.02	-
(f) Prostarm Energy Systems Private Limited Prostarm Info Systems Limited	Payables Towards Advances Received against Sale	-	8.02	-
(g) Prostarm Info Systems Limited Prostarm Energy Systems Private Limited	Investment In Shares Made	345.78	345.78	345.78
(h) Prostarm Energy Systems Private Limited Prostarm Info Systems Limited	Investment in Shares Received	345.78	345.78	345.78
(i) Prostarm Info Systems Limited Prostarm Energy Systems Private Limited	Purchase of Materials*	1,626.25	1,177.19	48.74
(j) Prostarm Energy Systems Private Limited Prostarm Info Systems Limited	Sale of Materials	1,626.25	1,177.19	48.74
(k) Prostarm Info Systems Limited Prostarm Energy Systems Private Limited	Sale of Materials	118.56	55.05	1.78
(l) Prostarm Energy Systems Private Limited Prostarm Info Systems Limited	Purchase of Materials	118.56	55.05	1.78
(m) Prostarm Info Systems Limited Prostarm Energy Systems Private Limited	Sale of Services	1.14	-	2.33
(n) Prostarm Energy Systems Private Limited Prostarm Info Systems Limited	Purchase of Services	1.14	-	2.33
(o) Prostarm Energy Systems Private Limited Prostarm Info Systems Limited	Sale of Fixed Assets	-	4.32	-
(p) Prostarm Info Systems Limited Prostarm Energy Systems Private Limited	Purchase of Materials	-	4.32	-

*The Parent Company has purcahsed materials of Rs. 1181.51 Lakhs from subsidiary which includes sale of fixed assets to the extent of Rs. 4.32 Lakhs and the same has become part of stock-in-trade item (being batteries) for the Parent Company. Therefore, in above table, elimination impact has been given for Rs. 1177.19 Lakhs being its conversion of fixed asset into stock-in-tarde at Group level and those items have also been sold by the Partent during the year under consideration.

Annexure VI - Notes to the restated consolidated financial information

(All amounts in ₹ Lakhs, except as otherwise stated)

40 EARNING PER SHARE

Basic Earnings per share ('EPS') amounts are calculated by dividing the Profit/(loss) for the year attributable to equity holders of the Parent Company by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the Profit/(loss) attributable to equity holders of the Parent Company by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following is a reconciliation of the equity shares used in the computation of basic and diluted earnings per equity share:

Particulars	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
A. Nos. of Equity Shares outsanding at end of year	42,874,592	42,874,592	9,083,600
B. Weighted Average number of Equity Shares for Basic & Diluted EPS	**42,874,592**	**42,874,592**	**42,874,592**
C. Profit attributable to owners of the Parent Company	2,333.95	1,998.56	1,139.31
D. Earning per Share after Exceptional Income			
Basic & Diluted Earning Per Share (In ₹)	**5.44**	**4.66**	**2.66**
E. Nominal Value of Shares (In ₹)	10.00	10.00	10.00

Note:1> The Parent Company has issued bonus share in the ratio of 372:100 during the year ended 31st March, 2023 (refer note 22.3(vi)). In line with the requirements of Para 28 of Ind AS 33,for the purpose of EPS calculations, bonus shares issued have been considered as if the event of bonus issue had occurred at the beginning of the earliest period reported.

41 CONTINGENT LIABILITIES & COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Contingent Liabilities			
Claims against the Group not acknowledged as debt[1]	11.30	11.30	11.30
Guarantees & LC excluding financial guarantees[2]	1,792.07	1,050.94	643.02
Other money for which the Group is contingently liable[3]	32.03	3.06	437.74
Commitments			
Estimated amount of contracts remaining to be executed on capital account & not provided for	135.04	76.77	105.55
Uncalled liability on shares and other investments partly paid		-	-
Other commitments		-	-

Notes:

1. The Group has certain disputes, lawsuits and claims, which arise in from time to time in the ordinary course of business. The Group believes these matters are not expected to have material impact on the Financial Statements.

2. Includes Bank Guarantees issued in favour of various customers for supply of materials, tendering, etc

3. Represnts demands raised by Income tax and service tax authorities pending before appellate authorities or appeal to be filed within due course.

42 FINANCIAL RISK MANAGEMENT

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

Financial Risk Factors

The Company's activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, trade receivables and other financial assets measured at amortised cost	Ageing analysis, Credit ratings	The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Trade receivables are typically unsecured and are derived from revenue earned from customers and related party. The Company operates majorly with AMCs with high credit ratings resulting in limited credit risk on trade receivables.
Liquidity risk	Liabilities	Rolling cash flow forecasts	The Company manages its liquidity risk by ensuring as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation. The Company believes that the working capital and its cash and cash equivalent are sufficient to meet its short and medium term requirements.
Market risk	Recognised financial assets and liabilities not denominated in Indian rupee (INR)	Cash flow forecasting	The Company has very limited exposure to the financial risk of changes in foreign currency exchange rates.

A. Credit risk

Credit risk is the risk that a counterparty fails to discharge its obligation to the Company. The Company's exposure to credit risk is influenced mainly by loans, cash and cash equivalents, trade receivables and other financial assets measured at amortised cost. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

a. Credit risk management

The Company assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

(i) Low credit risk
(ii) Moderate credit risk
(iii) High credit risk

Based on business environment in which the Company operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or a litigation decided against the Company. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in Statement of Profit and Loss.

The Company provides for expected credit loss based on the following:

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Basis of categorisation	Asset class exposed to credit risk	Provision for expected credit loss
Low credit risk	Loans, trade receivables, cash and cash equivalents, financial assets measured at amortised cost	12 month expected credit loss or
High credit risk	Trade receivables	Life time expected credit loss or specific provision, as required

Particulars	Note	Note No.	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Low credit risk					
Security deposits	Other Current Assets - Non Current	8 & 16	192.93	258.81	271.27
Trade receivables	Current & Non-Current Trade Receivables	6 & 12	8,968.13	6,577.05	3,450.72
Cash and cash equivalents	Cash and cash equivalents	13	53.30	77.04	199.33
Bank balances other than Cash and cash	Current Financial Assets - Other Bank Balances	14	21.33	8.66	-
Other financial assets	Other Financial Assets - Current & Non Currrent	7,8,11,15 & 16	1,929.40	1,709.26	1,143.16
High credit risk					
Trade receivables	Current & Non-Current Trade Receivables	6 & 12	62.17	95.68	39.10
Loans				-	-
Total			**11,227.25**	**8,726.50**	**5,103.58**

***These represent carrying values of financial assets, without deduction for expected credit losses**

Cash and cash equivalents and bank deposits
Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks across the country.

Trade receivables
Trade receivables are generally unsecured and non-interest bearing. There is no significant concentration of credit risk. The Company’s credit risk management policy in relation to trade receivables involves periodically assessing the financial reliability of customers, taking into account their financial position, past experience and other factors. The utilization of credit limit is regularly monitored. The Company’s credit risk is mainly confined to the risk of customers defaulting against credit sales made. Outstanding trade receivables are regularly monitored by credit monitoring Company. The Company has also taken advances from its customers, which mitigate the credit risk to an extent. In respect of trade receivables, the Company recognises a impairment for lifetime expected credit losses after evaluating the individual probabilities of default of its customers which are duly based on the inputs received from the marketing teams of the Company.

Other financial assets measured at amortised cost
Other financial assets measured at amortised cost includes loans to related parties, loans to employees, security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system are in place ensure the amounts are within defined limits.

b. Expected credit losses for financial assets

i. Financial assets (other than trade receivables)
Company provides for expected credit losses on financial assets other than trade receivables by assessing individual financial instruments for expectation of any credit losses.
- For cash & cash equivalents and other bank balances - Since the Company deals with only high-rated banks and financial institutions, credit risk in respect of cash and cash equivalents, other bank balances and bank deposits is evaluated as very low.
- For security deposits paid - Credit risk is considered low because the Company is in possession of the underlying asset.
- For other financial assets - Credit risk is evaluated based on Company knowledge of the credit worthiness of those parties and loss allowance is measured. For such financial assets, the Company policy is to provide for 12 month expected credit losses upon initial recognition and provide for lifetime expected credit losses upon significant increase in credit risk.

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Particulars	Notes	Gross carrying amount	Expected probability of Default	Expected credit losses	Carrying amount net of impairment provision
March 31, 2024					
Cash and cash equivalents	13	53.30	0%	-	53.30
Other bank balances	14	21.33	0%	-	21.33
Other financial assets	7,8,11,15 & 16	2,122.33	0%	-	2,122.33
March 31, 2023					
Cash and cash equivalents	13	77.04	0%	-	77.04
Other bank balances	14	8.66	0%	-	8.66
Other financial assets	7,8,11,15 & 16	1,968.07	0%	-	1,968.07
March 31, 2022					
Cash and cash equivalents	13	199.33	0%	-	199.33
Other bank balances	14	-	0%	-	-
Other financial assets	7,8,11,15 & 16	1,414.43	0%	-	1,414.43

ii) Expected credit loss for trade receivables under simplified approach

As at March 31, 2024, March 31, 2023 and March 31, 2022, the Company considered the individual probabilities of default of its financial assets (other than trade receivables) and determined that in respect of counterparties with low credit risk, no default events are considered to be possible within the 6 months after the reporting date. In respect of trade receivables, the Company measures the loss allowance at an amount equal to lifetime expected credit losses using a simplified approach.

Particulars	Carrying Amount Net of Impairment Provision	Gross carrying amount	% of expected credit losses	Allowance for expected credit losses
March 31, 2024				
Amount not yet due	-	-	0.00%	-
Between one to six month overdue	-	-	0.00%	-
Greater than six month overdue	62.17	106.08	10.00%	43.92
Total	**62.17**	**106.08**		**43.92**
March 31, 2023				
Amount not yet due	-	-	0.00%	-
Between one to six month overdue	-	-	0.00%	-
Greater than six month overdue	86.11	95.68	10.00%	9.57
Total	**86.11**	**95.68**		**9.57**
March 31, 2022				
Amount not yet due	-	-	0.00%	-
Between one to six month overdue	-	-	0.00%	-
Greater than six month overdue	-	-	0.00%	-
Total	**-**	**-**		**-**

Reconciliation of loss allowance provision for Trade receivables from beginning to end of reporting period:

Particulars	Trade receivables
Loss allowance as at April 1, 2021	**-**
Changes in loss allowance	-
Loss allowance as at March 31, 2022	**-**
Changes in loss allowance	9.57
Loss allowance on March 31, 2023	**9.57**
Changes in loss allowance	34.35
Loss allowance on March 31, 2024	**43.92**

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B. Market Risk

a) Foreign Currency Risk

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The Company's exposure to currency risk relates primarily to the Company's operating activities when transactions are denominated in a different currency from the Company's functional currency.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities that are not hedged by a derivative at the end of the reporting period are as follows.

Particulars	As at 31 March 2024		As at 31 March 2023		As at 31 March 2022	
	Foreign Currency*	Rs. In Lakhs	Foreign Currency*	Rs. In Lakhs	Foreign Currency*	Rs. In Lakhs
Trade Payables						
USD**	3,448,324	2,887.97	898,623	737.86	1,226,695	931.19
CNY***			-	-	-	-
Trade Receivables			-	-	-	-
Other Payables						
USD**			-	-	-	-
CNY***			-	-	-	-
Total		**2,887.97**		**737.86**		**931.19**

Foreign exchange risk sensitivity analysis has been performed on the foreign currency exposures in the Company's financial assets and financial liabilities at the reporting date. Reasonably possible changes are based on an analysis of historic currency volatility, together with any relevant assumptions regarding near-term future volatility.

Sensitivity analysis of 5% change in exchange rate at the end of reporting period.

Particulars	As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	CNY***	USD**	CNY***	USD**	CNY***	USD**
Foreign Currency Sensitivity						
Impact on Proft & Loss						
5% Appreciation in (Rs.)	-	144.40	-	36.89	-	46.56
5% Depreciation in (Rs.)	-	(144.40)	-	(36.89)	-	(46.56)

*foregin currency is presented in absoulte numbers.

**USD represents for United States Dollar

***CNY represents for Chinese Yuan Renminbi

Price Risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The Company's activities expose it primarily to the financial risk of changes in foreign currency exchange rates on account of procurement of goods/materials from outside India.

C. Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value.

The Company has an established liquidity risk management framework for managing its short term, medium term and long term funding and liquidity management requirements. The Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Company manages its liquidity risk by ensuring as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation. The Company believes that the working capital and its cash and cash equivalent are sufficient to meet its short and medium term requirements.

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The table below summarizes the maturity profile of the company's financial liabilities based on contractual undiscounted payments:

As at March 31, 2024

Particulars	Carrying Amount	Contractual Cash Flow	Upto 12 Months	1 to 5 Years
Overdraft Facility from Banks	3,711.23	3,711.23	3,711.23	-
Long-term Borrowings	629.90	629.90	168.47	461.44
Lease Liability	5.82	5.82	5.82	-
Trade Payables	6,429.63	6,429.63	6,429.63	-
Other Financial Liabilities	234.54	234.54	234.54	-

As at 31st March, 2023

Particulars	Carrying Amount	Contractual Cash Flow	Upto 12 Months	1 to 5 Years
Overdraft Facility from Banks	1,607.21	1,607.21	1,607.21	-
Long-term Borrowings	866.41	866.41	195.32	671.09
Lease Liability	11.53	11.53	5.81	5.72
Trade Payables	5,980.42	5,980.42	5,980.42	-
Other Financial Liabilities	86.53	86.53	86.53	-

As at 31st March, 2022

Particulars	Carrying Amount	Contractual Cash Flow	Upto 12 Months	1 to 5 Years
Overdraft Facility from Banks	-	-	-	-
Long-term Borrowings	303.30	303.30	92.69	210.61
Lease Liability	17.64	17.64	6.08	11.56
Trade Payables	4,761.78	4,761.78	4,761.78	-
Other Financial Liabilities	151.07	151.07	151.07	-

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PROSTARM INFO SYSTEMS LIMITED
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Annexure VI - Notes to the restated consolidated financial information
(All amounts in ₹ Lakhs, except as otherwise stated)

43 TRADE PAYABLES - DISCLOSURES

43.1 Ageing for trade payables from the due date of payment for each of the category as at 31st March, 2024

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Unbilled	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	-	-	674.40	0.08	123.11	-	**797.59**
(II) Others	-	-	5,594.64	0.23	33.76	-	**5,628.63**
(iii) Disputed Dues- MSME	-	-	-	-	1.76	-	**1.76**
(iv) Disputed Dues - Others	-	-	0.34	1.15	0.17	-	**1.66**
Total	**-**	**-**	**6,269.38**	**1.46**	**158.80**	**-**	**6,429.63**

43.2 Ageing for trade payables from the due date of payment for each of the category as at 31st March, 2023

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Unbilled	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	-	-	1,288.28	-	-	-	**1,288.28**
(II) Others	-	-	4,545.15	36.19		-	**4,581.34**
(iii) Disputed Dues- MSME	-	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-	-
Total	**-**	**-**	**5,833.44**	**36.19**	**-**	**-**	**5,869.62**

43.3 Ageing for trade payables from the due date of payment for each of the category as at 31st March, 2022

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Unbilled	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	-	-	258.09	-	-	-	**258.09**
(II) Others	-	-	4,509.53	8.71	-	-	**4,518.23**
(iii) Disputed Dues- MSME	-	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-	-
Total	**-**	**-**	**4,767.61**	**8.71**	**-**	**-**	**4,776.32**

43.4 DISCLOSURE FOR AMOUNT DUE TO MICRO, SMALL AND MEDIUM ENTERPRISES

The information required to be disclosed under the MSMED Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. The details of amount outstanding to Micro & Small Enterprises are as under:

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
A. Principal amount remaining unpaid (Refer Note 24)	799.34	1,288.28	258.09
B. Interest due thereon		-	-
C. Interest paid by Group in terms of Section 16 of the MSMED Act, 2006 alongwith the amount of the payment made to suppliers beyond the appointed day during the year		-	-
D. 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 MSMED Act, 2006		-	-
E. Interest accrued and remaining unpaid at the end of each accounting year;		-	-
F. Further interest remaining due and payable even in the succceeding years, until such date when the interest dues as above are actually paid to small enterprise		-	-

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44 Disclosure of Loans & Advances to Promoters, Dierctors , KMPs & the Related Parties

Type of Borrower	As on 31st March, 2024		As on 31st March, 2023		As on 31st March, 2022	
	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Promoter	-	-	-	-	-	-
Directors	-	-	-	-	-	-
KMPs	-	-	2.00	1.98%	-	-
Other Related Parties	7.67	4.10%	2.35	2.32%	0.58	1.33%

Note: During the reporting periods, Group has not granted any loan or advances to promotores, directors, KMPs and their relatives except small advances against remuneration and salaries as above.

45 TRADE RECEIVABLES - DISCLOSURES

45.1 Ageing for current trade receivables from the due date of payment for each of the category as at 31st March, 2024

Particulars	Unbilled	Outstanding for following periods from due date of payment					
		Less than 6 Months	6 months -1 year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) Undisputed Trade receivables – considered good	107.66	7,627.62	978.47	166.19	4.18	84.00	**8,968.13**
(ii) Undisputed Trade Rece., which have significant increase in credit risk	-	-	-	-	-	-	**-**
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	**-**
(iv) Disputed Trade Receivables – considered good	-	-	7.02	6.29	7.23	41.62	**62.17**
(v) Disputed Trade Receivable, which have significant increase in credit risk	-	-	-	-	-	-	**-**
(vi) Disputed Trade Receivables – credit impaired	-	-	-				**-**
Total	**107.66**	**7,627.62**	**985.50**	**172.48**	**11.41**	**125.62**	**9,030.29**

Note: There are not any trade receivables which are not due on reporting date.

45.2 Ageing for non-current trade receivables from the due date of payment for each of the category as at 31st March, 2024

Particulars	Unbilled	Outstanding for following periods from due date of payment					
		Less than 6 Months	6 months -1 year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) Undisputed Trade receivables – considered good	-	-	-	-	-	-	**-**
(ii) Undisputed Trade Rece., which have significant increase in credit risk	-	-	-	-	-	-	**-**
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	**-**
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	**-**
(v) Disputed Trade Receivable, which have significant increase in credit risk	-	-	-	-	-	-	**-**
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	**-**
Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**

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45.3 Ageing for current trade receivables from the due date of payment for each of the category as at 31st March, 2023

Particulars	Unbilled	Outstanding for following periods from due date of payment					
		Less than 6 Months	6 months -1 year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) Undisputed Trade receivables – considered good	52.27	5,953.78	305.76	140.66	67.38	57.20	**6,577.05**
(ii) Undisputed Trade Rece., which have significant increase in credit risk	-	-	-	-	-	-	**-**
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	**-**
(iv) Disputed Trade Receivables – considered good	-	-	8.48	10.01	77.18	-	**95.68**
(v) Disputed Trade Receivable, which have significant increase in credit risk	-	-	-	-	-	-	**-**
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	**-**
Total	**52.27**	**5,953.78**	**314.24**	**150.68**	**144.56**	**57.20**	**6,672.73**

Note: There are not any trade receivables which are not due on reporting date.

45.4 Ageing for non-current trade receivables from the due date of payment for each of the category as at 31st March, 2023

Particulars	Unbilled	Outstanding for following periods from due date of payment					
		Less than 6 Months	6 months -1 year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) Undisputed Trade receivables – considered good	-	-	-	-	-	-	**-**
(ii) Undisputed Trade Rece., which have significant increase in credit risk	-	-	-	-	-	-	**-**
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	**-**
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	**-**
(v) Disputed Trade Receivable, which have significant increase in credit risk	-	-	-	-	-	-	**-**
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	**-**
Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**

Note: There are not any trade receivables which are not due on reporting date.

45.5 Ageing for current trade receivables from the due date of payment for each of the category as at 31st March, 2022

Particulars	Unbilled	Outstanding for following periods from due date of payment					
		Less than 6 Months	6 months -1 year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) Undisputed Trade receivables – considered good	34.14	3,072.29	51.19	209.47	27.75	51.56	**3,446.39**
(ii) Undisputed Trade Rece., which have significant increase in credit risk	-	-	-	-	-	-	**-**
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	**-**
(iv) Disputed Trade Receivables – considered good	-	5.03	-	34.07	-	-	**39.10**
(v) Disputed Trade Rece, which have significant increase in credit risk	-	-	-	-	-	-	**-**
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	**-**
Total	**34.14**	**3,077.32**	**51.19**	**243.54**	**27.75**	**51.56**	**3,485.48**

Note: There are not any trade receivables which are not due on reporting date.

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45.6 Ageing for non-current trade receivables from the due date of payment for each of the category as at 31st March, 2022

Particulars	Unbilled	Outstanding for following periods from due date of payment					
		Less than 6 Months	6 months -1 year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) Undisputed Trade receivables – considered good	-	-	-	4.34	-	-	**4.34**
(ii) Undisputed Trade Rece., which have significant increase in credit risk	-	-	-	-	-	-	**-**
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	**-**
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	**-**
(v) Disputed Trade Rece, which have significant increase in credit risk	-	-	-	-	-	-	**-**
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	**-**
Total	**-**	**-**	**-**	**4.34**	**-**	**-**	**4.34**

Note: There are not any trade receivables which are not due on reporting date.

46 The Quarterly Returns or Statement submitted to Banks pursuant to working capital facilities provided, are materially in agreement with Books of Accounts except the following figures of as of 31st March, 2024:

Name of Bank	Year	Quarter	Particulars	Amount as per Books of Account	Amount Reported in Stock Statement	Amounts of Difference	Reason for Discrepancies
Axis Bank, ICICI Bank	2023-24	1st	Inventory	6763.15	7623.44	-860.29	Due to pending finalisation of Quarterly Accounts, Clearing of un-identified receipts, advances, TDS as per customer / vendor advice
			Trade Receivables	4861.86	4902.49	-40.63	
			Trade Payables	6870.36	6717.39	152.97	
Axis Bank, ICICI Bank	2023-24	2nd	Inventory	4731.92	5798.81	-1066.89	Due to pending finalisation of Quarterly Accounts, Clearing of un-identified receipts, advances, TDS as per customer / vendor advice
			Trade Receivables	9113.27	9547.74	-434.47	
			Trade Payables	6775.50	6452.59	322.91	

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Axis Bank, ICICI Bank	2023-24	3rd	Inventory	6703.92	7598.67	-894.76	Due to pending finalisation of Quarterly Accounts, Clearing of un-identified receipts, advances, TDS as per customer / vendor advice
			Trade Receivables	7316.33	7364.02	-47.69	
			Trade Payables	7039.34	6454.89	584.45	
Axis Bank, ICICI Bank	2023-24	4th	Inventory	5782.70	6171.60	-388.91	Due to pending finalisation of Quarterly Accounts, Clearing of un-identified receipts, advances, TDS as per customer / vendor advice
			Trade Receivables	9015.51	8979.32	36.19	
			Trade Payables	6286.58	6035.00	251.59	
Axis Bank, ICICI Bank	2022-23	1st	Inventory	358.30	484.82	(126.52)	Due to pending finalisation of Quarterly Accounts, Clearing of un-identified receipts, advances, TDS as per customer / vendor advice
			Trade Receivables	407.49	445.33	(37.84)	
			Trade Payables	(437.32)	(499.02)	61.70	
Axis Bank, ICICI Bank	2022-23	2nd	Inventory	273.09	410.06	(136.97)	Due to pending finalisation of Quarterly Accounts, Clearing of un-identified receipts, advances, TDS as per customer / vendor advice
			Trade Receivables	588.16	603.60	(15.44)	
			Trade Payables	(442.43)	(431.90)	(10.53)	
Axis Bank, ICICI Bank	2022-23	3rd	Inventory	381.32	412.90	(31.58)	Due to pending finalisation of Quarterly Accounts, Clearing of un-identified receipts, advances, TDS as per customer / vendor advice
			Trade Receivables	463.44	470.50	(7.06)	
			Trade Payables	(439.80)	(431.50)	(8.30)	

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Axis Bank, ICICI Bank	2022-23	4th	Inventory	359.39	373.64	(14.25)	Due to inclusion of corresponding input taxes on inventory for bank Submission
			Trade Receivables	670.48	667.29	3.19	Unbilled Revenue provision was not part of Trade Receivables submitted to Bank
			Trade Payables	(531.00)	(498.40)	(32.60)	Due to pending finalisation of Quarterly Accounts, Clearing of un-identified receipts, advances, TDS as per customer / vendor advice
Axis Bank, ICICI Bank, Bandhan Bank	2021-22	1st	Inventory	296.52	265.70	30.82	Due to pending finalisation of Quarterly Accounts, Clearing of un-identified receipts, advances, TDS as per customer / vendor advice
			Trade Receivables	334.96	368.96	(34.00)	
			Trade Payables	(380.52)	(366.78)	(13.74)	
Axis Bank, ICICI Bank, Bandhan Bank	2021-22	2nd	Inventory	371.31	317.76	53.55	Due to pending finalisation of Quarterly Accounts, Clearing of un-identified receipts, advances, TDS as per customer / vendor advice
			Trade Receivables	382.71	420.15	(37.44)	
			Trade Payables	(384.26)	(385.04)	0.78	
Axis Bank, ICICI Bank, Bandhan Bank	2021-22	3rd	Inventory	267.46	278.55	(11.09)	Due to pending finalisation of Quarterly Accounts, Clearing of un-identified receipts, advances, TDS as per customer / vendor advice
			Trade Receivables	352.22	357.23	(5.01)	
			Trade Payables	(232.14)	(253.19)	21.05	

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Axis Bank, ICICI Bank, Bandhan Bank	2021-22	4th	Inventory	290.15	349.02	(58.86)	a) Inventory of Spare & Parts having value of ₹ 40.72 Lakhs at the end of reporting period were not declared in statements provided to banks; b) Inventory value declared in the Statement provided to banks is inclusive of taxes;
			Trade Receivables	347.71	369.52	(21.81)	Difference is on account of due reconciliation with debtors and 26AS.
			Trade Payables	(454.84)	(432.46)	(22.38)	Difference is on account of due reconciliation with creditors.

47 SEGMENT INFORMATION

A) The principal business of the Group is sale of "Customized Power Electronic Solutions' products. All other activities of the Company revolve around its principal business. The Executive Committee of the Parent Company, has been identified as the Chief Operating Decision Maker (CODM). The CODM evaluates the Group’s performance, allocates resources based on analysis of the various performance indicators of the Company as a single unit. CODM have concluded that there is only one operating reportable segment as defined under IND AS 108 “Operating Segments”, i.e. Customized Power Electronic Solutions.

B) Disaggregation of Revenue from Operations by Geographical Area has been provided at Note No. 29.

C) All Non-Current Assets of the Group are located within India only.

D) Information about Major Customers

Following are the details of single customer who contributes 10% or more to the Company’s revenue during the year ended 31st March, 2024, 31st March 2023 and 31 March 2022:

Name of Customer	For the Year Ended 31st March, 2024		For the Year Ended 31st March, 2023		For the Year Ended 31st March, 2022	
	Revenue	% to total Group's Revenue	Revenue	% to total Group's Revenue	Revenue	% to total Group's Revenue
India1 Payments Limited	-	-	-	-	2,228.48	12.95%
Hitachi Payment Services Private Limited	2,798.66	10.85%	-	-	-	-
West Bengal Medical Services Corporation Limited	3,048.61	11.82%	-	-	-	-

(All amounts in ₹ Lakhs, except as otherwise stated)

48 RATIO ANALYSIS

Particulars	Numerator	Denominator	31st March, 2024	31st March, 2023	31st March, 2022
(a) Current Ratio	Current Assets	Current Liabilities	1.46	1.43	1.60
(b) Debt-Equity Ratio	Total Debt	Shareholder's Equity	0.51	0.39	0.07
(c) Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	5.60	7.12	10.30
(d) Return on Equity Ratio	Net Profits after taxes	Average Shareholder’s Equity	31.41%	37.95%	30.85%
(e) Inventory Turnover Ratio	Cost of Goods Sold or Sales	Average Inventory	3.60	4.54	5.27
(f) Trade Receivables Turnover Ratio	Net Credit sales	Average Trade Debtors / Accounts receivable	3.28	4.53	4.79
(g) Trade Payables Turnover Ratio	Net Credit Purchases	Avergae Trade Payables	3.18	3.28	3.36
(h) Net Capital Turnover Ratio	Net Sales	Average Working Capital	5.89	6.85	6.56
(i) Net Profit Ratio	Net Profit	Net Sales	8.85%	8.40%	6.35%
(j) Return on Capital Employed	Earnings Before Finance Costs	Average Capital Employed	32.40%	41.44%	41.27%
(k) Return on investment (MF)	Earnings on Investment	Average Investment	NA	3.93%	3.01%

Notes:
Capital employed refers to Average of Networth + Total Debts + Lease Liabilities + Deferred Tax
Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations and Interest
“Net Profit after tax” means reported amount of “Profit / (loss) for the period” and it does not include items of other comprehensive income.
Working Capital implies Current Assets less Current Liabilities.
Return on investment is calcualted on the basis of average cost of investments held during the respective year.
All figures related to profit and loss have been extrapolated for the purpose of calculation of ratios.

Change in Ratio in Comparison to corresponding previous year

Ratio	31st March, 2024	31st March, 2023	31st March, 2022
(a) Current Ratio	1.90%	-10.51%	5.32%
(b) Debt-Equity Ratio	28.52%	436.40%	208.80%
(c) Debt Service Coverage Ratio	-21.36%	-30.90%	-89.02%
(d) Return on Equity Ratio	-17.22%	23.00%	-5.13%
(e) Inventory Turnover Ratio	-20.57%	-13.98%	-35.86%
(f) Trade Receivables Turnover Ratio	-27.56%	-5.36%	63.45%
(g) Trade Payables Turnover Ratio	-3.13%	-2.12%	33.71%
(h) Net Capital Turnover Ratio	-13.95%	4.38%	-32.34%
(i) Net Profit Ratio	5.40%	32.34%	1.34%
(j) Return on Capital Employed	-21.82%	0.43%	12.41%
(k) Return on investment (Mutual Funds)	NA	30.29%	4.31%

Explanation of Change in Ratio more than 25%

March 31, 2024

(a) Debt-Equity Ratio has been increased due to substantial increase in debts during the year.
(b) Trade Receivables turnover ratio has been decreased due to increase in trade receivables in comparison to proportionate change in turnover.

March 31, 2023

(a) Debt-Equity Ratio has been increased due to substantial increase in debts during the year.
(b) Debt Service Coverage Ratio has been decreased due to substantial increase in debts during the year.
(c) Return on investment (Mutual Funds) has been increased as there was investment in temporary securties during the year.
(d) Net profit ratio has been increased due to substantial increase in turnover and reduction of corresponding costs.

March 31, 2022

(a) Debt-Equity Ratio has been increased due to substantial increase in debts during the year.
(b) Debt Service Coverage Ratio has been decreased due to substantial increase in debts during the year.
(c) Inventory turnover ratio has been increased due to substantial increase in inventory at the end of the year.
(d) Trade Receivables turnover has been increased due to substantial decrease in average trade receivables at the end of year rather their was increase in turnover
(e) Trade payables turnover ratio has been increaed due to substantial increase in trade payables during the year.
(f) Net capital turnover ratio has been increased due to substantial increase in working capital during the year.

(All amounts in ₹ Lakhs, except as otherwise stated)

49 PRIOR PERIOD ITEMS ALONG WITH IMPACT ANALYSIS

As per IND AS 8 an entity is required to correct prior period error retrospectivley by restating the comparative amounts for the prior period presented in which the error occured. If the error occurred before the earliest prior period presented, it will restate the opening balance of assets, liabilities and equity for the earlier prior period presented. Therefore, in terms of provisions of IND AS 8, the impact of the prior period items identified in the current year and relating to the previous year have been restated and for the period before the last comparative period shown have been adjusted in the opening balance of retained earnings.

Particulars	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022	For the Year Ended 31st March, 2021
Expenses			
Salaries		-	(5.99)
Subsidy Balance W/O		-	(2.93)
Error in Posting of Sale of PPE		-	(44.85)
Depreciation Impact - Sale of PPE		-	2.56
Depreciation on Investment Property		-	(8.11)
OCI Tax Impact		-	(5.84)
Staff Advances W/O		-	-
Impact on Deferred Tax		-	12.64
Finance Cost on Recognition of Lease Obligation		(1.56)	(2.36)
ROU Amortization- Error in Posting of Investment Property		(0.42)	(0.42)
Recognition of Gratuity Provision in Subsidiary		(0.91)	-
Deferred Tax Impact on Above		0.24	-
NCI Impact on Gratuity Provision and related tax		0.33	-
Impact on Income tax Expense (Earlier Year)	3.78	2.07	(5.85)
Total Impact on profit/reserve	**3.78**	**(0.24)**	**(61.15)**
Increase/(Decrease) in EPS (in ₹)	**0.009**	**(0.001)**	**(0.14)**

50 RECONCILIATION BETWEEN PREVIOUS GAAP AND IND AS

Ind AS 101 requires an entity to reconcile, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from erstwhile Indian GAAP to Ind AS.

(I) Reconciliation of Shareholders' Equity

Nature of Adjustments	As at 31st March, 2022	As at 31st March, 2022	As at 31st March, 2021
Shareholders' Equity as per Previous GAAP		-	**2,222.23**
Retrospective Application of Ind AS -19			
Application of Ind AS - 40		-	(159.20)
Prior Period Adjustments		-	(57.26)
Deferred Tax Impact of above		-	47.05
Finance Cost on Recognition of Lease Obligation			(3.38)
ROU Amortization- Error in Posting of Investment Property			(0.57)
Income tax Provision Adjustment			(5.85)
Shareholders' Equity as per Ind AS		**-**	**2,043.02**

In line with Ind AS 101, the above adjustments have been carried out through retained earnings in Reserves & Surplus.

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(II) Reconciliation of Profit /(Loss) after tax between Ind-AS and previous GAAP for the Year ended 31st March, 2021

Nature of Adjustments	For the Year Ended 31st March, 2021
Net Profit /(Loss) as per Previous GAAP	**899.16**
Deferred Tax Adjustment on Re-measurement (gain)/loss	(5.84)
Application of Ind AS -40	(8.11)
Prior Period Adjustments	(51.22)
Deferred Tax Impact of above	12.64
Finance Cost on Recognition of Lease Obligation	(2.36)
ROU Amortization- Error in Posting of Investment Property	(0.42)
Income tax Provision Adjustment	(5.85)
Net Profit / (Loss) as per Ind AS	**838.01**

(III) Reconciliation of Cash Flows for the Year ended March 31, 2021

The transition from erstwhile Indian GAAP to Ind AS has not made a material impact on the statement of cash flows.

51 PRINCIPAL DIFFERENCES BETWEEN IND AS AND INDIAN GAAP

I. Deferred Tax

The Group has accounted for deferred tax on the various adjustments between Indian GAAP and IND AS at their effective tax rate.

II. Defined Benefit Obligation

Under previous GAAP, Group has been charging the remeasurement (gain)/loss of employee benefits to profit and loss account whereas under Ind AS financial statements such (gain) /loss is accounted in Statement of Other Comprehensive Income alongwith the corresponding tax impact.

III. Investment Property

Under previous GAAP, the Group was not charging depreciation and amortization on Investment Properties except on property on which depreciation was being charged as PPE. Under Ind AS financial statements, on application of Ind AS -40, investement properties are amortized as per their useful lives.

IV. Prior Period Items

Unde Indian GAAP, the impact of prior period items is required to be included in current period statement of profit and loss. However, as per Ind AS-8 an entity is required to correct prior period errors retrospectively by restating the compartive amounts for the prior period presented in which the error occured. if the error occurred before the earliest prior period presented, it will restate the opening balance of assets, liabilities and equity for the earliest prior period presented. Impact of the same has been given in Note No. 49.

52 DETAILS OF CORPORATE SOCIAL RESPONSBILITY (CSR) EXPENDITURES

Particulars	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
Gross amount required to be spent as per Sec.135 of Companies Act, 2013	37.07	24.58	16.79
Amount spent during the year on:			
(i) Acquisition / Construction of an Asset	-	-	-
(ii) on purpose other than (i) above	-	-	-
`-Direct Contribution to approved CSR Project/Activities /Programmes	37.25	25.00	17.50
`-Distribution of Foods/Cloths etc			
Details of Related Party Transactions	-	-	-
Short / (Excess)	**(0.18)**	**(0.42)**	**(0.71)**
Opening B/F - Short / (Excess)	(1.25)	(0.83)	(0.12)
Net C/F - Short / (Excess)	**(1.43)**	**(1.25)**	**(0.83)**

Other Disclosures related to CSR

Particulars	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
The amount of shortfall /(Excess) at the end of the year out of the amount required to be spent by the Group during the year.	-	-	-
The total of previous years' shortfall amounts	-	-	-
Nature of CSR Activities undetaken	Donation to approved charitable trusts	Donation to approved charitable trusts	Donation to approved charitable trusts

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53 CAPITAL MANAGEMENT

The Group's objectives when managing capital is to safeguard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth and maximise the shareholders value . The Company's overall strategy remains unchanged from previous year.The Company sets the amount of capital required on the basis of annual business and long-term operating plans which include capital and other strategic investments. The funding requirements are met through a mixture of equity, internal fund generation and borrowed funds.. The Company's policy is to use short term and longterm borrowings to meet anticipated funding requirements. The Company monitors capital on the basis of the net debt to equity ratio. The Group is not subject to any externally imposed capital requirements. Net debt are long term and short term debts as reduced by cash and cash equivalents (including restricted cash and cash equivalents) and short-term investments. Equity comprises share capital and free reserves. The following table summarizes the capital of the Company:

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Share Capital	4,287.46	4,287.46	908.36
Free Reserves	4,145.53	1,813.21	3,187.41
Equity (A)	**8,432.99**	**6,100.67**	**4,095.77**
Cash & Cash Equivalents	53.30	77.04	199.33
Short Term Investments	-	-	316.98
Total Cash (B)	**53.30**	**77.04**	**516.31**
Short-term Borrowings	3,879.70	1,802.53	92.69
Long-Term Borrowings	461.44	671.09	210.61
Total Debt (C)	**4,341.14**	**2,473.62**	**303.30**
Net Debt (D=(C-B))	**4,287.83**	**2,396.58**	**(213.02)**
Net Debt to Equity Ratio (E=D/A)	**0.51**	**0.39**	**(0.05)**

In order to achieve this overall objective, the group's capital management, amongst other things, aims to ensure that it meets terms and conditions attached to the interest-bearing loans and borrowings that define capital structure requirements

54 EARNING AND EXPENDITURE ON FOREIGN CURRENCY (IN ACCRUAL BASIS):

Particulars	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
Income			
Export of Goods / Services	4.39	53.56	-
Expenditure			
Purchase of Goods / Services	5,358.87	1,866.67	2,499.31
Purchase of Capital Goods	249.46	-	10.22

55 REVENUE FROM CONTRACTS WITH CUSTOMER'S

(₹ In Lakhs)

a) The disaggregation of the Group Revenue from Customers are given below :

Particulars	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
Sale of Products			
Sale of Products	22,254.80	21,492.38	16,419.75
Sale of Services	1,170.44	611.55	516.82
Sale of EPC Contracts (Solar)	2,368.46	906.91	189.39
Other Operating Revenues	18.51	25.48	4.77
Financing Component - Retention [Ind AS]	(25.17)	-	-
Total Revenue from Contracts with Customers	**25,787.04**	**23,036.32**	**17,130.73**

Timing of Revenue Recognition	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
Goods/Services Transferred at a Point of Time	22,254.80	21,492.38	16,419.75
Goods/Services Transferred Over Time	3,532.24	1,543.94	710.98
Total Revenue from Contracts with Customers	**25,787.04**	**23,036.32**	**17,130.73**

Geographical disaggregation	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
Sales in India	25,781.15	22,985.66	17,130.73
Sales Outside India	5.89	50.66	-
Total	**25,787.04**	**23,036.32**	**17,130.73**

Revenue Disaggregation by Contract Type	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
Fixed Price Contracts	25,787.04	23,036.32	17,130.73
Cost Plus Contracts	-	-	-
Total	**25,787.04**	**23,036.32**	**17,130.73**

Revenue Disaggregation by Customer Type	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
Government	7,793.14	5,314.28	3,160.36
Non-Government	18,019.07	17,722.04	13,970.38
Other Adjustments	(25.17)	-	-
Total	**25,787.04**	**23,036.32**	**17,130.73**

b) Contract Balances

Particulars	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Trade Receivables	8,922.63	6,620.46	3,455.68
Contract Assets	107.66	52.27	34.14
Contract Liabilities	-	-	-

Trade Receivables are non-interest bearing and are generally due within 90 days except retention and other money held by the customers as per the governing terms and conditions of the contracts. Contract assets includes Unbilled Revenue as receipt of customer's acceptance is conditional upon successful completion of services. Contract Liabilities include advance revenues received from customers i.e. excess of Billing over the Revenue

c) Reconciliation of the amount of Revenue from Operations Recognised in the Statement of Profit and Loss with the Contract Prices:

Particulars	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
Revenue As per Contract Price	**25,756.81**	**23,018.19**	**17,199.40**
Adjustments:			
Less: Opening Balance of Contract Assets	52.27	34.14	102.80
Add: Closing Balance of Contract Assets	107.66	52.27	34.14
Add: Opening Balance of Contract Liabilities	-	-	
Less: Closing Balance of Contract Liabilities	-	-	
Less: Financing Component (Ind AS)	25.17	-	-
Revenue as per Statement of Profit & Loss	**25,787.04**	**23,036.32**	**17,130.73**

(All amounts in ₹ Lakhs, except as otherwise stated)

56 EMPLOYEE BENEFITS

As per Indian Accounting Standard (Ind AS 19) "Employee benefits", the disclosures as defined are given below:

A. Defined Contribution Plans:

Particualrs	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
Employer's Contribution to Provident Fund [EPF]	53.24	60.13	56.60
Employer's Contribution to Employee State Insurance Fund [ESIC]	4.55	10.50	14.21

B. Defined Benefit Plans

(I) Gratuity Benefits

1.1 (a) Change in Present Value of Obligation during the Period

Particulars	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
Defined Benefit Obligation, Beginning of Period	**90.18**	**77.05**	**61.90**
Interest Cost	6.76	5.59	4.49
Current Service Cost	21.59	18.29	17.45
Past Service Cost	-	-	-
Actual Benefits Paid	(2.03)	(2.13)	-
Actuarial (Gains)/Losses	3.28	(8.62)	(6.78)
Defined Benefit Obligation, End of Period	**119.78**	**90.18**	**77.05**

1.1 (b) Bifurcation of total Actuarial (gain) / loss on liabilities

Particulars	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
Actuarial gain / losses from changes in Demographics assumptions (mortality)	Not Applicable	Not Applicable	Not Applicable
Actuarial (gain)/ losses from changes in financial assumptions	2.12	(1.72)	(1.80)
Experience Adjustment (gain)/ loss for Plan liabilities	1.16	(6.90)	(4.99)
Total amount recognized in other comprehensive Income	**3.28**	**(8.62)**	**(6.78)**

1.2 Key results (The amount to be recognized in the Balance Sheet):

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Present Value of Obligation at the end of Period	119.78	90.18	77.05
Fair value of plan assets at end of Period	-	-	-
Net liability/(asset) recognized in Balance Sheet and related analysis	119.78	90.18	77.05
Funded Status - Surplus/ (Deficit)	**(119.78)**	**(90.18)**	**(77.05)**

1.3 (a) Expense recognised during the year in the Statement of Profit and Loss

Particulars	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
Interest Cost	6.76	5.59	4.49
Current Service Cost	21.59	18.29	17.45
Past Service Cost	-	-	-
Expected Return on Plan Assets	-	-	-
Total Expense/(Income) included in "Employee benefit Expense"	**28.36**	**23.88**	**21.93**

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1.3 (b) Expense recognised during the year in the Statement of Other Comprehensive Income(OCI)

Particulars	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
Amount recognised in OCI, Beginning of period	**(38.60)**	**(29.98)**	**(23.19)**
Actuarial (Gains)/Losses - Obligation	3.28	(8.62)	(6.78)
Actuarial (Gains)/Losses - Plan Asset	-	-	-
Total Acturaial (Gains)/Losses	**3.28**	**(8.62)**	**(6.78)**
Cumulative total Acturial (Gains)/Losses - C/F	**(35.32)**	**(38.60)**	**(29.98)**

1.3 (c) Net Interest Costs

Particulars	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
Interest cost on defined benefit Obligatoin	6.76	5.59	4.49
Interest income on plan assets	-	-	-
Net interest cost (Income)	**6.76**	**5.59**	**4.49**

1.4 Experience Adjustment

Particulars	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
Experience Adjustment (Gain) /loss for Plan liabilities	1.16	(6.90)	(4.99)
Experience Adjustment Gain / (loss) for Plan assets	-	-	-

2.1 Summary of membership data at the date of valuation and statistics based thereon

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
		Subsidiary			Parent Company	
Number of Employees	79	68	43	170	200	382
Total monthly Salary (in Lakhs)	10.63	8.65	4.20	39.00	39.31	44.84
Average Past Service (Years)	1.6	0.9	0.6	4.8	3.8	3.0
Average Future Service (Years)	25.4	25.6	27.2	21.6	23.9	26.5
Average Age (Years)	34.6	34.4	32.8	38.4	36.1	33.5
Weighted Average Duration (based on DCFs) in years	13	16	21	16	18	21
Average Monthly Salary (in Lakhs)	0.14	0.13	0.10	0.23	0.20	0.12
Expected Future Service taking into account Decrements (Years)				15.00	15.00	15.00

2.2 Actuarial Assumptions

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Discount Rate (per annum)	7.50%	7.50%	7.25%
Salary Escalation rate (per annum)	6.00%	6.00%	6.00%
Mortality	IALM 2012-14	IALM 2012-14	IALM 2012-14
Withdrawal Rate (Per annum)	5.00%	5.00%	5.00%

2.3 Benefits Valued

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Normal Retirement Age	60 Years	60 Years	60 Years
Salary	Last Drawn Qualifying Salary	Last Drawn Qualifying Salary	Last Drawn Qualifying Salary
Vesting Period	5 Years of Service	5 Years of Service	5 Years of Service
Benefits on Normal Retirement	15/26 * Salary * Past Service (yr).	15/26 * Salary * Past Service (yr).	15/26 * Salary * Past Service (yr).
Benefits on early exit due to death anc	As above except that no vesting conditions apply	As above except that no vesting conditions apply	As above except that no vesting conditions apply
Limit (Rs. In Lakhs)	20.00	20.00	20.00

]

2.4 Current Liability (*Expected payout in next year as per schedule III of the Companies Act, 2013)

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Current Liability (Short Term)	19.20	10.99	6.37
Non Current Liability (Long Term)	100.58	79.19	70.68
Liability/(Asset) recognised in the Balance Sheet	**119.78**	**90.18**	**77.05**

2.5 Effect of plan on entity's future cash flows
(a): Funding arrangements and funding policy - NOT APPLICABLE

(b): Expected contribution during the next annual reporting period

Group's best estimate of Contribution during next year	**14.26**	**23.22**	**23.42**

(c): Maturity profile of defined benefit obligation: Weighted Average

Weighted average duration (based on DCFs) in years (Parent Company)	**17**	**18**	**21**
Weighted average duration (based on DCFs) in years (Subsidiary)	**13**	**16**	**21**

(d): Maturity Profile of Defined Benefit Obligation: Weight Average

Particulars	As at 31st March, 2024
01 Apr 2024 to 31 Mar 2025	19.20
01 Apr 2025 to 31 Mar 2026	2.05
01 Apr 2026 to 31 Mar 2027	2.35
01 Apr 2027 to 31 Mar 2028	2.57
01 Apr 2028 to 31 Mar 2029	7.50
01 Apr 2029 Onwards	86.12

2.6 Projection for next period:

Best estimate for contribution during next period	**14.26**

2.7 Sensitivity analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below:

Particulars (Parent Company)	As at 31st March,
Defined Benefit Obligation (Base)	₹111.84 Lakhs@Salary Increase Rate:6% & discount rate:7.25%
Liability with x% increase in Discount Rate	₹ 102.49 Lakhs;x=1.00% [Change (8)%]
Liability with x% decrease in Discount Rate	₹ 122.77 Lakhs;x=1% [Change 10%]
Liability with x% increase in Salary Growth Rate	₹ 122.80 Lakhs;x=1% [Change 10%]
Liability with x% decrease in Salary Growth Rate	₹ 102.30 Lakhs;x=1.00% [Change (9)%]
Liability with x% increase in withdrawal Rate	₹ 112.36 Lakhs;x=1.00% [Change 0%]
Liability with x% decrease in withdrawal Rate	₹ 111.20 Lakhs;x=1.00% [Change (1)%]

Particulars (Subsidiary)	As at 31st March,
Defined Benefit Obligation (Base)	7,93,845 @ Salary Increase Rate : 5%, and discount rate :7.25%
Liability with x% increase in Discount Rate	7,49,052 ; x=1.00% [Change (6)%]
Liability with x% decrease in Discount Rate	8,46,906 ; x=1.00% [Change 7%]
Liability with x% increase in Salary Growth Rate	8,47,584 ; x=1.00% [Change 7%]
Liability with x% decrease in Salary Growth Rate	7,47,768 ; x=1.00% [Change (6)%]
Liability with x% increase in Withdrawal Rate	7,88,456 ; x=1.00% [Change (1)%]
Liability with x% decrease in Withdrawal Rate	7,97,208 ; x=1.00% [Change 0%]

]

2.8 Reconcilliation of amounts in Balance Sheet

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Opening Balance Sheet (Asset)/Liability	90.18	77.05	61.90
Total Expense/(Income) recognised in P&L	28.36	23.88	21.93
OCI- Actuarial (gain)/ loss-Total current period	3.28	(8.62)	(6.78)
Benefits Paid (If any)	(2.03)	(2.13)	-
Closing gross defined benefit liability/ (asset)	**119.78**	**90.18**	**77.05**

3.1 In preparing this report we have heavily relied on the completeness and accuracy of the information, data and assumptions provided to us orally and in writing by or on behalf of the Group and its advisors. We have not completed any detailed validation checks/investigation on the information, data and assumptions provided, however preliminary broad consistency is viewed in respect of data. As compared to previous valuation assumptions, changes, if any, may be due to change in yield to government bonds/change in entity's long term views for future.

3.2 This report is based on going concern basis and as per requirements of Accounting Standard mentioned above and its application to the Plan. These results should not be used for any other purpose. In particular this Report does not constitute a formal funding actuarial valuation of the Plan and does not present any recommendation of contributions or funding levels and hence results will not hold good incase Group is closed or mass attrition. This report is provided solely for the Group use and for the specific purposes indicated above. Except where I expressly agree in writing, it should not be disclosed or provided to any third whatsoever is accepted by me for any consequences arising from any third party relying on this report or any advice relating to its contents. In any case, irrespective of vendor agreement etc. liability of undersigned towards entity or anyone is strictly limited to the billed amount for this report. The Group may provide copy of this Report to its auditors along with rules of the plan, but I make no representation as to the suitability of this report for any purpose other than that for which it was originally provided and accept no responsibility or liability to the Group or its auditors in this regard. The Group should draw them provisions of this paragraph to the attention of its auditors.

4.1 Principal assumptions are discount rate and salary increase. The discount rate is based upon the yield on govt bonds and the salary increase should take account inflation, seniority, promotion and other relevant factors. However no explicit allowance is used for disability. As per Accounting Standard, selection ofappropriate assumption is responsibility of the entity. Though entity has been advised on the suitability wherever applicable, the report is based on assumptions finalized by the entity (after considering long term view entity might have considered these assumptions prudent).

Risk Factors: Other assumptions would have produced different results e.g. a decrease in discount rate or an increase in salary inflation will lead to an increase in reported liability as per table of sensitivity analysis. Similarly change in attrition rates will also impact the liability. Funded plan carries usual investment risks including asset liability mismatch which will impact net liability/expenses and OCI if any.

4.2 Mortality is used as per Published rates under Indian Assured Lives Mortality (2012-2014) table. Rates at specimen ages are tabulated below:

Age (Years)	Rates
20	0.000924
25	0.000931
30	0.000977
35	0.001202
40	0.001680
45	0.002579
50	0.004436
55	0.007513
60	0.011162

5. Projected Unit Credit (PUC) Method: is used to assess the plan liabilities, including those related to death-inservice and incapacity benefits. Under this method a projected accrued benefit is calculated at the beginning of the year and again at the end of the year for each benefit that will accrue for all active members of the plan. The projected accrued benefit is based on the plans accrual formula and service as of the beginning or end of the year, but using final compensation, projected to the age at which the employee is assumed to exit. The plan liability is actuarial present value of the projected accrued benefits as on date of valuation.

(All amounts in ₹ Lakhs, except as otherwise stated)

57 FINANCIAL INSTRUMENTS

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a orderly transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.

2. Financial instruments with fixed and variable interest rates are evaluated by the Group based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables.

Accordingly, fair value of such instruments is not materially different from their carrying amounts. The fair values for loans, security deposits and investment in preference shares were calculated based on cash flows discounted using a current lending rate.

They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

Fair value measurement hierarchy:
Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that an entity can access at the measurement date.

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3: unobservable inputs for the asset or liability

Particulars	Level	Carrying Values			Fair Values		
		As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Financial Assets							
At Amortised Cost							
Trade Receivables		9,030.29	6,672.73	3,489.82	9,030.29	6,672.73	3,489.82
Cash & Bank Balances		74.63	85.70	199.33	74.63	85.70	199.33
Other Financial Assets		2,122.08	1,967.82	1,097.20	2,122.08	1,967.82	1,097.20
At FVPTL							
Other Unquoted Equity Instruments	Level 3	-	-	-	-	-	-
Other Investments	Level 1	0.15	0.15	317.13	0.15	0.15	317.13
Loans	Level 3	50.44	40.15	26.71	50.44	40.15	26.71
Other Financial Assets	Level 3		-	-		-	-
Financial Liabilities							
At Amortised Cost							
Borrowings		4,341.14	2,473.62	303.30	4,341.14	2,473.62	303.30
Other Financial Liabilities		240.36	98.06	168.71	240.36	98.06	168.71
Trade Payables		6,429.63	5,980.42	4,761.78	6,429.63	5,980.42	4,761.78
At FVPTL							
Other Financial Liabilities	-		-	-		-	-

58 STATUTORY GROUP INFORMATION

Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary.

Name of the Entity and Relationship	As At	Net Assets i.e. total assets minus total liabilities		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As % of total consolidated net assets	Amount In Rs.	As % of total consolidated profits	Amount In Rs.	As % of total consolidated OCI	Amount In Rs.	As % of total consolidated total comprehensive income	Amount In Rs.
Parent Company	31st March, 2022	87%	3,804.38	110%	1,193.70	100.00%	5.08	1.10	1,198.78
	31st March, 2023	93%	5,875.80	107%	2,065.19	96.46%	6.22	1.07	2,071.42
	31st March, 2024	96%	8,262.48	105%	2,387.46	32.04%	(0.78)	1.05	2,386.68
Prostarm Energy Systems Private Limited, Subsidiary	31st March, 2022	13%	571.35	-10%	(106.65)	0.00%	-	(0.10)	(106.65)
	31st March, 2023	7%	440.93	-7%	(130.65)	3.54%	0.23	(0.07)	(130.42)
	31st March, 2024	4%	334.35	-5%	(104.92)	67.96%	(1.65)	(0.05)	(106.58)

59 MATERIAL PARTLY OWNED SUBSIDIARY

Financial information of subsidiaries that have material non-controlling interests is provided below:

Proportion of equity interest held by non-controlling interests:

Name	Country of incorporation and	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Prostarm Energy Systems Private Limited	India	49.00%	49.00%	49.00%

Information regarding non-controlling interest:

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Accumulated balances of material non-controlling interest:			
Prostarm Energy Systems Private Limited	163.83	216.06	279.96
Profit/(loss) allocated to material non-controlling interest:			
Prostarm Energy Systems Private Limited	(51.41)	(64.02)	(52.26)

The summarised financial information of this subsidiary is provided below. This information is based on amounts before inter-company eliminations:

Prostarm Energy Systems Private Limited

Summariesed Statement of Profit and Loss:

Particulars	FY 2023-24	FY 2022-23	FY 2021-22
Revenue from operations	**1,934.30**	**1,345.07**	**70.33**
Other Income	0.01	0.52	-
Total Income (i)	**1,934.31**	**1,345.59**	**70.33**
Cost of Material Consumed	1,232.19	1,238.15	122.68
Purcahse of Stock-in-Trade	-	2.02	-
Changes in inventories of Finished Goods & Work-in-Progress	251.40	(186.86)	(65.49)
Employee benefit expenses	402.65	277.72	66.87
Finance Costs	-	0.50	-
Depreciation and amortization expenses	62.82	62.28	41.67
Other Expenses	126.91	128.16	48.72
Total Expenses(ii)	**2,075.97**	**1,521.96**	**214.45**
Profit/(loss) before tax (iii=i-ii)	(141.65)	(176.37)	(144.12)
Total tax expenses (iv)	(36.73)	(45.72)	(37.47)
Profit/(loss) (v=iii-iv)	**(104.92)**	**(130.65)**	**(106.65)**
Total comprehensive income/(loss)			
Attributable to non-controlling interests	**(51.41)**	**(64.02)**	**(52.26)**
Dividends paid to non-controlling interests	-	-	-

Summarised Statement of Assets and Liabilities:

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Inventories and cash and cash equivalents (current)	87.37	602.19	279.98
Trade receivables (current)	58.03	2.12	27.19
Other assets (current)	31.46	218.60	124.73
Property, plant and equipment (non-current)	322.79	371.04	347.99
Other assets (non-current)	130.57	93.26	37.57
Total (A)	**630.22**	**1,287.21**	**817.46**
Trade payables (current)	152.99	635.58	232.60
Other liabilities (current)	137.98	153.41	12.61
Other liabilities (non-current)	4.90	57.29	0.91
Total (B)	**295.87**	**846.28**	**246.11**
Total equity(A-B)	334.35	440.93	571.35
Attributable to:			
Equity holders of Parent Company	**170.52**	**224.87**	**291.39**
Non-controlling interest	**163.83**	**216.06**	**279.96**

Summarised Statement of Cash Flows:

Cash Flows	FY 2023-24	FY 2022-23	FY 2021-22
Operating	58.34	53.05	(27.41)
Investing	(14.56)	(94.86)	(38.98)
Financing	(55.00)	55.00	67.80
Net increase/(decrease) in cash and cash equivalents	**(11.22)**	**13.19**	**1.42**

60 PENDING REGISTRATION OR MODIFICATION OR SATISFACTION OF CHARGE WHICH REQUIRED TO BE FILED WITH ROC

There are following pending registration or modification or satisfaction of Charge at the end of reporting periods, which required to filed with Registrar of Companies:

As at 31st March, 2024

Lander Name	Sanction Date	Sanction Amount	Type of Loan	Security	Pending 'Charge Type"
Axis Bank Limited	16/03/2022	14.61	Vehicle Loan	Vehicle	Registration
BMW Financial Services Limited	30/03/2022	50.75	Vehicle Loan	Vehicle	Registration
ICICI Bank Limited[1]	09/05/2022	8.20	Vehicle Loan	Vehicle	Registration
ICICI Bank Limited[1]	09/05/2022	8.45	Vehicle Loan	Vehicle	Registration
ICICI Bank Limited[1]	09/05/2022	8.45	Vehicle Loan	Vehicle	Registration
ICICI Bank Limited[1]	09/05/2022	8.45	Vehicle Loan	Vehicle	Registration
ICICI Bank Limited[1]	30/11/2022	19.99	Vehicle Loan	Vehicle	Registration
ICICI Bank Limited[1]	28/09/2022	17.40	Vehicle Loan	Vehicle	Registration

Note-1: ICICI Bank Limited has given clarification that as bank has created hypothecation on the registration copy of the vehicles and hence did not insist to register the charge with the Registrar of Companies on the vehicle hypothecated with it through Registration Certificate Copy.

As at 31st March, 2023

Lander Name	Sanction Date	Sanction Amount	Type of Loan	Security	Pending 'Charge Type"
Axis Bank Limited	16/03/2022	14.61	Vehicle Loan	Vehicle	Registration
BMW Financial Services Limited	30/03/2022	50.75	Vehicle Loan	Vehicle	Registration
ICICI Bank Limited[1]	09/05/2022	8.20	Vehicle Loan	Vehicle	Registration
ICICI Bank Limited[1]	09/05/2022	8.45	Vehicle Loan	Vehicle	Registration
ICICI Bank Limited[1]	09/05/2022	8.45	Vehicle Loan	Vehicle	Registration
ICICI Bank Limited[1]	09/05/2022	8.45	Vehicle Loan	Vehicle	Registration
ICICI Bank Limited[1]	30/11/2022	19.99	Vehicle Loan	Vehicle	Registration
ICICI Bank Limited[1]	28/09/2022	17.40	Vehicle Loan	Vehicle	Registration

Note-1: ICICI Bank Limited has given clarification that as bank has created hypothecation on the registration copy of the vehicles and hence did not insist to register the charge with the Registrar of Companies on the vehicle hypothecated with it through Registration Certificate Copy.

As at 31st March, 2022

Lander Name	Sanction Date	Sanction Amount	Type of Loan	Security	Pending 'Charge Type"
Axis Bank Limited	16/03/2022	14.61	Vehicle Loan	Vehicle	Registration
BMW Financial Services Limited	30/03/2022	50.75	Vehicle Loan	Vehicle	Registration

61 EVENTS OCCURRING AFTER THE BALANCE SHEET DATE

The Group evaluates events and transactions that occur subsequent to the balance sheet date but prior to approval of the financial statements to determine the necessity for recognition and/or reporting of any of these events and transactions in the financial statements.

Events Required Adjustment in Financial Statements : Nil
Non-Adjusting Events:
Parent Company has claimed for exemption under Sr. No. 4 of Custom Notification 25/2005 dt. 01.03.2005. However, Customs Department raised objection that the exemption under Sr. No. 4 of Notification 25/2005 dt. 01.03.2005 is available on CTH 8504 40 'Static converter for Automatic Data Processing' (ADP) machines and units thereof and telecommunication apparatus, other than static converters for cellular mobile phones' and thus, exemption can't be given on imported goods which customs dept. has categorised as 'UPS for computer'.

Customs Dept has issued SCN stating that 'UPS is not a static converter for ADP machines and Why the Differential Duty Rs 39,96,770/- should not imposed on subject BOE along with applicable interest and Penalty. Similarly, why differential duty of Rs. 24,90,69,766 with Interest should not be imposed on the past imports

Parent Company is in process to file submission against those SCNs that the SCN has tried to raise the issues already settled by the higher appellate forum in favour of the assessee in various cases like Cyber Power System India Vs. CC - 2024 , Luminous Electronics Vs. CCE – 2001 (129); Socomec Innovative Power Solutions Vs. CC wherein it is held that UPS are eligible for the complete exemption of Notification No. 25/2005-Cus., as the same is capable of being used with ADP machine and that the UPS is a static converter correctly classifiable under sub-Heading 8504.40. It is a settled law that doctrine of judicial discipline requires lower authority to comply with the directions of higher courts / tribunal which has not been done in this SCN.

62 OTHER STATUTORY INFORMATION

(i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property

(ii) The Group has not traded or invested in Crypto currency or Virtual Currency

(iii) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(iv) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

(v) The Group has not entered into any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the period in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(vi) The Group is in compliance with number of layers of companies, as prescribed under clause (87) of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

(vii) The Group has not revalued its Property, Plant and Equipment and ROU Assets during the year, hence, regulatory information disclosure is not applicable for the Group.

(viii) The Group has not revalued its Intangible Assets during the year, hence, regulatory information disclosure is not applicable for the Group.

(ix) Additional Regulatory Information pursuant to amendment in Schedule III of the Companies Act, 2013 dated 24.03.2021 has been given to the extent applicable to the Group.

(x) The Group does not have any relationship/transaction with Struckoff Companies and has not entered into any transactions with struckoff companies in the current and previous reporting period.

(xi) The Group is not declared as a wilful defaulter by any bank or financial institution or other lender during the any reporting period.

63 The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Group will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

64 MISCELLANEOUS:

(i) Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure and to comply with the requirements of IND AS.

(ii) Balance of trade payables, trade receivables and loans and advances are subject to confirmation/reconciliation and resultant adjustment(s) thereof.

(iii) Absolute amounts less than Rs.5000 are appearing in the Financial Statements as "0.00" due to presentation in Lakhs.

PROSTARM INFO SYSTEMS LIMITED
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Annexure VII - Statement of Adjustments to the Restated Consolidated Financial Information
(All amounts in ₹ Lakhs, except as otherwise stated)

Summarised below are the restatement adjustments made to the equity of the Audited Consolidated Financial Statements of the Group for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 and their consequential impact on the equity of the Group:

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
A. Total Equity as per Audited Consolidated Financial Statements	8596.83	6316.73	4379.51
B. Adjustments:			
Material Restatement Adjustment			
(i) Audit Qualifications	-	-	-
(ii) Adjustments due to prior period items / other adjustment	-	-	-3.78
(iii) Deferred tax impact on adjustments in (i) and (ii), as applicable	-	-	-
C. Total impact of adjustments (i to iii)	**-**	**-**	-3.78
D. Total equity as per restated consolidated financial information (A+C)	**8596.83**	**6316.73**	**4375.73**

Summarised below are the restatement adjustments made to the net profit after tax for the period / years ended 31 March 2024, 31 March 2023 and 31 March 2022 their impact on the profit / (loss) of the Group:

Particulars	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
A Net Profit after tax as per Audited Consolidated Financial Statements	2,282.53	1,930.77	1,084.98
B. Adjustments:			
Material Restatement Adjustment			
(i) Audit Qualifications	-	-	-
(ii) Adjustments due to prior period items / other adjustment	-	3.78	2.07
(iii) Deferred tax impact on adjustments in (i) and (ii), as applicable	-	-	-
C. Total impact of adjustments (i to iii)	**-**	**3.78**	**2.07**
D. Net Profit after tax as per Restated Consolidated Financial Informatio	**2,282.53**	**1,934.55**	**1,087.05**

1. Adjustments for audit qualification: None
2. Material regrouping:

On 24 March 2021, the Ministry of Corporate Affairs ("MCA") through a notification, amended Schedule III of the Companies Act, 2013.The amendments revise Division I, II and III of Schedule III and are applicable from 1 April 2021.

Appropriate regrouping/reclassification has been made in the Restated Consolidated Financial Information, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cashflows, in order to bring the minline with the accounting policies and classification as per the Audited Consolidated Financial Statements for the year ended March 31, 2024 prepared in accordance with Schedule III (Division II) of the Act, requirements of Ind AS 1 - 'Presentation of financial statements' and other applicable Ind AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018, as amended.The revised Division II is applicable for all financial issued after April 1, 2021.

3. Material Restatement Adjustments : As Above

4. Non-adjusting Items:

Emphasis of matter paragraphs, audit qualifications and material uncertainty related to going concern paragraph for the year,which do not require any corrective adjustments in the Restated Consolidated Financial Information are as follows:

In addition to the audit opinion on the consolidated financial statements, the auditors are required to comment upon the matters included in the Companies (Auditor's Report) Order, 2016 and 2020 ("the CARO 2016 Order" and the CARO 2020 Order") issued by the Central Government of India under sub-section (11)of Section 143 of Companies Act, 2013 on the standalone financial statements as at and for the financial years ended March 31,2022, March 31,2023 and March 31, 2024 respectively. Certain statements/comments included in the CARO in the respective financial statements, which do not require any adjustments in the Restated Consolidated Financial Information are reproduced below in respect of the financial statements presented.

A) Following are the qualifications/adversere marks reported by us(and the other auditors) in the Order reports of the companies included in the consolidated financial statements for the year ended 31 March 2024, 31st March, 2023 and 31st March, 2022 or which such Order reports have been issued till date and made available to us:

S.N	Name of the Entities	Holding/ Subsidiary	Year Ended on	Clause number of the CARO report which is unfavourable or qualified or adverse
1	Prostarm Info Systems Limited	Holding	31st Mar, 2024	(vii)
2	Prostarm Info Systems Limited	Holding	31st Mar, 2024	(ii)(b)
3	Prostarm Energy Systems Limited	Subsidiary	31st Mar, 2024	(xvii)
4	Prostarm Info Systems Limited	Holding	31st Mar, 2023	(vii)
5	Prostarm Info Systems Limited	Holding	31st Mar, 2023	(ii)(b)
6	Prostarm Energy Systems Limited	Subsidiary	31st Mar, 2023	(xvii)
7	Prostarm Info Systems Limited	Holding	31st Mar, 2022	(vii)
8	Prostarm Info Systems Limited	Holding	31st Mar, 2022	(ii)(b)

Clause(xvii) represents that these subsidiary company has incurred cash losses in the given financial year. Clause(vii) represents that these Parent Company has outstanding undisputed statutory dues on the last day of the given financial year or a period of more than six months from the date they became payable. Clause (ii)(b) represents that the quarterly returns or statements filed by these Parent Company with banks or financial institutions are not in agreement with the books of account of Parent Company.

OTHER FINANCIAL INFORMATION

The audited financial statements of our Company as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, together with all the annexures, schedules and notes thereto ("**Financial Statements**") are available at www.prostarm.com/annual-reports/. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations.

The Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) the Red Herring Prospectus; or (iii) a Prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Financial Statements should not be considered as part of information that any investor should consider in order to subscribe for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision. Neither our Company nor any of its advisors, nor BRLM, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Financial Statements, or the opinions expressed therein.

The details of accounting ratios derived from Restated Financial Information required to be disclosed under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are set forth below:

(₹ in Lakhs except per share data or unless otherwise stated)

Particulars	**As on /For the Year ended**		
	March 31, 2024	**March 31, 2023**	**March 31, 2022**
Basic Earnings Per Share (EPS)	5.44	4.66	2.66
Diluted Earnings Per Share (EPS)	5.44	4.66	2.66
Return on Net worth	32.12%	39.20%	32.33%
Net Assets Value (NAV) per Share	19.67	14.23	9.55
EBITDA	3,662.35	2,914.79	1,656.80

The ratios have been computed as under:

1. *Basic EPS = Net Profit after tax, as restated, attributable to the owners of the company divided by weighted average no. of equity shares outstanding during the year.*
2. *Diluted EPS = Net Profit after tax, as restated, attributable to the owners of the company divided by weighted average no. of diluted equity shares outstanding during the year.*
3. *The Equity shares and basic/diluted earnings per share has been presented to reflect the adjustments as per INDAS 33.*
4. *Return on Net Worth (%) = Net Profit after tax attributable to owner of the company, as restated for the end of the year divided by Average Net worth as at the end of the year.*
5. *Average net worth means the average of the net worth of current and previous Fiscal. Net worth means the aggregate value of the paid-up share capital and other equity.*
6. *Net Asset Value per share = Net Worth at the end of the year divided by weighted average no. of equity shares outstanding during the year.*
7. *EBITDA: Aggregate of restated profit/(loss) before tax and exceptional item, finance cost, depreciation and amortization.*

Related Party Transactions

For details of the Related Party Transactions, as per the requirements under applicable Accounting Standards read with the SEBI ICDR Regulations, for Fiscals 2024, 2023, 2022, please see "***Restated Financial Information***" on page 261.

CAPITALIZATION STATEMENTS

The following table sets forth our Company's capitalization as at March 31, 2024, derived from our Restated Financial Information, and as adjusted for the Issue. This table should be read in conjunction *with "**Risk Factors**", "**Restated Financial Information**" and "**Management Discussion and Analysis of Financial Position Results of Operations**"*, on pages 34, 261 and 367 respectively.

(₹ in lakhs)

Particulars	Pre-Issue as at March 31, 2024	As Adjusted for the Issue*
Borrowings		
Short-Term Borrowings# (A)	3,717.05	[●]
Long-Term Borrowings# (B)	629.90	[●]
Total Borrowings (C)	**4,346.95**	**[●]**
Equity		
Share Capital#	4,287.46	[●]
Other Equity#	4,145.53	[●]
Equity Attributable to owners of the parent	**8,432.99**	
Non-Controlling Interest	163.83	
Total Equity (D)	**8,596.83**	[●]
Long-Term Borrowings/ Total Equity (B/D)	**0.07**	**[●]**
Total Borrowings/ Total Equity (C/D)	**0.51**	**[●]**

As certified by Mansaka Ravi & Associates, Chartered Accountants vide certificate dated September 27, 2024

***** *The corresponding post-Issue capitalization data is not determinable at this stage pending the completion of the public issue and hence have not been furnished.*

These terms shall carry the meaning as per Schedule III of the Companies Act, 2013.

Notes:

1. *The amounts disclosed above are derived from the Restated Financial Information.*
2. *Long-Term Borrowings include current maturities of long-term borrowings and non-current lease liabilities.*
3. *Short-Term Borrowings include current lease liabilities.*

FINANCIAL INDEBTEDNESS

Our Company avails loans and facilities in the ordinary course of its business for meeting our working capital, capital expenditure and other business requirements. For details of the borrowing powers of our Board, please see "***Our Management – Borrowing Powers***" on page 241.

Our Company has obtained the necessary consents required under the relevant financing documentation for undertaking activities in relation to the Issue, including dilution of the current shareholding of our Promoters and members of the promoter group, expansion of business of our Company, effecting changes in our capital structure and shareholding pattern.

The aggregate outstanding borrowings (including fund based and non-fund based borrowings) of our Company as on July 31, 2024 as certified by Mansaka Ravi and Associates., Chartered Accountants vide certificate dated September 27, 2024, are as follows;

(₹ in lakhs)

S. No.	Category of Borrowing	Sanctioned amount	Principal amount outstanding as on July 31, 2024
Secured Loans			
	Fund based facilities		
	(i) Term loans	532.00	475.87
	(ii) Vehicle Loan	151.05	87.51
	(iii) Cash Credit / Short Term Revolving Loan facilities	7,000.00	5,199.36
	Total fund-based	**7,683.05**	**5,762.74**
	Non fund based facilities		
	(i) Bank Guarantee		2,302.71
	Total Non-fund-based		**2,302.71**
	Grand Total		**5,762.74#**

**As certified by Mansaka Ravi & Associates., Chartered Accountants vide certificate dated September 27, 2024.*
#Excluding the non-fund based facilities which comprises of bank guarantees amounting to ₹ 2,302.71 lakhs.

For details in relation to financial indebtedness of our Company, please see "***Restated Financial Statements***" on page 261.

Key terms of our secured borrowings (fund based) are disclosed below:

(i) Term loans

(In ₹ Lakhs)

Name of Lender	Sanctioned Amount	Rate of Interest	Repayment Terms	Amount outstanding as on July 31, 2024	Primary and Collateral Security
ICICI Bank Limited	45.00	9.20% (Repo Rate + 2.70%)	Principal shall be repaid in 7 equal monthly installments of ₹ 6,38,483 beginning from 30/04/2024	19.15	(A) First Pari Passu charge on stocks and book debs of the company. (B) Exclusive charge on industrial property Plot no. EL-79, TTC Indutries area, Mahape, MIDC Navi Mumbai, 400710 (C) Cash margin in form of FD of ₹ 7.75 million to be taken post creation of security. (D) Charge on Residential property at Flat No A3/12/F1/103, , NRI Complex, Sector 54,56,58, 1st Floor, Seawoods Estate Ltd,

Name of Lender	Sanctioned Amount	Rate of Interest	Repayment Terms	Amount outstanding as on July 31, 2024	Primary and Collateral Security
					400706, Nerul, Maharashtra, India (E) Personal guarantee from Ram Agarwal and Vikas Shyamsunder Agarwal
ICICI Bank Limited	487.00	9.20% (Repo Rate + 2.70%)	Principal shall be repaid in 64 equal monthly installments of ₹ 7,61,204 beginning from 30/04/2024	456.72	(A) First Pari Passu charge on current asset of the company. (B) Exclusive charge on industrial property Plot no. EL-79, TTC Indutries area, Mahape, MIDC Navi Mumbai, 400710 (C) Cash margin in form of FD of ₹ 7.75 million to be taken post creation of security. (D) Charge on Residential property at Flat No A3/12/F1/103, , NRI Complex, Sector 54,56,58, 1st Floor, Seawoods Estate Ltd, 400706, Nerul, Maharashtra, India (E) Personal guarantee from Ram Agarwal and Vikas Shyamsunder Agarwal
Total	**532.00**			**475.87**	

(ii) Vehicle Loan

(In Lakhs)

Name of Lender	Sanctioned Amount	Rate of Interest	Repayment Terms	Amount outstanding as on July 31, 2024	Primary and Collateral Security
Axis Bank Ltd	14.61	7.25%	48 monthly EMI of ₹ 35,155 beginning from 10/03/2022	6.22	Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.
BMW Financial Services	50.75	7.75%	60 monthly EMI of ₹ 90,279 beginning from 16/11/2021	25.27	Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.
ICICI Bank Ltd	8.20	7.60%	48 monthly EMI of ₹ 19,916 beginning from 07/07/2022	4.25	Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.
ICICI Bank Ltd	8.45	7.60%	48 monthly EMI of ₹ 20,523 beginning from 07/07/2022	4.38	Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.
ICICI Bank Ltd	8.20	7.60%	48 monthly EMI of ₹ 19,916 beginning from 07/07/2022	4.25	Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.
ICICI Bank Ltd	8.45	7.60%	48 monthly EMI of ₹ 20,523 beginning from 07/07/2022	4.38	Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.
ICICI Bank Ltd	17.40	8.20%	60 monthly EMI of ₹ 35,528 beginning from 10/11/2022	12.13	Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.

Name of Lender	Sanctioned Amount	Rate of Interest	Repayment Terms	Amount outstanding as on July 31, 2024	Primary and Collateral Security
ICICI Bank Ltd	19.99	8.40%	60 monthly EMI of ₹ 41,012 beginning from 10/01/2023	14.57	Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.
HDFC Bank Ltd	15.00	8.75%	60 monthly EMI of ₹ 30,956 beginning from 05/06/2023	12.06	Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.
Total	**151.05**			**87.51**	

(iii) Cash Credit / Short Term Revolving Loan facilities

(In Lakhs)

Name of Lender	Sanctioned Amount	Rate of Interest	Repayment Terms	Amount outstanding as on July 31, 2024	Primary and Collateral Security
Axis Bank	3,500.00	Repo Rate + 2.70%	Repayable on demand	2113.74	(A) Hypothecation on current assets of the company, both present and future. (B) Hypothecation of entire movable fixed assets of the borrower, both present and future (C) Pledge of FDR of 30% of sanctioned limit with banks lien (D) Personal guarantee from Ram Agarwal and Vikas Shyamsunder Agarwal
ICICI Bank	2,000.00	Repo Rate + 2.70%	Repayable on demand	1685.62	(A) Exclusive charge on Residential property at Flat No A3/12/F1/103, 1st Floor, Seawoods Estate Ltd, NRI Complex, Sector 54,56,58, NRIComplex, Thane, Nerul, Maharashtra, India, 400611 (B) Exclusive charge on plot No EL 79 , Industrial Area, MIDC , Mahape, Navi Mumbai, Thane, Maharashtra, India, 400710 (C) First pari-passu charge on the current asset of the company. (D) Exclusive charge on the fixed deposit of the company. (E) Personal guarantee from Ram Agarwal and Vikas Shyamsunder Agarwal
Bajaj Finance Limited	1,500.00	9.65% (BFRR+Spread)	12 Months	1000.00	(A) First Ranking Pari Passu on Current Assets of the Company (both present and future). (B) Lein of Corporate / Fixed Deposit

Name of Lender	Sanctioned Amount	Rate of Interest	Repayment Terms	Amount outstanding as on July 31, 2024	Primary and Collateral Security
		9.70% (BFRR+Spread)		400.00	and/or exclusive charge on residential/commercial property in favour of Lender to the extent of 25% of sanctioned amount. (C) Security cheque of ₹15 cr. (D) Demand Promissory Note and Letter of Credit for Demand Promissory Note (E) Personal guarantee from Ram Agarwal and Vikas Shyamsunder Agarwal
Total	**7,000.00**			**5,199.36**	

Other Terms:

The details provided below are indicative and there may be additional terms, conditions and requirements under the various financial documentation executed by us in relation to our indebtedness.

1. ***Pre-payment***: The terms of facilities availed by us typically have prepayment provisions which allow for pre-payment of the outstanding loan amount, including upon giving notice to the concerned lender, subject to such prepayment penalties as laid down in the facility agreements. The prepayment penalty for the facilities availed by us, where specified, ranges typically between 2% to 4% of the amount outstanding or the amount to be prepaid as specified in the agreements with lenders. For certain facilities pre-payment is not disclosed however can be made after mutual negotiation between the lenders & the borrower on the pre-paid amount.

2. ***Default/ Penal Interest***: The terms of certain financing facilities availed by us prescribe penalties for non-compliance of certain obligations. These include, inter alia, breach of financial covenants, non-submission of annual financial statements and stock statements, diversion of funds, non-perfection of security within permitted timelines, irregularity / overdrawing in the account etc. Further, the default interest payable on the facilities availed by us is charged at up to 4% per annum. Additional interest as specified by the lenders may be charged in case of continuation of the noncompliance beyond a certain period.

3. ***Restrictive Covenants***: Certain borrowing arrangements entered into by us contain restrictive covenants which requires us to take prior written consent of the respective lender before undertaking certain activities, including:
   (a) The borrower agrees and confirms that Banks/Financial Institutions shall not be obliged to grant and continue any credit facility, if its is apprehended that the sanction terms are not or may not be met to the satisfaction of Banks/Financial Institutions. Banks/Financial Institutions, may, absolutely and unconditionally, reduce, revoke, cancel and/or any undrawn amount (in whole or part), if any, from the sanctioned amount, at its discretion, at any time , without giving any prior notice to the borrower or without assigning any reasons thereof.
   (b) Prior written approval from Banks/Financial Institutions required in case the borrower raises debt/finance secured/unsecured.
   (c) Book debts arising on account of bills drawn on sister/associate concerns will not be financed without approval of the company.
   (d) In case the facilities are sanctioned outside consortium/ MBA, the borrower undertakes that its total short borrowings under banking system during the financial year shall not exceed assessed MPBF or DP whichever is lower for that financial year. The sanction will be intimated to other lenders.

4. ***Events of Default***: The term loan and other facilities availed by us contain certain standard events of

default, including:

(a) The security or any part thereof being jeopardized or becoming unenforceable.
(b) Misrepresentation, breach of any term, covenant, warranty or other obligation under the facility and/or security documents by borrower/holding company/security provider.
(c) Occurrence of material adverse change or circumstances, which would or may prejudicially or adversely affect in any manner the capacity of the borrower with respect to repayment of facility.
(d) Application made or proceedings commenced under Insolvency and Bankruptcy Code, 2016 or nay applicable laws against the borrower or any of its group companies or any winding up proceedings are commenced/ to be commenced including steps taken as to moratorium, winding up, dissolution including ceasing to carry on the business.
(e) Payment default
(f) Misleading information and representation
(g) Cessation or change of business of the Borrower
(h) Illegality
(i) Expropriation
(j) Change in control

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULT OF OPERATION

You should read the following discussion of our financial condition and results of operations together with our Restated Financial Information which have been included in this Draft Red Herring Prospectus. The following discussion and analysis of our financial condition and results of operations is based on our Restated Financial Information for the Fiscals 2024, 2023 and 2022 including the related notes and reports, included in this Draft Red Herring Prospectus prepared in accordance with requirements of the Companies Act and restated in accordance with the SEBI (ICDR) Regulations 2018, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. Our Financial Statements, as restated have been derived from our audited financial statements for the respective period and years. Accordingly, the degree to which our Restated Financial Information will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Ind AS, Companies Act, SEBI Regulations and other relevant accounting practices in India.

*This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those described under "**Risk Factors**" and "**Forward Looking Statements**" on pages 34 and 24 respectively, and elsewhere in this Draft Red Herring Prospectus.*

Our Fiscal ends on March 31 of each year. Accordingly, all references to a particular Fiscal are to the 12 months ended March 31 of that year.

Business Overview

We are engaged in designing, manufacturing, assembling, sale, service and supply of Energy Storage Equipment and Power Conditioning Equipment ("**Power Solution Products**") in India. Our manufactured Power Solution Products comprise of UPS system, inverter system, lift inverter system, solar hybrid inverter systems, lithium battery packs, servo-controlled voltage stabilisers ("**SCVS**"), isolation transformers and other power solution products. We offer both customized and standard products and solutions, manufactured and assembled at our in-house facilities and through third party contract manufacturers. In addition to our core manufactured products, we also deal in sale and supply of third party manufactured batteries, reverse logistics/end-of-life disposal for UPS systems and batteries and other allied products. We also undertake rooftop solar photovoltaic ("**PV**") power plant projects across India on EPC basis. Our comprehensive range of value-added services include installation, rental, after-sales services (including warranty and post-warranty services), Annual Maintenance Contracts ("**AMC**") which supplements our Power Solution Products, catering to a wide spectrum of customer requirements.

We specialize in power electronics solutions, offering reliable and affordable products to businesses across various sectors. Over the years, we have leveraged our expertise, processes and infrastructure to cater to diverse end-use industries such as healthcare, aviation, research, BFSI, railways, defense, security, education, renewable energy, information technology and oil & gas. As on date, we are empanelled vendor for Airports Authority of India; Central Public Works Department, Patna Bihar; Public Works Department, New Delhi; West Bengal Public Health Engineering Department; West Bengal Electronic Industry Development Corporation Limited; Telangana State Technology Services Limited; Railtel Corporation of India Limited; and NTPC Vidyut Vyapar Nigam Limited.

Incorporated in 2008, we started our commercial operations by focusing on the sale, supply, and installation of batteries and uninterruptible power supply systems manufactured by third-party vendors. This initial phase allowed us to understand the market and thereafter establish a strong foothold in the market and build relationships with customers seeking reliable power solution products. Over the years, we have significantly expanded and diversified our operations. Today, we not only deal in the sale and supply of Power Solution Products but have also evolved into a comprehensive power solutions provider. Presently, our offerings include the designing, manufacturing and assembling of a wide range of energy storage and power conditioning equipment under our own brand . The strategic shift to in-house production has enabled us to maintain high quality standards, innovate continuously, and offer customized solutions tailored to meet the specific requirements of our customers. We believe that our ability to offer end-to-end power solution products has positioned us as a trusted partner for a wide range of customers.

Since year 2018, we have strategically expanded our business operations by venturing into the engineering, procurement and construction segment, specifically focusing on setting up rooftop solar photovoltaic (PV) power plants across India. This vertical complements our core power solutions business, aligning with the increasing demand for renewable energy sources and sustainable power solutions. Our expertise in the EPC domain allows us to offer end-to-end solutions for rooftop solar installations, covering all aspects of solar PV power project development, including site assessment, system design, procurement of high-quality materials, and complete installation services. Additionally, we provide operations and maintenance ("**O&M**") services to our clients to ensure optimal performance, reliability, and longevity of the solar power systems. We have successfully executed and commissioned rooftop Solar PV Power Plants totalling 7.35MW at more than one hundred (100) sites in the last three (3) Fiscals.

We are presently catering wide range of power solution products to diverse clientele including the government, private institutions and corporate customers. Our extensive capabilities to meet our customers' requirements are bolstered by our pan-India sales and service network.

Key Performance Indicators

In evaluating our business, we consider and use certain key performance indicators that are presented below as supplemental measures to review and assess our operating performance. The presentation of these key performance indicators is not intended to be considered in isolation or as a substitute for the Restated Financial Information included in this Draft Red Herring Prospectus. We present these key performance indicators because they are used by our management to evaluate our operating performance. Further, these key performance indicators may differ from the similar information used by other companies, including peer companies, and hence their comparability may be limited. Therefore, these matrices should not be considered in isolation or construed as an alternative to AS measures of performance or as an indicator of our operating performance, liquidity, profitability or results of operation. A list of our KPIs for the Fiscals 2024, 2023 and 2022 is set out below

(₹ in lakhs, unless stated otherwise)

Particular	Fiscal 2024	Fiscal, 2023	Fiscal 2022
Revenue from Operations(1)	25,787.04	23,036.32	17,130.73
EBITDA(2)	3,662.35	2,914.79	1,656.80
EBITDA Margin(3) (in %)	14.20%	12.65%	9.67%
Net Profit after tax(4)	2,282.53	1,934.55	1,087.05
Net Profit Margin(5) (in %)	8.85%	8.40%	6.35%
Return on Net Worth(6) (in %)	32.12%	39.20%	32.33%
Return on Capital Employed(7) (in %)	32.40%	41.44%	41.27%
Debt-Equity Ratio(8)	0.51	0.39	0.07
Days Working Capital(9)	126	85	63

As certified by Mansaka Ravi & Associates, Chartered Accountants pursuant to their certificate dated September 27, 2024.

Notes:

(1) Revenue from operations means the Revenue from Operations as appearing in the Consolidated Restated Financial Statements.

(2) EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit/ (loss) before exceptional items and tax for the year and adding back finance costs, depreciation, and amortization expense.

(3) EBITDA margin is calculated as EBITDA as a percentage of revenue from operations.

(4) Net Profit after tax represents the restated profits of our Company after deducting all expenses.

(5) Net Profit margin is calculated as restated net profit after tax for the year divided by revenue from operations.

(6) Return on Net Worth (%) is calculated as Net Profit after tax attributable to owner of the company, as restated for the end of the year divided by Average Net worth as at the end of the year. Average net worth means the average of the net worth of current and previous Fiscal. Net worth means the aggregate value of the paid-up share capital and other equity.

(7) Return on capital employed is calculated as Earnings before interest and taxes divided by average capital employed (average capital employed is calculated as average of the total equity, including non-controlling interest, total debt (including borrowings and lease liabilities) and deferred tax liabilities (net of deferred tax assets) of the current and previous Fiscal.

(8) Debt- equity ratio is calculated by dividing total debt by total equity. Total debt represents long term and short term borrowings, including lease liabilities. Total equity includes the aggregate value of the paid-up share capital, other equity and the non-controlling interest.

(9) Days Working Capital is arrived at by dividing working capital (current assets excluding cash and cash equivalents and bank balances less current liabilities excluding short term borrowings and current lease liabilities) by revenue from operations multiplied by the number of days in the year (365).

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL PERIOD

In the opinion of the Board of Directors of our Company, since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the business activities or profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months, except as disclosed below:

Our Company has been issued a show cause notice dated May 21, 2024 under section 124 read with 28 (4) of the Custom Act 1962 (Investigation into wrongful availment of BCD exemption on import of 'Uninterrupted Power Supply (UPSs). Company is in process of challenging the SCN in due course of time. For details, see "***Risk Factor - Our Company has received a show cause notice for alleged violation under the Custom Act, 1962. Any adverse order passed against us would materially affect our financial condition and business."*** on page 36.

FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled "***Risk Factors***" on page 34. Our results of operations and financial conditions are affected by numerous factors including the following:

- Our manufacturing units are located in the state of Maharashtra, India, which exposes our operations to potential geographical concentration risks;
- Disruption in our relationships with third party dealers and distributors and third party manufacturers may have an adverse effect on our business and future prospect;
- Disruption in the supply of materials and components or increase in the price of raw materials, labor or other inputs;
- Our technology and machineries may become obsolete or may not be upgraded timely, hampering our operations and financial conditions and we may lose our competitive edge;
- We derive a significant portion of our revenues from a limited number of clients. The loss of any significant clients may have an adverse effect on our business, financial condition, results of operations, and prospect.

BASIS OF PREPARATION, MEASUREMENT AND SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of Preparation of Restated Consolidated Financial Information

The Restated Consolidated Financial Information comprises of:

Restated Consolidated Statement of Assets and Liabilities of the Parent Company and its subsidiaries, (the Parent Company together with its subsidiaries hereinafter referred to as "the **Group**") as at 31 March, 2024, March 31, 2023 and March 31, 2022, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income/Loss), Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash Flows for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 and the summary of significant accounting policies and explanatory notes (collectively "**the Restated Consolidated Financial Information**");

These Restated Consolidated Financial Information have been prepared by the management as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**") issued by the Securities and Exchange Board of India ('SEBI'), in pursuance of the Securities and Exchange Board of India Act, 1992, for the purpose of inclusion in the Draft Red Herring Prospectus ('**DRHP'**) in connection with the proposed initial public offering of Equity Shares of face value of ₹ 10 each of the Parent Company (the "**Offer**"), in terms of the requirements of:

1. Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "**Act**");
2. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended;
3. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI) (the "**Guidance Note**"); and

The Restated Consolidated Financial Information has been compiled from:

These Restated Consolidated Financial Information have been compiled by the management of the Company from:

a) Audited consolidated financial statements of the Group as at and for the year ended March 31, 2024, March 31, 2023 and March 31, 202**2** prepared in accordance with Indian Accounting Standards (referred to as "Ind AS") as prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on August, 2024, 10th July, 2023 and September 3, 2022 respectively.

b) The audited consolidated financial statements referred to in paragraph (a) above includes financial statements and other financial information in relation to the Company's subsidiary, as listed below, which are audited by Other Auditors:

Name of the Entity	Relationship	Name of Audit Firm	Period audited by Other Auditors
Prostarm Energy Systems Pvt Ltd	Subsidiary	BSA & Associates LLP	July 17, 2021 (Date of Incorporation) to March 31, 2022
Prostarm Energy Systems Pvt Ltd	Subsidiary	BSA & Associates LLP	For the Year ended March 31, 2023
Prostarm Energy Systems Pvt Ltd	Subsidiary	BSA & Associates LLP	For the Year ended March 31, 2024

1.2 Basis of Measurement

The Restated Consolidated Financial Information have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities, including derivative financial instruments which have been measured at fair value as described below and defined benefit plans which have been measured at actuarial valuation as required by relevant Ind ASs.

The statement of cash flows has been prepared under indirect method, whereby profit or loss is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expense associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

1.3 Basis of consolidation

The Restated Consolidated Financial Information comprises of the financial information of the Company and its subsidiaries as at March 31, 2024, March 31, 2023 and March 31, 2022. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- the ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the Restated Consolidated Financial Information from the date the Group gains control until the date the Group ceases to control the subsidiary. The Restated Consolidated Financial Information are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the Restated Consolidated Financial Information for like transactions and events in similar circumstances, appropriate adjustments are made to Restated Consolidated Financial Information in preparing the Restated Consolidated Financial Information to ensure conformity with the group's accounting policies.

Consolidation procedure:

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the Parent Company with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognized in the Restated Consolidated Financial Information at the acquisition date.

(b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

(c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognized in assets, such as inventory and property, plant and equipment are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the restated summary financial information. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of Profit and Loss resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the summary statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:
- Derecognizes the assets (including goodwill) and liabilities of the subsidiary
- Derecognizes the carrying amount of any non-controlling interests
- Derecognizes the cumulative translation differences recorded in equity
- Recognizes the fair value of the consideration received - Recognizes the fair value of any investment retained - Recognizes any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognized in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities

1.4 Current v/s Non-Current Classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

Assets

An asset is classified as current when it satisfies any of the following criteria:
a. it is expected to be realized in, or is intended for sale or consumption in, the Group's normal operating cycle;
b. it is held primarily for the purpose of being traded;
c. it is expected to be realized within 12 months after the reporting date; or
d. it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:
a. it is expected to be settled in the Group's normal operating cycle;
b. it is held primarily for the purpose of being traded;
c. it is due to be settled within 12 months after the reporting date; or
d. the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current assets/ liabilities include the current portion of non-current assets/ liabilities respectively. All other assets/ liabilities are classified as non-current.

Deferred Tax Assets and Liabilities are classified as non-current assets and liabilities.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. The Company considers its operating cycle to be within one year.

1.5 Functional and Presentation Currency

These Restated Ind AS Summary Statements are prepared in Indian Rupee ("`") which is the Company's functional currency. All financial information presented in Rupees has been rounded to the nearest Millions with two decimals, except when otherwise indicated.

2 MATERIAL ACCOUNTING POLICIES

The Group has applied following accounting policies to all periods presented in the Restated Ind AS Summary Statements.

a) **Property, Plant and Equipment [PPE]**

(i) Definition

Property, plant and equipment are tangible items that:
(A) are held for use in the production or supply of goods or services, for rental to others, or for administrative purposes; and
(B) are expected to be used during more than one period.

(ii) Recognition & Initial Measurement

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any.

The initial cost of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, attributable borrowing cost and any other directly attributable costs of bringing an asset to working condition and location for its intended use. It also includes the present value of the expected cost for the decommissioning and removing of an asset and restoring the site after its use, if the recognition criteria for a provision are met.

(iii) Subsequent Measurement (depreciation and useful lives)

Assets in the course of development or construction and freehold land are not depreciated.

Other property, plant and equipment are stated at cost less accumulated depreciation and any provision for impairment. Depreciation commences when the assets are ready for their intended use.

Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are normally charged to the statements of profit and loss in the period in which the costs are incurred. Major inspection and overhaul expenditure is capitalized if the recognition criteria are met When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the statement of profit and loss as incurred.

Depreciation is calculated on the depreciable amount, which is the cost of an asset less its residual value. Depreciation is provided at rates calculated to write off the cost, less estimated residual value, of each asset on a written down value basis over its expected useful life of the assets as prescribed under Part C of Schedule II to the Companies Act, 2013.

Depreciation on PPE sold, discarded or demolished during the year, if any, is being provided pro-rata up to the date on which such PPE are sold, discarded or demolished.

Leasehold land & building and improvements are amortized on the basis of duration and other terms of lease.

When parts of an item of Property, Plant and Equipment have different useful life, they are accounted for as separate items (Major components) and are depreciated over the useful life respectively.

Right-of-use Assets (Land & Building under operating Lease) is amortized on a straight-line basis over the period of respective lease term.

The residual values, useful lives and methods of depreciation of PPE are reviewed at the end of each financial year considering the physical condition of the PPE and benchmarking analysis or whenever there are indicators for review of residual value and useful life.

Items such as spare parts, stand-by equipment and servicing equipment are recognized in accordance with this Ind AS when they meet the definition of property, plant and equipment. Otherwise, such items are classified as inventory. It is estimated that spares having a value of more than ₹ 0.20 Mn are assumed to qualify for the definition of property plant equipment. Life of the spares has been considered to be 18 months. Residual value of 5% has been considered for all the spares capitalized. The residual value of such spares is transferred to the Statement of Profit and Loss as and when they are consumed.

(iv) De-recognition

PPE are derecognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in the Statement of Profit and Loss in the period of de-recognition.

b) Capital Work-in-Progress

Assets in the course of construction are capitalized in capital work in progress account. At the point when an asset is capable of operating in the manner intended by management, the cost of construction is transferred to the appropriate category of property, plant and equipment. Costs associated with the commissioning of an asset are capitalized when the asset is available for use but incapable of operating at normal levels until the period of commissioning has been completed.

c) Intangible Assets

(i) Recognition and initial measurement

Intangible assets acquired are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

(ii) Subsequent Measurement & Amortization

The useful lives of intangible assets are assessed as either finite or indefinite. The Group currently does not have any intangible assets with indefinite useful life. Intangible assets are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets is recognized in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

(iii) De-recognition

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

d) Investment Properties

(i) Recognition and initial measurement

Investment properties are properties held to earn rentals or for capital appreciation, or both. Investment properties are measured initially at cost, including transaction costs. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

(ii) Subsequent Measurement & Amortization

Subsequent costs are included in the asset’s carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group.

Though the Group measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer who holds a recognized and relevant professional qualification and has experience in the category of the investment property being valued.

Investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any, subsequently. Depreciation is provided from the date the assets are put to use, on written down value method as per the useful life of the assets as prescribed under Part C of Schedule II of the Companies Act, 2013

Depreciation on Investment Properties sold, discarded or demolished during the year, if any, is being provided pro-rata up to the date on which such Investment Properties are sold, discarded or demolished.

Leasehold land & Building and improvements are amortized on the basis of duration and other terms of lease.

The residual values, useful lives and methods of depreciation of Investment Properties are reviewed at the end of each financial year considering the physical condition of the Investment Properties and benchmarking analysis or whenever there are indicators for review of residual value and useful life.

(iii) De-recognition

Investment properties are derecognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in the Statement of Profit and Loss in the period of de-recognition.

e) Revenue Recognition

(i) Revenue from contract with customer is recognized, when control of the goods or services are transferred to the customer, at an amount that reflects the consideration to which the Group is expected to be entitled in exchange for those goods or services.

(ii) Group generally follows mercantile system of accounting and recognizes significant items of incomes on accrual basis. The revenues have been duly recognized in accordance with the provisions of Indian Accounting Standards – 115. However, some of expenditures are accounted for on the receipt of bill or invoice of the same which are not material.

(iii) Revenue is measured at the fair value of the consideration received or receivable, net of discounts, volume rebates, outgoing service tax, Goods & Service Tax (GST) and other applicable indirect taxes.

(iv) Service tax / Goods & Service Tax (GST) is not received by the Group on its own account. Rather, it is tax collected on value added to the services by the service provider on behalf of the Government. Accordingly, it is excluded from revenue.

(v) Revenue is recognized to the extent that it is possible that the economic benefits will flow to the Group and the revenue can be reliably measured with reliable certainty of realizing the consideration.

(vi) Unbilled income represents the value of services rendered but not yet been invoiced on the reporting date due to contractual terms.

f) Interest Income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Interest is accounted on accrual basis on overdue receivables.

g) Dividend Income

Dividend income is recognized when the right to receive dividend is established.

h) Leases

On March 30, 2019, ministry of corporate affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases standard, Ind AS 17, Leases, and related interpretations. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the Statement of Profit and Loss. The standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

On completion of evaluation of the effect of adoption of Ind AS 116, the Group is using the 'Modified Retrospective Approach' for transitioning to Ind AS 116 and took the cumulative adjustment to retained earnings on the date of initial application (April 1, 2019). The Group as elected certain available practical expedients on transition.

The Group has adopted Ind AS 116 'Leases' effective April 1, 2019 and applied the Standard to its leases, pursuant to which it has reclassified its leased asset as Right-of-Use Assets.

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Group is classified as a finance lease.

(i) Group as a lessee

The Group's lease asset classes primarily consist of leases for land and building. The Group, at the inception of a contract, assesses whether the contract is a lease or not a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. This policy has been applied to contract existing and entered into on or after April 1, 2019.The Group has elected not to recognise Right-of-use Assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Group recognises the lease payments associated with these leases as an expense over the lease term.

The Group recognises a Right-of-use Asset and a lease liability at the lease commencement date. The Right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial costs incurred. The Right-of-use Asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate. Subsequently, lease liabilities are measured on amortized cost basis. In the comparative period, lease payments under operating leases are recognized as an expense in the Statement of Profit and Loss over the lease term.

The weighted average incremental borrowing rate applied to lease liabilities is considered 8% p.a.

(ii) Group as a lessor

Assets given under operating leases are included in investment properties. Lease income is recognized in the Statement of Profit and Loss on straight line basis over the lease term, unless there is another systematic basis which is more representative of the time pattern of the lease.
Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income.

Lease deposits received are financial instruments (financial liability) and need to be measured at fair value on initial recognition. The difference between the fair value and the nominal value of deposits is considered as rent in advance and recognized over the lease term on a straight-line basis. Unwinding of discount is treated as interest expense (finance cost) for deposits received and is accrued as per the EIR method.

i) Cash & Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash at banks, cash in hand, and short-term deposits, as defined above.

j) Taxation

(i) Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(ii) Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognized for all taxable temporary differences, except when it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

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 taxes relate to the same taxable entity and the same taxation authority.

(iii) Sales Tax/ GST / VAT

Sales/ value added taxes paid on acquisition of assets or on incurring expenses are recognized net of the amount of sales/ value added taxes paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognized as part of the cost of acquisition of the asset or as part of the expense item, as applicable.
- When receivables and payables are stated with the amount of tax included, the net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

k) Inventories

Finished Goods-

Finished goods are valued at lower of cost or net realizable value. Cost includes direct materials and labour and a portion of manufacturing overhead based on normal operating capacity.Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. Finished Goods are measured at First In First Out basis.

Raw Materials, WIP and Stores & Spares-

Raw materials, components, stores and spares and work-in progress are valued at cost. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, components, stores and spares is determined on FIFO basis. Cost of Work in Progress is measured at First In First Out Basis.

Capital spares that qualifies the criteria of property, plant and equipment are recognized as PPE. Accordingly, the Group has capitalized spares having useful life of more than 12 months and corresponding depreciation is charged on them."

Stock-in-Trade

Inventories being stock-in-trade are valued at the lower of cost and net realizable value.

Cost of these inventories are determined on First In First Out basis.

l) Employee Benefits

(i) Short-term employee benefits

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, performance incentives and compensated absences which are expected to occur in next twelve months. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognized as an expense as the related service is rendered by employees.

(ii) Post-employment benefits

(a) Defined benefit plans – Gratuity

The Group has a defined benefit plan (the "Gratuity Plan"). The Gratuity Plan provides a lump sum payment to employees who have completed five years or more of service at retirement, disability or termination of employment, being an amount based on the respective employee's last drawn salary and number of years of employment with Group. Presently the Group's gratuity plan is unfunded.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets if any. This cost is included in employee benefit expense in the statement of profit and loss.

The liability or asset recognized in the balance sheet in respect of gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets if any. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income and are never reclassified to profit or loss. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in the statement of profit and loss as past service cost.

(b) Defined Contribution Plans – Provident Fund & Employee State Insurance

Provident Fund, Pension Fund & Employee State Insurance (ESI) are defined contribution schemes as per applicable rules/statute and contribution made to the Provident Fund Trust, Regional Provident Fund Commissioner and Employee State Insurance Fund respectively are charged to the Statement of Profit and Loss.

(iii) Long-term Employee Benefits:-

Long-term employee benefits Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognized as a liability at the present value of the obligation as at the Balance Sheet date. The cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at each Balance Sheet date. Actuarial gains and losses are recognized in the Statement of Profit and Loss in the period in which they occur.

m) Earning Per Share

i) Group presents basic and diluted earnings per share (“EPS”) data for its equity shares. Basic EPS is calculated by dividing the profit and loss attributable to equity shareholders of the Group by the weighted average number of equity shares outstanding during the period.

ii) Diluted EPS is determined by adjusting the profit and loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

n) Provisions and Contingencies

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with the applicable Ind AS.

Provisions represent liabilities to the Group for which the amount or timing is uncertain. Provisions are recognized when the Group has a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognized in the statement of profit and loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

Provision for Warranty: The Group makes provision for the probable future liability on account of the warranty based on the estimation of the warranty claims/expenses that the Group expects to materialize in the future. The Group assesses the need and quantum of provision for warranty based on conditions prevailing at each year-end.

The Group has significant capital commitments in relation to various capital projects which are not recognized on the balance sheet. In the normal course of business, contingent liabilities may arise from litigation and other claims against the Group. Guarantees are also provided in the normal course of business. There are certain obligations which management has concluded, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Group involved, it is not expected that such contingencies will have a material effect on its financial position or profitability.

Contingent assets are not recognized but disclosed in the financial statements when an inflow of economic benefits is probable.

o) Cash Flow Statement

Cash flows are reported using indirect method as set out in Ind AS -7 "Statement of Cash Flows", whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

p) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the management. Operating segments are those components of the business whose operating results are regularly reviewed by the chief operating decision making body in the Group to make decisions for performance assessment and resource allocation. The reporting of segment information is the same as provided to the management for the purpose of the performance assessment and resource allocation to the segments.

q) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

r) Impairment of Non-Financial Assets

An asset is considered as impaired when at the date of Balance Sheet there are indications of impairment and the carrying amount of the asset exceeds its recoverable amount (i.e. the higher of the fair value less cost to sell and value in use). The carrying amount is reduced to the recoverable amount and the reduction is recognized as an impairment loss in the Statement of Profit and Loss. The impairment loss recognized in the prior accounting period is reversed if there has been a change in the estimate of recoverable amount. Post impairment, depreciation is provided on the revised carrying value of the carrying value of the impaired asset over its remaining useful life.

s) Government Grants

Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is treated as deferred income and released to the statement of profit and loss over the expected useful lives of the assets concerned. When the Group receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to statement of profit and loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset. When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favorable interest is regarded as a government grant. The loan or assistance is initially recognized and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

t) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(A) Financial Assets

(i) Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through statement of profit and loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

(ii) Subsequent measurement

Subsequent measurement of financial assets is described below:

a. Financial Assets (Debt instruments) at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit and loss. The losses arising from impairment are recognized in the statement of profit and loss. This category generally applies to trade and other receivables.

b. Debt instrument at FVTOCI

A ‘debt instrument’ is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
b) The asset’s contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

c. Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Group has designated its investments in debt instruments as FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

(iii) De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e. removed from the Group's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'passthrough' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The xtransferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

(iv) Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets that are debt instruments, and are measured at amortized cost e.g., loans, debt securities, deposits and trade receivables or any contractual right to receive cash or another financial asset.

Trade Receivables

A receivable is classified as a 'trade receivable' if it is in respect to the amount due from customers on account of goods sold or services rendered in the ordinary course of business.

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

In other words, trade receivables are recognized initially at fair value and subsequently measured at amortized cost less expected credit loss, if any.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, the Group reverts to recognizing impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

- **Financial assets measured as at amortized cost:** ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.
- **Debt instruments measured at FVTPL:** Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. The change in fair value is taken to the statement of Profit and Loss.
- **Debt instruments measured at FVTOCI:** Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Group does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

(B) Financial liabilities

(i) Initial Recognition & Measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through statement of profit and loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans & borrowings and payables, net of directly attributable transaction costs.

The Group’s financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through statement of profit and loss

Financial liabilities at fair value through statement of profit and loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through statement of profit and loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognized in the statement of profit and loss. Financial liabilities designated upon initial recognition at fair value through statement of profit and loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to statement of profit and loss.

However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit and loss. The Group has not designated any financial liability as at fair value through statement of profit and loss.

(ii) Loans and Borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the effective interest rate (hereinafter referred as EIR) method. Gains and losses are recognized in statement of profit and loss when the liabilities are de-recognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

(iii) Buyers Credit

The Group enters into arrangements whereby financial institutions make direct payments to suppliers for raw materials and project materials. The financial institutions are subsequently repaid by the Group at a later date providing working capital timing benefits. These are normally settled up to twelve months (for raw materials) and up to 36 months (for project materials). Where these arrangements are for raw materials with a maturity of up to twelve months, the economic substance of the transaction is determined to be operating in nature and these are recognized as operational buyers' credit (under Trade and other payables). Where these arrangements are for project materials with a maturity up to 36 months, the economic substance of the transaction is determined to be financing in nature, and these are classified as projects buyers' credit within borrowings in the statement of financial position.

(iv) Financial liabilities – De-recognition

A financial liability is de-recognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability.

The difference in the respective carrying amounts is recognized in the statement of profit and loss.

(v) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously. For more information on financial instruments Refer Note No. 57.

u) Investment in Subsidiaries, joint ventures and associates:

Subsidiary: A subsidiary is an entity controlled by the Company. Control exists when the Company has power over the entity, is exposed, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over entity. Power is demonstrated through existing rights that give the Company the ability to direct relevant activities, those which significantly affect the entity's returns.

Associate: Associate entities are entities, over which an investor exercises significant influence but not control. Significant influence is defined as power to participate in the financial or operating policy decisions of the investee but not control over the policies.

Company assumes that holding of 20% or more of the voting power of the investee (whether directly or indirectly) gives rise to significant influence, unless contrary evidences exist.

Joint arrangement: A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

v) Foreign currency transactions

(i) Initial Recognition

In the Restated Consolidated Financial Information of the Group, transactions in currencies other than the functional currency are translated into the functional currency at the exchange rates ruling at the date of the transaction.

(ii) Conversion

Monetary assets and liabilities denominated in other currencies are translated into the functional currency at exchange rates prevailing on the reporting date. Non-monetary assets and liabilities denominated in other currencies and measured at historical cost or fair value are translated at the exchange rates prevailing on the dates on which such values were determined.

(iii) Exchange Differences

All exchange differences are included in the statement of profit and loss except any exchange differences on monetary items designated as an effective hedging instrument of the currency risk of designated forecasted sales or purchases, which are recognized in the other comprehensive income.

w) Dividend Distribution

Dividend Distribution / Annual dividend distribution to the shareholders is recognized as a liability in the period in which the dividends are approved by the shareholders. Any interim dividend paid is recognized on approval by Board of Directors. Dividend payable and corresponding tax on dividend distribution is recognized directly in equity.

x) Prior Period Items

Errors of material amounts relating to prior period(s) are disclosed by a note with nature of prior period errors, amount of correction of each such prior period presented retrospectively in the statement of profit and loss and balance sheet, to the extent practicable along with change in basic and diluted earnings per share. However where retrospective restatement is not practicable for a particular period then the circumstances that lead to the existence of that condition and the description of how and from where the error is corrected are disclosed in Notes on Accounts.

y) Use of Estimates and Judgments

The preparation of the financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates under different assumptions and conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods affected.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the Restated Consolidated Financial Statements.

3A CRITICAL ESTIMATES AND JUDGEMENTS IN APPLYING ACCOUNTING POLICIES

The preparation of financial statements in conformity with generally accepted accounting principles in India requires management to make judgments, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and the results of operations during the reporting year end. Although these estimates and associated assumptions are based upon historical experiences and various other factors besides management’s best knowledge of current events and actions, actual results could differ from these estimates. The estimates and underlying assumptions are reviewed on a periodic basis. Any revision in the accounting estimates is recognized in the period in which the results are known/ materialise.

Significant judgments and key sources of estimation in applying accounting policies are as follows:

a) Property, plant and equipment and useful life of property, plant and equipment and intangible assets

The carrying value of property, plant and equipment is arrived at by depreciating the assets over the useful life of assets. The estimate of useful life is reviewed at the end of each financial year and changes are accounted for prospectively.

b) Provisions and contingencies

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with the applicable Ind AS.

A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Where the effect of time value of money is material, provisions are determined by discounting the expected future cash flows.

The Group has significant capital commitments in relation to various capital projects which are not recognized on the balance sheet.

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Group. Guarantees are also provided in the normal course of business. There are certain obligations which management has concluded, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the Restated Consolidated Financial Information. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Group involved, it is not expected that such contingencies will have a material effect on its financial position or profitability [Refer Note 41].

c) Employee benefit expenses

Actuarial valuation for gratuity liability of the Group has been done by an independent actuarial valuer on the basis of data provided by the Group and assumptions used by the actuary. The data so provided and the assumptions used have been disclosed in the notes to accounts.

d) Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Group has determined that it can recognize deferred tax assets on the tax losses carried forward as it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilized. Further details on taxes are disclosed in Note No. 38.

e) Impairment of accounts receivable and advances

Trade receivables carry interest and are stated at their fair value as reduced by appropriate allowances for expected credit losses. Individual trade receivables are written off when management deems them not to be collectible. Impairment is recognized for the expected credit losses.

f) Discounting of Security deposit, retention money and other long-term liabilities

For majority of the security deposits received from suppliers of goods or contractors and the retention moneys received, the timing of outflow, as mentioned in the underlying contracts, is not substantially long enough to discount. The treatment would not provide any meaningful information and would have no material impact on the Restated Summary Financial Information.

g) Amortized Cost for Employee Loans

Employee loans have not been recorded using Effective Interest Rate method due to absence of any material impact on Restated Consolidated Financial Information and involvement of practical difficulties.

h) Investment in Equity Instruments

Investments made in equity instruments other than subsidiaries, joint ventures and in associates, have been valued at fair value using the net asset value of the investee Companies as on the reporting date.

i) Restatement of Prior Period Items

Material prior period items, i.e. items having a value of above ₹ 5 Lakhs have been restated in the previous year financials.

3B. RECENT PRONOUNCEMENTS

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

PRINCIPAL COMPONENTS OF STATEMENT OF PROFIT AND LOSS

Set forth below are the principal components of statement of profit and loss from our continuing operations:

Income

Our total income comprises of (i) revenue from operations and (ii) other income.

Revenue from Operations

Revenue from operations comprises of: (i) sale of products; (ii) sale of service; (iii) sale of EPC contracts (solar); (iv) other operating revenues; (v) financing component – retention [Ind As]

Other Income

Other income includes (i) interest income on bank deposits; (ii) interest received on arbitration award; (iii) interest income on IT refunds; (iv) finance income - Ind AS; (v) rent / lease income; (vi) foreign exchange gain (net); (vii) net gain (loss) on disposal of PPE/investment property; (viii) net gain on sale of investments; (ix) recovery of bad debts through arbitration award; (x) other incomes.

Expenses

Our expenses comprises of: (i) cost of material consumed; (ii) purchase of stock-in-trade; (iii) changes in inventories of finished goods, work in progress and stock-in-trade (iv) employee benefits expenses; (v) finance costs; (vi) depreciation and amortization expense; and (vii) other expenses.

Cost of Material Consumed

Cost of Material Consumed denote the sum of opening stock, purchases of raw materials, less closing stock of raw materials.

Purchase of Stock-in-Trade

Purchase of Stock-in-Trade denote the purchase made during the year less inter-branch purchases.

Changes in inventories of finished goods, work in progress and stock-in-trade

Changes in inventories of finished goods, work in progress and stock-in-trade denote the difference between opening and closing balance of Traded Goods, Packing Materials & Consumables, Finished Goods and Work-in-Progress.

Employee Benefits Expense

Employee benefits expenses include (i) Director's Remuneration, (ii) Salaries and Wages (including bonus), (iii) Contributions to Provident and Other Funds, (iv) Staff Welfare Expenses, (v) Gratuity Expense, (vi) Professional Tax Paid.

Finance Costs

Finance cost includes (i) Interest Expense; (ii) Other Borrowing Cost (upfont fees, renewal fees, etc) (iii) Interest/Penalty on Income-tax (iv) Interest on TDS/TCS and (v) Interest on Leased Liability.

Depreciation and Amortization expenses

Depreciation and amortization expenses include (i) depreciation on property, plant and equipment; (ii) depreciation on investment properties; (iii) amortization of Right-of-use assets, and (iv) amortization on intangible assets.

Other Expenses

Other expenses includes:

(A) Operating & Manufacturing Overheads - which includes;
(i) Freight & Transportation Charges; (ii) Labour Charges; (iii) Custom Clearing & Forwarding Charges; (iv) Service Charges; (v) Installation Charges; (vi) Loading & Unloading Charges; (vii) Other Consumables; (viii) Power and Fuel Expenses; (ix) Factory Expenses; (x) Packing & Forwarding Charges.

(B) Establishment Expenses;
(i) Corporate Social Responsbility Expenses; (ii) Business Promotion Expenses; (iii) Other Bank Charges; (iv) Misc Expenses; (v) Development Charges; (vi) Lodging and Boarding; (vii) Electricty & Water Charges; (viii) Insurance Charges; (ix) Interest, Late Fees & Demands – GST; (x) Repair & Maintenance Charges; (xi) Tender Fee; (xii) Office & Misc Expenses; (xiii) Postage & Courier Charges; (xiv) Printing & Stationery; (xv) Professional & Consultancy Charges; (xvi) Rent, Rates & Taxes; (xvii) Telephone & Internet Exp; (xviii) Travelling & Conveyance Expenses; (xix) Brokerage & Commission; (xx) Government Fee; (xxi) ROC Fees; (xxii) Audit Fees; (xxiii) Sitting Fees to Directors; (xxix) Non-inventory exp; (xxv) Security Service Charges; (xxvi) Recuritment Service Charges; (xxvii) Fee & Subscription Charges; (xxviii) Labour Welfare Charges; (xxix) Donations; (xxx) Warranty Expenses; (xxxi) Allowance for Bad & Doubtful Debts; (xxxii) Penalty under GST Law; (xxxiii) SD Deferement [Ind AS Adj]; (xxxiv) Sundry Balance Written Off; (xxxv) Lease Registration Charges; (xxxvi) Foreing Exchange Loss (Net).

Our Results of Operations

The following table sets forth selective financial data from our restated statement of profit & loss for the Fiscal 2024, Fiscal 2023 and Fiscal 2022, the components of which are also expressed as a percentage of revenue from operations for such periods:

(₹ in Lakhs unless stated otherwise)

Particulars	Restated Results for Fiscal 2024		Restated Results for Fiscal 2023		Restated Results for Fiscal 2022	
	Amount	% of revenue from operations	Amount	% of revenue from operations	Amount	% of revenue from operations
Income:						
Revenue from operations	25,787.04	100.00%	23,036.32	100.00%	17,130.73	100.00%
Other income	136.21	0.53%	198.32	0.86%	74.04	0.43%
Total Income	**25,923.25**	**100.53%**	**23,234.65**	**100.86%**	**17,204.77**	**100.43%**
Expenses:						
Cost of Material Consumed	9,429.20	36.57%	6,241.18	27.09%	3,756.53	21.93%
Purchase of Stock-in-Trade	10,000.22	38.78%	11,026.52	47.87%	10,395.12	60.68%
Changes in inventories of finished goods, work in progress and stock-in-trade	(1,370.06)	(5.31)%	(626.14)	(2.72)%	(1,220.61)	-7.13%
Employee benefit expenses	2,076.23	8.05%	1,699.42	7.38%	1,270.57	7.42%
Finance Costs	374.14	1.45%	131.16	0.57%	65.57	0.38%
Depreciation and amortization expenses	192.92	0.75%	164.8	0.72%	94.1	0.55%
Other Expenses	2,125.32	8.24%	1,978.87	8.59%	1,346.37	7.86%
Total Expenses	**22,827.96**	**88.52%**	**20,615.82**	89.49%	**15,707.65**	91.69%
Profit before exceptional and extraordinary items and tax	**3,095.29**	**12.00%**	**2,618.83**	11.37%	**1,497.12**	8.74%
Exceptional items	-	0.00%	-	0.00%	-	0.00%
Profit before extraordinary items and tax	**3,095.29**	**12.00%**	**2,618.83**	**11.37%**	**1,497.12**	**8.74%**
Extraordinary items	-	0.00%	-	0.00%	-	0.00%
Profit before tax	**3,095.29**	**12.00%**	**2,618.83**	**11.37%**	**1,497.12**	**8.74%**
Tax expense:						
(1) Current tax	851.93	3.30%	748.27	3.25%	431.42	2.52%
(3) Deferred tax	(39.18)	(0.15)%	(63.99)	(0.28)%	(21.35)	-0.12%
Profit / (Loss) from the period	**2,282.53**	**8.85%**	**1,934.55**	**8.40%**	**1,087.05**	**6.35%**

RESULTS OF OPERATIONS INFORMATION FOR FISCAL 2024 COMPARED WITH FISCAL 2023

(₹ in Lakhs unless stated otherwise)

Particulars	Fiscal 2024	Fiscal 2023	Change in ₹ Lakhs	Change in %
Income:				
Revenue from operations	25,787.04	23,036.32	2,750.71	11.94%
Other income	136.21	198.32	(62.11)	(31.32)%
Total Income	**25,923.25**	**23,234.65**	**2,688.60**	**11.57%**
Expenses:				
Cost of Material Consumed	9,429.20	6,241.18	3,188.02	51.08%
Purchase of Stock-in-Trade	10,000.22	11,026.52	(1,026.31)	(9.31)%
Changes in inventories of finished goods, work in progress and stock-in-trade	(1,370.06)	(626.14)	(743.92)	118.81%
Employee benefit expenses	2,076.23	1,699.42	376.81	22.17%
Finance Costs	374.14	131.16	242.98	185.25%
Depreciation and amortization expenses	192.92	164.8	28.12	17.06%
Other Expenses	2,125.32	1,978.87	146.44	7.40%
Total Expenses	**22,827.96**	**20,615.82**	**2,212.14**	**10.73%**
Profit before exceptional and extraordinary items and tax	**3,095.29**	**2,618.83**	**476.46**	**18.19%**
Exceptional items	-	-	-	
Profit before extraordinary items and tax	3,095.29	2,618.83	476.46	18.19%
Extraordinary items	-	-	-	
Profit before tax	**3,095.29**	**2,618.83**	**476.46**	**18.19%**
Tax expense:	-	-	-	
(1) Current tax	851.93	748.27	103.66	13.85%
(2) Tax of Earlier Years	-	-	-	
(3) Deferred tax	(39.18)	(63.99)	24.81	(38.77)%
Profit / (Loss) from the period	**2,282.53**	**1,934.55**	**347.99**	**17.99%**

Total Income

Our total income has increased by 11.57% to ₹ 25,923.25 Lakhs in Fiscal ended March 31, 2024 from ₹ 23,234.65 Lakhs in Fiscal ended March 31, 2023 due to overall increase in revenue from operations.

Revenue from Operations

Our revenue from operations has grown by 11.94% to ₹25,787.04 lakhs for the Fiscal 2024, compared to ₹23,036.32 lakhs in Fiscal 2023. The revenue growth can be attributed to the following factors:

1. Under our core power solution product UPS system business, the revenue has demonstrated growth in Fiscal 2024, achieving a revenue of ₹10,054.82 lakhs, compared to ₹6784.51 lakhs in Fiscal 2023.
2. The new product portfolio of the Solar Hybrid Inverter System has demonstrated growth in Fiscal 2024, achieving a revenue of ₹2,412.03 lakhs, compared to ₹1,578.53 lakhs in Fiscal 2023. This notable increase reflects the growing demand for sustainable and energy-efficient solutions, as well as the company's ability to capitalize on this trend through its product offerings.
3. In December 2023, we significantly increased the capacity of our lithium-ion battery pack from 1.2 MWh to 100 MWh per annum under our parent company. This expansion contributed to a remarkable revenue growth in the lithium-ion battery business, rising from ₹104.09 lakhs in Fiscal 2023 to ₹ 1,258 lakhs in Fiscal 2024.
4. Strengthened our focus on value-added services, resulting in revenue growth from ₹ 637.03 lacs in Fiscal 2023 to ₹ 1,161.68 lacs in Fiscal 2024.
5. In response to the rising demand for renewable energy, management prioritized the solar EPC business. This strategic focus led to a significant increase in orders, boosting revenue from ₹ 906.91 lacs in Fiscal 2023 to ₹ 2,368.46 lacs in Fiscal 2024.

6. The company's overall revenue growth for Fiscal 2024 increased by 11.94% compared to Fiscal 2023, primarily driven by its strategic focus on core power solution products. This shift is reflected in the decline in sales of third-party power solution products, which fell from ₹ 12,486.65 in Fiscal 2023 to ₹ 7,831.44 in Fiscal 2024.

Other Income

Our other income was ₹136.21 Lakhs in Fiscal 2024 as compared to ₹ 198.32 lakhs in Fiscal2023, which has decreased by 31.32% primarily because of interest received on arbitration award amounting to ₹ 50.36 lakhs, recovery of bad debts through arbitration award amounting to ₹ 80.16 lakhs in **Fiscal** 2023.

Total Expenses

Our total expenses have increased by 10.73% from ₹20,615.82 lakhs in Fiscal 2023 to ₹22,827.96 lakhs in Fiscal 2024. This increase was due to increase in cost of material consumed by ₹3,188.02 lakhs, employee benefit expenses by ₹ 376.81 lakhs, finance costs ₹ 242.98 lakhs, depreciation and amortization expense by ₹ 28.12 lakhs and increase in other expenses by of ₹146.44 lakhs offset by decrease in Purchase of stock-in-trade amounting to ₹1,026.31 lakhs and changes in inventories of finished goods, work in progress and stock-in-trade by ₹743.92 lakhs.

Cost of Material Consumed

Cost of material consumed increased from ₹6,241.18 lakhs in Fiscal2023 to ₹9,429.20 lakhs in Fiscal 2024, primarily due to increased focus on Manufacturing in Fiscal 2024.

Purchase of Stock-in-Trade

Purchase of Stock-in-Trade decreased from ₹11,026.52 lakhs in Fiscal 2023 to ₹10,000.22 lakhs in Fiscal 2024, primarily because of increase focused on manufactured product then third-party products.

Changes in Inventories of Finished Goods, Work in Progress and Stock-in-Trade

Change in inventories of finished goods, work in progress and stock-in-trade decreased from ₹ (626.14) lakhs in Fiscal 2023 to ₹ (1,370.06) lakhs in Fiscal 2024, primarily because of accumulation of inventories at the close of Fiscal 2024.

Employee Benefit Expenses

Employee Benefit Expenses increased by 22.17% from ₹1,699.42 lakhs in Fiscal 2023 to ₹2,076.23 lakhs in Fiscal 2024. This increase was primarily attributable to increase in salaries and wages (including Bonus) by ₹ 362.91 lakhs.

Finance Cost

Finance cost has increased by 185.25% from ₹131.16 lakhs in Fiscal2023 to ₹374.14 lakhs in Fiscal 2024, majorly on account of increase in total borrowings from ₹ 2,473.62 lakhs in Fiscal 2023 to ₹ 4341.14 lakhs in Fiscal 2024.

Depreciation and Amortization Expenses

Depreciation and amortization expenses increased by 17.06% from ₹164.80 lakhs in Fiscal2023 to ₹192.92 lakhs in Fiscal 2024, majorly on account of increase in depreciation on PPE by ₹ 17.71 lakhs and amortization of right-of-use assets by ₹ 9.21 lakhs.

Other Expenses

Other expenses increased by 7.40% from ₹1,978.87 lakhs in Fiscal 2023 to ₹2,125.32 lakhs in Fiscal 2024. This was primarily due to increase in freight and transportation charges by ₹72.92 lakhs, custom clearing and forwarding charges by ₹ 45.99 lakhs, installation charges by ₹108.43 lakhs, loading & unloading charges by ₹16.42 lakhs, business promotion expenses by ₹ 32.39 lakhs, increase in Rent, Rates and Taxes by ₹ 60.00 lakhs and Labour Welfare Charges by ₹ 39.30 lakhs.

Profit Before Tax

Profit before tax has significantly increased by 18.19% from ₹ 2,618.83 lakhs in Fiscal 2023 to ₹ 3,095.29 lakhs in Fiscal 2024.

Tax Expenses

Due to an increase in our profit before tax, our current tax expense increased by 13.85% from ₹ 748.27 lakhs in Fiscal 2023 to ₹ 851.93 lakhs in Fiscal 2024 and our deferred tax expense was ₹ (63.99) lakhs in Fiscal 2023, as compared to ₹ (39.18) lakhs in Fiscal 2024.

Profit After Tax

The company reported a 17.99% increase in profit after tax, rising from ₹1,934.55 lakhs in the Fiscal 2023, to ₹2,282.53 lakhs for the Fiscal 2024. This growth can be attributed to several revenue-related factors highlighted above.

RESULTS OF OPERATIONS INFORMATION FOR THE FISCAL 2023 COMPARED WITH FISCAL 2022

(₹ in Lakhs unless stated otherwise)

Particulars	Fiscal 2023	Fiscal 2022	Change in ₹ Lakhs	Change in %
Income:				
Revenue from operations	23,036.32	17,130.73	5,905.59	34.47%
Other income	198.32	74.04	124.29	167.87%
Total Income	**23,234.65**	**17,204.77**	**6,029.88**	**35.05%**
Expenses:				
Cost of Material Consumed	6,241.18	3,756.53	2,484.65	66.14%
Purchase of Stock-in-Trade	11,026.52	10,395.12	631.4	6.07%
Changes in inventories of finished goods, work in progress and stock-in-trade	(626.14)	(1,220.61)	594.46	(48.70)%
Employee benefit expenses	1,699.42	1,270.57	428.85	33.75%
Finance Costs	131.16	65.57	65.59	100.03%
Depreciation and amortization expenses	164.8	94.1	70.7	75.13%
Other Expenses	1,978.87	1,346.37	632.51	46.98%
Total Expenses	**20,615.82**	**15,707.65**	**4,908.17**	**31.25%**
Profit before exceptional and extraordinary items and tax	**2,618.83**	**1,497.12**	**1,121.70**	**74.92%**
Exceptional items	-	-	-	0.00%
Profit before extraordinary items and tax	**2,618.83**	**1,497.12**	**1,121.70**	**0.00%**
Extraordinary items	-	-	-	0.00%
Profit before tax	**2,618.83**	**1,497.12**	**1,121.70**	**74.92%**
Tax expense:				
(1) Current tax	748.27	431.42	316.85	73.44%
(2) Tax of Earlier Years	-	-	-	0.00%
(3) Deferred tax	(63.99)	(21.35)	(42.64)	199.76%
Profit / (Loss) from the period	**1,934.55**	**1,087.05**	**847.5**	**77.96%**

Total Income

Our total income has increased by 35.05% from ₹17,204.77 Lakhs in Fiscal 2022 to ₹23,234.65 Lakhs in Fiscal 2023 primarily due to an increase in revenue from operations by ₹5,905.59 Lakhs.

Revenue from Operations

Our revenue from operations has increased by 34.47% to ₹23,036.32 Lakhs in Fiscal 2023 from ₹17,130.73 Lakhs in Fiscal 2022. The revenue growth can be attributed to the following factors:

1. Under our new product portfolio, Solar Hybrid Inverter System has demonstrated growth in Fiscal 2023, ₹1,578.53 lakhs, compared to negligible revenue in Fiscal 2022.
2. In Fiscal 2023 the company entered into the manufacturing of Lithium ion battery pack and thereby revenue from this business stood at ₹ 104.09 lakhs in Fiscal 2023 as against ₹ 15.68 Lakhs in Fiscal 2022.
3. Our strategic focus on solar EPC business led to an increase in orders, enhancing revenue to ₹906.91 lacs in Fiscal 2023 from ₹189.39 lacs in Fiscal 2022.
4. Increased focus on value-added services, resulting in revenue growth to ₹ 637.03 lacs in Fiscal 2023 from ₹ 521.59 lacs in Fiscal 2022.

Other Income

Our other income was ₹ 198.32 Lakhs in Fiscal 2023 as compared to ₹ 74.04 lakhs in Fiscal 2022, which has increased by 167.87% primarily because of interest received on arbitration award amounting to ₹ 50.36 lakhs and recovery of bad debts through arbitration award amounting to ₹ 80.16 lakhs in Fiscal 2023.

Total Expenses

Our total expenses have increased by 31.25% from ₹15,707.65 lakhs in Fiscal 2022 to ₹20,615.82 lakhs in Fiscal 2023. This increase was due to increase in cost of material consumed by ₹ 2,484.65 lakhs, purchase of stock-in-trade by ₹ 631.40 lakhs, change in inventories of finished goods, work in progress and stock-in-trade by ₹594.46 lakhs, employee benefit expenses by ₹428.85 lakhs, increase in finance costs by ₹ 65.59 lakhs, increase in depreciation and amortization expense by ₹70.70 lakhs and ₹ 632.51 lakhs, respectively.

Cost of Material Consumed

Cost of material consumed increased from ₹3,756.53 lakhs in Fiscal 2022 to ₹6,241.18 lakhs in Fiscal 2023, primarily due to overall increase in revenue from operations in Fiscal 2023.

Purchase of Stock-in-Trade

Purchase of Stock-in-Trade has increased from ₹10,395.12 lakhs in Fiscal 2022 to ₹11,026.52 lakhs in Fiscal 2023, primarily due to increase in overall revenue from operations by ₹5,905.59 lakhs in Fiscal 2023.

Changes in Inventories of Finished Goods, Work in Progress and Stock-In-Trade

Change in inventories of finished goods, work in progress and stock-in-trade increased from ₹ (1,220.61) lakhs in Fiscal 2022 to ₹ (626.14) lakhs in Fiscal 2023, primarily because of accumulation of inventories at the close of Fiscal 2022.

Employee Benefit Expenses

Employee Benefit Expenses increased by 33.75% from ₹1,270.57 lakhs in Fiscal 2022 to ₹1,699.42 lakhs in Fiscal 2023. This increase was primarily attributable to increase in salary and wages (including bonus) by ₹ 358.85 lakhs.

Finance Cost

Finance cost has increased by 100.03% from ₹ 65.57 lakhs in Fiscal 2022 to ₹131.16 lakhs in Fiscal 2023, majorly on account of increase in interest expense by ₹ 91.74 lakhs.

Depreciation and Amortization Expenses

Depreciation and amortization expenses increased by 75.13% from ₹94.10 lakhs in Fiscal 2022 to ₹164.80 lakhs in Fiscal 2023, majorly on account of increase in depreciation on PPE by ₹67.74 lakhs.

Other Expenses

Other expenses increased by 46.98% from ₹1,346.37 lakhs in Fiscal 2022 to ₹1,978.87 lakhs in Fiscal 2023. This was primarily due to increase in custom clearing & forwarding charges by ₹71.75 lakhs, increase in professional and consultancy charges by ₹ 145.09 lakhs, increase in warranty expenses by ₹42.77 lakhs, rent, rates & taxes by ₹ 66.22 lakhs, travelling & conveyance expenses by ₹ 115.07 lakhs and increase in ROC fees by ₹ 39.49 lakhs.

Profit Before Tax

Profit before tax has significantly increased by 74.92% from ₹ 1,497.12 lakhs in Fiscal 2022 to ₹2,618.83 lakhs in Fiscal 2023.

Tax Expenses

Due to an increase in our profit before tax, our current tax expense increased by 73.44% from ₹ 431.42 lakhs in Fiscal 2022 to ₹748.27 lakhs in Fiscal 2023 and our deferred tax expense was (₹21.35) lakhs in Fiscal 2022, as compared to ₹(63.99) lakhs in Fiscal 2023.

Profit After Tax

For the various reasons discussed above, we recorded an increase of 77.96% in profit after tax from ₹1,087.05 lakhs in Fiscal 2022 to ₹1,934.55 lakhs in Fiscal 2023.

Cash Flow

The table below summaries our cash flows from our Restated Financial Information for Fiscals 2024, 2023 and 2022:

(₹ In lakhs)

Particulars	Fiscal		
	2024	2023	2022
Net cash flow generated from/ (utilized in) operating activities (A)	(780.18)	(1,350.31)	415.39
Net cash flow generated from/ (utilized in) investing activities (B)	(785.82)	(834.80)	(886.28)
Net cash flow generated from/ (utilized in) financing activities (C)	1,542.26	2,062.82	572.52
Net (decrease)/ increase in cash & cash equivalents (A+B+C)	(23.74)	(122.29)	101.62
Cash and cash equivalents at the beginning of the year	77.04	199.33	97.71
Cash and cash equivalents at the end of the year	53.30	77.04	199.33

Cash flow from Operating Activities

For the Fiscal, 2024

Net cash flow utilized in our operating activities was ₹780.18 lakhs for the Fiscal 2024. Our operating profit before working capital changes was ₹3,609.35 lakhs in the Fiscal 2024, which was the result of the profit before tax for the period of ₹3,095.29 lakhs adjusted primarily for depreciation and amortization of ₹192.92 lakhs, interest expense of ₹325.26 lakhs, provision for warranty of ₹44.13 lakhs, loss on sale of PPE/Investment Property of ₹2.01 lakhs, remeasurement of defined benefit plan of ₹28.36 lakhs, proceeds from interest income of ₹75.47 lakhs. Our movements in working capital primarily consisted of an increase in other financial assets of ₹143.97 lakhs, decrease in other asset of ₹130.51 lakhs, increase in loans of ₹10.29 lakhs, increase in inventories of ₹1,685.20 lakhs, increase in trade receivables of ₹2,357.56 lakhs, increase in bank balance of ₹12.67 lakhs, increase in trade payables of ₹449.22 lakhs, increase in other financial liabilities of ₹148.00 lakhs and decrease in other liabilities of ₹117.95 lakhs.

For the Fiscal 2023

Net cash flow utilized in our operating activities was ₹1,350.31 lakhs for the Fiscal 2023. Our operating profit before working capital changes was ₹2,898.29 lakhs in the Fiscal 2023, which was the result of the profit before tax for the period of ₹2,618.83 lakhs adjusted primarily for depreciation and amortization of ₹164.80 lakhs, interest expense of ₹ 107.50 lakhs, profit on sale of investments of (₹4.34) lakhs; proceeds from interest income of ₹55.72, provision for warranty of ₹42.77 lakhs, remeasurement of defined benefit plan of ₹23.88 lakhs, Loss on sale of PPE/Investment Property of ₹ 0.52 lakhs. Our movements in working capital primarily consisted of an increase in other financial assets of ₹ 857.18 lakhs, increase in loans of ₹ 13.44 lakhs, increase in inventories of ₹1,001.37 lakhs, increase in trade receivables of ₹3,182.91 lakhs, increase in bank balance of ₹8.66 lakhs, increase in trade payables of ₹1,218.64 lakhs, decrease in other financial liabilities of ₹64.53 lakhs, and increase in other liabilities of ₹268.20 lakhs.

For the Fiscal 2022

Net cash flow generated in our operating activities was ₹415.39 lakhs for the Fiscal 2022. Our operating profit before working capital changes was ₹1,566.34 lakhs in the Fiscal 2022, which was the result of the profit before tax for the period of ₹1,497.12 lakhs adjusted primarily for depreciation and amortization of ₹94.10 lakhs, interest expense of ₹ 15.76 lakhs, profit on sale of investments of (₹7.22 lakhs), Loss on sale of PPE/Investment Property of ₹21.23 lakhs, proceeds from interest income of ₹35.68, and remeasurement of defined benefit plan of ₹21.93 lakhs. Our movements in working capital primarily consisted of an increase in other financial assets of ₹ 263.37 lakhs, increase in other asset of ₹103.84 lakhs, increase in loans of ₹ 11.25 lakhs, increase in inventories of ₹1,431.04 lakhs, decrease in trade receivables of ₹172.41 lakhs, increase in trade payables of ₹964.41 lakhs and increase in other financial liabilities of ₹85.97 lakhs.

Cash flow from Investing Activities

For the Fiscal 2024

Net cash flow utilized in investing activities was ₹785.82 lakhs for the Fiscal 2024. This reflected the capital expenditure made towards addition in property, plant & equipment for ₹380.51 lakhs, addition to ROU assets amounting to ₹ 408.40 and increase in CWIP amounting to ₹ 52.01. These payments were partially offset by proceeds from interest income ₹ 75.47 lakhs.

For the Fiscal 2023

Net cash flow utilized in investing activities was ₹834.80 lakhs for the Fiscal 2023. This reflected the capital expenditure made towards addition in property, plant & equipment for ₹ 275.92 lakhs, Increase in CWIP for ₹ 897.31 lakhs and Purchase of Investments of ₹ 554.97. These payments were partially offset by proceeds from sale of investments of ₹876.29 lakhs, proceeds from sale of property, plant and equipment of ₹5.80 lakhs and proceeds from interest income of ₹55.72 lakhs.

For the Fiscal 2022

Net cash flow utilized from our investing activities was ₹886.28 lakhs for the Fiscal 2022. This reflected the capital expenditure made towards addition in property, plant & equipment for ₹ 248.61 lakhs, addition in intangible assets of ₹ 298.80 lakhs and purchase of investments for ₹4,663.10 lakhs, majorly offset by proceeds from sale of investments of ₹4,353.24 lakhs, and proceeds from interest income of ₹ 35.68 lakhs.

Cash flow from Financing Activities

For the Fiscal 2024

Net cash flow generated from financing activities was ₹1,542.26 lakhs for the Fiscal 2024 consisting of repayment of long term borrowings of ₹209.65 lakhs, interest paid of ₹ 325.26 lakhs and proceeds from short term borrowings of ₹2,077.17 lakhs.

For the Fiscal 2023

Net cash flow generated from financing activities was ₹2,062.82 lakhs for the Fiscal 2023 consisting of proceeds from long term borrowings of ₹460.48 lakhs, proceeds from short term borrowings of ₹1,709.84 lakhs and interest paid of ₹ 107.50 lakhs.

For the Fiscal 2022

Net cash flow generated from financing activities was ₹572.52 lakhs for the Fiscal 2022 consisting of proceeds from NCI portion of share capital in subsidiary of ₹332.22, proceeds from long term borrowings of ₹168.43 lakhs, proceeds from short term borrowings of ₹87.63 lakhs, and interest paid of ₹ 15.76 lakhs.

Financial Indebtedness

As on March 31, 2024 the total outstanding borrowings of our Company was ₹ 4,341.13 lakhs. The following table sets out the details of the total borrowings outstanding as on Fiscal2024.

(₹ in Lakhs)

Particulars	As at March 31, 2024
Secured	
(a) Term Loan and Vehicle Loan from Banks	629.90
(b) Overdraft / Cash Credit Facility from Banks	3,711.23
Total Borrowings	**4,341.13**

In the event, any of our lenders declare an event of default, such current and any future defaults could lead to acceleration of our repayment obligations, termination of one or more of our financing agreements or force us to sell our assets, any of which could adversely affect our business, results of operations and financial condition.

Contractual Obligations

The table below sets forth our contractual obligations as at March 31, 2024

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
In respect of Purchase of Property			
Not Later than one Year	57.59	76.77	28.78
Later than one year and not later than five years			76.77
Later than five years	-	-	-

Contingent Liabilities and Commitments

The following table sets forth our contingent liabilities as at March 31, 2024, March 31, 2023 and March 31, 2022 as per the Restated Financial Information:

(₹ In Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
A. Contingent Liabilities			
(i) Claims against the Company and its Subsidiary not acknowledged as debt	11.30	11.30	11.30
(ii) Guarantees & LC excluding financial guarantees	1,792.07	1,050.94	643.02
(iii) Other money for which the Company and its Subsidiary is contingently liable	32.03	3.06	437.74
B. Commitments			
(i) Estimated amount of contracts remaining to be executed on capital account & not provided for	135.04	76.77	105.55

It is not practical for our Company to estimate the timings of cash outflow, if any in respect of above pending resolutions of the respective proceedings.

Related Party Transactions

We enter into various transactions with related parties. For further information, see "***Restated Consolidated Financial Information*** – on page 261.

Quantitative and Qualitative Disclosure about Market Risks

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of change in market prices. The Company has very limited exposure to the financial risk of changes in foreign currency exchange rates.

Foreign Currency Risk

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The Company's exposure to currency risk relates primarily to the Company's operating activities when transactions are denominated in a different currency from the Company's functional currency**.**

Price Risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The Company's activities expose it primarily to the financial risk of changes in foreign currency exchange rates on account of procurement of goods/materials from outside India.

Credit Risk

Credit risk is the risk of loss that may arise on outstanding financial instruments if counterparty default on its obligations. The company maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Trade receivables are typically unsecured and are derived from revenue earned from customers and related party. The Company operates majorly with AMCs with high credit ratings resulting in limited credit risk on trade receivables.

Liquidity Risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Company manages its liquidity risk by ensuring as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation. The Company believes that the working capital and its cash and cash equivalent are sufficient to meet its short and medium term requirements.

Off-Balance Sheet Items

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

Effect of Inflation

We are affected by inflation as it has an impact on the material cost, wages, etc. in line with changing inflation rates; we rework our margins so as to absorb the inflationary impact.

Reservations, Qualifications and Adverse Remarks

Except as disclosed in chapter titled "**Restated Financial Information**" on page 261, there have been no reservations, qualifications and adverse remarks.

Material Frauds

There are no material frauds, as reported by our statutory auditor, committed against our Company, in the last three Fiscals.

Unusual or Infrequent Events or Transactions

As on date, there have been no unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses.

Significant Economic Changes that Materially Affected or are Likely to Affect Income from Continuing Operations

Indian rules and regulations as well as the overall growth of the Indian economy have a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations. There are no significant economic changes that materially affected our Company's operations or are likely to affect income from continuing operations except as described in chapter titled "***Risk Factors***" on page 34.

Known Trends or Uncertainties that have had or are expected to have a Material Adverse Impact on Sales, Revenue or Income from Continuing Operations

Other than as described in the section titled "***Risk Factors***" on page 34 and in this chapter, to our knowledge there are no known trends or uncertainties that are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

Future Changes in Relationship between Costs and Revenues, in Case of Events Such as Future Increase in Labour or Material Costs or Prices that will Cause a Material Change are known

Other than as described in chapter titled "***Risk Factors***" on page 34 and in this section, to our knowledge there are no known factors that might affect the future relationship between cost and revenue.

Extent to which Material Increases in Net Sales or Revenue are due to Increased Sales Volume, Introduction of New Products or Services or Increased Sales Prices

Our business has been affected and we expect that it will continue to be affected by the trends identified above and the uncertainties described in the section "***Risk Factors***" on page 34. Changes in revenue in the last three Fiscals are as described in "*Results of Operations Information for the Fiscal 2024 compared with Fiscal 2023*" and "*Results* of Operations Information for the Fiscal *2023 compared with Fiscal 2022*" mentioned above.

Competitive Conditions

We expect competition in our industry from existing and potential competitors to intensify. For further details on competitive conditions that we face across our various business segments, please see *"Our Business", "Industry Overview" and "Risk Factors"* on pages 175, 135 and 34.

Status of any Publicly Announced New Products or Business Segments

As on the date of the Draft Red Herring Prospectus, there are no new products or business segments that have or are expected to have a material impact on our business prospects, results of operations or financial condition.

Significant Dependence on a Single or Few Customers

The percentage of revenue from operations derived from our top customers is given below:

(₹ in lakhs, unless stated otherwise)

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	(in ₹ lakhs)	(% of total revenue	(in ₹ lakhs)	(% of total revenue	(in ₹ lakhs)	(% of total revenue

		from operations)		from operations)		from operations)
Top 5 customers	9,911.86	38.43%	6,198.70	26.90%	5,852.09	34.17%
Top 10 customers	13,379.69	51.88%	9,122.64	39.60%	7,588.31	44.30%

As certified by Mansaka Ravi & Associates, Chartered Accountants vide certificate dated September 27, 2024.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as disclosed in this section, there are no outstanding (i) criminal proceedings (including matters at FIR stage where no or some cognizance has been taken by the court); (ii) actions taken by regulatory or statutory authorities; (iii) litigation involving claims related to direct and indirect taxes in a consolidated manner; and (iv) other pending civil litigation as determined to be material pursuant to the Materiality Policy, in each case involving our Company, our Subsidiary, our Promoters, our Directors and our Group Company ("**Relevant Parties**").*

Further, there have been no disciplinary actions including penalties imposed by SEBI or Stock Exchanges against our Promoters in the last five (5) Fiscals 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 to be disclosed by our Company in this Draft Red Herring Prospectus pursuant to the Board resolution dated September 20, 2024. Accordingly, disclosures of the following types of litigation involving Relevant Parties have been included.

All outstanding litigation, involving the Relevant Parties, other than criminal proceedings, actions by regulatory authorities and statutory authorities, disciplinary actions including any penalty imposed by SEBI or stock exchanges against our Promoters in the last five (f) Fiscals including any outstanding actions, and tax matters (direct or indirect), would be considered 'material' if:

(i) where such matters involves our Company, its Subsidiary, Directors and Promoters, the monetary amount of claim by or against the entity or person in any such pending proceeding is in excess of ₹ 88.40 Lakhs, being the amount equivalent to 5% of Company's average of absolute value of the profit or loss after tax as per last three audited consolidated financial statements; or

(ii) With respect to where monetary liability is not quantifiable or any other outstanding litigation, the outcome of any such pending proceedings may have a material bearing on the business, operations, performance, prospects or reputation of the Company.

Pre-litigation notices received by the Relevant Parties from third-parties (excluding governmental/statutory/regulatory/ judicial authorities, or notices threatening criminal action) shall, unless otherwise decided by the Board, not be considered as litigation until such time that Relevant Parties are impleaded as defendants in proceedings initiated before any court, tribunal or governmental authority, or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced.

*Except as stated in this section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board has considered and adopted a policy of materiality for identification of material outstanding dues to creditors, by way of its resolution dated September 20, 2024. In terms of the Materiality Policy, outstanding dues to any creditor of our Company having monetary value which exceeds or is equivalent to ₹321.48 Lakhs, which is 5% of the total consolidated trade payables as per the Restated Consolidated Financial Information for the period ending March 31, 2024, shall be considered as 'material'. Accordingly, for the period ending March 31, 2024, any outstanding dues exceeding or is equivalent to ₹321.48 Lakhs have been considered as material outstanding dues for the purposes of disclosure in this section. Further, for outstanding dues to any party which is a micro, small or a medium enterprise ("**MSME**"), the disclosure will be based on information available with our Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended.*

Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus.

I. Litigation involving our Company

1. Litigation filed against our Company

A. Criminal proceedings

Nil

B. Outstanding actions by regulatory and statutory authorities

(i) Show Cause Notice from the Office of the Registrar of Companies, Pune - C/RC205/69/2023/BEN-2/ADJ/SEC90(4)/2021

The Office of the Registrar of Companies, Pune had issued a show cause notice bearing number C/RC205/69/2023/BEN-2/ADJ/SEC90(4)/2021 dated June 16, 2023 against the Company for violation of Section 90(4) of the Companies Act, 2013 whereby the Company was asked to show cause as to why a penalty for default amounting to ₹212,500 (minimum) or ₹5,00,000 (maximum) shall not be levied upon the Company on account of a delay of 225 days in filing of the Form BEN-2 in the FY 2020-21. Our Company, vide its letter dated June 28, 2023 informed the RoC, Pune, that the filing under section 90(4) of the Companies Act, 2013 was not applicable to the Company and it was done voluntarily and an additional fees was paid by the Company towards the delay. The Company sought that the show cause notice be squashed and no penalty should be levied. The Company has not received a reply or any further communication from the RoC.

(ii) Show cause notice for non-compliance of the provisions of the Employee's Provident Fund and Miscellaneous Provisions Act, 1952 - PU/PUN/305372/Comp/Cir-50406/1704

The Employee's Provident Fund Organization ("**EPFO**") had issued a show cause notice dated March 19, 2024 bearing number PU/PUN/305372/Comp/Cir-50406/1704 to our Company for failing to furnish information sought from them vide EPFO's letter dated February 26, 2024 with respect to the benefits availed by the Company under Atmanirbhar Bharat Rozgar Yojana Scheme. Further, the EPFO had stated that in the event of a default, the Company would be liable for imprisonment of up to 1 year or fine up to ₹10,000 or both under section 14 read with para 76 of the Employees Provident Fund Scheme, 1952. Our Company provided EPFO with the requisite documents and information vide its reply dated March 27, 2024. We have not yet received any further communication in the matter.

C. Material civil proceedings

Nil

2. Litigation filed by our Company

A. Criminal proceedings

(i) Prostarm Info Systems Limited vs. The State of Maharashtra and Kailash Garg @ Yogesh Suresh Choudhary – Misc. Application No. 5550/2021 in R.C.C. 0000750/2020 in C.R. No. 0125/2019 of Sanpada Police Station for offences U/S. 420 of I.P.C.

Prostarm Info Systems Limited through its Managing Director, Ram Agarwal ("**Applicant/Ori. Complainant**") lodged a FIR, on September 17, 2019, bearing number. 0125/2019 ("**FIR**"), at Sanpada Police Station, against Kailash Garg ("**Accused**") under section 420 of IPC. The Complainant after coming across an advertisement in Times of India, had contacted the Accused for opening a Letter of Credit ("**L.C.**") for its international trade with China. After due negotiations, the Complainant transferred an amount of ₹58,50,000 in order to get the said L.C. within 90 days. The Accused who agreed to open L.C. within time, avoided doing so and then stopped contacting the Complainant's Company and till date has not returned the deposit amount. Aggrieved by this, the Complainant lodged a FIR, bearing no 0125/2019, soon after which the Accused was arrested. The Accused after the arrest had applied for bail vide bail application no.2288/2021, which was rejected by the court. The Accused had re-applied for bail which was later granted vide Bail Application bearing criminal bail No. 2288/2021, on August 17, 2021. At the time of bail, the Complainant and the Accused signed a consent term, wherein the Accused agreed to pay to the Complainant a sum of ₹59,00,000 in full and final settlement of Complainant's claim by issuing 5 postdated cheques in favor of the Complainant, which the Accused till date has not paid. As on this day, the Complainant has filed a Criminal Miscellaneous Application, bearing application no. 5550/2021 (“**MA**”) in R.C.C. 0000750/2020 in C.R. No. 0125/2019 of Sanpada Police Station for offences U/S. 420 of I.P.C, before the Hon’ble Court of J.M.F.C, Vashi, at C.B.D., Belapur, against The State of Maharashtra (“**Opponent 1**”) and Mr. Kailash Garg (“**Accused**”). The Complainant has prayed for the recovery of amount of ₹59,00,000, and for direction to the officer in charge of investigation/ Bank Managers of the concerned banks to transfer an additional cost @ 18% interest p.a. from September 17, 2019, till the date of releasing the said amount in the account of the Complainant. The MA is presently pending, and the next date of hearing is February 06, 2025.

(ii) Prostarm Info Systems Limited vs. Shailendra Singh – Case no. S.C.C./0001565/2023

Prostarm Info Systems Limited (“**Complainant**”) filed a case, bearing number S.C.C./0001565/2023, before the Hon’ble Court of Judicial Magistrate First Class, Vashi Court (“**Court**”) against Mr. Shailendra Singh (“**Accused**”) under section 138-141 of the Negotiable Instruments Act, 1881. The Complainant had supplied goods, and raised an invoice of ₹12,62,080. The Complainant contended that, towards the discharge of liability, the Accused made part payment of ₹5,34,670, leaving an outstanding demand of ₹7,27,410, which the Accused did not repay on time. Subsequently, the Accused issued a cheque dated December 02, 2022 in favor of the Complainant, bearing no. 124082. The Complainant presented the aforesaid cheque with their banker. However, the cheque was dishonored. Aggrieved by this the Complainant prayed before the Hon’ble Court to take strict actions and convict the Accused under section 138-141 of the Negotiable Instrument Act, 1881 and to direct the Accused to pay a compensation amounting to ₹7,27,410. The case is currently pending, and the next date of hearing is October 23, 2024.

(iii) ***Prostarm Info Systems Limited vs. Nileaysh Subhash Salunkke – SCC. 6908/2023***

Prostarm Info Systems Limited (“**Complainant**”) filed a complaint under section 138 Negotiable Instruments Act, 1881 bearing No SCC. 6908/2023 before the Hon’ble Court of Judicial Magistrate of First Class at Panvel (“**Hon’ble Court**”) against Nileaysh Subhash Salunkke (Proprietor of M/s Aims Sales) (“**Accused**”). The Complainant had supplied electrical equipment worth ₹2,72,426 to the Accused against which the Accused issued a cheque amounting to ₹1,00,000 as part-payment towards the total outstanding amount. Upon placing the said cheque for encashment through its banker, the said cheque was returned as dishonored with the remark “*PAYMENT STOP BY DRAWER*.”. Hence, this present case was filed, and the Complainant prayed before the Hon’ble Court to process and punish the Accused u/s 138 of the Negotiable Instruments Act, 1881, to summon the Accused and to direct the Accused to pay compensation as per section 357 of CrPC and to direct the Accused to pay fine and compensation u/s 143 and 143A of Negotiable Instrument Act. The matter is currently pending and the next date of hearing December 02, 2024.

(iv) Prostarm Info Systems Limited vs. Sandeep Shamrao Kulkarni – SCC. 4592/2023

Prostarm Info Systems Limited (“**Complainant**”) filed a complaint under section 138 Negotiable Instruments Act, 1881 bearing No SCC. 4592/2023 before the Hon’ble Court of Judicial Magistrate of First Class at Panvel (“**Hon’ble Court**”) against Sandeep Shamrao Kulkarni ***(***Proprietor of M/s Sudip Power Solution) (“**Accused**”). The Complainant had supplied electrical equipment worth ₹2,53,056 to the Accused against which the Accused issued a cheque amounting to ₹2,53,056 as full and final payment towards the total outstanding amount. Upon placing the said cheque for encashment through its banker, the said cheque was returned as dishonored with the remark “*FUNDS INSUFFICIENT*”. Hence, this present case was filed, and the Complainant prayed before the Hon’ble Court to process and punish the Accused u/s 138 of the Negotiable Instruments Act, 1881, to summon the Accused and to direct the Accused to pay compensation as per section 357 of CrPC and to direct the Accused to pay fine and compensation u/s 143 and 143A of Negotiable Instrument Act. The matter is currently pending and the next date of hearing is December 12, 2024.

(v) Prostarm Info Sytems Limited vs. Ziaul Islam – S.C.C./2274/2024

Prostarm Info Symtems Limited (“**Complainant**”) filed a complaint under section 138 Negotiable Instruments Act, 1881 bearing no. S.C.C./2274/2024 before the Hon’ble Court of Judicial Magistrate of

First Class at Panvel against Ziaul Islam *(*Proprietor of M/s Excella Engineering and Designs Solutions) ("**Accused**"). The Complainant had supplied electrical equipment products of worth ₹4,40,450 to the Accused against which the Accused issued a cheque of ₹2,40,480 as part-payment towards the total outstanding amount. Upon placing the said cheque for encashment through its banker, the said cheque was returned as dishonored with the remark "*FUNDS INSUFFICIENT*". Hence, this present case was filed, and the Complainant prays before the Hon'ble Court to process and punish the Accused u/s 138 of the Negotiable Instruments Act, 1881, to summon the Accused and to direct the Accused to pay compensation as per section 357 of CrPC and to direct the Accused to pay fine and compensation u/s 143 and 143A of Negotiable Instrument Act. The matter is currently pending, and the next date of hearing is October 5, 2024.

(vi) Prostarm Info Systems Limited vs. M/s Advance Power Solution – S.C.C./10483/2023

Prostarm Info Systems Limited ("**Complainant**") through its authorized representative Sandeep Harihar (employee of the Complainant Company) filed a complaint under section 138 Negotiable Instruments Act, 1881 bearing No. 10483/2023 before the Hon'ble Court of Judicial Magistrate of First Class at Belapur against M/s Advance Power Solution ("**Accused").** The Complainant had supplied goods to the accused and raised an invoice of total ₹3,04,640 against which the Accused issued a cheque for ₹3,04,640. Upon placing the said cheque for encashment through its banker, the said cheque was returned as dishonored with the remark "*FUNDS INSUFFICIENT*". Hence, this present case was filed, and the Complainant prayed before the Hon'ble Court to process and punish the Accused u/s 138 to 141 of the Negotiable Instruments Act, 1881 and to summon the accused. The matter is currently pending, and the next date of hearing is September 28, 2024.

(vii) Prostarm Info Systems Limited vs. M/s R.T. Power System – S.C.C./9415/2023

Prostarm Info Systems Limited ("**Complainant**") through its authorized representative Sandeep Harihar (employee of the Complainant Company) filed a complaint under section 138 Negotiable Instruments Act, 1881 bearing number S.C.C./9415/2023 before the Hon'ble Court of Judicial Magistrate of First Class at Belapur against M/s R.T. Power System ("**Accused**"). The Complainant had supplied goods to the accused and raised two invoices of ₹65,741 and ₹83,200 against which the Accused issued a cheque for ₹94,923. Upon placing the said cheque for encashment through its banker, the said cheque was returned as dishonored with the remark "*PAYMENT STOPPED BY THE DRWAWER*". Hence, this present case was filed, and the Complainant prayed before the Hon'ble Court to process and summon the accused u/s 138 to 141 of the Negotiable Instruments Act, 1881, and to convict Accused for payment of ₹94,923 as compensation. The matter is currently pending, and the next date of hearing is October 14, 2024.

(viii) Prostarm Info Systems Limited vs. M/s D.S. Traders – S.C.C/9414/2023

Prostarm Info Systems Limited ("**Complainant**") through its authorized representative Sandeep Harihar (employee of the Complainant Company) filed a complaint under section 138 Negotiable Instruments Act, 1881 bearing number S.C.C./9414/2023 before the Hon'ble Court of Judicial Magistrate of First Class at Belapur against M/s D.S. Traders ("**Accused**"). The Complainant had supplied goods to the Accused and raised two invoices of ₹1,20,000 and ₹42,240 against which the Accused issued a cheque amounting to ₹1,44,784. Upon placing the said cheque for encashment through its banker, the said cheque was returned as dishonored with the remark "*FUNDS INSUFFICIENT*". Hence, this present case was filed, and the Complainant prays before the Hon'ble Court to process and summon the Accused u/s 138 to 141 of the Negotiable Instruments Act, 1881, and to convict Accused for payment of ₹1,44,784 as compensation. The matter is currently pending, and the next date of hearing is October 4, 2024.

(ix) Prostarm Info Systems Limited vs. Visionindia Software Exports Limited – Complaint no. 1488/2017

Prostarm Info Systems Limited ("**Complainant**") filed a complaint bearing No 1488/2017 before the Hon'ble Court of Judicial Magistrate of First Class, Vashi at Belapur against Visioindia Software Exports Limited ("**Accused**"), Mr. Jatin Vasant Kulkarni, Mr. Sunil Shririang Umraniand Mrs. Swati Sunil Umrani ("**Directors of the Accused"**). The Accused designated a work under ICT @ School Project for Department of Education, Government of Maharashtra, limited to supply and installation of UPS &

Batteries coupled with TIS activity to the Complainant for a total consideration of ₹11,69,02,376. The Complainant raised two invoices of ₹7,00,16,958 and ₹4,68,85,418. The Complainant contended that, towards the discharge of liability, the Accused made part payment, leaving a total outstanding amount of ₹3,55,02,376. The Complainant had also received advance payments through undated cheque of ₹ 3,00,00,000 on non-fulfilment of payment obligations by the Accused. Upon placing the said cheque for encashment through its banker, the said cheque was returned as dishonored with the remark "*ACCOUNT CLOSED*". Hence, this complaint was filed and the Complainant has prayed before the Hon'ble Court to process and convict all the directors of the Accused u/s 138 of the Negotiable Instruments Act, 1881, and to order the payment of compensation u/s 357(3) and 359 of CrPC, 1973 The matter is currently pending, and the next date of hearing is October 5, 2024.

B. Material civil proceedings

(i) Prostarm Info Systems Limited vs. The State of UP through its Principal Secretary and Others - Writ Tax (WTAX) 1469/2024

Prostarm Info Systems Limited through ("**Petitioner**") has filed a Writ Petition bearing number ***Writ Tax (WTAX) 1469 of 2024*** before the Hon'ble High Court Judicature at Allahabad ("**Writ Petition**"), against The State of UP through its Principal Secretary and others ("**Respondents**") challenging the impugned order dated December 12, 2023 pass under section 129(3) of the Goods and Services Tax Act, 2017 whereby a penalty of 200% of the tax amount was levied amounting to ₹14,52,645 towards SGST and ₹14,52,645 towards CGST on the Petitioner as well as the impugned order dated June 7, 2024 whereby the appeal of the Petitioner was rejected by the appellate authority ("**Impugned Orders**"). Aggrieved by the same the Petitioner has filed the Writ Petition. The Petitioner has prayed in the Writ Petition to stay/suspend the effect and operation of the Impugned Orders and further direct the Respondents to refund the Penalty amount deposited by Petitioner under protest.

3. Tax proceedings involving our Company

Sr. No.	Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (in ₹ Lakhs)
1	Direct Tax	12	1.58
2	Indirect Tax	13	5,372.31
	Total	**25**	**5,373.89**

**Includes:*

(i) *TDS defaults amounting to ₹310, ₹1,570, ₹7,830, ₹50,300, ₹37,780, ₹1,520, ₹18,540, ₹35,660, ₹330, ₹2,100, ₹1,360, ₹680, for the Fiscals 2018, 2019, 2010, 2020, 2014, 2015, 2016, 2013, 2012, 2011, 2021,20-22, respectively*

#Includes:

(i) *Recovery notice issued by the State Goods and Service Tax department amounting to ₹80,388 for the Fiscal 2016*

(ii) *Assistant Commissioner of Customs passed an speaking order-in-original amounting to ₹1,15,22,078 against which the Company has filed an appeal.*

(iii) *Assistant Commissioner of Customs passed an speaking order-in-original amounting to ₹82,26,742 against which the Company has filed an appeal.*

(iv) *Order pass under section 129(3) of the Goods and Services Tax Act, 2017 whereby a penalty of 200% of the tax amount was levied amounting to ₹ 14,52,645 towards SGST and ₹14,52,645 towards CGST. The same has been challenged by way Writ Petition bearing No. Writ Tax (WTAX) 1469 of 2024. For further details see "**Outstanding Litigation and Material Development-Litigation filed by the Company-Material Civil Litigation**" on page 405*

(v) *Goods & service Tax demand amounting to ₹ 20,000 vide order bearing number ZD090824347724X dated August 31, 2024*

(vi) *Goods & service Tax demand amounting to ₹59,760 vide order bearing number ZD090324035035P dated March, 4 2024*

(vii) *Show cause notice issued under section 73 of the Good and Service tax Act, 2017 amounting to ₹14,400 got the Fiscal21*

(viii) *Show cause notice issued under section 73 of the Good and Service tax Act, 2017 amounting to ₹39,592 got the Fiscal 2022*

(ix) *Show cause notice issued under section 73 of the Good and Service tax Act, 2017 amounting to ₹74,041 got the Fiscal2023*

(x) *Notice of demand amounting to ₹11,59,846 for under declaration of output tax and excess claim of ITC for the FY 2019-20*

(xi) *Intimation of demand for tax ascertained as payable amounting to ₹40,320 for the Fiscal2020;*

(xii) *Notice under section 75(5) of Goods and Service Tax, 2017 amounting to ₹2,69,124 for the Fiscal 2019.*

(xiii) *Our Company has received a show cause notice under section 124 read with Section 28(4) of the Customs Act, 1962 bearing number 314/2024-25/commrl/Gr.VA/JNCH ("SCN"). The SCN stated that our Company had been wrongly availing exemption of basic customs duty ("BCD") on UPSs imports under Bill of Entry No. 2025030 dated February 7, 2024 ("Impugned Goods") filed by customs house agent on behalf of our Company. Accordingly, our Company's consignment was put on hold and an examination was carried out under Panchnama dated February 14, 2024. On examination of goods under Punchnama dated February 14, 2024, it was found that our Company claimed BCD exemption vide Sr. No. 4 under notification no. 25/2005-Cus. Dt. March 1, 2015 on certain items under the bill of entry which were declared as 'UPS (static* *converter) for computers'. However, the said exemption is available on 'Static Converter for Automatic Data Processing ("ADP") machines and units thereof, and telecommunication apparatus, other than static converters for cellular mobile phones'. Accordingly, the said consignment of our Company was seized vide Seizure Memo dated February 23, 2024. During the course of investigation, the relevant authority came to a conclusion that the exemption was not available on UPS which is not a static converter for ADP and our Company is not eligible for any duty benefit. The duty liability / duty difference worked out to the tune of ₹75,77,304 against the Impugned Goods.*

The relevant authority issued a provisional NOC after taking into consideration the amount of ₹35,80,534 by our Company and the goods were granted permission for warehousing. Despite our Company's various submissions, the department held that a UPS is different from ADP and thus our Company was not eligible to seek an exemption under the aforementioned circular. Accordingly, based on the total declared value of Impugned Goods under 60 consignments of our Company between June 2019 and February 2024 amounting to ₹98,69,52,719.20, a duty difference / duty payable amounting to ₹24,90,69,766 was held to be liable upon our Company for wrongfully claiming the exemption by mis-stating the description of goods. Further, the Impugned Goods having an assessable value amounting to ₹2,73,60,121 were held liable for confiscation along with the previous 59 shipments having an assessable value amounting to ₹95,95,92,599. In light of the above, this SCN was issued upon our Company seeking it to show cause to the Commissioner of Customs as to: why Impugned Goods having an assessable value amounting to ₹2,73,60,121 should not be confiscated; the Bill of Entry No. 2025030 dated February 7, 2024 not be re-assessed and differential duty amounting to ₹₹75,77,304 should not be recovered along with applicable interest; differential duty amounting to ₹35,80,534 paid should not be appropriated against the differential duty after re-assessment and penalty should not be imposed on our Company under section 112(a) of the Customs Act, 1962. Further it was sought from our Company to show cause to the Commissioner of Customs as to: why the total 59 import consignments should not be confiscated under Section 111(m) of the Customs Act, 1962; such goods should not be re-assessed without benefit of exemption; consequent to such re-assessment, differential duty amounting to ₹24,90,69,766 along with interest amounting to ₹25,61,72,453 should not be demanded and recovered from the importer by invoking the extended period of limitation for reason of willful mis-statement by our Company; penalty should not be imposed on our Company and differential duty paid by our Company should not be appropriated against the differential duty after re-assessment.

Our Company vide its reply dated June 27, 2024 has submitted that it received the SCN without certain relied upon documents and that incomplete SCN was served upon our Company. Thus, our Company has sought the complete show cause notice along with the missing relied upon documents, opportunity for personal hearing and that the time limit of 30 days to submit a reply be counted from the date of receipt of the complete SCN.

II. Litigation involving our Subsidiary

1. Litigation filed against our Subsidiary

A. Criminal proceedings

Nil

B. Outstanding actions by regulatory and statutory authorities

Nil

C. Material civil proceedings

Nil

2. Litigation filed by our Subsidiary

A. Criminal proceedings

Nil

B. Material civil proceedings

Nil

3. Tax proceedings involving our Subsidiary

Sr. No.	Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (in ₹ Lakhs)
1	Direct Tax	Nil	Nil

2	Indirect Tax	Nil	Nil
	Total	**Nil**	**Nil**

III. Litigation involving our Directors (other than Promoters)

1. Litigation filed against our Directors (other than Promoters)

A. Criminal proceedings

Nil

B. Outstanding actions by regulatory and statutory authorities

Nil

C. Material civil proceedings

Nil

2. Litigation filed by our Directors (other than Promoters)

A. Criminal proceedings

Nil

B. Material civil proceedings

Nil

3. Tax proceedings involving our Directors (other than Promoters)

Sr. No.	Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (in ₹ Lakhs)
1	Direct Tax	Nil	Nil
2	Indirect Tax	Nil	Nil
	Total	**Nil**	**Nil**

IV. Litigation involving our Promoters

1. Litigation filed against our Promoters

A. Criminal proceedings

Nil

B. Outstanding actions by regulatory and statutory authorities

Nil

C. Material civil proceedings

Nil

2. Litigation filed by our Promoters

A. Criminal proceedings

Nil

B. **Material civil proceedings**

Nil

3. ***Tax proceedings involving our Promoters***

Sr. No.	Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (in ₹ lakhs)
1	Direct Tax	3*	23.40
2	Indirect Tax	-	-
	Total	**3**	**23.40**

**Includes:*

(i) outstanding tax demand amounting to ₹5,36,233 under section 143(1) of the Income Tax Act for the Fiscal 2008 against Ram Agarwal;

(ii) outstanding tax demand amounting to ₹13,80,951 under section 143(1) of the Income Tax Act for the Fiscal2017 against Ram Agarwal; and

(iii) Outstanding TDS demands for the Fiscals 2008, 2009, 2010 and 2011 amounting to ₹4,22,120

V. **Outstanding dues to creditors**

As per the Restated Financial Statements, 5% of our trade payables as at March 31, 2024, was ₹321.48 Lakhs and accordingly, creditors to whom outstanding dues exceed ₹321.48 Lakhs have been considered as material creditors for the purposes of disclosure in this Draft Red Herring Prospectus.

Based on this criterion, details of outstanding dues (trade payables) owed to micro and small enterprises (as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), and other creditors, as at March 31, 2024, by our Company, are set out below:

Type of creditors	Number of creditors	Amount involved (in ₹ Lakhs)
Micro and Small Enterprises	107	448.54
Material creditors	5	5,321.07
Other creditors	121	660.03
Total outstanding dues	**233**	**6,429.64**

**As certified by Mansaka Ravi & Co., Chartered Accountants, pursuant to their certificate dated September 27, 2024.*

The details pertaining to outstanding dues to the material creditors, along with names and amounts involved for each such material creditor are available on the website of our Company at www.prostarm.com.

Material Developments

Other than as stated in the section entitled "***Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Developments after March 31 2024***" on page 368, there have not arisen, since the date of the last financial information disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability taken as a whole or the value of our assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

We have set out below an indicative list of approvals obtained by our Company which are considered material and necessary for the purpose of undertaking their respective business activities. Other than as stated below, no further material approvals from any regulatory authority are required for carrying on the present business activities of our Company.

In addition, certain of our material approvals may have expired or may expire in the ordinary course of business, from time to time and our Company has either already made an application to the appropriate authorities for renewal of such material approvals or is in the process of making such renewal applications. In relation to the business activities and operations of our Company we have also disclosed below the material approvals applied for but not received. For details in connection with the applicable regulatory and legal framework within which we operate, see ***"Key Regulations and Policies"*** *page 215.*

I. Material approvals obtained in relation to the Issue

(1) The Board of Directors has, pursuant to a resolution passed at its meeting held on September 17, 2024, authorized the Issue, subject to the approval of the shareholders of the Company under Section 62 of the Companies Act, 2013 and approvals by such other authorities, as may be necessary.

(2) The shareholders of the Company have, pursuant to a special resolution passed in the Annual General Meeting held on September 18, 2024, authorized the Issue under Section 62 of the Companies Act, 2013, subject to approvals by such other authorities, as may be necessary.

(3) The Company has obtained the in-principle listing approval from BSE and NSE dated [●] and [●].

II. Material approvals obtained in relation to our business and operations

Our Company has obtained the following material approvals to carry on our business and operations. Some of these may expire in the ordinary course of business and applications for renewal of these approvals are submitted in accordance with applicable procedures and requirements.

A. Incorporation details of our Company

a. Certificate of incorporation dated January 11, 2008, issued to our Company by the RoC in the name of '*Prostar Micronova Power Systems Private Limited*'.

b. Fresh Certificate of Incorporation dated May 26, 2017, issued to our Company by RoC pursuant to conversion of the Company from private company to public company and change of name of our Company from '*Prostar Micronova Power Systems Private Limited*' to '*Prostar Micronova Power Systems Limited*'.

c. Fresh Certificate of Incorporation dated July 28, 2017, issued to our Company by RoC pursuant to change of name of our Company from '*Prostar Micronova Power Systems Limited*' to '*Prostarm Info Systems Limited*'.

d. The Corporate Identity Number of the Company is U31900MH2008PLC368540.

B. Tax related approvals obtained by our Company

Sr. No.	Nature of Registration/ License	Registration/ License No.	Issuing Authority	Date of Issue / Renewal	Date of Expiry
1.	Permanent Account Number	AAECP6991N	Income Tax Department	January 11, 2008	Valid till cancelled
2.	Tax Deduction Account Number	PNEP13552A	Income Tax Department	July 4, 2009	Valid till cancelled
3.	GST Registration Certificate –	27AAECP6991N1ZK	Goods and Service Tax Department	April 25, 2024	Valid till cancelled

Sr. No.	Nature of Registration/ License	Registration/ License No.	Issuing Authority	Date of Issue / Renewal	Date of Expiry
	Maharashtra				
4.	GST Registration Certificate – Jammu and Kashmir*	01AAECP6991N1ZY	Goods and Service Tax Department	February 21, 2020	Valid till cancelled
5.	GST Registration Certificate – Tamil Nadu	33AAECP6991N1ZR	Goods and Service Tax Department	November 30, 2021	Valid till cancelled
6.	GST Registration Certificate – Assam	18AAECP6991N1ZJ	Goods and Service Tax Department	January 6, 2022	Valid till cancelled
7.	GST Registration Certificate – Bihar	10AAECP6991N1ZZ	Goods and Service Tax Department	January 17, 2018	Valid till cancelled
8.	GST Registration Certificate – Jharkhand	20AAECP6991N1ZY	Goods and Service Tax Department	July 8, 2021	Valid till cancelled
9.	GST Registration Certificate – Kerala	32AAECP6991N1ZT	Goods and Service Tax Department	December 22, 2017	Valid till cancelled
10.	GST Registration Certificate – Punjab	03AAECP6991N1ZU	Goods and Service Tax Department	December 17, 2021	Valid till cancelled
11.	GST Registration Certificate – Rajasthan	08AAECP6991N1ZK	Goods and Service Tax Department	May 26, 2022	Valid till cancelled
12.	GST Registration Certificate – Telangana	36AAECP6991N1ZL	Goods and Service Tax Department	July 11, 2022	Valid till cancelled
13.	GST Registration Certificate – Uttar Pradesh	09AAECP6991N1ZI	Goods and Service Tax Department	June 2, 2022	Valid till cancelled
14.	GST Registration Certificate – Uttarakhand	05AAECP6991N1ZQ	Goods and Service Tax Department	March 7, 2024	Valid till cancelled
15.	GST Registration Certificate – West Bengal	19AAECP6991N1ZH	Goods and Service Tax Department	December 9, 2020	Valid till cancelled
16.	GST Registration Certificate – Odisha	21AAECP6991N1ZW	Goods and Service Tax Department	April 2, 2022	Valid till cancelled
17.	GST Registration Certificate – Chhattisgarh	22AAECP6991N1ZU	Goods and Service Tax Department	December 12, 2020	Valid till cancelled
18.	GST Registration Certificate – Gujarat	24AAECP6991N1ZQ	Goods and Service Tax Department	November 7, 2017	Valid till cancelled
19.	GST Registration Certificate – Karnataka	29AAECP6991N1ZG	Goods and Service Tax Department	August 26, 2021	Valid till cancelled
20.	GST Registration Certificate – Madhya Pradesh	23AAECP6991N2ZR	Goods and Service Tax Department	February 10, 2020	Valid till cancelled
21.	Professional Tax Registration - Maharashtra*	27900677192P	Goods and Service Tax Department	June 17, 2011	Valid till cancelled
22.	Professional Tax Enrollment - Maharashtra*	99691649563P	Goods and Service Tax Department	January 11, 2008	Valid till cancelled
23.	Professional Tax Registration and Enrollment – Tamil Nadu	05-059-PE-20523	Greater Chennai Corporation, Revenue Department	August 20, 2024	Valid till cancelled
24.	Professional Tax Registration – Assam	18788904383	Commercial Taxes Department	December 12, 2021	Valid till cancelled
25.	Professional Tax Enrollment – Jharkhand*	20650411578	Commercial Taxes Department	June 27, 2023	Valid till cancelled
26.	Professional Tax Registration – Telangana	PT36AAECP6991N1ZL	Government of Telangana Commercial Taxes Department	August 08, 2024	Valid till cancelled

Sr. No.	Nature of Registration/ License	Registration/ License No.	Issuing Authority	Date of Issue / Renewal	Date of Expiry
27.	Professional Tax Enrollment - Telangana	PT36AAECP6991N1ZL	Government of Telangana Commercial Taxes Department	August 08, 2024	Valid till cancelled
28.	Professional Tax Registration – West Bengal*	191009746178	Kolkata East Range	May 17, 2023	Valid till cancelled
29.	Professional Tax Enrollment - West Bengal	192025751532	Kolkata East Range	July 30, 2015	Valid till cancelled
30.	Professional Tax Enrollment - Odisha	21802609489	Government of Odisha, Commercial Tax Department	August 23, 2024	Valid till cancelled
31.	Professional Tax Enrollment - Gujarat	E.C.PE 07/09/0046/52	Navapura Gram Panchayat	May 14, 2023	Valid till cancelled
32.	Professional Tax Registration – Karnataka	1043968756	Professional Tax Office (PTO) in Karnataka	September 23, 2024	Valid till cancelled
33.	Professional Tax Registration – Karnataka	398916834	Professional Tax Office (PTO) in Karnataka	February 18, 2022	Valid till cancelled
34.	Professional Tax Registration – Madhya Pradesh	79429025063	Department of Commercial Tax	April 1, 2017	Valid till cancelled

**The Company is in the process of updating its address in the registration.*

Our *Company is unable to trace the original copy of the certificate. Our Company has made an application to obtain a copy of the same.*

C. Regulatory approvals of our Company

Sr. No.	Nature of Registration/ License	Registration/ License No.	Issuing Authority	Date of Issue	Date of Expiry
1.	Factory license – Mahape, Navi Mumbai	12170272020P-04	Directorate of Industry Safety and Health	August 20, 2024	December 31, 2025
2.	Factory license – Pisoli	122102591000578	Directorate of Industry Safety and Health	January 01, 2024	December 31, 2024
3.	Consent to Establish – Mahape, Navi Mumbai	SRO/UAN No.0000205318 /CE/2405001591	Maharashtra Pollution Control Board	May 17, 2024	Up to commissioning of the unit or up to 5 years whichever is earlier
4.	Consent to operate – Mahape, Navi Mumbai	SRO/UAN No.0000210272 /CO/2407001722	Maharashtra Pollution Control Board	July 16, 2024	June 30, 2027
5.	No Objection Certificate from the Sarapanch / Village Development Office, Pisoli for the manufacturing and assembly of Power Electronics Equipment at Pisoli, Pune	-	Gram Panchayat, Pisoli	September 29, 2020	Subject to fulfilment of conditions prescribed in the letter dated September 29, 2020
6.	Certificate of Registration for Dealership of Batteries	SRO / P-II / BD-2003000457	Maharashtra Pollution Control Board	March 9, 2020	March 9, 2025

Sr. No.	Nature of Registration/ License	Registration/ License No.	Issuing Authority	Date of Issue	Date of Expiry
7.	Acknowledgment of our Company's industry being under *'White Category'* – Pisoli	-	Maharashtra Pollution Control Board	April 17, 2023	Valid until cancelled
8.	Certificate of Registration under the Employee Provident Fund	PUPUN0305 372000	Employees Provident Fund Organization	March 13, 2019	Valid until cancelled
9.	ESIC registration - Nagpur, Maharashtra*	23330490450 010905	Sub-regional Office, ESIC, Nagpur	May 21, 2017	Valid until cancelled
10.	ESIC Registration - Navi Mumbai, Maharashtra	31330490450 010905	Regional Office, ESIC, Mumbai	May 21, 2017	Valid until cancelled
11.	ESIC Registration - Pune, Maharashtra	33000490450 000905	Sub-regional Office, ESIC, Pune	August 4, 2016	Valid until cancelled
12.	ESIC Registration – Gujarat*	37330490450 010905	Regional Office, ESIC, Ahmedabad	May 26, 2017	Valid until cancelled
13.	ESIC Registration – Bangalore*	62330490450 010905	Regional Office, ESIC, Vijayawada	May 26, 2017	Valid until cancelled
14.	ESIC Registration – Kolkata*	41330490450 010905	Regional Office, ESIC, Grant Lane	May 26, 2017	Valid until cancelled
15.	ESIC Registration – Bihar*	42330490450 010905	Regional Office, ESIC, Patna	May 26, 2017	Valid until cancelled
16.	ESIC Registration – Punjab*	12330490450 010905	Regional Office, ESIC, Chandigarh	May 26, 2017	Valid until cancelled
17.	ESIC Registration – Assam*	43330490450 010905	Regional Office, Guwahati	June 16, 2017	Valid until cancelled
18.	ESIC Registration - Uttar Pradesh*	30330490450 010905	Sub-Regional Office, Lucknow	June 5, 2017	Valid until cancelled
19.	Intimation of Establishment – Nagpur, Maharashtra	10408152230 3	Office of the\ Additional Commissioner of Labour, Nagpur	April 20, 2023	Valid until cancelled
20.	Trade License – Telangana	0691-327-0001	Greater Hyderabad Municipal Corporation	January 25, 2024	December 31, 2024
21.	Registration of Establishment – Bihar^	P.T./ TBSE_REG/2 023/05603	Labour Resources Department	May 28, 2023	Valid until cancelled
22.	Sanstha Aadhar Number – Rajasthan	SAN 80065400010 01928	Directorate of Economics & Statistics, Jaipur, Rajasthan	May 17, 2023	Valid until cancelled
23.	Trade License - Assam	17234700381 30247	Guwahati Municipal Corporation	August 12, 2024	March 31, 2025

Sr. No.	Nature of Registration/ License	Registration/ License No.	Issuing Authority	Date of Issue	Date of Expiry
24.	Certificate of Enlistment – West Bengal	011492013410	Kolkata Municipal Corporation	November 28, 2020	March 31, 2025
25.	Registration of Establishment – Gujarat	R.C.PR 07/09/0046/46	Occupation Tax Officer	May 28, 2023	Valid until cancelled
26.	Registration of Establishment – Karnataka	46/21/CE/0160/2023	Government of Karnataka Department of Labour	September 27, 2023	December 31, 2027
27.	Registration of Establishment – Madhya Pradesh	BHOP 230610SE006366	District Labour Office, Bhopal	June 13, 2023	Valid until cancelled
28.	Registration of Establishment – Punjab	SAS/N06/00024207	Department of Labour, Government of Punjab	September 18, 2023	Valid until cancelled
29.	Provisional Tade License – Jharkhand	RMC29091224173915	Ranchi Municipal Corporation	September 12, 2024	October 2, 2024
30.	Legal Entity Identifier Registration	984500FDAACWC3A80F26	LEI Register India Private Limited	September 3, 2021	September 3, 2026
31.	Udyam Registration Certificate	UDYAM-MH-33-0055257	Ministry of Micro, Small and Medium Enterprises	July 28, 2017	Valid until cancelled
32.	Importer Exporter Code	3109011735	Directorate General of Foreign Trade	October 30, 2009	Valid until cancelled
33.	Certificate of Registration (Quality Management System) certifying conformity to the requirements of ISO 9001:2015 by our Company ^^	22DQJJ83/R1	ROHS Certification Private Limited	June 29, 2022	June 28, 2025
34.	Certificate of Registration (Quality Management System) certifying conformity to the requirements of ISO 9001:2015 by our Company ****	22DQJJ83/R1	ROHS Certification Private Limited	June 29, 2022	June 28, 2025
35.	Certificate (Environmental Management System) confirming to the requirements of ISO 14001:2015#	KDACE202212005	KVAQ Certification Services Private Limited.	December 05, 2022	December 04, 2025
36.	Certificate (Occupational Health and Safety Management System) confirming to the requirements of ISO 45001:2018 ^^^	23DOLP22	ROHS Certification Private Limited	July 4, 2023	July 3, 2026

Sr. No.	Nature of Registration/ License	Registration/ License No.	Issuing Authority	Date of Issue	Date of Expiry
37.	Certificate of Registration (Energy Management System) certifying conformity to the requirements of ISO 50001:2018##	23EEnLB20	AQC Global LLC	July 5, 2023	July 4, 2026
38.	Genset Test Certificate	CCPL/2023/ DEC/GCERT /7090	Cooper Corporation Private Limited	December 28, 2023	-
39.	Bureau of Indian Standards (BIS) – License for 1 KVA to 2 KVA UPS	R – 71002313	Bureau of Indian Standards, Ministry of consumer Affairs, Food & Public Distribution	July 26, 2024	July 25, 2027
40.	Bureau of Indian Standards (BIS) – License for 3 KVA to 5 KVA UPS	R – 71002313	Bureau of Indian Standards, Ministry of consumer Affairs, Food & Public Distribution	July 26, 2024	July 25, 2027
41.	Bureau of Indian Standards (BIS) – License for 6 KVA to 10 KVA UPS	R-71002313	Bureau of Indian Standards, Ministry of consumer Affairs, Food & Public Distribution	July 26, 2024	July 25, 2027
42.	Certificate of Registration certifying conformity for Uninterruptible Power Systems (UPS)	ECIC/EMC-38/23	EC International Certifications	April 24, 2023	April 28, 2026
43.	Certificate of Registration certifying conformity for UPS, Inverter, Servo Stabilizer, Isolation Transformer and Solar Inverter	ECIC-FCC/68-23	EC International Certifications	August 30, 2023	August 26, 2026
44.	Certificate of Registration (Quality Management System of Telecom Industry) certifying conformity to the requirements of TL 9000: 2016***	QCS-2023-PTLD-0544	Global Accreditation Certification Board (GACB)	December 14, 2023	December 13, 2026
45.	Certificate of Registration (Information Security Management System) certifying conformity to the requirements of ISO/IEC 27001:2022 ~	IS-205023092605	DBS Certification Private Limited	September 26, 2023	September 25, 2026
46.	Certificate of Registration (Environmental Labels and Declarations) IS/ISO 14025:2006**	PICL/ELD/6024/5402	Progressive International Certifications Limited	May 24, 2024	May 23, 2027

Sr. No.	Nature of Registration/ License	Registration/ License No.	Issuing Authority	Date of Issue	Date of Expiry
47.	Certificate of Registration certifying conformity to the requirements of ISO ISO/IEC 20000-1:2018 by our Company###	CRAS/ISMS/ 0724/3695	CRAS International Certifications Limited	June 28, 2024	June 27, 2027

^ *The Company is in the process of updating its address of Shops and Establishment at Bihar.*

* *The Company is in the process of updating its address of ESIC at Gujarat, Punjab, Bihar Assam Nagpur and West Bengal and Karnataka.*

**The Company is in the process of updating the name under which ESIC certificate was issued at Bihar, Assam, Uttar Pradesh, Punjab, West Bengal and Nagpur.*

^^*Assembling, manufacturing & servicing of UPS systems, solar inverters, solar PV power plant, stabilizers, lithium-ion batteries and luminaries/ LED lights.*

#*For design and manufacturing of single phase and three phase custom – built control transformers, power transformers (dry types), traction for train lighting, line chokes, line reactors, load reactors and inductors. Further, for assembling, manufacturing & servicing of UPS Systems, Solar Inverters, Solar PV Power Plant, stabilizers, Lithium-Ion batteries and Luminaries/LED lights, regulated battery charger/ discharger (regenerative).*

^^^ *For design, manufacturing, testing & services of UPS systems, static frequency converters, solar inverters, solar PV plant, stabilizers, Lithium -Ion batteries. Further for single phase and three phase custom-built control transformers power transformers (dry type), isolation transformer, traction for train lighting, line chokes, line reactors, load reactors, inductors*

For assembling, manufacturing & servicing of UPS systems, solar powered systems, voltage stabilizer, assembly of Lithium batteries and trading of VRLA batteries.

****For Designing, manufacturing, Assembling & Servicing of Single Phase & Three Phase Custom – Built Control transformers (dry type), traction for train lighting, line chokes, line reactors, load reactors, inductors, UPS systems, Solar inverters, Solar PVC Power Plant, Stabilizers, Lithium-Ion batteries & Luminaries/LED light.*

~*For design, manufacturing, testing & services of UPS systems, static frequency converters, solar inverters, solar PV plant, stabilizers, Lithium -Ion batteries. Further for single phase and three phase custom-built control transformers power transformers (dry type), isolation transformer, traction for train lighting, line chokes, line reactors, load reactors, inductors.*

***For uninterruptable Power Supply (UPS) Solar Inverter, ESS, & Li-on Battery.*

*****For Designing & Manufacturing of single phase and three phase custom – built control transformers, power transformers (dry type), traction for train lighting, line chokes, line reactors, load reactors, inductors. Further for, assembling, manufacturing & servicing of UPS Systems, solar inverters, solar PV Power plant, Stabilizers, Lithium-Ion batteries and Luminaries/ LED lights. Also for Rugalted battery charger/ discharger (regenerative).*

###*Design, Manufacturing, Testing & Service Of Ups Systems, Static Frequency Converters, Solar Inverters , Solar Pv Power Plant Stabilizers , Lithium-Ion Batteries. - Single Phase And Three PhaseCustom - Built Control Transformers, Power Transformers (DryType), Isolation Transformer, Traction For Train Lighting , Line Chokes, Line Reactors, Load Reactors, Inductors*

III. Material approvals or renewals for which applications are currently pending before relevant authorities

Sr. No.	Details of Application	Application number	Date of Application
1.	Application for Registration of Establishment – Chennai, Tamil Nadu	ON-014801	August 9, 2023
2.	Application for Registration of Establishment – Noida, Uttar Pradesh	SA10745718	August 22, 2024
3.	Application for Registration of Establishment – Lucknow, Uttar Pradesh	SA28763790	August 20, 2024
4.	Application for Registration of Establishment – Chhattisgarh	4622012301007514	August 10, 2023
5.	Application for registration of establishment – Odisha	20240816396310	August 16, 2024
6.	Application for Professional Tax Registration – Bihar	99100599008	August 23, 2024
7.	Application for Professional Tax Enrollment Certificate - Bihar	99100601328	September 26, 2024
8.	Application for Professional Tax Registration/Enrollment Certificate	1001300001858933	September 23, 2024

Sr. No.	Details of Application	Application number	Date of Application
	- Assam		
9.	Application for Registration of Establishment – Jammu and Kashmir	FILE/7641400318	September 23, 2024
10.	Application for Fire NoC - Mahape, Navi Mumbai	-	September 23, 2024
11.	Application for Fire NoC - Pisoli	-	September 27, 2024

IV. Material approvals expired and renewal yet to be applied for

Nil

V. Material approvals required but not obtained or applied for

Nil

VI. Other approvals not yet obtained or applied for

Our Company has not obtained professional tax registration and enrollment and the shops and establishment registration for its office in Kerala. Further, our Company has not obtained professional tax enrollment for its office in Punjab.

VII. Intellectual Property

As on the date of this Draft Red Herring Prospectus, our Company has registered the following trademark with the Registrar of Trademarks under the Trademarks Act, 1999:

Date of Issue	Trademark Holder	Trademark Number	Class	Trademark
April 8, 2021	Prostarm Info Systems Limited	4684110	9	

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

Corporate Approvals

Our Board has authorized the Issue pursuant to the resolution passed at its meeting held on September 17, 2024 and our Shareholders have approved the Issue pursuant to a special resolution in Annual General Meeting dated September 18, 2024 in terms of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013.

This Draft Red Herring Prospectus has been approved by our Board of Directors pursuant to the resolution passed at its meeting held on September 28, 2024. For further details, please see "***The Issue***" on page 76.

In-principle Listing Approvals

Our Company has received in-principle approvals from the BSE and NSE for the listing of our Equity Shares pursuant to its letter dated [●] and [●], respectively.

Prohibition by the SEBI, the RBI or Governmental Authorities

Our Company, our Promoters, members of Promoter Group, our Directors or persons in control of our Company are not prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

None of the companies with which our Promoters and Directors are associated as promoters, directors or persons in control have been debarred from accessing capital markets under any order or direction passed by the Board or any other authorities.

None of our Directors are associated with the securities market in any manner and no outstanding action has been initiated against them by the SEBI in the five years preceding the date of this Draft Red Herring Prospectus.

Our Company, Promoters or Directors have not been declared as 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 the RBI

None of our Promoters or Directors have been declared as fugitive economic offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Promoters and members of Promoter Group severally and not jointly confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended ("**SBO Rules**"), to the extent applicable to them, as on the date of this Draft Red Herring Prospectus.

Eligibility for the Issue

Our Company is eligible for the Issue in accordance with Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

1. Our Company has net tangible assets of at least ₹300.00 Lakhs, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each) (i.e. Fiscals 2024, 2023 and 2022), of which not more than 50% are held in monetary assets;
2. Our Company has an average operating profit of at least ₹1,500.00 Lakhs, calculated on a restated and consolidated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years;
3. Our Company has a net worth of at least ₹100.00 Lakhs in each of the preceding three full years (of 12 months each), calculated on a restated and consolidated basis; and
4. Our Company has not changed its name in the last one year.

Our Company's net tangible assets, monetary assets, monetary assets as a percentage of the net tangible assets, operating profits and net worth, have been derived from the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus as at, and for the last three Fiscals, which are set forth below:

(in ₹ lakhs unless stated otherwise)

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Restated Net Tangible Assets (A)(1)*	8,380.42	6,067.70	4,107.20
Operating Profit (B)(2)*	3,333.21	2,551.67	1,488.65
Net Worth (C)(3)*	8,432.99	6,100.67	4,095.77
Restated Monetary Assets (D)(4)*	1,480.61	1,285.79	858.40
Restated Monetary Assets as a Percentage of the Restated Net Tangible Assets (D)/(A)	17.67%	21.19%	20.90%

**As restated and consolidated*

(1) *"Net tangible assets" means the sum of all net assets of our Company and its Subsidiaries (together, the "Group") excluding intangible assets, goodwill, deferred tax assets, right of use assets and intangible assets under development, lease liabilities and deferred tax.*

(2) *"Operating profit" means, as restated and consolidated, the profit before finance costs, other income and tax expenses.*

(3) *"Net worth" means, as restated and consolidated, the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation*

(4) *"Monetary Assets" means cash in hand, balance with bank in current and deposit account (net of bank deposits not considered as cash and cash equivalent.*

Our Company had operating profits in each of the Fiscals 2024, 2023 and 2022 based on our Restated Financial Information, as indicated in the table above.

Our Company confirms that it is also in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of allottees shall not be less than 1,000, failing which, the entire application money will be refunded forthwith.

Further, our Company confirms that it is not ineligible to make the Issue in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable. Our Company is in compliance with the conditions specified in Regulation 5 and 7(1) of the SEBI ICDR Regulations, as follows:

(a) Neither our Company nor our Directors nor any of the Promoters and Promoter Group are debarred from accessing the capital markets by the SEBI.

(b) None of our Promoters or Directors is promoters or directors of companies which are debarred from accessing the capital markets by the SEBI.

(c) Neither our Company nor any of our Promoters or Directors has been declared a Wilful Defaulters by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the RBI.

(d) none of our Company, Promoters or Directors is a Fraudulent Borrower;

(e) None of our Promoters or Directors is a fugitive economic offender (in accordance with Section 12 of the Fugitive Economic Offenders Act, 2018).

(f) Except the employee stock options granted to the employees of our Company pursuant to ESOP 2024, there are no outstanding convertible securities of our Company or any other right which would entitle any person with any option to receive Equity Shares of our Company as on the date of filing of this Draft Red Herring Prospectus.

(g) Our Company, along with the Registrar to the Issue, has entered into a tripartite agreement dated June 23, 2023 with NSDL, for dematerialization of the Equity Shares. Our Company, along with the Registrar to the Issue, has also entered into a tripartite agreement dated June 23, 2023 with CDSL, for dematerialization of the Equity Shares;

(h) The Equity Shares of our Company held by our Promoters are dematerialized;

(i) All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus;

(j) There are no outstanding convertible securities or any other right which would entitle any person with any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus; and

(k) There is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance, as the entire objects of the Issue are proposed to be financed from the Issue proceeds.

Disclaimer Clauses

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER BEING CHOICE CAPITAL ADVISORS PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING 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 ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE OUR COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS THE BOOK RUNNING LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT OUR COMPANY DISCHARGE ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, HAS FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 28, 2024 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V (FORM A) OF THE SEBI ICDR REGULATIONS.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/ OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to the Issue will be complied with at the time of filing of the Red Herring Prospectus with the Registrar of Company in terms of Section 32 of the Companies Act, 2013 and 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 Promoters, our Directors and the BRLM

Our Company, our Promoters, our Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance, and anyone placing reliance on any other source of information, including our Company's website www.prostarm.com or the respective websites of our Promoter Group or any website of any of our affiliate of our Company, would be doing so at his or her own risk.

The Book Running Lead Manager accepts no responsibility, save to the limited extent as provided in the Issue Agreement and the Underwriting Agreement to be entered.

All information shall be made available by our Company and the Book Running Lead Manager to the investors 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 Bidding Centres or elsewhere.

None among our Company or any member of the Syndicate shall be liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or otherwise or (ii) the blocking of Bid 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.

Caution

Investors who Bid in the Issue will be required to confirm and will be deemed to have represented to our Company, the Underwriters and their respective directors, partners, designated partners, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, 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, partners, designated partners, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The Book Running Lead Manager and their associates and affiliates, in their capacity as principals or agents, may engage in transactions with, and perform services for, our Company, our Promoters and members of our Promoter Group and their respective affiliates, associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, our Promoters and members of our Promoter Group and their respective affiliates, associates or third parties, for which they have received, and may in the future receive, compensation. As used herein, the term 'affiliate' means any person or entity that controls or is controlled by or is under common control with another person or entity

Disclaimer in Respect of Jurisdiction

Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai, Maharashtra, India.

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, Hindu Undivided Families ("**HUFs**"), companies, other corporate bodies and societies registered under the applicable laws in India and authorized to invest in equity shares, Indian Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from the RBI), systemically important non-banking financial companies or trusts registered under the Societies Registration Act, 1860, as amended from time to time, or any other applicable trust laws, and who are authorized under their respective constitutions to hold and invest in equity shares, public financial institutions as specified under Section 2(72) of the Companies Act, 2013, multilateral and bilateral development financial institutions, state industrial development corporations, venture capital funds, permitted insurance companies, provident funds and pension funds with a minimum corpus of ₹25,00,00,000 (Rupees two thousand five hundred lakh only), 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 and to permitted systemically important NBFCs registered with the RBI, non-residents including Eligible NRIs, Alternative Investment Funds. Foreign Portfolio Investors registered with SEBI, venture capital fund, foreign venture capital fund and QIBs.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law.

This Draft Red Herring Prospectus does not constitute an offer to sell or an invitation to subscribe to or purchase Equity Shares offered in the Issue in any jurisdiction. Invitations to subscribe to or purchase the Equity Shares in the Issue shall be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Issue, which comprises the Red Herring Prospectus and the preliminary international wrap for the Issue, if the recipient is outside India. **No person outside India is eligible to Bid for Equity Shares in the Issue unless that person has received the preliminary offering memorandum for the Issue, which contains the selling restrictions for the Issue 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 Red Herring Prospectus will be filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any offer or sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Eligibility and Transfer Restrictions

The Equity Shares offered in the Issue have not been and will not be registered, listed or otherwise qualified in any jurisdiction except India and may not be offered or sold to persons outside of India except in compliance with the applicable laws of each such jurisdiction. In particular, the Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered or sold within the United States (as defined in Regulation S under the U.S. Securities Act ("**Regulation S**") except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. The Equity Shares are being offered and sold only outside the United States in "offshore transactions" as defined in and in reliance on Regulation S.

Each purchaser of the Equity Shares in the Issue who does not receive a copy of the preliminary offering memorandum for the Issue shall be deemed to:

- Represent and warrant to our Company, and the Book Running Lead Manager and the Syndicate Member(s) that its Bid did not exceed investment limits or the maximum number of Equity Shares that can be held by it under applicable law.
- Acknowledge that the Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or the laws of any state of the United States and are being offered and sold to it in reliance on Regulation S.
- Represent and warrant to our Company, the Book Running Lead Manager and the Syndicate Member(s) that it was outside the United States (as defined in Regulation S) at the time the offer of the Equity Shares offered in the Issue was made to it and it was outside the United States (as defined in Regulation S) when its buy order for the Equity Shares offered in the Issue was originated.
- Represent and warrant to our Company, the Book Running Lead Manager and the Syndicate Member(s) that it did not purchase the Equity Shares offered in the Issue as result of any "directed selling efforts" (as defined in Regulation S).
- Represent and warrant to our Company, the Book Running Lead Manager and the Syndicate Member(s) that it bought the Equity Shares for investment purposes and not with a view to the distribution thereof. If in the future it decides to offer, resell, pledge or otherwise transfer any of the Equity Shares offered in the Issue, it agrees that it will not offer, sell, pledge or otherwise transfer any of the Equity Shares except in a transaction complying with Rule 903 or Rule 904 of Regulation S or pursuant to any other available exemption from registration requirements under the U.S. Securities Act and in accordance with all applicable securities laws of the states of the United States and any other jurisdiction, including India.
- Agree to indemnify and hold our Company, the Book Running Lead Manager and the Syndicate Member(s) harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. It agrees that the indemnity set forth in this paragraph shall survive the resale of the Equity Shares purchased in the Issue.
- Represent and warrant to our Company, the Book Running Lead Manager and the Syndicate Member(s) that if it acquired any of the Equity Shares offered in the Issue as fiduciary or agent for one or more investor account(s), it has sole investment discretion with respect to each such account and that it has full power to make the foregoing representations, warranties, acknowledgements and agreements on behalf of each such account.
- Represents and warrant to our Company, the Book Running Lead Manager and the Syndicate Member(s) that if it acquired any of the Equity Shares offered in the Issue for one or more managed account(s), that it was authorized in writing by each such managed account to subscribe to the Equity Shares offered in the Issue for each managed account and to make (and it hereby makes) the representations, warranties, acknowledgements and agreements herein for and on behalf of each such account, reading the reference

to "it" to include such accounts.

- Acknowledge that our Company, the Book Running Lead Manager and the Syndicate Member(s) and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements.

Further, each Bidder where required must agree in the Allotment Advice that such Bidder 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 the BSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to filing with the RoC.

Disclaimer clause of NSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to filing with the RoC.

Listing

The Equity Shares issued through the Red Herring Prospectus and the Prospectus are proposed to be listed on BSE and NSE. Applications will be made to the Stock Exchanges for obtaining permission to deal in and for listing and trading of the Equity Shares. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalized.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. If such money is not repaid within the prescribed time, then our Company, and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at all Stock Exchanges mentioned above are taken within such time prescribed by SEBI of the Bid/Issue Closing Date or such other period as may be prescribed by the SEBI. If our Company does not allot Equity Shares pursuant to the Issue such time as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period or such other rate prescribed by SEBI.

Consents

Consents in writing of each of our Promoters, our Directors, our Company Secretary and Compliance Officer, the Chief Financial Officer, the Book Running Lead Manager, the Registrar to the Issue, Legal Counsel to the Issue, CareEdge Research, Statutory Auditor, Chartered Engineer, Banker to our Company have been obtained; and consents in writing of the Syndicate Members, Monitoring Agency, the Bankers to our Issue, , to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC; consent in writing from the Underwriters will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC, as required under the Companies Act, 2013. Such consents shall not be withdrawn up to the time of delivery of this Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus with the SEBI.

Experts to the Issue

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

Our Company has received written consent dated September 27, 2024 from our Statutory Auditor, M/s. Mansaka Ravi & Associates, Chartered Accountants, to include their name as required under section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditor, and in respect of (i) the examination reports on the Restated Financial Statements and their examination report dated September 27, 2024; and (ii) the Statement of Possible tax benefits dated September 27, 2024, included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Particulars regarding Public or Rights Issues of our Company during the last five years

Our Company has not made any public or rights issue during the last five years preceding the date of this Draft Red Herring Prospectus.

Commission or Brokerage on Previous Issues since the incorporation of our Company

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 public subscription for any of our Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

Capital issue during the previous three years by our Company/ Subsidiaries

Except as disclosed in "***Capital Structure – Share capital history of Company***" on page 93 of the Draft Red Herring Prospectus, our Company have not made any capital issues since its inception.

Further, as on the date of this Draft Red Herring Prospectus, our Company does not have any listed group companies, subsidiaries or associates.

Performance vis-à-vis Objects – Public/ rights issue of our Company

Our Company has not undertaken any Public/ rights issues since its inception.

Performance *vis-à-vis* Objects – Public/ rights issue of the listed Subsidiaries/listed promoters of our Company

Further, as on the date of this Draft Red Herring Prospectus, our Company does not have any listed group companies, subsidiaries or associates.

Price information of past issues handled by the Book Running Lead Manager

Price information of past issues (during the current Fiscal and two Fiscals preceding the current Fiscal) handled by Choice Capital Advisors Private Limited:

Sr. No.	Issue Name	Issue Size (Cr)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
				MAINBOARD IPO				
1.	Vishnu Prakash R Punglia	308.88	99.00	September 5, 2023	165.00	66.57% (-0.71%)	106.87% (3.54%)	79.29% (14.32%)

Sr. No.	Issue Name	Issue Size (Cr)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
	Limited							
					SME IPO			
1.	Ramdevbaba Solvent Limited	50.27	85.00	April 23, 2024	112.00	14.53% (1.03%)	10.24% (9.67%)	-
2.	RNFI Services Limited	70.81	105.00	July 29, 2024	199.50	50.24% (0.73%)	-	-
3.	Esprit Stones Limited	50.35	87.00	August 2, 2024	93.15	26.79% (2.10%)		
4.	Utssav CZ Gold Jewels Limited	69.50	110.00	August 7, 2024	110.05	77.00% (3.49%)	-	-

Summary statement of price information of past issues (during the current Fiscal and two Fiscals preceding the current Fiscal) handled by Choice Capital Advisors Private Limited:

Fiscal	Total no. of IPO	Total funds Raised (Cr)	Nos of IPOs trading at discount on 30th Calendar day from listing date			Nos of IPOs trading at premium on 30thCalendar day from listing date			Nos of IPOs trading at discount on 180thCalendar day from listing date			Nos of IPOs trading at premium on 180thCalendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less Than 25%
2023-24	1	308.88	-	-	-	1	-	-	-	-	-	1	-	-
2024-25	4	240.93	-	-	-	2	1	1	-	-	-	-	-	-

Break -up of past issues handled by Choice Capital Advisors Private Limited:

Fiscal	No. of SME IPOs	No. of Main Board IPOs
2023	-	-
2024	*0*	*1*
2025	*4*	*0*

Track record of past issues handled by the BRLM

For details regarding the track record of the Book Running Lead Manager, as specified in circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please visit the website of the Book Running Lead Manager i.e. www.choiceindia.com/merchant-investment-banking.

Stock Market Data of the Equity Shares

This being the initial public issuing of the Equity Shares of our Company, the Equity Shares is not listed on any stock exchange as on the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Mechanism for redressal of Investor Grievances

The Registrar Agreement provides for retention of records with the Registrar to the Issue for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges or any such period as prescribed under the applicable laws, to enable the investors to approach the Registrar to the

Issue for redressal of their grievances. The Registrar to the Issue shall obtain the required information from SCSBs for addressing any clarifications or grievances of ASBA Bidders.

Bidders can contact the Company Secretary and the Compliance Officer and/or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Issue related queries and for redressal of complaints, Bidders may also write to the Book Running Lead Manager, in the manner provided below. Our Company, the Book Running Lead Manager and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under the applicable provisions of the SEBI ICDR Regulations.

All Issue related grievances, other than of Anchor Investors, may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary, with whom the Bid-cum-Application Form was submitted giving full details such as name of the sole or First Bidder, Bid-cum-Application Form number, Bidder's DP ID, Client ID, PAN, address of the Bidder, number of the Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders), date of Bid-cum-Application Form and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall also enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove.

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

Pursuant to the SEBI ICDR Master Circular, SEBI has identified the need to put in place measures, in order to manage and handle investor issues arising out of the UPI Mechanism inter alia in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/non allotment within prescribed timelines and procedures.

In terms of SEBI ICDR Master Circular and subsequent circulars issued by the SEBI, as may be applicable, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, in terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the Book Running Lead Manager, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding two Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding two Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Separately, pursuant to the March 2021 Circular, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding

Scenario	Compensation amount	Compensation period
		platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more than the Bid Amount	1. Instantly revoke the difference amount i.e., blocked amount less the Bid Amount; 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non- Allotted / partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalization of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the Book Running Lead Manager shall be liable to compensate the investor by ₹100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

For helpline details of the Book Running Lead Manager pursuant to the March 2021 Circular bearing number SEBI/HO/CFD/DIL-2/OW/P/2021/2481/1/M, please see *"**General Information- Book Running Lead Manager**"* on page 86.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

All grievances relating to Bids submitted with Registered Brokers, may be addressed to the Stock Exchanges, with a copy to the Registrar to the Issue.

Our Company, the Book Running Lead Manager and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with their obligations under applicable SEBI ICDR Regulations. Investors can contact the Company Secretary and Compliance Officer or the Registrar to the Issue in case any pre Issue or post Issue related problem such as non-receipt of letter 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.

Disposal of Investor Grievances by our Company

We estimate that the average time required by our Company and/or the Registrar to the Issue for the redressal of routine investor grievances shall be seven Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Sachin Gupta as the Company Secretary and Compliance Officer and he may be contacted in case of any Pre-Issue or Post-Issue related problems, at the address set forth hereunder.

EL-79, Electronic Zone, TTC
MIDC, Mahape, Navi Mumbai
Thane, Maharashtra – 400 710
Maharashtra, India
Tel: +9122 4528 0500
E-mail: cs@prostarm.com

Our Company has not received any investor grievances during the three years preceding the date of this Draft Red Herring Prospectus and as on date, there are no investor complaints pending.

Further, our Company has constituted a Stakeholders' Relationship Committee, which is responsible for the review and redressal of grievances of the security holders of our Company. For details, see "***Our Management***" on page 236.

Our Company shall obtain authentication on the Securities and Exchange Board of India Complaints Redress System ("**SEBI 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 the SEBI circulars bearing number CIR/OIAE/1/2014 dated December 18, 2014 and SEBI Circular SEBI/HO/OIAE/IGRD/P/CIR/2022/0150 dated November 7, 2022 in relation to redressal of investor grievances through SCORES.

Other confirmations

Any person connected with the Issue 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 Issue, except for fees or commission for services rendered in relation to the Issue.

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

As on the date of this Draft Red Herring Prospectus, our Company has not been granted by SEBI, any exemption from complying with any provisions of securities laws

SECTION VII – ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued and Allotted pursuant to the Issue will be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SEBI Listing Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association, the terms of this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus, the Bid-cum-Application Form, the Revision Form, the Abridged Prospectus, the CAN, the Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents and certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, 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 GoI, the Stock Exchanges, the RoC, the RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as maybe prescribed by such governmental, regulatory or statutory authority while granting its approval for the Issue.

The Issue

The Issue consists of a Fresh Issue by our Company.

Ranking of the Equity Shares

The Equity Shares being issued and Allotted pursuant to the Issue shall be subject to the provisions of the Companies Act, our Memorandum and Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares of our Company, including in respect of rights to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment, in accordance with applicable law. For further details, please see *"**Main Provisions of the Articles of Association**"* on page 461.

Mode of payment of dividend

Our Company will pay dividends, if declared, to the shareholders of our Company, as per the provisions of the Companies Act, the SEBI Listing Regulations, our Memorandum of Association and Articles of Association, and other applicable law. All dividends, if any, declared by our Company after the date of Allotment, will be payable to the Allottees who have been Allotted Equity Shares in the Issue, in accordance with applicable law. For further details, please see *"**Dividend Policy**"* and *"**Description of Equity Shares and Terms of the Articles of Association**"* on pages 260 and 461, respectively.

Face Value, Issue Price, Floor Price and Price Band

The face value of the Equity Shares is ₹10/- each. The Floor Price of the Equity Shares is ₹ [●] per Equity Share and the Cap Price is ₹ [●] per Equity Share. The Anchor Investor Issue Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot for the Issue will be decided by our Company, in consultation with the Book Running Lead Manager, and shall be published at least two (2) Working Days prior to the Bid/Issue Opening Date, in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and all edition of [●] (a widely circulated Marathi daily newspaper, Marathi being the regional language of Maharashtra, where our Registered Office is located) respectively, and shall be made available to the Stock Exchanges for the purpose of uploading the same on their respective websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid-cum-Application Forms available at the respective websites of the Stock Exchanges. The Cap Price shall be atleast 105% of the Floor Price. The Issue Price and discount (if any) shall be determined by our Company, in consultation with the Book Running Lead Manager, after the Bid/Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of the Book Building Process.

At any given point in time there will be only one denomination for the Equity Shares.

Compliance with SEBI ICDR Regulations

Our Company shall comply with all requirements of the SEBI ICDR Regulations from time to time.

Compliance with disclosure and accounting norms

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

Rights of the equity shareholders

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, the equity shareholders will have the following rights:

(i) Right to receive dividends, if declared;
(ii) Right to attend general meetings and exercise voting powers, unless prohibited by law;
(iii) Right to vote on a poll either in person or by proxy or e-voting in accordance with the provisions of the Companies Act, 2013;
(iv) Right to receive offers for rights shares and be allotted bonus shares, if announced;
(v) Right to receive any surplus on liquidation subject to any statutory and preferential claims being satisfied;
(vi) Right of free transferability of their Equity Shares, subject to applicable foreign exchange regulations and other applicable law; and
(vii) Such other rights as may be available to a shareholder of a listed public company under the Companies Act, 2013 the SEBI Listing Regulations, our Memorandum of Association, Articles of Association and other applicable laws.

For a detailed description of the main provisions of our Articles of Association relating to voting rights, dividend, forfeiture, lien, transfer, transmission, consolidation and splitting, please see *"**Description of Equity Shares and terms of the Articles Of Association**"* on page 461.

Allotment of Equity Shares only in dematerialized form

Pursuant to section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be allotted only in dematerialized form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form on the Stock Exchanges. In this context, the following agreements have been entered into amongst our Company, the respective Depositories and the Registrar to the Issue:

(i) Tripartite agreement dated June 23, 2023 among NSDL, our Company and the Registrar to the Issue; and
(ii) Tripartite agreement dated June 23, 2023 among CDSL, our Company and Registrar to the Issue.

The Company's Equity Shares bear ISIN no. INE0BX301013.

Market lot and trading lot

Since trading of the Equity Shares shall only be in dematerialized form, consequent to which, the tradable lot is one Equity Share. Allotment in the Issue will be only in electronic form in multiples of [●] Equity Shares, subject to a minimum Allotment of [●] Equity Shares to QIBs and RIBs. For NIBs, allotment shall not be less than the minimum non-Institutional application size. For the method of Basis of Allotment, please see *"**Issue Procedure**"* on page 439.

Jurisdiction

The courts of Mumbai, Maharashtra, India will have exclusive jurisdiction for the purpose of the Issue.

Joint holders

Subject to the provisions of our Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they shall be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

Nomination Facility to investors

In accordance with section 72 of the Companies Act 2013, read with Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole or the first Bidder, along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest, to the exclusion of all other persons, unless the nomination is verified or cancelled in the prescribed manner.

A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with section 72 of the Companies Act, 2013, be entitled to the same benefits 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 the Equity Share(s), in the event of the holder's death during minority. A nomination shall stand rescinded upon a sale, transfer or alienation of Equity Share(s) by the holder of such Equity Share(s) / person nominating. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or with the Registrar of our Company. Further, a nomination may be cancelled or varied by nominating any other person in place of the present nominee, by the holder of the Equity Shares who has made the nomination, by giving a notice of such cancellation or variation to our Company in the prescribed form. Further, any person who becomes a nominee by virtue of section 72 of the Companies Act 2013 as mentioned above, shall, on the production of such evidence as may be required by our Board, elect either:

(i) to register himself or herself as holder of Equity Shares; or
(ii) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividend, interests, 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 Issue will be made only in dematerialized form, there shall be no requirement for a separate nomination with our Company. Nominations registered with the respective Depository Participant of the applicant will prevail. If Bidders want to change their nomination, they are advised to inform their respective Depository Participants.

Bid / Issue Period

ANCHOR BID/ISSUE OPENS ON	**[●]***
BID/ISSUE OPENS ON	[●][(1)]
BID/ISSUE CLOSES ON	[●][(2)(3)]

[(1)]Our Company, in consultation with the Book Running Lead Manager, may allocated up to 60% of the QIB Portion to Anchor Investors, on a discretionary basis, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI ICDR Regulations.
[(2)]Our Company, shall, in consultation with the Book Running Lead Manager, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.
[(3)]UPI mandate end time and date shall be 5.00 PM on Bid/Issue Closing Date.

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
ANCHOR INVESTOR BIDDING DATE	[●]
BID/ISSUE OPENING DATE	[●]
BID/ISSUE CLOSING DATE	[●]
FINALIZATION OF BASIS OF ALLOTMENT WITH THE DESIGNATED STOCK EXCHANGE	On or about [●]
INITIATION OF REFUNDS (IF ANY, FOR ANCHOR INVESTORS)/ UNBLOCKING OF FUNDS FROM ASBA ACCOUNT*	On or about [●]
CREDIT OF EQUITY SHARES TO DEMAT	On or about [●]

Event	Indicative Date
ACCOUNTS OF ALLOTTEES	
COMMENCEMENT OF TRADING OF THE EQUITY SHARES ON THE STOCK EXCHANGES	On or about [●]

*[**]In terms of SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated by the intermediary responsible for causing such delay in unblocking in accordance with applicable law. The Book Running Lead Manager shall, in its sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, March 2021 Circular, June 2021 Circular and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds. For details, please see "**Other Regulatory and Statutory Disclosures- Mechanism for redressal of investor grievances**" on page 424.*

The above timetable is indicative and does not constitute any obligation or liability on our Company or the Book Running Lead Manager. While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within within three Working Days of the Bid / Issue Closing Date or such period as may be prescribed by SEBI, the timetable may change due to various factors, such as extension of the Bid/Issue Period by our Company, in consultation with the Book Running Lead Manager, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws.

In terms of the UPI Circulars, in relation to the Issue, the Book Running Lead Manager will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days from the Bid/Issue Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Any circulars or notifications from SEBI after this Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the Issue procedure is subject to change based on any revised SEBI circulars to this effect. Submission of Bids (other than Bids from Anchor Investors)

Bid/ Issue Period (except the Bid/Issue Closing Date)	
Submission and revision in Bids	Only between 10.00 am and 5:00 pm Indian Standard Time ("**IST**")
Bid/ Issue Closing Date	
Submission of electronic applications (online ASBA through 3-in-1 accounts)	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of electronic application (bank ASBA through online channels like internet banking, mobile banking and syndicate ASBA applications through UPI as a payment mechanism where Bid Amount is up to ₹5.00 Lakhs)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of electronic applications (syndicate non-retail, non-individual applications of QIBs and NIIs)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of physical applications (direct bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of physical applications (syndicate non-retail, non-individual applications where Bid Amount is more than ₹5.00 Lakhs)	Only between 10.00 a.m. and up to 12.00 p.m. IST
Revision/cancellation of Bids	
Upward Revision of Bids by QIBs and Non-Institutional Bidders categories[#]	Only between 10.00 a.m. and up to 4.00 p.m. IST on Bid/ Issue Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIBs	Only between 10.00 a.m. and up to 5.00 p.m. IST

[*]UPI mandate end time shall be 5:00 pm on the Bid / Issue Closing Date.

[#]QIBs and Non-Institutional Bidders can neither revise their Bids downwards nor cancel/withdraw their Bids.

On the Bid/Issue Closing Date, the Bids shall be uploaded until:

(i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Investors; and

(ii) Until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIBs.

On Bid/Issue Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received by RIBs, after taking into account the total number of Bids received and as reported by the Book Running Lead Manager to the Stock Exchanges.

The Registrar to the Issue shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the Book Running Lead Manager and the Registrar to the Issue on a daily basis, as per the format prescribed in March 2021 Circular and SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

It is clarified that Bids s not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs, or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date, and in any case, no later than 1:00 p.m. IST on the Bid/Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public offerings in India, it may lead to some Bids not being uploaded due to lack of sufficient time to upload. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids and any revision to the Bids, will be accepted only during Working Days, during the Bid/Issue Period. Bids will be accepted only during Monday to Friday (excluding any public holiday), during the Bid/Issue Period. 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, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges.

The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Issue Period till 5.00 pm on the Bid/Issue Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

Our Company, in consultation with the Book Running Lead Manager, reserves the right to revise the Price Band during the Bid/Issue Period, in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side i.e., the Floor Price may move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares. In all circumstances, the Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price.

In case of any revision to the Price Band, the Bid/Issue Period will be extended by at least one additional Working Days after such revision, subject to the Bid/Issue Period not exceeding ten Working Days. In cases of force majeure, banking strike or similar circumstances, our Company, in consultation with the Book Running Lead Manager may, for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of one Working Day, subject to the Bid/Issue Period not exceeding ten Working Days.

Any revision in the Price Band and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the website of the Book Running Lead Manager and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries. In case of revision of Price Band, the Bid lot shall remain the same.

In case of discrepancy in data entered in the electronic book *vis-à-vis* data contained in the Bid-cum-Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Minimum Subscription

In the event our Company does not receive (i) a minimum subscription of 90% of the Issue, and (ii) a subscription in the Issue equivalent to at least 25% post-Issue paid up Equity Share capital of our Company, as specified under Rule 19(2)(b) of the SCRR, including through devolvement of Underwriters, as applicable, within 60 days from the date of Bid/Issue Closing Date, or if the subscription level falls below the thresholds mentioned above after the Bid/Issue Closing Date, on account of withdrawal of applications or after technical rejections, or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares being issued under this Draft Red Herring Prospectus, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond four days, our Company to the extent applicable, shall pay interest at the rate of 15% per annum including the SEBI circular bearing no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000, failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders and subscription money will be refunded. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

Arrangements for Disposal of Odd Lots

Since the Equity Shares will be traded in dematerialized form only, and the market lot for the Equity Shares will be one Equity Share, there are no arrangements for disposal of odd lots.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Issue.

Option to receive Equity Shares in Dematerialized Form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchanges.

Restrictions, if any, on Transfer and Transmission of Equity Shares

Except for the lock-in of pre-Issue Equity Share capital of our Company, lock-in of our Promoters' contribution and Anchor Investors' lock-in, as detailed in *"**Capital Structure**"* on page 93 and except as provided in our Articles of Association as detailed in *"**Description of Equity Shares and Terms of the Articles of Association**"* on page 461, there are no restrictions on transfers and transmission of Equity Shares /debentures and on their consolidation or splitting.

Withdrawal of the Issue

The Issue will be withdrawn in the event that 90% of the Fresh Issue portion is not subscribed.

Our Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue for any reason at any time after the Bid/ Issue Opening Date but before the Allotment.

In such an event, our Company would issue a public notice in the same newspapers in which the pre-Issue advertisements were published, within two days of the Bid/ Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. Further, the Stock Exchanges shall be informed promptly in this regard by our Company and the Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs and the Sponsor Bank(s) to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Issue to process refunds to the Anchor Investors, as the case may be. In the event of withdrawal of the Issue and subsequently, plans of a fresh offer by our Company, a fresh draft red herring prospectus will be submitted again to SEBI.

Notwithstanding the foregoing, this Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment and within three Working Days or such other period as may be prescribed, and the final RoC approval of the Prospectus after it is filed with the RoC. 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.

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ISSUE STRUCTURE

This Issue is being made through the Book Building Process. The initial public offering of up to 1,60,00,000 Equity Shares of face value of ₹10 each, for cash at a price of ₹[●] per Equity Share (including a premium of ₹[●] per Equity Share) aggregating up to ₹[●] Lakhs by our Company. The face value of the Equity Shares is ₹10 each. The Issue shall constitute [●]% of the post-Issue paid-up Equity Share capital of our Company.

In terms of rule 19(2)(b) of the SCRR, the Issue is being made through the Book Building Process, in compliance with regulation 6(1) and 31 of the SEBI ICDR Regulations.

Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement aggregating up to upto 10,00,000 Equity Shares of face value of ₹ 10/- each, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.

Particulars	QIBs [(1)]	Non-Institutional Bidders / Investors	Retail Individual Bidders / Investors
Number of Equity Shares available for Allotment/ allocation* [(2)]	Not more than [●] Equity Shares, aggregating up to ₹ [●] Lakhs	Not less than [●] Equity Shares available for allocation or Issue less allocation to QIBs and Retail Individual Bidders	Not less than [●] Equity Shares available for allocation or Issue less allocation to QIBs and Non-Institutional Bidders
Percentage of Issue Size available for Allotment/ allocation	Not more than 50% of the Issue shall be available for allocation to QIBs. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining Net QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be available for allocation to other QIBs.	Not less than 15% of the Issue less allocation to QIBs and Retail Individual Bidders will be available for allocation. One-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹2,00,000 and up to ₹ 10,00,000 and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹10,00,000. Under-subscription in either of these two subcategories of the Non-Institutional Portion may be allocated to Bidders in the other sub-category of the Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.	Not less than 35% of the Issue less allocation to QIBs and Non-Institutional Bidders will be available for allocation.
Basis of Allotment if	Proportionate as follows	The allotment of specified	Allotment to each Retail

Particulars	QIBs [(1)]	Non-Institutional Bidders / Investors	Retail Individual Bidders / Investors
respective category is oversubscribed*	(excluding the Anchor Investor Portion): (a) up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Not more than [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price.	securities to each Non-Institutional Investor shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion, and the remainder, if any, shall be allocated on a proportionate basis, subject to valid Bids being received at or above the Issue Price, in accordance with the SEBI ICDR Regulations. Further, (a) one-third of the portion available to Non-Institutional Investors shall be reserved for applicants with application size of more than ₹2,00,000 and up to ₹10,00,000; and (b) two-third of the portion available to Non-Institutional Investors shall be reserved for applicants with application size of more than ₹10,00,000, provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of Non-Institutional Investors.	Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allocated on a proportionate basis. For further details, please see *"**Issue Procedure**"* on page 439.
Mode of Bidding	Through ASBA process only (excluding the UPI Mechanism) except for Anchor Investors	Through ASBA process only (including the UPI Mechanism for a Bid size of up to ₹5,00,000)	Through ASBA process only (including the UPI Mechanism)
Minimum Bid	Such number of [●] Equity Shares in multiples of [●] Equity Shares, such that the Bid Amount exceeds ₹2,00,000	Such number of Equity Shares in multiples of [●] Equity Shares, such that the Bid Amount exceeds ₹2,00,000	[●] Equity Shares and in multiples of [●] Equity Shares thereafter, such that the Bid Amount does not exceed ₹2,00,000
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Issue (excluding the Anchor Investor Portion), subject to applicable limits under applicable law	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Issue (excluding the QIB Portion), subject to applicable limits under applicable law	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 2,00,000
Mode of Allotment	Compulsorily in dematerialized form		
Bid Lot	A minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Allotment Lot	A minimum of [●] Equity Shares and in multiples of one Equity Share thereafter		

Particulars	QIBs [1]	Non-Institutional Bidders / Investors	Retail Individual Bidders / Investors
Trading Lot	One Equity Share		
Who can apply[3][4]	Public financial institutions as specified in section 2(72) of the Companies Act, scheduled commercial banks, mutual funds, FPIs, VCFs, AIFs, FVCIs registered with SEBI, multilateral and bilateral development financial institutions, state industrial development corporation, insurance companies registered with IRDAI, provident funds (subject to applicable law) with minimum corpus of ₹2,500 Lakhs, pension funds (subject to applicable law) with minimum corpus of ₹2,500 Lakhs, National Investment Fund set up by the Government of India, the insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important Non-Banking Financial Companies	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the Karta), companies, corporate bodies, scientific institutions, societies, and trusts and any individuals, corporate bodies and family offices which are re-categorized as category II FPI (as defined in the SEBI FPI Regulations) and registered with SEBI.	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the Karta)
Terms of Payment	**In case of Anchor Investors:** Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids. **In case of all other Bidders:** Full Bid Amount shall be blocked by the SCSBs in the bank account of the Bidders, or by the Sponsor Bank(s) through the UPI mechanism (other than Anchor Investors), that is specified in the Bid-cum-Application Form at the time of submission of the Bid-cum-Application Form.		

** Assuming full subscription in the Issue.*

(1) Our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to the Anchor Investors at the Anchor Investor Allocation Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹1,000 Lakhs, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹1,000 Lakhs but up to ₹25,000 Lakhs under the Anchor Investor Portion, subject to a minimum Allotment of ₹500 Lakhs per Anchor Investor, and (iii) in case of allocation above ₹25,000 Lakhs under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹25,000 Lakhs, and an additional 10 Anchor Investors for every additional ₹25,000 Lakhs or part thereof will be permitted, subject to minimum allotment of ₹5,000 Lakhs per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹10,000 Lakhs. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the QIB Portion.

(2) Subject to valid Bids being received at or above the Issue Price. This Issue is being made in accordance with rule 19(2)(b) of the SCRR, through the Book Building Process and in compliance with regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Issue will be available for allocation to QIBs on a proportionate basis, provided that the Anchor Investor Portion may be allocated on a discretionary basis. Further, not less than 15% of the Issue will be available for allocation to Non-Institutional Bidders, of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size exceeding ₹2,00,000 and up to ₹10,00,000 and two-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹10,00,000 and under-subscription in either of these two subcategories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion in accordance with SEBI ICDR Regulations, subject to valid Bids being

received at or above the Issue Price. Further, not less than 35% of the Issue will be available for allocation to Retail Individual Bidders in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. Under-subscription, if any, in any category, except the QIB Portion, would be met with spill-over from any other category or a combination of categories, as applicable, at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to valid Bids being received at or above the Issue Price and in accordance with applicable laws. Under-subscription, if any, in the Net QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.

(3) In case of joint Bids, the Bid-cum-Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid-cum-Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders.

(4) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Bid-cum-Application Form, provided that any positive difference between the price at which Equity Shares are allocated to the Anchor Investors and the Anchor Investor Issue Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN.

Bids by FPIs with certain structures as described under *"**Issue Procedure**"* on page 439 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

In case of any revision in the Price Band, the Bid/ Issue Period shall be extended for at least one (1) additional Working Days after such revision of the Price Band, subject to the total Bid/ Issue Period not exceeding ten (10) Working Days. Any revision in the Price Band, and the revised Bid/ Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the websites of the Book Running Lead Manager and at the terminals of the members of the Syndicate.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid-cum-Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

ISSUE PROCEDURE

*All Bidders should read the General Information Document, for Investing in Publics Issue prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars ("**General Information Document**") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the Book Running Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue, especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.*

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of CAN and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Bid-cum-Application Form); (vii) Designated Date; (viii) disposal of applications and electronic registration of bids; (viii) submission of Bid-cum-Application Form; (ix) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (x) applicable provisions of the Companies Act relating to punishment for fictitious applications; (xi) mode of making refunds; and (xii) interest in case of delay in Allotment or refund.

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective till June 30, 2019.*

*SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 as amended from time to time, including pursuant to circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019 has introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism with the ASBA for applications by Retail Individual Investors through intermediaries from January 1, 2019. The UPI Mechanism for Retail Individual Investors applying through Designated Intermediaries, in phase I, was discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was to continue for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). Subsequently however, SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020. However, given the prevailing uncertainty due to the Covid-19, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, had decided to continue with the UPI Phase II till further notice. The final reduced timeline of T+3 days will be made effective using the UPI Mechanism for applications by UPI Bidders ("**UPI Phase III**") and modalities of the implementation of UPI Phase III has been 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. Accordingly, the Issue 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 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, SEBI Circular no. SEBI/HO/CFD/P/CIR/2022/75 dated May 30, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances.*

Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all UPI Bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹ 5,00,000 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). The Book Running Lead Manager shall be the nodal entity for any issues arising out of public issuance process. The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable).

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two (2) Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding two (2) Working Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Additionally, SEBI vide its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, has reduced the timelines for refund of application monies from fifteen (15) days to four (4) days.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding two Working Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended by SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Our Company, the Book Running Lead Manager and the members of the Syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section and in the General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.

Book Building Procedure

The Issue is being made in terms of rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of Net Issue shall be allocated on a proportionate basis to QIBs, provided that our Company, in consultation with the Book Running Lead Manager, may allocate up to 60% of the QIB Portion to Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company, in consultation with the Book Running Lead Manager in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from them at or above the Anchor Investor Allocation Price.

In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the net QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹2,00,000 and up to ₹10,00,000 and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹10,00,000 and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. Further, not less than 35% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company, in consultation with the Book Running Lead Manager, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid-cum-Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID and PAN and UPI ID (for RIBs using the UPI Mechanism), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Issue, subject to applicable laws.

Phased implementation of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of *inter alia*, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever 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 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had extended the timeline for implementation of UPI Phase II till March 31, 2020. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continued to be six (6) Working Days during this phase. Further, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹5,00,000 shall use the UPI Mechanism and shall also provide their UPI ID in the Bid-cum-Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents.

Phase III: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023. In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI. Pursuant to the

UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalized. Failure to unblock the accounts within the timeline would result in the SCSBs being penalized under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post – Issue Book Running Lead Manager will be required to compensate the concerned investor.

The Issue will be made under UPI Phase III of the UPI Circular.

All SCSBs offering the facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/or payment instructions of the UPI Bidders using the UPI.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalized. Failure to unblock the accounts within the timeline would result in the SCSBs being penalized under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post-Issue Book Running Lead Manager will be required to compensate the concerned investor.

Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the Book Running Lead Manager, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹5.00 Lakhs, shall use the UPI Mechanism. Individual investors Bidding under the Non-Institutional Portion Bidding for more than ₹2.00 Lakhs and up to ₹2.00 Lakhs, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Book Running Lead Manager.

Electronic registration of Bids

(i) The Designated Intermediary may register the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the online facilities for Book Building on a regular basis before the closure of the Issue.

(ii) On the Bid/Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

(iii) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the next Working Day following the Bid/ Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/ Issue Period till 5:00 pm on the Bid/ Issue Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

Bid-cum-Application Form

Copies of the ASBA Forms and the Abridged Prospectus will be available with the Designated Intermediaries at relevant Bidding Centres, and at our Registered Office. An electronic copy of ASBA Forms will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid/Issue Opening Date. Anchor Investor Application Forms shall be available at the offices of the Book Running Lead Manager at the Anchor Investor Bidding Date.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process, which shall include the UPI Mechanism in the case of UPI Bidders. UPI Bidders submitting their Bid-cum-Application Form to any Designated Intermediary (other than SCSBs) shall be required to Bid using the UPI Mechanism and must provide the UPI ID in the relevant space provided in the Bid-cum-Application Form. Bids submitted by UPI Bidders with any Designated Intermediary (other than SCSBs) without mentioning the UPI ID are liable to be rejected. UPI Bidders Bidding using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI

Bids by ASBA Bidders

ASBA Bidders must provide either (i) the bank account details and authorization to block funds in the ASBA Form, or (ii) the UPI ID (in case of RIBs), as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details will be rejected.

Applications made by the Bidders using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Issue through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. . For all initial public offerings opening on or after September 1, 2022, as specified in SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. This circular shall be applicable for all categories of investors viz. Retail, QIB, NII and other reserved categories and also for all modes through which the applications are processed.

Since the Issue is made under Phase III, ASBA Bidders may submit the ASBA Form in the manner below:

(i) RIBs (other than the UPI Bidders using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(ii) UPI Bidders using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(iii) QIBs and NIIs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

(iv) ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB or the Sponsor Bank(s), as applicable, at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked / unblocked.

The ASBA Bidders, including UPI Bidders, shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, which is effective from September 1, 2022.

For Anchor Investors, the Anchor Investor Application Form will be available at the offices of the Book Running Lead Manager.

The prescribed colour of the Bid-cum-Application Form for the various categories is as follows:

Category	Colour of Bid-cum-Application Form*
Resident Indians including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	[●]
Non-Residents including FPIs and Eligible NRIs, FVCIs and registered bilateral and multilateral development financial institutions applying on a repatriation basis	[●]
Anchor Investors	[●]

** Excluding electronic Bid-cum-Application Forms*

Notes:

(a) Electronic Bid-cum-Application forms and the abridged prospectus will also be available for download on the respective websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com.)

(b) Bid-cum-Application Forms for Anchor Investors shall be available at the offices of the Book Running Lead Manager.

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges. For RIBs using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. For ASBA Forms (other than RIBs) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

In case of ASBA Forms, the relevant Designated Intermediaries shall capture and upload the relevant bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges.

For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis through API integration to enable the Sponsor Bank(s) to initiate UPI Mandate Request to UPI Bidders, for blocking of funds. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. In accordance with BSE Circular No: 20220803-40 and NSE Circular No: 25/2022, each dated August 3, 2022, for all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Issue Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders Bidding using through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. Further, modification of Bids shall be allowed in parallel during the Bid/Issue Period until the Cut-Off Time. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the issuer bank. The Sponsor Banks and the Bankers to the Issue shall provide the audit trail to the Book Running Lead Manager for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated April 20, 2022. Further, the processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, issued by SEBI and circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI in this regard.

The Sponsor Bank will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the Book Running Lead Manager in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with Issuer banks and Sponsor Banks on a continuous basis.

For ASBA Forms (other than RIIs Bidding using UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

The Sponsor Bank shall host a web portal for intermediaries (closed user group) from the date of Bid/Issue Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Issue Bidding process.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws in the United States. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in compliance with Regulation S and the applicable laws of the jurisdiction where those 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 Bids may not be made by persons in any such jurisdiction except in compliance with the applicable laws of such jurisdiction.

Participation by associates and affiliates of the Book Running Lead Manager and the Syndicate Members, Promoter, Promoter Group and persons related to Promoter / Promoter Group

The Book Running Lead Manager and the Syndicate Members shall not be allowed to purchase the Equity Shares in the Issue in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the Book Running Lead Manager and the Syndicate Members may bid for Equity Shares in the Issue, either in the Net QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, and such Bid subscription may be on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the Book Running Lead Manager and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the Book Running Lead Manager nor any associates of the Book Running Lead Manager can apply in the Issue under the Anchor Investor Portion:

(1) Mutual funds sponsored by entities which are associate of the Book Running Lead Manager
(2) Insurance companies promoted by entities which are associate of the Book Running Lead Manager
(3) AIFs sponsored by the entities which are associate of the Book Running Lead Manager; or
(4) FPIs (other than individuals, corporate bodies and family offices) sponsored by the entities which are associate of the Book Running Lead Manager;
(5) Pension funds (registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory Authority and Development Authority Act, 2013) sponsored by entities which are associate of the Book Running Lead Manager.

Further, persons related to our Promoter and Promoter Group shall not apply in the Issue under the Anchor Investor Portion.

For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a *"person related to the Promoter or Promoter Group"*: (a) rights under a shareholders' agreement or voting agreement entered into with the Promoter or members of the Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an associate of a Book Running Lead Manager, if:

(a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or

(b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or

(c) there is a common director, excluding a nominee director, amongst the Anchor Investor and the Book Running Lead Manager.

Our Promoters and the members of the Promoter Group will not participate in the Issue.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid-cum-Application Form. Failing this, our Company in consultation with the Book Running Lead Manager, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable laws.

In case of multiple Bids, bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which such Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity-related instruments of any company, provided that the limit of 10% shall not be applicable for investments in case of index fund or sector or industry specific scheme. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid-cum-Application Form from the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident forms should authorise their SCSB or confirm or accept the UPI Mandate Request (in case of UPI Bidders bidding through UPI Mechanism) to block their Non-Resident External ("**NRE**") accounts (including UPI ID, if activated), or Foreign Currency Non-Resident ("**FCNR**") accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using resident forms should authorise their SCSB to block their Non-Resident Ordinary ("**NRO**") accounts or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) for the full Bid Amount, at the time of the submission of the Bid-cum-Application Form. NRIs applying in the Issue through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid-cum-Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid-cum-Application Form for residents ([●] colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid-cum-Application Form meant for Non-Residents ([●] colour).

Participation of Eligible NRIs in the Issue shall be subject to the FEMA Non-debt Instrument Rules. Only bids accompanied by payment in Indian rupees or fully convertible foreign exchange will be considered for allotment.

For details of restrictions on investments by NRIs, please see *"**Restrictions on Foreign Ownership of Indian***

Securities" on page 459.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the karta. The Bidder/applicant should specify that the Bid is being made in the name of the HUF in the Bid-cum-Application Form/Application Form as follows: "Name of sole or First Bidder/applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the karta". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals.

Bids by FPIs

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Non-debt Instruments Rules, the total holding by each FPI, of an investor group, shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis and the aggregate limit for FPI investments shall be the sectoral caps applicable to our Company, which is 100% of the total paid-up Equity Share capital of our Company on a fully diluted basis. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates. In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. Bids by FPIs which utilise the multi investment manager structure, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs may not be treated as multiple Bids.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. 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.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid-cum-Application Form, failing which our Company, in consultation with the Book Running Lead Manager reserves the right to reject any Bid without assigning any reason, subject to applicable laws.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivate 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:

(i) such offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and
(ii) 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 Issue are advised to use the Bid-cum-Application Form for non-residents. Bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the operational guidelines for FPIs and designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations (such structure referred to as "**MIM Structure**"), provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.

Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation in the Bid-cum-Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

Further, in the following cases, Bids by FPIs shall not be treated as multiple Bids:

(i) FPIs which utilise the MIM structure, indicating the name of their respective investment managers in such confirmation;
(ii) Offshore derivative instruments 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.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the Applicant FPIs (with same PAN). In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid-cum-Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

Please note that in terms of the General Information Document, the maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under applicable laws. Further, MIM Bids by an FPI Bidder utilizing the MIM Structure shall be aggregated for determining the permissible maximum Bid.

Further, please note that as disclosed in this Draft Red Herring Prospectus read with the General Information Document, Bid-cum-Application Forms are liable to be rejected in the event that the Bid in the Bid-cum-Application Form "exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus."

For example, an FPI must ensure that any Bid by a single FPI and/ or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) (collective, the "**FPI Group**") shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis. Any Bids by FPIs and/ or the FPI Group (including but not limited to (a) FPIs Bidding through the MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative instruments) for 10% or more of our total paid-up post Issue Equity Share capital shall be liable to be rejected.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Bids by SEBI registered VCFs, AIFs and FVCIs

The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended (the "**SEBI AIF Regulations**") prescribe, amongst others, the investment restrictions on AIFs. Post the repeal of the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, venture capital funds which have not re-registered as AIFs under the SEBI AIF Regulations shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 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.

Category I and II AIFs cannot invest more than 25% of their investible funds in one investee company. A category III AIF cannot invest more than 10% of its investible funds in one investee company. A VCF registered as a category I AIF, cannot invest more than one-third of its investible funds, in the aggregate, in certain specified instruments, including 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.

Further, the shareholding of VCFs, category I AIFs or category II AIFs and FVCIs holding equity shares of a company prior to an initial public offering being undertaken by such company, shall be exempt from lock-in requirements, provided that such equity shares shall be locked in for a period of at least six months period from the date of purchase by the venture capital fund or alternative investment fund or foreign venture capital investor.

There is no reservation for Eligible NRI Bidders, AIFs, FPIs and FVCIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid-cum-Application Form. Failing this, our Company, in consultation with the Book Running Lead Manager, reserve the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with 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 Bid-cum-Application Form, failing which our Company, in consultation with the Book Running Lead Manager, reserve 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, 1949, as amended ("**Banking Regulation Act**"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, whichever is lower. Further, the aggregate equity investments in subsidiaries and other entities engaged in financial and non-financial services, including overseas investments, cannot exceed 20% of the bank's paid-up share capital and reserves. However, a banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI, provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or the additional acquisition is through restructuring of debt, or to protect the bank's interest on loans/investments made to a company subject to compliance with applicable requirements.

Bids by SCSBs

SCSBs participating in the Issue are required to comply with the terms of the circulars bearing numbers CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013, respectively, issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by Insurance Companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid-cum-Application Form. Failing this, our Company and the in consultation with the Book Running Lead Manager reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, as amended, are broadly set forth below:

(i) equity shares of a company: the lower of 10%* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer or health insurer;

(ii) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or health insurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

(iii) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or health insurer 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 (i), (ii) and (iii) 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 ₹ 2,50,00,000 Lakhs or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 50,00,000 Lakhs or more but less than ₹ 2,50,00,000 Lakhs.*

Insurance companies participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Systemically Important NBFCs

In case of Bids 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; (iii) a net worth certificate from its statutory auditor; and (iv) such other approval as may be required by the Systemically Important NBFCs, are required to be attached to the Bid-cum-Application Form. Failing this, our Company in consultation with the Book Running Lead Manager, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. Systemically Important NBFCs participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for NBFC-SI shall be prescribed by RBI from time to time.

For more information, please read the General Information Document.

In accordance with existing regulations issued by the RBI, OCBs cannot participate in the Issue.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with minimum corpus of ₹2,500 Lakhs and pension funds with a minimum corpus of ₹2,500 Lakhs, in each case, subject to applicable law and in accordance with their respective constitutional documents a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws as applicable must be lodged along with the Bid-cum-Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company in consultation with the Book Running Lead Manager, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid-cum-Application Form, subject to such terms and conditions that our Company and the, in consultation with the Book Running Lead Manager, may deem fit, without assigning any reasons thereof.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section the key terms for participation by Anchor Investors are provided below.

(i) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the Book Running Lead Manager.

(ii) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹1,000 Lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹1,000 Lakhs.

(iii) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

(iv) Bidding for Anchor Investors will open one Working Day before the Bid/Issue Opening Date, i.e., the Anchor Investor Bidding Date, and will be completed on the same day.

(v) Our Company, in consultation with the Book Running Lead Manager may finalise allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than:

    (a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹1,000 Lakhs;

    (b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹1,000 Lakhs but up to ₹25,000 Lakhs, subject to a minimum Allotment of ₹500 Lakhs per Anchor Investor; and

    (c) in case of allocation above ₹25,000 Lakhs under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹25,000 Lakhs, and an additional 10 Anchor Investors for every additional ₹25,000 Lakhs, subject to minimum Allotment of ₹500 Lakhs per Anchor Investor.

(vi) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/Issue Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the Book Running Lead Manager before the Bid/ Issue Opening Date, through intimation to the Stock Exchanges.

(vii) Anchor Investors cannot withdraw or lower the size of their Bids after submission of the Bid.

(viii) If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price.

(ix) 50% Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining 50% shall be locked-in for a period of 30 days from the date of Allotment.

(x) Neither the Book Running Lead Manager nor any associate of the Book Running Lead Manager (except Mutual Funds sponsored by entities which are associates of the Book Running Lead Manager or insurance companies promoted by entities which are associate of Book Running Lead Manager or AIFs sponsored by the entities which are associate of the Book Running Lead Manager or FPIs, other than individuals, corporate bodies or family offices sponsored by the entities which are associate of the Book Running Lead Manager or pension funds sponsored by entities which are associates of the Book Running Lead Manager) nor any person related to the Promoter or member of our Promoter Group shall apply in the Issue under the Anchor Investor Portion.

(xi) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹2,500 Lakhs, registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, subject to applicable law, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid-cum-Application Form. Failing this, our Company, in consultation with the Book Running Lead Manager, reserve the right to reject any Bid, without assigning any reason therefor.

The above information is given for the benefit of the Bidders. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulation or as specified in this Draft Red Herring Prospectus, the Red Herring Prospectus and Prospectus.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid-cum-Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus or Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

General Instructions

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIBs can revise their Bid(s) during the Bid/ Issue Period and withdraw or lower the size of their Bid(s) until Bid/ Issue Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bid/ Issue Period.

Do's:

1. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press release dated June 25, 2021 and September 17, 2021 and CBDT Circular No.7 of 2022 dated March 30, 2022 read with press release dated March 28, 2023.;
2. Check if you are eligible to apply as per the terms of the Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
3. Ensure that you have Bid within the Price Band; and Ensure that (other than Anchor Investors) you have mentioned correct details of ASBA Account (i.e., bank account or UPI ID, as applicable) and PAN in the Bid-cum-Application Form and if you are a UPI Bidder ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid-cum-Application Form;
4. Retail Individual Investors Bidding using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;
5. Retail Individual Investors Bidding using the UPI Mechanism shall make Bids only through the SCSBs, Mobile Applications and UPI handles whose name appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;
6. Read all the instructions carefully and complete the Bid-cum-Application Form in the prescribed form;
7. Ensure that the details about the PAN, DP ID and Client ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
8. Ensure that your Bid-cum-Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the relevant Bidding Centre (except in case of electronic Bids) within the prescribed time. Retail Individual Bidders using UPI Mechanism, may submit their ASBA Forms with

Syndicate Members, sub-Syndicate Members, Registered Brokers, RTAs or CDPs and should ensure that the ASBA Form contains the stamp of such Designated Intermediary;

9. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
10. In case of joint Bids, ensure that first Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the first Bidder is included in the Bid-cum-Application Form; Also, it is to be ensured that the name(s) given in the Bid-cum-Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid-cum-Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid-cum-Application Forms. PAN of the First Bidder is required to be specified in case of joint Bids;
11. Bidders should ensure that they receive the Acknowledgment slip or the acknowledgement number duly signed and stamped by a Designated Intermediary, as applicable, for submission of the Bid-cum-Application Form;
12. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid-cum-Application Form under the ASBA process to any of the Designated Intermediaries;
13. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
14. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficial owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
15. Ensure that the Demographic Details are updated, true and correct in all respects;
16. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
17. Ensure that the category and the investor status is indicated in the Bid-cum-Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;
18. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents, including a copy of the power of attorney, are submitted;
19. Ensure that Bids submitted by any person resident outside India should be in compliance with applicable foreign and Indian laws;
20. Retail Individual Investors Bidding using the UPI Mechanism, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;
21. Note that in case the DP ID, UPI ID (where applicable), Client ID and the PAN mentioned in their Bid-cum-Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, UPI ID (where applicable), Client ID and PAN available in the Depository database, then such Bids are liable to be rejected;
22. However, Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM Structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs;
23. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid/Issue Closing Date;
24. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, were required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid-cum-Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids are liable to be rejected;
25. Ensure that Anchor Investors submit their Bid-cum-Application Forms only to the Book Running Lead Manager;
26. Ensure that while Bidding through a Designated Intermediary, the Bid-cum-Application Form (other than for Anchor Investors and RIBs bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained

has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI (at www.sebi.gov.in) or such other websites as updated from time to time;

27. Ensure that you have correctly signed the authorization /undertaking box in the Bid-cum-Application Form, or have otherwise provided an authorization to the SCSB or the Sponsor Bank, as applicable via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid-cum-Application Form at the time of submission of the Bid;
28. Retail Individual Investors Bidding using the UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, the Retail Individual Investor shall be deemed to have verified the attachment containing the application details of the Retail Individual Investor Bidding using the UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to issue a request to block the Bid Amount mentioned in the Bid-Cum-Application Form in his/her ASBA Account;
29. Retail Individual Investors Bidding using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the First Bidder (in case of joint account) in the Bid-cum-Application Form; Retail Individual Investors Bidding using the UPI Mechanism, who have revised their Bids subsequent to making the initial Bid, should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount in his/her account and subsequent debit of funds in case of allotment in a timely manner and;
30. Bids by Eligible NRIs and HUFs for a Bid Amount of less than ₹2,00,000 would be considered under the Retail Portion, and Bids for a Bid Amount exceeding ₹ 2,00,000 would be considered under the Non-Institutional Portion, for the purposes of allocation in the Issue.
31. Ensure that the Anchor Investors submit their Bid-cum-Application Forms only to the Book Running Lead Manager;
32. The ASBA Bidders shall ensure that bids above ₹5,00,000 are uploaded only to the SCSBs.

The Bid-cum-Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size; Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;
2. Do not Bid on another Bid-cum-Application Form after you have submitted a Bid to a Designated Intermediary; Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
3. Do not send Bid-cum-Application Forms by post, instead submit the same to the Designated Intermediary only;
4. Anchor Investors should not Bid through the ASBA process;
5. Do not submit the ASBA Forms to any non-SCSB bank or to our Company or at a location other than the Bidding Centres; Do not submit the ASBA Forms to any Designated Intermediary that is not authorized to collect the relevant ASBA Forms; Do not Bid on a physical Bid-cum-Application Form that does not have the stamp of the relevant Designated Intermediary;
6. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Investors);
7. Do not fill up the Bid-cum-Application Form such that the Equity Shares Bid for exceeds the Issue/Issue size and/ or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
8. Do not submit your Bid after 3.00 pm on the Bid/Issue Closing Date;
9. If you are a QIB, do not submit your Bid after 3.00 p.m. on the QIB Bid/Issue Closing Date;
10. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process; If you are a RIB and are using UPI mechanism, do not submit more than one Bid-cum-Application Form for each UPI ID
11. Do not submit the General Index Register (GIR) number instead of the PAN;
12. Do not Bid for a Bid Amount exceeding ₹2,00,000 (for Bids by Retail Individual Investors)
13. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID (where applicable) or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
14. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for

blocking in the relevant ASBA Account or in the case of Retail Individual Investors Bidding using the UPI Mechanism, in the UPI-linked bank account where funds for making the Bid are available;

15. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Investor. Retail Individual Investors revise or withdraw their Bids until the Bid/Issue Closing Date;
16. Do not submit Bids on plain paper or on incomplete or illegible Bid-cum-Application Forms or on Bid-cum-Application Forms in a colour prescribed for another category of Bidder;
17. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by Retail Individual Investors using the UPI Mechanism;
18. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
19. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
20. Do not submit more than one Bid-cum-Application Form per ASBA Account. If you are a Retail Individual Investor Bidding using the UPI Mechanism, do not submit Bids through an SCSB and/or Mobile Applications and/or UPI handle that is not listed on the website of SEBI;
21. Do not submit a Bid using UPI ID, if you are not a Retail Individual Investor;
22. Do not Bid for Equity Shares more than specified by respective Stock Exchanges for each category;
23. RIIs Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or a banks which is not mentioned in the list provided in the SEBI website is liable to be rejected;
24. Do not submit a Bid-cum-Application Form with third party UPI ID or using a third party bank account (in case of Bids submitted by Retail Individual Investors using the UPI Mechanism); and
25. Do not Bid if you are an OCB;
26. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account; In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹5,00,000.

The Bid-cum-Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-Issue or post-Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to our Company Secretary and Compliance Officer. For further details of Company Secretary and Compliance Officer, please see "***General Information- Company Secretary and Compliance Officer***" on page 86.

For helpline details of the Book Running Lead Manager pursuant to the SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, please see "***General Information –Book Running Lead Manager***" on page 86.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated in accordance with applicable law. Further, Investors shall be entitled to compensation in the manners specified in the SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended by SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

For details of grounds for technical rejections of a Bid-cum-Application Form, please see the General Information Document.

Names of entities responsible for finalizing the basis of allotment in a fair and proper manner

The authorized employees of the Designated Stock Exchange, along with the Book Running Lead Manager and the Registrar, shall ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any Allotment in excess of the Equity Shares through the Issue Document except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than one per cent of the Issue may be made for the purpose of making Allotment in minimum lots.

The Allotment of Equity Shares to applicants other than to the RIBs, NIIs and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities Allotted shall be rounded off to the nearest integer, subject to minimum Allotment being equal to the minimum application size as determined and disclosed.

The Allotment of Equity Shares to RIB shall not be less than the minimum bid lot, subject to the availability of shares in RIB Portion, and the remaining available Equity Shares shall be Allotted on a proportionate basis.

The Allotment to each NII shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in Schedule XIII to the SEBI ICDR Regulations.

Brief details of Allotment Procedure and Basis of Allotment

Flow of Events from the closure of Bidding period (T DAY) Till Allotment:

- On T Day, Registrar shall validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details.
- The Registrar shall identify 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 SCSBs to identify the applications with third party account for rejection.
- Third party confirmation of applications shall be completed by SCSBs on T+1 day.
- The Registrar shall prepares the list of final rejections and circulate the rejections list with BRLM and Company for their review and comments, if any.
- Post rejection, the Registrar shall submit the basis of allotment with the Designated Stock Exchange.
- The Designated Stock Exchange, post verification shall approve the basis and generates drawl of lots wherever applicable, through a random number generation software.
- The Registrar shall the drawl numbers in their system and generates the final list of allotees as per process mentioned below :

Process for generating list of allotees: -

- Instruction should be given by Registrar in their Software System, to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321, then the system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system would create lots of 7. If the drawal of lots provided by 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 application s will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.
- On the basis of the above, the RTA will work out the allotees , partial allotees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

Payment into Escrow Account for Anchor Investors

Our Company in consultation with the Book Running Lead Manager, in their absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid in the Issue through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS, NACH or NEFT) to the Escrow Accounts. The payment instruments for payment into the Escrow Accounts should be drawn in favour of:

(1) In case of resident Anchor Investors: "[●]"
(2) In case of non-resident Anchor Investors: "[●]"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Bank and the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections of Bid amounts from Anchor Investors.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company will, after registering this Draft Red Herring Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in all edition of [●] (a widely circulated English national daily newspaper), all edition of [●] (a widely circulated Hindi national daily newspaper), and all edition of [●] (a widely circulated Marathi Regional Daily newspaper) (Marathi being the regional language of Maharashtra where our Registered Office is located). Our Company shall, in the pre-Issue advertisement state the Bid/Issue Opening Date, the Bid/Issue Closing Date and the QIB Bid/Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of under the SEBI ICDR Regulations.

The information set out above is given for the benefit of the Bidders/applicants. Our Company, the Book Running Lead Manager and the members of the Syndicate is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares for do not exceed the prescribed limits under applicable laws or regulations.

Allotment Advertisement

Our Company, the Book Running Lead Manager and the Registrar to the Issue shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in: (i) all editions of [●], a widely circulated English national daily newspaper; (ii) all editions of [●], a widely circulated Hindi national daily newspaper; and (iii) all editions of [●], a widely circulated Marathi national daily newspaper, Marathi also being the regional language of Maharashtra, where our Registered Office is located).

Signing of Underwriting Agreement and filing with the Registrar of Companies

Our Company intends to enter into an Underwriting Agreement after the finalization of the Issue Price. After signing the Underwriting Agreement, our Company will file the Prospectus with the RoC, in accordance with applicable law. The Prospectus will contain details of the Issue Price, Anchor Investor Issue Price, Issue size and underwriting arrangements and will be complete in all material respects.

Depository Arrangements

The Allotment of the Equity Shares in the Issue shall be only in a dematerialized form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, tripartite agreements had been signed among our Company, the respective Depositories and the Registrar to the Issue:

1. Tripartite Agreement dated June 23, 2023 among NSDL, our Company and the Registrar to the Issue.
2. Tripartite Agreement dated June 23, 2023 among CDSL, our Company and Registrar to the Issue.

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

"*Any person who—*

A. makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

B. makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

C. otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹10.00 Lakhs or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months period extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹10.00 Lakhs or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹50.00 Lakhs or with both.

Undertakings by our Company

Our Company undertakes the following:

(i) the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily; and if the 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 laws, failing which interest will be due to be paid to the Bidders at the rate prescribed under the applicable laws for the delayed period;

(ii) that all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within three Working Days of the Bid/Issue Closing Date or such other time as may be prescribed under the applicable laws;

(iii) the funds required for making refunds/ unblocking (to the extent applicable) to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;

(iv) where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within the time prescribed under applicable laws, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

(v) that if our Company does not proceed with the Issue after the Bid/Issue Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly

(vi) that if our Company, in consultation with the Book Running Lead Manager, withdraw the Issue after the Bid/Issue Closing Date, our Company shall be required to file a fresh draft Issue document with the SEBI, in the event our Company subsequently decides to proceed with the Issue thereafter

(vii) Promoter’s contribution, if any, shall be brought in advance before the Bid / Issue Opening Date

(viii) that adequate arrangements shall be made to collect all Bid-cum-Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors; and

(ix) except for any allotment pursuant to the Pre-IPO Placement, no further issue of the Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are refunded/unblocked in the relevant ASBA Accounts on account of non-listing, undersubscription etc.

Utilization of Issue Proceeds

Our Company, specifically confirm and declare:

1. That all monies received from the Issue shall be credited / transferred to separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act;
2. Details of all monies utilized out of the proceeds from the Issue shall be disclosed, and continue to be disclosed till all the time any part of the proceeds from the Issue remains unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized, or the form in which such unutilized monies have been invested; and
   Details of all unutilized monies out of the Issue, if any shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA.

While the Industrial Policy, 1991 has prescribed the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government of India has from time to time made policy pronouncements on foreign direct investment ("**FDI**") through press notes and press releases.

The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, GoI, earlier known as Department of Industrial Policy and Promotion ("**DPIIT**") has issued the Consolidated FDI Policy Circular of 2020 ("**FDI Policy**") by way of circular bearing number DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020, with effect from October 15, 2020, which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by DPIIT that were in force and effect as on October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular. Foreign investment of upto 100% is currently permitted under the automatic route for our Company.

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 as per the FDI Policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits provided under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("**Restricted Investors**"), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules.

Further, in the event of transfer of ownership of any existing or future FDI in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India, has also made a similar amendment to the FEMA Rules. Each Applicant should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Applicant shall intimate our Company and the Registrar to the Issue in writing about such approval along with a copy thereof within the Issue Period.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

The Equity Shares offered in the Issue 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 may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold outside of the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus.

Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Apply for the Issue do not exceed the applicable limits under applicable laws or regulations.

For further details, see "***Issue Procedure***" on page 439.

SECTION VIII – DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION

Pursuant to the Companies Act and the SEBI ICDR Regulations, the Description of Equity Shares and Terms of the Articles of Association are detailed below. Capitalized terms used in this section have the meaning given to them in the Articles of Association. Each provision below is numbered as per the corresponding article number in the Articles of Association and defined terms herein have the meaning given to them in the Articles of Association.

The following regulations comprised in these Articles of Association were adopted pursuant to members' resolution passed at the Extraordinary General Meeting held on, June 10, 2023 *in substitution for and to the entire exclusion of, the regulations contained in the existing Articles of Association of the Company.*

MAIN ARTICLES OF ARTICLES OF ASSOCIATION

Share Capital and Variation Rights

Article 4 states that the authorized Share Capital of the Company shall be as stated under Clause V of the Memorandum of Association of the Company from time to time.

The Share Capital of the Company may be classified into: (a) Equity Shares with voting rights (b) Equity shares with differential rights as to dividend, voting or otherwise in accordance with the applicable provisions of the Act, Rules, and Law, from time to time; and (b) preference shares, convertible or non-convertible into Equity Shares, as permitted and in accordance with the applicable provisions of the Act and Law, from time to time.

Subject to Article 4(b), all Equity Shares shall be of the same class and shall be alike all respects and the holders thereof shall be entitled to identical rights and privileges including without limitation to identical rights and privileges with respect to dividends, voting rights, and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company.

Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company as payment or part payment for any property (including goodwill of any business) or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered, to the Company in the conduct of its business, and any shares which may be so allotted may be issued as fully paid up or partly paid up otherwise than for cash, and if so issued, shall be deemed to be fully or partly paid-up shares, as the case may be. However, the aforesaid shall be subject to the approval of members under the relevant provisions of the Act and rules thereunder.

Nothing herein contained shall prevent the Directors from issuing fully paid up shares either on payment of the entire nominal value thereof in cash or in satisfaction of any outstanding debt or obligation of the Company.

Except so far as otherwise provided by the conditions of issue or by these presents, any Capital raised by the creation of new Equity Shares, shall be considered as part of the existing Capital and shall be subject to the provisions herein contained with to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise,

Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any Equity 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 entered on the Register of Members shall for the purposes of these Articles be a Shareholder,

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 immediately on the insertion of the name of the allottee, in the Register of Members as the name of the holder of such Equity Shares, become debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly,

The Company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

Subject to the provisions of these Articles, the Company shall have the power, subject to and in accordance with the provisions of Section 54 of the Act and other relevant regulations in this regard from time to time, to issue sweat equity shares to its employees and/or Directors on such terms and conditions and in such manner as may be prescribed by Law from time to time,

PREFERENCE SHARES

Article 3 states that Subject to the provisions of Section 55 and other applicable provisions of the Act and applicable Law, the Company shall have power to issue any Preference Shares, which are liable to be redeemed /convertible into securities on such terms and in such manner as the Company may determine before issue of such preference shares.

POWER TO ISSUE SECURITIES

Article 4 states the Company shall, subject to the applicable provisions of the Act and Rules and Regulation, have the power to issue debentures, preference shares, foreign currency convertible bonds, floating rate notes, options (including options to be approved by the Board (whether or not issued) pursuant to employee stock option plan) or warrants or other securities or rights which are by their terms convertible or exchangeable into equity shares.

ADRS/GDRS

Article 5 states that the Company shall, subject to the applicable provisions of the Act, compliance with all Law and the consent of the Board, have the power to issue ADRs or GDRs on such terms and in such manner as the Board deems fit including their conversion and repayment, Such terms may include at the discretion of the Board, limitations on voting by holders of ADRs or GDRs, including without limitation, exercise of voting rights in accordance with the directions of the Board.

ALTERATION OF SHARE CAPITAL

Article 6 states that the Company shall have power to alter its share capital in the manner permitted under the provisions of Section 61 of the Act and rules made thereunder, from time to time

REDUCTION OF SHARE CAPITAL

Article 7 states that the Company may, subject to Section 66 and other applicable provisions of the Act, from time to time, reduce its Capital, any capital redemption reserve account and the securities premium account in any manner for the time being authorized by Law. This Article is not to derogate any power the Company would have under Law, if it were omitted.

POWER OF COMPANY TO PURCHASE ITS OWN SECURITIES

Article 8 states that Pursuant to a resolution of the Board or the shareholders as the case may, the Company may purchase its own Equity Shares or other Securities, by way of a buy-back arrangement, in accordance with Sections 68, 69 and 70 of the Act, the rules and regulations formulated by any statutory/regulatory authority as may be applicable from time to time.

VARIATION OF CLASS OF SHAREHOLDERS' RIGHTS

Article 9 states that when Capital is divided into different share classes, changes to rights and privileges can be made by agreement with class representatives, subject to applicable laws and a Special Resolution at a class meeting. If changes affect other classes, the consent of three-fourths of those classes must be obtained.

REGISTERS TO BE MAINTAINED BY THE COMPANY

Article 10 states that the Company will maintain the following registers as required by Companies Act and the Depositories Act, 1996:

(i) A Register of Members, detailing each class of Equity and Preference Shares held by shareholders in or outside India.
(ii) A Register of Debenture Holders.
(iii) A Register of other security holders.

Registers and indices maintained by a depository under the Depositories Act, 1996, will be considered as fulfilling these requirements. The Company may also maintain a "foreign register" outside India for shareholders, debenture holders, or other security holders residing abroad.

SHARES AND SHARE CERTIFICATES

Article 11 states that the Company will handle the issuance, re-issuance, and provision of duplicate share certificates in accordance with the Act and the Companies (Share Capital and Debentures) Rules, 2014. Duplicate certificates can be issued for lost, destroyed, defaced, mutilated, or torn certificates upon their surrender or satisfactory proof of loss, with an indemnity if required. The Company may also dematerialize or rematerialize securities and will issue them in dematerialized form for specific transactions such as duplicate issuance, claims from unclaimed accounts, renewals, and subdivisions. Investors have the option to receive physical certificates or hold their securities with a Depository, with the ability to opt out of the Depository system and obtain physical certificates as needed.

Certificates signed by Directors or the Company Secretary will serve as proof of ownership, while records from the depository will confirm ownership for dematerialized securities. New certificates will be issued for worn-out, defaced, or lost certificates, subject to prescribed fees. The Board will ensure compliance with all relevant legal and regulatory requirements, including those from Stock Exchanges and applicable Acts. For shares held jointly, only one certificate will be issued, and delivery to any joint holder is sufficient for all. These provisions extend to debentures and other securities, with blank certificate forms printed and managed under Board resolution.

SHARES AT THE DISPOSAL OF THE BOARD

Article 12 states that the Board of Directors has control over the Company's shares, including those from any increase in capital, and may issue, allot, or dispose of them on terms and conditions they deem appropriate, either at a premium or at par, and at times they choose. The Board can conduct further issues of shares through methods such as rights issues, preferential offers, or private placements, in compliance with the Act and other legal requirements. However, issuing shares with options or rights requires approval at a General Meeting.

Shareholders, and their heirs or representatives, are required to pay any unpaid portion of their shares as directed by the Board. The Company will adhere to relevant provisions regarding the issuance, re-issuance, subdivision, consolidation, renewal, and maintenance of share certificates. All securities certificates will be delivered as per the relevant provisions.

UNDERWRITING AND BROKERAGE

Article 13 states that subject to the applicable provisions of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe or procuring or agreeing to procure subscription, (whether absolutely or conditionally), for any shares or Debentures in the Company in accordance with the provisions of the Act, Companies (Prospectus and Allotment of Securities) Rules, 2014 and regulations prescribed by SEBI for this purpose as amended from time to time.

The Company may also, on any issue of shares or Debentures, pay such brokerage as may be lawful.

CALLS ON SHARES

Article 14 states that –

a) subject to the provisions of Section 49 of the Act, 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 circular resolution), make such call as it thinks fit upon the

Shareholders in respect of all money unpaid on the shares held by them respectively and each Shareholder shall pay the amount of every call so made on him to the Person or Persons and at the times and places appointed by the Board. A call may be made payable by installments. A call may be postponed or revoked at the discretion of the Board. Provided that the Board shall not give the option or right to call on shares to any person except with the sanction of the Company in a General Meeting.

b) Such days' notice in writing as permitted under the Act, at the least shall be given by the Company of every call (otherwise than on allotment) specifying time and place of payment and if payable to any Person other than the Company, the name of the person to whom the call shall be paid, provided that before the time for payment of such call, the Board may by notice in writing to the Shareholders revoke the same.

c) The Board may, when making a call by resolution, determine the date on which such call shall be deemed to have been made, not being earlier than the date of resolution making such call and thereupon the call shall be deemed to have been made on the date so determined and if no date is determined, the call shall be deemed to have been made at the time when the resolution of the Board authorizing such call was passed and may be made payable by the Shareholders whose names appear on the Register of Members on such date or at the discretion of the Board on such subsequent date as shall be fixed by the Board,

d) The joint holder of a share shall be jointly and severally liable to pay all instalments and calls due in respect thereof,

e) 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 Shareholders who, on account of residence at a distance or other cause the Board may deem fairly entitled to such extension; but no Shareholder shall be entitled to such extension save as matter of grace and favour.

f) If any Shareholder or allottee fails to pay the whole or any part of any call or installment, 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 but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Shareholder.

g) Any sum, which by the terms of issue of a share or otherwise, becomes payable on allotment or at any fixed date or by installments at a fixed time whether on account of the nominal value of the share or by way of premium, shall for the purposes of these Articles be deemed to be a call duly made and payable 011 the date on which by the terms of issue or otherwise the same became payable, and in case of non payment., all the relevant provisions of these Articles as to payment of call, interest, expenses, forfeiture or otherwise shall apply as if such sum became payable by virtue of a call duly made and notified.

h) On the trial or hearing of any action or suit brought by the Company against any Shareholder or his legal representatives for the recovery of any money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the Shareholder in respect of whose shares the money is sought to be recovered appears entered on the Register of Members as the holder, or one of the holders at or subsequent to the date at which the money sought to be recovered is alleged to have become due on the shares; that the resolution making the call is duly recorded in the minute book, and that the notice of such call was duly given to the Shareholder or his representatives so sued in pursuance of these Articles; and 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, nor that the meeting 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 and the same shall be recovered by the Company against the Shareholder or his representative from whom it is ought be recovered, unless it shall be proved, on behalf of such Shareholder or his representatives against the Company that the name of such shareholder or his representative was improperly inserted in the Register of Members or that the money sought to be recovered has actually been paid.

i) The Company may enforce a forfeiture of shares as provided hereinafter notwithstanding the following: (i) a judgment or decree in favour of the Company for calls or other money due in respect of any share;

(ii) part payment or satisfaction of any calls or money due in respect of such judgment or decree; (iii) the receipt by the Company of a portion of any money which shall be due from any Shareholder to the Company in respect of his Shares; and (iv) any indulgence granted by the Company in respect of the payment of any such money.

j) The Board may, if it thinks fit (subject to the provisions of Section 50 of the Act) agree to, and receive from any Member willing to advance the same, the whole or any part of the amounts due upon the shares held by him beyond the sums actually called up, and upon the amount so paid or satisfied in advance, or so much thereof as 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 in respect of which such advance has been made, the Board may pay interest at such rate, as the Member paying such sum in advance and the Board agree upon, provided that the money paid in advance of calls on any share may carry interest but shall not confer a right to participate in profits dividend. The Board may at any time repay the amount so advanced.

k) No Member shall be entitled to voting rights in respect of the money(ies) so paid by him until the same would but for such payment, become presently payable.

l) The provisions of these Articles shall mutatis mutandis apply to the calls on Debentures of the Company.

LIEN
Company's lien on shares

Article 15 states that –

a) The Company shall have a first and paramount lien:
   (i) On every share (not being a fully paid share), for all money (whether presently payable or not) called, or payable at a fixed time, in respect of that share;
   (ii) On all shares (not being fully paid shares) standing registered in the name of a single person (whether solely or jointly with others), for all money presently payable by him or his estate to the Company; and
   (iii) on 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:

   Provided that the Board may, at any time, declare any shares wholly or in part to be exempt from the provisions of this Article.

b) No equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect, and the Company's lien, if any, on the shares, shall extend to all Dividends payable and bonuses declared from time to time in respect of such shares.

   The Company may sell in such manner, as the Board thinks fit, any shares on which the Company has a lien. Provided that no sale shall be made:
   (i) unless a sum in respect of which the lien exists is presently payable; or
   (ii) until the expiration of 14 days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

c) To give effect to any such sale, the Board may cause to be issued a duplicate certificate in respect of such shares and authorize some person to transfer the shares sold to the purchaser thereof, the purchaser shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

d) The net proceeds of any such sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. The residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the Person entitled to the shares at the date of the sale.

e) The fully paid up shares shall be free from all lien and that in case of partly paid shares, the Company's lien shall be restricted to money called or payable at a fixed price in respect of such shares.

f) The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case maybe) constitute a good title to the share and the purchaser shall be registered as the holder of the share.

g) In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by law) be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise, the Company's lien shall prevail notwithstanding that it has received notice of any such claim.

h) The provisions of this Article shall mutatis mutandis apply to any other securities, including the Debentures of the Company.

FORFEITURE OF SHARES

Article 16 states that –

a) If any Shareholder fails to pay any call or installment or any part thereof - or any money 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 or any such extension thereof as aforesaid, the Board may, at any time thereafter, during such time as the call or instalment or any part thereof or other money remain unpaid or judgment or decree in respect thereof remain unsatisfied, give notice to or his legal representatives requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

b) The notice shall name a day, (not being less than 14 (fourteen) days from the date of the notice), and a place or places on or before which such call or installment or such part or other money as aforesaid and interest thereon, (at such rate as the Board shall determine and payable from the date 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 no payment at or before the time and at the place appointed, the shares in respect of which the call was made or installment is payable, will be liable to be forfeited.

c) If the requirements of any such notice as aforesaid are not be complied with, any share in respect of which such notice has been given, may at any time, thereafter before payment of all calls, installments, other money due in respect thereof, and expenses as required by the notice has been made, be forfeited by a resolution of the Board to that effect, Such forfeiture shall include all Dividends declared or any other money payable in respect of the forfeited share and not actually paid before the forfeiture subject to the applicable provisions of the Act. There shall be no forfeiture of unclaimed or unpaid Dividends before the claim becomes barred by Law. All other under the Act will be complied with in relation to the unpaid or unclaimed dividend.

d) When any share shall have been so forfeited, notice of the forfeiture shall be given to the Shareholder on whose name it stood immediately prior to the forfeiture or if any of his legal representatives or to any of the Persons entitled to the shares by transmission, and an entry of the forfeiture with the date thereof, shall forthwith be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.

e) Any share so forfeited shall be deemed to be the property of the Company and may be sold; reallotted, 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 shall think fit.

f) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares, The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

g) The forfeiture of a share shall involve extinction at the time of the forfeiture of all interest in all claims and demands against the company, in respect of the share and all other rights incidental to the share, except only such of these rights as by these Articles are expressly saved.

h) A duly verified declaration in writing that the declaration is a Director or Secretary of the Company and that a share in the Company has been duly forfeited in accordance with these Articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all Persons claiming to be entitled to the shares.

i) 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 purchaser 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.

j) The Board may, at any time, before any share so forfeited shall have been sold, rev allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.

TRANSFER AND TRANSMISSION OF SHARES

Article 17 states that –

a) In case of transfer, transmission, transposition of shares of the Company, the relevant provisions of the SEBI Listing Regulations, the Depositories Act, 1996 and the SEBI Circulars issued in this regard shall apply.

b) The instrument of transfer of any share or debenture of the Company shall be executed by and on behalf of both, the transferor and transferee, 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.

c) 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 f the transferor and by or 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.

d) Subject to the provisions of Section 58 the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Board may, decline to register any transfer of Shares on which the Company has a lien, The registration 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.

e) If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within (1) 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.

f) No fee shall be charged by the Company / is payable to the Company, for registration of transfer, transmission of shares, or for registration of any power of attorney, probate, letters of administration or similar other documents.

g) The Board shall have power, on giving not less than seven (7) days pervious notice in accordance with section 91 and rules made thereunder to close the Register of Members and/or the Register of debenture holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty (30) days at a time, and not exceeding in the aggregate forty-five (45) days at a time, and not exceeding in the aggregate forty-five (45) days in each year as it may seem expedient to the Board.

h) 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.

i) An application for registration of transfer of the Shares in the Company shall be made by the transferor or transferee, within the timelines prescribed under the Act. Where an application relates to partly-paid Shares, the transfer will not be registered unless the Company gives notice of the application to the transferee and transferee communicates a no objection to the transfer within two (2) weeks from the receipt of the notice.

j) The Company shall maintain a "Register of Transfers" and shall have recorded therein fairly and distinctly particulars of every transfer or transmission of any Share, Debenture or other Security held in a material form.

k) Subject to the provisions of these Articles, any transfer of shares in whatever lot should not be refused, though there would be no objection to the Company refusing to split a share certificate into several scripts of any small denominations or, to consider a proposal for transfer of shares comprised in a share certificate to several Shareholders, involving such splitting, if on the face of it such splitting/transfer appears to be unreasonable or without a genuine need, The Company should not, therefore, refuse transfer of shares in violation of the stock exchange listing requirements on the ground that the number of shares to be transferred is less than any specified number.

l) In case of the death of any one or more Shareholders named in the Register of Members as the joint-holders of any shares, the survivors shall be the only Shareholder or Shareholders recognized by the Company as having any title to or interest in such shares, but nothing therein contained shall be taken to release the estate of a deceased jointly holder from any liability on shares held by him jointly with any other person.

m) Before recognizing any executor or administrator or legal representative or holder of the succession certificate of the deceased shareholder, the Board may require such executor, administrator, legal representative or deceased shareholder to obtain probate or letters of administration or succession certificate, as the case may be, from duly constituted court in India, However, the Board may in its absolute discretion, dispense with the production of probate or letters of administration or succession certificate, upon such terms as to indemnity or otherwise, as the Board may in its absolute discretion deem fit.

n) The Executors or Administrators or holder of the succession certificate or the legal representatives of a deceased Shareholder, (not being one of two or more joint holders), shall be the only Shareholders recognized by the Company as having any title to the shares registered in the name of such Shareholder. However, the provisions of this Article are subject to section 72 of the Act.

o) The Board shall not knowingly issue or register a transfer of any share to a minor or insolvent or Person of unsound mind, except fully paid shares through a legal guardian.

p) Subject to the provisions of Articles, any Person becoming entitled to shares in consequence of the death, lunacy, bankruptcy of any member or members, or by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board, (which it 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 his title, as the Board thinks sufficient, either be registered himself as the holder of the shares or elect to have some Person nominated by him and approved by the Board, registered as such holder; provided nevertheless, that if such Person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained and the Act and until he does so, he shall not be freed from any liability in respect of the shares, This clause is referred to as the *'Transmission Clause'*.

q) Subject to the provisions of the Act and these Articles, any Person becoming entitled to any share by reason of the death, lunacy, bankruptcy, insolvency of a member(s) or by lawful means other than by a transfer, shall be entitled to the same Dividends and other advantages to which he would be entitled if he were the registered holder of the shares, except that he shall not, before being registered as a member in respect of the shares, be entitled to exercise any right conferred by membership in relation to meetings of the Company,

Provided that the Directors shall, at any time, give notice requiring any such Person to elect either to be registered himself or to transfer the shares, and if such notice is not complied with within 90 (Ninety) days, the Directors thereafter withhold payment of all Dividends, bonuses or other monies payable in respect of the shares until the requirements of the notice have been complied with.

r) Every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by such evidence as the Board may require to prove the title of the transferor, his right to transfer the shares. Every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board.

s) Where any instrument. of transfer of shares has been received by the Company for registration and the transfer of such shares has not been registered by the Company for any reason whatsoever, the Company shall transfer the Dividends in relation to such shares to a special account unless the Company is authorized by the registered holder of such shares, in writing, to pay such Dividends to the transferee and will keep in abeyance any offer of right shares and/or bonus shares in relation to such shares.

In case of transfer and transmission of shares or other marketable securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic and fungible form in a Depository, the provisions of the Depositories Act shall apply.

t) 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 of Members), to the prejudice of a Person or Persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had any 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 required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some 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 Board shall so think fit.

u) The Company shall not register the transfer of its securities in the name of the transferee(s) when the transferor(s) objects to the transfer.

Provided that the transferor serves on the Company, within sixty (60) working days of raising the objection, a prohibitory order of ä Court of competent jurisdiction.

v) The Board may delegate the power of transfer of securities to committee or to compliance officer or to the registrar to an issue and/or share transfer agent(s).

Provided that the delegated authority shall report on transfer of securities to the Board in each meeting.

w) There shall be a common form of transfer in accordance with the Act and Rules. In 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 SH-4 hereof as circumstances prescribe.

The provision of these Articles shall be subject to the applicable provisions of the Act, the Rules and any requirements of Law. Such provisions shall mutatis mutandis apply to the transfer or transmission by operation of Law to other Securities of the Company.

Provided that any physical transfer shall be allowed by the Company, unless the same is permitted under the Act or rules made thereunder.

DEMATERIALIZATION OF SECURITIES

Article 18 states that –

Dematerialization

Notwithstanding anything contained in these Articles but subject to the provisions of Law, the Company shall be entitled to dematerialize its existing Securities, rematerialize its Securities held in the dematerialized form and/or to offer its fresh Securities in a dematerialized form pursuant to the Depositories Act, and the rules framed thereunder, if any. However, the Company shall issue Securities in dematerialized form only, in the following cases /while processing the following requests:

(i) Issue of duplicate share certificates;
(ii) Claim from unclaimed suspense account;
(iii) Renewal / exchange of Securities certificate;
(iv) Endorsement;
(v) Subdivision/ splitting of Securities certificate;
(vi) Consolidation of Securities certificates / folios;
(vii) Transmission;
(viii) Transposition.

Subject to compliance of Article 20 (a) stated above, every person subscribing to Securities offered by the Company shall have the option to receive Security certificates or to hold the Securities with a Depository. Such person who is the beneficial owner of the Securities can at any time opt out of a depository, if permitted by the law, in respect of any Security in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to a beneficial owner the required certificates of Securities.

If a person opts to hold his Security with a Depository, the Company shall intimate such Depository the details of allotment of the Security, and on receipt of the information, the Depository shall enter in its records the name of the allottee as the beneficial owner of the Security.

Securities in Depositories to be in fungible form:

All Securities held by a Depository shall be dematerialized and be held in fungible from. Nothing contained in Sections 89 and 187 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners.

Rights of Depositories & Beneficial Owners:

Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the Registered Owner for the purposes of effecting transfer of ownership of Securities on behalf of the Beneficial Owner.

Save as otherwise provided in Article 20(c)(i) above, the Depository as the Registered Owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.

Every person holding Securities of the Company and whose and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a Member of the Company. The Beneficial Owner of Securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his Securities which are held by a Depositor, in accordance with the provisions of the Act and these Articles.

Except as ordered by a court of competent jurisdiction or as may be required by Law and subject to the applicable provisions of the Act, the Company shall be entitled to treat the person whose name appears as the Beneficial Owner of any Share in the records of the Depository, as the absolute owner thereof as regards receipt of dividends or bonus on shares, interest/ premium on debentures and other securities and repayment thereof or for service of notices and all / any other matters connected with the Company.

Every person holding shares of the Company and name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a Shareholder of the Company.

The Beneficial Owner of Securities, shall, in accordance with the provisions of these Articles and the Act, be entitled to all the rights and be subject to all liabilities in respect of his Securities, which are held by the Depository.

Where a Share is held in depository form, the record of the depository is the prima facie evidence of the interest of the Beneficial Owner.

Transfer of Securities:

Nothing in Section 56 of the Act or these Articles shall apply to a transfer of Securities effected by transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository.

In the case of transfer or transmission of shares or other marketable Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic or fungible form in a Depository, the provisions of the Depositories Act shall apply.

Allotment of Securities dealt within a Depository:

Notwithstanding anything contained in the Act or these Articles, where Securities are dealt with by a Depository, the Company shall intimate the details of allotment of relevant Securities thereof to the Depository immediately on allotment of such Securities.

Certificate Number and other Details of Securities in Depository:

All the provisions in the Act or these Articles regarding the necessity to have certificate number/distinctive numbers for Securities issued by the Company shall not apply to Securities held with a Depository.

Service of Documents

Notwithstanding anything contained in the Act, or these Articles to the contrary, where securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode.

Provisions of Articles to apply to Shares held in Depository:

Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act.

NOMINATION BY SECURITY HOLDERS

Article 19 states that a holder of a security may appoint a nominee for his securities subject to the provisions of

Section 72 of the Act and subject to the provisions of the Rules as may be prescribed in this regard.

NOMINATION IN CERTAIN OTHER CASES

Article 20 states that subject to the applicable provisions of the Act and these Articles, any person becoming entitled to Securities in consequence of the death, lunacy, bankruptcy or insolvency of any holder of' Securities, or by any lawful means other than by a transfer in accordance with these Articles, may, with the consent of the Board (which it 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 of such title as the Board thinks sufficient, either be registered himself as the holder of the Securities or elect to have some person nominated by him and approved by the Board registered as such holder; provided nevertheless that, if such Person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the Securities.

TRANSMISSION OF SECURITIES BY NOMINEE

Article 21 states that a nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect., either-

(a) to be registered himself as holder of the Security, as the case may be;
(b) or to make such transfer of the Security, as the case may be, as the deceased Security holder, could have made;
(c) 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 maybe;
(d) 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 monies payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.

BORROWING POWERS

Article 22 states that –

a) Subject to the provisions of Section 73, 179 and 180, and other applicable provisions of the Act and these Articles, the Board may, from time to time, at its discretion by resolution passed at the meeting of a Board:
   (i) accept or renew deposits from Shareholders;
   (ii) borrow money by way of issuance of Debentures;
   (iii) borrow money otherwise than on Debentures; and
   (iv) accept deposits from the Shareholders either in advance of calls or otherwise; and
   (v) generally, raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company.

   Provided however that, where the money to be borrowed together with the money already borrowed by the Company exceeds the aggregate of its paid-up share capital, free reserves and securities premium account (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), the Board shall not borrow such money without the consent of the Company by way of a Special Resolution in a General Meeting.

b) Subject to the provisions of these Articles, the payment or repayment of money(ies) borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the resolution of the Board shall prescribe including by the issue of' bonds, perpetual or redeemable

Debentures or debenture—stock, or any mortgage, charge, hypothecation, pledge, lien or other security on the undertaking of the whole or any part of the property of' the Company, both present and future, Provided however that the Board shall not, except with the consent of the Company by way of a Special Resolution in General Meeting mortgage, charge or otherwise encumber, the Company's uncalled Capital for the time being or any part thereof and the Debentures and other Securities may be assignable free from any equities between the Company and the Person to whom the same may be issued.

c) Any bonds, Debentures, debenture-stock or other 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 may consider to be for the benefit of the Company, but subject to the provisions of the Act and other applicable laws in this regard.

d) Subject to the applicable provisions of the Act and these Articles, if any uncalled Capital of the Company is included in or charged by any mortgage or other security, the Board shall 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.

e) 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 toss in respect of such liability.

f) The Board shall cause a proper Register to be kept in accordance with the provisions of Section of the Act of all mortgages, Debentures and charges specifically affecting the property of the Company; and shall cause the requirements of the relevant provisions of the Act in that behalf to be duly complied with within the time prescribed under the Act or such extensions thereof as may be permitted under the Act, as the case maybe, so far as they are required to be complied with by the Board.

g) Any capital required by the Company for its working capit.al and other capital funding requirements may be obtained in such form as decided by the Board from time to time.

CONVERSION OF SHARES INTO STOCK AND RECONVERSION

Article 23 states that –

a) The Company in General Meeting may, by Ordinary Resolution, convert any Paid up shares into stock and when any shares shall have been converted into stock, the several holders of such stock may henceforth transfer their respective interest therein, or any part of such interests, in the same manner and subject to the same regulations as those subject to which shares from which the stock arose might have been transferred, if no such conversion had taken place or as near thereto as circumstances will admit. The Company may, by an Ordinary Resolution, at any time reconvert any stock into shares of any denomination. Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so however such minimum shall not exceed the nominal account from which the stock arose.

b) The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards Dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose, but no such privileges or advantages, (except participation in the Dividends and profits Of the Company and its asset on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

QUORUM FOR GENERAL MEETING

Article 24 states that the quorum for the Meeting shall be in accordance with Section 103 of the Act, Subject to the provisions of Section 103(2) of the Act, if such a quorum is not present within half an hour from the time set for the Shareholders' Meeting, the Shareholders' Meeting shall be adjourned to the next week at same time and place or to such other date and such other time and place as the Board may determine and the agenda for the adjourned Shareholders' Meeting shall remain the same, if at such adjourned meeting also, a quorum is not present, at the expiration of half an hour from the time appointed for holding the meetup, the members present shall be a quorum, and may transact the business for which the meeting was called.

GENERAL MEETINGS

Article 25 states that –

a) All general meetings other than annual general meeting shall be called extraordinary general meeting.

b) The Board may, whenever it thinks fit, call an extraordinary general meeting.

c) If at any time directors capable of acting who are sufficient. in number to form a Quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Chairman of the General Meetings

Article 26 states that the Chairman of the Board shall be entitled to take the Chair at every General Meeting, whether Annual or Extraordinary, If there is no such Chairman of the Board or if at any meeting he is not be present within fifteen minutes of the time for holding such meeting or if he is unable or unwilling to take the Chair, then the Directors present shall elect of them as Chairman. If no Director is present or if all the Directors present decline to take the Chair, then the Members present. shall elect, on a show of hands or on a poll if properly demanded, one of their members to be the Chairman of the meeting. No business shall be discussed at any General Meeting except the election of a Chairman while the Chair is vacant.

Chairman can Adjourn the General Meeting

Article 27 states that the Chairman may, with the consent given in the meeting at which a quorum is present (and if so directed by the meeting) adjourned the General Meeting from time to time and from place to place within the city, town or village in which the Office of the Company is situated but no business than be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

VOTING RIGHTS

Article 28 states that –

a) Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
   - on a show of hands, every Member present in person shall have 1 (one) vote; and
   - on a poll, the voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company,
   - If the Company has provided e voting facility to its Members, it may also put every resolution to vote through ballot process at the Meeting, in accordance with applicable law,

b) A member may exercise his vote at a meeting by electronic means in accordance with section 108 of the Act and shall vote only once

c) 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. For this purpose, seniority shall be determined by the order in which the names stand in the register of Members of the Company.

d) A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction, 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.

e) Any business other than that upon which a poll has been demanded maybe proceeded with, pending the taking of the poll.

f) No Member shall be entitled to vote at any general meeting (either personally or by proxy) unless all calls or other sums presently payable by him in respect of shares in the Company have been paid

g) No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned

General Meeting at. which the vote objected to is given or tendered, and every vote not disallowed at such General Meeting and whether given personally or by proxy or otherwise shall be valid for all purposes.

h) Any such objection made in due time shall be referred to the Chairperson of the General Meeting, whose decision shall be final and conclusive.

Proxy

Article 29 states that subject to the provisions of the Act and these Articles, any Member of the Company entitled to attend and vote at a General of the Company shall be entitled to appoint a proxy to attend and vote instead of himself and the proxy so appointed shall have no right to speak at the meeting.

The proxy shall not be entitled to vote, except on a poll.

The instrument appointing a proxy and the or power of attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 (forty eight) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than 24 (twenty-four) hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

An instrument appointing a proxy shall be in the form as prescribed under the Act and the rules framed thereunder.

A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:
Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the or adjourned meeting at which the proxy is used.

DIRECTORS

Article 30 states that –

a) Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (Fifteen), provided that the Company may appoint more than 15(Fifteen) directors after passing a special resolution in a General Meeting,

b) The first Directors of the Company were:

1. Ram Agarwal; and

2. Sonu Ram Agarwal

MEETINGS OF THE BOARD

Article 31 states that:

i. the Board shall hold regular meetings at the registered office of the Company or at such other place as is set out in the notice convening such meetings at least once in every 3(three) months or as per the provisions of the Act, and at least 4 (four) such meetings shall be held in every calendar year unless otherwise permitted under Law, Unless otherwise agreed to in writing by the Directors, the notice for meetings of the Board shall be sent to the Directors at least 7 (seven) calendar days prior to the meeting together with the agenda specifying in detail the business proposed to be transacted in the meeting, and the relevant documents for the same. All notices for meetings of Board shall be in writing and shall be sent to each of Directors, Notices for meetings of the Board may be issued by electronic mail. No meeting of the Board or Committee shall be convened at a shorter notice period without the prior written consent of ail Directors or Committee members, as applicable, holding office at the relevant time and the presence of at least one Independent Director, if required under applicable Law.

ii. Subject to the provisions of Section 174 of the Act, the quorum for each Board Meeting shall be one-third of its total strength or two directors, whichever is higher, and the presence of Directors by video conferencing or by other audio visual means shall also be counted for the purposes of calculating quorum.

iii. If any duly convened Board Meeting cannot be held for want of a quorum, then such a meeting shall automatically stand adjourned for 7 (seven) days after the original meeting at the same time and place, or if that day is a national holiday, on the succeeding day which is not a public holiday to the same time and place, Provided however, the adjourned meeting may be held on such other date and such Other place as may be unanimously agreed to by all the Directors in accordance with the provisions of the Act.

iv. If in the event of a quorum once again not being available at such an adjourned meeting, the Directors present shall constitute the quorum and may transact business for which the meeting has been called.

v. In case where meetings are attended in physical mode, every director present physically at any meeting of the Board or of a committee thereof shall sign his name in the attendance register to be kept for that purpose.

Where the meetings are attended by video conference or through other Audio Visual Means (OAVM), the statutory registers including the attendance registers shall, on behalf of the director attending the meeting through video conference or through other Audio Visual Means (OAVM), be signed by the company secretary of the company and in the absence of company secretary any person authorized by the Board of directors In that particular meeting.

Chairperson of the Board of Directors

Article 32 states that –

a) The members of the Board shall elect any one of them as the Chairperson of the Board, The Chairperson shall preside at all meetings of the Board and General Meetings of the Company. The Chairman shall have a casting vote in the event of a tie.

b) The same individual may be appointed as the chairperson of the Company as well as the managing Director and/or the chief executive officer of the Company, subject to applicable Law including the SEBI Listing Regulations.

c) If for any reason the Chairperson is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling to act as Chairperson, the members of the Board shall appoint any one of the remaining Directors as the Chairman.

Appointment of Alternate Directors

Article 33 states that subject to Section 161 of the Act, any Director shall be entitled to nominate an alternate director to act for him during his absence for a period of not less than 3 (three) months from India or such other period as may be specified under Law. The Board may appoint such a person as an Alternate Director to act for a Director (hereinafter called "the Original Director") (subject to such person being acceptable to the Chairperson) during the Original Director's absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for a period longer than that permissible to the Original Director in whose place he been appointed and shall vacate office if and when the Original Director returns to India. If the term of the office of the Original Director is determined before he so returns to India, any provisions in the Act or in these Articles for automatic re appointment shall apply to the Original Director and not to the Alternate Director.

Casual Vacancy and Additional Directors

Article 34 states that subject to the applicable provisions of the Act and these Articles, the Board shall have the power at any time and from time to time to appoint any qualified Person to be a Director either as an addition to the Board or to fill a casual vacancy but so that the total number of Directors shall not at any time exceed the maximum number fixed under Article 29. Any Person so appointed as an additional Director shall hold office only up to the earlier of the date of the next Annual General Meeting or at the last date on which the Annual General Meeting should have been held but shall be eligible for appointment by the Company as a Director at that meeting subject to the applicable provisions of the Act. Further, any person appointed as director pursuant to casual vacancy shall hold office only upto the date upto which the director in whose place he / she has been appointed would have held office, if it had not been vacated.

No person shall be appointed as an alternate director for an Independent Director, unless he / she is qualified to be appointed as an independent Director under the provisions of the Act and the SEBI Listing Regulations.

Debenture Directors

Article 35 states that if it is provided by a trust deed, securing or otherwise, in connection with any issue of Debentures of the Company, that any Person/lender or Persons/lenders shall have power to nominate a Director of the Company, then in the case of any and every such issue of Debentures, the Person/lender or Persons/lenders having such power may exercise such power from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to a Debenture Director. A Debenture Director may be removed from office at any time by the Person/lender or Persons/lenders in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. A Debenture Director shall not be bound to hold any qualification shares. The trust deed may contain ancillary provisions as may be arranged between the Company and the trustees and all such provisions shall have effect notwithstanding any other provisions contained herein.

Independent Directors

Article 36 states that the Company shall have such number of Independent Directors on the Board of the Company, as may be required in terms of the provisions of Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with the SEBI Listing Regulations, as may be amended from time to time or any other Law, as may be applicable.

Nominee Directors

Article 37 states that –

(i) Subject to the provisions of the Act and notwithstanding anything to the contrary contained ill 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.

(ii) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company. The Board 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, etc, as any other director of the Company is entitled.

(iii) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee director(s) Directors shall accrue to such financial institution and accordingly be paid by the Company to them.

(iv) 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,

No Qualification Shares for Directors

Article 38 states that a Director shall not be required to hold any qualification shares of the Company.

Remuneration of Directors

Article 39 states that –

a) Subject to the applicable provisions of the Act, a Director (other than a Managing Director or an executive Director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act for each meeting of the Board or any Committee thereof attended by him.
b) The sitting fees payable to each Director for every meeting of the Board or Committee of the Board attended by them shall be such sum as may be determined by the Board from time to time within the maximum limits prescribed from time to time by the Central Government pursuant to the first proviso to Section 197 of the Act.
c) The Directors shall be paid such further remuneration (if any), as the Company in General Meeting shall determine from time to time, and such further remuneration shall be paid to or divided among the Directors or some or any of them in such proportion and manner as the Board may from time to time determine.

Special Remuneration for Extra Services Rendered by a Director

Article 40 states that subject to the provisions of the Act and Law, if any Director is called upon to perform extra services or special exertions or efforts (which expression shall include work done by a Director as a member of any Committee formed by the Directors), the Board may arrange with such Director for such special remuneration for such extra services or special exertions or efforts either by a fixed sum or otherwise as may be determined by the Board, Such remuneration may either be in addition, to or in substitution for his remuneration otherwise provided, subject to the applicable provisions of' the Act.

Continuing Directors

Article 41 states that the continuing Directors may act not withstanding any vacancy in their body, but if, and so long as their number is reduced below the minimum number fixed by Article 28 hereof, the continuing Directors not being less than two may act for the purpose of increasing the number of Directors to that number, or for summoning a General Meeting, but for no other purpose.

Vacation of Office by Director

Article 42 states that the office of a Director, shall ipso facto be vacated on the grounds as mentioned in Sections 167 of the Act.

Retirement of Directors by Rotation

Article 43 states that subject to Section 152 of the Act and Companies (Appointment and Qualification of Directors) Rules, 2014, two-thirds of the total number of Directors of the Company shall be persons whose period of office is liable to determination by retirement of directors by rotation, Provided that Directors appointed as Independent Director(s) under these Articles hereto shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors under this Article.

At the Annual General Meeting of the Company to be held in every year, one third of the Directors as are liable to retire by rotation for the time being, or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office in the manner prescribed under the Act and tine Rules, and they will be eligible for reelection.

Managing Director(S)/ Whole Time Director(S)/ Executive Director(S) / Manager

Article 44 states that –

a) Subject to the provisions of the Act and of these Articles, the Board may appoint one or more of their directors to be a Managing Director or Managing Directors and/or Whole time Director/s and/or Special Director like Technical Director, Financial Director etc, of the Company on such terms and on such remuneration (in any manner, subject to it being permissible under the Act.) partly as the Board may think fit in accordance with applicable provisions of the Act and rules made thereunder.

b) A Managing Director so appointed shall exercise the powers and authorities conferred upon him by an agreement entered into between him and the Company and/or by a Resolution of the Board and be subject to the obligations and restrictions imposed upon him thereby or by the Act.

c) Subject to the provisions of Section 197 of the Act, a Managing Director / Whole Time Director or Special Directors shall, in addition to any remuneration that might be payable to him as a Director of the Company under these Articles, receive such additional remuneration as may from time to time be approved by the Board and Company. The remuneration of such Directors may be by way of monthly remuneration and/or Performance Bonus/incentive and/or participation in profits or by any or all of those modes, or of any other mode not expressly prohibited by the Act, The payment of overall managerial remuneration shall not exceed maximum limits prescribed under the Act, In case of absence or inadequate profits, the payment of the managerial remuneration shall be subject to necessary statutory approvals.

d) Subject to the provisions of the Act and in particular to the prohibitions and restrictions contained in Section 179 thereof, the Board may from time to time entrust to and confer upon the Managing Director or Managing Directors for the time being such of the powers exercisable under these presents by the Directors as they may think fit and may confer such powers for such time and to be exercized for such objects and purposes and upon such terms and conditions and with such restrictions as they think fit and they may 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 of such powers.

Power and Duties of Managing Director(S)/ Whole Time Director(S)/ Executive Director(S) / Manager

Article 45 states that subject to the superintendence, control and direction of the Board, the day-to-day management of the Company shall be in the hands of the Managing Director(s)/ whole time director(s) / executive director(s)/ manager in the manner as deemed fit by the Board and subject to the applicable provisions of the Act, and these Articles, the Board may by resolution vest any such Managing Director(s)/ whole time director(s) / executive director(s)/ manager with such of the powers hereby vested in the Board generally as it thinks fit and such powers may be made exercisable for such period or periods and upon such conditions and subject to the applicable provisions of the Act, and these Articles confer such power either collaterally with or to the exclusion of or in substitution for all or any of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

Questions at the Board Meetings How Decided

Article 46 states that –

a) Questions arising at any meeting of the Board, other than as specified in these Articles and the Act, if any, shall be decided by a majority vote. In the case of an equality of votes, the Chairman shall have a second or casting vote.

b) 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.

Election of Chairman of Board

Article 47 states that –

a) The Board may elect a chairman of its meeting and determine the period for which he is to hold office.

b) If no such chairman is elected, or at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the meeting the Directors present may choose one among themselves to be the chairman of meeting.

Powers of the Board

Article 48 states that subject to the applicable provisions of the Act, these Articles and other applicable provisions of Law: -

a) The Board shall be entitled to exercise all such power and to do all such acts and things as the Company is authorized to exercise and do. Provided that, in exercising such power or doing such act or thing, the Board shall be subject to the provisions contained in that behalf in the Act, or in the memorandum or articles, or in any regulations not inconsistent therewith and duly made thereunder, including regulations made by the Company in General Meeting. Furthermore, the Board shall not exercise any power or do any act or thing which is directed or required, whether under the Act or by the memorandum or articles of the Company, to be exercised by the Company in a General Meeting.

b) No regulation made by the Company in a General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

c) All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

d) The Board is vested with the entire management and control of the Company, including as regards any and all decisions and resolutions to be passed, for and on behalf of the Company.

e) The Board of Directors of the Company shall exercise certain powers as mentioned in the Section 179 of the Act only by resolutions passed at the meeting of the Board and any other matter which may be prescribed under the Act. and Companies (Meetings of Board and its Powers) Rules, 2014 and the SEBI Listing Regulations.

f) The Board shall be entitled to appoint any person who has rendered significant or distinguished services to the Company or to the industry to which the Company's business relates or in the public field, as the Chairman Emeritus of the Company, subject to the approval of the shareholders, if any as may be required.

Chairman Emeritus

Article 49 states that –

a) The Chairman Emeritus, if appointed, shall hold office until he resigns from such position.

b) The Chairman Emeritus, if appointed, may attend any meetings of the Board or Committee thereof, but shall not have any right to vote and shall not be deemed to be a party to any decision of the Board or Committee thereof.

c) The Chairman Emeritus, if appointed, shall not be deemed to be a director for any purposes of the Act or any other statute or rules made thereunder or this Articles including for the purpose of determining the maximum number of Directors which the Company can appoint.

d) The Board may decide to make any payment in any manner for any services rendered by the Chairman Emeritus to the Company, subject to the approval of the shareholders, if any and Law.

e) The Chairman Emeritus may provide advice, guidance and mentorship to the Company, its Board and Management from to time. However, such advisory services provided by Chairman Emeritus are not binding on the Company and will be only recommendatory in nature.

Committees and Delegation by the Board

Article 50 states that –

a) The Company shall constitute such Committees as may be required under the Act and applicable provisions of Law.

b) Subject the applicable provisions of the Act, the requirements of Law and these Articles, the Board may delegate any of its powers to Committees of the Board consisting of such member or members of the Board as it thinks fit, and it may from time to time revoke and discharge any such committee of the Board either wholly or in part and either as to persons or purposes, Every Committee of the Board so shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by Board. All acts done by any such Committee of the Board 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.

c) The meetings and proceedings of such Committee of the Board shall be governed by the provisions herein contained for regulating tine meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulation made by the Directors under the last preceding Article or Law.

Acts of Board or Committee Valid Notwithstanding Defects in Appointment

Article 51 states that all acts undertaken at any meeting of the Board or of a Committee of the Board, or by any person acting as a Director shall, notwithstanding that it may 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, Provided that nothing in this Article shall be deemed to give validity to the acts undertaken by a Director after his appointment has been shown to the Company to be invalid or to have been terminated.

Charge of Uncalled Capital

Article 52 states that the where any uncalled capital of the Company is charged as security or other security is created on such uncalled capital, the Directors may authorize, subject to the applicable provisions of the Act and these Articles, making calls and the Members in respect of such uncalled capital in trust for the person in whose favour such charge is executed.

Subsequent Assigns of Uncalled Capital

Article 53 states that where any uncalled capital of the Company is charged, all persons taking any subsequent charge thereon shall take the same subject to such prior charges and shall not be entitled to obtain priority over such prior charge.

KEY MANAGERIAL PERSONNEL

Article 54 states that –

a) The Company shall have the following whole time Key Managerial Personnel: (a) Managing Director, or Chief Executive Officer, or Manager, and in their absence a whole time director; (b) Company Secretary; (c) the Chief Financial Officer; and (d) such individuals who may be identified as whole time Key Managerial Personnel (whole KMP) by the Board. Every whole time KMP shall be appointed by means of a resolution of the Board containing the terms and conditions of the appointment including the remuneration. Any Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer so appointed may be removed by means of a resolution of the Board.

b) A whole time KMP shall not hold office in more than one company except in its subsidiary company at the same time unless otherwise permitted under Law. Provided that nothing contained herein shall disentitle a KMP from being a director of any company with the permission of the Board.

c) If the office of any whole time KMP is vacated the resulting vacancy shall be filled up by the Board at the Meeting of the Board within a period of six months from the date of such vacancy.

The Company Secretary

Article 55 states that subject to the provisions of Section 203 of the Act, the Board may, time to time appoint any individual as Company Secretary of the Company to perform such functions, which by the Act, the SEBI Listing Regulations or these Articles for the time being of the Company are to be performed by the Secretary and to execute any other duties which may from time to time be assigned to him by the Board. The Board may also at any time appoint some individual (who need not be the Company Secretary) to maintain the Registers required to be kept by the Company.

SEAL

Article 56 states that –

a) The Board may provide 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, if any, for the time being.

b) 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, and except in the presence of at least one (1) Director or of the Company Secretary or such other person as the Board or Committee of the Board may appoint for the purpose; and those one (1) Director and the Company Secretary or other person aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

BOOKS OF ACCOUNTS

Article 57 states that –

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 as per the provisions of the Act.

  a) No member (not being a Director) shall have any right of inspecting any accounts or books or documents of the Company except as conferred by law or authorised by the Board or by the Company in General Meeting.

Shareholders to Notify Address in India

Article 58 states that Each registered Shareholder from time to time shall notify in writing to the Company such places in India to be registered as his address and such registered place of address shall for all purposes be deemed to be his place of residence.

Service on Members Having No Registered Address

Article 59 states that if a Members who does not have registered address in India, has not supplied to the Company any address within India, for the giving of the notices to him, a document advertised in a newspaper circulating in the neighbourhood of Office of the Company shall be deemed to be duly served to him on the day on which the advertisement appears.

Service On Persons Acquiring Shares on Death or Insolvency of Members

Article 60 states that a document may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a Members by sending it through the post in a prepaid letter addressed to them by or by the title or representatives of the deceased, assignees of the insolvent by any like description at the address (if any) in India supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by serving the document in any manner in which the same might have been served as if the death or insolvency had not occurred.

Notice By Advertisement

Article 61 states that Subject to the applicable provisions of the Act, any documents required to be served or sent by the Company on or to the Members, or any of them and not expressly provided for by these Articles, shall be deemed to be duly served sent if advertised in a newspaper circulating in the District in which the Office is situated.

Dividend and Reserve

Article 62 states that –

a) The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

b) 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.

c) 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 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, thinks fit.

d) The Board may also carry forward any profits which it may consider necessary not to distribute, without setting them aside as a reserve.

e) (i). Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the Shares in the Company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such Share shall rank for dividend accordingly.

f) The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

g) (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

h) Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

i) Notice of any dividend that may have been declared shall be given to the persons entitled therein in the manner mentioned in the Act.

j) No dividend shall bear interest against the Company.

k) Where the Company has declared a dividend but which has not been paid or claimed within thirty (30) days from the date of declaration, the Company shall within seven (7) days from the date of expiry of the said period of thirty (30) days, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of thirty (30) days, to a special account to be opened by tine Company in that behalf in any scheduled bank to be called Unpaid Dividend Account of Prostarm Info Systems Limited.

l) Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven (7) years from the date of such transfer, shall be transferred by the Company to the fund known as Investor Education and Protection Fund established under the Act.

m) A transfer of Shares does not pass the right to any dividend declared thereon before the registration of the transfer.

CAPITALIZATION OF PROFITS

Article 63 states that Subject to provisions of Section 63 of the Act and rules made thereunder and the SEBI Listing Regulations, as amended, the Company in its General Meeting may resolve to issue the bonus shares to its Members and capitalize its profit or free reserves for the purpose of issuing fully paid up bonus shares.

WINDING UP

Article 64 states that subject to the applicable provisions of the Act and the Rules made thereunder —

a) 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.

b) 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.

c) 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.

DIRECTORS AND OTHERS' RIGHTS TO INDEMNITY

Article 65 states that subject to the provisions Of Section 197 of the Act, every Director, Manager and other officer or employee of the Company shall be indemnified by the Company against any liability incurred by him and the company shall pay out its funds all costs, losses and expenses which any director, Manager, officer or employee may incur or become liable to by reason of any contract entered into by him on behalf of the Company or in any way in the discharge of his duties and in particular, and so as not to limit the generality of the foregoing provisions against all liabilities incurred by him as such Director, Manager, Officer or employee in defending any proceedings Whether civil or criminal in which judgement is given in his favour or he is acquitted or in connection with any application under Section 463 of the Act in which relief is granted by the court and the amount for which such indemnity is provided shall immediately attach as a lien in the property of the Company and have priority as between the shareholders over all the claims.

DIRECTOR'S NOT LIABLE FOR CERTAIN ACTS

Article 66 states that subject to the provision of Section 197 of the Act, no Director, Manager, Officer or Employee of the Company shall be liable for the acts, defaults, receipts and neglects of any other Director, Manager, Officer or employee or for joining in any receipts or other acts for the sake of conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency of any security in or upon which any of the monies of the Company shall be or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any monies, securities or effects shall be deposited or for any loss occasioned by an error of judgement or oversight on his part, or far any other loss, damage or misfortune whatsoever which shall happen in the execution thereof unless the same shall happen through negligence, default, misfeasance, breach of duty or breach of trust. Without prejudice to the generality of the foregoing it is hereby expressly declared that any filing fee payable or any document required to be filed with the Registrar of Companies in respect of any act done or required to be done by any Director or other officer by reason of his holding the said office shall be paid and borne by the Company.

INSPECTION BY MEMBERS

Article 67 states that the register of charges, register of investments, register of members, books of accounts and the minutes of the meeting of the board and members shall be kept at the office of the Company and shall be open during business hours, for such periods not being less in the aggregate than two hours in each Business Day as the board determines far inspection of any shareholder without charge. In the event such shareholder conducting inspection of the abovementioned documents requires extracts of the same, the Company may charge a fee which shall not exceed Rupees ten per page or such other limit as may be prescribed under the Act or other applicable provisions of law.

AMENDMENT TO ARTICLES OF ASSOCIATION

Article 68 states that -

a) The Members shall not pass any resolution or take ally decision which is contrary to any of the terms of these Articles.

b) The Company, may from time to time alter, add to amend or delete any of the existing Articles or may add a new Article thereto or adopt a new set in accordance with the provisions of the Act.

INSURANCE

Article 69 states that the Company may take and maintain any insurance as the Board fit on behalf of its present and/or former Directors and key managerial for any of them against any liability for any acts in relation to the Company may be liable but have acted honestly and reasonably.

SECRECY

Article 70 states that –

a) 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 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.

b) Every Director, Managing Directors, Manager, Secretary, Auditor, Trustee, members of the committee, officer, servant, agent, accountant or other persons employed in the business of the Company shall, if so required by the Director before entering upon his duties, or any time during his term of office, sign a declaration pledging himself to observe secrecy relating to all transactions of the Company and the state of accounts and in matters relating thereto and shall by such declaration pledge himself not to reveal any of such matters which may come to his knowledge in the discharge of his official duties except which are required so to do by the Directors or the auditors, or by resolution of the Company in a general meeting or by a court: of law and except so far as may be necessary in order to comply with any of the provision of these Articles or Law.

GENERAL POWER

Wherever in the Act or any other law for the time being in force, it has been provided that the Company or the Board shall have any right, privilege or authority or that the Company could carry out any transaction only if the company or Board is so authorized by its articles, then and in that case these Articles hereby authorise and empower the Company and / or the Board (as the case may be) to have all such rights, privileges or authorities and to carry such transactions as have been permitted by the Act or any other law for the time being in force, without there being any specific regulation to that effect in these Articles save and except to the extent that any particular right, privilege, authority or transaction has been expressly negated or prohibited by any other Article herein.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following 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 Red Herring Prospectus) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus which will be delivered to RoC for registration. Copies of these contracts and also the documents for inspection referred to hereunder, may be inspected at the Corporate Office between 10.00 a.m. and 5.00 p.m. on all Working Days from the date of the Red Herring Prospectus until the Issue Closing Date.

A. Material Contracts

1. Issue Agreement dated September 20, 2024 entered into between our Company and the Book Running Lead Manager.

2. Registrar agreement dated September 20, 2024 entered into between our Company, and the Registrar to the Issue.

3. Tripartite Agreement dated June 23, 2023 between CDSL, our Company and the Registrar to the Issue.

4. Tripartite Agreement dated June 23, 2023 between NSDL, our Company and the Registrar to the Issue.

5. Escrow Agreement dated [●] between our Company, the Book Running Lead Manager, the Syndicate Members, the Escrow Collection Bank(s), Sponsor Bank(s), Refund Bank(s) and the Registrar to the Issue.

6. Syndicate Agreement dated of [●] between our Company, the Book Running Lead Manager, the Syndicate Members and Registrar to the Issue.

7. Monitoring Agency Agreement dated [●] entered into between the Company and the Monitoring Agency.

8. Underwriting Agreement dated of [●] between our Company, the Book Running Lead Manager and the Underwriters.

B. Material Documents

1. Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.

2. Certificate of Incorporation dated January 11, 2008.

3. Fresh Certificate of Incorporation dated May 26, 2017, pursuant to conversion from private limited company into public limited company.

4. Fresh Certificate of Incorporation dated July 28, 2017, pursuant to change in name of the Company

5. Resolution of the Board of Directors dated September 17, 2024 authorizing the Issue and other related matters.

6. Shareholders' Resolution passed at the Annual General Meeting of the Company held on September 18, 2024 authorizing the Issue and other related matters.

7. Resolution of the Board dated September 28, 2024 approving this Draft Red Herring Prospectus for filing with SEBI and the Stock Exchanges.

8. Copies of annual reports of our Company for the last three Fiscals, i.e., 2024, 2023 and 2022.

9. The examination report dated September 20, 2024 of our Statutory Auditors on our Restated Consolidated Financial Statements.

10. Statement of Tax Benefits dated September 27, 2024 issued by our Statutory Auditors included in this Draft Red Herring Prospectus.

11. Certificate dated September 27, 2024, from M/s Mansaka Ravi & Associates, Chartered Accountants, Statutory Auditors verifying the Key Performance Indicators (KPIs).

12. Consents of our Promoters, Directors, Chief Financial Officer, Company Secretary and Compliance Officer, BRLM, Legal Counsel to the Issue, Registrar to the Issue, Bankers to the Issue, Bankers to our Company, Underwriters, Monitoring Agency and Syndicate Members as referred to in their specific capacities.

13. Consent of the Statutory Auditors dated September 27, 2024 to include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations and referred to as an “expert” as defined under Section 2(38) of the Companies Act to the extent and in their capacity as the Statutory Auditor, and for inclusion of their examination report dated September 27, 2024 on examination of our Restated Consolidated Financial Statements and the statement of possible special tax benefits dated September 27, 2024 in the form and context in which it appears in this Draft Red Herring Prospectus.

14. Consent dated September 10, 2024 from Prashant Somnath Dashputre, Independent Chartered Engineer, to include his name as required under section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent in his capacity as the chartered engineer; and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

15. Consent letter dated September 26, 2024 from CARE Analytics & Advisory Private Limited to use their report titled "Industry Research Report – Storage and power backup solution".

16. Industry report entitled "Industry Research Report – Storage and power backup solution" dated September 26, 2024 issued by CARE Analytics & Advisory Private Limited.

17. Certificate dated September 27, 2024, from M/s Mansaka Ravi & Associates, Chartered Accountants, Statutory Auditors, to include details regarding working capital requirements of the Company.

18. Memorandum of Understanding dated October 13, 2021; Call Option Agreement dated October 13, 2021; Transfer Agreement dated September 8, 2021; Technology Transfer Agreement dated September 8, 2021; Addendum Memorandum of Agreement dated October 29, 2022; and Memorandum of Understanding dated March 7, 2024.

19. Asset Purchase Agreement dated August 30, 2022.

20. Non-exclusive Technology License Agreement dated August 5, 2021.

21. Due diligence Certificate dated September 28, 2024 addressed to SEBI issued by the BRLM.

22. In-principle listing approvals dated [●] and [●] from BSE and NSE, respectively.

23. SEBI observation letter no. [●] dated [●].

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Sd/-

Tapan Ghose
(Managing Director)

Date: September 28, 2024
Place: Mumbai, Maharashtra, India

DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Sd/-

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Vikas Shyamsunder Agarwal
(Whole-time Director)

Date: September 28, 2024
Place: Mumbai, Maharashtra, India

DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Sd/-

Ram Agarwal
(Whole-time Director)

Date: September 28, 2024
Place: Mumbai, Maharashtra, India

DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Sd/-

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Raghu Ramesh Thammannashastri
(Whole-time Director)

Date: September 28, 2024
Place: Mumbai, Maharashtra, India

DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Sd/-

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Mitali Chatterjee
(Non-Executive Independent Director)

Date: September 28, 2024
Place: Mumbai, Maharashtra, India

DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Sd/-

Bhargav Chatterjee
(Non-Executive Independent Director)

Date: September 28, 2024
Place: Mumbai, Maharashtra, India

DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Sd/-

Goutam Paul
(Non-Executive Independent Director)

Date: September 28, 2024
Place: Mumbai, Maharashtra, India

DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Sd/-

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Ganesh Basant Kumar Pansari
(Non-Executive Independent Director)

Date: September 28, 2024
Place: Mumbai, Maharashtra, India

DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Sd/-

Shivkumar Madanlal Baser
(Non-Executive Independent Director)

Date: September 28, 2024
Place: Mumbai, Maharashtra, India

DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements are true and correct.

SIGNED BY CHIEF FINANCIAL OFFICER OF OUR COMPANY

Sd/-

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Abhishek Jain
(Chief Financial Officer)

Date: September 28, 2024
Place: Mumbai, Maharashtra, India