(Please scan this QR code to view the DRHP)

DRAFT RED HERRING PROSPECTUS
Dated January 17, 2025
(*This Draft Red Herring Prospectus will be updated upon filing with the RoC*)
(Please read Section 32 of the Companies Act, 2013)
100% Book Built Offer

VINIR ENGINEERING LIMITED

Corporate Identity Number: **U74210KA1983PLC005477**

REGISTERED OFFICE	CONTACT PERSON	TELEPHONE AND EMAIL	WEBSITE
No.104, Bommasandra Industrial Area, Bangalore, Karnataka, India 560 099	Pradeep Kumar Chamaria, *Company Secretary and Compliance Officer*	**Tel:** +91 80 27832313 **Email:**compliance@vinirforge.org	https://vinirforge.org

OUR PROMOTERS: NARESH CHANDRA GUPTA, NITESH GUPTA AND RITESH GUPTA

DETAILS OF THE OFFER TO THE PUBLIC

Type	Fresh Issue Size	Offer for Sale size	Total Offer size	Eligibility and Reservations
Offer for Sale	Not applicable	Up to 53,300,000 Equity Shares of face value of ₹ 2 each aggregating up to ₹ [●] million	Up to 53,300,000 Equity Shares of face value of ₹ 2 each aggregating up to ₹ [●] million	The Offer is being made 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 further details, see "*Other Regulatory and Statutory Disclosures –Eligibility for the Offer*" on page 318. For details in relation to share reservation among QIBs, NIBs and RIBs, see "*Offer Structure*" beginning on page 333.

DETAILS OF THE OFFER FOR SALE

Name of the Selling Shareholder	Type	Number/Amount of Equity Shares Offered	Weighted Average Cost of Acquisition (in ₹ per Equity Share) *
Nitesh Gupta	Promoter Selling Shareholder	Up to 53,300,000 Equity Shares of face value ₹ 2 each aggregating up to ₹ [●] million	0.06

**As certified by Statutory Auditors, by way of their certificate dated January 17, 2025.*

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of our Equity Shares is ₹ 2 each. The Floor Price, Cap Price, and the Offer Price (determined by our Company, in consultation with the Book Running Lead Manager, 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 in accordance with the SEBI ICDR Regulations, as stated in "*Basis for Offer Price*" on page 84 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and Investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have neither been recommended, nor 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 28.

ISSUER'S AND PROMOTER SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect,that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading inany material respect. The Promoter Selling Shareholder accepts responsibility for and confirms only the statements expressly and specifically made or confirmed by the Promoter Selling Shareholder in this Draft Red Herring Prospectus to the extent of information solely pertaining to the Promoter Selling Shareholder and the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. The Promoter Selling Shareholder assumes no responsibility, as a Promoter Selling Shareholder, for any other statement in this Draft Red Herring Prospectus, including, inter alia, any of the statements made by or relating to our Company or any other persons(s).

LISTING
The Equity Shares, once offered through the Red Herring Prospectus, are proposed to be listed on National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**" and together with NSE, the "**Stock Exchanges**"). For the purposes of the Offer, [●] is the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGER

Name of the BRLM and Logo	Contact Person	Email and Telephone
Pantomath Capital Advisors Private Limited	Amit Maheshwari	**Email:** vinir.ipo@pantomathgroup.com **Tel:** 1800 889 8711

REGISTRAR TO THE OFFER

Name of the Registrar	Contact Person	Email and Telephone
KFIN Technologies Limited	M. Murali Krishna	**Email:** vel.ipo@kfintech.com **Tel:** 040-67162222/18003094001

BID/ OFFER PERIOD

ANCHOR INVESTOR BIDDING DATE	**[●]***	**BID/OFFER OPENS ON**	**[●]**	**BID/OFFER CLOSES ON******	**[●]**^**

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

** *Our Company, in consultation with the BRLM, may decide to close the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date, in accordance with the SEBI ICDR Regulations.*

^ *UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.*

(Please scan this QR code to view the DRHP)

DRAFT RED HERRING PROSPECTUS
Dated January 17, 2025
(*This Draft Red Herring Prospectus will be updated upon filing with the RoC*)
(Please read Section 32 of the Companies Act, 2013)
100% Book Built Offer

VINIR ENGINEERING LIMITED

Our Company was originally incorporated as a private limited company under the name of "Vinir Engineering Private Limited" on August 01, 1983, under the Companies Act, 1956, pursuant to a certificate of incorporation issued by the Registrar of Companies, Karnataka, Bangalore. Thereafter, our Company was converted into a public limited company pursuant to a special resolution passed by our Shareholders at their extraordinary general meeting held on October 04, 2024 and the name of our Company was changed to "Vinir Engineering Limited", and a fresh certificate of incorporation consequent upon conversion from a private company to a public limited company was issued by the Registrar of Companies, Central Processing Centre, on November 19, 2024. For further details of change in the name of our Company and the registered office, see "*History and Certain Corporate Matters*" on page 187

Registered Office: No.104, Bommasandra Industrial Area, Bangalore, Karnataka, India, 560099
Tel: +91 80 27832313; **Contact Person:** Pradeep Kumar Chamaria, Company Secretary and Compliance Officer; **E-mail**: compliance@vinirforge.org; **Website**: https://vinirforge.org
Corporate Identity Number: U74210KA1983PLC005477

OUR PROMOTERS: NARESH CHANDRA GUPTA, NITESH GUPTA AND RITESH GUPTA

INITIAL PUBLIC OFFER OF UP TO 53,300,000 EQUITY SHARES OF FACE VALUE OF ₹ 2 EACH ("EQUITY SHARES") OF VINIR ENGINEERING LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION THROUGH AN OFFER FOR SALE (THE "OFFER")OF UP TO 53,300,000 EQUITY SHARES OF FACE VALUE OF ₹ 2 EACH AGGREGATING UP TO ₹ [●] MILLION BY NITESH GUPTA ("PROMOTER SELLING SHAREHOLDER") (THE "OFFER FOR SALE" AND SUCH EQUITY SHARES, THE "OFFERED SHARES"). THE OFFER SHALL CONSTITUTE [●] % OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF EQUITY SHARES IS ₹ 2 EACH. THE OFFER 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 [●] EDITIONS OF [●], AN ENGLISH NATIONAL DAILY NEWSPAPER, [●] EDITIONS OF [●], A HINDI NATIONAL DAILY NEWSPAPER AND [●] EDITIONS OF [●], A KANNADA DAILY NEWSPAPER (KANNADA BEING THE REGIONAL LANGUAGE OF BANGALORE, KARNATAKA, WHERE OUR REGISTERED OFFICE IS LOCATED) EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE AND NSE (TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS.

In case of any revision to the Price Band, the Bid/ Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company, in consultation with the Book Running Lead Manager, for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Offer Period, if applicable, 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 Syndicate Members and by intimation to Self-Certified Syndicate Banks ("**SCSBs**"), other Designated Intermediaries and the Sponsor Banks, as applicable.

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (**"SCRR"**) read with Regulation 31 of the SEBI ICDR Regulations and in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be allocated on a proportionate basis to Qualified Institutional Buyers ("**QIBs**" and such portion, the "**QIB Portion**"), provided that our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("**Anchor Investor Portion**"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors (the "**Anchor Investor Allocation Price**"). In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, subject to valid Bids being received at or above the Offer Price, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders and not less than 35% of the Offer 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 Offer Price. One-third of the Non-Institutional Portion shall be available for allocation to Non-Institutional Bidders with a Bid size of more than ₹ 0.20 million and up to ₹ 1.00 million and two-thirds of the Non-Institutional Portion shall be available for allocation to Non-Institutional Bidders with a Bid size of more than ₹1.00 million provided that under-subscription in either of these two sub-categories of the Non-Institutional Portion may be allocated to Non-Institutional Bidders in the other sub-category of Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All potential Bidders (except Anchor Investors) are mandatorily required to participate in the Offer through the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective ASBA accounts and UPI ID in case of UPI Bidders, as applicable, pursuant to which their corresponding Bid Amount will be blocked by the Self Certified Syndicate Banks ("**SCSBs**") or by the Sponsor Bank(s) under the UPI Mechanism, as the case may be, to the extent of the respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see "*Offer Procedure*" on page 337.

RISKS IN RELATION TO FIRST OFFER

This being the first public issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of our Equity Shares is ₹ 2 each. The Floor Price, Cap Price, and the Offer Price (determined by our Company, in consultation with the Book Running Lead Manager, 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 in accordance with the SEBI ICDR Regulations, as stated in "*Basis for Offer Price*" on page 84 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and Investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have neither been recommended, nor 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 28.

ISSUER'S AND PROMOTER SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. The Promoter Selling Shareholder accepts responsibility for and confirms only the statements expressly and specifically made or confirmed by the Promoter Selling Shareholder in this Draft Red Herring Prospectus to the extent of information solely pertaining to the Promoter Selling Shareholder and the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. The Promoter Selling Shareholder assumes no responsibility, as a Promoter Selling Shareholder, for any other statement in this Draft Red Herring Prospectus, including, inter alia, any of the statements made by or relating to our Company or any other persons(s).

LISTING

The Equity Shares, once offered through the Red Herring Prospectus, are proposed to be listed on National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**" and together with NSE, the "**Stock Exchanges**"). For the purposes of the Offer, [●] is the Designated Stock Exchange. A signed copy of the Red Herring Prospectus and the Prospectus shall be delivered to the RoC for filing in accordance with Section 26(4) and Section 32 of the Companies Act. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/Offer Closing Date, see "*Material Contracts and Documents for Inspection*" on page 393.

BOOK RUNNING LEAD MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
PANTOMATH	KFINTECH EXPERIENCE TRANSFORMATION
Pantomath Capital Advisors Private Limited Pantomath Nucleus House Saki-Vihar Road, Andheri-East Mumbai-400072, Maharashtra, India. **Tel.**: 1800 889 8711 **E-mail :** vinir.ipo@pantomathgroup.com **Investor grievance e-mail**: investors@pantomathgroup.com **Website**: www.pantomathgroup.com **Contact Person**: Amit Maheshwari **SEBI Registration Number**: INM000012110	**KFIN Technologies Limited** Selenium Tower-B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032, Telangana **Tel:** 040-67162222/18003094001 **E-mail:** vel.ipo@kfintech.com **Investor grievance E-mail:** einward.ris@kfintech.com **Website:** www.kfintech.com **Contact person:** M.Murali Krishna **SEBI Registration No:** INR000000221

BID/OFFER PERIOD

ANCHOR INVESTOR BID/ OFFER PERIOD	[●]*	BID/ OFFER OPENS ON	[●]	BID/ OFFER CLOSES ON	[●]**^

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

** *Our Company, in consultation with the BRLM, may decide to close the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date, in accordance with the SEBI ICDR Regulations.*

^ *UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.*

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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, and references to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rule guidelines or policy 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.

In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

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 Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder.

Notwithstanding the foregoing, terms in "Description of Equity Shares and Terms of the Articles of Association", "Statement of Special Tax Benefits", "Industry Overview", "Our Business", "History and Certain Corporate Matters", "Key Regulations and Policies in India", "Basis for the Offer Price" "Restriction on Foreign Ownership of Indian Securities", "Restated Financial Statements", and "Outstanding Litigation and Material Developments" on pages 359, 92, 92, 99, 160, 187, 181, 84, 357, 216 and 308 respectively, will have the meaning ascribed to such terms in those respective sections.

General Terms

Term(s)	Description
"our Company" or "the Company" or "the Issuer"	Vinir Engineering Limited, a public limited company incorporated under the Companies Act, 1956 having its Registered Office situated at No.104, Bommasandra Industrial Area, Bangalore, Karnataka, India, 560099.
"We" or "us" or "our"	Refers to our Company, unless the context otherwise indicates, requires or implies

Company related terms

Term(s)	Description
"Articles of Association" or "Articles" or "AoA"	The articles of association of our Company, as amended.
Audit Committee	The audit committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and as described in "*Our Management – Committees of our Board – Audit Committee*" on page 199.
"Auditors" or "Statutory Auditors"	The current statutory auditors of our Company, namely, M/s. P. K. Rungta & Co., Chartered Accountants.
"Board" or "Board of Directors"	The board of directors of our Company, as constituted from time to time. For further details, please see "*Our Management – Board of Directors*" on page 192.
Chairman	The chairman of our Company, being Naresh Chandra Gupta. For further details, see *"Our Management – Board of Directors"* on page 192.
"Chief Financial Officer" or "CFO"	The chief financial officer of our Company, being Narasimha Kerur. For further details, see *"Our Management – Key Managerial Personnel and Senior Management Personnel"* on page 206.
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, being Pradeep Kumar Chamaria. For further details, see *"Our Management – Key Managerial Personnel and Senior Management Personnel"* on page 206.
"Corporate Social Responsibility Committee" or "CSR Committee"	The corporate social responsibility committee of our Board, reconstituted in accordance with the applicable provisions of the Companies Act, 2013 and as described in "*Our Management – Committees of our Board of Directors – Corporate Social Responsibility Committee*" on page 192.
Director(s)	The director(s) on the Board of Directors, as appointed from time to time.

Term(s)	Description
Equity Shares	The equity shares of our Company of face value of ₹2 each.
Executive Director(s)	The executive director(s) on the Board of Directors. For further details of the Executive Directors, see "*Our Management – Board of Directors*" on page 192.
F&S/ Frost and Sullivan	Frost and Sullivan (India) Private Limited.
F&S Report/ Industry Report	Report titled "*Industry Report on Non-Automotive Precision Forged and Machined Components"* dated January 15, 2025 prepared and issued by F&S, commissioned by and paid for by our Company, pursuant to an engagement letter with F&S dated September 02, 2024, exclusively for the purposes of the Offer.
Group Company	Our group company in accordance with the SEBI ICDR Regulations and the Materiality Policy, being Metalkarma Engineering Technologies Private Limited. For further details see "*Our Group Company*" on page 213.
Independent Chartered Engineer	Independent Chartered Engineer appointed by our Company being Gangadhara.H.M.Gowda .
Independent Director(s)	Non-executive and independent director(s) of our Company who are eligible to be appointed as independent director(s) under the provisions of the Companies Act, 2013 and the SEBI Listing Regulations. For further details of the Independent Directors, see "*Our Management – Board of Directors*" on page 192.
IPO Committee	The IPO committee of our Board constituted to facilitate the process of the Offer, comprising Naresh Chandra Gupta, Nitesh Gupta and Anita Sanghi.
"Key Managerial Personnel" or "KMP"	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013, as disclosed in "*Our Management – Key Managerial Personnel and Senior Management Personnel*" on page 206.
Managing Director	The managing director of our Company, being Nitesh Gupta. For further details, see *"Our Management – Board of Directors"* on page 192.
Manufacturing Units	Collectively, Unit I, Unit II and Unit III.
Materiality Policy	The policy adopted by our Board on January 12, 2025, for identification of: (a) outstanding material litigation proceedings; (b) material group companies; and (c) material creditors, pursuant to the requirements of the SEBI ICDR Regulations and for the purposes of disclosure in this Draft Red Herring Prospectus, the Red Herring Prospectus and Prospectus.
"Memorandum of Association" or "Memorandum" or "MoA"	The memorandum of association of our Company, as amended.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations, and as described in "*Our Management – Committees of our Board of Directors – Nomination and Remuneration Committee*" on page 201.
Non-Executive Director(s)	A non-executive Director appointed as per the Companies Act, 2013 and the SEBI Listing Regulations. For further details of our Non-Executive Directors, see "*Our Management – Board of Directors*" on page 192.
Promoter(s)	The Promoter(s) of our Company, being Naresh Chandra Gupta, Nitesh Gupta and Ritesh Gupta.
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 and as disclosed in "*Our Promoter(s) and Promoter Group*" on page 209.
Promoter Selling Shareholder	The selling shareholder of our Company and also one of our Promoters, namely, Nitesh Gupta
Registered Office	The registered office of our Company, situated at No.104, Bommasandra Industrial Area, Bangalore, Karnataka, India, 560 099.
"Registrar of Companies" or "RoC"	Registrar of Companies, Karnataka at Bangalore.
Restated Financial Statements	The Restated Financial Statements of our Company comprises the restated statement of assets and liabilities as at six months period ended September 30, 2024 and Fiscals 2024, 2023 and 2022, the restated statement of profit and loss (including other comprehensive income), the restated statement of changes in equity, the restated statement of cash flow for the six months period ended September 30, 2024 and Fiscals 2024, 2023 and 2022 which are based on our

Term(s)	Description
	audited financial statements as at and for the six months ended September 30, 2024 prepared in accordance with Ind AS 34 and our special purpose Ind AS financial statements of our Company as at and for each of the Fiscals 2024, 2023 and 2022, prepared by our Company prepared after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions availed, as per Ind AS 101) and as per the presentation, accounting policies and grouping / classifications including revised Schedule III disclosures followed as at and for the six months period ended September 30, 2024 and restated by our Company in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by ICAI, as amended from time to time.
"Senior Management" or "Senior Management Personnel" or "SMP"	Senior management personnel of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations as described in "*Our Management – Key Managerial Personnel and Senior Management Personnel*" on page 206
Shareholder(s)	The holders of the Equity Shares 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 from time to time.
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations, guidelines issued by RBI from time to time and as described in "*Our Management – Committees of our Board of Directors – Stakeholders' Relationship Committee*" on page 202.
Unit I	Manufacturing unit of our Company located at no. 102-104, Bommasandra Industrial Area Bangalore 560 099, Karnataka.
Unit II	Manufacturing unit of our Company located at no. 139 & 140, Sipcot Industrial Complex, Hosur – 635 126, Tamil Nadu.
Unit III	Manufacturing unit of our Company located at no. 245/1-B & 253/2A, Kalukondapalli Village, Thally Road, Denkanokottai Taluk, Krishnagiri District, Tamil Nadu – 635 001.

Offer related terms

Term	Description
Abridged Prospectus	The memorandum containing such salient features of a prospectus as may be specified by the SEBI in this regard.
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form.
"Allot" or "Allotment" or Allotted"	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the transfer of the Offered Shares pursuant to the Offer for Sale to successful Bidders.
Allotment Advice	The note or advice or intimation of Allotment, sent to each successful Bidder who has been or is 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 Equity Shares are Allotted.
Anchor Investor	A Qualified Institutional Buyer, who applies under the Anchor Investor Portion in accordance with the SEBI ICDR Regulations and the Red Herring Prospectus who has Bid for an amount of at least ₹100 million.
Anchor Investor Allocation Price	The price at which allocation will be done to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus. The Anchor Investor Allocation Price shall be determined by our Company and the Promoter Selling Shareholder, in consultation with the BRLM.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion in accordance with the requirements specified under the SEBI ICDR Regulations and the Red Herring Prospectus.
Anchor Investor Bid/ Offer Period	One Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor

Term	Description
	Investors shall be submitted and allocation to the Anchor Investors shall be completed.
Anchor Investor Offer Price	The final price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company, in consultation with the BRLM.
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), the Anchor Investor Bid/ Offer Period, and in the event the Anchor Investor Allocation Price is lower than the Anchor Investor Offer Price, not later than two Working Days after the Bid/Offer Closing Date.
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the BRLM, to Anchor Investors, on a discretionary basis in accordance with the SEBI ICDR Regulations. 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 and to authorise an SCSB to block the Bid Amount in the relevant ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of the UPI Mandate Request by UPI Bidders using the UPI Mechanism.
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders, for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder, which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidder using the UPI Mechanism.
ASBA Bid	A Bid made by an ASBA Bidder.
ASBA Bidders	Bidder(s), except Anchor Investors.
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Bankers to the Offer	Collectively, the Escrow Collection Bank(s), the Refund Bank(s), the Public Offer Account Bank(s) and the Sponsor Bank(s), as the case may be.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Bidders under the Offer, described in "*Offer Procedure*" on page 337.
Bid	An indication to make an offer during the Bid/Offer Period by ASBA Bidders pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Offer Period by the Anchor Investors pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto, in accordance with the SEBI ICDR Regulations and the Red Herring Prospectus and the relevant Bid cum Application Form. The term "Bidding" shall be construed accordingly.
Bid Amount	In relation to each Bid, the highest value of the Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders, Bidding at the Cut-off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder, and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of such Bid.
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the case may be.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
Bid/Offer 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, which shall be notified in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Kannada daily

Term	Description
	newspaper (Kannada being the regional language of Bangalore, Karnataka where our Registered Office is located), each with wide circulation. Our Company, in consultation with the BRLM, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/Offer Closing Date shall be widely disseminated by notification to the Stock Exchanges and shall also be notified on the websites of the BRLM and at the terminals of the Syndicate Members and communicated to the Designated Intermediaries and the Sponsor Bank(s), which shall also be notified in an advertisement in the same newspapers in which the Bid/Offer Opening Date was published, as required under the SEBI ICDR Regulations.
Bid/Offer Opening Date	Except in relation to any Bids received from Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids for the Offer, which shall be notified in [●] editions of [●], an English national daily newspaper, [●] editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Kannada daily newspaper (Kannada being the regional language of Bangalore, Karnataka, where our Registered Office is located), each with wide circulation.
Bid/Offer Period	Except in relation to bids by Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer 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 and in terms of the Red Herring Prospectus. Provided that the Bid/Offer Period shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors. 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 three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days.
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor.
Bidding Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., the Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
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 Offer is being made.
"Book Running Lead Manager" or "BRLM" or "Manager"	The book running lead manager to the Offer, being Pantomath Capital Advisors Private Limited.
Broker Centres	The broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker (in case of UPI Bidders, using the UPI Mechanism). The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), updated from time to time.
"CAN" or "Confirmation of Allocation Note"	Notice or intimation of allocation of the Equity Shares to be sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bid/ Offer Period.
Cap Price	The higher end of the Price Band, subject to any revision thereto, above which the Offer Price and Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted. 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.
Cash Escrow and Sponsor Bank(s) Agreement	The agreement to be entered into amongst our Company, the Promoter Selling Shareholder, the Registrar to the Offer, the BRLM, the Syndicate Members and the Bankers to the Offer for collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account(s) and where applicable, remitting refunds of the amounts collected from Bidders, on the terms and conditions thereof.

Term	Description
Client ID	Client identification number maintained with one of the Depositories in relation to the Bidder's beneficiary account.
"Collecting Depository Participant" or "CDPs"	A depository participant, as defined under the Depositories Act,1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the UPI Circulars, issued by SEBI as per the list available on the websites of the Stock Exchanges, as updated from time to time.
Collecting Registrar and Share Transfer Agents/ CRTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of, among others, SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
Cut-off Price	The Offer Price, finalised by our Company, in consultation with the BRLM, which shall be any price within the Price Band. Only Retail Individual Investors Bidding in the Retail Portion are entitled to Bid at the Cut- off Price. QIBs (including Anchor Investors) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price.
Demographic Details	The demographic details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation, bank account details and UPI ID, as applicable.
Designated Branches	Such branches of the SCSBs which will collect the ASBA Forms used by the ASBA Bidders and a list of which is available on the website of the SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time, or any such other website as may be prescribed by the SEBI.
Designated CDP Locations	Such centres of the CDPs where ASBA Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with the names and contact details of the CDPs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) and updated from time to time.
Designated Date	The date on which funds are transferred by the Escrow Collection Bank(s) from the Escrow Account(s) to the Public Offer Account(s) or the Refund Account(s), as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders using the UPI Mechanism, instructions issued through the Sponsor Bank(s)) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account(s), in terms of the Red Herring Prospectus and the Prospectus, following which Equity Shares may be Allotted to successful Bidders in the Offer.
Designated Intermediaries	Collectively, the Syndicate, Sub-Syndicate Members/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the Bidders in the Offer. In relation to ASBA Forms submitted by UPI Bidders (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 RTAs.
Designated RTA Locations	Such locations of the RTAs where Bidders (other than Anchor Investors) can submit the ASBA Forms to the RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)

Term	Description
	and updated from time to time.
Designated Stock Exchange	[●].
"Draft Red Herring Prospectus" or "DRHP"	This draft red herring prospectus dated January 17, 2025 filed with SEBI and 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 Offer, including any addenda or corrigenda hereto.
Eligible FPIs	FPIs that are eligible to participate in the Offer (other than individuals, corporate bodies and family offices) from such jurisdictions outside India where it is not unlawful to make an offer/ invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares offered thereby.
Eligible NRI(s)	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Red Herring Prospectus and the Bid cum Application Form will constitute an invitation to subscribe to or purchase the Equity Shares.
Escrow Account(s)	Account(s) to be opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors will transfer money through direct credit or NACH or NEFT or RTGS in respect of the Bid Amount when submitting a Bid.
Escrow Collection Bank(s)	The bank(s), which are clearing member(s) and registered with SEBI as a banker to an issue under the SEBI BTI Regulations and with whom the Escrow Account(s) will be opened, in this case, being [●].
First Bidder	The Bidder whose name appears first in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name appears as the first holder of the beneficiary account held in joint names.
Floor Price	The lower end of the Price Band, subject to any revisions thereof, at or above which the Offer Price and Anchor Investor Offer 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.
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" or "GID"	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 issued by SEBI, suitably modified and updated pursuant to, among others, the UPI Circulars and any subsequent circulars or notifications issued by SEBI from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLM.
ISIN	International Securities Identification Number of our Company being INE18PN01012.
Minimum Promoter's Contribution	Aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company that is eligible to form part of the minimum promoter's contribution, as required under the provisions of the SEBI ICDR Regulations, held by our Promoter, which shall be locked-in for a period of 18 months from the date of Allotment.
Mutual Fund(s)	Mutual fund(s) registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
Mutual Fund Portion	5% of the QIB 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 Offer Price.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors.
Non-Institutional Portion	The portion of the Offer being not less than 15% of the Offer consisting of [●] Equity Shares, which shall be available for allocation to Non-Institutional Bidders in accordance with the SEBI ICDR Regulations, out of which (a) one-third of such portion shall be reserved for Bidders with application size of more than ₹ 0.20 million and up to ₹ 1.00 million; and (b) two-thirds of such portion shall be

Term	Description
	reserved for Bidders with application size of more than ₹ 1.00 million , 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, subject to valid Bids being received at or above the Offer Price.
"Non-Institutional Bidders" or "NIBs" or "Non- Institutional Investors"	All Bidders, including FPIs other than individuals, corporate bodies and family offices, registered with SEBI that are not QIBs (including Anchor Investors) or Retail Individual Bidders who have Bid for Equity Shares for an amount of more than ₹ 0.20 million (but not including NRIs other than Eligible NRIs).
Offer	The initial public offering of up to 53,300,000 Equity Shares of face value of ₹ 2 each for cash at a price of ₹ [●] each, aggregating up to ₹ [●] million, comprising the Offer for Sale.
Offer Agreement	The agreement dated January 17, 2025 entered into among our Company, the Promoter Selling Shareholder and the BRLM, pursuant to which certain arrangements have been agreed to in relation to the Offer.
Offer for Sale	The offer for sale of up to 53,300,000 Equity Shares of face value of ₹ 2 each aggregating up to ₹ [●] million by the Promoter Selling Shareholder.
Offer Price	The final price (within the Price Band) at which Equity Shares will be Allotted to the successful Bidders (except for the Anchor Investors), in terms of the Red Herring Prospectus and the Prospectus, which shall not be lower than the face value of the Equity Shares. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price which will be decided by our Company, in consultation with the BRLM in terms of the Red Herring Prospectus. The Offer Price will be determined by our Company, in consultation with the BRLM, on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus.
Offer Proceeds	The proceeds of the Offer for Sale which shall be available to the Promoter Selling Shareholder. For further information about use of the Offer Proceeds, see "*Objects of the Offer*" on page 81.
Offered Shares	Up to 53,300,000 Equity Shares of face value of ₹ 2 each aggregating up to ₹ [●] million, being offered in the Offer for Sale by the Promoter Selling Shareholder.
Pantomath	Pantomath Capital Advisors Private Limited.
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (*i.e.,* the Floor Price) and the maximum price of ₹ [●] per Equity Share (*i.e.*, the Cap Price), including any revisions thereof. The Price Band and the minimum Bid Lot for the Offer will be decided by our Company, in consultation with the BRLM, and shall be notified in [●] editions of [●], an English national daily newspaper, [●] editions of [●], a Hindi national daily newspaper, [●] editions of [●], a Kannada language daily newspaper (Kannada being the regional language of Bangalore, Karnataka, where our Registered Office is located), each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date 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, shall finalise the Offer Price.
Prospectus	The prospectus to be filed with the RoC on or after the Pricing Date in accordance with the provisions of Section 26 of the Companies Act, 2013 and the SEBI ICDR Regulations, and containing, *inter alia*, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto.
Public Offer Account(s)	'No-lien' and 'non-interest-bearing' bank account(s) opened in accordance with Section 40(3) of the Companies Act, 2013, with the Public Offer Account Bank(s) to receive money from the Escrow Account(s) and the ASBA Accounts maintained with the SCSBs on the Designated Date.
Public Offer Account Bank(s)	The bank(s) which are clearing members and registered with the SEBI as a banker to an issue under the SEBI BTI Regulations, with which the Public Offer Account(s) shall be opened, being [●].

Term	Description
QIB Portion	The portion of the Offer (including Anchor Investor Portion) being not more than 50% of the Offer comprising [●] Equity Shares, which shall be available for allocation on a proportionate basis to QIBs (including Anchor Investors), subject to valid Bids being received at or above the Offer Price or the Anchor Investor Offer Price, as applicable.
"Qualified Institutional Buyer(s)" or "QIB Bidders" or "QIBs"	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
"Red Herring Prospectus" or "RHP"	The red herring prospectus to be issued by our Company in accordance with the Companies Act and the SEBI ICDR Regulations which will not have complete particulars of the Offer Price and size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/Offer Opening Date and will become the Prospectus after filing with the RoC after the Pricing Date, including any addenda or corrigenda thereto.
Refund Account(s)	The account opened with the Refund Bank from which refunds, if any, of the whole or part of the Bid Amount shall be made to Anchor Investors.
Refund Bank(s)	The bank which are a clearing member registered with SEBI under the SEBI BTI Regulations, with whom the Refund Account(s) will be opened, in this case being [●].
Registered Brokers	Stock brokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate, and eligible to procure Bids in terms of circular number no. CIR/CFD/14/2012 dated October 4, 2012 and the UPI Circulars, issued by SEBI.
Registrar Agreement	The agreement dated January 16, 2025 entered into among our Company, the Promoter Selling Shareholder and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer.
"Registrar and Share Transfer Agents" or "RTAs"	Registrar and share transfer agents registered with SEBI and eligible to procure Bids from relevant Bidders at the Designated RTA Locations as per the list available on the websites of BSE and NSE, and the UPI Circulars.
"Registrar to the Offer" or "Registrar"	KFIN Technologies Limited.
"Retail Individual Bidders" or "RIBs" or "RII" or "Retail Individual Investors"	Individual Bidders who have Bid for Equity Shares for an amount of not more than ₹ 0.20 million in any of the bidding options in the Offer (including HUFs applying through the *Karta* and Eligible NRIs).
Retail Portion	Portion of the Offer being at least 35% of the Offer, consisting 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 Offer Price.
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in their Bid cum Application Forms or any previous Revision Forms. QIBs and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of the quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders Bidding in the Retail Portion (subject to the Bid Amount being up to ₹ 0.20 million) can revise their Bids during the Bid/Offer Period and can withdraw their Bids until the Bid/Offer Closing Date.
SCORES	Securities and Exchange Board of India Complaints Redress System.
"Self-Certified Syndicate Banks" or "SCSBs"	The banks registered with SEBI, offering services: (a) in relation to ASBA (other than using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable or such other website as may be prescribed by SEBI from time to time; and (b) in relation to ASBA (using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40, or such other website as may be prescribed by SEBI from time to time.

Term	Description
	In accordance with the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, issued by SEBI, UPI Bidders using UPI Mechanism may apply through the SCSBs and mobile applications (apps) whose name appears on the SEBI website. The said list is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId =43, as updated from time to time.
Share Escrow Agent	[●].
Share Escrow Agreement	The agreement to be entered into among the Promoter Selling Shareholder, our Company and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Promoter Selling Shareholder and credit of such Equity Shares to the demat account of the Allottees.
Specified Locations	Bidding Centres where the Syndicate shall accept ASBA Forms from the Bidders, a list of which is which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time.
Sponsor Bank(s)	Bank(s) registered with SEBI which will be appointed by our Company to act as a conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the mandate collect requests and/or payment instructions of the UPI Bidders into the UPI, in this case being [●].
Stock Exchanges	Together, BSE and NSE
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	The agreement dated [●], to be entered into among the members of the Syndicate, our Company, the Promoter Selling Shareholder and the Registrar to the Offer in relation to the collection of Bid cum Application Forms by the Syndicate
Syndicate Member(s)	Syndicate members as defined under Regulation 2(1)(hhh) of the SEBI ICDR Regulations, namely, [●].
"Syndicate" or "members of the Syndicate"	Collectively, the BRLM and the Syndicate Members.
Underwriters	[●]
Underwriting Agreement	The agreement dated [●], to be entered into among our Company, the Promoter Selling Shareholder and the Underwriters, on or after the Pricing Date but before filing of the Prospectus, with the RoC.
UPI	Unified Payments Interface, which is an instant payment mechanism, developed by NPCI.
UPI Bidders	Collectively, individual investors applying as Retail Individual Bidders in the Retail Portion and individuals applying as Non-Institutional Bidders with a Bid Amount of up to ₹ 0.50 million in the Non-Institutional Portion. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual investors applying in public issues where the application amount is up to ₹ 0.50 million shall use the UPI Mechanism and shall provide their UPI ID in the Bid cum Application Form submitted with: (i) a Syndicate Member, (ii) a stock broker registered with a recognised 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	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, 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, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, 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

Term	Description
	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, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/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, SEBI master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 (to the extent that such circular pertains to the UPI Mechanism) and any subsequent circulars or notifications issued by SEBI in this regard, along with the circulars issued by the Stock Exchanges in this regard, including the circular issued by the NSE having reference no. 25/2022 dated August 3, 2022, and the circular issued by BSE having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI and Stock Exchanges in this regard.
UPI ID	An ID created on UPI for single-window mobile payment system developed by the NPCI.
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI linked mobile application and by way of an SMS on directing the UPI Bidder to such UPI linked mobile application) to the UPI Bidder initiated by the Sponsor Bank(s) to authorise blocking of funds in the relevant ASBA Account through the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment.
UPI Mechanism	The bidding mechanism that may be used by a UPI Bidder in accordance with the UPI Circulars to make an ASBA Bid in the Offer.
UPI PIN	Password to authenticate UPI transaction.
Wilful Defaulter or Fraudulent Borrower	Wilful defaulter or a fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations.
Working Day(s)	All days on which commercial banks in Mumbai, India are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/Offer Period, the term Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (c) the time period between the Bid/Offer Closing Date and the 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, as per circulars issued by SEBI, including the UPI Circulars.

Technical/ Industry and business-related terms

Term	Description
MTPA	Metric Tonnes Per Annum
NABL	National Accreditation Board for Testing and Calibration Laboratories
CNC	Computer Numerical Control
VMC	Vertical Machining Centers
CMMs	Coordinate Measuring Machines
FMS	Flowchart Monitoring System
IMS	Inventory Management System
PMS	Production Management System
EM	Executive Meeting
UCL	Ultimate Checklist
OEMs	Original Equipment Manufacturers
PNG	Piped Natural Gas
LPG	Liquefied Petroleum Gas
STPs	Sewage Treatment Plants
VTLs	Vertical Turning Lathes

MT	Metric Tonne
RFQ	Request for Quote
TDC	Technical Delivery Condition
SCADA	Supervisory Control and Data Acquisition
Cryogenics	The branch of physics dealing with the production and effects of very low temperatures.
Spaceframes	A three-dimensional structural framework which is designed to behave as an integral unit and to withstand loads applied at any point.

Key Performance Indicators

Term	Description
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
EBITDA	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Margin (%)	EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
Profit after Tax (PAT)	Profit after Tax (PAT) for the year/ period provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin is an indicator of the overall profitability and financial performance of our business.
Total Borrowings	Total Borrowings is used by us to track our leverage position on time to time.
Net Worth	Net worth is used to track the book value and overall value of shareholders' equity.
Return on Equity (ROE) (%)	Return on Equity provides how efficiently our Company generates profits from shareholders' funds.
Return on Capital Employed (ROCE) (%)	Return on Capital Employed provides how efficiently our Company generates earnings from the capital employed in the business.
Debt-Equity Ratio	Debt to Equity Ratio is used to measure the financial leverage of our Company and provides comparison benchmark against peers.
Fixed Assets Turnover	Fixed Asset Turnover is the efficiency at which our Company is able to deploy its assets (on net block basis) to generate the Revenue from Operations.
Net Cashflow from operations / EBITDA	Net Cash from/ (used in) Operating Activities / EBITDA indicates the ratio between Net Cash from Operating Activities to EBITDA

Conventional Terms/Abbreviations

Term	Description
A/c	Account
AGM	Annual General Meeting
"Alternative Investment Funds" or "AIFs"	Alternative investment funds as defined in, and registered under the SEBI AIF Regulations
AY	Assessment Year
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CBDT	Central Board of Direct Taxes
Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF
Category I FPIs	FPIs registered as "Category I foreign portfolio investors" under the SEBI FPI Regulations
Category II AIF	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations
Category II FPIs	FPIs registered as "Category II foreign portfolio investors" under the SEBI FPI Regulations
Category III AIF	AIFs who are registered as "Category III Alternative Investment Funds" under the SEBI AIF Regulations

Term	Description
Calendar Year or year	Unless the context otherwise requires, shall refer to the twelve-month period ending December 31.
CDSL	Central Depository Services (India) Limited
CIN	Corporate identity number
Companies Act, 1956	The Companies Act, 1956, read with the rules, regulations, clarifications and modifications notified thereunder.
"Companies Act" or "Companies Act, 2013"	The Companies Act, 2013, read with the rules, regulations, clarifications and amendments notified thereunder.
Consolidated FDI Policy	The consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any amendments or substitutions thereof, issued from time to time.
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.
CSR	Corporate Social Responsibility
Demat	Dematerialised.
Depository or Depositories	NSDL and CDSL
Depositories Act	Depositories Act, 1996 read with the rules and regulations thereunder.
"DP" or "Depository Participant"	A depository participant as defined under the Depositories Act.
DIN	Director Identification Number
DP ID	Depository Participant's identity number
DPIIT	Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India.
EBIT	Earnings before interest and tax is calculated as profit before tax plus finance costs
EBITDA	Earnings before interest, taxes, depreciation and amortisation expense, which has been arrived at by obtaining the profit before tax/ (loss) for the year/period and adding back finance costs, depreciation, and amortisation and impairment expense and reducing other income.
EBITDA Margin (%)	EBITDA Margin is calculated as EBITDA as a percentage of revenue from operations.
EGM	Extraordinary General Meeting
EPS	Earnings per share
FDI	Foreign direct investment
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations notified thereunder.
FEMA Rules	The Foreign Exchange Management (Non-debt Instruments) Rules, 2019.
"Financial Year" or "Fiscal(s)" or "Fiscal Year" or "FY"	The period of 12 months ending March 31 of that particular calendar year.
FI	Financial institutions.
FPIs	Foreign portfolio investors as defined in, and registered with SEBI under the SEBI FPI Regulations.
Fraudulent Borrower	Fraudulent Borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations.
Fugitive Economic Offender	Fugitive Economic Offender as defined under Regulation 2(1)(p) of the SEBI ICDR Regulations.
FVCI	Foreign Venture Capital Investors (as defined under the SEBI FVCI Regulations) registered with SEBI.
GAAR	General anti-avoidance rules
GDP	Gross Domestic Product
"Government of India" or "Central Government" or "GoI"	The Government of India
GST	Goods and Services Tax
HUF(s)	Hindu undivided family(ies)
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Income Tax Act	Income-tax Act, 1961
Ind AS	Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013, as amended.
Ind AS 24	Indian Accounting Standard 24, "Related Party Disclosures", notified under Section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended.

Term	Description
Ind AS 37	Indian Accounting Standard 37, "Provisions, Contingent Liabilities and Contingent Assets", notified under Section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
Ind AS 108	Indian Accounting Standard 108, "Operating Segments", notified under Section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
Ind AS Rules	Companies (Indian Accounting Standards) Rules, 2015, as amended.
Indian GAAP	Generally Accepted Accounting Principles in India notified under Section 133 of the Companies Act 2013 and read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016, as amended.
"INR" or "Rupee" or "₹" or "Rs."	Indian Rupee, the official currency of the Republic of India.
IPO	Initial public offering.
IRDAI	Insurance Regulatory and Development Authority of India.
IRDAI Investment Regulations	Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016.
IST	Indian Standard Time
IT	Information technology
IT Act	The Information Technology Act, 2000
I.T. Act	The Income Tax Act, 1961
MCA	Ministry of Corporate Affairs, Government of India
MCLR	Marginal cost of fund-based lending rate
Mn/ mn	Million
MSME	Micro, small and medium enterprises
N.A. or NA	Not applicable
NACH	National Automated Clearing House
NAV	Total equity divided by weighted average numbers of Equity Shares outstanding during the year (as adjusted for effect of bonus shares issued subsequent to year end and used in calculating basis earning per share).
NBFC	Non-Banking Financial Companies.
NEFT	National electronic fund transfer.
NPCI	National Payments Corporation of India.
"NR" or "Non-resident"	A person resident outside India, as defined under the FEMA, including Eligible NRIs, FPIs and FVCIs registered with the SEBI.
NRI	A person resident outside India, as defined under FEMA.
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 and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer.
p.a.	Per annum
P/E Ratio	Price/earnings ratio
PAN	Permanent Account Number allotted under the Income Tax Act
PAT	Profit after tax
RBI	The Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
Rs. / Rupees/ ₹ / INR	Indian Rupees
RTGS	Real time gross settlement
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SMS	Short message service
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations,

Term	Description
	2019.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
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.
SEBI ICDR Master Circular	SEBI master circular bearing number SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024
SEBI RTA Master Circular	SEBI master circular bearing number SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024
SEBI Mutual Fund Regulations	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
SEBI VCF Regulations	The erstwhile Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as repealed pursuant to the SEBI AIF Regulations.
State Government	Government of a state of India.
Systemically Important NBFCs	Systemically important non-banking financial company registered with the RBI and as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Stock Exchanges	The BSE and the NSE.
TAN	Tax deduction and collection account number.
U.S. GAAP	Generally accepted accounting principles in the United State of America.
U.S. Securities Act	The United States Securities Act of 1933, as amended.
“US$” or “USD” or “US Dollar”	United States Dollar, the official currency of the United States of America.
“USA” or “U.S.” or “US”	United States of America.
VCFs	Venture capital funds as defined in and registered with SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be.
Wilful Defaulter	Wilful Defaulter as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations.
WACA	Weighted Average Cost of Acquisition.

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

Certain conventions

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

All references to the "U.S.", "U.S.A." or the "United States" are to the United States of America and its territories and possessions.

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 page numbers of this Draft Red Herring Prospectus.

Financial data

Our Company's financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year and accordingly, all references to a particular financial year or fiscal are to the 12-month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

Unless the context requires otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year and references to a Fiscal/Fiscal Year are to the year ended on March 31, of that calendar year.

Unless indicated otherwise or the context requires otherwise, the financial information and financial ratios in this Draft Red Herring Prospectus have been derived from the Restated Financial Statements. For further information, see "*Restated Financial Statements*" on page 216.

The Restated Financial Statements of our Company comprises the restated statement of assets and liabilities as at six months period ended September 30, 2024 and Fiscals 2024, 2023 and 2022, the restated statement of profit and loss (including other comprehensive income), the restated statement of changes in equity, the restated statement of cash flow for the six months period ended September 30, 2024 and Fiscals 2024, 2023 and 2022 which are based on our audited financial statements as at and for the six months ended September 30, 2024 prepared in accordance with Ind AS 34 and our special purpose Ind AS financial statements of our Company as at and for each of the Fiscals 2024, 2023 and 2022, prepared by our Company prepared after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions availed, as per Ind AS 101) and as per the presentation, accounting policies and grouping / classifications including revised Schedule III disclosures followed as at and for the six months period ended September 30, 2024 and restated by our Company in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by ICAI, as amended from time to time.

The audited financial statements for Fiscals 2024, 2023 and 2022; and the interim special purpose Ind AS financial statements for the six months ended September 30, 2024, the special purpose Ind AS financial statements for Fiscals 2024, 2023 and 2022 have been audited by our Statutory Auditors, M/s. P K Rungta & Co., Chartered Accountants.

There are significant differences between Ind AS, Indian GAAP, US GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or US 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 and it is urged that you consult your own advisors regarding such differences and their impact on our Company's financial data. For details in connection with risks involving differences between Ind AS, U.S. GAAP and IFRS, see "*Risk Factors – 39. 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 43.

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

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

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

Any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on pages 28 , 160 and 276, respectively, and elsewhere in this Draft Red Herring Prospectus, unless otherwise stated or context requires otherwise, have been derived from Restated Financial Statements or non-GAAP financial measures as described below.

Non-Generally Accepted Accounting Principles Financial Measures

Certain measures included in this Draft Red Herring Prospectus, for instance Net Asset Value per Equity Share, EBITDA, EBITDA Margin, Profit After Tax, Profit After Tax Margin, Net Cashflow from Operations/EBITDA, Capital Employed, Return on Equity, Return on Capital Employed, Debt to Equity Ratio and Fixed Assets Turnover Ratio (the **"Non-GAAP Measures"**), presented in this Draft Red Herring Prospectus are supplemental measures of our performance and liquidity that are not required by, or presented in accordance with Ind AS, IFRS or US GAAP. Furthermore, these Non-GAAP Measures, are not a measurement of our financial performance or liquidity under Indian GAAP, IFRS or US GAAP and should not be considered as an alternative to net profit, revenue from operations or any other performance measures derived in accordance with Ind AS, IFRS or US GAAP or as an alternative to cash flow from operations or as a measure of our liquidity. Further, these Non- GAAP Measures and other statistical and other information relating to operations and financial performance should not be considered in isolation or construed as an alternative to cash flows, profit for the years 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 Measures and other statistical and other information relating to operations and financial performance, are not standardised terms and 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 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. Further, they may have limited utility as a comparative measure. Although such Non -GAAP financial measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance. For further information, see "*Management's Discussion and Analysis of Financial Position and Results of Operations – Non-GAAP Measures*" on page 294.

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus has been obtained or derived from the report titled "*Industry Report on Non-Automotive Precision Forged and Machined Components*" dated January 15, 2025, prepared by Frost and Sullivan (India) Private Limited ("***F&S Report***") who were appointed pursuant to an engagement letter dated September 2, 2024 that has been commissioned and paid for by our Company and prepared by F&S exclusively for the purpose of understanding the industry our Company operates in, in connection with the Offer.

The F&S Report is available on the website of our Company at the web- link https://vinirforge.org/investor-relations/ until the Bid /Offer Closing Date.

Unless otherwise indicated, all financial, operational, industry and other related information derived from the Industry Report and included in this Draft Red Herring Prospectus with respect to any particular year, refers to such information for the relevant calendar year.

F&S has confirmed that it is an independent agency, and is not related to our Company, our Directors, our Promoters, our Key Managerial Personnel and Senior Management or the Book Running Lead Manager.

The F&S Report is subject to the following disclaimer:

Frost & Sullivan has taken due care and caution in preparing this report "Industry Report on Non-Automotive Precision Forged and Machined Components" based on the information obtained by Frost & Sullivan from sources which it *considers reliable ("Data"). This Report is not a recommendation to invest / disinvest in any entity covered in the Report and no part of this Report should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. Without limiting the generality of the foregoing, nothing in the Report is to be construed as Frost & Sullivan providing or intending to provide any services in jurisdictions where Frost & Sullivan does not have the necessary permission and/or registration to carry out its business activities in this regard. Vinir Engineering Limited will be responsible for ensuring compliances and consequences of non-compliances for use of the Report or part thereof outside India. No part of this Report may be published/reproduced in any form without Frost & Sullivan's prior written approval.*

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but accuracy, completeness relevance of such information shall be subject to the disclaimers, context and underlying assumptions of such sources. The data used in these sources may have been selective and may be reclassified by us for the purposes of presentation and may also not be comparable. The excerpts of the Industry Report are disclosed in this Draft Red Herring Prospectus and there are no parts, information, data (which may be relevant for the proposed Offer), left out or changed in any manner. The extent to which the industry and market data presented in this Draft Red Herring Prospectus is meaningful and depends upon the reader's familiarity with, and understanding of, the methodologies used in compiling such information. There are no standard data gathering methodologies in the industry in which our Company conducts business and methodologies, and assumptions may vary widely among different market and industry sources. Such information involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in *"Risk Factors* – 28*. This Draft Red Herring Prospectus contains information from industry sources including the industry report commissioned from Frost and Sullivan (India) Private Limited exclusively for the Offer and paid for by the Company. Investors are advised not to place undue reliance on such information."* on page 40. Accordingly, no investment decision should be solely made on the basis of such information.

In accordance with the disclosure requirements under the SEBI ICDR Regulations*, "Basis for the Offer Price"* on page 84 includes information relating to our peer group companies. Such information has been derived from publicly available sources specified therein.

Currency and units of presentation

All references to:

- "₹" or "Rupees" or "Rs." or "INR" are to Indian Rupees, the official currency of the Republic of India;
- "US$" or "USD" are to United States Dollars, the official currency of the United States of America; and

All the figures in this Draft Red Herring Prospectus, except for figures derived from the Industry Report (which are in million or billion), have been presented in million or in whole numbers where the numbers have been too small to present in million unless stated otherwise. One million represents 1,000,000 and one billion represents 1,000,000,000.

Certain figures contained in this Draft Red Herring Prospectus, including financial information, have been subject to rounding adjustments. Any discrepancies in any table between the totals and the sum of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given, and (ii) the sum of the figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

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

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 requirements of the SEBI ICDR Regulations. These conversions should not be construed as a representation that such currency amounts could have been, or can be converted into Indian Rupees, at any particular rate, or at all.

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

(in ₹)

Currency	Exchange rate as at#			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
1 USD	83.79	83.37	82.22	75.81

Source: FBIL Reference Rate as available on www.fbil.org.in
Note: Exchange rate is rounded off to two decimal points.
#On instances where the given day is a holiday, the exchange rate from the previous working day has been considered.

Please note that the above exchange rates have been provided for indicative purposes only and the amounts reflected in our Restated Financial Statements may not have been converted using any of the above-mentioned exchange rates.

DISCLAIMER

The Equity Shares offered in the Offer 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 in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in 'offshore transactions' in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions 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 statements which are not statements of historical fact and may be described as "forward-looking statements". These forward-looking statements include statements which can generally be identified by words or phrases such as "aim", "anticipate", "are likely", "believe", "continue", "can", "could", "expect", "estimate", "intend", "may", "likely", "objective", "plan", "propose", "will continue", "seek to", "will achieve", "will likely", "will pursue" or other words or phrases of similar import. Similarly, statements that describe the strategies, objectives, plans or goals of our Company are also forward-looking statements. All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, plans, revenue, and profitability (including, without limitation, any financial or operating projections or forecasts) and other matters discussed in this Draft Red Herring Prospectus that are not historical facts. However, these are not the exclusive means of identifying forward-looking statements.

These forward-looking statements are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements. All forward-looking statements are subject to risks, uncertainties, and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. This may be due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industries we cater and our ability to respond to them, our ability to successfully implement our strategies, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and globally, which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence.

Certain important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

1. While we have sold our products to over 150 unique customers in the last 3 fiscals and six month period ended September 30, 2024, a significant part of our revenues came from our top 5 and top 10 customers. The loss of any of our top customers could have a material adverse effect on our business, results of operations, financial condition, cash flows and future prospects.

2. We derived about 93-99% of our revenue from operations from repeat customers in the last 3 Fiscals and six months period ended September 30, 2024, and any loss of, or a significant reduction in the repeat customers could adversely affect our business, results of operations, financial condition and cash flows.

3. Our business and profitability are dependent on our primary raw material - steel and any delay in its delivery or price fluctuations or inadequate quality may adversely impact our business operations and results of operations.

4. We have an installed capacity of 38,000 MTPA, spread over 3 Manufacturing Units which are subject to operating risks. Any shutdown or slowdown or other production problem in any of our Manufacturing Units may reduce our production and adversely affect our cash flows, results of operations and financial condition.

5. While we cater to multiple industry segments, a significant portion of our revenue comes from energy and defence & aerospace. We may be affected by any reduction in the demand or requirement of products in such industries which can adversely impact our business, financial condition, results of operations, cash flows and prospects.

6. Since our incorporation in the year 1983, we have expanded our business, scale of operations and delivered variety of products. However, we face competitive pressures in our business and our inability to compete effectively would be detrimental to our business and prospects for future growth.

7. We have power and fuel requirements and any disruption to power or fuel sources could increase our production costs and adversely affect our business, financial condition, cash flows and results of operations.

8. We may be subject to import duties or restrictions of the relevant geographies. Additionally, any exchange rate fluctuations may adversely affect our business, financial conditions, cash flows and results of operations.

9. While we have long-standing relationships with many customers and there exist exit barriers, however, we do not have long term agreements with any of our customers. If our customers choose not to buy from us, there may be an adverse effect on our business, financial condition, cash flows and results of operations.

For a further discussion of factors that could cause our actual results to differ from the expectations, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on pages 28, 160 and 276, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially be different from those that have been estimated. Forward-looking statements reflect our current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's belief and assumptions, which in turn are based on currently available information. Although we believe that the assumptions on which such statements are based are reasonable, any such assumptions as well as statements based on them could prove to be inaccurate and the forward-looking statements based on these assumptions could be incorrect.

Neither our Company, nor the Promoter Selling Shareholder, nor our Directors nor the Syndicate or any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the SEBI ICDR Regulations, our Company will ensure that investors in India are informed of material developments pertaining to our Company and the Equity Shares from the date of the Red Herring Prospectus until the receipt of final listing and trading approvals from the Stock Exchanges. In accordance with the requirements of SEBI and as prescribed under applicable law, the Promoter Selling Shareholder shall ensure that investors in India are informed of material developments in relation to the statements and undertakings specifically undertaken or confirmed by them in the Red Herring Prospectus until the receipt of final listing and trading approvals from the Stock Exchanges. Only statements and undertakings which are specifically confirmed or undertaken by the Promoter Selling Shareholder in relation to himself as a Promoter Selling Shareholder and his portion of the Offered Shares, as the case may be, in this Draft Red Herring Prospectus shall be deemed to be statements and undertakings made by the Promoter Selling Shareholder.

SUMMARY OF THE OFFER DOCUMENT

This section is a general summary of certain disclosures included in this Draft Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including the sections "Risk Factors", "Our Business", "Industry Overview", "Capital Structure", "The Offer", "Restated Financial Statements", "Objects of the Offer", "Management's Discussion and Analysis of Financial Position and Results of Operations" and "Outstanding Litigation and Material Developments" on pages 28, 160, 99, 65, 51, 216, 81, 276 and 308 respectively of this Draft Red Herring Prospectus.

Summary of the primary business of our Company

We are an integrated engineering solutions company engaged in the manufacturing of specialised, critical and heavy, precision-forged and machined components for a wide range of industries and applications, including energy, defence, aerospace, railways, energy turbines, hydraulics, earthmoving, high-end engineering amongst others. Our components play a vital role in various systems and applications, such as armored vehicles, armaments and ammunition, combat equipment, military hardware, upstream and downstream oil & gas systems, cryogenics systems, aircraft propulsion systems, power turbines, gas turbines, railway locomotives and braking systems, nuclear energy infrastructure equipment, heavy duty excavation machinery, spaceframes, hydraulic components, wind turbine generators & high-pressure boilers, amongst others. *(source: F&S Report)*

For further details, please see "*Our Business*" beginning on page 160.

Summary of the industry in which our Company operates

We are an integrated engineering solutions company engaged in the manufacturing of specialised, critical and heavy, precision-forged and machined components for a wide range of industries and applications, including energy, defence, aerospace, railways, energy turbines, hydraulics, earthmoving, high-end engineering amongst others. Our components play a vital role in various systems and applications, such as armored vehicles, armaments and ammunition, combat equipment, military hardware, upstream and downstream oil & gas systems, cryogenics systems, aircraft propulsion systems, power turbines, gas turbines, railway locomotives and braking systems, nuclear energy infrastructure equipment, heavy duty excavation machinery, spaceframes, hydraulic components, wind turbine generators & high-pressure boilers, amongst others. *(source: F&S Report)*

For further details, please see "*Industry Overview*" beginning on page 99.

Our Promoters

Our Promoters are Naresh Chandra Gupta, Nitesh Gupta and Ritesh Gupta. For details, see "*Our Promoters and Promoter Group*" on page 209.

Offer size

The Offer comprises an Offer for Sale of up to 53,300,000 Equity Shares of face value of ₹ 2 each aggregating up to ₹ [●] million by the Promoter Selling Shareholder. For details, see "*Other Regulatory and Statutory Disclosures*" on page 317. The Offer would constitute [●] % of the post-Offer paid-up Equity Share capital of our Company. For further details, see "*The Offer*" beginning on page 51.

Objects of the Offer

The Promoter Selling Shareholder will be entitled to the entire proceeds of the Offer after deducting his portion of the Offer expenses and relevant taxes thereon. Our Company will not receive any proceeds from the Offer. The objects of the Offer are to (i) carry out the Offer for Sale of up to 53,300,000 Equity Shares of face value of ₹ 2 each by the Promoter Selling Shareholder aggregating up to ₹ [●] million; and (ii) achieve the benefits of listing the Equity Shares on the Stock Exchanges. For further details, see "*Objects of the Offer*" beginning on page 81.

Aggregate pre-Offer shareholding of our Promoters (including the Promoter Selling Shareholder) and members of the Promoter Group as a percentage of the paid-up Equity Share capital of our Company

The aggregate pre-Offer shareholding of our Promoters (including the Promoter Selling Shareholder) and members of our Promoter Group as a percentage of the pre-Offer paid-up Equity Share capital of our Company as on the date of this Draft Red Herring Prospectus is set out below:

Name of the Shareholder	Number of Equity Shares held of face value ₹ 2/- each	% of pre-Offer paid-up Equity Share capital
Promoters (A)		
Naresh Chandra Gupta	12,757,770	6.00

Name of the Shareholder	Number of Equity Shares held of face value ₹ 2/- each	% of pre-Offer paid-up Equity Share capital
Nitesh Gupta*	178,608,375	84.00
Ritesh Gupta	21,262,635	10.00
Total (A)	**212,628,780**	**100.00**
Promoter Group (B)		
Dhruv Gupta	150	Negligible
Veena Gupta	150	Negligible
Tina Gupta	150	Negligible
Kadambari Gupta	150	Negligible
Total (B)	**600**	**Negligible**
Total (A+B)	**212,629,380**	**100.00**

* *Also the Promoter Selling Shareholder*

For further details, see "*Capital Structure*" on page 65.

Summary of selected financial information derived from the Restated Financial Statements

The details of certain financial information as set out under the SEBI ICDR Regulations, as at and for the six months period ended September 30, 2024 and for Fiscals 2024, 2023 and 2022, as derived from the Restated Financial Statements are set forth below:

(in ₹ million, except per share data)

Particulars	**For the six months period ended September 30, 2024 ***	**Fiscal**		
		2024	**2023**	**2022**
Equity Share Capital	141.75	141.75	172.34	172.34
Net Worth (1)	1,288.50	1,086.85	1,056.53	791.98
Total Borrowings (2)	15.97	136.74	82.43	64.42
Revenue from Operations (3)	1,033.76	2,295.27	2,269.57	1,534.59
Total Income	1,072.26	2,355.26	2,289.38	1,550.49
EBITDA (4)	262.13	464.57	390.01	201.55
EBITDA Margin (%) (5)	25.36	20.24	17.18	13.13
Profit after Tax (PAT) (6)	202.32	289.95	266.42	142.46
PAT Margin (%) (7)	18.87	12.31	11.64	9.19
Basic and diluted earnings per share (8) (Face Value of ₹ 2 each) (in ₹)	0.95	1.26	1.03	0.55
Return on Net Worth (%) (9)	15.70	26.68	25.22	17.99
Net Asset Value per Equity Share (10) (in ₹)	6.06	5.11	4.09	3.06

** Not Annualized*

Notes:

(1) Net Worth means 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, in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations;

(2) Total borrowings represent sum of current and non-current borrowings;

(3) Revenue from operation means revenue from operations as per the Restated Financial Statements;

(4) EBITDA is calculated as profit / (loss) before tax plus finance costs, depreciation and amortisation expense and less other income;

(5) EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations;

(6) Profit after Tax (PAT) for the year means the restated profit / (loss) for the year/ period after tax as per the Restated Financial Statements;

(7) PAT Margin (%) for the year as a % of total Income is calculated as restated profit / (loss) for the year/ period divided by Total Income;

(8) In accordance with IND AS 33, Basic earnings per share is calculated by dividing the restated profit or loss for the year/ period attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year/ period; Diluted EPS (₹) = In accordance with Ind AS 33, Diluted earnings is calculated by dividing the restated profit/(loss) for the year / period attributable to equity shareholders of the company by the weighted average number of Equity Shares outstanding during the year/ period as adjusted for the effects of all dilutive potential Equity Shares during the year/ period and effect of sub-division of shares and bonus share have also been provided while computing the weighted average number of shares.

(9) Return on net worth is calculated as restated profit/(loss) for the year/ period divided by net worth;

(10) Net Asset Value per equity share is calculated as Net Worth as of the end of relevant year/ period divided by the number of equity shares outstanding at the end of the year/ period. The Net Asset Value per share disclosed above is after considering the impact of sub-division and bonus of the issued equity shares;

For further details, see "*Restated Financial Statements*" and "*Other Financial Information*" on pages 216 and 272, respectively.

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

There are no qualifications included by the Statutory Auditors in their audit reports and hence no effect is required to be given in the Restated Financial Statements.

Summary of outstanding litigation and material developments

A summary of outstanding litigation proceedings involving our Company, our Group Company, our Directors and our Promoters in accordance with the SEBI ICDR Regulations and the Materiality Policy as on the date of this Draft Red Herring Prospectus, is provided below:

Name of entity	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Other material proceedings	Aggregate amount involved* (₹ in millions)
Company						
By our Company	1	6	1	Nil	3	118.49
Against our Company	Nil	Nil	Nil	Nil	Nil	Nil
Directors						
By our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Promoters						
By our Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against our Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Group Company						
By our Group Company	Nil	Nil	Nil	Nil	Nil	Nil
Against our Group Company	Nil	Nil	Nil	Nil	Nil	Nil

**To the extent ascertainable and quantifiable*

As on the date of this Draft Red Herring Prospectus, there is no pending litigation involving our Group Company which will have a material impact on our Company. For further details, see "*Outstanding Litigation and Material Developments*" on page 308.

Risk Factors

Investors should please see "*Risk Factors"* beginning on page 28 to have an informed view before making an investment decision.

Summary of contingent liabilities

The following is a summary table of our contingent liabilities as at September 30, 2024, as indicated in the Restated Financial Statements:

(in ₹ million)

Particulars	As on September 30, 2024
(i) Bank Guarantee (amount outstanding end of the year)	43.52
(ii) Civil Case - Before Karnataka High Court	60.13
(iii) Regulatory – Before National Green Tribunal Chennai	23.34
(iv) Goods & Service Tax	23.71

Particulars	As on September 30, 2024
Total	**150.70**

For further details of our contingent liabilities (as per Ind AS 37) as at September 30, 2024, see "*Restated Financial Statements– Note 36 – Contingent liabilities and commitments*" on page 259.

Summary of related party transactions

A summary of the related party transactions for the six months period ended September 30, 2024 and Fiscals 2024, 2023 and 2022 as per Ind AS 24 – Related Party Disclosures read with the SEBI ICDR Regulations and derived from our Restated Financial Statements is set out below:

(*in ₹ million*)

Nature of Transaction	Name of Related Party	For the 6 months period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
		₹ in million	% of Revenue from Operations	₹ in million	% of Revenue from Operations	₹ in million	% of Revenue from Operations	₹ in million	% of Revenue from Operations
Rent Paid	Vishnu Forge Hosur	3.60	0.35	7.20	0.31	7.20	0.32	7.20	0.47
	Nitesh Gupta	0.01	0.00	0.01	0.00	0.01	0.00	0.01	0.00
Expenses paid on behalf of the firm	Vishnu Forge Hosur	-	-	-	-	0.01	0.00	2.41	0.16
Sales	Metalkarma Engineering Technologies Private Limited	62.59	6.05	252.92	11.02	47.80	2.11	36.55	2.38
Purchases	Metalkarma Engineering Technologies Private Limited	-	-	-	-	19.60	0.86	0.77	0.05
Remuneration paid	Nitesh Gupta	7.50	0.73	9.90	0.43	10.13	0.45	7.20	0.47
Salaries paid	Dhruv Gupta	1.80	0.17	2.40	0.10	-	-	-	-
	Pramod Amin	-	-	0.24	0.01	0.18	0.01	-	-
	Abhijith Baliga B	0.07	0.01	-	-	-	-	-	-

For further details of the related party transactions, see "*Restated Financial Statements– Note 37 – Related Parties*" on page 260.

Details of all financing arrangements

There have been no financing arrangements whereby our Promoters, members of our Promoter Group, our Directors or their relatives (as defined under Companies Act) have financed the purchase by any person of securities of our Company, other than in the normal course of the business of the financing activity during a period of six months immediately preceding the date of this Draft Red Herring Prospectus.

Weighted average price at which the specified securities were acquired by our Promoters (including the Promoter Selling Shareholder) in the last one year preceding the date of this Draft Red Herring Prospectus

Except as disclosed below, no Equity Shares have been acquired by our Promoters (including the Promoter Selling Shareholder) in the last one year immediately preceding the date of this Draft Red Herring Prospectus.

Name	Number of Equity Shares acquired in one year preceding the date of DRHP#	Weighted average price of acquisition per Equity Share (in ₹) *
Promoters		
Naresh Chandra Gupta	8,505,180	N.A. ##
Nitesh Gupta**	119,072,250	N.A. ##
Ritesh Gupta	14,175,090	N.A. ##

**As certified by Statutory Auditors, pursuant to their certificate dated January 17, 2025.*
****Also the Promoter Selling Shareholder.*
 # after giving effect of sub-division and bonus issue
Not applicable as equity shares issued by way of bonus issuance.

Average cost of acquisition of shares for our Promoters (including the Promoter Selling Shareholder)

The average cost of acquisition of Equity Shares for our Promoters (including the Promoter Selling Shareholder) is as set out below:

Name	Number of Equity Shares of face value of ₹ 2 each#	Acquisition price per Equity Share (in ₹) *
Promoters		
Naresh Chandra Gupta	12,757,770	0.67
Nitesh Gupta**	178,608,375	0.06
Ritesh Gupta	21,262,635	0.22

** As certified by Statutory Auditors, pursuant to their certificate dated January 17, 2025.*
****Also the Promoter Selling Shareholder.*
 # after giving effect of sub-division and bonus issue

The weighted average cost of acquisition of all shares transacted in the last eighteen months, one year and three years preceding the date of this Draft Red Herring Prospectus

The weighted average cost of acquisition of all shares transacted in the last eighteen months, one year and three years preceding the date of this Draft Red Herring Prospectus is as follows:

Period	Weighted average cost of acquisition (in ₹) *	Upper end of the price band (₹ [●]) is 'X' times the weighted average cost of acquisition^	Range of acquisition price: Lowest price – Highest price (in ₹) *
Last eighteen months	NA	[●]	[●]
Last one year	NA	[●]	[●]
Last three years	NA	[●]	[●]

As certified by Statutory Auditors, pursuant to their certificate dated January 17, 2025.
** after giving effect of sub-division and bonus issue*
^ To be updated upon finalization of the Price Band.

Details of price at which specified securities were acquired in the last three years preceding the date of this Draft Red Herring Prospectus by our Promoters, members of the Promoter Group and Shareholder(s) with rights to nominate Director(s) or any other special rights

Except as stated below, there have been no specified securities that were acquired in the last three years preceding the date of this Draft Red Herring Prospectus, by our Promoters, and members of our Promoter Group. The details of the price at which these acquisitions were undertaken are stated below:

Name of acquirer	Date of acquisition of equity shares	Number of equity shares acquired*	Acquisition price per equity share (in ₹)	Nature of acquisition
Promoters				
Naresh Chandra Gupta	January 08, 2025	8,505,180	Nil	Bonus issue
Nitesh Gupta^	August 31, 2023	19,966,500	NA	Transfer by way of gift from Naresh Chandra Gupta
	August 31, 2023	11,822,835	NA	Transfer by way of gift from Veena Gupta
	August 31, 2023	6,374,515	NA	Transfer by way of gift from Ritesh Gupta
	August 31, 2023	4,654,100	NA	Transfer by way of gift from Tina Gupta
	January 08, 2025	119,072,250	Nil	Bonus issue
Ritesh Gupta	January 08, 2025	14,175,090	Nil	Bonus issue
Promoter Group				
Dhruv Gupta	October 04, 2024	50	NA	Transfer by way of gift from Nitesh Gupta
	January 08, 2025	100	Nil	Bonus issue
Veena Gupta	October 04, 2024	50	NA	Transfer by way of gift from Ritesh Gupta
	January 08, 2025	100	Nil	Bonus issue
Tina Gupta	October 04, 2024	50	NA	Transfer by way of gift from Nitesh Gupta
	January 08, 2025	100	Nil	Bonus issue
Kadambari Gupta	October 04, 2024	50	NA	Transfer by way of gift from Ritesh Gupta
	January 08, 2025	100	Nil	Bonus issue

** after giving effect of sub-division of shares. For more details, please see "Capital Structure" on page 65.*
^Also the Promoter Selling Shareholder.

As on the date of this Draft Red Herring Prospectus, none of our Shareholders have any special rights in our Company, including the right to nominate directors on the Board of our Company.

Details of Pre-IPO Placement

Our Company is not contemplating a pre-IPO placement.

Issuance of equity shares in the last one year for consideration other than cash or bonus issue

Other than as disclosed in "*Capital Structure*" on page 65, our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Draft Red Herring Prospectus.

Sub-division/consolidation of Equity Shares in the last one year

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

Pursuant to a resolution passed by our Shareholders dated November 30, 2024, Equity Shares of face value of ₹ 10 each of our Company were sub-divided into Equity Shares of face value of ₹ 2 each. Accordingly, the issued, subscribed and paid-up share capital of the Company was sub-divided from 14,175,292 Equity Shares of face value of ₹ 10/- each to 70,876,460 Equity Shares of face value of ₹ 2/- each. For further details, see "*Capital Structure –Share capital history of our Company*" on page 65.

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

Our Company has not made any application under Regulation 300(1)(c) of the SEBI ICDR Regulations for seeking an exemption from complying with any provisions of securities laws 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. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks and uncertainties described in this section are not the only risks that we currently face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also have an adverse effect on our business. If any or a combination of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occurs, our business, financial condition, results of operations and cash flows could suffer, the price of our Equity Shares could decline, and you may lose all or part of your investment. Furthermore, some events may be material collectively rather than individually.

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risks where the effect is not quantifiable and hence have not been disclosed in the applicable risk factors. Prospective investors should read this section together with "Our Business", "Industry Overview" and "Management's Discussions and Analysis of Financial Condition and Results of Operations" on pages 160, 99 and 276, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. In making an investment decision, prospective investors should rely on their own examination of us and the terms of the Offer, 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. Potential investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to 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 and uncertainties where actual results could materially differ from those anticipated in these forward-looking statements. For further details, see "Forward-Looking Statements" on page 20.

Unless the context requires otherwise, the financial information used in this section is derived from our Restated Financial Statement on page 216. Our fiscal year ends on March 31 of each year, and references to a particular fiscal are to the twelve months ended March 31 of that year.

*Unless stated otherwise, industry and market data in this Draft Red Herring Prospectus is derived from the report titled, "Industry Report on Non-Automotive Precision Forged and Machined Components" dated January 15, 2025 ("**F&S Report**") prepared by F&S, appointed by our Company pursuant to an engagement letter dated September 2, 2024 and such F&S Report has been commissioned by and paid for by our Company, exclusively in connection with the Offer. The F&S Report is available on the website of our Company at https://vinirforge.org/investor-relations/ . Unless otherwise indicated, financial, operational, industry and other related information derived from the F&S Report and included herein with respect to any particular year refers to such information for the relevant calendar year. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Industry and Market Data" on page 17.*

INTERNAL RISK FACTORS

1. ***While we have sold our products to over 150 unique customers in the last 3 fiscals and six month period ended September 30, 2024, a significant part of our revenues came from our top 5 and top 10 customers. The loss of any of our top customers could have a material adverse effect on our business, results of operations, financial condition, cash flows and future prospects.***

During the last 3 fiscals and six months ended September 30, 2024, we served over 150 unique customers, with an average of 60-70 customers per year/period. While we have a wide customer base every year, a significant part of our revenues came from our top 5 and top 10 customers. The following table presents the revenue from operations from our top customers in each year/period –

Particulars	Six months period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹ million)	% of Revenue from Operations	Amount (in ₹ million)	% of Revenue from Operations	Amount (in ₹ million)	% of Revenue from Operations	Amount (in ₹ million)	% of Revenue from Operations
Revenue from top five (5) customer	534.66	51.72	1,195.56	52.09	1,431.85	63.09	877.37	57.17

Revenue from top ten (10) customers	739.83	71.57	1,774.46	77.31	1,757.38	77.43	1,158.56	75.50

Loss of any of our top customers for any reason (including, due to loss of contracts or failure to negotiate acceptable terms, change in their internal policy/strategy, loss of market share of these customers in their industries, disputes with these customers, adverse change in the financial or business condition of these customers, any unforeseen events), could have an adverse impact on our business, results of operations, financial condition and cash flows. While there has been no loss of any of our key customers in the six months period ended September 30, 2024 and Fiscals 2024, 2023 and 2022, there is no assurance that such instance will not arise in the future.

Similarly, any default or delay in payments by any of our key customers or the insolvency or financial distress of such customers may have an adverse effect on our business, results of operations, cash flows and financial condition. Further, these customers may change their outsourcing strategy by moving more work in-house, replace us with our competitors, or replace their existing products with alternative products which we do not supply.

2. ***We derived about 93-99% of our revenue from operations from repeat customers in the last 3 Fiscals and six months period ended September 30, 2024, and any loss of, or a significant reduction in the repeat customers could adversely affect our business, results of operations, financial condition and cash flows.***

We have historically been dependent, and expect to continue to depend on orders from our repeat customers, for a substantial portion of our revenue. In the last 3 Fiscals and six months period ended September 30, 2024, we derived about 93-99% of our revenue from operations from repeat customers and loss of any of such customer for any reason, including reasons that may be internal or external to such customers including operational, financial or market reasons, could have a material adverse effect on our business, results of operations, financial condition and cash flows.

The following table summarizes the details of our repeat customers for the period/year mentioned –

Particulars	Six-month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Number of repeat customers	52	50	56	64

Our revenue from repeat customers as a percentage of our revenue from operation for the period/year mentioned is as under:

Particulars	Six months period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹ million)	% of Revenue from Operations	Amount (in ₹ million)	% of Revenue from Operations	Amount (in ₹ million)	% of Revenue from Operations	Amount (in ₹ million)	% of Revenue from Operations
Revenue from repeat customers	975.29	94.34	2,143.94	93.41	2,259.37	99.55	1,523.28	99.26

Though we have had repeat customers and have developed relationships with them, we do not typically have long-term contracts with them. In the absence of long-term contracts, there can be no assurance that our existing customers will continue to purchase our products that may have a material adverse effect on our business, results of operations and financial condition.

3. ***Our business and profitability are dependent on our primary raw material - steel and any delay in its delivery or price fluctuations or inadequate quality may adversely impact our business operations and results of operations.***

We are engaged in manufacturing complex and high precision heavy forged machined components, requiring steel of certain technical specifications. We buy steel bar, ingots and blooms for our operations. The table below provides cost of steel purchases a percentage of our total purchases in the period/years indicated:

Particulars	Six months period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹ million)	% of revenue from operations	Amount (in ₹ million)	% of revenue from operations	Amount (in ₹ million)	% of revenue from operations	Amount (in ₹ million)	% of revenue from operations
Cost of material purchases	561.29	54.30	1,255.18	54.69	1,298.34	57.21	842.65	54.91

If we experience volatility in the cost or availability or timely delivery of steel for our operations, it may adversely affect our operations and financial performance. Our inability to pass through steel costs or otherwise mitigate these cost increases could adversely affect our business. From time to time, steel prices may fall rapidly. If this happens, suppliers may withdraw capacity from the market until prices improve which may cause periodic supply interruptions. If these supply interruptions occur, our costs for procuring our primary raw material could increase, and our business, cash flows and results of operations could be adversely affected.

Any increase in prices of steel could have an impact on our cash flows and we may require additional funds to procure the necessary steel at the higher prices. As a result, we may be required to allocate a larger portion of our working capital towards purchasing raw materials to maintain our production levels. This increased allocation towards purchase or steel can potentially strain our financial performance.

4. ***We have an installed capacity of 38,000 MTPA, spread over 3 Manufacturing Units which are subject to operating risks. Any shutdown or slowdown or other production problem in any of our Manufacturing Units may reduce our production and adversely affect our cash flows, results of operations and financial condition.***

We operate three Manufacturing Units – Unit I located at Bangalore in Karnataka and Unit II and Unit III located at Hosur and Kalukondapalli in Tamil Nadu, with an aggregate installed capacity of 38,000 MTPA. Our Manufacturing Units are subject to operating risks and we may encounter manufacturing problems or experience difficulties or delays in production as a result of occurrence of the following events or any other events beyond our control:

- forced or voluntary closure of manufacturing plants, including as a result of regulatory actions;
- problems with supply chain, including as a result of natural or man-made disasters at any of our Manufacturing Units;
- manufacturing shutdowns, breakdown or failure of equipment, equipment performance below expected levels of efficiency, obsolescence of our equipment and production facilities, industrial accidents and the need to comply with the directives of relevant government authorities;
- labour disputes, strikes, lock-outs that may result in temporary shutdowns or manufacturing disruptions;
- any changes in the availability of power or water availability which impacts the entire region;
- failure of a supplier to provide us with raw materials or components for an extended period of time, which could impact continuous supply; and
- changes in political relationships between India and the countries in which we export and local political tensions.

While there has not been no instance of material disruptions in our Manufacturing Units in the six months period ended September 30, 2024 and Fiscals 2024, 2023 and 2022, we cannot assure that such event will not happen in future. Disruption in our manufacturing operations may result in reduced production and reduced sales or higher costs to arrange for alternative arrangements to meet our customer obligations.

5. ***While we cater to multiple industry segments, a significant portion of our revenue comes from Energy and Defence & Aerospace industry segments. We may be affected by any reduction in the demand or requirement of products in such industries which can adversely impact our business, financial condition, results of operations, cash flows and prospects.***

While we cater to multiple industry segments, a significant portion of our revenue from operations comes from Energy and Defence & Aerospace industries. Any slowdown in these sectors may impact our business. The composition of our revenue based on sectors served is as follows:

Industry Segment	For the six months period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	In ₹ million	% of Revenue from Operations	In ₹ million	% of Revenue from Operations	In ₹ million	% of Revenue from Operations	In ₹ million	% of Revenue from Operations
Energy	465.17	45.00	1,239.31	53.99	1,706.25	75.18	934.48	60.89
Defence & Aerospace	219.71	21.25	281.56	12.27	134.45	5.92	192.12	12.52
Energy Turbines	102.10	9.88	99.95	4.35	46.12	2.03	71.65	4.67
Earthmoving & Hydraulics	62.59	6.05	252.92	11.02	47.80	2.11	36.55	2.38
Railways	52.92	5.12	167.64	7.30	162.38	7.15	111.22	7.25
Other High-end Engineering	80.92	7.83	168.44	7.34	116.55	5.14	137.75	8.98
Others	50.35	4.87	85.45	3.72	56.02	2.47	50.82	3.31
Total	**1,033.76**	**100.00**	**2,295.27**	**100.00**	**2,269.57**	**100.00**	**1,534.59**	**100.00**

As per F&S Report, some of the sectors we serve, such as energy (oil and gas) are likely to shrink over time due to a global shift towards renewable energy source, hence a product diversification strategy needs to be adopted. Further, fluctuating energy (oil) prices and geopolitical tensions can directly impact client spending and project flow.

In case we are unable to diversify our end-user industry segments, our business, profitability, and results of operations could be adversely impacted. In case of any slowdown in the sectors we are catering to, it will impact our business and operations While we have not faced any such situation in the past, we cannot assure you that such event will not occur in future.

6. ***Since our incorporation in the year 1983, we have expanded our business, scale of operations and delivered variety of products. However, we face competitive pressures in our business and our inability to compete effectively would be detrimental to our business and prospects for future growth.***

Since our incorporation in the year 1983, we have expanded our business, scale of operations and delivered variety of products, creating our position in the winding and conductivity products. However, we face competitive pressures in our business and our inability to compete effectively could be detrimental to our business and prospects for future growth. We face competition in our industry, which is based on many factors, including product quality and reliability, product design, technology, manufacturing capabilities, price and brand recognition. We compete to retain our existing business as well as to acquire new business. Considering the critical nature of our product applications, end products of our customers and the nature of industry which they belong to, like defence, aerospace etc., business dealing details of many of our customers may be private in nature. Some of our competitors may have certain advantages, including greater financial, technical and/ or marketing resources, which could enhance their ability to finance acquisitions, fund growth, respond more quickly to market changes and/ or operate in more diversified geographies and product portfolios.

We compete with several domestic and international companies with larger projects, greater brand recognition, stronger manpower and greater financial resources and experience. While we may address the industry and customer needs, our competitors may win market share from us by providing faster and cheaper solutions to our customers, with or without adversely affecting their profit margins or by offering technologically advanced products or services.

If we are unable to provide our customers with superior products and services at competitive prices or successfully market those services to current and prospective customers, we could lose customers, market share or be compelled to reduce our prices, thereby adversely affecting our business, results of operations and financial condition. Further, manufacturers that do not currently compete with us could expand their product portfolios to include products that would compete directly with ours. In addition, certain key customers to whom we currently sell certain products could decide to compete with us as manufacturers of these products. For further details of our competition, see "*Industry Overview*" and "*Our Business – Competition*" on pages 99 and 178, respectively.

As per F&S Report, we may face competition from the defence, aerospace and earthmoving industries which require similar capabilities in terms of heavy component production and precision machining, posing a potential threat as they may draw on resources by producing machinery in-house or by attracting the Company's target clients with more lucrative contracts.

Our competitors' actions, including expanding their manufacturing capacity, expansion of their operations to newer geographies or product segments in which we compete could cause us to lower our prices in an effort to maintain our sales volume.

Our success depends in part on our ability to remain updated in terms of manufacturing process, quality standards, customers' requirements, supply chain developments and competitive prices. There can also be no assurance that we will be able to establish a compelling advantage over our competitors. Any of the aforementioned factors could adversely affect our business, results of operations, financial condition and cash flows.

7. ***We have power and fuel requirements and any disruption to power or fuel sources could increase our production costs and adversely affect our business, financial condition, cash flows and results of operations.***

We require power and fuel for our Manufacturing Units. The following table sets forth below our power and fuel expenses as a percentage of our revenue from operations in the period/years indicated:

Particulars	**Six months period ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	In ₹ million	**% of Revenue from Operations**	**In ₹ million**	**% of Revenue from Operations**	**In ₹ million**	**% of Revenue from Operations**	**In ₹ million**	**% of Revenue from Operations**
Power and fuel expenses	138.03	13.35	304.80	13.28	313.61	13.82	246.23	16.05

We purchase power for our operations from the state electricity boards. In case the cost of electricity from state electricity boards is increased significantly and we are not able to pass on such increase to our customers, our cost of production and profitability will be adversely affected. Interruptions of electricity supply can result in production shutdowns, increased costs associated with restarting production and the loss of production in progress. Any significant increase in power price or increased interruptions may require us to add captive power generation capacity which will lead to incremental capital expenditure which may adversely impact our results from operations. If energy costs were to rise, or if electricity supplies or supply arrangements were disrupted, our business and results from operations will be adversely impacted.

8. ***We may be subject to import duties or restrictions of the relevant geographies. Additionally, any exchange rate fluctuations may adversely affect our business, financial conditions, cash flows and results of operations.***

Some of our revenues comes from exports and a part of our raw material is imported, both of which involves dealing in foreign exchange for six months period ended September 30, 2024 and Fiscals 2024, 2023 and 2022, our expenditure on imported raw material was as follows:

Particulars	**Six months period ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Amount (in ₹ million)	**% of Total Expenses**	**Amount (in ₹ million)**	**% of Total Expenses**	**Amount (in ₹ million)**	**% of Total Expenses**	**Amount (in ₹ million)**	**% of Total Expenses**
Imported raw material	60.14	7.50	261.61	32.64	265.22	33.09	215.91	26.94

The table below sets forth the details of the income earned in foreign currency as a percentage of our revenue from operations in the period/years indicated:

Particulars	Six months period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹ million)	% of Revenue from Operations	Amount (in ₹ million)	% of Revenue from Operations	Amount (in ₹ million)	% of Revenue from Operations	Amoun t (in ₹ million)	% of Revenue from Operations
Export sales	83.78	8.10	309.06	29.90	216.94	20.99	128.15	12.40

We do not have a formal hedging policy and accordingly, may be subject to foreign currency exposure and fluctuations in the exchange rates between the Indian Rupee and other currencies. Fluctuations in Indian Rupee against the USD and other foreign currencies may adversely affect our results of operations by increasing our costs or decreasing our realisations from foreign currencies. Such fluctuations could adversely affect our business, financial condition, results of operations and cash flows.

9. ***While we have long-standing relationships with many customers and there exist exit barriers, however, we do not have long term agreements with any of our customers. If our customers choose not to buy from us, there may be an adverse effect on our business, financial condition, cash flows and results of operations.***

While we have long-standing relationships with many customers and there exist exit barriers, however, we do not have long term agreements with any of our customers. Most of our long-standing customers are associated with us since over 10 years. Our customers usually buy on purchase order basis in which price and quantity is decided at each transaction along with the delivery schedules specifying the details of delivery.

We do not have firm commitments from our customers, and we do not enter into contracts for a specific term with them. Therefore, there are no past instances of termination of contracts before the completion of its term. The sales of our product to our customers are undertaken through direct orders which are then fulfilled by our Company. As our customers are not bound by long-term agreements, they may abruptly terminate their relationship with us anytime, with or without cause, with no advance notice and without compensation. Consequently, there is no commitment on the part of the customer to continue to place new purchase orders with us and as a result, our sales from may fluctuate significantly.

10. ***Despite our quality check and control processes, if there are any defects or malfunction of our products, we could be liable for claims against us which may reduce demand for our products and damage to our reputation.***

Despite our quality control and quality assurance efforts, problems may occur, or may be alleged,in the design or manufacturing of these products. Any failure on ourpart to manufacture products as per client requirements could result in a claim against us for substantial damages, regardless of our responsibility for such a failure or defect.

These potential claims may include damages for the recall of a product or injury/bodily harm and other damages caused to person or property. While we seek to secure contractual protection and/or to insure against risks, we may not have practical recourse against certain suppliers, and contractual protections, insurance coverage or supplier warranties, as well as our other risk mitigation efforts, may be inadequate, costly, or unavailable. For instance, Oliver Twin Safe Valves Limited has filed a case against us for supply of defective material, making a claim of ₹ 6,01,32,918. The court has passed an order in favour of the complainant against which the Company has filed appeal before the Karnataka High Court at Bengaluru. For further details, please see chapter titled "*Outstanding Litigations and Material Developments*" on page 308 of this DRHP. If any such issues were to occur in higher numbers or frequently, our business reputation and financial condition may also be adversely affected.

11. ***Use of refurbished machinery could lead to unplanned downtime or lower residual life which could have an adverse effect on our business, results of operations and financial condition.***

Many of our machinery at our Manufacturing Units are refurbished in nature. These machines may have lower residual life, higher maintenance and may be susceptible to unplanned downtime which in turn could adversely affect our production levels, costs and lead to financial losses. We may also face challenges in sourcing spare parts for such machines.

Though we have not faced such issues earlier, there can be no assurance that we will not face such issues in the future. Interruptions in production may increase our costs and delay our product delivery schedule which may negatively affect our profitability, business, financial condition, results of operation and cash flows.

12. ***There are certain outstanding legal proceedings involving our Company which if determined against us, may have an adverse effect on our business, cash flows and results of operations.***

There are certain outstanding legal proceedings involving our Company, as on the date of this Draft Red Herring Prospectus. Brief details of such outstanding litigations are set forth below:

Name of entity	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Other material proceedings	Aggregate amount involved* (₹ in millions)
Company						
By our Company	1	6	1	Nil	3	118.49
Against our Company	Nil	Nil	Nil	Nil	Nil	Nil
Directors						
By our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Promoters						
By our Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against our Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Group Company						
By our Group Company	Nil	Nil	Nil	Nil	Nil	Nil
Against our Group Company	Nil	Nil	Nil	Nil	Nil	Nil

**To the extent ascertainable and quantifiable*

We cannot assure you that legal proceedings will be settled in our favour or at all, or that no additional liability will arise out of these proceedings. Further, such proceedings could divert our management's time and attention and consume financial resources in their defense or prosecution. Further, an adverse outcome in any of these proceedings may affect our reputation, standing with customers and future business, and could adversely affect our business, financial condition and results of operations. For further details of the outstanding litigation proceedings, see "Outstanding Litigations and Material Developments" on page 308.

13. ***We work with hazardous materials and activities in our operation that can be dangerous and could cause injuries to people or property.***

Our business requires individuals to work with hazardous materials, under potentially dangerous circumstances (such as being exposed to heated materials or with flammable materials). If improperly handled, heated metal can hurt our employees or other persons, and cause damage to our properties and the properties of others. Despite compliance with requisite safety requirements and standards, our operations are subject to significant hazards, including explosions, fires, mechanical failures and other operational problems, inclement weather and natural disasters and other environmental risks. While we have not experienced any such significant hazards in the past which caused any personal injury or destruction to property. These hazards can cause personal injury and loss of life or destruction of property and equipment as well as environmental damage, loss or shutting down of our facilities could disrupt our business operations and adversely affect our results of operations, financial condition and reputation.

14. ***While we have long-standing relationships with our suppliers, we do not have definitive supply agreements with them. We also depend on a limited number of suppliers for the supply of steel, our primary raw material. Interruptions in the supply of steel could adversely affect our business and financial condition.***

While we have long-standing relationships with our suppliers, we do not have definitive supply agreements with them. We purchase on purchase order basis. We also depend on a limited number of suppliers for the supply of steel, our primary raw material. We cannot assure that no instance will arise in the future where delay in supply of steel could have an adverse impact on our results of operations, cash flows, financial condition or business.

We are dependent upon our top 5 and top 10 suppliers for our raw material supplies. Any dispute with our suppliers may lead to interruption in our supplies of raw materials. The details of raw material purchases from our top 5 suppliers and top 10 suppliers for the six months period ended September 30, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022 are as under:

Particulars	Six months period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹ million)	% of Total Purchase	Amount (in ₹ million)	% of Total Purchase	Amount (in ₹ million)	% of Total Purchase	Amount (in ₹ million)	% of Total Purchase
Top five (5) suppliers	476.23	84.85	744.50	59.31	963.64	74.22	502.42	59.62
Top ten (10) suppliers	506.13	90.17	1,092.98	87.08	1,177.39	90.68	719.56	85.39

While there have been no material instances of disputes with our suppliers or where our suppliers were unable to supply us desired quantities of steel, we cannot assure you that such instances will not arise in future.

15. We require various statutory and regulatory permits and approvals in the ordinary course of our business, and our failure to obtain, renew or maintain them in a timely manner may adversely affect our operations.

We require various statutory and regulatory permits, approvals, licenses, registrations and permissions for our business and operations some of which may have expired and for which we may have either made or are in the process of making an application for obtaining the approval. For details of our approvals, see "*Government and Other Statutory Approvals*" on page 181. We may need to apply for further approvals in the future including renewal of approvals that may expire from time to time. We cannot assure you that the relevant authorities will issue such permits or approvals in the timeframe anticipated by us or at all.

Failure to renew, maintain or obtain the required permits or approvals may result in the interruption of our operations and may adversely affect our business, financial condition and results of operations.

Further, we cannot assure you that the approvals, licenses, registrations, and permits issued to us will not impose onerous requirements and conditions on our operations or will not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Failure to renew, maintain or obtain, or any suspension or revocation of, the required permits or approvals at the requisite time may result in stringent restrictions or interruption in all or some of our operations. Any failure to renew approvals that have expired or apply for and obtain the required approvals, licenses, registrations or permits, or any suspension or revocation of any of approvals, licenses, registrations and permits that have been or may be issued to us, may adversely affect our business, reputation and financial condition.

16. We are unable to trace some of our historical records including forms filed with the Registrar of Companies

Some of our Company's historical and secretarial records are not traceable. For instance, we are unable to trace RoC filings of some years, related to increase in our authorised capital, appointment of auditors, erstwhile form 32 for appointment of directors etc. While we have conducted searches of our records at our Company's offices, on the MCA portal maintained by the Ministry of Corporate Affairs, we have not been able to trace the aforementioned corporate records. In this regard, we have also relied on the search report dated January 14, 2025 issued by SNR & Associates, practicing company secretaries, which was prepared basis their physical search at the office of the RoC and online search on the portal of the Ministry of Corporate Affairs. We have also submitted a letter to RoC in this regard on January 15, 2025.

Although no legal proceedings or regulatory actions have been initiated or pending against us in relation to such untraceable documents, if we are subject to any such actions, it may have a material adverse effect on our reputation, financial condition, cash flows and results of operations. Further, there can be no assurance that there will be no such delays or non-compliances in the future and our Company will not be subject to adverse actions by the authorities.

17. We will not receive any proceeds from the Offer.

The Offer consists of only an Offer for Sale of upto 53,300,000 Equity Shares of face value of ₹2 each by the Promoter Selling Shareholder, Nitesh Gupta. Our Promoter Selling Shareholder shall be entitled to the entire proceeds from the Offer (net of his portion of the Offer related expenses) and we will not receive any proceeds from the Offer. None of our Directors or Key Managerial Personnel and Senior Management will receive, in whole or in part, any proceeds from the Offer For details, see "*The Offer*", "*Capital Structure*" and "*Objects of the Offer*" on pages 51, 65 and , 81 respectively.

18. ***There have been certain instances of delays in payment of statutory dues by our Company in the past. Any delay in payment of statutory dues by our Company in future, may result in the imposition of penalties and in turn may have an adverse effect on our Company's business, financial condition, results of operation and cash flows.***

Our Company is required to pay certain statutory dues including provident fund contributions and employee state insurance contributions under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and the Employees' State Insurance Act, 1948, respectively, and professional taxes. The table below sets forth the details of the delays in statutory dues payable by our Company for the periods indicated below:

Particulars	Six months period ended September 30, 2024			Fiscal 2024			Fiscal 2023			Fiscal 2022		
	Number of employees	Paid (₹ in million)	Unpaid (₹ in million)	Number of employees	Paid (₹ in million)	Unpaid (₹ in million)	Number of employees	Paid (₹ in million)	Unpaid (₹ in million)	Number of employees	Paid (₹ in million)	Unpaid (₹ in million)
Provident Fund	1,157	4.20	-	2,157	7.84	-	1,673	5.30	-	1,599	4.05	-
ESIC	717	0.52	-	1,505	1.09	-	1,150	0.73	-	1,372	0.72	-
Tax Deducted at Source on salaries	22	3.73	-	18	4.95	-	13	3.80	-	18	2.85	-
Tax Deducted at Source on other than salaries	-	3.77	-	-	7.03	-	-	5.76	-	-	4.62	-
Tax collected at source	-	0.59	-	-	1.01	-	-	0.70	-	-	0.80	-
GST	-	27.99	-	-	54.54	-	-	78.08	-	-	58.19	-
Profession Tax	526	0.26	-	887	0.46	-	1,938	0.60	-	1,654	0.45	-
Labour welfare fund	-	-	-	-	0.00	-	-	0.00	-	-	0.00	-

In the past, there have been instances of delays in the remittance towards the payment of these statutory dues including employee provident fund contributions. While we have addressed these issues, we cannot guarantee that similar delays or delays in payment of other statutory dues will not occur in the future. Such delays could result in penalties, interest charges, or other legal actions by the relevant authorities, which could adversely impact our financial performance and reputation.

19. ***We are dependent on third-party transportation providers to transport and deliver raw materials and final products. Any delay in the receipt of our raw material or final products may adversely affect our business.***

We are dependent upon third-party transportation providers to transport and deliver most of our raw materials and final product. We do not enter into any long-term agreement with such entities. Any damages on the transporter may not be enforceable in the courts and in such a case we shall be liable for the losses incurred by our customers due to delay and/or damages to our products. Also, non-availability of transporter services or transportation strikes by members of various trucker unions could in the future, have an adverse effect on our movement of material, which, in turn, could affect our results of operations. In addition, transportation costs have steadily increased in the past and continuing increases in transportation costs may have an adverse effect on our business and results of operations. While such event has not occurred in the past, we cannot assure you that, such instances will not occur in future.

20. ***Some of our Manufacturing Units are located on leasehold lands and rental basis. If we are unable to renew existing leases or relocate our operations on commercially reasonable terms, there may be a material adverse effect on our business, financial condition and operations.***

Our Manufacturing Units at Unit II and Unit III are operating on leasehold lands. For details, please refer to "*Our Business – Property*" on page 180. The lease agreements are among other obligations, inter-alia subject payment of rent, rates, taxes, and service charges, as well as complying with building requirements

While we have not experienced any issue in renewing the lease arrangement of our above-mentioned operating facilities in the past, however, if we are unable to renew certain or all of these leases on commercially reasonable terms, or at all, and are not able to relocate our operating facilities in a timely manner, we may suffer a disruption in our operations, and our results of operations, financial condition and cash flows may be materially and adversely affected.

There can be no assurance that we will be able to renew our lease arrangements at commercially acceptable terms or at all. If we are unable to renew the relevant lease agreements, or if such agreements are renewed on unfavourable terms and conditions, we may be required to relocate operations and incur additional costs in such relocation, which could have an adverse effect on our business, results of operations, financial condition and cash flows. Further, our lease agreement of Unit II may not be adequately stamped or duly registered which may render it inadmissible as evidence in legal proceedings and impact our ability to enforce these agreements or attract penalty. This may adversely impact the continuance of our operations and business.

21. ***We have certain contingent liabilities, which, if they materialize, may adversely affect our results of operations, financial condition and cash flows.***

Our contingent liabilities as at September 30, 2024, are as follows:

(*in ₹ million*)

Particulars	As of September 30, 2024
(i) Bank Guarantee (amount outstanding end of the year)	43.52
(ii) Civil Case - Before Karnataka High Court	60.13
(iii) Regulatory – Before National Green Tribunal Chennai	23.34
(iv) Goods & Service Tax	23.71
Total	**150.70**

We cannot assure you that we will not incur similar or increased levels of contingent liabilities in the future. If any of these contingent liabilities materialize, our financial condition and results of operation may be adversely affected. For further details on our contingent liabilities, see "*Summary of the Offer Document*" and "*Restated Financial Statement – Note: 36: Contingent liabilities and Commitments*" on pages 22 and 259, respectively.

22. ***If we are unable to sustain or manage our growth, our business, results of operations, financial condition, cash flows and future prospects may be materially adversely affected.***

We have experienced growth in the past three years. Our total income has grown at a CAGR of 23.25 % from ₹ 1,550.49 million in Fiscal 2022 to ₹ 2,355.26 million in Fiscal 2024. Our operations have grown over the last few Fiscals. We may not be able to sustain our rates of growth, due to a variety of reasons including a decline in the demand for our products, increased price competition, non-availability of raw materials, lack of management availability or a general slowdown in the economy. A failure to sustain our growth may have an adverse effect on our business, results of operations, financial condition, cash flows and future prospects.

We are embarking on a growth strategy which involves strengthening our core capabilities across focus industries and building scale, investing in enhancing our design capabilities, expanding our geographical footprint, strengthening our supply chain ecosystem and enhancing our product diversity and complexity, and exploring adjacencies. Such growth strategy will place significant demands on our management as well as our financial, accounting and operating systems and require us to continuously evolve and improve our operational, financial and internal controls across our organization.

We cannot assure you that our future performance or growth strategy will be in line with our past performance or growth strategy. Our failure to manage our growth effectively may have an adverse effect on our business, results of operations, financial condition, cash flows and future prospects.

23. ***We are dependent on our Promoters, Key Managerial Personnel, Senior Management Personnel for our business. The loss of or our inability to attract or retain such persons could have an adverse effect on our business performance.***

Our business and the implementation of our strategy is dependent upon our Promoters, Key Managerial Personnel, Senior Management Personnel, who oversee our day-to-day operations, strategy and growth of our business. If one or more members of our Key Managerial Personnel and Senior Management Personnel are unable or unwilling to continue in their present positions, such persons could be difficult to replace in a timely and cost-effective manner. There can be no assurance that we will be able to retain these personnel. The loss of our Key Managerial Personnel or members of our Senior Management or our inability to replace such Key Managerial Personnel or members of our Senior Management may restrict our ability to grow, to execute our strategy, to raise the profile of our brand, to raise funding, to make strategic decisions and to manage the overall running of our operations, which would have an adverse impact on our business, results of operations, financial position and cash flows.

24. We may be affected by strikes, work stoppages or increased wage demands by our employees that could interfere with our operations.

Our manufacturing activities are labour intensive, require our management to undertake significant labour interface, and expose us to the risk of industrial action. As of December 31, 2024, we had 223 employees and 281 contract labour. We have arrangements with third parties for the supply of contract labour. The success of our operations depends on availability of personnel and maintaining good relationship with our workforce. While we have not faced any strikes by our employees until date, we cannot assure you that our relations with our employees shall remain cordial at all timesand that employees will not undertake or participate in strikes, work stoppages or other industrial actions in the future.

If a labour dispute or conflict were to develop between us and our employees or contracted workers were to unionise or go on strike, we could become a target for union organizing activities and suffer work stoppage for a significant period of time. Such unionisation of the workers engaged by our customers, and any strikes, work stoppages, industrialactions or other forms of labour unrest or collective actions directed against us or our customers could hinder our business operations or result in negative publicity that could adversely affect our brand and reputation. Any labour disruption may adversely affect our manufacturing operations either by increasing our cost of production or halt a portion or all of our production.

25. Our inability to protect or use our intellectual property rights may adversely affect our business. We may also unintentionally infringe upon the intellectual property rights of others, any misappropriation of which could harm our competitive position.

As on the date of this Draft Red herring Prospectus, we have filed applications under classes 6, 7, 35 and 40 each dated November 28, 2024, with the Registrar of Trade Marks to register our logo under the provisions of the Trade Marks Act, 1999, as amended, which are currently at Formalities Check Pass Stage. In the absence of trademark registrations, we may not be able to initiate an infringement action against any third party who may be infringing our trademarks. With respect to our trademarks that have been applied for and/or objected, we cannot assure you that we will be successful in such a challenge nor can we assure that eventually our trademark applications will be approved, which in turn could result in monetary loss.

There can be no assurance that our brand name or trademarks will not be adversely affected in the future by actions that are beyond our control including customer complaints in relation to intellectual property rights infringement, intellectual property infringements or adverse publicity from any other source in India and abroad. Any damage to our brand name, if not immediately and sufficiently remedied, could have an adverse effect on our reputation, competitive position in India and abroad, business, financial condition, results of operations and cash flows.

Further, if we are unable to register our intellectual properties for any reason, including our inability to remove objections to any trademark application, or if any of our unregistered trademarks are registered in favour of or used by a third party in India or abroad, we may not be able to claim registered ownership of such trademark, and as a result, we may not be able to seek remedies for infringement of those trademarks by third parties, which would cause damage to our business prospects, reputation and goodwill in India and abroad. For details, see "*Our Business – Intellectual Property*" and "*Government and Other Approvals*" on pages 179 and 314.

26. We have incurred indebtedness and an inability to comply with repayment and other covenants in our financing agreements could adversely affect our business, results of operations, cash flows and financial condition.

As on December 31, 2024, our financial indebtedness were ₹ 43.75 million. Our existing financing arrangements contain restrictive covenants. We are required to obtain prior written consent from our lender for, among other matters, changing our capital structure or composition of our management or Board of Directors and issuance of further Equity Shares. If we are not in compliance with certain of these covenants and are unable to obtain waivers from the respective lenders or if any events of default occur, our lenders may accelerate the repayment schedules or terminate our credit facilities. Subsequently, if we are unable to pay our debt, affected lenders could also proceed against any collateral granted to them to secure such indebtedness. Till date we have not defaulted in payment of any loan, however we cannot assure you that such default may not occur in future.

27. ***Our insurance coverage may be inadequate, which could have an adverse effect on our financial condition and results of operations.***

Our business operations are subject to various risks and hazards, including failure or substandard performance of equipment, third party liability claims, labour disturbances, employee fraud, as well as fire, theft, robbery, earthquake, flood, acts of terrorism and other force majeure events. We maintain insurance policies for our Manufacturing Units and operations and our personnel, including directors' and officers' liability insurance, vehicle insurance and group personal accident insurance. While we believe that the insurance coverage we maintain is in keeping with industry standards and would be reasonably adequate to cover the normal risks associated with the operation of our businesses, we cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses.

There are possible losses, which we may not have insured against or covered or wherein the insurance cover in relation to the same may not be adequate. If we were to incur a serious uninsured loss or a loss that significantly exceeds the limits of our insurance policies, it could have a material adverse effect on our business, financial condition, results of operations and cash flows. For details, see "*Our Business –Insurance*" on page 180. While we have not experienced substantial uninsured losses during the past six months period ended September 30, 2024 and Fiscals 2024, 2023 and 2022, in the event of a substantial uninsured future loss, our policies may not be sufficient to recover the full current market value or current replacement cost of our assets.

The details of our total insurance coverage and our insurance coverage as a percentage of our total assets on a consolidated basis, as of September 30, 2024, has been set out below:

Particulars	As of September 30, 2024
Total insurable assets (in ₹ million)	777.31
Total sum insured (in ₹ million)	562.14
Total sum insured as a percentage of total insurable assets (%)	138.28

**Insurable assets includes building, plant and equipment, vehicles, finished stocks & cash on hand.*

The occurrence of an event for which we are not adequately or sufficiently insured, or changes in our insurance policies (including premium increases or the imposition of deductible or co-insurance requirements), could have an adverse effect on our business, reputation, results of operations, financial condition and cash flows. Further, we cannot assure you that renewal of our insurance policies in the normal course of our business will be granted in a timely manner, at an acceptable cost or at all.

28. ***We have entered into, and will continue to enter into, related-party transactions which may potentially involve conflicts of interest.***

We have in the past entered into transactions with several related parties. For further details in relation to our related party transactions for the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022, see "*Summary of the Offer Document – Summary of Related Party Transactions*" and "*Restated Financial Statement – Note 37 – Related Parties*" on pages 272 and 260, respectively.

While we believe that all such related party transactions that we have entered into have been conducted at arm's length with approvals from the Audit Committee, the Board and/or our shareholders, as applicable, and in accordance with applicable laws, we cannot assure you these arrangements or any future related party transactions that we may enter into, individually or in the aggregate, will not have an adverse effect on our business, financial condition, results of operations, cash flows and prospects. The transactions we have entered into and any future transactions with our related parties may have involved or could potentially involve conflicts of interest which may be detrimental to our Company. After the completion of the Offer, all related-party transactions that our Company may enter into will be subject to Audit Committee, Board or shareholder approval, as may be required under the Companies Act, 2013 and the SEBI Listing Regulations. We cannot assure you that such approvals will be received in a timely manner or at all. Further, we cannot assure you that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations or that our Company could not have undertaken such transactions on more favorable terms with any unrelated parties or that any dispute that may arise between us and related parties will be resolved in our favour.

29. ***Majority of our Directors do not have prior experience of holding a directorship in a company listed on the Stock Exchanges.***

Our Directors do not have any prior experience in holding a directorship in a company listed on the Stock Exchanges. Our Board members have relevant experience in their respective fields, which benefits the Company, in strategizing the direction and vision of the Company.

Our Company will also be subject to compliance requirements under the SEBI Listing Regulations and other applicable law post listing of the Equity Share on the Stock Exchanges. Our Board is capable of efficiently managing such compliance requirements by engaging professionals having expertise in managing such compliances.

30. ***Information relating to our annual installed capacity, annual average available capacity and the historical capacity utilization of our Manufacturing Units included in this Draft Red Herring Prospectus is based on various assumptions and estimates and future production and capacity utilization may vary.***

The information relating to the annual installed capacity, average annual available capacity and capacity utilisation of our Manufacturing Units included in this Draft Red Herring Prospectus are based on various assumptions and estimates of our management that have been taken into account by the Independent Chartered Engineer in the calculation of our capacity. These assumptions and estimates include standard capacity calculation practice in the Indian Precision Forged and Machined Components industry and capacity of other ancillary equipment installed at the relevant manufacturing facility. Assumptions and estimates taken into account for measuring installed capacities and the annual average available capacities include 3 shifts per day operating for 8 hours a day.

For the six months period ended September 30, 2024 and for the Fiscals 2024, 2023 and 2022, our overall forging capacity utilization was 66 % and 66 %, 69 % and 64 %, respectively and our overall machining capacity utilization was 64 % and 64 %, 65 % and 60 %, respectively. For further information, see "*Our Business – Installed Capacity, Actual Production and Capacity Utilisation*" on page 175. While our overall machining capacity utilization has increased in the six months period ended September 30, 2024 and Fiscals 2024, 2023, 2022, under-utilization of our existing Manufacturing Units for machining may arise due to various reasons such as changes in demand for our products and supply chain disruptions, which could have a material adverse effect on our business, financial condition, results of operations, and cash flows. Further, we may also not be able to utilize our available manufacturing capacity, which in turn could have material adverse effect on our business, results of operations, financial condition, cash flows and future prospects.

Actual production levels and capacity utilization rates may therefore vary significantly from the annual installed and annual average available installed capacity of our facilities. Undue reliance should therefore not be placed on our capacity information or historical capacity utilization information for our existing facilities included in this Draft Red Herring Prospectus.

31. ***This Draft Red Herring Prospectus contains information from industry sources including the industry report commissioned from Frost and Sullivan (India) Private Limited exclusively for the Offer and paid for by the Company. Investors are advised not to place undue reliance on such information.***

We have commissioned and paid for a report titled "*Industry Report on Non-Automotive Precision Forged and Machined Components*" dated January 15, 2025 issued by Frost and Sullivan (India) Private Limited (the "***F&S Report***"), which is exclusively prepared for the purposes of the Offer, which has been used for industry related data that has been disclosed in this Draft Red Herring Prospectus. Our Company, our Promoters, our Directors, our KMPs and members of our Senior Management are not related to Frost and Sullivan (India) Private Limited. The F&S Report uses certain methodologies for market sizing and forecasting and relies on assumptions which are specified in the F&S Report. The F&S Report is prepared based on industry information as of specific dates and may no longer be current or reflect current trends and has based its information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Frost and Sullivan (India) Private Limited has advised that while it has taken adequate care to ensure the accuracy and completeness of the F&S Report, it believes that the F&S Report presents a true and fair view of the industry within the limitations of, among others, secondary statistics and primary research, and it does not purport to be exhaustive, and that the results that can be or are derived from these findings are based on certain assumptions and parameters/ conditions. Further, for the purposes of the F&S Report, research was conducted from an overall industry perspective, and it will not necessarily reflect the performance of individual companies in the industry. Further, the F&S Report is not a recommendation to invest/disinvest in any company covered in the F&S Report. Frost & Sullivan (India) Private Limited shall not be liable for any loss suffered because of reliance on the information contained in this study. Accordingly, prospective investors should not base their investment decision solely on the information in the F&S Report and the investors should read the industry related disclosure in this Draft Red Herring Prospectus in this context. For details, see "*Industry Overview*" on page 99.

In view of the foregoing, you may not be able to seek legal recourse for any losses resulting from under-taking any investment in the Offer pursuant to reliance on the information in this Draft Red Herring Prospectus based on, or derived from, the F&S 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 F&S Report before making any investment decision regarding the Offer. For the disclaimers associated with the F&S Report, see "*Certain*

Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation - Industry and Market Data" on page 17.

32. Our ability to pay dividends in the future will depend on our future cash flows, working capital requirements, capital expenditures and financial condition.

Our ability to pay dividends in the future will depend on our earnings, financial condition, profit after tax available for distribution, cash flow, cash balance, debt-raising capacity, working capital requirements, liquidity and return ratios and restrictive covenants of our financing arrangements. The declaration and payment of dividends will be recommended by our Board of Directors and approved by our Shareholders, at their discretion, subject to the provisions of our Articles of Association and applicable law, including the Companies Act, 2013. We have adopted a dividend distribution policy pursuant to a resolution of the Board dated December 21, 2024 which lays down the principles for distribution of dividend by our Company to our Shareholders and sets out inter alia the financial parameters and/or internal and external factors to be considered by our Company before declaring or recommending dividend to Shareholders and the circumstances under which Shareholders may or may not expect dividend. For more information, see "*Dividend Policy*" on page 215. We may retain all future earnings, if any, for use in the operations and expansion of the 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 and will depend on factors that our Board deems relevant. Additionally, our ability to pay dividends may also be restricted by the terms of financing arrangements that we may enter into. We cannot assure you that we will be able to pay dividends in the future. Accordingly, realization of a gain on Shareholders' investments will depend on the appreciation of the price of the Equity Shares. There is no guarantee that the Equity Shares will appreciate in value.

33. Our Company has undertaken an issuance of bonus Equity Shares in the past. However, we cannot assure you that our Company will be able to undertake an issuance of bonus Equity Shares in the future. Share Capital history of our Company.

Pursuant to Section 63 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder, a company may issue bonus shares to its shareholders. Our Company has in the past authorized the issuances of bonus shares to its shareholders. For further details, please refer '*Capital Structure - Equity Share capital history of our Company*' on page 65 of this Draft Red Herring Prospectus. In the event our Company issues bonus shares to its shareholders in the future out of the Company's free reserves or the capital redemption reserve. Such issuance of bonus shares may result into depletion of the funds standing to the credit of free reserves or the capital redemption reserve. Any future issuance of bonus equity shares, if proposed to be undertaken, will depend upon internal and external factors, including but not limited to, profits earned, results of future earnings, capital structure, financial condition, capital expenditures and applicable Indian legal restrictions. There can be no assurance that our Company will be able to undertake bonus issuance of bonus equity shares in the future.

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

We manage our internal compliance by monitoring and evaluating internal controls and taking reasonable steps to maintain appropriate procedures for relevant statutory and regulatory compliances. As risks evolve and develop, internal controls must be reviewed on an ongoing basis. Maintaining internal controls requires human diligence and is therefore subject to lapses in judgment and failures that result from human error. Any such errors can affect the accuracy of our financial reporting, resulting in a loss of investor confidence and a decline in the price of the Equity Shares. We cannot assure you that deficiencies in our internal controls will not arise, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls, in a timely manner or at all, which may have an adverse effect on our business operations and financial condition.

35. Our Promoters and members of Promoter Group will continue to retain a majority shareholding in our Company after the Offer, which will allow them to exercise significant influence over us.

After the completion of the Offer, our Promoters and members of the Promoter Group are expected to hold [●] % of our outstanding total issued and paid-up Equity Share capital. Further, the involvement of our Promoters in our operations, including through strategy, direction and customer relationships have been integral to our development and business.

Accordingly, our Promoters and members of the Promoter Group will continue to exercise significant influence over our business and all matters requiring shareholders' approval, including the composition of our Board of Directors, the adoption of amendments to our constitutional documents, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, investments and capital expenditures. This concentration of ownership may also delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of our Promoters and Promoter Group. Further, the Promoters' shareholding may limit the ability of a third party to acquire control. The interests of our Promoters and Promoter Group, as our Company's controlling shareholder, could conflict with our Company's interests, your interests or the interests of our other shareholders. There is no assurance that our Promoters and member of the Promoter Group will act to resolve any conflicts of interest in our Company's or your favor.

36. Certain of our Promoters, Directors and Key Managerial Personnel and members of Senior Management may have interests in us other than reimbursement of expenses incurred and normal remuneration or benefits.

Certain of our Promoters, Directors, Key Managerial Personnel and members of Senior Management may be regarded as having an interest in our Company other than reimbursement of expenses incurred and normal remuneration, commission or benefits. Certain Directors and Promoters may be deemed to be interested to the extent of Equity Shares, as applicable, held by them and by members of our Promoter Group, to the extent applicable, as well as to the extent of any dividends, bonuses or other distributions on such Equity Shares. Certain of our promoters and directors are interested in the promotion of our Company. Further, our Promoters, Directors, Key Managerial Personnel and members of Senior Management may also be interested to the extent of any transaction entered into by our Company with any other company or firm in which they are directors or partners. For further details, see "*Capital Structure*", "*Our Promoters and Promoter Group*" and "*Our Management*" on pages 65, 209 and 192, respectively.

Additionally, we have obtained on lease the use of certain properties, including Unit II and Unit III which we operate our business, from our Promoter, Nitesh Gupta and member of Promoter Group. For details see, "*Our Business - Properties*", "*Our Promoters and Promoter Group - Interest in property acquired, acquisition of land, construction of building and supply of machinery, etc.*" and *"Risk Factors- 20. Some of our Manufacturing Units are located on leasehold lands and rental basis. If we are unable to renew existing leases or relocate our operations on commercially reasonable terms, there may be a material adverse effect on our business, financial condition and operations*." on pages 180, 209 and 36, respectively.

37. The determination of the Price Band is based on various factors and assumptions and the Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares upon listing on the Stock Exchanges.

The determination of the Price Band and discount, if any, will be based on various factors and assumptions, and will be determined by our Company, in consultation with the Book Running Lead Manager. Furthermore, the Offer Price of the Equity Shares will be determined by our Company, in consultation with the Book Running Lead Manager through the Book Building Process. These will be based on numerous factors, including those described under "*Basis for Offer Price"* on page 84, and may not be indicative of the market price of the Equity Shares upon listing on the Stock Exchanges.

The factors that could affect the market price of the Equity Shares include, among others, broad market trends, financial performance and result of our Company post-listing, and other factors beyond our control. We cannot assure you that an active market will develop or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing.

38. We have presented certain supplemental information of our performance and liquidity which is not prepared under or required under Ind AS.

This Draft Red Herring Prospectus includes Net Asset Value per Equity Share, EBITDA, EBITDA Margin, Profit After Tax, Profit After Tax Margin, Net Cashflow from Operations/EBITDA, Capital Employed, Return on Equity, Return on Capital Employed, Debt to Equity Ratio and Fixed Assets Turnover Ratio (collectively "**Non-GAAP Measures**") and certain other industry measures related to our operations and financial performance, which are supplemental measures of our performance and liquidity and are not required by, or presented in accordance with, Ind AS, IFRS or U.S. GAAP. For further details in relation to reconciliation of Non-GAAP Measures, see "*Other Financial Information*" on page 272.

Further, these Non-GAAP Measures and industry measures are not a measurement of our financial performance or liquidity under Ind AS, IFRS or U.S. GAAP and 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, IFRS or U.S. GAAP. In addition, such Non-GAAP Measures and industry measures are not standardized terms, and may vary from any standard methodology that is applicable across the Indian financial services industry, and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies, and hence a direct comparison of these Non-GAAP Measures and industry measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures and industry measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Measures and industry measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance. 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.

39. 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 Financial Statement for Fiscals 2024, 2023 and 2022 and for the six months ended September 30 2024, have been derived from the: (i) audited interim Ind AS financial statements of our Company as at and for the six months ended September 30, 2024 prepared in accordance with the Indian Accounting Standard 34 "Interim Financial Reporting" 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; (ii) audited special purpose Ind AS financial statements of our Company as at and for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, which have been prepared after making suitable adjustments to the accounting heads from their Indian GAAP (values following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions availed, as per Ind AS 101) and as per the presentation, accounting policies and grouping/classifications including revised Schedule III disclosures followed as at and for the six months period ended September 30, 2024. The aforementioned financial statements have been restated in accordance with the SEBI ICDR Regulations and the ICAI Guidance Note. Ind AS differs in certain significant respects from Indian GAAP, IFRS, U.S. GAAP and other accounting principles with which prospective investors may be familiar in other countries. If our financial statements were to be prepared in accordance with such other accounting principles, our results of operations, cash flows and financial position may be substantially different. Prospective investors should review the accounting policies applied in the preparation of our financial statements, and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should be limited accordingly.

40. Pursuant to listing of the Equity Shares, we may be subject to pre-emptive surveillance measures like Additional Surveillance Measure (ASM) and Graded Surveillance Measures (GSM) by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.

SEBI and the Stock Exchanges have introduced various pre-emptive surveillance measures in order to enhance market integrity and safeguard the interests of investors, including ASM and GSM. ASM and GSM are imposed on securities of companies based on various objective criteria such as significant variations in price and volume, concentration of certain customer accounts as a percentage of combined trading volume, average delivery, securities which witness abnormal price rise not commensurate with financial health and fundamentals such as earnings, book value, fixed assets, net worth, price / earnings multiple and market capitalization.

Upon listing, the trading of our Equity Shares would be subject to differing market conditions as well as other factors which may result in high volatility in price, low trading volumes, and a large concentration of customer accounts as a percentage of combined trading volume of our Equity Shares. The occurrence of any of the abovementioned factors or other circumstances may trigger any of the parameters prescribed by SEBI and the Stock Exchanges for placing our securities under the GSM and/or ASM framework or any other surveillance measures, which could result in significant restrictions on trading of our Equity Shares being imposed by SEBI and the Stock Exchanges. These restrictions may include requiring higher margin requirements, requirement of settlement on a trade for trade basis without netting off, limiting trading frequency, reduction of applicable price band, requirement of settlement on gross basis or freezing of price on upper side of trading, as well as mentioning of our Equity Shares on the surveillance dashboards of the Stock Exchanges. The imposition of these restrictions and curbs on trading may have an adverse effect on market price, trading and liquidity of our Equity Shares and on the reputation and conditions of our Company.

External Risk Factors

41. ***Slowdown in sectors that we operate in, and any adverse changes in the conditions affecting these markets can adversely impact our business, results of operations, financial condition and cash flows.***

Since the primary uses of our products include construction, our business is dependent to a significant extent on the performance and growth of the sectors where we are present, particularly the construction sector. Any change in regulation in such sectors could materially and adversely affects demands for our products. Further, external factors such as natural disasters, pandemics, wars and unrest such as the war ensuing between Ukraine and Russia, can cause a slowdown in the sectors that we operate in and disable us from taking on or completing our projects in such sectors. In the event of a downturn in or any of the other key sectors in which we are present, demand for their products may decline and to that extent, our business, financial condition, results of operations and cash flows could be adversely affected.

42. ***We may be affected by competition law in India and any adverse application or interpretation of the Competition Act could in turn adversely affect our business.***

The Competition Act was enacted for the purpose of preventing practices that have or are likely to have an adverse effect on competition in India and has mandated the Competition Commission of India to regulate such practices Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which causes or is likely to cause an appreciable adverse effect on competition is void and attracts substantial penalties.

Further, any agreement among competitors which, directly or indirectly, involves determination of purchase or sale prices, limits or controls production, or shares the market by way of geographical area or number of subscribers in the relevant market is presumed to have an appreciable adverse effect in the relevant market in India and shall be void. The Competition Act also prohibits abuse of a dominant position by any enterprise. The Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations ("Combination Regulations") require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to, and pre-approved by, the Competition Commission of India. The Competition Act aims to, among other things, prohibit all agreements and transactions which may have an appreciable adverse effect in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. Further, the Competition Commission of India has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside of India if such agreement, conduct or combination has an appreciable adverse effect in India. However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. We do not have any outstanding notices in relation to non-compliance with the Competition Act or the agreements entered into by us.

The Government of India has also passed the Competition (Amendment) Act, 2023 on April 11, 2023, which has made several amendments to the Competition Act. These amendments include the introduction of deal value thresholds for assessing whether a merger or acquisition qualifies as a "combination", expedited merger review timelines, codification of the lowest standard of control" and enhanced penalties for providing false information or a failure to provide material information. Such amendment to the Competition Act will result in additional costs for compliance, which in turn may adversely affect our business, results of operations, cash flows and prospects.

43. ***Changing laws, rules and regulations and legal uncertainties, including the withdrawal of certain benefits or adverse application of tax laws, may adversely affect our business, prospects, results of operations and cash flows Further, failure to comply with the existing laws and regulations applicable to our business could subject our Company to enforcement actions and penalties and otherwise harm our business.***

In India, our business is governed by various laws and regulations including, amongst others, the Indian Stamp Act, 1899, the Indian Registration Act, 1908, and various laws relating to environment, employment and tax. For details, see "*Key Regulations and Policies*" on page 181. Environmental laws and regulations in India have been increasing in stringency and it is possible that they will become significantly more stringent in the future. If environmental clearances are not obtained in a timely manner or at all, the project may not be in compliance with environmental laws and regulations and/or may be delayed and our overall operating expenses may increase, adversely affecting our business and results of operations. Any failure or alleged failure to comply with the applicable laws, regulations or requirements could subject us to inspection, enforcement actions and penalties imposed by authorities.

Our business could be adversely affected by any change in laws particularly changes in environment and industrial regulations, municipal plans or interpretation of existing laws, or promulgation of new laws, rules and regulations applicable to us. Any political instability in India, such as corruption, scandals and protests against certain economic reforms, which have occurred in the past, could slow the pace of liberalization and deregulation. The rate of economic liberalization could change, and specific laws and policies affecting foreign investment, currency exchange rates and other matters affecting investment in India could change as well.

There can be no assurance that the Government of India may not implement new regulations and policies which will require us to obtain approvals and licenses from the Government of India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment or change to governing laws, regulation or policy in the jurisdictions in which we operate may have a material adverse effect on our business, financial condition, results of operations and cash flows in addition, we may have to incur expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations and cash flows. Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

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 and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations, cash flows 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.

44. Our business is substantially affected by prevailing economic, political and other conditions.

We are incorporated in and substantial amount of our operations are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations and cash flows are significantly affected by factors influencing the Indian economy Factors that may adversely affect the Indian economy, and hence our results of operations and cash flows, may include:

- any increase in Indian interest rates or inflation,
- any exchange rate fluctuations,
- any downgrade in the foreign countries sovereign risk or balance of payment crisis or economic crisis,
- inadequate cover or non-availability of export cover for covering export risks to foreign countries,
- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing for our expansions,
- prevailing income conditions among Indian consumers and Indian corporates,
- volatility in, and actual or perceived trends in trading activity on India's principal stock exchanges,
- changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- occurrence of natural or man-made disasters,
- prevailing regional or global economic conditions, including in India's principal export markets,
- any downgrading of India's debt rating by a domestic or international rating agency,
- financial instability in financial markets; and
- other significant regulatory or economic developments in or affecting India or its construction sector.

To date, we have not experienced any material interruptions in our supply chain, manufacturing facility and distribution network in connection with these conflicts. We have no way to predict the progress or outcome of the conflict in Ukraine as the conflict, and any resulting government reactions, are rapidly developing and beyond our control. The extent and duration of the military action, sanctions and resulting market disruptions could be significant and could potentially have a substantial impact on the global economy and our business for an unknown period of time. Any of the abovementioned factors could affect our business, financial condition and results of operations.

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, cash flows and financial condition and the price of the Equity Shares.

45. Terrorist attacks, communal disturbances, civil unrest and other acts of violence or was involving India and other countries in which we have operations may adversely affect the financial markets and our business.

Terrorist attacks and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares trade and also adversely affect markets in which we have operations, as well as the worldwide financial markets. These acts may also result in a loss of business confidence, and adversely affect our business. 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.

Some states in India have also witnessed civil unrest including communal disturbances in recent years and it is possible that future civil unrest, as well as other adverse social, economic and political events in India may have a negative impact on us. Such incidents may also create a greater perception that investment in Indian companies involves a higher degree of risk and may have an adverse impact on our business and the price of our Equity Shares.

46. 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 domestic and international debt by domestic or international rating agencies may adversely affect our ability to raise additional financing and the interest rates and other commercial terms on which such additional financing is available. This could have a material adverse effect on our capital expenditure plans, business and financial performance and the price of our Equity Shares.

47. If the rate of Indian price inflation increases, our business and results of operations may be adversely affected.

In the recent past, India has experienced fluctuating wholesale price inflation as compared to historical levels due to the global economic downturn. An increase in inflation in India could cause a rise in the price of raw materials and wages, or any other expenses that we incur. If this trend continues, we may be unable to accurately estimate or control our costs of production or pass on increase in costs to our customers and this could have a material adverse effect on our business and results of operations

48. Financial instability in Indian financial markets or instability in financial markets in the countries in which we operate could adversely affect our results of operations and financial condition.

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in the emerging market in Asian countries. Financial turmoil in Asia, Europe, the United States and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have a material adverse effect on the securities of companies in other countries, including India. Any economic downturn could reduce capital expenditure in most sectors, creating an adverse impact on the demand of our services *(Source: F&S Report)***.** A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any global financial instability, including continued volatility in global financial markets due to the economic slowdown in China and the increase in the federal interest rates by the United States Federal Reserve, could also have a negative impact on the Indian financial markets and economy.

49. 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. Many 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 favor 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.

Risks in relation to the Equity Shares

50. The average cost of acquisition of Equity Shares by the Promoter Selling Shareholder may be less than the Offer Price.

The average cost of acquisition of Equity Shares by the Promoter Selling Shareholder may be less than the Offer Price, which will be decided by our Company in consultation with the Book Running Lead Manager. The details of the average cost of acquisition of Equity Shares held by the Promoter Selling Shareholder are set out below:

Promoter Selling Shareholder	**Number of Equity Shares of face value of ₹ 2 each**	**Acquisition price per Equity Share (in ₹) ***
Nitesh Gupta	178,608,375 #	0.06

#*after giving effect of sub-division and bonus issue*

For further details regarding the weighted average cost of acquisition of Equity Shares by the Promoter Selling Shareholder and build-up of Equity Shares of the Promoter Selling Shareholder in our Company, see "*Summary of Offer Document - Average cost of acquisition of shares for our Promoters (including the Promoter Selling Shareholder)*" and "*Capital Structure - Build-up of Promoters' shareholding in our Company*" on pages 26 and 71, respectively.

51. Our Company has issued Equity Shares during the preceding one year at a price that may be below the Offer Price.

In the preceding one year from the date of this Draft Red Herring Prospectus, our Company has issued Equity Shares at a price that may be lower than the Offer Price. The price at which Equity Shares have been issued by our Company in the preceding one year is not indicative of the price at which they will be issued or traded after listing. For details on such allotments, see "*Capital Structure*" on page 65.

52. Any future issuance of Equity Shares may dilute your shareholding and sale of our Equity Shares by our Promoters or other major shareholders may adversely affect the trading price of the Equity Shares.

Any future equity issuances by us, including a primary offering, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of our Equity Shares by our Promoters or other major shareholders may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences for us including difficulty in raising debt-financing. In addition, any perception by investors that such issuances or sales might occur may also affect the trading price of our Equity Shares.

53. 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, a company 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 shareholders of such company.

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. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interests in our Company may be reduced.

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

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

55. Investors may be subject to Indian taxes arising out of income arising from distribution of dividend and sale of the Equity Shares.

Under the current Indian tax laws and regulations, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. A securities transaction tax ("STT") is levied both at the time of transfer and acquisition of the equity shares (unless exempted under a prescribed notification), and the STT is collected by an Indian stock exchange on which equity shares are sold. Any gain realized on the sale of equity shares held for more than 12 months, are subject to long term capital gains tax in India at specified rates, depending on certain factors, such as STT paid, the quantum of gains and any available treaty exemptions.

The Finance (No. 2) Bill, 2024 ("the Finance Bill"), which has received the President's assent on August 16, 2024, seeks to amend certain sections of the Income Tax Act, 1961, with effect from July 23, 2024. Accordingly, long term capital gains exceeding the exempted limit of ₹125,000 arising from the sale of listed equity shares on the stock exchange are subject to tax at the rate of 12.5% (plus applicable surcharge and cess). Unrealized capital gains earned on listed equity shares up to January 31, 2018 continue to be tax-exempted in such cases. Further, STT will be levied and collected by an Indian stock exchange if the equity shares are sold on a stock exchange. With respect to capital gains arising in an off-market sale, long term capital gains are subject to tax at the rate of 10% (plus applicable surcharge and cess) without the exemption of ₹100,000.

Further, any capital gains realized on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short term capital gains tax in India. Short-term capital gains, arising from the sale of such equity shares on a stock exchange would be subject to tax at the rate of 15% (plus applicable surcharge and cess) for transfers taking place before July 23, 2024. However, per the amendment sought by the Finance Bill, short-term capital gains will be taxed at 20% for transfers taking place after July 23, 2024.

The Finance Act, 2019 amended the Indian Stamp Act, 1899 with effect from July 1, 2020. It clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, is specified at 0.015% (on a delivery basis) and 0.003% (on a non-delivery basis) of the consideration amount. As such, there is no certainty on the effect that the Finance Act, 2019 may have on our business and operations.

In cases where the seller is a non-resident, capital gains arising from the sale of the equity shares will be partially or wholly exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Historically, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the equity shares.

Additionally, the Finance Act, 2020 does not require dividend distribution tax to be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident and are likely be subject to tax deduction at source. Our Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at the source from such dividend. Investors should consult their own tax advisors about the consequences of investing or trading in our Equity Shares.

We cannot predict whether any tax laws or other regulations impacting our business and operations will be enacted or predict the nature and impact of any such laws or regulations or whether, if at all, any laws or regulations would have an adverse effect on our business, financial condition, cash flows and results of operations

56. ***Foreign investors are subject to foreign investment restrictions under Indian law, which may adversely affect the market price of the Equity Shares.***

Under the exchange control regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain restrictions) if they comply with the pricing guidelines and reporting requirements specified by the Reserve Bank of India. If the transfer of shares is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then the approval of the Reserve Bank of India will be required for such transaction to be valid.

Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as Department of Industrial Policy and Promotion)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 a 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, will require prior approval of the Government of India, as prescribed in the Consolidated FDI Policy and the FEMA Rules. These investment restrictions shall also apply to subscribers of offshore derivative instruments. Neither the Consolidated FDI Policy nor the FEMA Rules provide a definition of the term "beneficial owner". The interpretation of "beneficial owner" and enforcement of this regulatory change may differ in practice, which may have an adverse effect on our ability to raise foreign capital. We cannot assure you that any required approval from the Reserve Bank of India or any other governmental agency can be obtained on any particular terms or at all. For further details, see "*Restrictions on Foreign Ownership of Indian Securities*" beginning on page 357.

57. ***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, and Retail Individual Investors are not permitted to withdraw their Bids after Bid/Offer Closing Date.***

Pursuant to the SEBI ICDR Regulations, Qualified Institutional Buyers and Non-Institutional Investors are required to pay the Bid Amount on submission of the Bid and 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. Similarly, Retail Individual Investors can revise or withdraw their Bids at any time during the Bid Offer Period and until the Bid Offer Closing Date, but not thereafter. Therefore, Qualified Institutional Buyers and Non-Institutional Investors will not be able to withdraw or lower their Bids following adverse developments in international or national monetary policy, financial, political or economic conditions, our business, results of operations or otherwise at any stage after the submission of their Bids.

58. ***Fluctuation in the exchange rate of the Rupee and other currencies could have an adverse effect on the value of our Equity Shares, independent of our operating results.***

Subject to requisite approvals, on listing, our Equity Shares will be quoted in Rupees on the Stock Exchanges. Any dividends, if declared, in respect of our Equity Shares will be paid in Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to such investors. In addition, any adverse movement in exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the net proceeds received by shareholders.

The exchange rate of the Rupee has changed substantially in the last two decades and could fluctuate substantially in the future, which may have a material adverse effect on the value of the Equity Shares and returns from the Equity Shares, independent of our operating results.

59. ***Investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Offer.***

Subject to requisite approvals, the Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity

Shares may commence. Investors' book entry, or 'demat' accounts with depository participants in India, are expected to be credited within one working day of the date on which the Basis of Allotment is approved by the Stock Exchanges. The Allotment of Equity Shares in this Issue and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately two Working Days from the Bid / Offer Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchanges is expected to commence within three Working Days of the Bid/Offer Closing Date. There could be a failure or delay in listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. There can be no assurance that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this risk factor. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods. For further details, see "*Offer Procedure*" on page 337.

SECTION III: INTRODUCTION

THE OFFER

The details of the Offer are summarised below:

Equity Shares Offered	
Offer (1)(2)	
The Offer comprises:	
Offer for Sale (2)	Up to 53,300,000 Equity Shares of face value ₹ 2 each aggregating up to ₹ [●] million
of which	
QIB Portion (3) (4)	Not more than [●] Equity Shares of face value ₹ 2 each
of which	
- Anchor Investor Portion	Up to [●] Equity Shares of face value ₹ 2 each
- Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares of face value ₹ 2 each
of which	
- Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	[●] Equity Shares of face value ₹ 2 each
- Balance for all QIBs including Mutual Funds	[●] Equity Shares of face value ₹ 2 each
Non-Institutional Portion (4)(5)	Not less than [●] Equity Shares of face value ₹ 2 each
Of which	
One-third of the Non-Institutional Portion, available for allocation to Bidders with an application size between ₹ 0.20 million to ₹ 1.00 million	[●] Equity Shares of face value ₹ 2 each
Two-thirds of the Non-Institutional Portion, available for allocation to Bidders with an application size of more than ₹1.00 million	[●] Equity Shares of face value ₹ 2 each
Retail Portion (4)	Not less than [●] Equity Shares of face value ₹ 2 each
Pre-Offer and Post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer and post Offer as on the date of this Draft Red Herring Prospectus	212,629,380 Equity Shares of face value ₹ 2 each
Use of proceeds by our Company	For details of the use of proceeds from the Offer, see "*Objects of the Offer*" on page 81. Our Company will not receive any proceeds from the Offer for Sale.

(1) Our Board has authorised the Offer, pursuant to their resolution dated January 12, 2025. Further, our Board has taken on record the approval for the Offer for Sale by the Promoter Selling Shareholder pursuant to its resolution dated January 12, 2025.

(2) The Promoter Selling Shareholder confirms that the Offered Shares have been held by him for a period of at least one year prior to the filing of this Draft Red Herring Prospectus in accordance with Regulation 8 of the SEBI ICDR Regulations and accordingly are eligible for being offered for sale as part of the Offer in terms of the SEBI ICDR Regulations. The Promoter Selling Shareholder has confirmed and authorized his participation in the Offer for Sale pursuant to consent letter dated January 11, 2025. For details on the authorization and consent of the Promoter Selling Shareholder in relation to the Offered Shares, see "The Offer" and "Other Regulatory and Statutory Disclosures-Authority for the Offer" on pages 51 and 317, respectively.

(3) Our Company, in consultation with the Book Running Lead Manager, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors) including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 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, see "Offer Procedure" on page 337.

(4) Subject to valid bids being received at or above the Offer Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws. Under-subscription, if any, in the QIB Portion (excluding the Anchor Investor Portion) will not be allowed to be met with spill-over from other categories or a combination of categories of Bidders.

(5) Allocation to Bidders in all categories, except Anchor Investor Category, Non-Institutional Category and Retail Category, shall be made on a proportionate basis subject to valid Bids received at or above the Offer 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 Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. Not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders of which one-third of the Non-Institutional Category will be available for allocation to Bidders with an application size of more than ₹ 0.2 million and up to ₹ 1.00 million and two-thirds of the Non-Institutional Category will be available for allocation to Bidders with an application size of more than ₹ 1.00 million and under-subscription in either of these two sub-categories of Non-Institutional Category may be allocated to Bidders in the other sub-category of Non-Institutional Category. The allocation to each Non-Institutional Bidder shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations

Allocation to Bidders in all categories shall be made in accordance with SEBI ICDR Regulations. 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. The allocation to each Non-Institutional Bidder shall not be less than the minimum Non-Institutional application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII to the SEBI ICDR Regulations. For further details, see "*Offer Structure*", "*Terms of the Offer*" and "*Offer Procedure*" on pages 333, 327 and 337, respectively.

SUMMARY OF FINANCIAL INFORMATION
SUMMARY OF RESTATED ASSETS AND LIABILITIES

(₹ in million)

Particulars	For the six month period ended September 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
ASSETS				
Non-Current Assets				
Property, Plant and Equipment	586.17	593.10	484.05	394.19
Right of use assets	0.04	0.05	0.05	0.06
Other intangible assets	0.33	0.11	0.43	0.75
Financial Assets				
Investments	259.25	79.48	206.37	9.00
Other financial assets	23.74	17.01	15.54	15.72
Current Assets				
Inventories	280.62	180.65	139.33	126.59
Financial Assets				
Trade Receivables	369.43	380.90	335.08	314.12
Cash and Cash Equivalents	1.08	2.51	0.75	0.88
Bank Balances other than cash and cash equivalents	43.52	42.42	42.85	125.83
Investments	-	-	10.00	-
Other financial assets	-	0.48	-	-
Other Current Assets	60.80	186.31	99.10	47.60
Total Assets	**1,624.98**	**1,483.02**	**1,333.55**	**1,034.74**
EQUITY AND LIABILITIES				
Equity				
Equity Share Capital	141.75	141.75	172.34	172.34
Other Equity	1,146.75	945.10	884.19	619.64
Total Equity	**1,288.50**	**1,086.85**	**1,056.53**	**791.98**
Liabilities				
Non-Current Liabilities				
Financial liabilities				
Lease Liabilities	0.03	0.04	0.09	0.09
Provisions	2.82	1.89	1.14	7.39
Deferred Tax Liabilities (Net)	32.24	25.60	11.90	14.43
Current Liabilities				
Financial Liabilities				
Lease Liabilities	0.02	0.06	-	-
Borrowings	15.97	136.74	82.43	64.42
Trade Payables				
-Total outstanding dues of micro enterprises and small enterprises	5.09	2.82	1.61	2.68
-Total outstanding dues of creditors other than micro enterprises and small enterprises	215.57	185.45	120.44	104.32
Other Financial Liabilities	9.19	7.46	6.83	5.32
Other Current Liabilities	18.61	8.28	14.60	23.81
Provisions	16.23	14.19	11.86	0.55
Current Tax Liabilities (Net)	20.71	13.64	26.12	19.75
Total Equity and Liabilities	**1,624.98**	**1,483.02**	**1,333.55**	**1,034.74**

SUMMARY OF RESTATED STATEMENT OF PROFIT AND LOSS

(₹ in million)

Particulars	For the six month period ended September 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Income				
Revenue from Operations	1,033.76	2,295.27	2,269.57	1,534.59
Other Income	38.50	59.99	19.81	15.90
Total Income	**1,072.26**	**2,355.26**	**2,289.38**	**1,550.49**
Expenses				
Cost of Materials Consumed	458.99	1,213.61	1,286.01	855.70
Changes in inventories of finished goods, stock-in-trade and work-in-progress	2.35	0.58	(1.16)	(2.88)
Employee benefits expense	58.25	101.55	83.13	71.35
Finance costs	4.11	6.14	4.05	2.00
Depreciation and amortisation expense	25.74	49.54	45.80	25.08
Other expenses	252.04	514.96	511.58	408.87
Total Expenses	**801.48**	**1,886.39**	**1,929.41**	**1,360.12**
Profit Before Tax	**270.78**	**468.88**	**359.97**	**190.37**
Tax Expense				
Current Year	61.82	106.13	96.09	51.06
Deferred Tax Charge	6.64	13.71	(2.54)	(3.15)
On buyback of shares	-	59.09	-	-
Total Tax Expense	**68.46**	**178.93**	**93.55**	**47.91**
Profit for the Year	**202.32**	**289.95**	**266.42**	**142.46**
Other Comprehensive Income				
Items that will not be reclassified to Profit or Loss				
Re-measurement (gains)/losses on defined benefit liability	0.90	(0.49)	2.50	-
Income tax related to items that will not be reclassified to profit or loss	(0.23)	0.12	(0.63)	-
Restated Other comprehensive expense/ (income) for the period/year	**0.67**	**(0.37)**	**1.87**	**-**
Restated Total comprehensive income for the period/year	**201.65**	**290.32**	**264.55**	**142.46**
Earnings per Equity Share				
Basic and Diluted (Face value of ₹ 10) (₹)	14.27	18.87	15.46	8.27
Basic and Diluted (Face value of ₹ 2) (₹)	0.95	1.26	1.03	0.55

SUMMARY OF RESTATED CASH FLOW STATEMENT

(₹ in million)

Particulars	For the six month period ended September 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
A. Cash flows from operating activities:				
Profit before tax	270.78	468.88	359.97	190.37
Adjusted for:				
Interest income	(1.22)	(3.51)	(2.82)	(1.29)
Share of Profit from Partnership firm	-	(3.74)	(3.66)	(3.72)
Dividend Received	(1.14)	(0.21)	-	-
Profit on sale of investments- mutual funds	(7.54)	(21.96)	-	-
Profit on sale of investments	-	(3.06)	-	-
Profit on fair valuation of investments	(24.79)	(3.54)	-	-
Loss on fair valuation of investments	-	-	1.28	-
Loss on sale of property, plant and equipment	-	0.08	0.26	-
Profit on sale of property, plant and equipment	(0.56)	-	-	-
Assets written off	-	-	0.09	-
Bad debts/ advance written off	-	-	0.35	-
Liabilities written back	-	(0.39)	-	(1.92)
Finance cost	2.24	4.11	2.27	0.61
Depreciation and amortisation expense	25.74	49.54	45.80	25.08
Loss allowance on trade receivables	-	(22.64)	17.75	10.49
Operating Profit/(Loss) before working capital changes	**263.51**	**463.56**	**421.29**	**219.62**
Decrease/ (Increase) in inventories	(99.97)	(41.32)	(12.74)	9.74
(Increase) in trade receivables	11.48	(23.18)	(39.07)	(63.30)
(Increase)/ Decrease in other financial assets	(6.26)	(1.95)	0.18	0.27
(Increase)/Decrease in other assets	125.52	(87.20)	(51.50)	(5.86)
(Decrease)/ Increase in trade payables	32.39	66.56	15.05	40.37
(Decrease)/ Increase in lease liabilities	(0.05)	0.01	0.01	0.09
(Decrease)/Increase in other financial liabilities	1.73	0.63	1.52	0.90
(Decrease)/Increase in other liabilities	10.33	(6.32)	(9.22)	12.10
(Decrease)/Increase in provisions	2.30	3.46	3.20	7.93
Cash Generated from / (used in) Operations	**340.97**	**374.25**	**328.72**	**221.86**
Income taxes paid (net)	(54.75)	(177.71)	(89.72)	(41.89)
Net Cash Generated from / (used in) Operating Activities (A)	**286.22**	**196.54**	**239.00**	**179.97**
B. Cash Flow from Investing Activities				
Acquisition of property, plant and equipment	(20.86)	(160.45)	(136.19)	(118.01)
Sale of property, plant and equipment	2.40	2.13	0.50	-
Acquisition of right to use assets	-	-	-	(0.07)

Particulars	For the six month period ended September 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit on sale of investments	-	3.06	-	-
Purchase of investments	-	-	(208.65)	(3.72)
Proceeds from sale of mutual fund investments	(147.45)	162.40	-	-
Dividend Income	1.14	0.21	-	-
Share of Profit from Partnership firm	-	3.74	3.66	3.72
Interest income	1.22	3.51	2.82	1.29
Net cash generated from/(used in) investing activities (B)	**(163.55)**	**14.60**	**(337.86)**	**(116.79)**
C. Cash Flow from Financing Activities				
Finance cost	(2.23)	(4.12)	(2.26)	(0.61)
Decrease in share capital	-	(30.59)	-	-
Premium paid on Buy Back of Shares	-	(229.41)	-	-
Receipt of secured loan	(120.78)	54.31	18.01	56.55
Net cash Generated from /(used in) Financing Activities	**(123.01)**	**(209.81)**	**15.75**	**55.94**
Net (decrease)/increase in cash and cash equivalents (A+B+C)	**(0.34)**	**1.33**	**(83.11)**	**119.12**
Cash and cash equivalents at the beginning of the period/year	44.94	43.60	126.71	7.59
Cash and cash equivalents at the end of the period/year (refer Note 10A and 10B)	**44.60**	**44.93**	**43.60**	**126.71**
Note to Cash Flow Statement: 1. The above Cash Flow Statement has been prepared under the Indirect Method.				

GENERAL INFORMATION

Our Company was originally incorporated as a private limited company under the name of "Vinir Engineering Private Limited" on August 01, 1983, under the Companies Act, 1956, pursuant to a certificate of incorporation issued by the Registrar of Companies, Karnataka, Bangalore. Thereafter, our Company was converted into a public limited company pursuant to a special resolution passed by our Shareholders at their extraordinary general meeting held on October 04, 2024 and the name of our Company was changed to "Vinir Engineering Limited", and a fresh certificate of incorporation consequent upon conversion from a private company to a public limited company was issued by the Registrar of Companies, Central Processing Centre, on November 19, 2024. For further details of change in the name of our Company and the registered office, see "*History and Certain Corporate Matters*" on page 187.

Registered Office of our Company

Vinir Engineering Limited
No.104, Bommasandra Industrial Area,
Bangalore, Karnataka, India, 560 099
Tel No: +91 80 27832313
Email: compliance@vinirforge.org
Investor Grievance ID: investor.relations@vinirforge.org
Website: https://vinirforge.org

For details relating to changes in our registered office, see "History and Certain Corporate Matters - Changes in Registered Office" on page 187 of this Draft Red Herring Prospectus.

As on date of this Draft Red Herring Prospectus, our Company does not have a corporate office.

Corporate Identification Number: U74210KA1983PLC005477
Registration Number: 005477

Registrar of Companies
Our Company is registered with the RoC which is situated at the following address:

The Registrar of Companies
'E' Wing, 2nd Floor,
Kendriya Sadana, Kormangala,
Bangalore-560034, Karnataka.

Board of Directors of our Company

As on the date of this Draft Red Herring Prospectus, our Board of Directors is as set out below:

Name of Director	Designation	DIN	Address
Naresh Chandra Gupta	Chairman and Non-Executive Director	00532105	Villa 393, Adarsh Palm Retreat, Lane 8, Phase 2, next to Intel Devarabisanahalli, Bellandur, Bengaluru – 560103, Karnataka, India.
Nitesh Gupta	Managing Director	00532501	Villa 393, Adarsh Palm Retreat, Lane 8, Phase 2, next to Intel Devarabisanahalli, Bellandur, Bengaluru – 560103, Karnataka, India.
Ritesh Gupta	Non- Executive Director	00532426	Villa 392, Adarsh Palm Retreat, 8th Lane, Phase 2, next to Intel Devarabisanahalli, Bellandur, Bengaluru – 560103, Karnataka, India.
Madhukar Anand	Independent Director	10855599	Anand, House no.6, Ashokpuri, Khajepura, B.V. College, Patna-800014, Bihar, India
Anita Sanghi	Independent Director	01638548	Flat no. 001, Sai Krupa Heera, 1st Main, near C V Raman Nagar Bus Stand, Bhuvaneshwari Nagar, Bangalore North, Bengaluru – 560093, Karnataka, India
Muthumanickam Matheswaran	Independent Director	07197847	Old no. 16, New no. 17, Crescent Road, Shenoy Nagar, Chennai- 600030, Tamil Nadu, India

For further details of our Directors, see "*Our Management*" on page 192 of this Draft Red Herring Prospectus.

Company Secretary and Compliance Officer

Pradeep Kumar Chamaria
No.104, Bommasandra Industrial Area,
Bangalore, Karnataka,
India, 560099
Tel No.: +91 80 27832313
Email: compliance@vinirforge.org

Investor grievances

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

All Offer-related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary(ies) with whom the Bid cum Application Form was submitted, giving full details such as name of the sole or first Bidder, address of the Bidder, Bidder's DP ID, Client ID, PAN, number of Equity Shares applied for, the Bid amount paid on submission of the Bid cum Application Form and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Offer with a copy to the relevant SCSB or the member of the Syndicate if the Bid was submitted to a member of the Syndicate at any of the Specified Locations, or the Registered Broker if the Bid was submitted to a Registered Broker at any of the Brokers Centers, as the case may be, quoting the full name of the sole or first Bidder, Bid cum Application Form number, address of the Bidder, Bidder's DP ID, Client ID, PAN, number of Equity Shares applied for, date of Bid-cum-Application Form, name and address of the member of the Syndicate or the Designated Branch or the Registered Broker or address of the RTA or address of the DP, as the case may be, where the Bid was submitted, and the ASBA Account number in which the amount equivalent to the Bid Amount was blocked.

All grievances relating to the UPI mechanism may be addressed to the Registrar to the Offer with a copy to the relevant Sponsor Bank or the member of the Syndicate if the Bid was submitted to a member of the Syndicate at any of the Specified Locations, or the Registered Broker if the Bid was submitted to a Registered Broker at any of the Brokers Centers, as the case may be, quoting the full name of the sole or first Bidder, Bid cum Application Form number, address of the Bidder, Bidder's DP ID, Client ID, PAN, number of Equity Shares applied for, date of Bid cum Application Form, name and address of the member of the Syndicate or the Designated Branch or the Registered Broker or address of the RTA or address of the DP, as the case may be, where the Bid was submitted, and the UPI ID of the UPI ID Linked Bank Account in which the amount equivalent to the Bid Amount was blocked.

All grievances relating to Bids submitted through the Registered Broker and/or a Stock Broker may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer.

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

The Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned above.

Book Running Lead Manager

Pantomath Capital Advisors Private Limited
Pantomath Nucleus House
Saki-Vihar Road, Andheri-East
Mumbai-400072, Maharashtra, India
Tel: 1800 889 8711
E-mail: vinir.ipo@pantomathgroup.com
Website: www.pantomathgroup.com
Investor Grievance E-mail: investors@pantomathgroup.com
Contact Person: Amit Maheshwari
SEBI Registration No.: INM000012110

Statement of Responsibilities

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

Legal Counsel to the Offer

Messrs. Kanga and Company
Advocates & Solicitors,
Readymoney Mansion,
43, Veer Nariman Road,
Mumbai – 400 001
Tel No: +91 22 6623 0000
Email: chetan.thakkar@kangacompany.com
Contact Person: Chetan Thakkar

Statutory Auditors to our Company

M/s. P K Rungta & Co., Chartered Accountants
No.598/599, 1st Main, 15th Cross,
Sector-6, HSR layout,
Bengaluru-560102
Tel No.: 08025723074
Email: capkrungta@gmail.com
Contact person: CA Taran Rungta- Partner
Peer Review Number: 018987
Firm Registration Number: 003498S

Changes in statutory auditors during the last three years

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

Registrar to the Offer

KFIN Technologies Limited
Selenium Tower-B, Plot No. 31 & 32,
Gachibowli, Financial District,
Nanakramguda, Serilingampally,
Hyderabad - 500032, Telangana
Tel No.: 040-67162222/18003094001
Fax: 040-6716 1563
Email: vel.ipo@kfintech.com
Investor Grievance Email: einward.ris@kfintech.com
Website: www.kfintech.com
Contact Person: M.Murali Krishna
SEBI Registration Number: INR000000221

Bankers to our Company

State Bank of India
26 A, First Floor, Electronics city,
Phase I, Bengaluru - 560100
Tel: 9535322365
E-mail: sbi.63971@sbi.co.in
Website: www.sbi.co.in
Contact Person: Atul Kumar Rana

Designated Intermediaries

Syndicate Members

The Syndicate Member(s) will be appointed prior to filing of the Red Herring Prospectus with the RoC.

Banker(S) to the Offer

The Banker(s) to the Offer will be appointed prior to filing of the Red Herring Prospectus with the RoC.

Escrow Collection Bank(s)

[•]

Public Offer Account Bank(s)

[•]

Refund Bank(s)

[•]

Sponsor Bank(s)

[•]

Self-Certified Syndicate Banks

The list of SCSBs notified by SEBI for the ASBA process is available at http://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. A list of the Designated SCSB Branches with which an ASBA Bidder (other than a RIB using the UPI Mechanism), not Bidding through Syndicate/Sub Syndicate or 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, or at such other websites as may be prescribed by SEBI from time to time.

Self-Certified Syndicate Banks eligible as Sponsor Banks for UPI Mechanism and eligible Mobile Applications

The list of SCSBs through which Bids can be submitted by the UPI Bidders using the UPI Mechanism, including details such as the eligible Mobile Applications and UPI handle which can be used for such Bids, is available on the website of the SEBI, and may be updated from time to time or at such other website as may be prescribed by SEBI from time to time. Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website.

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders using the UPI Mechanism may apply through the SCSBs and Mobile Applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of 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

In terms of SEBI circular no. CIR/CFD/14/2012 dated October 4, 2012, Bidders can submit the ASBA Forms in the Offer using the stock broker network of the stock exchange, i.e. through the Registered Brokers at the Broker Centers.

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE and the NSE at www.bseindia.com and www.nseindia.com, respectively, as updated from time to time.

Registrar and Share Transfer Agents (RTAs)

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 https://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx and https://www.nseindia.com/products/consent/equities/ipos/asba-procedures.html, respectively as updated from time to time.

Collecting Depository Participants

In terms of SEBI circular no. CIR/CFD/ POLICYCELL/11/2015 dated November 10, 2015, Bidders can submit Bid cum Application Forms through CDPs who are depository participants registered with SEBI and have furnished their details to Stock Exchanges for acting in such capacity.
The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE and the NSE at www.bseindia.com and www.nseindia.com, respectively, as updated from time to time.

Collecting RTAs

In terms of SEBI circular no. CIR/CFD/ POLICYCELL/11/2015 dated November 10, 2015, Bidders can submit Bid cum Application Forms through Collecting RTAs who are registrars and transfer agents registered with SEBI and have furnished their details to Stock Exchanges for acting in such capacity.

The list of Collecting RTAs, including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE and the NSE at http://www.bseindia.com and http://www.nseindia.com, respectively, as updated from time to time.

Credit Rating

As this is an Offer consisting only of Equity Shares, there is no requirement to obtain credit rating for the Offer.

Green Shoe Option

No Green Shoe Option is contemplated under this Offer.

Brokers to the Offer

All members of the recognized stock exchanges would be eligible to act as Brokers to the Offer.

Debenture Trustee

As this is an Offer consisting of Equity Shares, the appointment of a debenture trustee is not required for the Offer.

IPO Grading of the Offer

No credit agency registered with SEBI has been appointed in respect of obtaining grading for the Offer.

Experts

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

Our Company has received written consent dated January 17, 2025, from our Statutory Auditors, M/s. P K Rungta & Co., Chartered Accountants, who hold a valid peer review certificate dated December 26, 2024, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of (i) the examination report dated January 12, 2025 on the Restated Financial Statements; and (ii) the Statement of Possible Tax Benefits dated January 17, 2025, included in this Draft Red Herring Prospectus and such consents have 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.

Our Company has received written consent dated December 20, 2024 from Gangadhara.H.M.Gowda, Independent Chartered Engineer to include their name as required under section 26(5) of the Companies Act, 2013 read with the 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 an Independent Chartered Engineer in respect of the certificate issued by them and 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" herein shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated January 16, 2025 from SNR & Associates, practicing company secretaries, to include its name as required under section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, as an "expert" as defined under Section 2(38) of Companies Act, 2013 to the extent and in their capacity as practicing company secretary in respect of the search report dated January 14, 2025 issued by them and 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" herein shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Trustees

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

Monitoring Agency

As the Offer is an offer for sale of Equity Shares by the Promoter Selling Shareholder, our Company is not required to appoint a monitoring agency in relation to the Offer.

Appraising Agency

As the Offer is an offer for sale of Equity Shares by the Promoter Selling Shareholder, our Company will not receive any proceeds from the Offer. Accordingly, no appraising entity has been appointed for the Offer.

Filing of this Draft Red Herring Prospectus

A copy of this Draft Red Herring Prospectus is being filed electronically on the SEBI's online intermediary portal at https://siportal.sebi.gov.in as specified in Regulation 25(8) of SEBI ICDR Regulations and pursuant to the SEBI ICDR Master Circular. Further, a physical copy of this Draft Red Herring Prospectus shall be filed 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 (East),
Mumbai - 400 051,
Maharashtra, India

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

Book Building Process

The book building, in context of the Offer, refers to the process of collection of Bids from Bidders on the basis of the Red Herring Prospectus and the Bid cum Application Forms and the Revision Forms within the Price Band. The Price Band and the minimum Bid Lot size will be decided by our Company in consultation with the BRLM, and shall be advertised in [●] editions of the widely circulated English national daily newspaper [●], [●] editions of the widely circulated Hindi national daily newspaper [●] and [●] editions of the widely circulated Kannada daily newspaper [●] (Kannada being the regional language of Bangalore, Karnataka, where our Registered Office is located) at least 2 (two) Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Offer Price shall be determined by our Company, in consultation with the BRLM, after the Bid/ Offer Closing Date. For details, see "*Offer Procedure*" beginning on page 337 of this Draft Red Herring Prospectus.

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

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders (subject to the Bid Amount being up to ₹200,000) can revise their Bids during the Bid/Offer Period and can withdraw their Bids on or before the Bid/Offer Closing Date. Further, Anchor Investors cannot withdraw Bids after the Anchor Investor Bid/ Offer Period. 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. Additionally, allotment to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non -Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis.

For further details on the method and procedure for Bidding and book building procedure, see '*Terms of the Offer*, '*Offer Structure'* and *'Offer Procedure'* on pages 327, 333 and 337, respectively.

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

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

Illustration of Book Building and Price Discovery Process

Each Bidder, by submitting a Bid in the Offer, will be deemed to have acknowledged the above restrictions and the terms of the Offer. For an illustration of the Book Building Process and the price discovery process, see '*Terms of the Offer'*, '*Offer Structure'* and '*Offer Procedure'* on pages 327, 333 and 337, respectively.

UNDERWRITING AGREEMENT

Our Company and the Promoter Selling Shareholder intend to, prior to the filing of the Prospectus with the RoC, enter into an Underwriting Agreement with the Underwriters for the Equity Shares of face value of ₹2 each proposed to be issued and offered in the Offer.

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 Offer Price, pursuant to the Underwriting Agreement:

(The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus. This portion

has been intentionally left blank and will be filled in before, and this portion will be applicable upon the execution of the Underwriting Agreement and filing of the Prospectus with the RoC, as applicable.)

Name, address, telephone number and e-mail address of the Underwriters	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten (₹ in million)
[●]	[●]	[●]

The abovementioned underwriting commitments are indicative and will be finalised after determination of the Offer Price and Basis of Allotment and the allocation of Equity Shares, subject to and in accordance with the provisions of the SEBI ICDR Regulations.

In the opinion of the Board of Directors (based on representations made to our Company by the Underwriters), the resources of each of the abovementioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The abovementioned Underwriters are registered with the SEBI under Section 12(1) of the SEBI Act or 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.

CAPITAL STRUCTURE

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

(In ₹ million, except share data, unless otherwise specified)

Particulars		Aggregate Value at Face value	Aggregate Value at Offer Price*
A.	**AUTHORISED SHARE CAPITAL** [(1)]		
	300,000,000 Equity Shares of face value of ₹ 2/- each	600.00	-
B.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	212,629,380 Equity Shares of face value of ₹ 2/- each	425.26	-
C.	**PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS** [(2) (3)]		
	Offer for Sale of up to 53,300,000 Equity Shares of face value of ₹ 2 each aggregating up to ₹ [●] million	[●]	[●]
D.	**ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL AFTER THE OFFER***		
	212,629,380 Equity Shares of face value of ₹ 2/- each	425.26	-
E.	**SECURITIES PREMIUM ACCOUNT**		
	Before and after the Offer (as on the date of this Draft Red Herring Prospectus)	Nil	

**To be updated upon finalisation of the Offer Price.*

[(1)] For details in relation to the changes in the authorised share capital of our Company in the last ten years, please see "History and Certain Corporate Matters –Amendments to the Memorandum of Association" on page 187.

[(2)] Our Board has authorised the Offer, pursuant to their resolution dated January 12, 2025. Further, our Board has taken on record the approval for the Offer for Sale by the Promoter Selling Shareholder pursuant to its resolution dated January 12, 2025

[(3)] The Promoter Selling Shareholder confirmed and approved his participation in the Offer for Sale and his eligibility to participate in the Offer for Sale in accordance with the SEBI ICDR Regulations. For further details, see "The Offer" and "Other Regulatory and Statutory Disclosures" on pages 51 and 317 respectively.

Notes to Capital Structure

1. Share Capital history of our Company

(a) ***Equity Share capital history of our Company***

The following table sets forth the history of the Equity Share Capital of our Company:

Date of allotment/ buy-back	Reason/ nature of allotment	Name of allottees along with the number of equity shares allotted to each allottee	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consider ation	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
August 01, 1983	Initial subscription to MOA[(1)]	10 equity shares allotted to Naresh Chandra Gupta and 10 equity shares allotted Veena Gupta	20	10	10	Cash	20	200
April 18, 1985	Further issue	17,100 equity shares allotted to Naresh Chandra Gupta and 11,800 equity shares allotted Veena Gupta	28,900	10	10	Cash	28,920	289,200
November 01, 1985	Further issue	4,608 equity shares allotted to Naresh	7,680	10	10	Cash	36,600	366,000

Date of allotment/ buy-back	Reason/ nature of allotment	Name of allottees along with the number of equity shares allotted to each allottee	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
		Chandra Gupta and 3,072 equity shares allotted Veena Gupta						
March 19, 1986	Further issue	1,700 equity shares allotted to Naresh Chandra Gupta and 1,500 equity shares allotted Veena Gupta	3,200	10	10	Cash	39,800	398,000
July 17, 1989	Conversion of loan into equity shares	18,600 equity shares allotted to Naresh Chandra Gupta and 5,000 equity shares allotted Veena Gupta	23,600	10	10	Cash	63,400	634,000
December 15, 2000	Preferential allotment	600 equity shares allotted to Naresh Chandra Gupta, 500 equity shares allotted Veena Gupta, 13,750 equity shares allotted to Nitesh Gupta, 13,750 equity shares allotted to Ritesh Gupta, 3,500 equity shares allotted to Vinod Kumar Agarwal, 3,000 equity shares allotted to Anil Kumar Agarwal, 3,500 equity shares allotted to Praveen Kumar Agarwal, 3,500 equity shares allotted to Gopal Krishna Agarwal, 3,000 equity shares allotted to Sunil Agarwal, 2,000 equity shares allotted to Shashi Agarwal, 1,500 equity shares allotted to Manju Agarwal, 1,500 equity shares allotted to Kusum Agarwal, 2,000 equity shares allotted to Archana Agarwal and 1,500 equity shares allotted to Rachana Agarwal	53,600	10	10	Cash	117,000	1,170,000
December 16, 2000	Preferential allotment	34,800 equity shares allotted to Naresh Chandra Gupta, 20,900 equity shares allotted to Veena Gupta, 36,800 equity shares allotted to Nitesh Gupta, 34,100 equity shares allotted to Ritesh Gupta, and 8,800 equity shares allotted to Tina Gupta	135,400	10	10	Cash	252,400	2,524,000
March 11, 2002	Preferential allotment	20,000 equity shares allotted to Naresh	47,600	10	10	Cash	300,000	3,000,000

Date of allotment/ buy-back	Reason/ nature of allotment	Name of allottees along with the number of equity shares allotted to each allottee	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consider ation	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
		Chandra Gupta, 10,000 equity shares allotted to Veena Gupta, 10,000 equity shares allotted to Ritesh Gupta, and 7,600 equity shares allotted to Tina Gupta						
October 07, 2003	Preferential allotment	25,500 equity shares allotted to Kadambari Gupta	25,500	10	10	Cash	325,500	3,255,000
October 15, 2007	Bonus issue in the ratio of 3 equity shares for every 1 equity share held (2)	302,754 equity shares allotted to Naresh Chandra Gupta, 173,646 equity shares allotted to Veena Gupta, 181,650 equity shares allotted to Nitesh Gupta, 173,550 equity shares allotted to Ritesh Gupta, 68,400 equity shares allotted to Tina Gupta and 76,500 equity shares allotted to Kadambari Gupta	976,500	10	-	N.A.	1,302,000	13,020,000
March 16, 2009	Preferential allotment	400,000 equity shares allotted to Naresh Chandra Gupta, 115,000 equity shares allotted to Veena Gupta, 220,000 equity shares allotted to Nitesh Gupta, 220,000 equity shares allotted to Ritesh Gupta, 45,600 equity shares allotted to Tina Gupta and 50,000 equity shares allotted to Kadambari Gupta	1,050,600	10	10	Cash	2,352,600	23,526,000
March 24, 2009	Bonus issue in the ratio of 9 equity shares for every 8 equity shares held (3)	904,131 equity shares allotted to Naresh Chandra Gupta, 389,844 equity shares allotted to Veena Gupta, 519,975 equity shares allotted to Nitesh Gupta, 507,825 equity shares allotted to Ritesh Gupta, 153,900 equity shares allotted to Tina Gupta and 171,000 equity shares allotted to Kadambari Gupta	2,646,675	10	-	N.A.	4,999,275	49,992,750
March 26, 2012	Bonus issue in the ratio of 8 equity shares for every 5 equity shares held (4)	2,732,485 equity shares allotted to Naresh Chandra Gupta, 1,178,195 equity shares allotted to Veena Gupta, 1,571,480 equity	7,998,840	10	-	N.A.	12,998,115	129,981,150

Date of allotment/ buy-back	Reason/ nature of allotment	Name of allottees along with the number of equity shares allotted to each allottee	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consider ation	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
		shares allotted to Nitesh Gupta, 1,534,760 equity shares allotted to Ritesh Gupta, 465,120 equity shares allotted to Tina Gupta and 516,800 equity shares allotted to Kadambari Gupta						
March 26, 2012	Conversion of loan to equity shares	1,580,000 equity shares allotted to Naresh Chandra Gupta, 450,000 equity shares allotted to Veena Gupta, 790,000 equity shares allotted to Nitesh Gupta, 1,046,000 equity shares allotted to Ritesh Gupta, 175,000 equity shares allotted to Tina Gupta and 195,000 equity shares allotted to Kadambari Gupta	4,236,000	10	10	Cash	17,234,115	172,341,150
August 19, 2023	Buy-back [(5)]	Buy-back of 1,176,470 equity shares from Naresh Gupta, 847,553 equity shares from Ritesh Gupta and 1,034,800 equity shares from Kadambari Gupta and on a proportionate basis	(3,058,823)	10	85	Cash	14,175,292	141,752,920
Pursuant to a resolution passed by our Shareholders dated November 30, 2024, equity shares of face value of ₹10 each of our Company were sub-divided into Equity Shares of face value of ₹2 each. Consequently, the issued subscribed and paid-up share capital of our Company comprising 14,175,292 equity shares of face value of ₹10 each was sub-divided into 70,876,460 Equity Shares of face value of ₹2 each.								
January 08, 2025	Bonus issue in the ratio of 2 Equity Shares for every 1 Equity Share held [(6)]	8,505,180 equity shares allotted to Naresh Chandra Gupta, 119,072,250 equity shares allotted to Nitesh Gupta, 14,175,090 equity shares allotted to Ritesh Gupta, 100 equity shares allotted to Veena Gupta, 100 equity shares allotted to Dhruv Gupta, 100 equity shares allotted to Tina Gupta and 100 equity shares allotted to Kadambari Gupta	141,752,920	2	-	N.A.	212,629,380	425,258,760

(1) *Our Company was incorporated on August 01, 1983. The date of subscription to the Memorandum of Association is July 15, 1983 and the allotment of equity shares pursuant to such subscription was taken on record by our Board on August 04, 1983.*

(2) *The bonus issue was in the ratio of 3(three)equity shares of face value ₹ 10 for every 1(one) equity share held by the Shareholders, authorized by a resolution passed by the Shareholders at the extra-ordinary general meeting held on September 10, 2007, in the manner set out above by capitalization of the general reserve account of our Company.*

(3) *The bonus issue was in the ratio of 9(nine)equity shares of face value ₹ 10 for every 8(eight) equity share held by the Shareholders, authorized by a resolution passed by the Shareholders at the extra-ordinary general meeting held on March 24, 2009, in the manner set out above by capitalization of the general reserve account of our Company.*

(4) *The bonus issue was in the ratio of 8(eight)equity shares of face value ₹ 10 for every 5(five) equity share held by the Shareholders, authorized by a resolution passed by the Shareholders at the extra-ordinary general meeting held on March 26, 2012, in the manner set out above by capitalization of the general reserve account of our Company.*

(5) *The buy-back was authorized by a resolution passed by the Board at the meeting held on July 31, 2023 and passed by the Shareholders at the extra-ordinary general meeting held on August 02, 2023. The buy-back price has been arrived at by way of the certificate dated July 31, 2023 issued by the Statutory Auditors.*

(6) *The bonus issue was in the ratio of 2(two)equity shares of face value ₹ 2 for every 1(one) equity share held by the Shareholders, authorized by a resolution passed by the Shareholders at the extra-ordinary general meeting held on November 30, 2024, in the manner set out above by capitalization of the free reserves and capital redemption reserve of our Company.*

Our Company has made the abovementioned issuances and allotments of equity shares from the date of incorporation of our Company till the date of filing of this Draft Red Herring Prospectus in compliance with the relevant provisions of the Companies Act, 1956 and the Companies Act, 2013, to the extent applicable.

(b) ***Preference Share capital history of our Company***

Our Company does not have any issued or outstanding preference share capital as on the date of this Draft Red Herring Prospectus.

2. Shares issued for consideration other than cash or by way of bonus issue or out of revaluation reserves

Our Company has not issued any equity shares out of revaluation reserves since its incorporation. Further, except as disclosed below, our Company has not issued any equity shares for consideration other than cash or by way of bonus issue, as on the date of this Draft Red Herring Prospectus:

Date of allotment	No. of equity shares allotted	Details of allottee and equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Reason/Nature of allotment	Benefits accrued to our Company
October 15, 2007	976,500	302,754 equity shares allotted to Naresh Chandra Gupta, 173,646 equity shares allotted to Veena Gupta, 181,650 equity shares allotted to Nitesh Gupta, 173,550 equity shares allotted to Ritesh Gupta, 68,400 equity shares allotted to Tina Gupta and 76,500 equity shares allotted to Kadambari Gupta	10	-	Bonus issue in the ratio of 3 equity shares for every 1 equity share held (1)	N.A.
March 24, 2009	2,646,675	904,131 equity shares allotted to Naresh Chandra Gupta, 389,844 equity shares allotted to Veena Gupta, 519,975 equity shares allotted to Nitesh Gupta, 507,825 equity shares allotted to Ritesh Gupta, 153,900 equity shares allotted to Tina Gupta and 171,000 equity shares allotted to Kadambari Gupta	10	-	Bonus issue in the ratio of 9 equity shares for every 8 equity shares held (2)	N.A.
March 26, 2012	7,998,840	2,732,485 equity shares allotted to Naresh Chandra Gupta, 1,178,195 equity shares allotted to Veena Gupta, 1,571,480 equity shares allotted to Nitesh Gupta, 1,534,760 equity shares allotted to Ritesh Gupta, 465,120 equity shares allotted to Tina Gupta and	10	-	Bonus issue in the ratio of 8 equity shares for every 5 equity shares held (3)	N.A.

Date of allotment	No. of equity shares allotted	Details of allottee and equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Reason/Nature of allotment	Benefits accrued to our Company
		516,800 equity shares allotted to Kadambari Gupta				
January 08, 2025	141,752,920	8,505,180 equity shares allotted to Naresh Chandra Gupta, 119,072,250 equity shares allotted to Nitesh Gupta, 14,175,090 equity shares allotted to Ritesh Gupta, 100 equity shares allotted to Veena Gupta, 100 equity shares allotted to Dhruv Gupta, 100 equity shares allotted to Tina Gupta and 100 equity shares allotted to Kadambari Gupta	2	-	Bonus issue in the ratio of 2 equity shares for every 1 equity share held (4)	N.A.

(1) *The bonus issue was in the ratio of 3(three)equity shares of face value ₹ 10 for every 1(one) equity share held by the Shareholders, authorized by a resolution passed by the Shareholders at the extra-ordinary general meeting held on September 10, 2007, in the manner set out above by capitalization of the general reserve account of our Company.*

(2) *The bonus issue was in the ratio of 9(nine)equity shares of face value ₹ 10 for every 8(eight) equity share held by the Shareholders, authorized by a resolution passed by the Shareholders at the extra-ordinary general meeting held on March 24, 2009, in the manner set out above by capitalization of the general reserve account of our Company.*

(3) *The bonus issue was in the ratio of 8(eight)equity shares of face value ₹ 10 for every 5(five) equity share held by the Shareholders, authorized by a resolution passed by the Shareholders at the extra-ordinary general meeting held on March 26, 2012, in the manner set out above by capitalization of the general reserve account of our Company.*

(4) *The bonus issue was in the ratio of 2(two)equity shares of face value ₹ 2 for every 1(one) equity share held by the Shareholders, authorized by a resolution passed by the Shareholders at the extra-ordinary general meeting held on November 30, 2024, in the manner set out above by capitalization of the free reserves and capital redemption reserve of our Company.*

3. Issue of shares at a price lower than the Offer Price in the last year

The Offer Price shall be determined by our Company, in consultation with the BRLM, after the Bid / Offer Closing Date.

Except as disclosed above in *"- Equity Share capital history of our Company"* on page 65, our Company has not issued any shares at a price which may be lower than the Offer Price, during a period of one year preceding the date of this Draft Red Herring Prospectus.

4. Allotment of shares pursuant to schemes of arrangement

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

5. Issue of equity shares under employee stock option schemes

As on the date of this Draft Red Herring Prospectus, our Company does not have any employee stock options scheme or any employee stock option plan.

6. Details of shareholding of our Promoters and members of the Promoter Group

S. No.	Name of the Shareholder	Pre- Offer		Post- Offer ^	
		Number of Equity Shares held	% of the pre- Offer Equity Share capital	Number of Equity Shares held	% of the post- Offer Equity Share capital
	Promoters				
1.	Naresh Chandra Gupta	12,757,770	6.00	[●]	[●]
2.	Nitesh Gupta	178,608,375	84.00	[●]	[●]
3.	Ritesh Gupta	21,262,635	10.00		

S. No.	Name of the Shareholder	Pre- Offer		Post- Offer ^	
		Number of Equity Shares held	% of the pre- Offer Equity Share capital	Number of Equity Shares held	% of the post-Offer Equity Share capital
	Promoters				
	Total (A)	**212,628,780**	**100.00**	[●]	[●]
	Promoter Group				
4.	Dhruv Gupta	150	Negligible	[●]	[●]
5.	Veena Gupta	150	Negligible	[●]	[●]
6.	Tina Gupta	150	Negligible	[●]	[●]
7.	Kadambari Gupta	150	Negligible	[●]	[●]
	Total (B)	**600**	Negligible	[●]	[●]
	Total (A+B)	**212,629,380**	**100.00**	[●]	[●]

^Subject to finalization of basis of Allotment.

(a) ***Build-up of Promoters' shareholding in our Company***

The details regarding the equity shareholding of our Promoters since incorporation of our Company are set forth in the table below:

Date of allotment/ transfer/ buy-back	Nature of transaction	Number of equity shares allotted/ transferred	Nature of consideration	Face value per equity share (₹)	Issue price/ transfer price per equity share (₹)	Percentage of the pre-Offer share capital (%) *	Percentage of the post-Offer share capital (%)
(A) NARESH CHANDRA GUPTA							
August 01, 1983	Initial subscription to MOA	10	Cash	10	10	Negligible	[●]
April 18, 1985	Further issue	17,100	Cash	10	10	0.04	[●]
November 01, 1985	Further issue	4,608	Cash	10	10	0.01	[●]
March 19, 1986	Further issue	1,700	Cash	10	10	Negligible	[●]
July 17, 1989	Conversion of loan into equity shares	18,600	Cash	10	10	0.04	[●]
December 15, 2000	Preferential allotment	600	Cash	10	10	Negligible	[●]
December 16, 2000	Preferential allotment	34,800	Cash	10	10	0.08	[●]
March 11, 2002	Preferential allotment	20,000	Cash	10	10	0.05	[●]
October 28, 2003	Transfer from Vinod Kumar Agarwal	3,500	Cash	10	10	0.01	[●]
October 15, 2007	Bonus issue in the ratio of 3 equity shares for every 1 equity share held (1)	302,754	N.A.	10	-	0.71	[●]
March 16, 2009	Preferential allotment	400,000	Cash	10	10	0.94	[●]
March 24, 2009	Bonus issue in the ratio of 9 equity shares for	904,131	N.A.	10	-	2.13	[●]

Date of allotment/ transfer/ buy-back	Nature of transaction	Number of equity shares allotted/ transferred	Nature of consideration	Face value per equity share (₹)	Issue price/ transfer price per equity share (₹)	Percentage of the pre-Offer share capital (%) *	Percentage of the post-Offer share capital (%)
	every 8 equity shares held (2)						
March 26, 2012	Bonus issue in the ratio of 8 equity shares for every 5 equity shares held (3)	2,732,485	N.A.	10	-	6.43	[●]
March 26, 2012	Conversion of loan to equity shares	1,580,000	Cash	10	10	3.72	[●]
August 19, 2023	Buy-back	(1,176,470)	Cash	10	85	(2.77)	[●]
August 31, 2023	Transfer by way of gift to Nitesh Gupta	(3,993,300)	Nil	10	N.A.	(9.39)	[●]
Pursuant to a resolution passed by our Shareholders dated November 30, 2024, equity shares of face value of ₹10 each of our Company were sub-divided into Equity Shares of face value of ₹2 each. Consequently, 850,518 Equity Shares of face value of ₹10 each, held by Naresh Chandra Gupta were sub-divided into 4,252,590 Equity Shares of face value of ₹2 each							
January 08, 2025	Bonus issue in the ratio of 2 Equity Shares for every 1 Equity Share held (4)	8,505,180	N.A.	2	-	4.00	[●]
	Total (A)	**12,757,770**				**6.00**	[●]
(B) NITESH GUPTA							
December 15, 2000	Preferential allotment	13,750	Cash	10	10	0.03	[●]
December 16, 2000	Preferential allotment	36,800	Cash	10	10	0.09	[●]
October 28, 2003	Transfer from Praveen Kumar Agarwal	1,400	Cash	10	10	Negligible	[●]
October 28, 2003	Transfer from Gopal Krishna Agarwal	3,500	Cash	10	10	0.01	[●]
October 28, 2003	Transfer from Sunil Agarwal	3,000	Cash	10	10	0.01	[●]
October 28, 2003	Transfer from Shashi Agarwal	2,000	Cash	10	10	Negligible	[●]
October 28, 2003	Transfer from Manju Agarwal	100	Cash	10	10	Negligible	[●]
October 15, 2007	Bonus issue in the ratio of 3 equity shares for every 1 equity share held (1)	181,650	N.A.	10	-	0.43	[●]
March 16, 2009	Preferential allotment	220,000	Other than cash	10	10	0.52	[●]
March 24, 2009	Bonus issue in the ratio of 9 equity shares for	519,975	N.A.	10	-	1.22	[●]

Date of allotment/ transfer/ buy-back	Nature of transaction	Number of equity shares allotted/ transferred	Nature of consideration	Face value per equity share (₹)	Issue price/ transfer price per equity share (₹)	Percentage of the pre-Offer share capital (%) *	Percentage of the post-Offer share capital (%)
	every 8equity share held (2)						
March 26, 2012	Bonus issue in the ratio of 8 equity shares for every 5equity share held (3)	1,571,480	N.A.	10	-	3.70	[●]
March 26, 2012	Conversion of loan to equity	790,000	Cash	10	10	1.86	[●]
August 31, 2023	Transfer by way of gift from Naresh Chandra Gupta	3,993,300	Nil	10	N.A.	9.39	[●]
August 31, 2023	Transfer by way of gift from Veena Gupta	2,364,567	Nil	10	N.A.	5.56	[●]
August 31, 2023	Transfer by way of gift from Ritesh Gupta	1,274,903	Nil	10	N.A.	3.00	[●]
August 31, 2023	Transfer by way of gift from Tina Gupta	930,820	Nil	10	N.A.	2.19	[●]
October 04, 2024	Transfer by way of gift to Tina Gupta	(10)	Nil	10	N.A.	(Negligible)	[●]
October 04, 2024	Transfer by way of gift to Dhruv Gupta	(10)	Nil	10	N.A.	(Negligible)	[●]
Pursuant to a resolution passed by our Shareholders dated November 30, 2024, equity shares of face value of ₹10 each of our Company were sub-divided into Equity Shares of face value of ₹2 each. Consequently, 11,907,225 Equity Shares of face value of ₹10 each, held by Nitesh Gupta were sub-divided into 59,536,125 Equity Shares of face value of ₹2 each.							
January 08, 2025	Bonus issue in the ratio of 2 equity shares for every 1 equity share held (4)	119,072,250	N.A.	2	-	56.00	[●]
	Total (B)	**178,608,375**				**84.00**	[●]
(C) RITESH GUPTA							
December 15, 2000	Preferential allotment	13,750	Cash	10	10	0.03	[●]
December 16, 2000	Preferential allotment	34,100	Cash	10	10	0.08	[●]
March 11, 2002	Preferential allotment	10,000	Cash	10	10	0.02	[●]
October 15, 2007	Bonus issue in the ratio of 3 equity shares for every 1 equity share held (1)	173,550	N.A.	10	-	0.41	[●]
March 16, 2009	Preferential allotment	220,000	Cash	10	10	0.52	[●]

Date of allotment/ transfer/ buy-back	Nature of transaction	Number of equity shares allotted/ transferred	Nature of consideration	Face value per equity share (₹)	Issue price/ transfer price per equity share (₹)	Percentage of the pre-Offer share capital (%) *	Percentage of the post-Offer share capital (%)
March 24, 2009	Bonus issue in the ratio of 9 equity shares for every 8equity share held (2)	507,825	N.A.	10	-	1.19	[●]
March 26, 2012	Bonus issue in the ratio of 8 equity shares for every 5equity share held (3)	1,534,760	N.A.	10	-	3.61	[●]
March 26, 2012	Conversion of loan to equity	1,046,000	Cash	10	10	2.46	[●]
August 19, 2023	Buy-back	(847,553)	Cash	10	85	(1.99)	[●]
August 31, 2023	Transfer by way of gift to Nitesh Gupta	(1,274,903)	Nil	10	N.A.	(3.00)	[●]
October 04, 2024	Transfer by way of gift to Veena Gupta	(10)	Nil	10	N.A.	(Negligible)	[●]
October 04, 2024	Transfer by way of gift to Kadambari Gupta	(10)	Nil	10	N.A.	(Negligible)	[●]
Pursuant to a resolution passed by our Shareholders dated November 30,2024, equity shares of face value of ₹10 each of our Company were sub-divided into Equity Shares of face value of ₹2 each. Consequently, 1,417,509 Equity Shares of face value of ₹10 each, held by Nitesh Gupta were sub-divided into 7,087,545 Equity Shares of face value of ₹2 each							
January 08, 2025	Bonus issue in the ratio of 2 equity shares for every 1 equity share held (4)	14,175,090	N.A.	2	-	6.67	[●]
	Total (C)	**21,262,635**				**10.00**	[●]
	Total (A+B+C)	**212,628,780**				**100.00**	[●]

**The pre-Offer Equity Share capital (%) has been rounded off up to two decimal places.*

(1) *The bonus issue was in the ratio of 3(three)equity shares of face value ₹ 10 for every 1(one) equity share held by the Shareholders, authorized by a resolution passed by the Shareholders at the extra-ordinary general meeting held on September 10, 2007in the manner set out above by capitalization of the securities premium account of our Company or any other permitted reserve/surplus of our Company.*

(2) *The bonus issue was in the ratio of 9(nine)equity shares of face value ₹ 10 for every 8(eight) equity share held by the Shareholders, authorized by a resolution passed by the Shareholders at the extra-ordinary general meeting held on March 24, 2009 in the manner set out above by capitalization of the securities premium account of our Company or any other permitted reserve/surplus of our Company.*

(3) *The bonus issue was in the ratio of 8(eight)equity shares of face value ₹ 10 for every 5(five) equity share held by the Shareholders, authorized by a resolution passed by the Shareholders at the extra-ordinary general meeting held on March 26, 2012, in the manner set out above by capitalization of the general reserve account of our Company.*

(4) *The bonus issue was in the ratio of 2 (two)equity shares of face value ₹ 2 for every 1(one) equity share held by the Shareholders, authorized by a resolution passed by the Shareholders at the extra-ordinary general meeting held on November 30, 2024, in the manner set out above by capitalization of the free reserves and capital redemption reserve of our Company.*

(b) All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares.

(c) All Equity Shares held by our Promoters are in dematerialized form as on the date of this Draft Red Herring Prospectus.

(d) None of the Equity Shares held by our Promoters are pledged or otherwise encumbered as on date of this Draft Red Herring Prospectus.

7. **Details of minimum Promoters' contribution and lock-in period**

Pursuant to Regulations 14 and 16(1) of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoters, shall be considered as minimum Promoters' contribution and locked-in for a period of 18 months from the date of Allotment or any other period as may be prescribed under applicable law ("**Minimum Promoters' Contribution**") and the shareholding of our Promoters in excess of 20% shall be locked in for a period of 6 months from the date of Allotment. Our Promoters have given consent to include such number of Equity Shares held by them, in aggregate, as may constitute 20% of the fully diluted post-Offer Equity Share capital of our Company as the Minimum Promoters' Contribution. Our Promoters have agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner, the Minimum Promoters' Contribution from the date of filing of this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

Details of the Equity Shares held by our Promoters, which will be locked-in as Minimum Promoters' Contribution are set forth in the table below:

Name of Promoter	**Number of Equity Shares held**	**Number of Equity Shares locked-in**	**Date of allotment/transfer 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-Offer paid-up capital (%)**	**Percentage of the post-Offer paid-up capital (%)**	**Date up to which Equity Shares are subject to lock-in**
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Grand Total									[●]

Note: To be updated at the Prospectus stage.

Our Company undertakes that the Equity Shares that are being locked-in are not and will not be ineligible for computation of Minimum Promoters' Contribution in terms of Regulation 15 of the SEBI ICDR Regulations. In this connection, we confirm the following:

(i) The Equity Shares offered for Minimum Promoters' Contribution do not include Equity Shares acquired in the three immediately preceding years (a) for consideration other than cash, and revaluation of assets or capitalisation of intangible assets; or (b) have resulted from bonus issue by utilization of revaluation reserves or unrealised profits of our Company or bonus issue against Equity Shares, which are otherwise ineligible for computation of Minimum Promoters' Contribution;

(ii) The Minimum Promoters' 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 offered to the public in the Offer;

(iii) Our Company has not been formed by the conversion of one or more partnership firms or a limited liability partnership firm into a company in the preceding one year;

(iv) As on the date of this Draft Red Herring Prospectus, none of the Equity Shares held by our Promoters are pledged or otherwise encumbered; and

(v) All the Equity Shares held by the Promoters are held in dematerialised form.

8. **Other Lock-in requirements**

(i) In terms of Regulation 17 of the SEBI ICDR Regulations, in addition to the Minimum Promoters' Contribution which shall be locked-in as specified above, the entire pre-Offer Equity Share capital of our Company (including the Equity Shares held by our Promoters in excess of Minimum Promoters' Contribution), shall, unless otherwise permitted under the SEBI ICDR Regulations, will be locked-in for a period of six months from the date of Allotment, except for Equity Shares Allotted pursuant to the Offer for Sale. As on the date of this Draft Red

Herring Prospectus, our Company does not have Shareholders that are venture capital funds or alternative investment funds of category I or category II or a foreign venture capital investor.

(ii) As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository

(iii) Pursuant to Regulation 21 of the SEBI ICDR Regulations, Equity Shares held by our Promoters and locked-in, as mentioned above, may be pledged as collateral security for a loan with a scheduled commercial bank, a public financial institution, Systemically Important Non-Banking Financial Company or a deposit accepting housing finance company, subject to the following:

(a) With respect to the Equity Shares locked-in for 6 (six) months from the date of Allotment, such pledge of the Equity Shares must be one of the terms of the sanction of the loan.

(b) With respect to the Equity Shares locked-in as Promoters' Contribution for 18 (eighteen) months from the date of Allotment, such pledge of the Equity Shares must be one of the terms of the sanction of the loan.

However, the relevant lock-in period shall continue post the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer to the Equity Shares till the relevant lock-in period has expired in terms of the SEBI ICDR Regulations.

(iv) In terms of Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by our Promoters, which are locked-in pursuant to Regulation 16 of the SEBI ICDR Regulations, may be transferred to and amongst any of the members of the Promoter Group including other Promoters or to any new promoter, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI Takeover Regulations, as applicable and such transferee shall not be eligible to transfer them till the lock-in period stipulated in SEBI ICDR Regulations has expired.

9. Lock-in of Equity Shares Allotted to Anchor Investors

50% of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining 50% shall be locked-in for a period of 30 days from the date of Allotment.

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10. Shareholding pattern of our Company

Set forth below is the shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus:

Category (I)	Category of Shareholder (II)	No. of Shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid- up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)= (IV + (V)+(VI)	Shareholding as a % total No. of shares (calculated as per SCRR, 1957 (VII) As a % of A+B+C2)	Number of voting rights held in each class of securities (IX)				No. of shares underlying outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares (XII)		No. of shares pledged or otherwise encumbered (XIII)		No. of equity shares held in dematerialised form (XIV)
								No. of voting Rights			Total as a % of A+B+C							
								Class (Equity)	Class (Others)	Total				No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
(A)	Promoter & Promoter Group	7	212,629,380	0	0	212,629,380	100	212,629,380	0	212,629,380	100	0	100	0	0	0	0	212,629,380
(B)	Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C)	Non-Promoter-Non Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total	**7**	**212629380**	**0**	**0**	**212,629,380**	**100**	**212,629,380**	**0**	**212,629,380**	**100**	**0**	**100**	**0**	**0**	**0**	**0**	**212,629,380**

11. Details of equity shareholding of the major equity Shareholders of our Company

(i) The Equity Shareholders holding more than 1% or more of the paid-up Equity Share capital of the Company and the number of Equity Shares held by them as on the date of this Draft Red Herring Prospectus are set forth in the table below:

Sr. No.	Name of the Shareholder	Number of Equity Shares of face value of ₹ 2 each*	% of the pre-Offer Equity Share capital
1.	Naresh Chandra Gupta	12,757,770	6.00
2.	Nitesh Gupta	178,608,375	84.00
3.	Ritesh Gupta	21,262,635	10.00
	Total	**212,628,780**	**100.00****

** Based on the beneficiary position statement*

*** other shareholders hold negligible % of Equity Shares.*

(ii) The major equity Shareholders who held more than 1% or more of the paid-up Equity Share capital of the Company and the number of Equity Shares held by them 10 days prior to the date of this Draft Red Herring Prospectus are set forth in the table below:

Sr. No.	Name of the Shareholder	Number of Equity Shares of face value of ₹ 2*	% of the pre-Offer Equity Share capital
1.	Naresh Chandra Gupta	12,757,770	6.00
2.	Nitesh Gupta	178,608,375	84.00
3.	Ritesh Gupta	21,262,635	10.00
Total		**212,628,780**	**100.00****

** Based on the beneficiary position statement.*

*** other shareholders hold negligible % of Equity Shares*

(iii) The major Equity Shareholders who held more than 1% or more of the paid-up Equity Share capital of our Company and the number of Equity Shares held by them one year prior to the date of this Draft Red Herring Prospectus are set forth in the table below:

Sr. No.	Name of the Shareholder	Number of equity shares of face value of ₹ 10 each*	% of the pre-Offer Equity Share capital
1.	Naresh Chandra Gupta	850,518	6.00
2.	Nitesh Gupta	11,907,245	84.00
3.	Ritesh Gupta	1,417,529	10.00
Total		**14,175,292**	**100.00**

** Based on the register of members of our Company.*

(iv) The major Equity Shareholders who held more than 1% or more of the paid-up Equity Share capital of the Company and the number of shares held by them two years prior to the date of this Draft Red Herring Prospectus are set forth in the table below:

Sr. No.	Name of the Shareholder	Number of equity shares of face value of ₹ 10 each *	% of the pre-Offer Equity Share capital
1.	Naresh Chandra Gupta	6,020,288	34.94
2.	Nitesh Gupta	3,343,655	19.40
3.	Ritesh Gupta	3,539,985	20.54
4.	Veena Gupta	2,364,567	13.72
5.	Tina Gupta	930,820	5.40
6.	Kadambari Gupta	1,034,800	6.00
	Total	**17,234,115**	**100.00**

** Based on the register of members of our Company.*

12. Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company

Except as stated below, as on the date of this Draft Red Herring Prospectus, none of our Directors or Key Managerial Personnel or Senior Management hold any Equity Shares of face value Rs. 2 each in our Company:

Sr. No.	Name of the Shareholder	Pre-Offer Equity Share capital		Percentage of the post-Offer Equity Share capital (%)
		No. of Equity Shares of face value Rs. 2 each	% of total Shareholding	
1.	Naresh Chandra Gupta	12,757,770	6.00	[●]
2.	Nitesh Gupta	178,608,375	84.00	[●]
3.	Ritesh Gupta	21,262,635	10.00	[●]
4.	Dhruv Gupta	150	Negligible	[●]
Total		**212,628,930**	**100.00***	[●]

** other shareholders hold negligible % of Equity Shares*

13. As on the date of this Draft Red Herring Prospectus, none of the BRLM or its associates, as defined under the SEBI Merchant Bankers Regulations, hold any Equity Shares of face value ₹ 2 each in our Company. The BRLM and its associates may engage in 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.

14. None of the Shareholders of our Company are directly or indirectly related to the BRLM or its associates.

15. The BRLM and persons related to the BRLM or Syndicate Members cannot apply in the Offer under the Anchor Investor Portion, except for Mutual Funds sponsored by entities which are associates of the BRLM, or insurance companies promoted by entities which are associates of the BRLM or AIFs sponsored by entities which are associates of the BRLM, a FPI (other than individuals, corporate bodies and family offices) sponsored by entities which are associates of the BRLM.

16. All Equity Shares are fully paid up and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus. The Equity Shares to be issued pursuant to the Offer shall be fully paid-up at the time of Allotment.

17. Our Company has not made any public issue since its incorporation, and has not made any rights issue of any kind or class of securities since its incorporation.

18. No person connected with the Offer, including, but not limited to, our Company, the members of the Syndicate, or our Directors, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.

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

20. Our Company, the Promoters, our Directors and the BRLM have no existing buy-back arrangements or any other similar arrangements for purchase of Equity Shares of face value of ₹ 2 each to be offered as a part of the Offer.

21. Our Company may alter its capital structure within a period of six months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares, or by way of further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares), whether on a preferential basis, or by way of issue of bonus Equity Shares, or on a rights basis, or by way of further public issue of Equity Shares, or by way of infusion of funds by promoter / promoter group, or otherwise to finance an acquisition, merger or joint venture or organic and/or inorganic growth or for regulatory compliance or such other scheme of arrangement or for acquiring assets or for expansion or business purposes or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.

22. Except as disclosed in "*-Build-up of the shareholding of our Promoters in our Company*" on page 71, none of the members of the Promoter Group, the Promoters, the Directors of our Company, nor any of their respective relatives have purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

23. There have been no financing arrangements whereby our Promoters, members of our Promoter Group, 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 preceding the date of filing of this Draft Red Herring Prospectus.

24. Our Company shall ensure that any transactions in the specified securities of our Company by our Promoters and our Promoter Group during the period between the date of filing of this Draft Red Herring Prospectus and the date of closure of the Offer shall be reported to the Stock Exchanges within 24 hours of the transactions.

25. Our Company does not have any outstanding convertible securities or any other right, which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus.

26. There will be no further issue of specified securities whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of this Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded, as the case may be.

27. Except to the extent of sale of the Offered Shares in the Offer for Sale by the Promoter Selling Shareholder, none of our Promoters or members of our Promoter Group will participate in the Offer.

28. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

OBJECTS OF THE OFFER

The Objects of the Offer are to (i) to carry out the Offer for Sale of up to 53,300,000 Equity Shares of face value of ₹ 2 each by the Promoter Selling Shareholder aggregating up to ₹ [●] million; and (ii) achieve the benefits of listing the Equity Shares on the Stock Exchanges. For further details of the Offer, see "*The Offer*" beginning on page 51. Further, our Company expects that listing of the Equity Shares will enhance our visibility and brand image and provide liquidity and a public market for the Equity Shares in India.

Utilisation of the Offer Proceeds by the Promoter Selling Shareholder

Our Company will not receive any proceeds from the Offer (the "**Offer Proceeds**") and all the Offer Proceeds will be received by the Promoter Selling Shareholder after deduction of Offer related expenses and relevant taxes thereon, to be borne by the Promoter Selling Shareholder. For details of the Offered Shares, see "*Other Regulatory and Statutory Disclosures –Authority for the Offer*" beginning on page 317.

Offer Related Expenses

The total expenses of the Offer are estimated to be approximately ₹ [●] million.

The expenses in relation to this Offer include, among others, listing fees, selling commission and brokerage, fees payable to the BRLM, fees payable to legal counsel of the Company and Promoter Selling Shareholder, fees payable to the Registrar to the Offer, Escrow Collection Bank(s) and Sponsor Bank(s) to the Offer, processing fee to the SCSBs for processing application forms, brokerage and selling commission payable to members of the Syndicate, Registered Brokers, RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

Other than (i) the listing fees and (ii) any advertisements constituting corporate communications not related to the Offer(in line with our past practices), which will be solely borne by our Company; all costs, charges, fees and expenses that are associated with and incurred in connection with the Offer including, inter alia, filing fees, book building fees and other charges, fees and expenses of the SEBI, the Stock Exchanges, the Registrar of Companies and any other Governmental Authority, advertising, printing, accommodation and travel expenses, fees and expenses of the legal counsel to our Company and Promoter Selling Shareholder, registrar fees and broker fees (including fees for procuring of applications), bank charges, fees and expenses of the BRLM, syndicate members, Self-Certified Syndicate Banks, other Designated Intermediaries and any other consultant, advisor or third party in connection with the Offer shall be borne by the Promoter Selling Shareholder, subject to compliance with applicable law and as agreed among parties. All the expenses relating to the Offer shall be paid by our Company in the first instance. Upon commencement of listing and trading of the Equity Shares on the Stock Exchanges pursuant to the Offer, Promoter Selling Shareholder shall reimburse our Company for any expenses in relation to the Offer paid by our Company on behalf of the Promoter Selling Shareholder directly from the Public Offer Account except as may be prescribed by the SEBI or any other regulatory authority. In the event the Offer is withdrawn or unsuccessful or the listing and trading approvals from the Stock Exchanges are not received, subject to applicable laws, all costs and expenses (including all applicable taxes) with respect to the Offer shall be borne by the Promoter Selling Shareholder.

The estimated Offer expenses are as under:

(*₹ in million*)

Expenses*	Estimated expenses (₹ in million)**	As a % of the total estimated Offer expenses**	As a % of the Offer**
Fixed fees payable to Book Running Lead Manager	[●]	[●]	[●]
Underwriting /Selling Commission to the BRLM	[●]	[●]	[●]
Commission/processing fee for SCSBs, Sponsor Bank(s) and fees payable to sponsor bank(s) for bids made by RIBs, Bankers to the Offer(s), Brokerage and Syndicate Fees, bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs(1)(2)(3)(4)(5)	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Others including but not limited to:			
Listing fees, SEBI filing fees, upload fees, BSE and SE processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]

Printing and distribution of stationery	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Fees payable to legal counsel	[●]	[●]	[●]
Fees payable to other advisors to the Offer, including but not limited to Statutory Auditors, industry service provider and Chartered Engineer; and	[●]	[●]	[●]
Miscellaneous expenses	[●]	[●]	[●]
Total estimated Offer expenses	**[●]**	**[●]**	**[●]**

**Offer expenses include taxes, where applicable. Offer expenses will be incorporated at the time of filing of the Prospectus with the RoC.*
***Amounts and Amounts as a % of Offer will be finalised and incorporated in the Offer Document on determination of the Offer Price including applicable taxes, where applicable.*

(1) 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 Offer Price. No additional uploading/ processing fees shall be payable by our Company to the SCSBs on the applications 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 stock exchanges.*

(3) No processing fees shall be payable by our Company to the SCSBs on the applications directly procured by them. Processing fees payable to the SCSBs for processing the Bid cum Application for the portion of Retail Individual Bidders and Non-Institutional Bidders which are procured by the Syndicate Member/ Sub-Syndicate Members/ Registered Brokers / RTAs / CDPs and submitted to SCSBs for 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)*

In case the total ASBA processing charges payable to SCSBs exceeds ₹ [●] the amount payable to SCSBs would be proportionately distributed based on the number of valid applications such that the total ASBA processing charges payable does not exceed ₹ [●] million.

(4)For Syndicate (including their Sub-Syndicate Members), RTAs and CDPs, Brokerages, selling commission and processing/uploading charges on the portion for Retail Individual Bidders (using the UPI mechanism) and portion for Non-Institutional Bidders which are procured by members of Syndicate (including their Sub-Syndicate Members), RTAs and CDPs or for using 3-in-1 type accounts-linked online trading, demat and bank account provided by some of the brokers which are members of 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 Offer Price.*

The selling commission payable to the Syndicate/ Sub-Syndicate Members will be determined on the basis of the application form number/ series, provided that the application is also bid by the respective Syndicate/ Sub-Syndicate Member. For clarification, if a 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 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.

The Selling commission payable to the RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of stock exchanges.

(5) Uploading charges/ processing charges for applications made by UPI Bidders. In case the total processing charges payable under this head exceeds ₹[●] million, the amount payable would be proportionately distributed based on the number of valid applications such that the total processing charges payable does not exceed ₹[●] million.

Members of Syndicate/RTAs/CDPs/Registered	*₹ [●] per valid application (plus applicable taxes)*

Brokers	
Sponsor Bank(s)	*₹ [●] per valid Bid cum Application Form (plus applicable taxes)* *The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NCPI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws*

(6) Uploading charges/processing charges of ₹ [●] valid applications (plus applicable taxes) are applicable only in case of Bid uploaded by the members of the Syndicate, Registered Brokers, RTAs and CDPs: (a) for applications made by Retail Individual Bidders using 3-in-1 type accounts; and (b) for Non-Institutional Bids using Syndicate ASBA mechanism / using 3-in-1 type accounts. (In case the total processing charges payable under this head exceeds ₹ [●] million, the amount payable would be proportionately distributed based on the number of valid applications such that the total processing charges payable does not exceed ₹ [●] million.)

Further the processing fees for Bid cum application forms which are procured by the Registered Brokers/ RTAs / CDPs and submitted to the SCSB for blocking shall be ₹[●] per valid Bid cum Application Form (plus applicable taxes).The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 (each to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations) and SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 issued by the SEBI, is provided by such banks.

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

Monitoring Utilization of Funds

Since the Offer is an Offer for Sale and our Company will not receive any proceeds from the Offer, our Company is not required to appoint a monitoring agency for the Offer.

Other Confirmations

The Offer proceeds will be received by the Promoter Selling Shareholder. None of our Directors, Key Managerial Personnel and Senior Management will receive any portion of the Offer Proceeds.

BASIS FOR OFFER PRICE

The Price Band and the Offer Price will be determined by our Company, in consultation with the Book Running Lead Manager, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 2 each and the Offer Price is [●] times the Floor Price and [●] times the Cap Price, and Floor Price is [●] times the face value and the Cap Price is [●] times the face value. Investors should also see "*Risk Factors*", "*Summary of Financial Information*", "*Our Business*", "*Restated Financial Statements*", and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 28, 53, 160, 216 and 276, respectively,to have an informed view before making an investment decision.

Qualitative Factors

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

- Integrated capabilities to source raw material, design and supply specialised, critical and heavy, precision-forged and machined components;
- Quality focused operations with sustainability initiatives
- Barriers to entry for entrants and exit barriers for customers
- Automation driven operating processes
- De-risked business model with wide customer base, diverse industry applications and multiple factory locations
- Long standing relationships with customers and suppliers with track record of repeat orders
- Financial performance and growth through internal accruals
- Experienced promoters and management team, having domain knowledge

For further details, see "*Risk Factors*" and "*Our Business*" on pages 28 and 160, respectively.

Quantitative Factors

Some of the information presented below relating to our Company is derived from the Restated Financial Statements. For details, see "*Restated Financial Statements*" beginning on page 216.

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

A. Basic and Diluted Earnings Per Equity Share ("EPS") (face value of each Equity Share is ₹ 2):

Fiscal/Period Ended	Basic & Diluted EPS (in ₹)	Weight
Fiscal 2024	1.26	3
Fiscal 2023	1.03	2
Fiscal 2022	0.55	1
Weighted Average	**1.07**	
Six month period ended September 30, 2024*	0.95	

**Not Annualized*

Note: Basic and diluted earnings per Equity Share are computed in accordance with Indian Accounting Standard 33.

B. Price/Earning ("P/E") ratio in relation to Price Band of ₹ [●] to ₹ [●] per Equity Share:

Particulars	P/E at the Floor Price* (number of times)	P/E at the Cap Price* (number of times)
Based on basic EPS for year ended March 31, 2024	[●]	[●]
Based on diluted EPS for year ended March 31, 2024	[●]	[●]

**To be computed after finalization of Price Band*

C. Industry Peer Group P/E ratio

Particulars	Industry Peer P/E	Name of the Company
Highest	148.91	Azad Engineering Limited
Lowest	72.18	Balu Forge Industries Limited
Average	104.32	

Note:
1. *The industry high and low has been considered from the peers set provided later in this chapter.*
2. *The industry P/E ratio mentioned above is computed based on the closing market price of equity shares on stock exchanges on January 10, 2025 divided by the Diluted EPS as on for the financial year ended March 31, 2024.*

D. Return on Net worth ("RoNW")

Fiscal/Period Ended	RoNW (%)	Weight
Fiscal 2024	26.68	3
Fiscal 2023	25.22	2
Fiscal 2022	17.99	1
Weighted Average	**24.75**	
Six month period ended September 30, 2024*	15.70	

**Not Annualized*

Notes:
1. *Return on Net Worth (%) = Net profit after tax divided by Net worth at the end of the year/period;*
2. *"Net worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits, 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, as per the restated financial statements, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation, in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations;*
3. *Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.*

E. Net Asset Value ("NAV") per Equity Share of face value of ₹ 2/- each

Particulars	Net Asset Value per Equity Share
As on September 30, 2024	6.06
As on March 31, 2024	5.11
As on March 31, 2023	4.09
As on March 31, 2022	3.06
After the completion of the Offer	
- At the Floor Price	[●]*
- At the Cap Price	[●]*
Offer Price	[●]

**To be computed after finalization of price band*

Notes:
1. *Net Asset Value per Equity Share = Net worth divided by number of equity shares outstanding as at the end of year/period;*
2. *"Net worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits, 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, as per the restated financial statements, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation, in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations;*

F. Comparison of accounting ratios with Listed Industry Peers

Name of the Company	CMP (₹)	Face Value (₹ per share)	Total Income (₹ in million)	Basic (₹) for Fiscal 2024		NAV (₹ per Share)	P / E Ratio	RoNW %
				Basic	Diluted			
Our Company	[●]*	2.00	2,355.26	1.26	1.26	5.11	[●]*	26.68
Peer Group								
Azad Engineering Limited	1,667.80	2.00	3,727.64	11.20	11.20	109.12	148.91	9.08
MTAR Technologies Limited	1,675.90	10.00	5,865.59	18.24	18.24	219.88	91.88	8.30
Balu Forge Industries Limited	703.00	10.00	5,702.71	9.80	9.74	53.90	72.18	16.94

**To be included in respect of our Company in the Prospectus based on the Offer Price.*

Notes:

i. *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 / annual results as available of the respective company for the financial year ended March 31, 2024 submitted to stock exchanges;*
ii. *Net asset value per share represents Net worth divided by total number of shares at the end of the year/period.*
iii. *Price/earnings ratio for the peer group has been computed based on the closing market price of equity shares on stock exchanges as on January 10, 2025, divided by the earnings per share for financial year ended March 31, 2024.*
iv. *Return on Net Worth is calculated as Net profit for the period / year as a percentage of Net worth.*

G. Key Performance Indicators

The tables below set forth the details of our certain financial data based on our Restated Financial Statements, certain non-GAAP measures and KPIs that our Company considers have a bearing for arriving at the basis for Offer Price. The KPIs disclosed below have been approved by a resolution of our Audit Committee dated January 12, 2025 and the Audit Committee has confirmed that other than the KPIs set out below, our Company has not disclosed any other KPIs to investors at any point of time during the three years period prior to the date of this Draft Red Herring Prospectus. The KPIs disclosed below have been used historically by our Company to understand and analyse its business performance, which helps in analysing 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 Offer Price. The KPIs disclosed below have been certified by the Statutory Auditors, pursuant to certificate dated January 17, 2025 which has been included in "*Material Contracts and Documents for Inspection—Material Documents*" on page 393.

H. Details of our Key Performance Indicators

(₹ in million, except as otherwise stated)

Particulars	For the six months period ended September 30, 2024*	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from Operations (1)	1,033.76	2,295.27	2,269.57	1,534.59
EBITDA (2)	262.13	464.57	390.01	201.55
EBITDA Margin (%) (3)	25.36	20.24	17.18	13.13
Profit after Tax (PAT) (4)	202.32	289.95	266.42	142.46
PAT Margin (%) (5)	18.87	12.31	11.64	9.19
Total Borrowings (6)	15.97	136.74	82.43	64.42
Net worth (7)	1,288.50	1,086.85	1,056.53	791.98
Return on Equity (ROE) (%) (8)	15.70	26.68	25.22	17.99
Return on Capital Employed (ROCE) (%) (9)	18.76	35.21	31.42	24.18
Debt - Equity Ratio (10)	0.01	0.13	0.08	0.08
Fixed Assets Turnover Ratio (11)	1.76	3.87	4.69	3.89
Net Cashflow from operations / EBITDA (%) (12)	109.19	42.31	61.28	89.29

** Not Annualized*
As certified by Statutory Auditors, pursuant to their certificate dated January 17, 2025.

Notes:

1) *Revenue from operation means revenue from operations as per the Restated Financial Statements;*
2) *EBITDA is calculated as profit / (loss) before tax plus finance costs, depreciation and amortisation expense and less other income.;*
3) *EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations;*
4) *Profit after Tax (PAT) for the year means the restated profit / (loss) for the period/year after tax as per the Restated Financial Statements;*
5) *PAT Margin (%) for the year as a % of total Income is calculated as restated profit / (loss) for the period/year divided by Total Income;*
6) *Total borrowings represent sum of current and non-current borrowings;*
7) *Net Worth means 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, in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations;*
8) *Return on Equity (ROE) is calculated as PAT divided by net worth;*
9) *Return on Capital Employed (ROCE) is calculated as EBIT divided by capital employed where (i) EBIT means EBITDA minus depreciation and amortisation expense and (ii) Capital employed means Net worth as defined in (7) above + total current & non-current borrowings– cash and cash equivalents and other bank balances;*
10) *Debt to Equity Ratio is calculated as total borrowings divided by total equity;*
11) *Fixed Assets Turnover Ratio is calculated as revenue from operations for the year/period divided by property, plant and equipment;*
12) *Net Cashflow from operations means % ratio of Net Cash from/ (used in) Operating Activities to EBITDA.*

Explanation for KPI metrics

KPI	Explanations
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin (%)	EBITDA Margin is an indicator of the operational profitability and financial performance of our business
Profit after Tax (PAT)	Profit after Tax (PAT) for the year/ period provides information regarding the overall profitability of the business
PAT Margin (%)	PAT Margin is an indicator of the overall profitability and financial performance of our business
Total Borrowings	Total Borrowings is used by us to track our leverage position on time to time
Net Worth	Net worth is used to track the book value and overall value of shareholders' equity
Return on Equity (ROE) (%)	Return on Equity provides how efficiently our Company generates profits from shareholders' funds
Return on Capital Employed (ROCE) (%)	Return on Capital Employed provides how efficiently our Company generates earnings from the capital employed in the business
Debt-Equity Ratio	Debt to Equity Ratio is used to measure the financial leverage of our Company and provides comparison benchmark against peers
Fixed Assets Turnover	Fixed Asset Turnover is the efficiency at which our Company is able to deploy its assets (on net block basis) to generate the Revenue from Operations
Net Cashflow from operations / EBITDA	Net Cashflow from operations / EBITDA indicates the % ratio between Net Cash from Operating Activities to EBITDA

The above KPIs of Company have also been disclosed, see "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 160 and 276, respectively.

Description on the historic use of the KPIs by our Company to analyze, track or monitor the performance of our Company

In evaluating our business, we consider and use certain KPIs, as presented above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs are not intended to be considered in isolation or as a substitute for the Restated Financial Statements. We use theseKPIs to evaluate our performance. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity, profitability or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Ind AS.

Investors are encouraged to review the Ind AS financial measures and not to rely on any single financial or operational metric to evaluate our business. See "*Risk Factors – 38. We have presented certain supplemental information of our performance and liquidity which is not prepared under or required under Ind AS.*" on page 42.

I. Comparison of KPIs based on additions or dispositions to our business

Our Company has not made any material additions or dispositions to our business during the six-month period ended September 30, 2024 and Fiscals 2024, 2023 and 2022. For further information see "*Management Discussion and Analysis*" on page 276.

J. Comparison of KPIs with Listed Industry Peers

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

Set forth below is a comparison of our KPIs with our listed peer group companies:

For six months period ended September 30, 2024

(in ₹ million, except percentages and ratios)

Particulars	Vinir Engineering Limited	Azad Engineering Limited	MTAR technologies limited	Balu Forge Industries Limited
Revenue from Operations (1)	1,033.76	2,099.44	3,184.07	3,981.88
EBITDA (2)	262.13	729.00	530.19	1,084.26
EBITDA Margin (%) (3)	25.36	34.72	16.65	27.23
Profit after Tax (PAT) (4)	202.32	380.05	233.26	823.09
PAT Margin (%) (5)	18.87	17.92	7.33	20.49
Total Borrowings (6)	15.97	1,630.07	1,836.87	549.30
Net worth (7)	1,288.50	6,828.81	6,995.31	9,131.63
Return on Equity (ROE) (%) (8)	15.70	5.57	3.33	9.01
Return on Capital Employed (ROCE) (%) (9)	18.76	7.42	4.52	14.55
Debt - Equity Ratio (10)	0.01	0.24	0.26	0.06
Fixed Assets Turnover Ratio (11)	1.76	0.79	0.93	8.63
Net Cashflow from operations / EBITDA (%)(12)	109.19	3.82	35.78	46.11

Not annualized

For Fiscal 2024

(in ₹ million, except percentages and ratios)

Particulars	Vinir Engineering Limited	Azad Engineering Limited	MTAR technologies limited	Balu Forge Industries Limited
Revenue from Operations (1)	2,295.27	3,407.71	5,807.52	5,598.56
EBITDA (2)	464.57	1,165.88	1,127.02	1,191.21
EBITDA Margin (%) (3)	20.24	34.21	19.41	21.28
Profit after Tax (PAT) (4)	289.95	585.80	561.13	936.73
PAT Margin (%) (5)	12.31	15.72	9.57	16.43
Total Borrowings (6)	136.74	394.33	1,909.16	487.75
Net worth (7)	1,086.85	6,450.63	6,763.30	5,529.63
Return on Equity (ROE) (%) (8)	26.68	9.08	8.30	16.94
Return on Capital Employed (ROCE) (%) (9)	35.21	15.36	10.97	22.92
Debt - Equity Ratio (10)	0.13	0.06	0.28	0.09
Fixed Assets Turnover Ratio (11)	3.87	1.34	1.71	23.16
Net Cashflow from operations / EBITDA (%)(12)	42.31	(5.96)	50.92	(15.09)

For Fiscal 2023

(in ₹ million, except percentages and ratios)

Particulars	Vinir Engineering Limited	Azad Engineering Limited	MTAR technologies limited	Balu Forge Industries Limited
Revenue from Operations (1)	2,269.57	2,516.75	5,737.51	3,266.39
EBITDA (2)	390.01	722.78	1,539.84	497.78
EBITDA Margin (%) (3)	17.18	28.72	26.84	15.24
Profit after Tax (PAT) (4)	266.42	84.73	1,034.19	389.13
PAT Margin (%) (5)	11.64	3.24	17.43	11.47
Total Borrowings (6)	82.43	3,006.01	1,433.54	513.34
Net worth (7)	1,056.53	2,039.88	6,201.32	1,976.30
Return on Equity (ROE) (%) (8)	25.22	4.15	16.68	19.69
Return on Capital Employed (ROCE) (%) (9)	31.42	12.33	18.48	20.10
Debt - Equity Ratio (10)	0.08	1.47	0.23	0.26
Fixed Assets Turnover Ratio (11)	4.69	1.16	1.98	21.37
Net Cashflow from operations / EBITDA (%)(12)	61.28	(14.18)	4.81	52.55

For Fiscal 2022

(in ₹ million, except percentages and ratios)

Particulars	Vinir Engineering Limited	Azad Engineering Limited	MTAR technologies limited	Balu Forge Industries Limited
Revenue from Operations (1)	1,534.59	1,944.67	3,220.06	2,860.79
EBITDA (2)	201.55	622.50	944.26	368.47
EBITDA Margin (%) (3)	13.13	32.01	29.32	12.88
Profit after Tax (PAT) (4)	142.46	279.97	608.74	298.44
PAT Margin (%) (5)	9.19	14.15	18.40	10.13
Total Borrowings (6)	64.42	1,969.80	958.93	465.16
Net worth (7)	791.98	1,200.15	5,197.39	1,586.27
Return on Equity (ROE) (%) (8)	17.99	23.33	11.71	18.81
Return on Capital Employed (ROCE) (%) (9)	24.18	16.35	14.60	18.08
Debt - Equity Ratio (10)	0.08	1.64	0.18	0.29
Fixed Assets Turnover Ratio (11)	3.89	1.42	1.65	31.83
Net Cashflow from operations / EBITDA (%)(12)	89.29	33.64	(31.56)	(156.69)

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 financial results of the respective company for the six months period ended September 30, 2024, the years ended March 31, 2024, March 31, 2023 and March 31, 2022 submitted to Stock Exchanges.

Notes:

1) *Revenue from operation means revenue from operations as per the Restated Financial Statements;*
2) *EBITDA is calculated as profit / (loss) before tax plus finance costs, depreciation and amortisation expense and less other income.;*
3) *EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations;*
4) *Profit after Tax (PAT) for the year means the restated profit / (loss) for the period/year after tax as per the Restated Financial Statements;*
5) *PAT Margin (%) for the year as a % of total Income is calculated as restated profit / (loss) for the period/year divided by Total Income;*
6) *Total borrowings represent sum of current and non-current borrowings;*
7) *Net Worth means 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, in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations;*
8) *Return on Equity (ROE) is calculated as PAT divided by net worth;*
9) *Return on Capital Employed (ROCE) is calculated as EBIT divided by capital employed where (i) EBIT means EBITDA minus depreciation and amortisation expense and (ii) Capital employed means Net worth as defined in (7) above + total current & non-current borrowings– cash and cash equivalents and other bank balances;*
10) *Debt to Equity Ratio is calculated as total borrowings divided by total equity;*
11) *Fixed Assets Turnover Ratio is calculated as revenue from operations for the year/period divided by property, plant and equipment.*
12) *Net Cashflow from operations means % ratio of Net Cash from/ (used in) Operating Activities to EBITDA.*

K. Weighted average cost of acquisition ("WACA"), floor price and cap price

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

Except below, there has been no issuance of Equity Shares, other than bonus issue on January 08, 2025, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the company (calculated based on the pre-Offer capital before such transaction(s) in a single transaction or multiple transactions combined together over a span of rolling 30 days-

Date of transaction	No. of Equity Shares	Face value per Equity Share (₹)	Issue price/ transaction price per Equity Share (₹)	Nature of transaction	Nature of consideration	Total consideration
January 08, 2025	14,17,52,920	2.00	-	Bonus Issue	Nil*	Nil*

**Represents cost of Equity Shares issued pursuant to a bonus issue which are issued at no consideration.*

2. Price per share of our Company (as adjusted for corporate actions, including sub-division, bonus issuances) based on secondary sale or acquisition of equity shares or convertible securities (excluding gifts) involving any of the Promoters/ Promoter Selling Shareholder, members of the Promoter Group, or other shareholders with rights to nominate directors during the 18 months preceding the date of filing of this Draft Red Herring Prospectus / the Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company, in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transactions")

There have been no secondary sale/ acquisitions of Equity Shares or any convertible securities ("**Security(ies)**"), where the Promoters/ Promoter Selling Shareholder, members of the Promoter Group, or the 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 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-Offer 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.

3. The Floor Price is [●] times and the Cap Price is [●] times the weighted average cost of acquisition at which the equity shares were issued by our Company, or acquired or sold by the Promoter Selling Shareholder or other shareholders with rights to nominate directors are disclosed below:

Past Transactions	Weighted average cost ofacquisition (in ₹)	Floor Price* (in ₹)	Cap Price* (in ₹)
WACA of equity shares that were issued by our Company	Nil#	[●] times	[●] times
WACA of equity shares that were acquired or sold by way of secondary transactions	NA	[●] times	[●] times
Since both paragraphs 1 and 2 are not applicable, please see below			
Based on primary issuances, as per paragraph 3 above	NA	[●] times	[●] times
Based on secondary transactions, as per paragraph 3 above	NA	[●] times	[●] times

As certified by Statutory Auditors by way of their certificate dated January 17, 2025.
**To be computed after finalization of Price Band.*
#Equity Shares issued pursuant to a bonus issue which are issued at no consideration.

L. Justification for Basis of Offer price

(i) The following provides an explanation to the Cap Price being [●] times of weighted average cost of acquisition of equity shares that were issued by our Company or acquired or sold by the Promoters/ Promoter Selling Shareholder, members of the Promoter Group, or other shareholders with rights to nominate directors by way of primary and secondary transactions in the last three full Financial Years preceding the date of this Draft Red Herring Prospectus compared to our Company's KPIs for the Financial Years 2024, 2023 and 2022

[●]*

**to be computed after finalization of Price Band*

(ii) The following provides an explanation to the Cap Price being [●] times of weighted average cost of acquisition of equity shares that were issued by our Company or acquired or sold by the Promoters/ Promoter Selling Shareholder, members of the Promoter Group, or other shareholders with rights to nominate directors by way of primary and secondary transactions in the last three full Financial Years preceding the date of this Draft Red Herring Prospectus compared to our financial ratios for the Financial Years 2024, 2023 and 2022

[●]*

**to be computed after finalization of Price Band*

(iii) The following provides an explanation to the Cap Price being [●] times of weighted average cost of acquisition of equity shares that were issued by our Company or acquired by the Promoters/Promoter Selling Shareholder, members of the Promoter Group, or other shareholders with rights to nominate directors by way of primary and secondary transactions in view of external factors, ifany

[●]*

**to be computed after finalization of Price Band*

M. The Offer price is [●]times of the face value of the Equity Shares

The Offer Price of ₹ [●] has been determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the demand from investors for the Equity Shares through the Book Building process.Investors should read the abovementioned information along with "*Risk Factors*", "*Our Business*" and "*Restated Financial Statements*" beginning on pages 28, 160 and 216, respectively, to have a more informed view.

Investors should read the above-mentioned information along with "*Risk Factors*", "*Our Business*", "*Restated Financial Statements*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 28, 160, 216 and 276, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "*Risk Factors*" on page 28 and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

To,

The Board of Directors
Vinir Engineering Limited,
No. 104, Bommasandra Industrial Area
Bangalore – 560099
Karnataka, India
(the "**Company**")

Dear Sir/ Madam,

Sub.: Statement of possible Special Tax Benefits available to the Vinir Engineering Limited (the "**Company**") **and its equity shareholders, under the direct and indirect tax laws**

1. We hereby confirm that the enclosed Annexures, prepared by Vinir Engineering Limited ('the Company') provides the special tax benefits available to the Company and its shareholders as stated in Annexure 1 and 2, under the provisions of the Income-tax Act, 1961 ('the Act') as amended by the Finance Act, 2024 read with the Income-tax Rules, 1962, i.e. applicable for the Financial Year 2024-25 relevant to the assessment year 2025-26 (together, the "Direct Tax Laws"), the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, relevant State Goods and Services Tax Act (SGST) read with rules, circulars, and notifications ("GST law"), the Customs Act, 1962, the Customs Tariff Act, 1975 as amended by the Finance Act 2024 applicable for the Financial Year 2024-25 ("Customs law") and Foreign Trade (Development and Regulation) Act, 1992 (read with the Foreign Trade Policy 2015-20) and Foreign Trade Policy 2023 (FTP) read with relevant rules, notifications and circulars, each as amended and presently in force in India (collectively referred as "Indirect Tax Laws" and along with Direct Tax Laws, the "Tax Laws") . Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and / or its shareholders to derive the special tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.

2. The benefits discussed in the enclosed Annexures cover only special tax benefits available to the Company and to the shareholders of the Company and do not cover any general tax benefits available to the Company and to the shareholders of the Company.

3. The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated in the Annexures is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing Tax Laws, each investor is advised to consult his or her or their tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offer of the equity shares of the Company ("**Offer**").

4. We do not express any opinion or provide any assurance as to whether:
    - the Company or its shareholders will obtain/ continue to obtain these special tax benefits in future;
    - the conditions prescribed for availing the special tax benefits have been / would be met with; or
    - the revenue authorities/courts will concur with the views expressed herein.

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

6. This statement is prepared solely in connection with the Offer and is not to be used, referred to or distributed for any other purpose.

For P.K. Rungta & Co.
Chartered Accountants
Firm Registration No.: 003498S

C.A. Taran Rungta
Partner
Membership No. 537491
Place: Bengaluru.
UDIN: 25537491BMLLYF8249

ANNEXURE 1 TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO VINIR ENGINEERING LIMITED ('THE COMPANY') AND ITS SHAREHOLDERS UNDER DIRECT TAX LAWS.

Outlined below are the special tax benefits available to Vinir Engineering Limited ('the Company') and its Shareholders under the Income Tax Act, 1961 (herein after referred to as 'the Act'), as amended by the Finance Act, 2024 read with the Income-tax Rules, 1962, applicable for the Financial Year ('FY') 2024-25 relevant to Assessment Year ('AY') 2025-26

1. **<u>Special tax benefits available to the Company under the Act</u>**

A. Lower corporate tax rate under Section 115BAA of the Act

A new Section 115BAA had been inserted by the Taxation Laws (Amendment) Act, 2019 ("the Amendment Act, 2019") w.e.f. FY 2019-20 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%), provided such companies do not avail specified exemptions / incentives.
The Amendment Act, 2019 further provided that domestic companies availing such option will not be required to pay Minimum Alternate Tax ("MAT") under Section 115JB. The CBDT had 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.

The Company has opted for the beneficial tax rate under section 115BAA of the Act from FY 2019-20 onwards. As the Company has opted for the beneficial tax rate introduced by the ordinance, they are not eligible to avail the exemptions/ incentives as specified under Section 115BAA of the Act. Further, the option once exercised by the Company cannot be subsequently withdrawn for the same or any other FY.

B. Deductions from Gross Total Income

- Section 80JJAA: Deduction in respect of employment of new employees

Subject to fulfilment of prescribed conditions, the Company is entitled to claim deduction under the provisions of Section 80JJAA of the Act, of an amount equal to thirty per cent of additional employee cost (relating to specified category of employees) incurred in the course of business in the previous year, for three assessment years including the assessment year relevant to the previous year in which such employment is provided.

The deduction u/s 80JJAA of the Act shall be applicable even if the Company avails the benefits of the special rate u/s 115BAA of the Act

- Section 80M of the Act: Deduction in respect of inter-corporate dividends

A new Section 80M had been inserted by the Finance Act, 2020 w.e.f. FY 2020-21 providing for deduction from gross total income of a domestic company, of an amount equal to dividends received by such company from another domestic company or a foreign company or a business trust as does not exceed the amount of dividend distributed by it on or before one month prior to the date of filing its tax return as prescribed under Section 139(1) of the Act.

Where the company receives any such dividend during a FY and also, distributes dividend to its shareholders before the aforesaid date, as may be relevant to the said FY, it shall be entitled to the deduction under Section 80M of the Act. The deduction u/s 80M of the Act shall be applicable for the company availing the benefits of the special rate u/s 115BAA of the Act.

2. **<u>Special tax benefits available to the Shareholders</u>**

A. As per section 112A of the Act, long-term capital gains arising from transfer of an equity share shall be taxed at 10% plus applicable surcharge and cess (without benefit of indexation) of such capital gains subject to fulfillment of prescribed conditions under the Act as well as per Notification No. 60/2018/F.No.370142/9/2017-TPL dated 1 October 2018. It is worthwhile to note that tax shall be levied where such capital gains exceed INR 1,00,000.

With effect from 23 July 2024, the Finance Act (No. 2) 2024 has increased the rate on long term capital gains from 10% to 12.5% in respect of transfers on or after 23 July 2024 and increase the tax exemption on the said long term capital gains from INR 100,000 to INR 125,000.

B. Higher cost of acquisition benefit in relation to long term capital asset being shares of a company referred to in section 112A of the Act

A new section 55(2)(ac) of the Act has been inserted to provide grandfathering of gains on the specified assets (as defined u/s 112A of the Act) acquired prior to 1 February 2018. The Cost of acquisition would be higher of:-

a) Cost of acquisition and
b) Lower of

- Fair market value* of such shares
- Full value of consideration received or accruing as result of transfer of capital asset

*'fair market value' means —

In a case where the capital asset is an equity share in a company which is not listed on a recognized stock exchange as on the 31st day of January, 2018 but listed on such exchange on the date of transfer, an amount which bears to the cost of acquisition the same proportion as Cost Inflation Index for the financial year 2017-18 bears to the Cost Inflation Index for the first year in which the asset was held by the assessee or for the year beginning on the first day of April, 2001, whichever is later.

C. Dividend income earned by the shareholders would be taxable in their hands at the applicable rates. However, in case of domestic corporate shareholders, deduction under section 80M of the Act (as discussed above) would be available on fulfilling the conditions.

D. Further, in case of shareholders who are individuals, Hindu Undivided Family, association of persons, body of individuals, whether incorporated or not and every artificial juridical person, surcharge would be restricted to 15%, irrespective of the amount of dividend.

E. As per section 111A of the Act, short term capital gains arising from transfer of an equity share shall be taxed at 15% plus applicable surcharge and cess subject to fulfillment of prescribed conditions under the Act. With effect from 23 July 2024, the Finance Act (No. 2) 2024 has increased the rate on short term capital gain as per section 111A of the Act from 15% to 20% in respect of transfers on or after 23 July 2024.

F. No interest on deferment of advance tax instalment with respect to dividend income

The Finance Act 2020 amended the manner of taxation of dividend income by abolishing dividend distribution tax and restoring classical system of dividend taxation (i.e. taxation of dividend income in the hands of the shareholders). Considering the nature of income, it is not possible for taxpayer to accurately determine the advance tax liability on dividend income and therefore, the proviso to section 234C(1) of the Act provides that no interest shall be levied under section 234C of the Act, if the shortfall in payment of advance tax instalment is on account of underestimation or failure to estimate dividend. The amendment was introduced by Finance Act 2021 and is applicable from 1 April 2021.

G. Surcharge on capital gains capped at 15%

The Finance Act 2022 has capped the surcharge on capital gains on sale of equity shares to 15% from erstwhile graded surcharge up to 37%.

H. Surcharge on personal income capped at 25% for individuals opting concessional tax regime under section 115BAC

I. The Finance Act 2023 has capped surcharge on total income of individual assessee' s opting for concessional tax regime under section 115BAC to 25% (instead of earlier surcharge of 37% for individuals having total income exceeding) Rs. 5 crores.

NOTES:

1. The above statement of possible special tax benefits sets out the provisions of Direct 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.
2. 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 are based on the existing provisions of the Direct Tax Laws and its interpretations, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such change, which could also be retrospective, could have an effect on the validity of the above.
3. The above statement of possible 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 Direct Tax Laws.
4. 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.
5. 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 or their tax advisor with respect to specific tax consequences of his/her/their investment in the shares of the Company.
6. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

ANNEXURE 2 TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO VINIR ENGINEERING LIMITED ("THE COMPANY") AND ITS SHAREHOLDERS UNDER INDIRECT TAX LAWS.

I. Outlined below are the possible special tax benefits available to the Company and its Shareholders under the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017/ relevant State Goods and Services Tax Act (SGST) read with rules, circulars, and notifications ("GST law"), the Customs Act, 1962 and the Customs Tariff Act, 1975 as amended by the Finance Act 2024 applicable for the Financial Year 2024-25 **("Customs law") and Foreign Trade (Development and Regulation) Act, 1992 (read with the Foreign Trade Policy 2015-20) and Foreign Trade Policy 2023 (FTP) and Industrial and Business Development Policy -2017 read with relevant rules, notifications and circulars, each as amended and presently in force in India** ***(herein collectively referred as "Indirect Tax Laws")***

1. <u>Special tax benefits available to the Company</u>

A. **Benefits of Foreign Trade Agreements under Customs Act, 1962**: A free trade agreement is a pact between two or more nations to reduce barriers to imports and exports among them. Under a free trade policy, goods and services can be bought and sold across international borders with little or no government tariffs, quotas, subsidies, or prohibitions to inhibit their exchange subject to fulfillment of certain conditions and compliances. The Company may avail benefits of concessional rate of duty at the time of import of goods from such countries under respective Foreign Trade Agreements, as applicable, on specified imported goods.

B. **Benefits of Duty Drawback scheme under Section 75 of the Customs Act, 1962**: As per Section 75 of the Customs Act, the Central Government is empowered to allow duty drawback on export of goods, where the imported materials are used in the manufacture of such goods. The Company avails duty drawback benefit equal to or less than the duty paid, as applicable, on imported material when it undertakes export of goods.

C. **Benefits of Remission of Duties and Taxes on Export Products ("RoDTEP") Scheme under The Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2015-20)**: The Government of India by making amendment in the Foreign Trade Policy 2015-20 vide DGFT Notification No. 19/2015-20 dated 17.08.2021 introduced this scheme which provides rebate of all hidden Central, State, and Local duties/taxes/levies on the exported goods including prior stage cumulative indirect taxes on goods and services used in the production and distribution of the exported product, which have not been refunded under any other existing scheme. The Company may avail RoDTEP benefit as notified, on exported products.

D. **Benefits under the Central Goods and Services Act, 2017, respective State / Union Territory Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017 (read with relevant rules prescribed thereunder)**: Under the GST regime, supplies of goods or services which qualify as 'export' of goods or services are zero-rated which can be supplied either with or without payment of Integrated Goods and Services Tax ("**IGST**") subject to fulfilment of conditions prescribed. The exporter has the option to either undertake exports under cover of a Bond/ Letter of Undertaking ("**LUT**") without payment of IGST and claim refund of accumulated input tax credit subject to fulfilment of conditions prescribed for export or the exporter may export with payment of IGST and claim refund of IGST paid on such exports as per the provisions of Section 54 of Central Goods and Services Tax Act, 2017. Thus, the Integrated Goods and Service Tax Act, 2017 permits a supplier undertaking zero rated supplies (which will include the supplier making supplies to SEZ) to claim refund of tax paid on exports as IGST (by undertaking exports on payment of tax using ITC) or export without payment of tax by executing a Bond/ LUT and claim refund of related ITC of taxes paid on inputs and input services used in making zero rated supplies.

E. <u>Special tax benefits available to the Shareholders of the Company</u>

There are no special tax benefits available to the shareholders for investing in the shares of the Company.

Notes:

1. The above statement of special tax benefits is based on the best understanding of the Company's business landscape and tax benefits available to the Company and its shareholders under the current Indirect Tax Laws presently in force in India.

2. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

3. This statement does not discuss any tax consequences in the country outside India of an investment in the equity shares of the Company ("**Equity Shares**"). The subscribers of the Equity Shares in the country other than India are urged to consult their own professional advisers regarding possible indirect-tax consequences that apply to them.

4. The above statement covers only above-mentioned Indirect Tax Laws benefits and does not cover any income tax law benefits or benefit under any other law.

5. During the period from 1 April 2024 to the date of this Annexure and in future also, the Company intends to:

   1) avail above mentioned exemption, benefits and incentives under Indirect Tax Laws
   2) export goods and/ or services outside India
   3) import goods and/ or services from outside India

6. 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.

SECTION IV: ABOUT OUR COMPANY

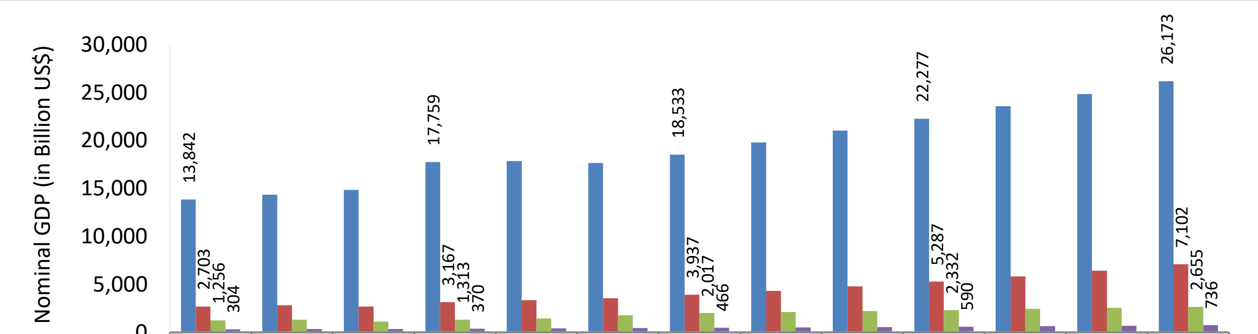
INDUSTRY OVERVIEW

*The industry research report titled "Industry Report on Non-Automotive Precision Forged and Machined Components" dated January 15, 2025 ("**F&S Report**") is exclusively prepared and issued for the purpose of the Offer by Frost & Sullivan and commissioned and paid for by our Company. Unless noted otherwise, the information in this section is obtained or extracted from the F&S Report. Further, Frost & Sullivan is an independent agency, and is not related to our Company, our Directors, our Promoters, our Key Managerial Personnel, our Senior Management or the BRLM. This report will be available on the website of our Company at https://vinirforge.org/investor-relations/ The data included herein includes excerpts from the F&S Report and may have been selective or re-ordered for the purposes of presentation here.*

Global Macroeconomic Overview

Growth Outlook for Key Emerging Markets

Exhibit: Nominal GDP (in Billion US$), Select Emerging Markets[1], 2018-2030F

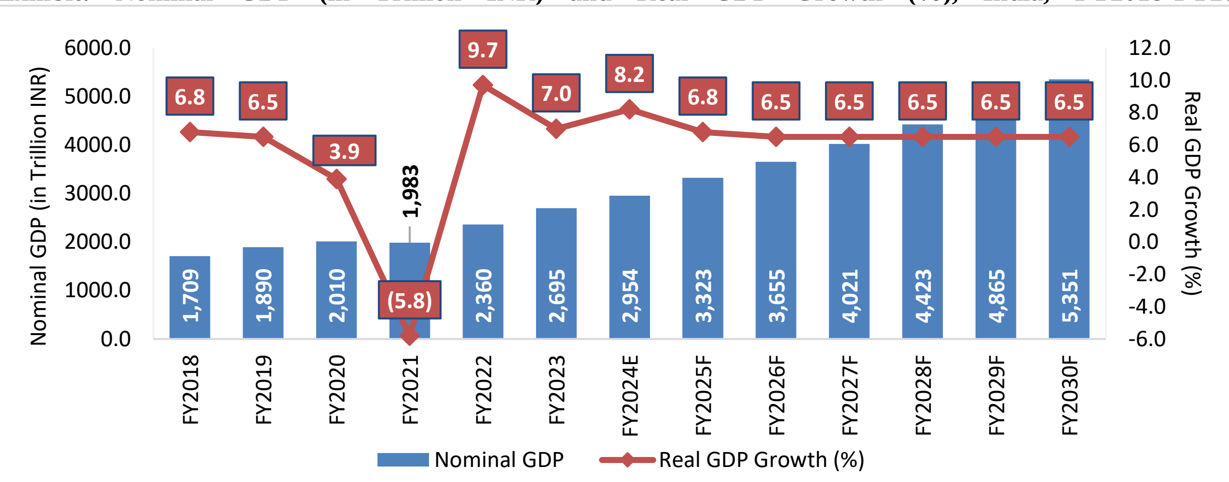


	2018	2019	2020	2021	2022	2023	2024E	2025F	2026F	2027F	2028F	2029F	2030F
China	13842	14341	14863	17759	17849	17662	18533	19790	21028	22277	23579	24842	26173
India	2703	2836	2675	3167	3353	3572	3937	4340	4790	5287	5833	6437	7102
Mexico	1256	1305	1121	1313	1463	1789	2017	2128	2231	2332	2438	2544	2655
Vietnam	304	332	346	370	408	434	466	506	546	590	636	684	736

Note: 1. India's data is presented for fiscal years; for example, 2024 data refers to data for the FY2024 i.e., April 2023 to March 2024. E: Estimate; F: Forecast. Source: IMF; Frost & Sullivan

India GDP Growth and Outlook

Exhibit: Nominal GDP (in Trillion INR) and Real GDP Growth (%), India, FY2018-FY2030F



Note: E: Estimate, F: Forecast, India's data is represented in fiscal years. For e.g. FY2018 data refers to April 2017 to March 2018, Source: Ministry of Statistics and Programme Implementation (MOSPI) – India, IMF, Frost & Sullivan

India's real GDP growth is forecast to average 6.5% between FY2025 and FY2029. Emphasis on renewable energy adoption, strengthening the start-up, tech and innovation ecosystem, supporting domestic micro, small and medium-sized enterprises (MSMEs), and digital transformation will help sustain long-term economic growth momentum.

Global & Indian Non-Auto Forging Market

Market Overview: Global & India

Product Overview & Types

- **Forging:** A manufacturing process that involves shaping and forming metal using compressive forces is called forging. In this process, a metal is shaped through hammering, pressing, or rolling. A hammer or die is used to impart compressive forces on the metal. Carbon, alloy, and stainless steel are frequently used in forging. Aluminum, brass, and copper, which are very soft metals, can also be forged. The method can produce parts in large quantities and can be used to induce desired mechanical properties to the finished product. Typically forging are of four types closed die, open die, ring rolling and radial forging.
- **Closed Die Forging:** It is a forging process in which dies move towards each other and covers the workpiece in whole or in part. The heated raw material, which is approximately the shape or size of the final forged part, is placed in the bottom die. The shape of the forging is incorporated in the top or bottom die as a negative image.
- **Open Die Forging:** Open die forging is the process of deforming a piece of metal between multiple dies that do not completely enclose the material. The metal is altered as the die's "hammer" or "stamp" the material through a series of movements until the desired shape is achieved. Products formed through open forging often need secondary machining and refining to achieve the tolerances required for the finished specifications. Open die forging is widely used for the products in small quantity that are simple, rather than complex, such as discs, rings, sleeves, cylinders and shafts. Custom shapes can also be produced with open die forging.
- **Ring Rolling:** Ring Rolled forging is a metal shaping process involving extreme pressure and heat to form seamless circular rings. This technique results in products with superior strength, enhanced grain structure, and better fatigue resistance compared to other manufacturing methods. It is commonly used in the aerospace, automotive, and energy industries for producing high-quality components such as gears, bearings, flanges, and shafts. Unlike traditional machining processes, rolled ring forging allows to produce complex shapes with minimal material waste. In addition to its durability and versatility, this technique offers cost-effectiveness due to its ability to produce large quantities faster than other methods.
- **Radial Forging:** Forging process where the workpiece is subjected to repeated press strokes from several dies mounted around the axis of the workpiece. Several dies usually between two to four are mounted on workpiece linear axis. Each die is radially shaped so that they together form a circular cross section. The workpiece, usually a rod of a reasonably round shape, is heated up and rotated through the dies that through repetitive blows mold workpiece. This way rod is transformed into a circular cross section of predetermined diameter.

Production Process: Forging

Production of forging parts undergoes a series of operations starting from production part approval, raw material purchase and receiving from the supplier, cutting and sizing it to the desired shape and dimensions to actual forging taking place based on the application and function of the product, forging type is selected whether closed die, open die, ring rolling or radial forging.

General production process flow of the forging is as follows:

- **Production Part Approval Process:** At this stage design of the produced parts is finalized along with the designed mechanical properties and appropriate manufacturing process, grades of the raw materials used is decided keeping in view the economics of the produced parts.
- **Raw Material Procurement, Receiving and Quality Inspection:** Raw material is received from registered suppliers or procured directly. The quality of raw material is inspected with spectrometric and microscope testing facilities either within the plant or from outside testing facilities for proper grade and quality testing.
- **Raw Material Cutting:** At this stage raw material is cut on bandsaw machine and/or shearing machine in the form of billets as per weight required for forged job in desired length.
- **Raw material heating**: The billets are heated in furnaces or in an induction billet heater up to a certain temperature depending on the metal and its grades. It is heated to 1,200–1,270 °C in case of different grades of steel.

- **Forging**: The heated billets are removed one by one from the furnace and placed in hammer for forging. The heated billet is forged in desired shape in one or number of strokes in the hammer. Different forging types could be selected such as closed die, open die, ring rolling, and radial forging based on the application and functionality of the developed product. Also, some units use presses for forging products. Trimming/coining presses are used for removing extra material on the forged job. Visual Inspection, Dimension Check, Nondestructive Evaluation (NDE) or Non-Destructive Testing (NDT) is performed if required.

- **Heat Treatment:** Heat treatment is done on the forged part to obtain the desired properties such as the relieving of internal stresses, the refinement of grain structure, and the attainment of improved mechanical and physical properties. For machinability annealing, normalization, tempering, process annealing, spheroidized or full annealing is performed as per the requirements then quenching and tempering is done to achieve the final properties.

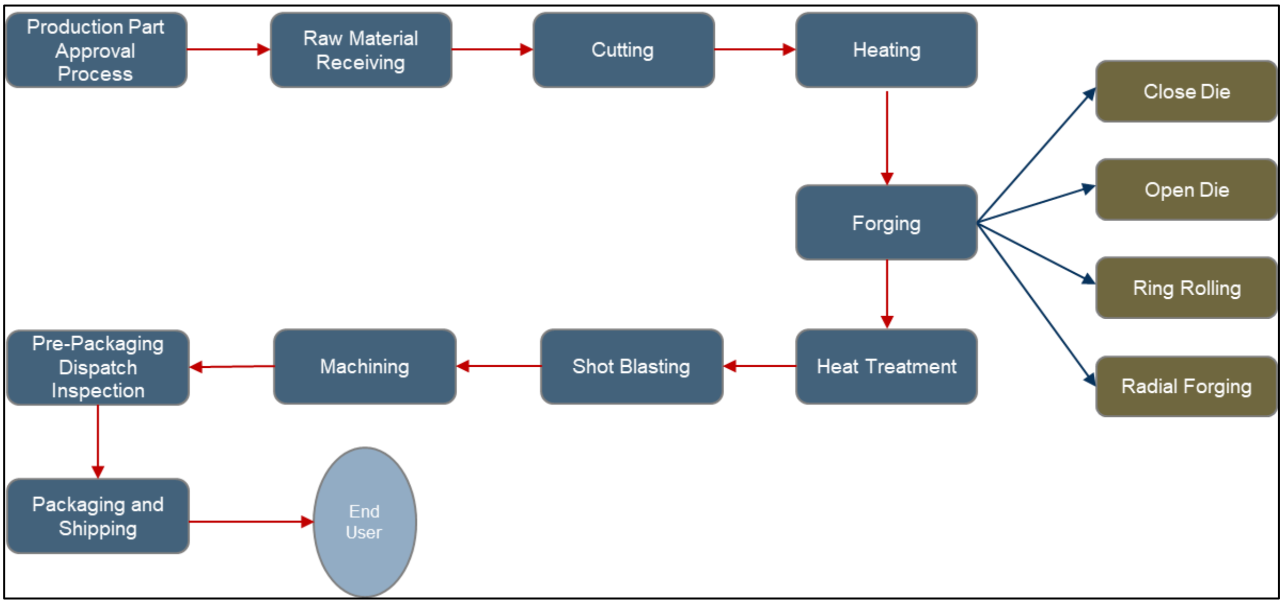
- **Shot Blasting:** After Heat treatment Shot, Blasting is performed to obtain excellent cleaning and surface preparation for secondary finishing operations on the forged part. This process is a highly effective solution for removing contamination on metal substrates or changing the coarseness or smoothness of a surface before coating.

- **Machining:** Forging machining is a manufacturing method that involves cleaning up a metal part to the precise dimensions as per the end user requirements. The finished product is a loosely formed part because of the forging operation. For specific applications, specific dimensions and shapes are needed, which is achieved through machining process. During the machining process, the part is mastered using a range of methods and techniques. Digging, scraping, grinding, milling, and turning tools are suitable for this process.

- **Pre-Packaging Dispatch Inspection:** Final inspection of jobs is done with respect to the dimensions and quality of the product at this stage.

- **Packing and shipping:** Once the product is tested by the quality department then it reaches packing and shipping section for suitable packaging and then shipping section from where it will be sent to the different end users from the oil and gas, aerospace and defence, railways, earthmoving, energy and other general engineering sectors.

Exhibit: High Level Forging Production Process Flow



Source: Industry Sources

End Use Sector Wise Key Forging Products

Exhibit: End Use segment wise key products

End Use Segments	Key Products
Energy	Valve body, Gates, Studded Tee, Crosses, Rings, Slip Bowls, Bonnets, Body, Housing, Gates, Square Block, Cross, Studded Tees, Valve Casing, Y Block, Flanges, Tube Sheet, Clad Body Valves, Hatch Cover, Bonnet, Frame, Coupling hub, clamp, body, adapters, flange, caps, blocks, Rings, Profile Rings, Round Bar, Spring Plate, Rotor-Pole End Plate, Planet Bucket Ring, Gear Blank, Cross Head, Connect Flange, T Block, Hydro Shaft, Generator Shaft, Crosshead pin, Turbine Shaft, Parts of valve bodies, gate, stem, seat ring,
Energy Turbines	Rotor Shafts, Gear Box, Low and high-speed drive shafts, Hubs, Turbine discs, Forged bar used in drilling for steam to blades for turbines
Aerospace	Airfoils, Unison Rings, Arm Levers, Compressor, Mount, Plate Butterfly, Guide, Poppet, Tees and Elbow Connecting Rod, Road Wheel Arm, Integral Axle arm, Cam shaft, Flange, Caps, Blocks, Rings, Profile Rings and Seamless Rings, Hot Gas Parts, Cam plates, Throttle levers, Mounting flanges, Under carriage Bracketry, Under Carriage Pintles, Regulator Heads, Bearer Beams, Actuator Bodies, Rudder Pedals, Valve bodies, Toggles, Links
Defence	Crank shaft, Breach Base, Carrier, Crank, Driven Gear, Extractor Lower, Flange, Shoe, Intermediate Gear, Roadwheel Arm, Gear Ring, Planet Wheel, Shoe, Track Link, Sun Gear, Clamp, Handle, Collar, Stopper, Flange, Cam
Earthmoving, Hydraulics and Mining	Rod Eyes, Caps, Trunnions, Spindles, Cam Shafts, Track rollers, teeth's ball stud, Arm Steering, Arm Centre, Rod Head, Caps, Vertical Shafts, Idler Rims, Support Rings, Profile Rings
Railways	Gears, Pinions, Couplings, shafts and cylinder heads, Gear Blanks, Pinions and Shafts, Rings, Profile Rings, Bearing Cap, Bevel Pinions, Yoke Forgings, Bush, Connecting Rod, Camshaft
Others	Sprocket, Spacer Plates, Yokes, Chain links, Shafts, Spindles, Flanges, Tie rods, Universal joints, Steel Structures, Fasteners

Overview of Indian Forging Market

Key Characteristics of Indian Forging Industry

- India is the 2nd largest Forging producer second to China.
- The industry has an annual output of more **20 lakh metric tonnes** and nearly 380 forging units across the country, located in proximity to its end user customers, Major forging clusters are found in the States of Maharashtra, Punjab, Gujarat, Tamil Nadu, Haryana, Delhi, Karnataka, Jharkhand, West Bengal and Andhra Pradesh. SMEs contribute 30% to forging production, while medium and large-scale units contribute 70%.
- The forging industry provides direct employment to over 300,000 people in India and an additional 60,000 contract laborers.
- In **FY 2024** Indian Forging Industry was valued at **INR 43,636 Crores** where in Automotive sector **accounts for 57% share and the remaining 43% for non-automotive sector**.
- India has imported **61.9% of the non-automotive forgings** from various nations of the world to meet the domestic forging demand from sectors such as Oil and Gas, Aerospace and Defence, Earthmoving equipment, Railways and other sectors including construction and farm equipment.
- Indian Non-Automotive Forging Market was valued at **INR 18,738 Crores for FY 2024.** The Indian Forgings Industry has made rapid strides and in increasing export revenue for better diversification of its product portfolio.

Forging Market Size by Type & Segment (Open Die, Close Die, Ring Forging and Radial Forging)

- Forgings are part of seven primary groups of metals/alloy types: carbon, micro alloy and alloy steels, stainless steels, aluminium alloys, copper alloys, iron, nickel, or cobalt-based heat-resistant alloys, titanium, and magnesium alloys. High-strength alloys have better tensile and fatigue strength, making them ideal for load bearing and rotating components in high-pressure environments.

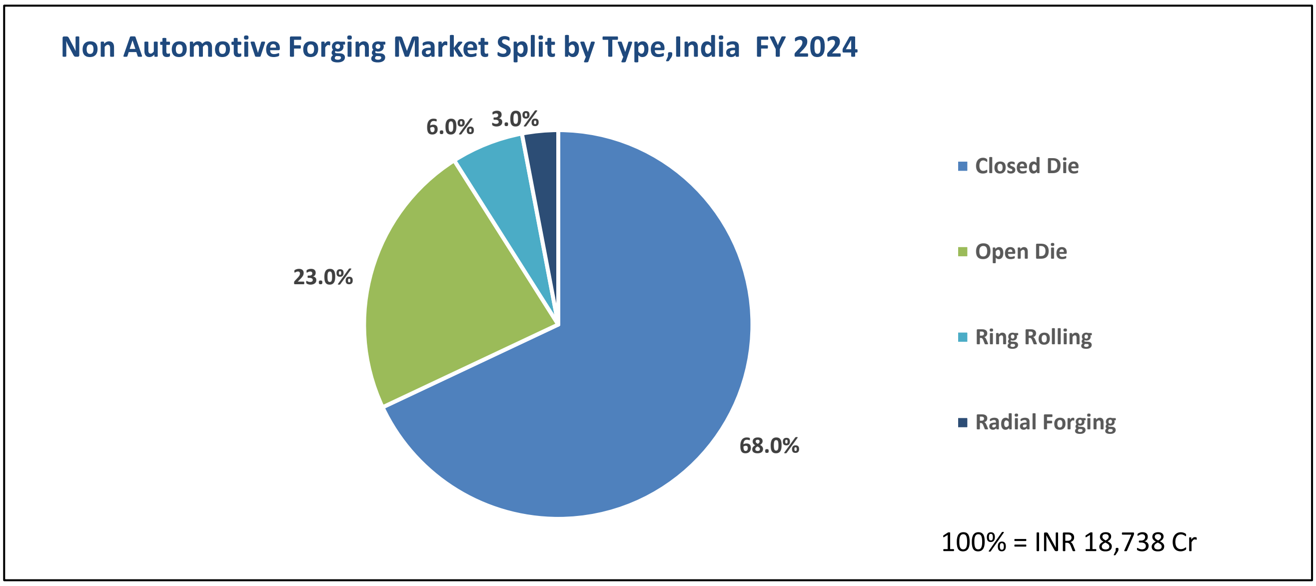
- Steel alloys are primarily forged in hot conditions for industrial applications, while brass, bronze, copper, and precious metals are manufactured for special applications. Aluminium, titanium, and other nonferrous metal forged parts are mainly used in aerospace, automotive, and other engineering fields for high safety standards against failure due to abuse, shock, or vibratory stresses.

- The domestic forging industry is characterized by fragmented capacities. The unorganized sector has a major presence in the Open Die Forging segment, which has lower capital costs, while the organized players dominate the Closed Die Forging segment.

- **Out of the total non-automotive forgings demand in the country, 68% (12,658 Cr) is met through Closed Die Forging, 23% (4,353 Cr) by Open Die Forging, 6% Ring Rolling (1,146 Cr) and balance 3% (581 Cr) by Radial Forging**.

- The major demand driver of forgings is the economic growth and massive investment in infrastructure, Energy (Oil Gas) and upcoming Aerospace & Defence sector where India aspires to be self-reliant. Government's thrust on manufacturing sector with initiatives like 'Make in India' and 'Skill India' has created positive economic impact across target sectors.

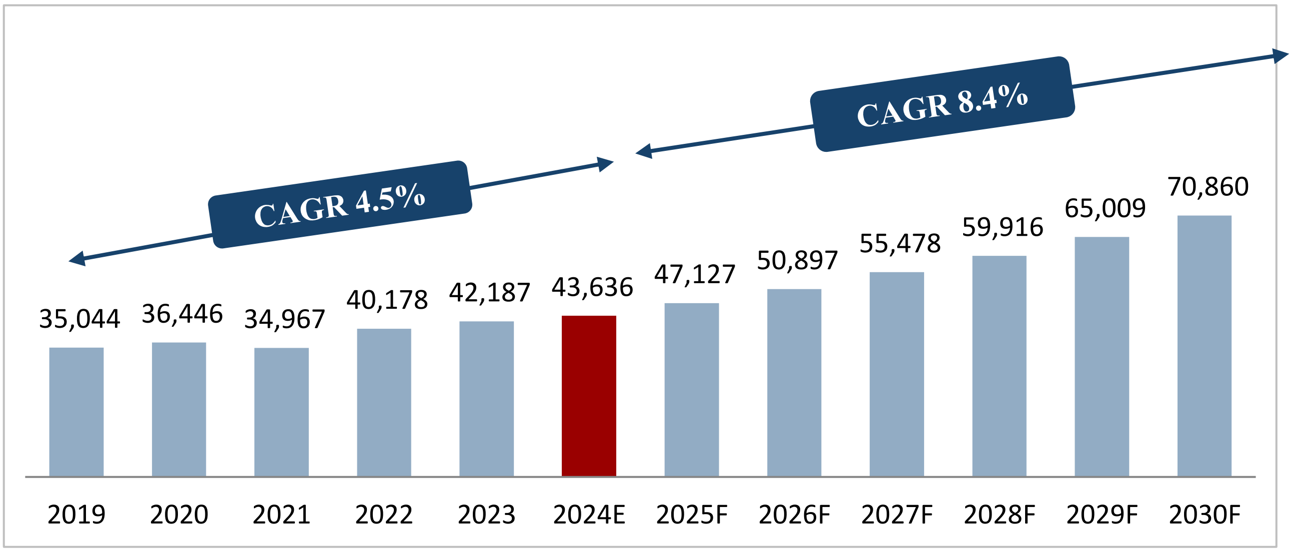
Exhibit: Indian Non-Automotive Forging Market Split by Type, FY 2024



Source: Frost & Sullivan Primary Interviews and Analysis
E-Estimated, F-Forecasted

Market Size Estimates & Forecast for Overall Forging in India

Exhibit: Indian Overall Forging Market Forecast Year FY 2019–2030 (INR Cr)



Source: Frost & Sullivan Analysis
All figures are rounded. The base year is 2024.

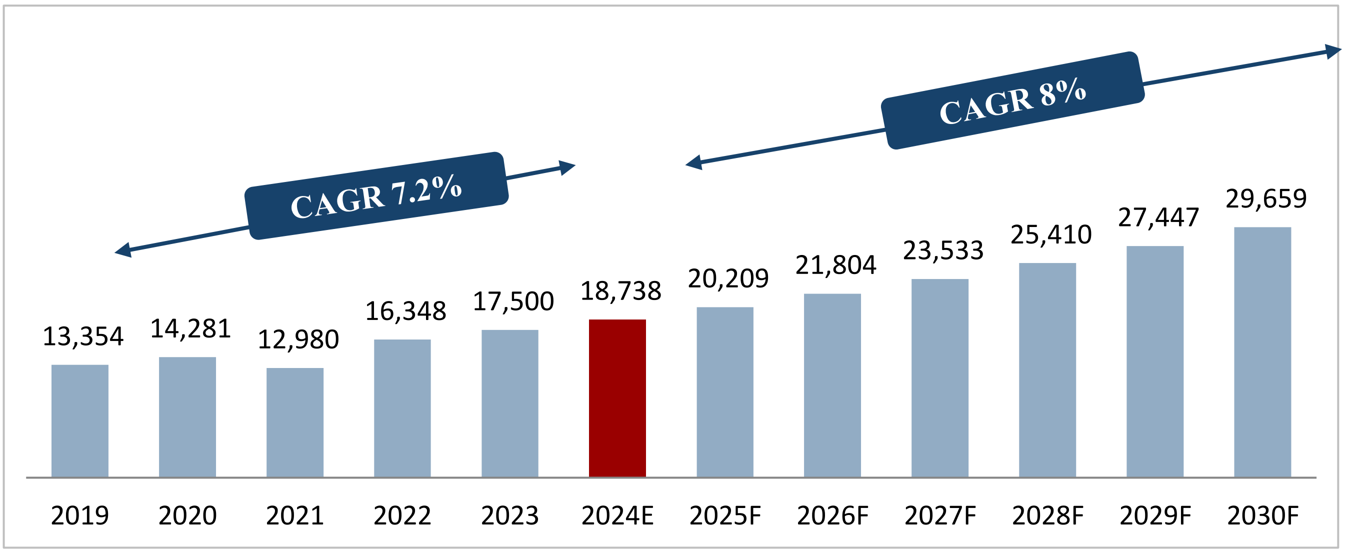
E-Estimated, F-Forecasted

- Indian Overall Forging Market was valued **at INR 43,636 Cr in FY 2024** and is estimated to grow to **INR 70,860 Cr** by FY 2030 at a **CAGR of 8.4% from FY 2024 to FY 2030** driven **~60%** by automotive sector where forged parts such as connecting rods, crankshaft, pistons, injectors, camshafts, chassis parts such as bearings, gears and axles are widely used and remaining **40%** by the growing demand from non-automotive end use sectors such as Energy (Oil and Gas), Energy Turbines, Aerospace and Defence, Earthmoving, Hydraulics and Mining, Railways and others.

- In the Past in FY 2019 the Indian Forging Market was valued **at INR 35,044 Cr** and had grown with a moderate **CAGR of 4.5% till FY 2024** and have marked **INR 43,636 Cr** market value sustained by the impact of pandemic COVID-19. The Indian economy was severely impacted by the COVID-19 Pandemic. Due to the pandemic, economic activity had drastically decreased, which had a negative demand shock effect on the Indian Forging Market. In FY 2020 Indian Forging Market was valued at **INR 36,446 Cr** and it plunged to **INR 34,967 Cr** with a downfall of **4.1%** due to restrictions imposed in movements and transportations. However, as the market started recovering from the pandemic the demand again accelerated and marked **40,178 Cr** in 2022.

Market Size Estimates and Forecasts for Non-Automotive Forging Market in India

Exhibit: Indian Non-Automotive Forging Market Forecast Year FY 2019–2030 (INR Cr)



Source: Frost & Sullivan Analysis

All figures are rounded. The base year is 2024.
E-Estimated, F-Forecasted

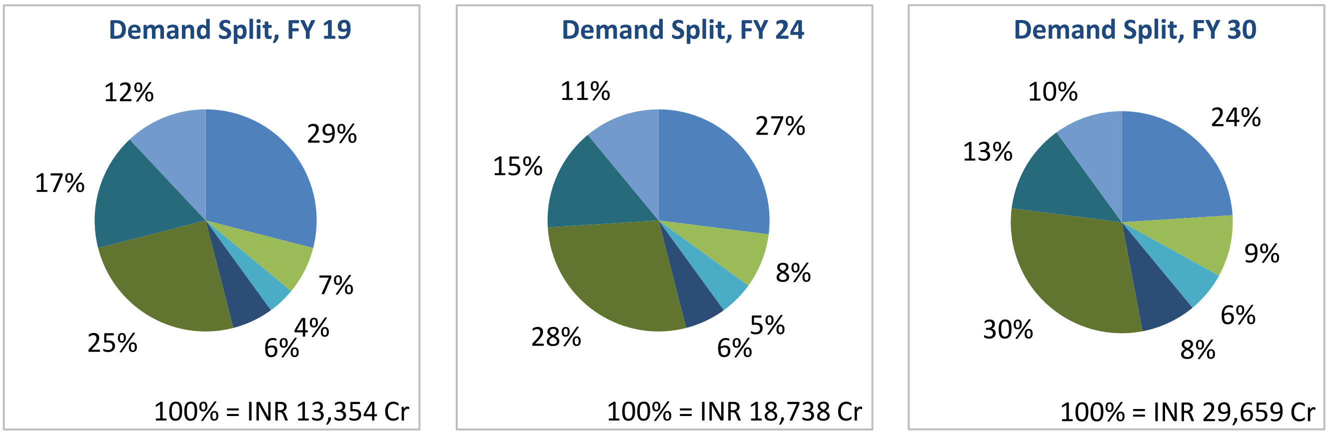
- Valued at **INR 18,738 Cr in FY 2024** which accounts for **43% of the total forgings** demand and is estimated to grow to **INR 29,659 Cr by FY 2030 at a CAGR of 8% from FY 2024 to FY 2030** driven mainly by growth of demand from non-automotive end use sectors such as Energy (Oil and Gas), Aerospace and Defence, Earthmoving, Hydraulics and Mining, Railways and others high end segments.

- In the Past in FY 2019 the Indian Non-Automotive Forging Market was valued at **INR 13,354 Cr** and had grown with a CAGR **of 7.2%** till FY 2024 and have marked **INR 18,738 Cr** market value sustained by the impact of pandemic COVID-19.

- The Indian economy was severely impacted by the COVID-19 Pandemic. Due to the pandemic, economic activity had drastically decreased, which had a negative demand shock effect on the Indian Forging Market. In FY 2020 Indian Non-Automotive Forging Market was valued at **INR 14,281 Cr** and it plunged to INR **12,980 Cr** with a downfall of **9.1%** due to restrictions imposed in movements and transportations during COVID-19 period. The market started recovering from the pandemic the demand again accelerated and marked **16,348 Cr** in 2022.

Indian Non-Automotive Forging Market Demand by End Use Industries

Exhibit: Demand Split by End-use segment, INR Cr, FY 2019-30



Others includes any general engineering segment such as manufacturing sector, Construction, Agricultural equipment, Source: Frost & Sullivan Analysis*

Energy Energy Turbines Aerospace Defence Earthmoving,Hydraulics & Mining Railways Others*

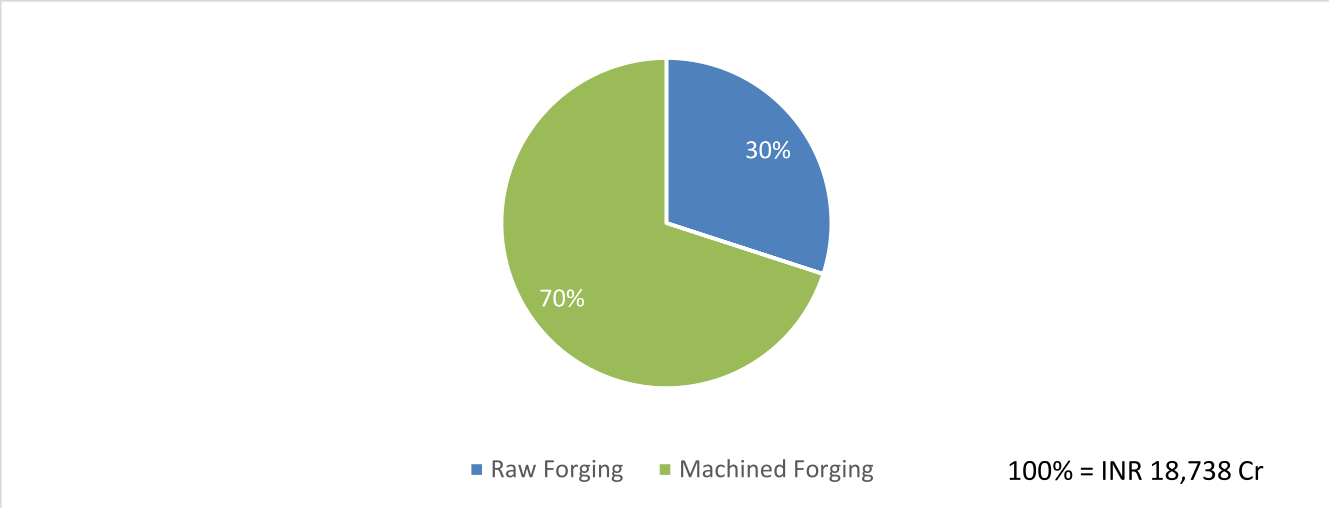
Exhibit: Non-Auto Forgings Sectoral Historic and projected Growth Rates

Year/CAGR Growth	Energy	Energy Turbines	Aerospace	Defence	Earthmoving, Hydraulics and Mining	Railways	Others*
FY 2019 -24	5.2%	9.2%	11.8%	6.4%	9.3%	4.2%	7.2%
FY 2024 -30	5.9%	10.1%	11.2%	12.7%	9%	5%	7.5%

Others includes any general engineering segment such as manufacturing sector, Construction, Agricultural equipment, Space Frames*

Indian Non-Automotive Demand by Raw Forging and Machined Forging

Exhibit: Non-Automotive Demand Split by Raw Forging and Machined Forging, India FY 2024



Source: Frost & Sullivan Primary Research and Analysis

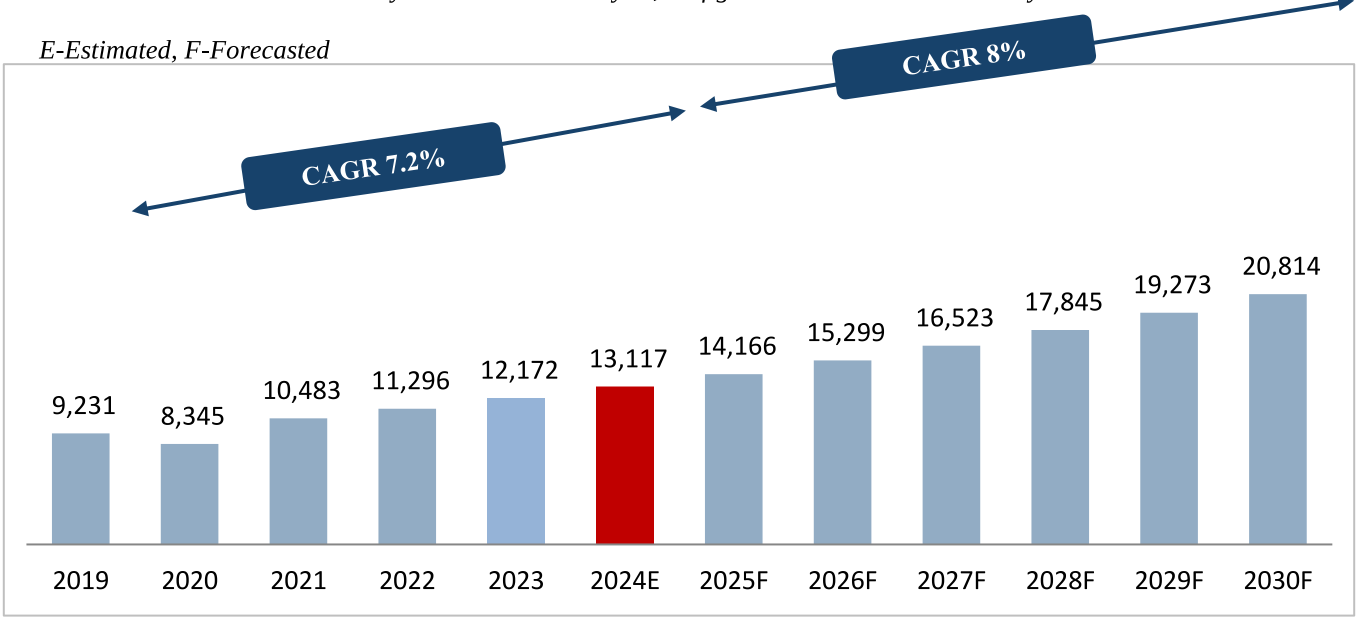
- Non-Automotive Forging Market is valued at **INR 18,738 Crores in FY 2**4 out of which Machined Forging is the major contributor with **70% (INR 13,116.6 Crores)** and used for high precision and close dimensional tolerances becomes crucial while volume wise raw forging is high volume but low value, Raw Forgings Contribute **30% (INR 5,621.4 Crores)** to the total market demand and finds applications where high tolerance is not required.
- Vinir Engineering is present in the precision forged and machined components segments with their strong capabilities to meet their customer's demand.

India Non-Automotive Precision Machined Forging Demand Historic Trend and Market Forecast, FY 2019-2030

Exhibit: India Non-Automotive Precision Machined Forging Market Forecast, FY 2019-30, IN

*Source: Frost & Sullivan Primary Research and Analysis***,** *all figures are rounded. The base year is 2024.*

E-Estimated, F-Forecasted



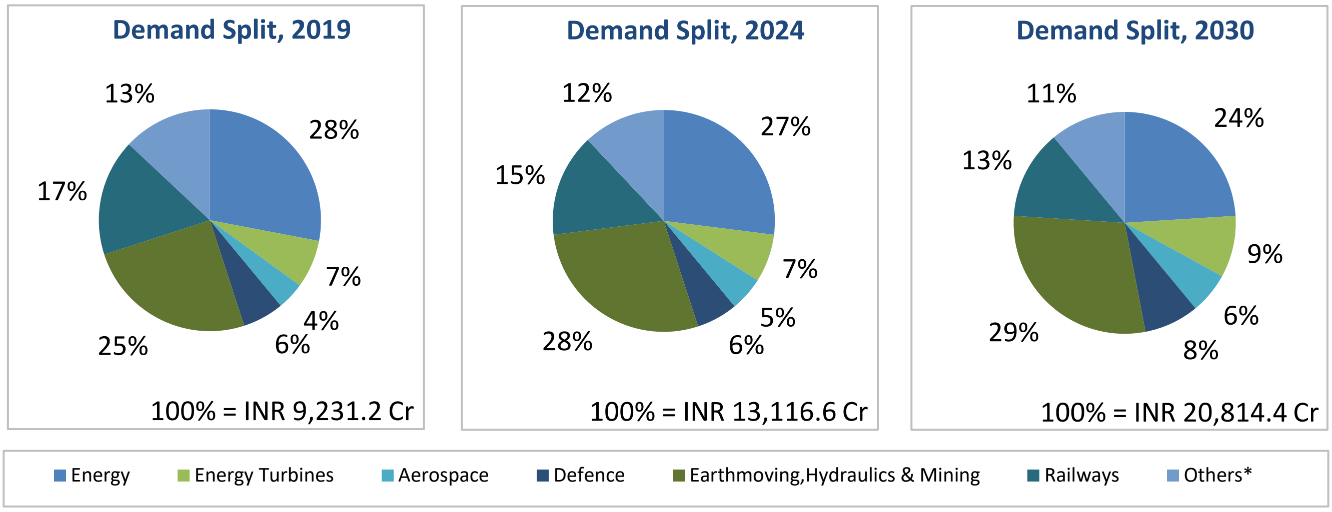
- In the Past in FY 2019 the Indian Non-Automotive Precision Machined Forging Market was valued at INR **9,231 Crores** and had grown with a CAGR of **7.2%** till FY2024 and have marked **INR 13,117 Crores** market value sustained by the impact of pandemic COVID-19. The Indian economy was impacted by the COVID-19 Pandemic.
- In FY 2020 it was valued at **INR 8,345** and experienced a downfall of **9.6%** due to restrictions imposed in movements and transportations during COVID-19 period. However, as the market started recovering from the

pandemic the demand again accelerated and marked **INR 10,482.5** in FY 2021 with a growth of **25.61%** from the previous year.

- Indian Non-Automotive Precision Machined Forging Market was valued at **INR 13,117 Crores** in FY 2024 which accounts for **70%** of the overall forgings demand and is estimated to grow to **INR 20,814** by **2030** at a CAGR of **8%** from FY 2024 to 2030 driven mainly by growth of demand from non-automotive end use sectors such as Energy (Oil and Gas), Energy Turbines Aerospace and Defence, Earthmoving, Hydraulics and Mining and Railways.

India Non-Automotive Precision Machined Forging Market Demand by End Use Industries

Exhibit: Demand Split by End-use segment, INR Cr, FY 2019-30



Others includes any general engineering segment such as manufacturing sector, Construction, Agricultural equipment, Spaceframes*
Source: Frost & Sullivan Analysis

Year/ CAGR Growth	Energy	Energy Turbines	Aerospace	Defence	Earthmoving, Hydraulics and Mining	Railway	Others*
2019-2023	6.2%	7.3%	12.1%	6.7%	9.6%	4.6%	7%
2023-2030	5.9%	12.6%	11.2%	12.7%	9%	5%	6.1%

Exhibit: Non-Auto India Precision Machined Forging Market End-use segment wise growth rate, FY 2019-30

- Non-Auto Indian Precision Machined Forgings market was valued at **INR 13,116.6 Cr** where the Energy sector accounts for **27%,** Energy Turbines **(7%),** Aerospace **(5%),** Defence **(6%),** Earthmoving hydraulics and mining **(28%),** Railways **(15%)** and others **(12%).**
- Vinir Engineering Operates in this niche segment and are a leading, integrated engineering solutions company engaged in the **manufacturing of specialized, critical and heavy, precision-forged and machined components** for a wide range of industries and applications, including energy, defence, aerospace, railways, energy turbines, hydraulics, earthmoving, high-end engineering, amongst others.

Trends in the Usage of Precision Forged Machined Components in India

Exhibit: Trends in the Usage of Precision Forged Machined Components in India

Trends in the Usage of Precision Forged Machined Components in India	
Adoption of Ring Rollings in Energy (Oil and Gas) Sector	• Ring Rollings are used in Energy (Oil and Gas Sector) for a range of functions. Ring Rolling is gaining attention in the extraction and storage of Oil and Gas. • Fracturing has grown in popularity as a technique of locating and extracting oil from the solid ground, and seamless rolled rings play a crucial part in the fracking process.
Aerospace & Defence	• Demand of forged components made from various alloys in Aircrafts is in trend. There is rise in commercial aircraft production along with localization of demand for aircraft parts such as engine parts, landing gears, machined parts and turbines. The demand for aerospace forged elements is expected to rise as the number of military-grade aero planes such as helicopters, specialty fighters, and jets increases to improve air defence. Therefore, the increased applications across aerospace sector will further accelerate the heavy forging market in India. • Defence Research and Development Organisation (DRDO) has established the near isothermal forging technology to produce all the five stages of high-pressure compressors (HPC) discs out of difficult-to-deform titanium alloy using its unique 2000 MT isothermal forge press. The technology has been developed by Defence Metallurgical Research Laboratory (DMRL), a premier metallurgical laboratory of DRDO at Hyderabad. This is a crucial technology for establishing self-reliance in aeroengine technology. With this development, India has joined exclusive list of global engine developers to have the manufacturing capabilities of such critical aero engine components. These developments will create the opportunities for local forging manufacturers to enhance their capabilities to meet the Defence requirements.
Sustainability and Localization Driving Supply Chain Transformation	• The Energy sector is focusing on sustainability and localization throughout the supply chain.
Floating Wind Turbines and Hybrid Power Solutions	• Floating wind turbines are gaining popularity to harness wind energy in deeper water. • This move aligns with India's objectives of producing cleaner, sustainable energy.
Technological Advancements Driving Efficiency, Energy Saving and Cost Reduction	• Technical advances in product design, manufacturing, and materials are driving efficiency improvements. • Forging manufacturers are adopting automation to boost their productivity and efficiency. • Green Certification is in trend to reduce the carbon footprint by the forging manufacturers and emphasis on the usage of renewable energy, thereby reducing the energy cost.

Exhibit: Insights on Special Metals (Inconel, Monel & Titanium)

Inconel	Monel	Titanium
Superalloy composed primarily of nickel, iron, and, to a lesser extent, chromium with **advantages of corrosion**-resistant & structural rigidity with integrity maintained as high as 1390°C – 1425°C	**Precipitation-hardened alloy formed by mixing nickel, copper and other metals**. Its composition is approximately 65–70% nickel, 20% copper, and 5% iron and manganese, depending on the piece to be manufactured, key advantages are High corrosion resistance, Resistance to High Temperatures, Good mechanical strength, Non-magnetic, Ease of machining & Fire resistance	Extracted from titanium ore using the Kroll Process (magnesium reduction) and emerges as sponge titanium. Key advantages are **Enhanced Mechanical Properties: Weight Reduction, Corrosion Resistance, Design Flexibility, Cost Effectiveness**
Key Applications **Aerospace:** Airframe and jet engine components such as turbine seals and exhaust liners are made from Inconel alloys.	**Key Applications** **Aerospace:** Jet aircraft coatings, aeronautical constructions, and in locking wire. **Marine:** Pipes, pump shafts, basket	**Key Applications** **Aerospace:** Landing gear, engine parts, and structural elements. **Oil and Gas:** Valves, pumps, and piping systems

Oil and Gas: Finds application in Extraction being a preferred material of choice for the lining of steel transfer piping commodity **Marine:** Propulsion motors, propeller blades, platform risers & hangers	strainers, anchor cables, magnetic field measuring equipment, water and fuel tanks, propellers, bolts, valves and even fishing lines. **Oil and Gas:** Crude oil towers, extraction wells, and valves, among many other things. It is commonly used with slurries in the presence of hydrofluoric acid, sulfides and very high temperatures.	
Alloys: 600 601 625 718 725 X750.	**Alloys:** 401 R-405 R-450	**Alloys:** Ti- CP4 (Grade 1 CP3 (Grade 2) CP2 (Grade 3) CP1 (Grade 4) 6Al-4V (Grade 5) 5Al-2.5 Sn (Grade 6) CP Ti 0.15 Pd (Grade 11)

End user Overview: Forging

Energy India Overview

Energy:

- The Demand for Energy in India is mostly met by fossil fuels where in Coal accounts for **55.1%,** Crude Oil **27.6%, Renewables 5.9%, Natural Gas 5.7%, Hydroelectricity 4.5% and nuclear energy 1.2%.**

- **The increasing adoption of nuclear power** as an alternative to conventional energy sources further contributes to expanding the forging industry.

- Overall Forging market for Energy sector was valued at **INR 6,381 Crores in FY 24** which accounts for **34%** of the total non-automotive forging demand in India.

- The demand of forgings in Energy sector is projected to grow at a **CAGR of 5.9%** from **FY 2024 to 2030**.

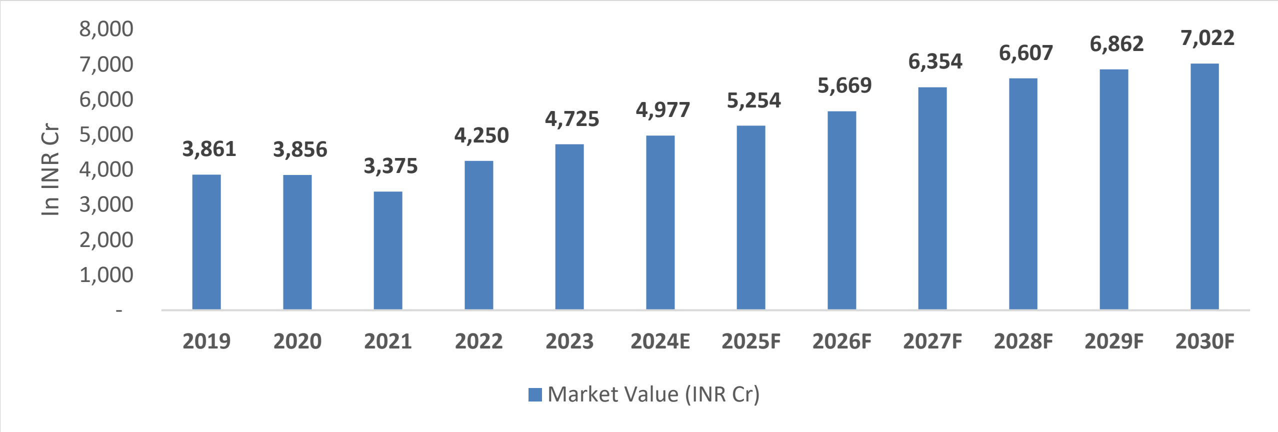
- Forged products such as **Valve body, Gates, Studded Tee, Crosses, Rings, Slip Bowls, Bonnets, Body, Housing, Gates, Square Block, Cross, Studded Tees, Valve Casing, Y Block, Flanges, Tube Sheet and Clad Body Valves** will experience a boost with the growth of Energy sector in India.

- The Nuclear power industry extensively on forged metal parts for various critical applications such as **reactors, nuclear waste storage and transportation** of raw materials and waste.

- **Precision Forged components** are crucial in manufacturing of pressure vessels due to their ability to withstand high temperature and pressures. The utilization of forged parts in machines within the nuclear power segment which operates under extreme conditions is a significant driver of growth in the forged market.

India Overall Forging Market: Energy, FY 2019-2030

Exhibit: India Overall Forging Market Trend, Energy, INR Cr, FY 2019-30



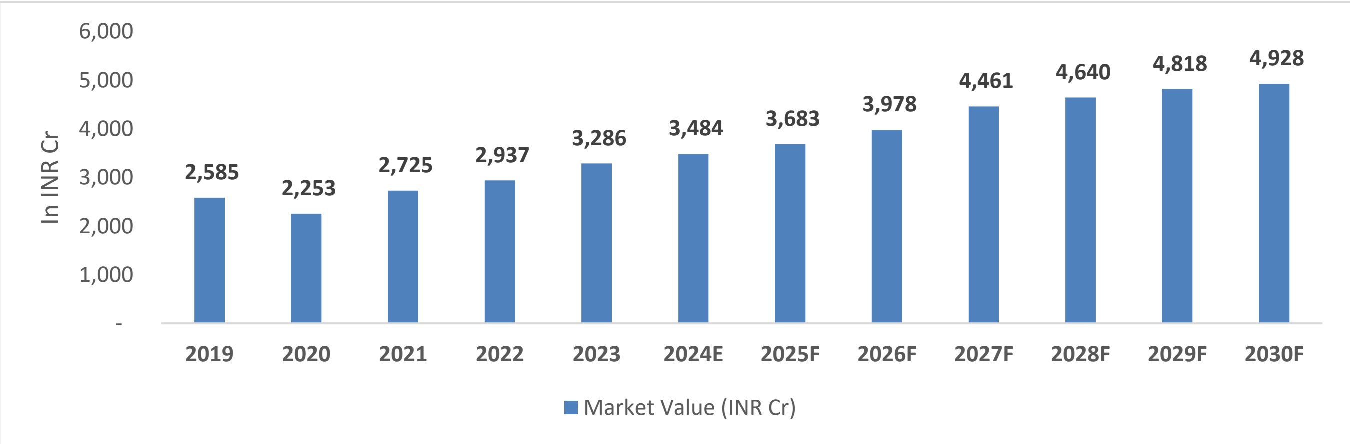
Source: Frost & Sullivan Analysis

E-Estimated, F-Forecasted

- Indian Overall forging Market for Energy was valued at **INR 4,977 Crores in FY 2024** and is projected to mark **INR 7,022 Crores by 2030** with a **CAGR of 5.9% from FY 2024 to 2030 driven by demand of raw forgings and forged machined components from the Oil and Gas, Renewables and Nuclear Energy segments.**

India Precision Forged Machined Components Market: Energy, FY 2019-2030

Exhibit: India Precision Forged Machined Components Market Trend, Energy, INR Cr, FY 2019-30



Source: Frost & Sullivan Analysis

E-Estimated, F-Forecasted

- Indian Precision Forged Machined Components Market for Energy was valued at **INR 3,484 Crores in FY 2024** and is projected to mark INR 4,928 Crores **by 2030** with a **CAGR of 5.9% from FY 2024 to 2030 driven by growth of precision forged machined components demand from the Oil and Gas, Renewables and Nuclear Energy segments.**

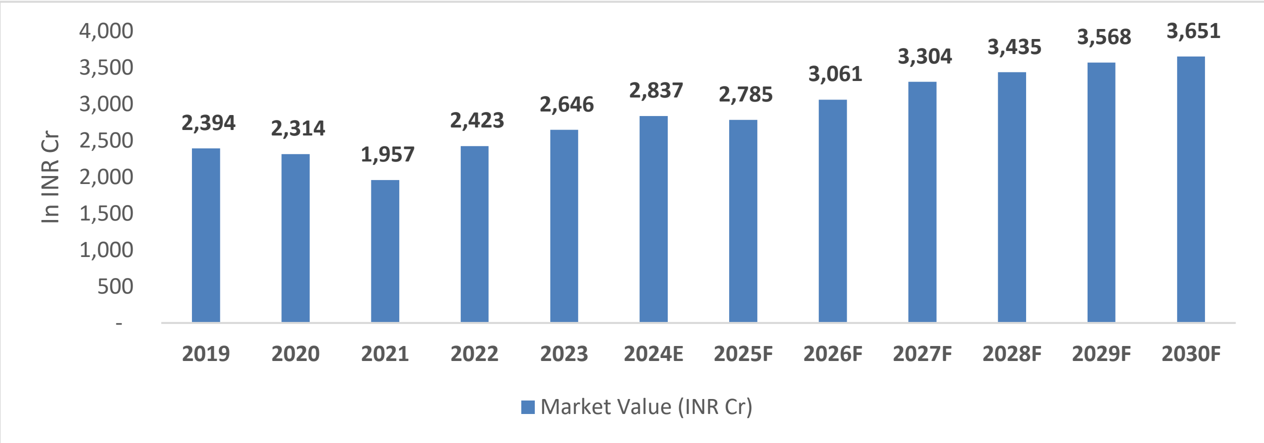
Oil and Gas

- India is the world's 3rd largest oil importer and consumer.
- India's economic growth is closely related to its energy demand, it retained its spot as **the third-largest consumer** of oil in the world as of 2023.
- India has set a target to raise the share of natural gas in the energy mix to **15% by 2030 from about 5.7%** now. India is expected to be the largest driver of global oil demand between 2024 to 2030 taking a lead from top importer China.

- The Government has allowed **100%** foreign direct investment (FDI) in natural gas, petroleum products and refineries.

India Overall Forging Market: Oil and Gas, FY 2019-2030

Exhibit: India Overall Forging Market Trend, Oil and Gas, INR Cr, FY 2019-30

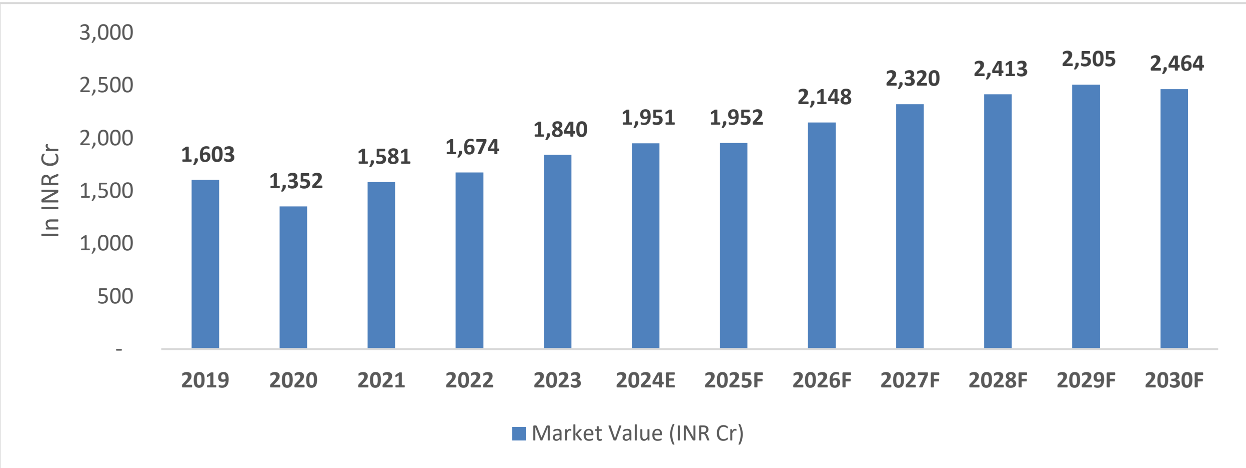


Source: Frost & Sullivan Analysis
E-Estimated, F-Forecasted

- Indian Overall Forging Market for Oil and Gas was valued at **INR 2,837 Crores in FY 2024** and is projected to mark **INR 3,651 Crores by 2030 with a CAGR of 4.3% from FY 2024 to 2030** driven by growth in demand of raw forgings and machined components such as flanges, bonnet forgings, valve bodies, stems and impellers.

India Precision Forged Machined Components Market: Oil and Gas, FY 2019-2030

Exhibit: India Precision Forged Machined Components Market Trend, Oil and Gas, INR Cr, FY 2019-30

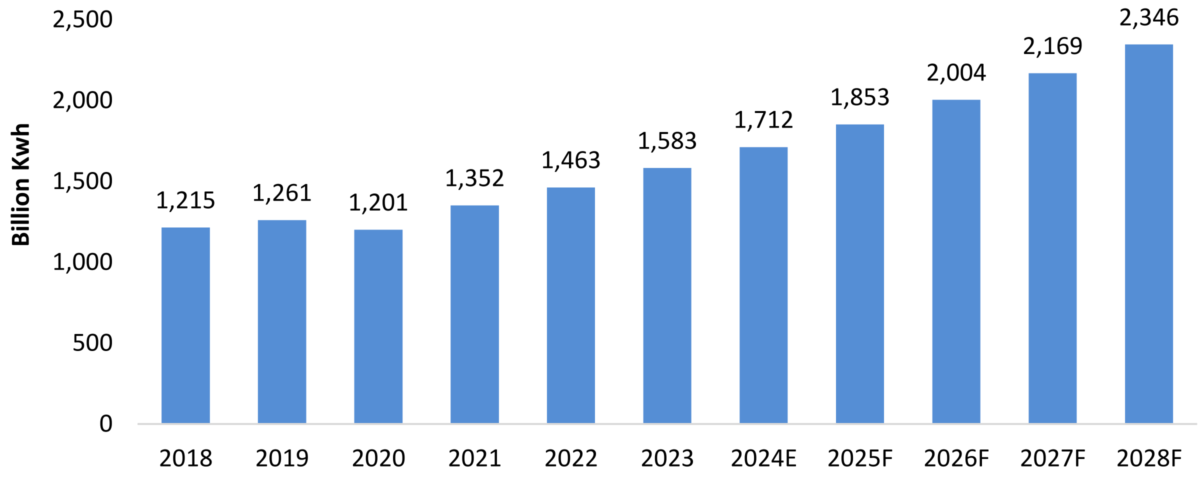


Source: Frost & Sullivan Analysis

E-Estimated, F-Forecasted

- Indian Precision Forged Machined Components Market for **Oil and Gas was valued at INR 1,951 Crores** in FY 2024 and is projected to mark **INR 2,464 Crores by 2030** with a **CAGR of 4%** from FY 2024 to 2030 driven by growth in demand of components such as flanges, bonnet forgings, valve bodies, stems and impellers.

Exhibit: India's Power Consumption, FY 2018-FY 2028F

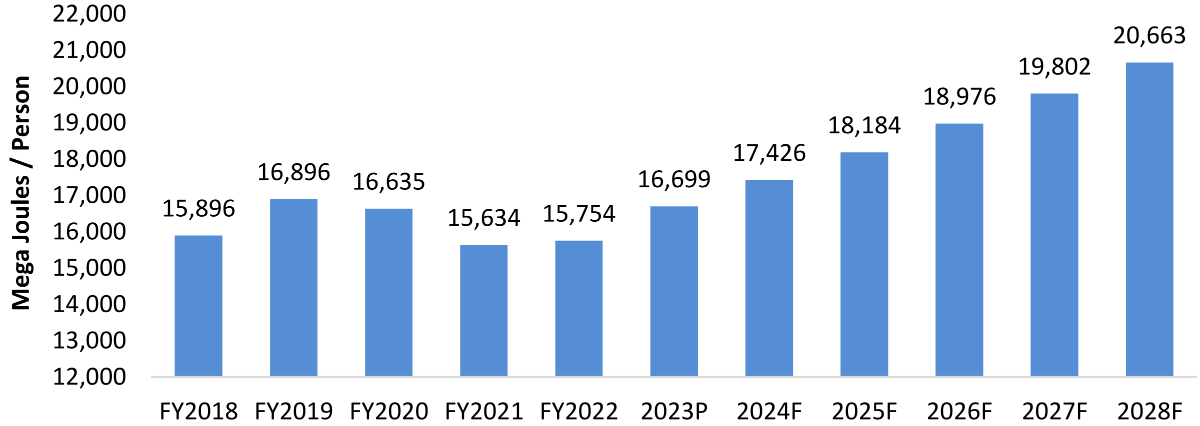


Source: EIA, Electricity Data, India

E-Estimated, F-Forecasted

- India's power consumption is on a steep climb, fueled by a booming economy, rising living standards, and rapid urbanization. The Indian power consumption has increased from **1,215.00 billion Kwh in 2018 to 1,582.81 billion Kwh in 2023 and is expected to further grow to 2,346.16 billion Kwh by 2028F.**

Exhibit: India's Per Capita Power Consumption



Source: Energy Statistics India Publication,2024

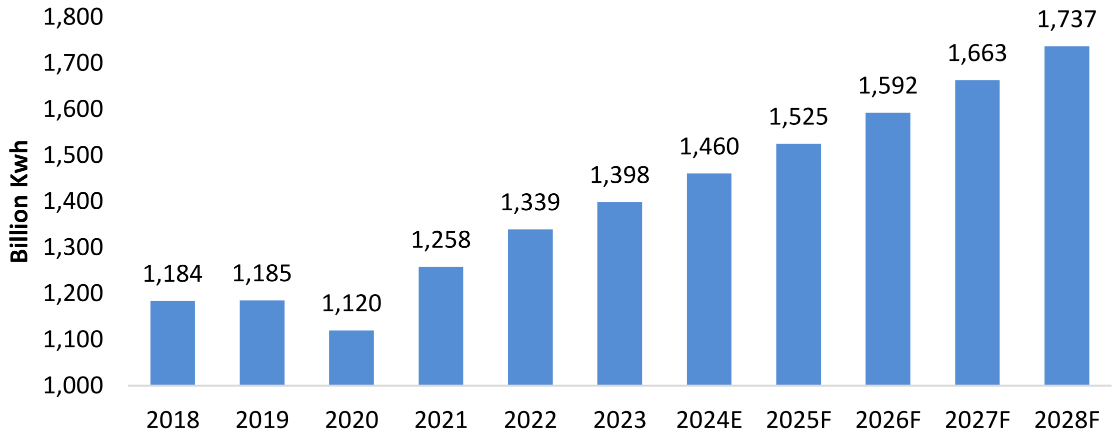
E-Estimated, F-Forecasted

Indian Per capita power consumption

- The average electricity consumption per person was around **16,896.00 Mega Joules/ Person in FY2019**, which was the highest in the Pre COVID period. However, this reduced to 15,634.00 Mega Joules/ Person in FY2021.

India Power Generation and Capacity- Fossil Fuel (2018-2028F)

Exhibit: India Power Generation-Fossil fuel (Billion Kwh) 2018-2028F



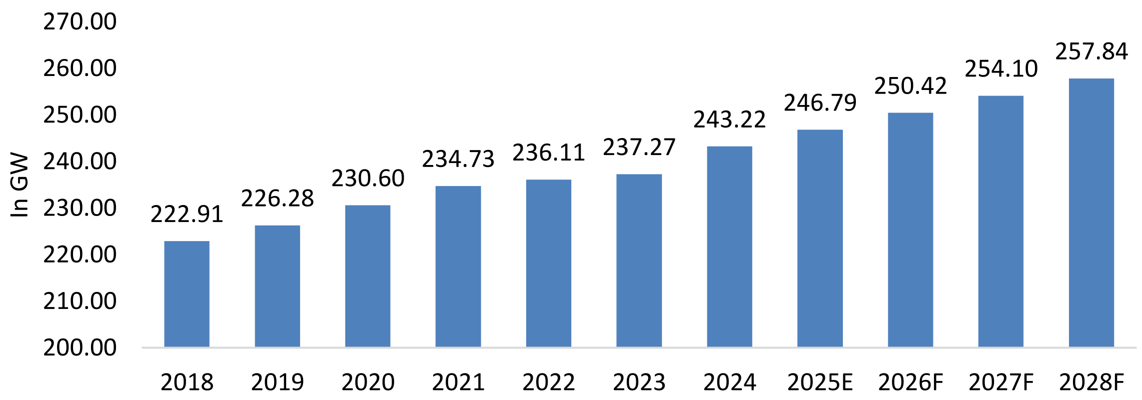
Source: Energy Information Administration, India

E-Estimated, F-Forecasted

India Power Generation-Fossil Fuel

- India relies heavily on Thermal generation, the other fossil fuels which are used are natural gas, lignite and diesel.
- As of 2023, fossil fuels constituted **approximately 76.1% of the nation's electricity generation**, a reduction from 79.5% in 2018, due to the increased focus on renewable based electricity generation sources.
- Despite coal's abundance and domestic availability, it poses significant environmental challenges of greenhouse gases, exacerbating air quality and climate change issues.
- The power generation in India from fossil fuel was 1,398.30 billion Kwh in 2023 and this is expected to grow to **1,736.62 billion Kwh in 2028F**. The government aims to augment the proportion of cleaner energy sources like solar and wind in the energy matrix. However, due to their cost-effectiveness and established infrastructure, fossil fuels are anticipated to remain the primary source of power generation in India during the forecast period.

Exhibit: India Power Capacity-Fossil Fuel (Million Kwh) 2018- 2028F



Source: Central Electricity Authority, Installed Capacity Report

E-Estimated, F-Forecasted

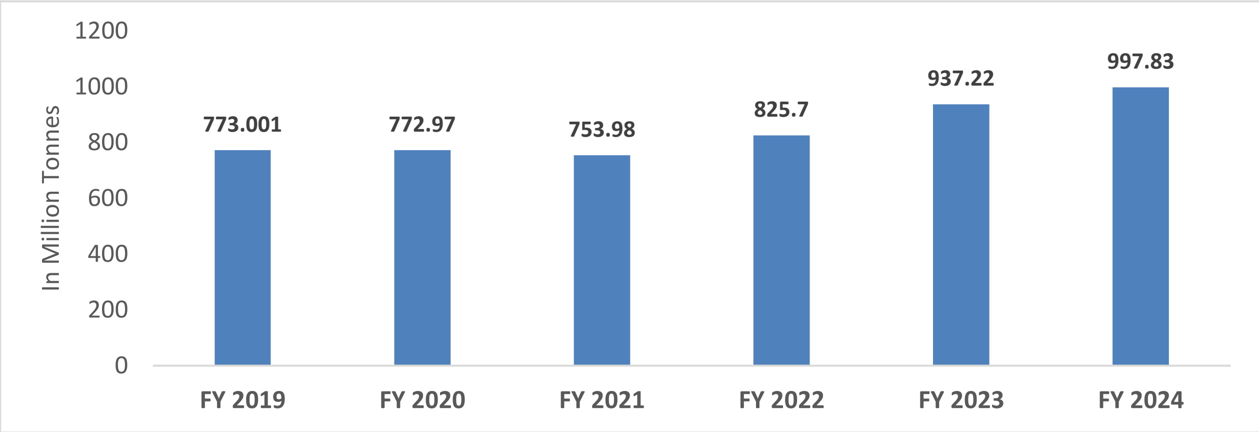
India Power Capacity-Fossil Fuel:

- Coal contributes **55% of** the total capacity. Despite being abundant and reliable, these sources pose environmental challenges, contributing to pollution and climate change.

- The capacity of fossil fuels is expected to increase from **243.22 GW in 2024 to 257.84 GW in 2028F** at a **CAGR of 1.47%.** Despite environmental apprehensions, coal continues to be favored for its affordability and domestic abundance.
- Initiatives to incorporate cleaner options like solar and wind are progressing, but fossil fuels are poised to retain their prominence in India's energy generation due to established infrastructure and economic viability.

Coal Production Trend in India (in Million Tonnes), FY 2019-24

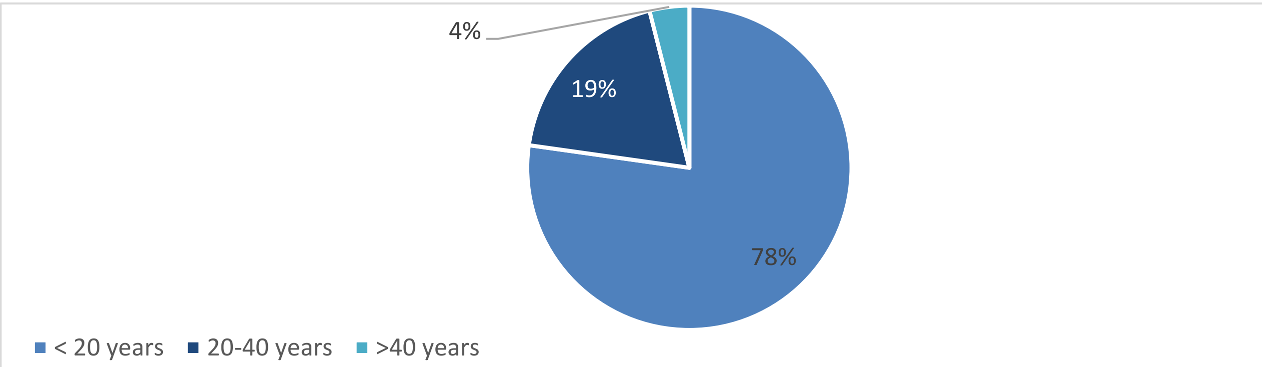
Exhibit: Coal Production Trend, India FY 2019-24



Source: NITI Aayog, India Climate & Energy Dashboard

- Coal production of India marked **997.83 million tonnes in FY 2024** which is highest of all times and the production has grown with a **CAGR of 5.2% from FY 2019 to FY 2024**, this accounted for 14% of global demand, second after China, which accounted for **54% of global coal consumption**.
- **Coal India** is the major producer of Coal in India which produced ~**78% of** the total coal production in India. India is dependent on electricity generated from coal-based power plants. To meet the growing demand, a greater number of coal blocks need to explore and mined which generates the demand of machineries and eventually the demand for forged products will increase.
- **The Ministry of Coal has planned 45 new coal mines in five years** Allocated **175 coal blocks** of which 65 received mine opening permissions out of these 54 mines are currently operational, contributing to India's growing domestic coal production. Coal India Limited will develop 36 projects, Singareni Collieries Company Ltd will open seven new mines and NLC India Ltd will add two mines during this period.

Exhibit: Coal Power Generation Capacity in India, by Age



Source: Global Energy Monitor

Age of Coal Power Generation Capacity in India

In India similar to China, over 75% of the coal power generation capacity in India is within 20 years age group with roughly 20% of the capacity between 20 to 40 years age group.

Key companies in the oil and gas industries in India are **Oil and Natural Gas Corporation (ONGC), Gas Authority of India Limited (GAIL), Bharat Petroleum Corporation Limited (BPCL), Hindustan Petroleum Corporation Limited (HPCL).**

Exhibit: Key Company Insights

Country	Key Insights
ONGC	• Leading oil drilling companies in India. Drilling services account for more than 55% of ONGC's capex. • Operates 105 drilling and 74 work over rigs. • There has been a major progress in terms of technology infusion introduction of Under-Balanced Drilling, use of Advanced Hybrid Bits, resource optimization through Batch Drilling in Offshore & Pad Drilling in Onshore.
GAIL	• Owns and operates a network of around 16,240 km of natural gas pipelines spread across the length and breadth of country. It is also working concurrently on execution of multiple pipeline projects to further enhance the spread. • Commands 66% market share in gas transmission and has a Gas trading share of over 54% in India. GAIL and its Subsidiaries, JVs also have a formidable market share in City Gas Distribution. In the Liquefied Natural Gas (LNG) market, GAIL has significantly large portfolio. • Pioneer in using gas for producing petrochemicals and has an integrated 810 KTPA gas based petrochemical complex in Uttar Pradesh.
BPCL	• India's second-largest government-owned downstream oil producer. The firm develops strategic pipeline networks connecting refineries to key markets. • Mumbai refinery's access to Northern markets via pipelines to Kota, Mathura, Piyala • Bina refinery's connection to key markets via Bina-Kota-MMPL & Bina-Kanpur pipelines • Kochi refinery's access to TN market via pipeline to Karur • They have significantly reduced logistics cost due to pipeline network.
HPCL	• Engaged in the business of refining Crude Oil and marketing of various petroleum products like Asphalt, Diesel, Kerosene, LPG, Lube Oils, Petrol, branded products like ATF (Aviation Turbine Fuel), Power, Turbojet, Naphtha, throughout India and at select foreign countries. • HPCL owns and operates two refineries situated at Mumbai (West coast of India) and Visakhapatnam (East Coast of India).

Source: Company Websites

India's Gas Energy Industry

- As more development initiatives are carried out, India's electricity requirements continue to rise. The nation's gas power capacity, which comprises both natural gas and LNG-based power plants, is essential to its energy landscape. Natural gas is the main fuel used by these facilities, and they have a number of advantages for the environment over coal and oil, including reduced emissions and increased efficiency. These gas-based power plants are a good fit for the nation's peak load requirements and renewable energy mix.

Exhibit: Gas Reserves in India (in billion cubic meters), FY 19-23

FY19	**FY20**	**FY21**	**FY22**	**FY23**
1384.04	1373.56	1372.37	1149.45	1141.74

Source: NITI Aayog, India Climate & Energy Dashboard

India's gas reserves are quite small, and no significant discoveries have been made in the past five years.

Exhibit: Natural Gas Production in India (in billion cubic meters), FY 19-23

Natural Gas Production in India (in billion cubic meters)				
FY19	**FY20**	**FY21**	**FY22**	**FY23**
32.87	31.18	28.67	34.02	34.45

Source: IPNG Statistics Report 2022-23

Natural Gas production during the year 2022-23 stood at 34.45 billion Cubic Meters (BCM) which is 1.5% higher than production of 34.02 BCM in 2021-22.

LNG Terminal and Plans for Gas Production

- LNG is crucial to India's energy mix with the ever-increasing demand of the country & need to reduce carbon emissions. Plan of developing LNG terminals in India along with formulation of plans for gas production has been in the forefront with increased need to diversify energy sources & promotion of sustainability. India has made considerable progress in establishing LNG terminals along its coastline, facilitating the import and distribution of LNG across the country. Some notable LNG terminals in India include:

Exhibit: Operational LNG Terminal in India, As of March 2023

Terminal Location	Promoters	Capacity (MMTPA)	Capacity Utilization (%)
Dahej, Gujarat	Petronet LNG Ltd (PLL)	17.5	78
Kochi, Kerala	Petronet LNG Ltd (PLL)	5	19
Hazira, Gujarat	Hazira LNG Pvt Ltd (HLPL)	5.2	37
Dabhol, Maharashtra	Ratnagiri Gas and Power Pvt. Ltd. (RGPPL- JV of GAIL & NTPC)	5	39
Ennore, Tamil Nadu	Indian Oil LNG Pvt. Ltd. (IOLPL)	5	13
Mundra, Gujarat	GSPC LNG Ltd (GLL)	5	16

Source: IPNG Statistics Report 2022-23

Exhibit: Planned/Under Construction LNG Terminals

Terminal Location	Promoters	Capacity (MMTPA)
Dhumra, Odisha	Adani LNG Pvt Ltd	5
Dabhi Expansion	GAIL (KLPL)	3
Jaigarh, Maharashtra	H-Energy	4
Jafrabad, Gujarat	Swan Energy	5
Chhara, Gujarat	HSEPL	5
Proposed Total Capacity		**22 MMTA**

Source: IPNG Statistics Report 2022-23

India's Gas Power Generation Capacity

- In recent years, India has witnessed a surge in gas power capacity additions with existing gas-based power plants being modernized and new projects being initiated to enhance the country's energy infrastructure. Notable projects include the expansion of existing LNG terminals, the establishment of new regasification facilities, and the introduction of advanced gas turbine technology for improved efficiency.

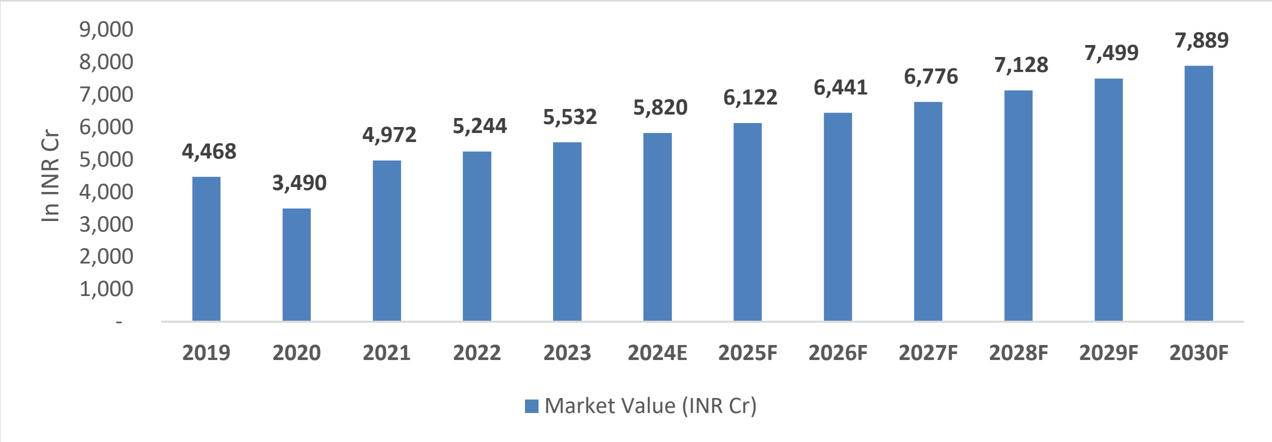
Exhibit: Planned/Under Construction LNG Terminals

Region	Sector	Capacity in MW
ALL INDIA	State	7,012.6
	Private	10,568.24
	Central	7,237.91
	Total	**24,818.21**

Source: CEA Installed Capacity Report, CT 2024

India Oil and Gas Valves Market Trend, FY 2019-2030

Exhibit: Market Trend, Oil and Gas Valves, India, INR Cr, FY 2019-30



Source: Frost & Sullivan Analysis

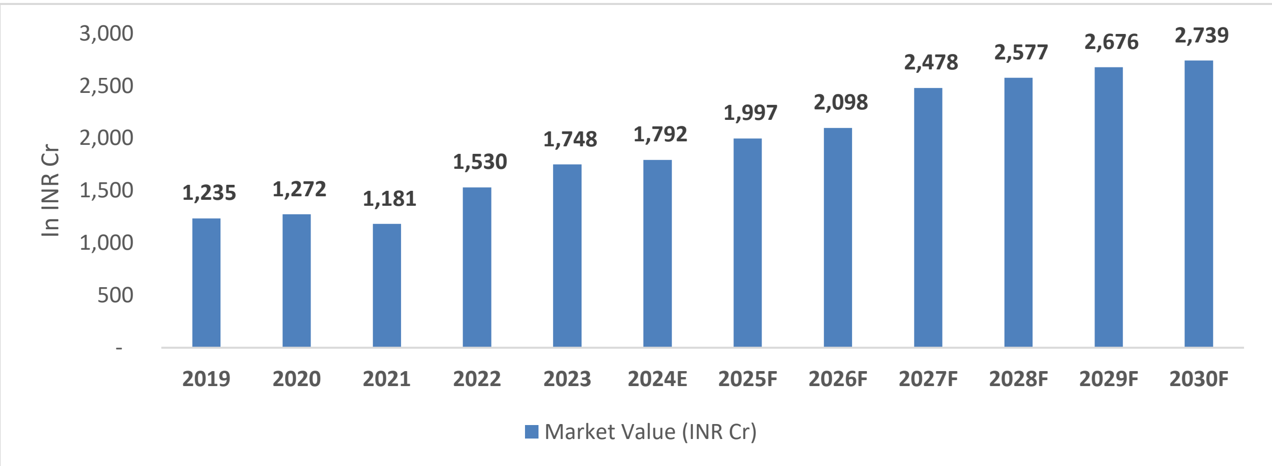
E-Estimated, F-Forecasted

- Oil and Gas Valve market was valued at **INR 5,820 Crores in FY 2024** and is projected to mark **INR 7,889 Crores by 2030** with a **CAGR of 5.2% from FY 2024 to 2030** driven by increasing population, urbanization, increase in energy demand and technological advancement for more efficient valves.

India Renewable Energy

India Overall Forging Market: Renewables, FY 2019-2030

Exhibit: India Overall Forging Market Trend, Renewables, INR Cr, FY 2019-30



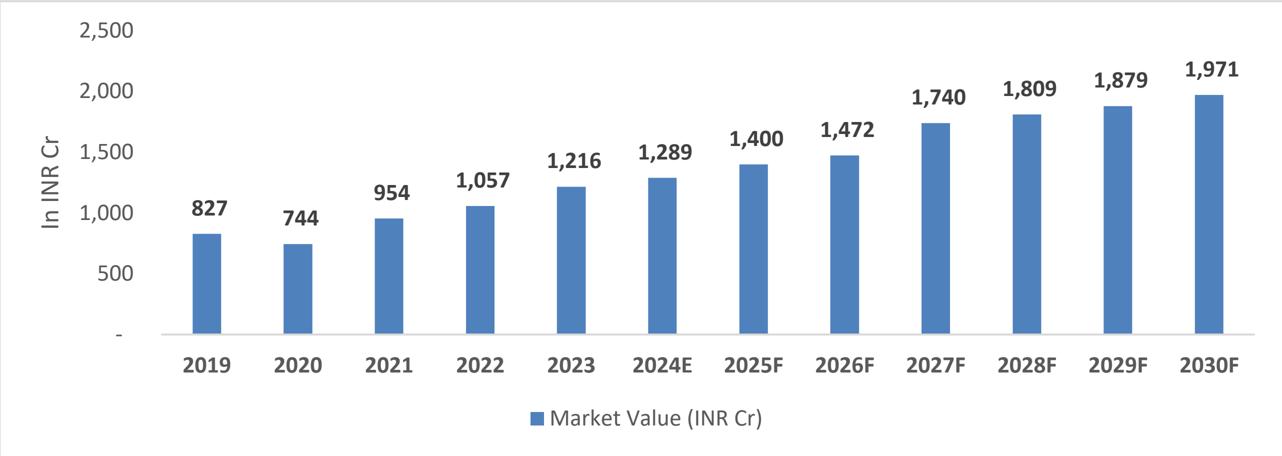
Source: Frost & Sullivan Analysis

E-Estimated, F-Forecasted

- Indian Overall Forging Market for Renewables was valued at **INR 1,792 Crores in FY 2024** and is projected to mark **INR 2,739 Crores by 2030** with a CAGR of **7.3% from FY 2024 to 2030** driven by growth in demand of raw forgings and precision forged machined components from wind segment, solar and other segments.

India Precision Forged Machined Components Market: Renewables, FY 2019-2030

Exhibit: India Precision Forged Machined Components Market Trend, Renewables, INR Cr, FY 2019-30



Source: Frost & Sullivan Analysis

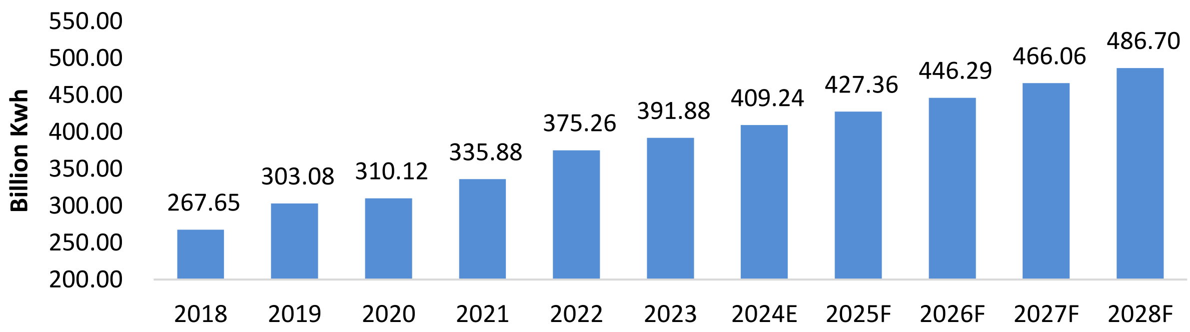
E-Estimated, F-Forecasted

- Indian Precision Forged Machined Components Market for Renewables was valued at **INR 1,289 Crores in FY 2024** and is projected to mark **INR 1,971 Crores by 2030** with a **CAGR of 7.3% from FY 2024 to 2030** driven by growth in demand of precision forged machined components from wind segment.

India Power Generation-Renewable:

- **Renewable sources** have increased from 267.65 billion Kwh in 2018 to 391.88 billion Kwh in 2023.
- India is exploring emerging technologies such as tidal and geothermal energy to further diversify its renewable energy sources.
- India's commitment to renewable energy remains unwavering, as it strives to achieve its targets for clean, affordable, and accessible electricity for all while mitigating the impacts of climate change. The overall power generation from renewable sources is expected to reach **486.70 billion Kwh in 2028.**
- Government's targets for solar power installation have been driving growth in the sector, supported by favorable policies and incentives.
- **Wind energy** contributes substantially to India's renewable energy mix, with wind farms dotting the landscape in states with favorable wind conditions.
- **Hydropower** plays a crucial role in India's renewable energy portfolio, leveraging the country's rivers and water resources for clean electricity generation.

Exhibit: India Power Generation Renewable (Billion Kwh) 2018-2028F



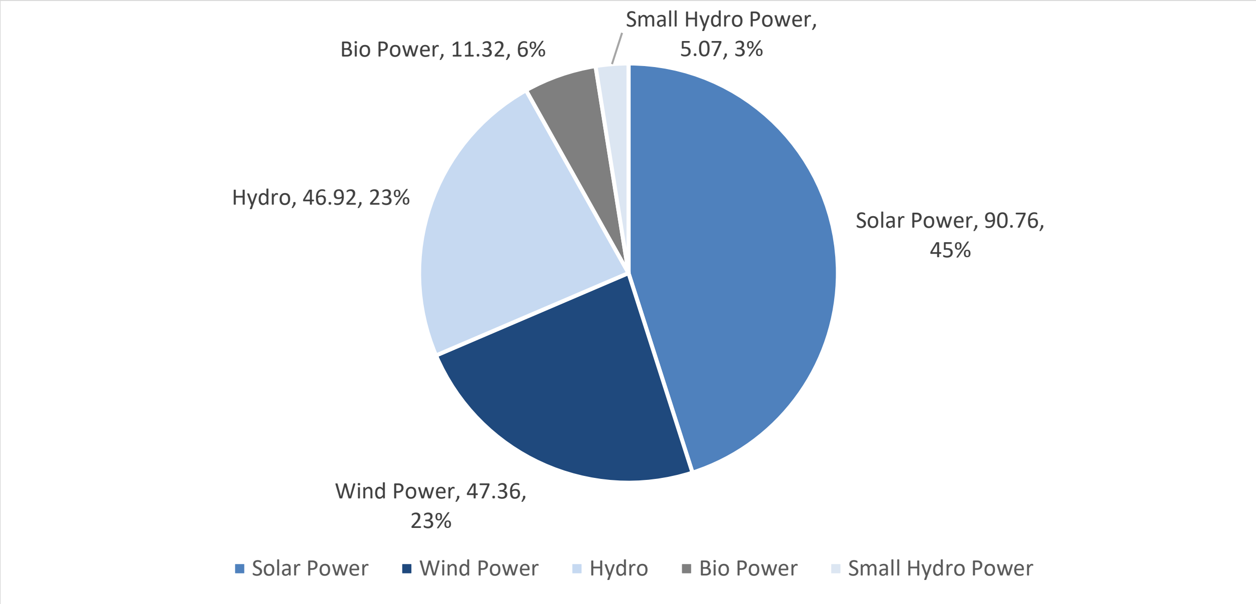
Source: MoSPI, Energy Statistics India Publication 2024

E-Estimated, F-Forecasted

India Power Capacity- Renewable

- As of Oct 2024, renewable energy-based electricity generation capacity stands at **201.43 GW accounting for 46.3% of the country's total installed capacity.**
- India's total electricity generation capacity has reached **452.59 GW,** with renewable energy contributing a significant portion of the overall power mix.

Exhibit: India Renewable Energy Capacity Mix (GW), As of October 2024



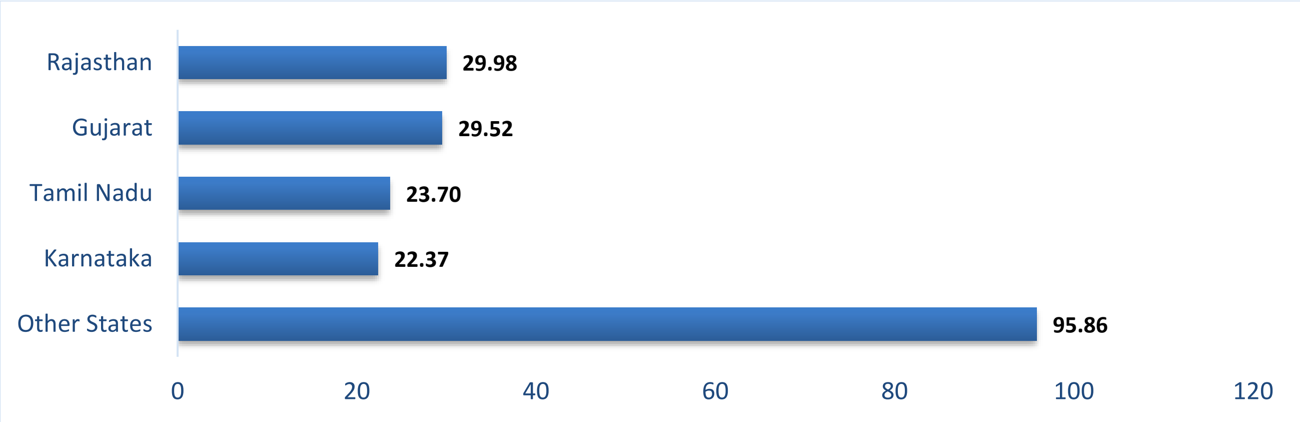
Source: National Power Portal

- **Solar Energy leads the renewable energy segment** in India currently with 90.76 GW (45%) playing a crucial role in India's efforts to harness its abundant sunlight. **Wind power follows closely with 47.36 GW (23%),** driven by the vast potential of the coastal and inland wind corridors across the country.
- **Hydroelectric power is another key contributor**, with large hydro projects generating 46.92 GW (23%) and small hydro power adding 5.07 GW (3%), offering a reliable and sustainable source of energy from India's rivers and water systems. Biopower, including biomass and biogas energy, adds another 11.32 GW (6%) to the renewable energy mix.

Leading States in Renewable Energy Capacity

- **Rajasthan** tops the list with 29.98 GW of installed renewable energy capacity, benefiting from its vast land and abundant sunlight. Gujarat with a capacity of **29.52 GW driven by its strong focus on solar and wind energy projects.**
- **Tamil Nadu** ranks third with **23.70 GW** leveraging its favorable wind patterns to generate substantial energy. Karnataka stood at fourth with a Capacity of **22.37 GW** supported by a mix of solar and wind initiatives. These four States are driving the India's renewable Energy Capacity

Exhibit: Top States Driving India's Renewable Energy Capacity (GW), As of October 2024

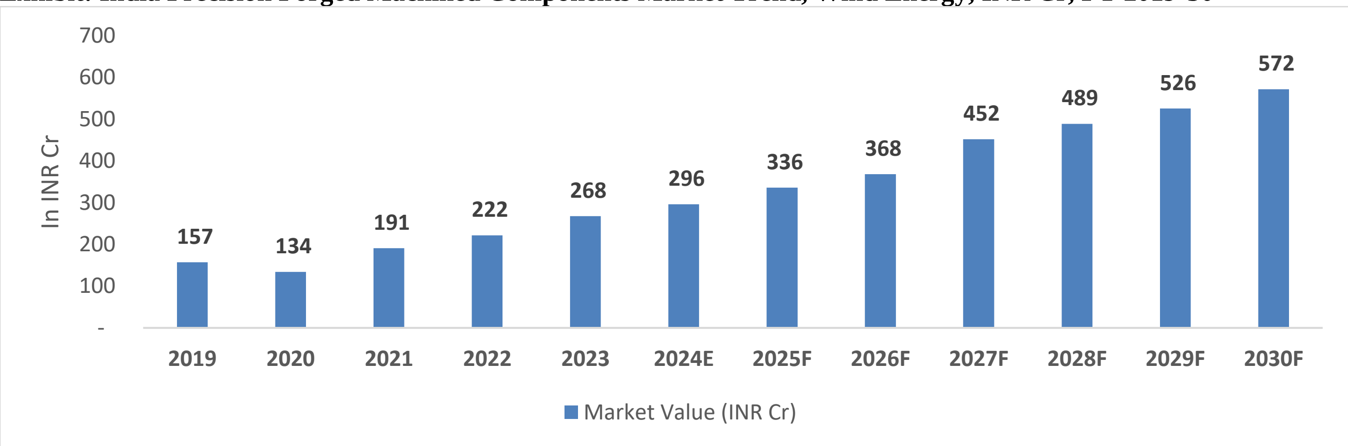


Source: National Power Portal

*Other States includes Maharashtra, Andhra Pradesh, Madhya Pradesh, Telangana, Uttar Pradesh, Punjab, Himachal Pradesh

India Precision Forged Machined Components Market: Wind Energy, FY 2019-2030

Exhibit: India Precision Forged Machined Components Market Trend, Wind Energy, INR Cr, FY 2019-30



Source: Frost & Sullivan Analysis

E-Estimated, F-Forecasted

- Indian Precision Forged Machined Components Market for Wind Energy was valued at **INR 296 Crores in FY 2024** and is projected to mark **INR 572 Crores by 2030** with a **CAGR of 11.6% from FY 2024 to 2030** driven by growth in demand of precision forged machined components from wind segment such as Parts in the nacelle (gearbox, high-speed shaft, low-speed shaft and brake), the yaw drive for upwind turbines (shaft and gear) and tower components for both downwind and upwind turbines.

Key Schemes and Programs

- The Government of India has implemented a range of measures and initiatives aimed at promoting and accelerating renewable energy capacity across the nation, with an ambitious target of achieving 500 GW of installed electric capacity from non-fossil sources by 2030.

- Key programs include the National Green Hydrogen Mission, PM-KUSUM, PM Surya Ghar, and PLI schemes for solar PV modules.

National Green Hydrogen Mission

The key objective of this mission is to make India the Global Hub for production, usage and export of Green Hydrogen and its derivatives. This will contribute to India's aim to become Aatmanirbhar through clean energy and serve as an inspiration for the global Clean Energy Transition.

- **Exports:** This mission will facilitate export opportunities through supportive policies and strategic partnerships.

- **Domestic Demand:** The Government of India will specify a minimum share of consumption of green hydrogen or its derivative products such as green ammonia and green methanol by designated consumers as energy or feedstock. The year-wise trajectory of such minimum share of consumption will be decided by the Empowered Group (EG).

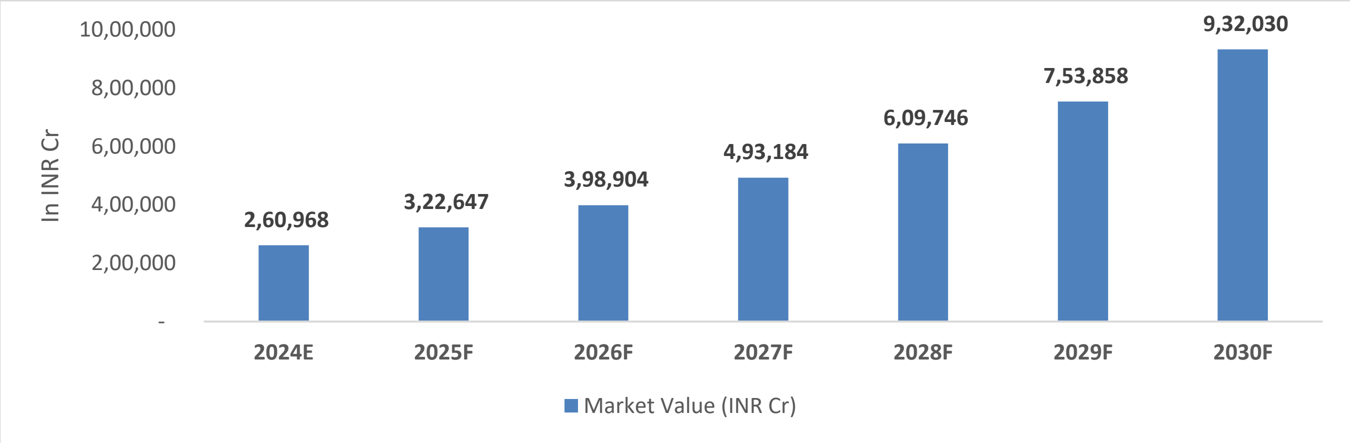
- **Competitive Bidding:** Demand aggregation and procurement of green hydrogen and green ammonia through the competitive bidding route will be undertaken**.**

- **Certification framework:** MNRE will also develop a suitable regulatory framework for certification of Green Hydrogen and its derivatives as having been produced from RE sources.

India Nuclear Energy

Business Potential in Nuclear Energy in India (INR Cr), FY 2024-2030

Exhibit: Business Potential in Nuclear Energy in India, INR Cr, FY 2024-30



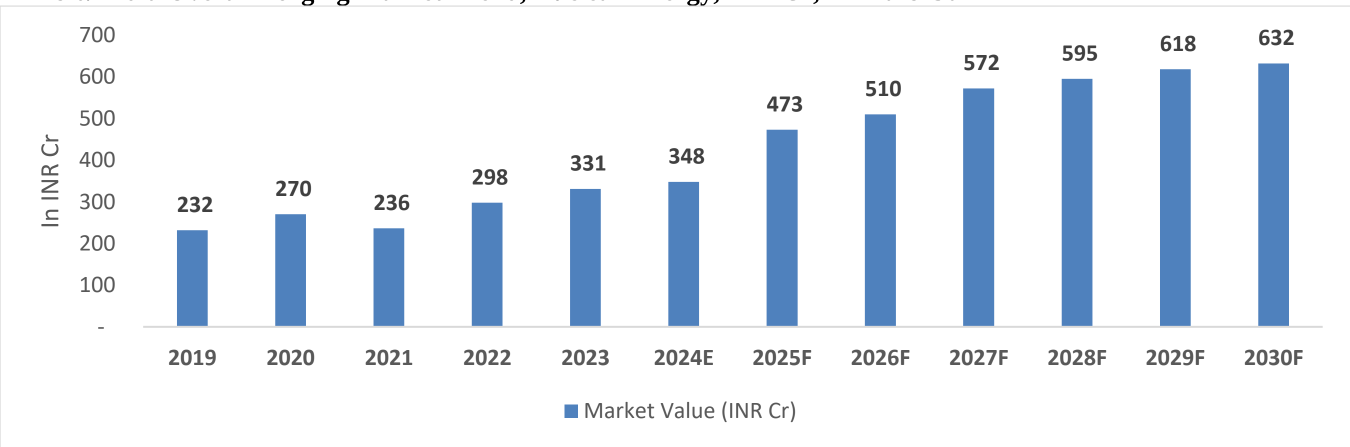
Source: Nuclear Business Platform and Frost & Sullivan

E-Estimated, F-Forecasted

- It is estimated that Nuclear Energy segment in India holds a business opportunity of **INR 2,60,968 Crores in FY 2024** and is projected to create a business opportunity of **INR 9,32,030 Crores by FY 2030** with a growth rate of **23.63% from FY 2024-30** driven by the construction of **20 nuclear projects** currently under construction and those with financial sanctions, with an anticipated completion date by 2031.

India Overall Forging Market: Nuclear Energy, FY 2019-2030

Exhibit: India Overall Forging Market Trend, Nuclear Energy, INR Cr, FY 2019-30

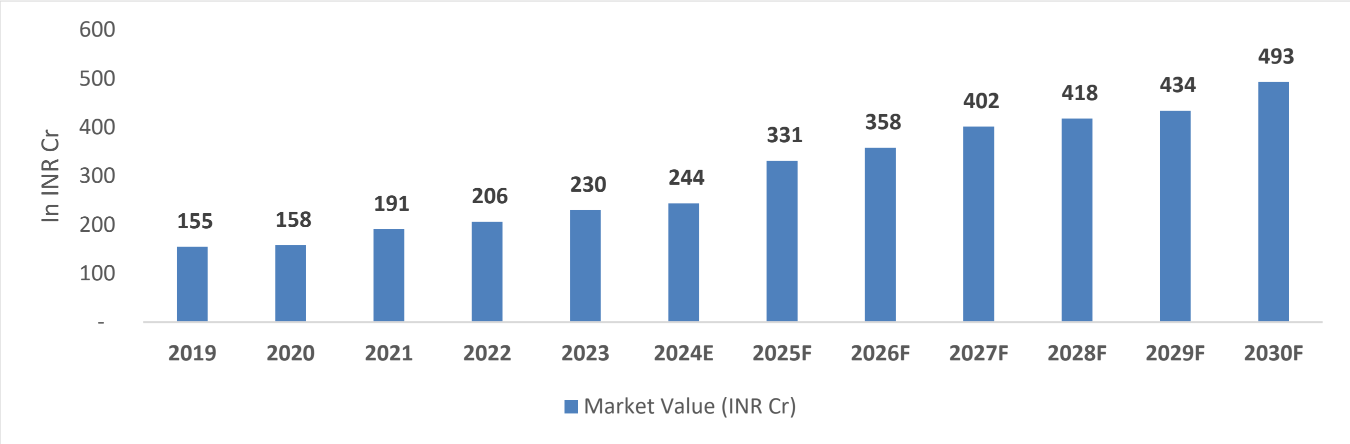


Source: Frost & Sullivan Analysis
E-Estimated, F-Forecasted

- Indian Overall Forging Market for Nuclear Energy was valued at **INR 348 Crores in FY 2024** and is projected to mark **INR 632 Crores by 2030** with a **CAGR of 10.4 % from FY 2024 to 2030** driven by demand of raw forgings and forged machined components such as pump and pump shafts, flanges, gears and tubes, drilling block, tees and bends, connectors, rings, transition cones and discs and global shift towards clean and sustainable form of energy.

India Precision Forged Machined Components Market: Nuclear Energy, FY 2019-2030

Exhibit: India Precision Forged Machined Components Market Trend, Nuclear Energy, INR Cr, FY 2019-30



Source: Frost & Sullivan Analysis

E-Estimated, F-Forecasted

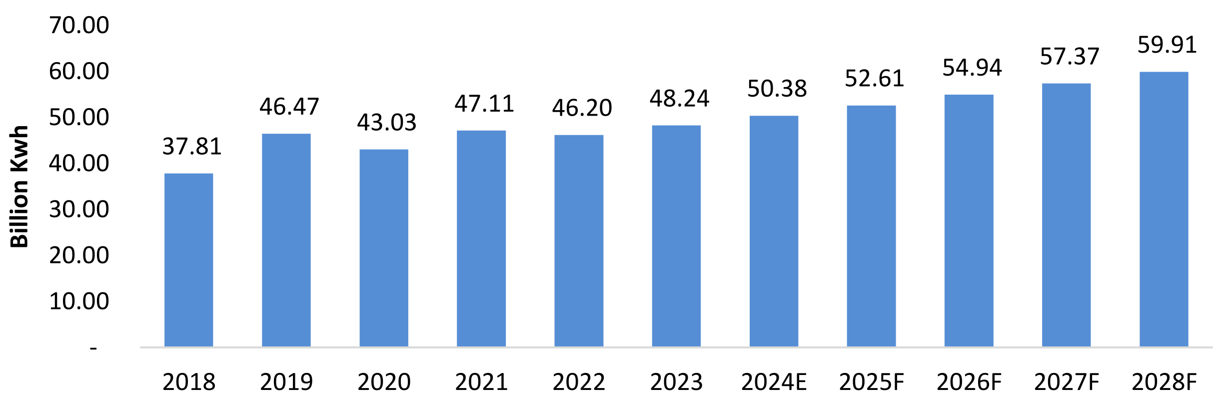
- Indian Precision Forged Machined Components Market for Nuclear Energy was valued at **INR 244 Crores in FY 2024** and is projected to mark **INR 493 Crores by 2030** with a **CAGR of 12.4 % from FY 2024 to 2030** driven by demand of precision forged machined components such as pump and pump shafts, flanges, gears and tubes, drilling block, tees and bends, connectors, rings, transition cones and discs.

India Power Generation and Capacity-Nuclear: FY 2018-2028F

- India's nuclear power source constitutes to **2.6% of the total power generation** in India.

- It is projected to grow from **48.24 billion Kwh in 2023 to 59.91 billion Kwh in 2028F**. India is expected to use three stage programs for power generation with a combination of Pressurized Heavy Water Reactor (PHWR) and Fast Breeder Reactor (FBR). This would give the capability to grow multi fold capacity additions through uranium-plutonium route.

Exhibit: India Power Generation -Nuclear (Billion kwh) 2018-2028F



Source: MoSPI, Energy Statistics India Publication 2024
E-Estimated, F-Forecasted

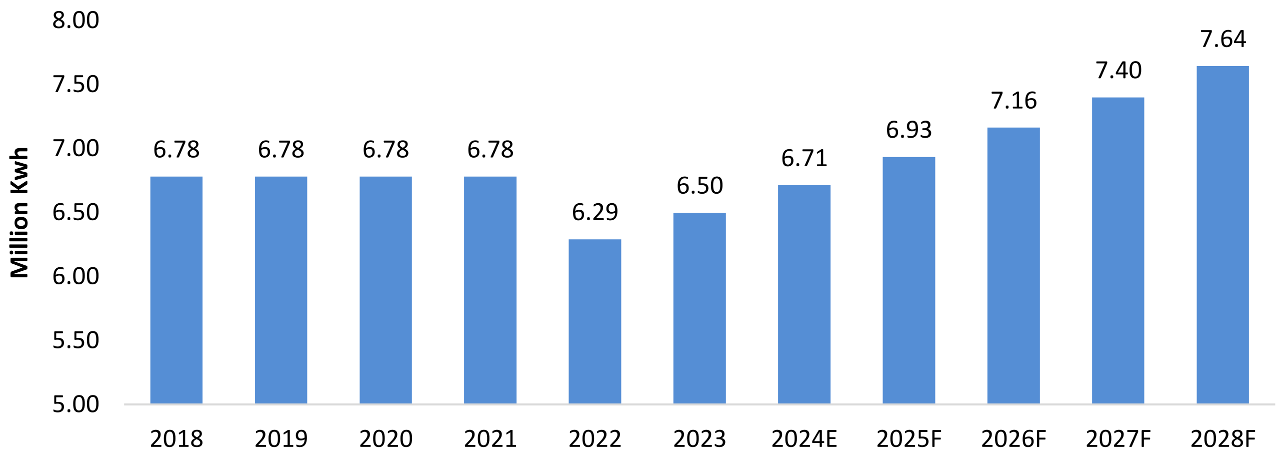
India Power Capacity-Nuclear:

- India nuclear power has a total installed capacity of **6.71 million Kwh in 2024E,** and this is expected to grow to **7.64 million Kwh in 2028F.** The Government is adding capacity into the nuclear power generation sector.

- **Two more reactors of 1,000 MWe** have been approved and is expected to be ready by 2030. These two reactors are expected to be in Kudankulam, this would increase the nuclear capacity capability to **22,480 MWe by 2030.** There are around 22 operational nuclear reactors in India and another 11 nuclear stations are expected to be commissioned with a cumulative capacity of 8,700 MW.

- India has plans to increase nuclear power generation mix of nuclear from 3% to 10% in the future. Shifting to the nuclear energy sector, large tenders are expected from the energy and power sector for the construction of 10 new reactors within the next 8 years.

Exhibit: India Power Capacity -Nuclear (Billion kwh) 2018-2028F



Source: MoSPI, Energy Statistics India Publication 2024

E-Estimated, F-Forecasted

Exhibit: Major Nuclear Installations in India, As of October 2024

Name	State	Capacity	Highlights
Kudankulam Nuclear Power Plant	Tamil Nadu	2,000 MW (2 units of 1,000 MW each)	This plant uses VVER-1000 reactors supplied by Russia and is the largest nuclear power station in India.
Tarapur Atomic Power Station	Maharashtra	1,400 MW (2 units of 540 MW and 2 units of 160 MW)	It is the oldest nuclear power plant in India, with its first units commissioned in 1969.
Rajasthan Atomic Power Station	Rajasthan	1,180 MW (8 units of varying capacities)	The first unit of this plant was commissioned in 1973, and it now has multiple reactors in operation.
Kaiga Atomic Power Station	Karnataka	880 MW (4 units of 220 MW each)	Known for its indigenous pressurized heavy water reactors (PHWR).
Madras Atomic Power Station (MAPS)	Tamil Nadu	440 MW (2 units of 220 MW each)	Located at Kalpakkam, it uses PHWR and was among the first reactors in India to be constructed indigenously.
Narora Atomic Power Station	Uttar Pradesh	440 MW (2 units of 220 MW each)	This plant is located on the banks of the Ganges River and uses PHWR technology.
Kakrapar Atomic Power Station	Gujarat	440 MW (2 units of 220 MW each, with additional units under construction)	It uses PHWRs and is undergoing expansion to increase its capacity.

Kalpakkam PFBR	Tamil Nadu	500 MW (under construction, expected to be operational soon)	This plant will be a significant step for India's fast breeder reactor program.
Bhimpur Nuclear Power Plant	Madhya Pradesh	1,400 MW (proposed)	This plant is in the planning stage and will significantly boost nuclear capacity upon completion.
Chutka Nuclear Power Plant	Madhya Pradesh	1,400 MW (proposed)	Another planned project expected to add to India's nuclear power generation capability.

Source: Frost & Sullivan Research

Nuclear Reactors Planned in India

Exhibit: Nuclear Reactors Planned

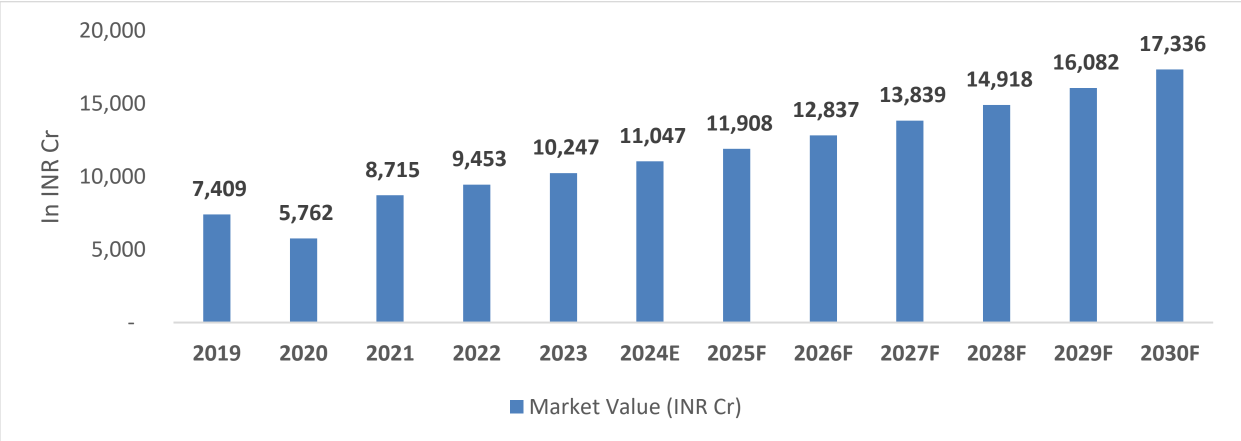
State	Reactor Name	Capacity (MW) each	Construction Planned
Haryana	Gorakhpur 1 & 2	700	2023
Haryana	Gorakhpur 3 & 4	700	By 2031
Madhya Pradesh	Chutka 1 &2	700	
Rajasthan	Mahi Banswara 1&2	700	
Rajasthan	Mahi Banswara 3&4	700	
Karnataka	Kaiga 5 & 6	700	

Source: World Nuclear Association

- There is tremendous potential for growth of Energy sector in India to meet the Energy needs of the fast-growing population which in turn will create opportunities for local manufacturer to fulfill the gap in the value chain by supplying the various forging raw materials and products to reduce the dependency on imports and promoting localization.

India Cryogenic Equipment Market

Exhibit: India Cryogenic Equipment Market Trend, INR Cr, FY 2019-30



Source: Frost & Sullivan Analysis

E-Estimated, F-Forecasted

- Indian Cryogenic Equipment Market for was valued at **INR 11,047 Crores in FY 2024** and is projected to mark **INR 17,336 Crores by 2030** with a **CAGR of 7.8% from FY 2024 to 2030.**

- Key drivers are government initiatives and policies promoting the adoption of cleaner fuels enhancing healthcare infrastructure and strengthening industrial capabilities, incentivization for the cryogenic technology.

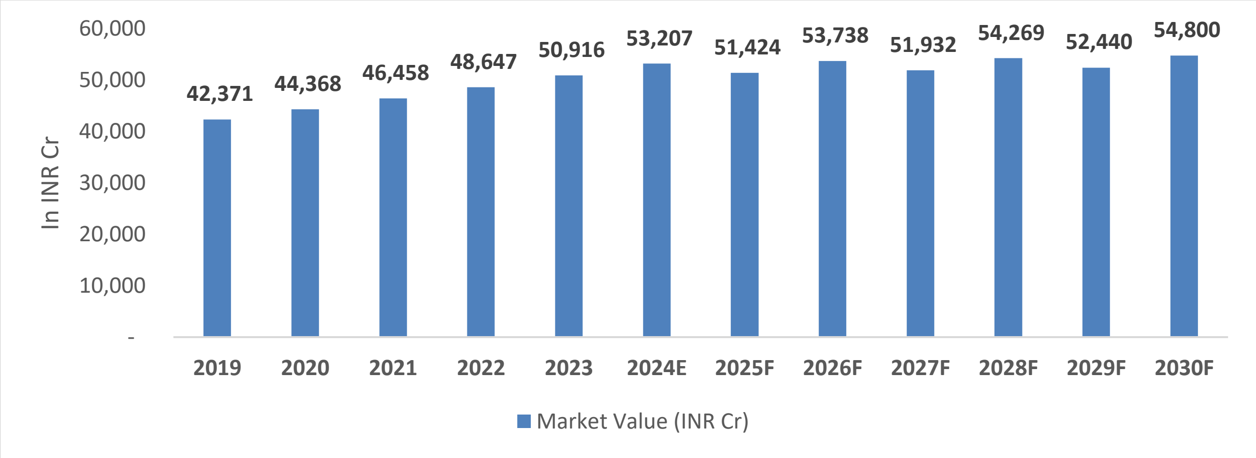
- **Cryogenic Tankers** are widely used in India particularly in the transportation of liquified natural gas (LNG). Cryogenic tankers enable the safe and efficient transportation of LNG from production facilities to distribution hubs and end users. **Forged valves are crucial component** used for regulating gas flow within the cryogenic tankers ensuring safety.

Energy Turbine Overview:

India Energy Turbine Market Overview

India Energy Turbine Market Trend FY 2019-2030

Exhibit: India Energy Turbine Market Trend, INR Cr, FY 2019-30



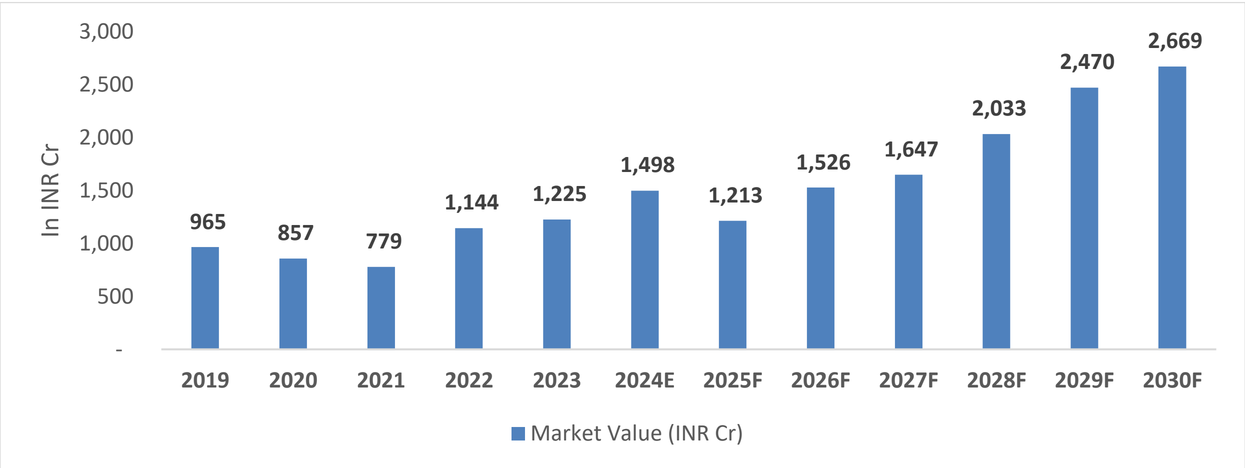
Source: Industry Report

E-Estimated, F-Forecasted

- Indian Energy Turbines market was valued at **INR 53,207 Crores in FY 2024** and is projected to mark **INR 54,800 Crores by 2030** with a **CAGR of 4.4% from FY 2024 to 2030** driven by **rapidly rising investments in the country's power generation infrastructure, coupled with growing concerns about environmental degradation.**

India Overall Forgings Market: Energy Turbine, FY 2019-2030

Exhibit: India Overall Forgings Market Trend, Energy Turbine, INR Cr, FY 2019-30

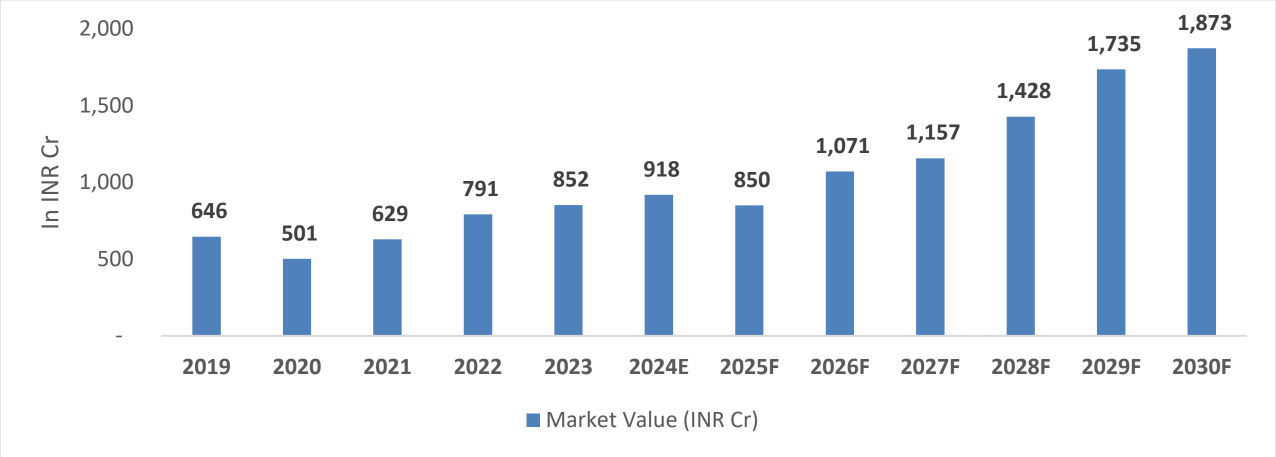


Source: Frost & Sullivan Analysis
E-Estimated, F-Forecasted

- Indian Overall forgings market for **Energy Turbines** was valued at **INR 1,498 Crores in FY 2024** and is projected to **mark INR 2,669 Crores by 2030** with a **CAGR of 10.1 % from FY 2024 to 2030** driven by demand of forgings and forged machined components from Gas and Steam Turbines segments.

India Precision Forged Machined Components Market: Energy Turbine, FY 2019-2030

Exhibit: India Precision Forged Machined Components Market Trend, Energy Turbine, INR Cr, FY 2019-30



Source: Frost & Sullivan Analysis

E-Estimated, F-Forecasted

- Indian Precision Forged Machined Components Market for **Energy Turbines** was valued at **INR 918 Crores in FY 2024** and is projected to **mark INR 1,873 Crores by 2030** with a **CAGR of 12.6 % from FY 2024 to 2030** driven by precision forged machined components from Gas and Steam Turbines segments.

- Precision forged and machined components used in these **segments are Drive Shafts and Rotor Shafts, forged tubes, forged Disks, blocks, blades and vanes of turbines, seamless rings, stators, spacers, retainers, flanges, adapters, nozzles, casings, bearing blocks and shells.**

With the growth of the Renewable Energy segment demand for forged components from various segments such as Wind, Solar, Hydropower, Biomass and Geothermal is increasing.

- **Forged Products for Wind Power Segment:** Parts in the nacelle (gearbox, high-speed shaft, low-speed shaft and brake), the yaw drive for upwind turbines (shaft and gear) and tower components for both downwind and upwind turbines.

- **Forged Products for Hydropower:** Rings, discs and shafts are ideal for components such as blades, wheels and driveshafts for both turbines and generators.

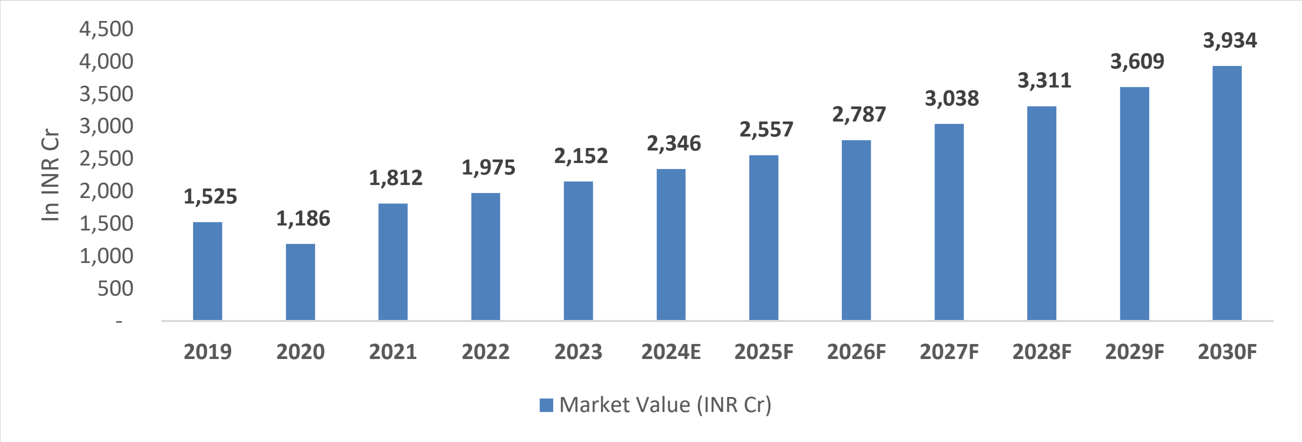
- **Forged Products for Solar Energy Segment:** Solar energy harvesting employs turbines, and solar panels frequently require gearing in the manufacturing process, which are great applications for forgings.

- **Forged Products for Biomass Segment**: Kiln Components

- **Forged Products for Geothermal Power Segment:** Forged bar used in drilling for steam to blades for turbines, shafts for generators and blanks for gearboxes.

India Gas Turbine Market Trend FY 2019-2030

Exhibit: India Gas Turbine Market Trend, INR Cr, FY 2019-30



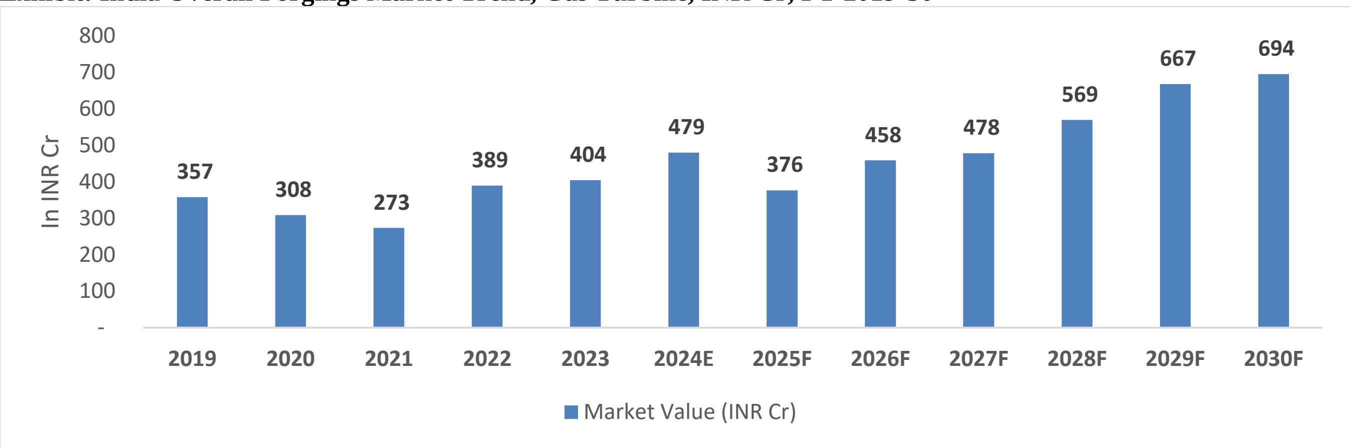
Source: Industry Report

E-Estimated, F-Forecasted

- Indian Gas Turbines market was valued at **INR 2,346 Crores in FY 2024** and is projected to mark **INR 3,934 Crores by 2030** with a **CAGR of 9% from FY 2024 to 2030** driven by **rapidly rising investments in the country's power generation infrastructure, coupled with growing concerns about environmental degradation.**

India Overall Forgings Market: Gas Turbine, FY 2019-2030

Exhibit: India Overall Forgings Market Trend, Gas Turbine, INR Cr, FY 2019-30



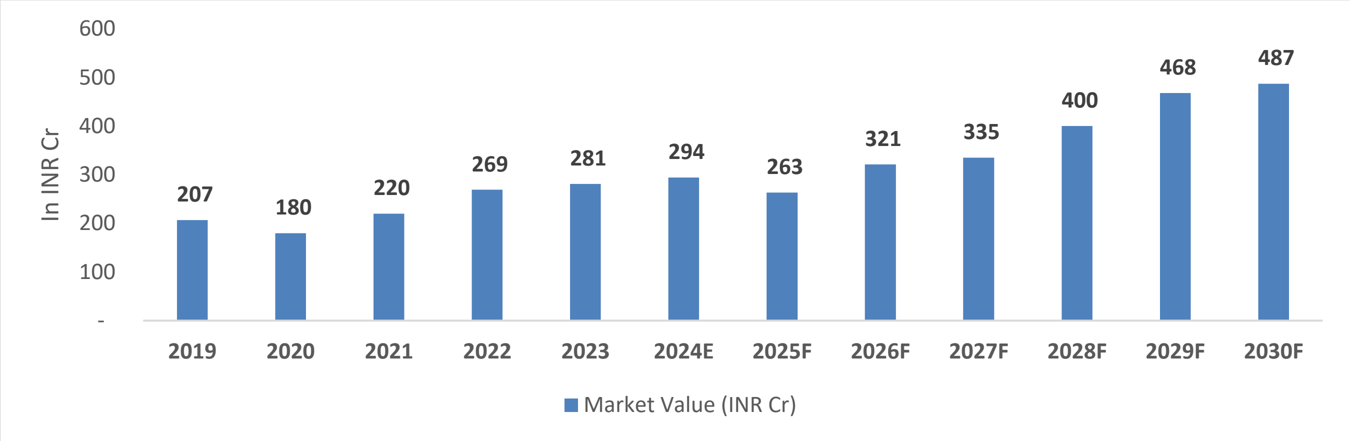
Source: Frost & Sullivan Analysis

E-Estimated, F-Forecasted

- Indian Overall Forgings Market for **Gas Turbines** was valued at **INR 479 Crores in FY 2024** and is projected to **mark INR 694 Crores by 2030** with a **CAGR of 6.4 % from FY 2024 to 2030**.

India Precision Forged Machined Components Market: Gas Turbine, FY 2019-2030

Exhibit: India Precision Forged Machined Components Market Trend, Gas Turbine, INR Cr, FY 2019-30

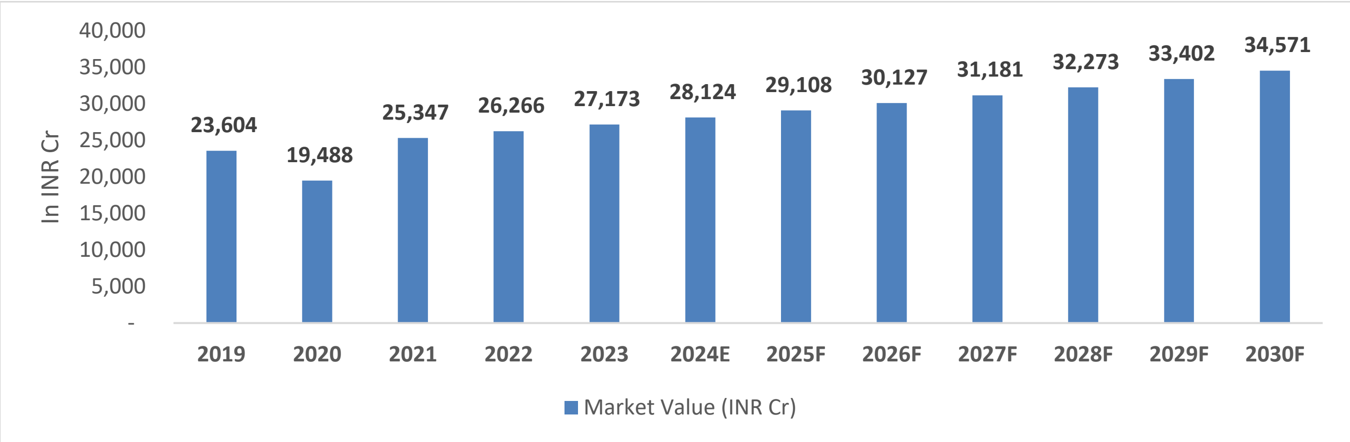


Source: Frost & Sullivan Analysis
E-Estimated, F-Forecasted

- Indian Precision Forged Machined Components Market for **Gas Turbines** was valued at **INR 294 Crores in FY 2024** and is projected to **mark INR 487 Crores by 2030** with a **CAGR of 8.8 % from FY 2024 to 2030**.

India Steam Turbine Market Trend FY 2019-2030

Exhibit: India Steam Turbine Market Trend, INR Cr, FY 2019-30

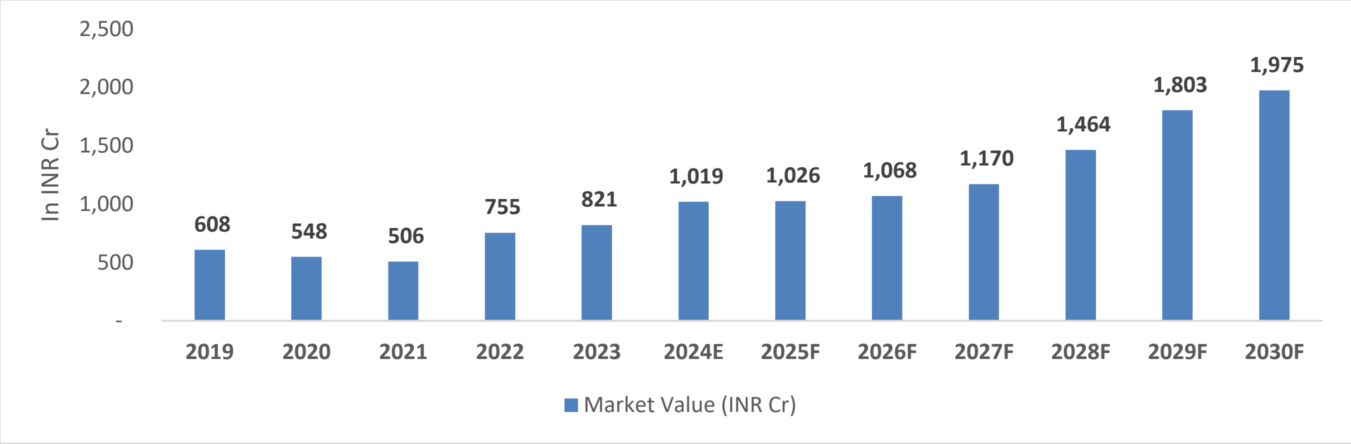


Source: Industry Report
E-Estimated, F-Forecasted

- Indian Steam Turbines market was valued at **INR 28,124 Crores in FY 2024** and is projected to mark **INR 34,571 Crores** by **2030 with a CAGR of 3.5%** from **FY 2024 to 2030** driven by increasing demand of electricity and rapidly rising investments in the country's power generation infrastructure.

India Overall Forgings Market: Steam Turbine, FY 2019-2030

Exhibit: India Overall Forgings Market Trend, Steam Turbine, INR Cr, FY 2019-30



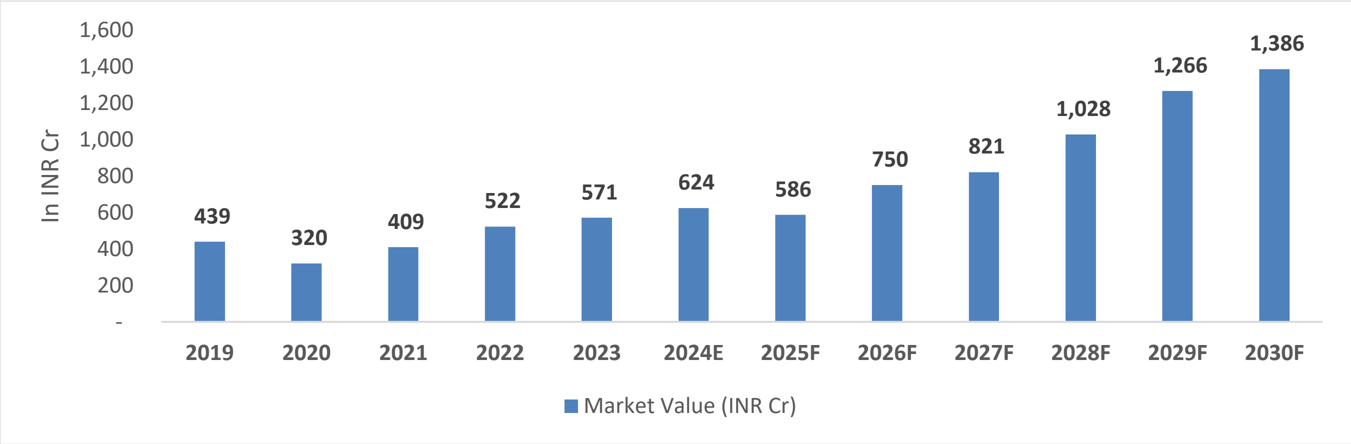
Source: Frost & Sullivan Analysis

E-Estimated, F-Forecasted

- Indian Overall Forgings market for **Steam Turbines** was valued at **INR 1,019 Crores in FY 2024** and is projected to **mark INR 1,975 Crores by 2030** with a **CAGR of 11.7 % from FY 2024 to 2030**.

India Precision Forged Machined Components Market: Steam Turbine, FY 2019-2030

Exhibit: India Precision Forged Machined Components Market Trend, Steam Turbine, INR Cr, FY 2019-30



Source: Frost & Sullivan Analysis
E-Estimated, F-Forecasted

- Indian Precision Forged Machined Components Market for **Steam Turbines** was valued at **INR 624 Crores in FY 2024** and is projected to **mark INR 1,386 Crores by 2030** with a **CAGR of 14.2 % from FY 2024 to 2030**.

Key Turbine Manufacturers

- **GE Power, Siemens Energy AG & Mitsubishi Power Ltd. have the largest number of orders (70% share as per orders in H12022)** for gas turbines, whereas Siemens Energy & Triveni Turbines Ltd. have the largest number of orders (37% share as per orders in H1 2022) for steam turbines.

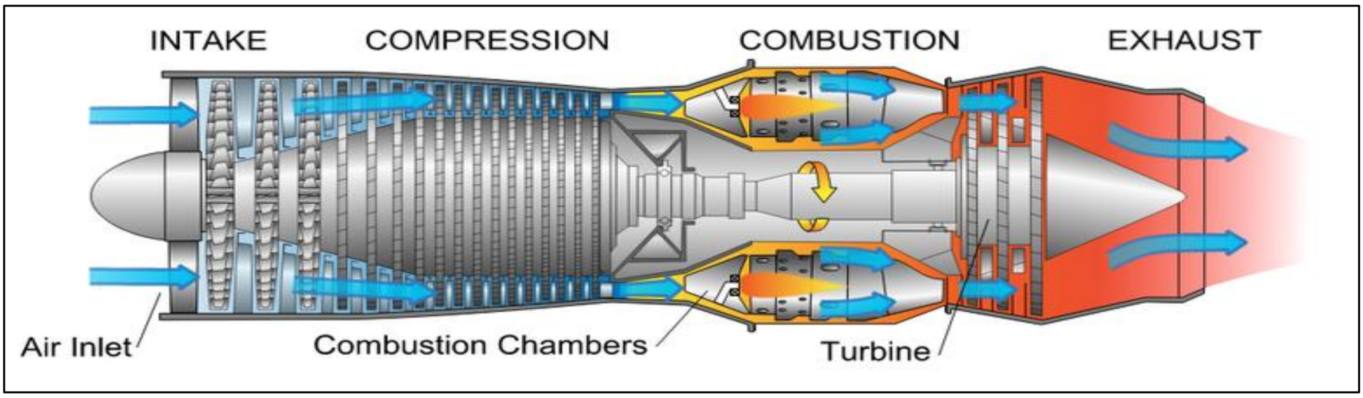
Exhibit: Details of Key Turbine Manufacturers

Manufacturer	Description	Energy Related Products	End Use Segments
General Electric	US based conglomerate that is present is diverse industries.	Gas Turbine Steam Turbine Generators Boilers	Power generation Renewable energy Healthcare Oil and gas Industrial solutions
Siemens Energy AG	Germany based MNC that provides solutions and services across different industries.	Energy Automation & Smart Grid Turbine Other power gen. equipment	Power generation Industry & manufacturing Infrastructure & buildings Healthcare Digitalization and software solutions
Mitsubishi Power Ltd.	Japan based company with expertise in power generation, industrial equipment & infra solutions.	Gas Turbine Steam Turbine Generators Power plant solution Boilers	Thermal power plants Renewable Energy Integrated Energy solution Environmental solutions
Ansaldo Energia S.P.A.	Italy based company recognized for its expertise in power generation equipment.	Gas Turbine Steam Turbine Generators Power Plant solution	Thermal power Generation Industrial power generation Renewable energy
Bharat Heavy Electricals Limited (BHEL)	Indian PSU that manufacturers power generation equipment.	Gas Turbin Steam Turbine Generators Boilers	Aerospace Defence Electrical Equipment Locomotive
Triveni Turbines Ltd.	India based Steam Turbine manufacturer	Steam Turbine	Textiles Oil & Gas Chemical Power Generation
Harbin Turbine Co. Ltd.	China based enterprise that manufactures all types of turbines	Gas Turbine Steam Turbine Nuclear Turbine Fossil Turbine	Power generation Transmission distribution Nuclear Oil and Gas
Dongfang Electric Corporation	China state-owned company that builds steam turbines	Steam Turbine	Power generation Transmission distribution Oil and Gas
Shanghai Electric Power Generation Group	China based MNC that deals in power generation & electrical equipment	Steam Turbine Wind Turbines	Power generation Transmission, distribution Electrical
Baker Hughes	US based company with diverse offerings across energy & industrial value chain	Gas Turbine Steam Turbine	Oil and Gas Industrial applications
Solar Turbines	US based company which supplies energy solutions for power generation & other applications	Gas turbines	• Energy • Industrial • Renewable • Marine

Source: Company websites

Key Components of a Turbine and its maintenance Cycle

Exhibit: Pictorial Representation of a Gas Turbine



Source: Energy Education

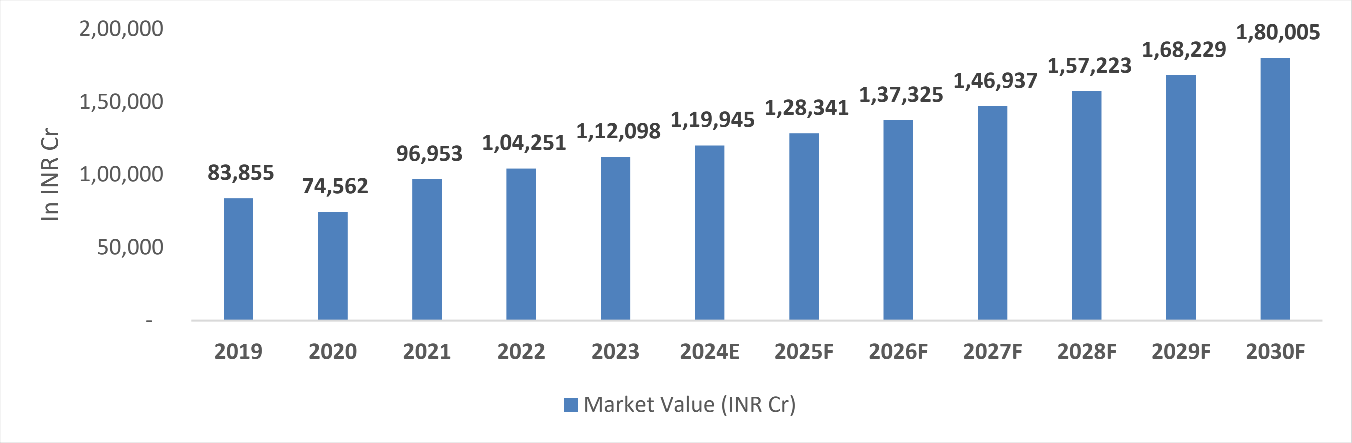
A gas turbine is an internal combustion engine used in power plants. It converts natural gas or other liquid fuels into mechanical energy, which in turn drives a generator to produce electrical energy transmitted through power lines. Major components of a gas turbine include:

1. **Air Inlet:** It is an important component that makes huge amount of air to enter the turbine maintaining the pressure or flow, the filters used remove contaminants from the air. The air inlet is designed to ensure a steady air flow & maximize air compression.
2. **Compressor:** Airfoils in this section perform the function to pull in large air volume, compresses the air to required pressure & pushes it to the combustion chamber at high speed. Usually axial-flow compressors are used due to their ability to maintain continuous air flow. These compressors consist of rotor blades/airfoils, drums and stator blades/airfoils which work in creating an ‘adverse’ pressure gradient to push gas to high static pressure from low across the compressor. Component critically is of high importance to prevent flow reversal and avoid ‘stalling’ of blades/airfoils which increases power required and decreases component life.
3. **Combustion Chamber:** Here the fuel is injected, post that ignition of fuel-air mixture is done using spark plugs located in the chamber. The job of flame stabilizers is to ensure that the flame stays in the combustion zone & is stopped from moving back in the compressor section.
4. **Power Turbine:** The most vital component that converts the energy from high temperature & high-pressure gas into mechanical energy, which generates electricity. The gas flowing through the turbine expands and exerts a force on the blades and makes them move. The moving blades draw more pressure in the combustion section & spin the generator to produce electricity. Cooling systems are mounted to maintain the temperature of the turbine.
5. **Blades/Airfoils:** A turbine blade can be divided into 4 parts: Air foil, platform, shank & dovetail. They contain rows of hollow airfoils for cooling purposes. The compressor and turbine sections of a gas turbine use two types of blades:
   - **Rotor Blades/Airfoils:** These blades are responsible to accelerate & compress the incoming air in the compressor & extract energy from gas flow in the turbine. They are shaped in aerodynamic manner to hold high centrifugal forces & run at high speeds.
   - **Stator Blades/Airfoils (Guide Vanes):** They are used to compress the air near the rotor blades, optimize the angle of attack & reroute the airflow. These blades are important to the performance & efficiency of the turbine.
   - **Key Components are Casing, Rotor, Blades Airfoils, Diaphragms, Bearings, Governor & support system**

Aerospace

India Overall Components Market Trend: Aerospace, FY 2019-2030

Exhibit: India Overall Components Market Trend, Aerospace, INR Cr, FY 2019-30



Source: Frost & Sullivan Analysis
E-Estimated, F-Forecasted

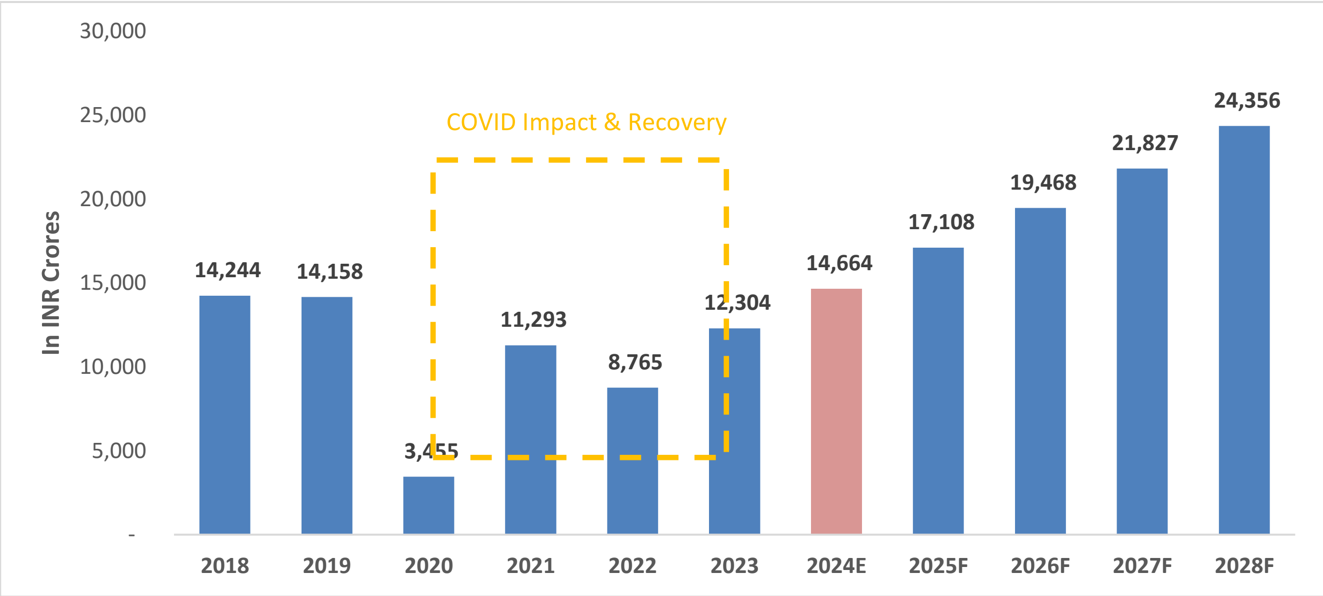
- Indian Overall Aerospace Components Market was valued at **INR 1,19,945 Crores in FY 2024** and is projected to mark **INR 1,80,005 Crores by 2030** with a **CAGR of 7% from FY 2024 to 2030** by increase in demand of aircraft components such as **air fuselage, landing gear, Engine discs, components of wings, undercarriage components, aircraft structural systems propelled by requirement of more number of aircrafts to combat growing air passenger traffic** and **growing Aerospace MRO market in India.**

Key Trends and Business Models

There are three key business models in the commercial aircraft MRO market, they are:

- **<u>In- House MRO</u>**
    - In-house MRO (Maintenance, Repair, and Overhaul) business models refer to the strategies adopted by airlines to manage and maintain their aircraft fleets in-house, rather than outsourcing the work to third-party MRO providers. This approach can be beneficial for commercial air carriers that have the resources and capabilities to invest in their own infrastructure, as it allows them to control the entire maintenance process and ensure that their aircraft are maintained to the highest standards.
    - In conclusion, in-house MRO business models can be beneficial for commercial air carriers that have the resources and capabilities to invest in their own infrastructure. However, it requires a significant upfront investment and ongoing maintenance costs.
- **<u>Third Party MRO Service Providers</u>**
    - Third-party Maintenance, Repair, and Overhaul (MRO) business models have emerged as vital components in industries reliant on complex machinery and equipment. These models offer specialized services to maintain, repair, and overhaul assets, enabling organizations to focus on core operations while outsourcing technical expertise.
- **<u>OEM MRO Service Providers</u>**
    - In OEM MRO service provider model the maintenance services are provided by the OEMs. The OEMs are predominantly present in the Engine maintenance segment of the MRO. In companies like Rolls Royce, 64% of the commercial aviation revenues are accounted for from services, which includes MRO

Exhibit: Indian MRO Market Size (2018-2028F)



Source: Frost & Sullivan estimates
E-Estimated, F-Forecasted

- The Indian airlines have been taking aircraft to Southeast Asian countries and Middle East to cater to the MRO needs, predominantly due to the taxation issues and lack of skilled labour in India. Even though the basic checks take place in India, the major MRO works are conducted outside India.

- The Indian MRO commercial market has experienced a rebound post the COVID-19. The market reduced to **INR 3,455 Crores in 2020 from INR 14,158 Crores in 2019**. The bankruptcy of Jet Airways in 2019 coupled with the impact of COVID-19 are the key reasons for the market to shrink in 2020. The market is projected to grow at a **CAGR of 14.6% between the period 2023- 2028F from INR 12,304 Crores to INR 24,356 Crores in 2028F.**

Potential of MRO in India

Factors which are expected to provide necessary fillip to the Indian MRO Industry are:

- **Rising Demand because of growing fleet size:**

  - Various MRO facilities are being built to promote localization. Air India is developing Mega MRO facility in **Bengaluru India with an investment of INR 1,400 Crores and the operation is expected to commence from early 2026.**

  - OEMs and leading MROs across the world. Various domestic and foreign investors could also consider investing in the MRO sector in India by way of alliance and collaboration.SR Technics announced its selection by Air India, India's largest full-service global carrier, as the partner of choice for long-term maintenance support of the airline's CFM56-5B/-7B engine fleet.

  - Under the terms of the six-year agreement, SR Technics will provide comprehensive MRO services for Air India's fleet, ensuring the highest levels of engine performance and operational reliability.

  - The MoU between Air India Engineering Services Ltd. (AIESL) with Pratt & Whitney – to launch a joint engine MRO facility in Mumbai – and the venture between Wadia group and SIA Engineering Company have been key developments in the sector.

- **Availability of low-cost diverse pool of workforce:**

  - India is globally recognized for its strong engineering curriculum. This holds true for the MRO industry as well, wherein the scope of benefiting from a strong and competent workforce is considerable. One of the most significant benefits that India provides to the rest of the world is the availability of highly qualified engineers with the capability of being trained for an array of technical MRO activities.

- Another important reason that puts India on the map for MRO activity is its cost advantage. Labour cost which forms a considerable share of overall cost in airframe and component maintenance is comparatively lower in India, thereby ensuring higher labour arbitrage as compared to global counterparts.

- **Prevalent sale and lease back model providing a large scope for redelivery maintenance services:**

Redelivery maintenance is an important aspect of an airline and lessor's MRO requirements, especially in India, where the sale-and lease-back model is common. This is a big opportunity for component repair as well as heavy maintenance.

Collaboration between Aircraft makers and the technology providers are in trend.

The new face of Indian Aerospace: Tata Boeing JV

The Tata Boeing Aerospace Limited (TBAL):

- The Tata Boeing Aerospace Limited (TBAL) facility represents the future of India as a global exporter of aerospace. Spread over 14,000 square meters, the state-of-the-art manufacturing facility located at Hyderabad, India has been producing aero-structures for Boeing's AH-64 Apache helicopter, including fuselages, secondary structures and vertical spar boxes for customers worldwide. TBAL is setting an example of Boeing's commitment towards Aatmanirbhar Bharat and the co-development of integrated systems in aerospace and defence not just for India, but for the world.

- After the foundation of the facility was laid in 2016, TBAL delivered the first Apache fuselages in 2018. In July 2021 TBAL delivered the 100th fuselage for the AH-64 Apache combat helicopter to Boeing. TBAL, as of today, has delivered over 250 AH-64 fuselages. TBAL also manufactured and shipped its first vertical fin structure for the 737 airplane.

TATA Advanced Systems (TASL):

- Tata Advanced Systems Limited (TASL), a wholly owned subsidiary of Tata Sons, is the strategic Aerospace and Defence arm of the TATA Group. Tata Advanced Systems Limited is one of the country's leading private players for aerospace and defence solutions and aspires to be the 'Partner of Choice', especially for the government's 'Make in India' program and for global Original Equipment Manufacturers (OEMs).

- Tata Advanced Systems provides full range of Integrated solutions across Aerostructures & Aero-Engines, Airborne Platforms and Systems, Defence & Security and Land Mobility.

- Tata Advanced Systems are working with top notch OEMs and Tier 1 global suppliers such as Airbus, Boeing, Collins Aerospace, Dassault Aviation, Lockheed Martin, GKN Aerospace, Spirit Aerosystems.

- As a major milestone for India's Aerospace & Defence industry, Tata Advanced Systems Limited (TASL) and Airbus inaugurated the Final Assembly Line (FAL) complex for the Airbus C295 aircraft in Vadodara, Gujarat in India.

- TASL and Airbus are partnering for the pioneering 'Make in India' project to deliver 56 C295 aircraft to the Indian Air Force (IAF).

- As per the contract, 40 units will be manufactured and assembled in partnership with TASL at this FAL, while 16 will be delivered to the IAF in 'fly-away' condition from Airbus' final assembly line in Seville, Spain.

- In September 2024 Tata Advanced Systems has entered into an agreement with U.S. aviation giant Lockheed Martin to "expand C-130J Super Hercules opportunities in India".

TATA Sikorsky Aerospace Limited:

- A Joint Venture (JV) based in Hyderabad, Telangana, India, between Tata Advanced Systems Limited, India and Sikorsky Aircraft Company, USA.
- Primarily started with focus on manufacturing parts for the S-92 Helicopter Cabins and has expanded its capacity and capabilities to serve more Customers / Programs in Aerostructures and Aero-engines**.**

Godrej Aerospace:

- The Company is a tier 1 manufacturer of precision and hi-tech aerospace components, assemblies and systems, executing global aerospace projects as well as partnering with global majors like Honeywell, GE, Rolls-Royce, and Boeing for the manufacture of precision component.
- Won an order for manufacturing eight modules of the DRDO turbojet Engines and became the first Indian Company to manufacture this class of Engines.
- The Company started with developing high precision components made of exotic alloys for the spacecrafts built by Indian Space Research Organization (ISRO) for its missions.
- Company is committed contributing to the Indian government's Make-In-India initiative and helping India achieve self-sufficiency in developing indigenous advanced fighter jet engines.
- Invested 500 crores for aerospace and defence projects and has incorporated new processes into its manufacturing processes.

Upcoming Aerospace Corridors in India

Government has set up some Aerospace Parks in select States of India such as Tamil Nadu, Kerala and Karnataka. to promote the Aerospace Industry.

Exhibit: Aerospace Corridor: Tamil Nadu

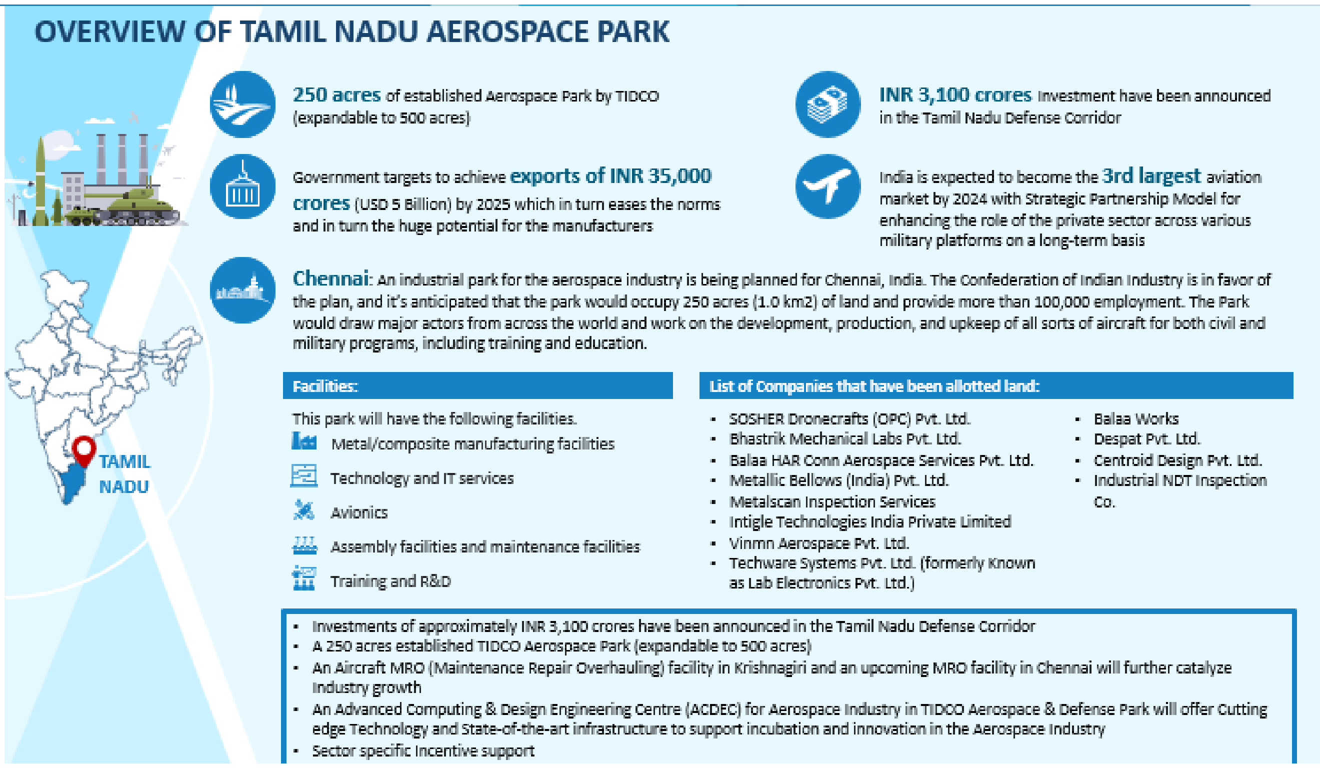
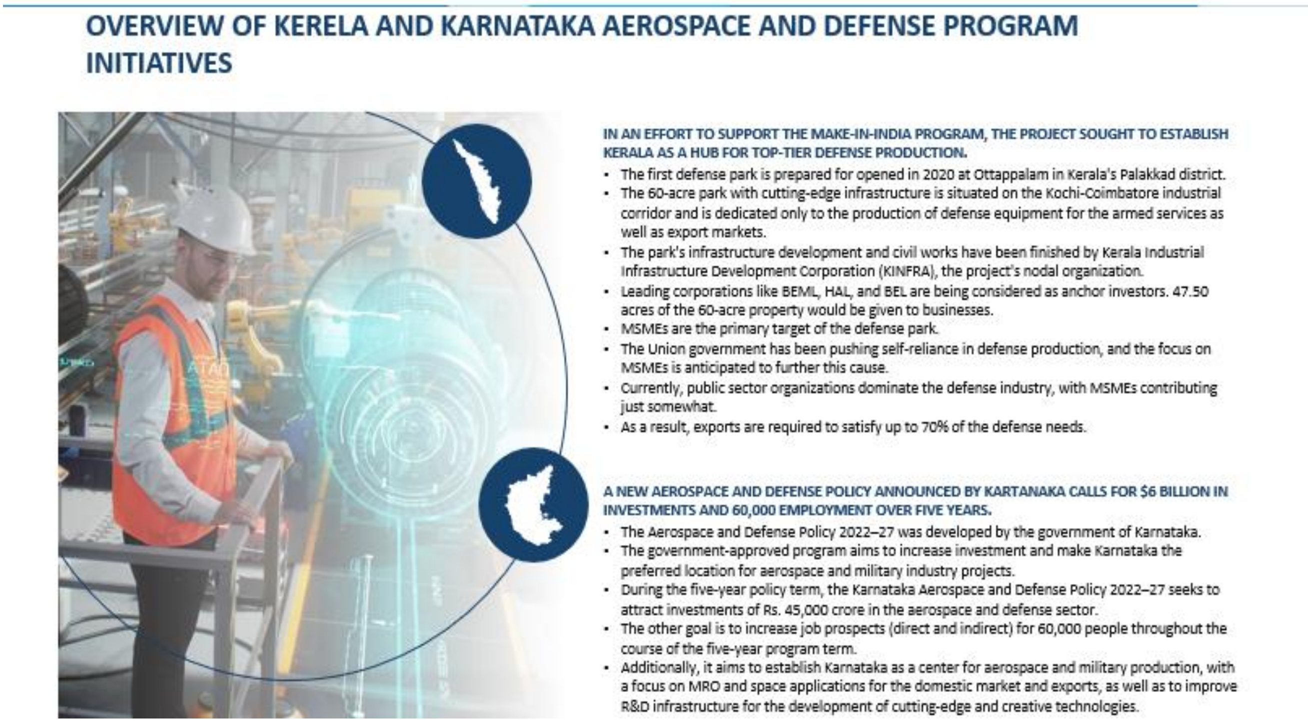


Exhibit: Aerospace Corridor, Kerala & Karnataka



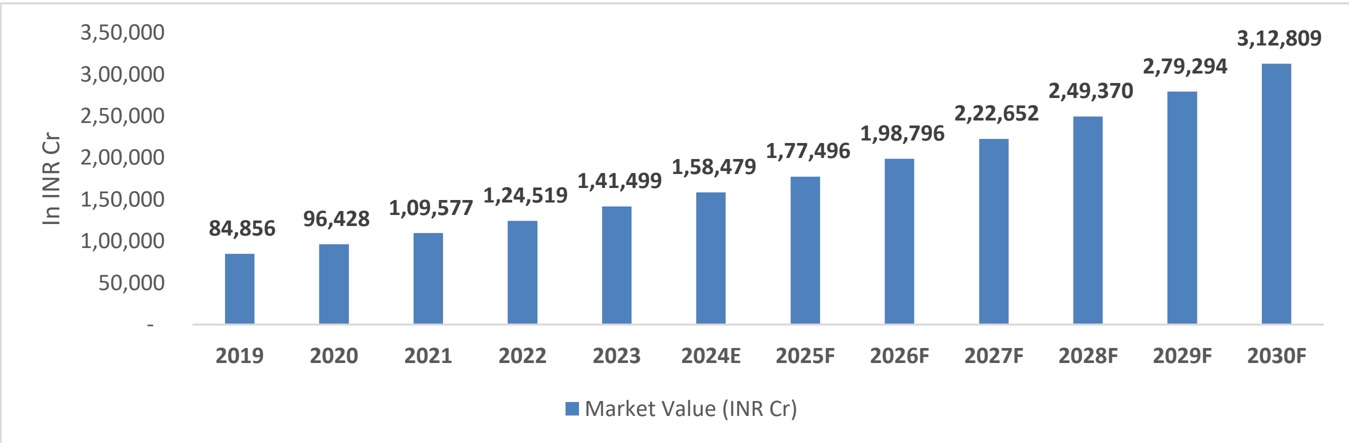
- enhancing safety are continuously being developed and implemented.
- The relaxation of FDI norms, the UDAN scheme for regional connectivity, and various safety regulations ensure that the industry remains competitive and robust. These policies not only attract investments but also ensure that the sector operates efficiently and safely.

Growth of Indian Aerospace segment will create the need for a greater number of airplanes and airports and to maintain the availability of the fleets MRO Service will flourish which is expected to bring opportunities for manufacturers for the supply of forged and other components required for smooth functioning of the aircrafts.

Defence

India Overall Components Market Trend: Defence, FY 2019-2030

Exhibit: India Overall Components Market Trend, Defence, INR Cr, FY 2019-30



Source: Frost & Sullivan Analysis

E-Estimated, F-Forecasted

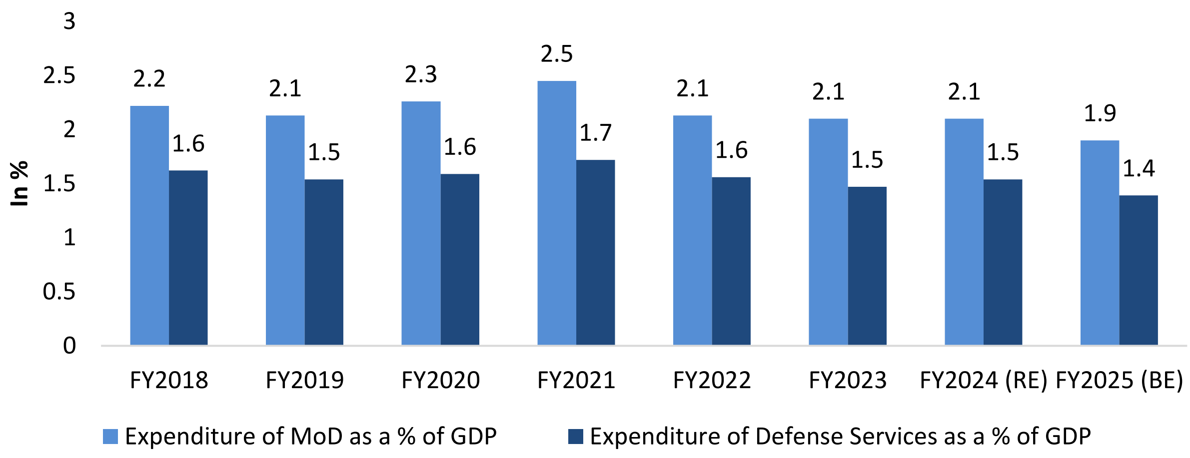
- Indian Overall Components Market for Defence was valued at **INR 1,58,479 Crores in FY 2024** and is projected to mark **INR 3,12,809 Crores by 2030** with a **CAGR of 12% from FY 2024 to 2030** driven growth of demand components **such as Engines, Suspension, turret, main body, track Armaments and Ammunition: Body, Extractors, ejectors, barrel Military Hardware: Parts for engines, suspension, main body and Track and Governments focus on boosting the domestic Defence production.**

Key Components of Defence Aircrafts

An aircraft typically consists of three key components: Outer structure, engine, and operational systems.

- Outer Structure consists of Fuselage, Wings, Empennage, Landing Gears.
- Engine consists of Fan, Compressor, Combustor, Turbine and Nozzle.
- Operational System consists of Avionics Technology, Engine Control Systems, Flight Control Systems, Pneumatic Systems, Hydraulic Systems, Rotary Wing Systems, Fuel Systems and Environmental Control Systems.

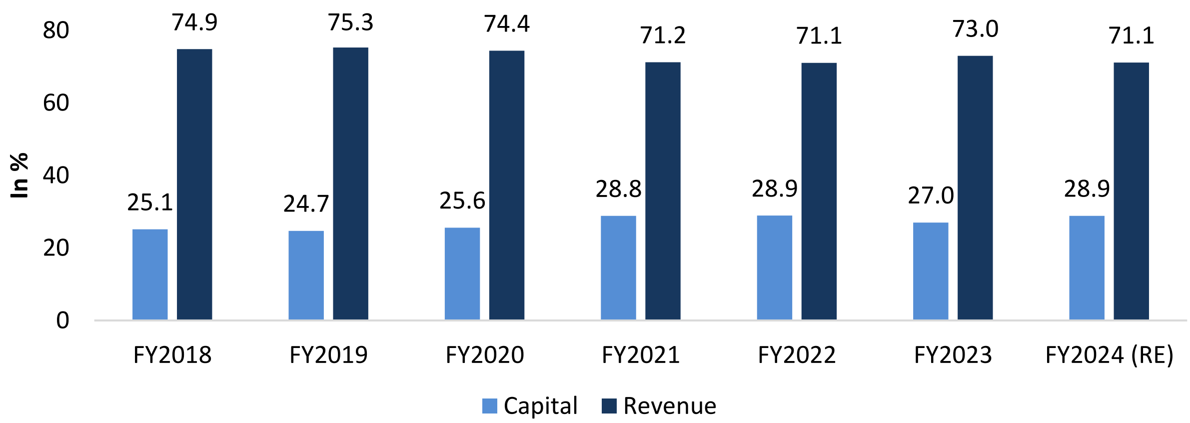
Exhibit: MoD and Defence Services expenditure as a % of GDP, (In %), 2018-2025F



Source: Union Budget and Economic Survey

Split of Defence Budget Revenue and Capital

Exhibit: Revenue and Capital Budget, (In %), 2018-2024F (BE)

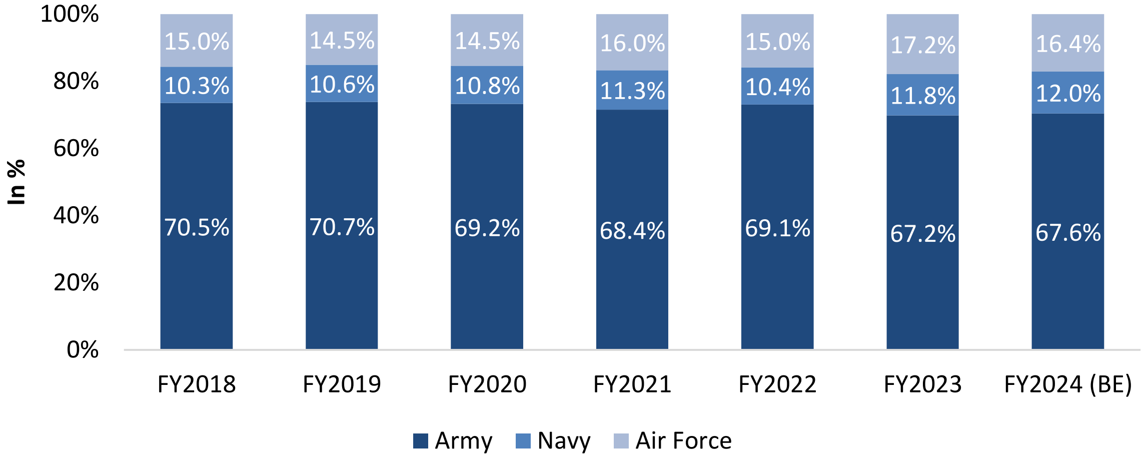


Source: IDSA, Defence Budget 2023-24

- The capital outlay has steadily increased **from 25.1% in FY2018 to 28.9% in FY2024F.** The increase in capital expenditure showcases the increased spending on procurement of new assets across land, naval and air platforms. During the same period, the revenue budget has decreased from **74.9% in FY2018 to 71.1% in FY2024F.**

Indian Revenue Budget Allocation Across Forces

Exhibit: Revenue Budget Allocation Across Forces, (in %), 2018-2024F

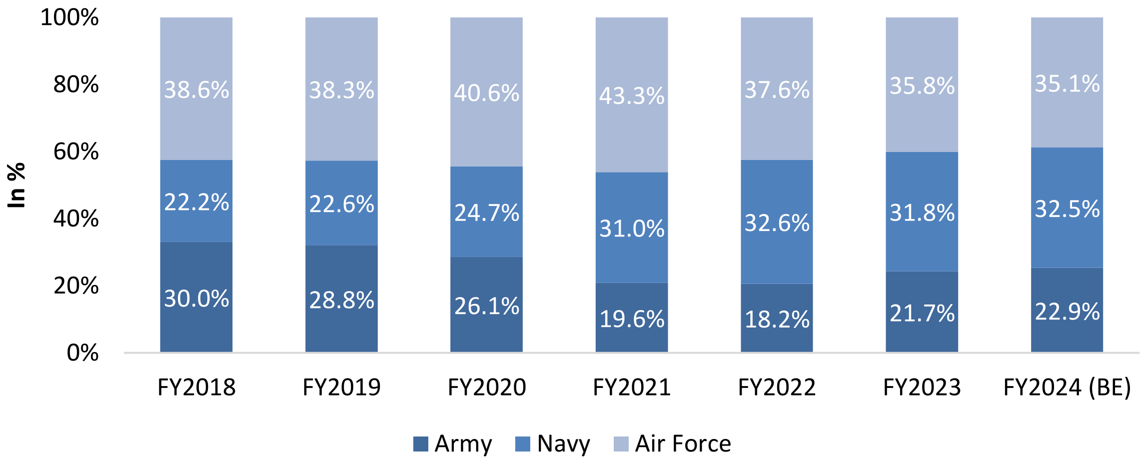


Source: IDSA, Defence Budget 2023-24, Note: Total will not be equal to 100%

- Revenue includes MoD (Civil Revenue), Defence Services (Revenue) and Defence Pensions. The revenue budget allocation of the Air Force and Navy has increased between the period FY2018 to FY2024. However, the revenue budget allocation for army has reduced **from 70.5% in FY2018 to 67.6% in FY2024**.

Revenue Budget Allocation Across Forces

Exhibit: Capital Outlay allocation across forces, (In %), 2018-2024F

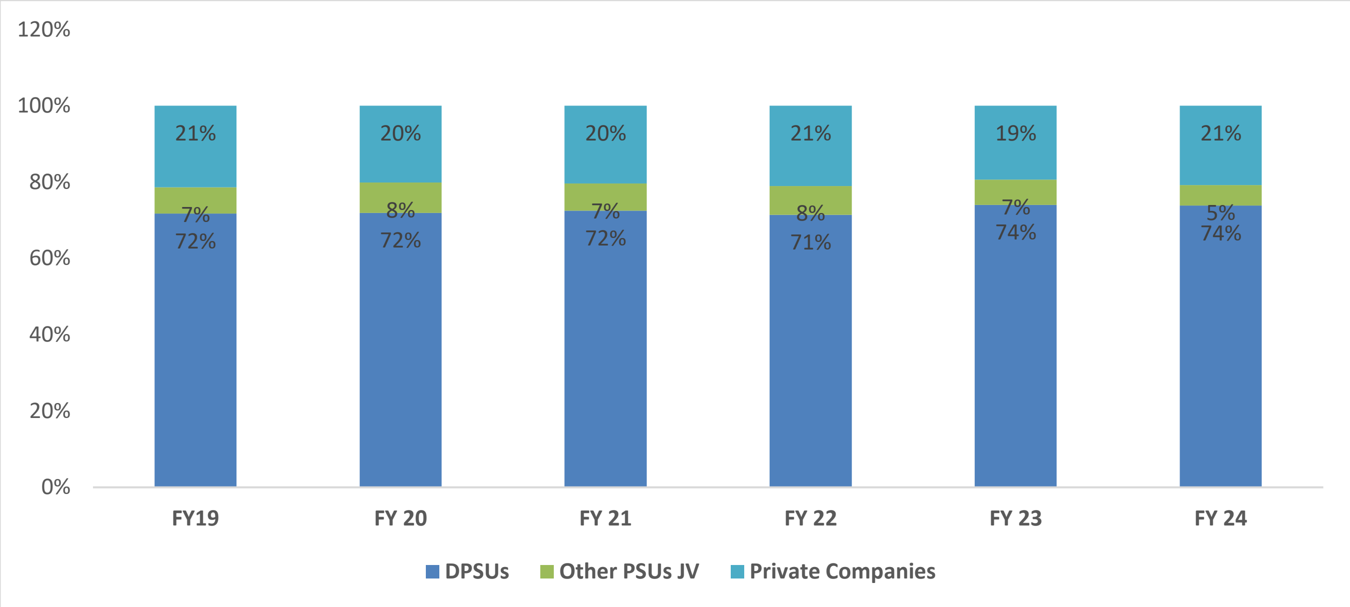


Source: IDSA, Defence Budget 2023-24, Note: Total will not be equal to 100%

- Revenue includes MoD (Civil Revenue), Defence Services (Revenue) and Defence Pensions. The revenue budget allocation of the Air Force and Navy has increased between the period FY2018 to FY2024. However, the revenue budget allocation for army has reduced from **70.5% in FY2018 to 67.6% in FY2024**.

Trends in Defence Production in India

Exhibit: Trend in Defence Production in India, FY 2019-24



Source: MoD, Dashboard

- For the year FY 24 the DPSUs contribute **74%** of the total Defence production, Other PSUs & JV **(5%)** and the rest are private sector companies **(21%).** Total Defence production in **FY 24** stood at **INR 1,27,265 Crores** driven by companies

Exhibit: Trend in Defence Production sector wise in India, FY 2019-24

Year	DPSUs*	Other PSUs JV	Private Companies	Total Production (INR Crores)
FY19	58,203	5,567	17,350	81,120
FY 20	56,882	6,295	15,894	79,071
FY 21	61,346	6,029	17,268	84,643
FY 22	67,703	7,222	19,920	94,845
FY 23	80,464	7,137	21,083	1,08,684
FY 24	93,985	6,774	26,506	1,27,265

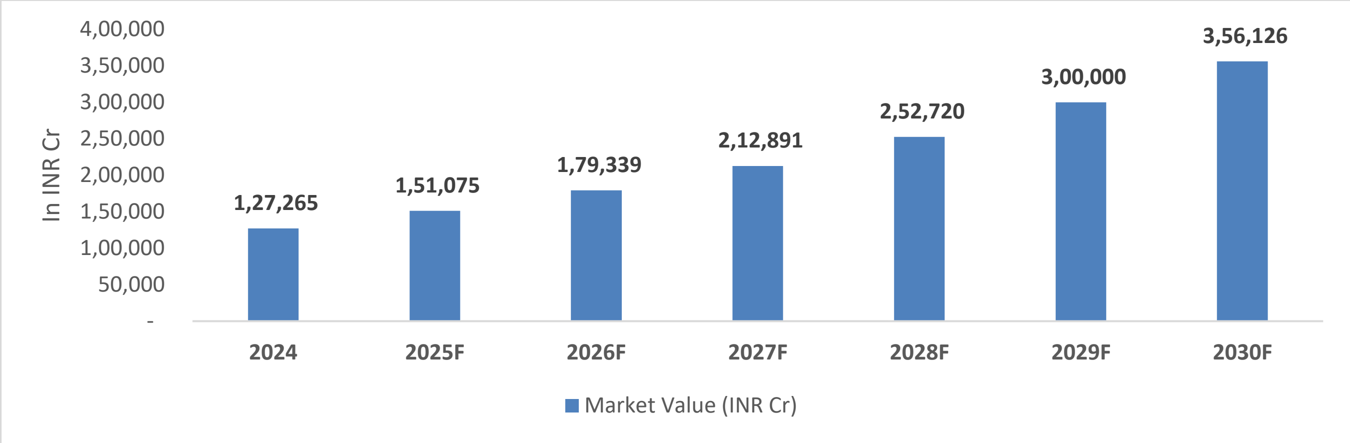
Source: MoD, Dashboard

**DPSUs stand for Defence Public sector Undertakings*

- To boost local manufacturing and reduce dependence on imports, the Indian Government recognized defence segment as a core sector for achieving **'AtmaNirbhar' in 2020**. The Scheme pushed for reforms across verticals and adequate funding to achieve 'self-reliance'. Post the launch of the scheme Defence production has grown at **14.56% between FY 21 and FY 24.**
- **As per the Ministry of External Affairs the Ministry of Defence has set a target of INR 3 Lakhs Crores for Defence Production by FY 2028-29 which will drive the Defence precision forged components market.**

India Projected Production: Defence FY 2024-2030

Exhibit: India Projected Production Market Trend, Defence INR Cr, FY 2024-30



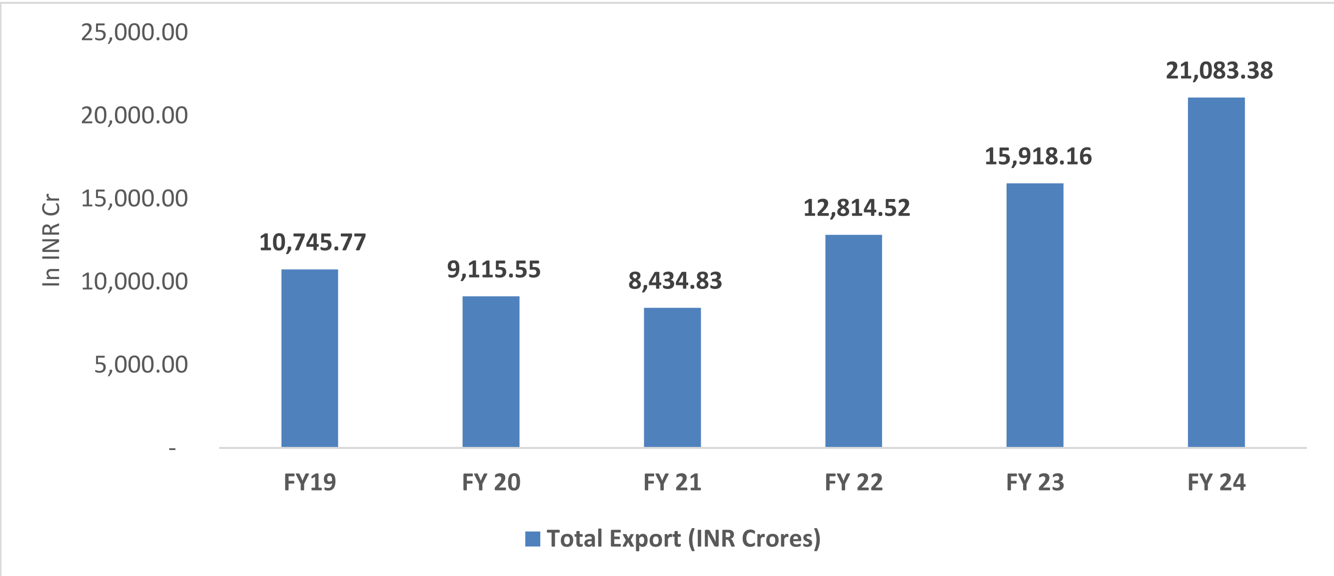
Source: Frost & Sullivan Analysis

F-Forecasted

- Indian Defence Production was valued at **INR 1,27,265 Crores in FY 2024** and is projected to mark **INR 3,56,126 Crores by 2030** with a **CAGR of 18.7% from FY 2024 to 2030** driven by government focus on Indigenization.

Indian Defence Export FY 2019-24

Exhibit: Defence Export Trend, India, FY 2019-24



Source: MoD, Dashboard

- Defence Export reached an all-time high **to INR 21,083.38 Crores** in **FY 24 and grew with a CAGR of 35.71 % from FY 21 to FY 24.**

The Ministry of Defence has set a target of achieving INR 50,000 Cr of Defence Export by FY 2028-29.

- The country exported to over 85 countries, according to a press release from the defence ministry. Currently, 100 Indian firms have exported products such as Dornier-228, 155 mm Advanced Towed Artillery Guns, Brahmos Missiles, the Akash Missile System, radars, simulators, Arms and Ammunition, Weapon Spares, Chemicals & Explosives, Parachutes, Leather and Clothing items, Electronic Warfare Technologies, radars, composite materials for LCA, AEW&C, Astra, LCA Tejas, ASAT, BrahMos, Nag missile, SAAW, Arjun MBT Mk 1A, 46-meter Modular Bridge, MPR, LLTR Ashwin, and Pinaka multi-barrel rocket launcher.

- Global demand for LCA-Tejas, light combat helicopters and maintenance of naval ship activities has increased. India has been negotiating with several countries, such as Argentina and Egypt, to export the LCA Tejas.

Defence PSUs have contributed around 40% to the total Defence exports, while the private sector accounts for 60% of the exports.

- The growth in defence exports is attributed to the government's efforts to promote exports, improve defence manufacturing capabilities, and foster innovation through tie-ups with R&D institutions, startups, and industry.

Atmanirbhar Bharat (Self Reliance) in Defence Sector

- The Defence Acquisition Procedure (DAP 2020) is being implemented to maximize the acquisition of defence equipment from indigenous sources and promote domestic manufacturing.

- The Government of India has ensured that the most preferred capital acquisition option is 'Buy Indigenously Designed, Developed, and Manufactured (IDDM)' category equipment, followed by 'Buy (Indian)'.

- The 'Make' categories aim to achieve self-reliance by increasing participation in the Indian industrial eco-system, including the private sector.

- Government funding has been provided for Make-I, Technology Development Fund (TDF), and Innovations for Defence Excellence (iDEX) projects. DRDO's TDF Scheme encourages MSMEs and start-ups to develop components, products, systems, and technologies on their own.

- The DRDO's 'Development cum Production Partner (DcPP)' model is implemented, in which Industry serves as the DcPP in system development projects. Industries can now use DRDO test facilities. Two Defence Industrial Corridors have been established in Uttar Pradesh and Tamil Nadu to boost domestic production of defence and aerospace products.

Defence PSUs in India

- **Defence PSUs (Public Sector Undertakings**) in India play a crucial role in the country's defence production and development. These PSUs are government-owned entities tasked with manufacturing and supplying defence equipment and systems to meet the requirements of the Indian armed forces. Here are some key points regarding defence PSUs in India:

- **Contribution to Defence Production:** Defence PSUs contribute significantly to India's defence manufacturing sector by producing a wide range of defence equipment, including aircraft, missiles, naval vessels, firearms, ammunition, and electronic systems.

- **Strategic Importance**: These PSUs are strategically important for India's self-reliance in defence production. They are often involved in the development of indigenous defence technologies and systems, reducing dependency on foreign suppliers.

- **Navratna and Mini Ratna Status:** Some defence PSUs have been conferred with Navratna and Mini Ratna status by the Government of India, granting them greater operational and financial autonomy to compete effectively in the global market.

- **Collaborations and Joint Ventures:** Defence PSUs often collaborate with foreign defence manufacturers through joint ventures and technology transfer agreements to enhance their capabilities and access advanced technologies.

- **Modernization and Expansion:** The Indian government has been emphasizing the modernization and expansion of defence PSUs to meet the evolving requirements of the armed forces and to boost indigenous defence production capacity.

Some of the major defence PSUs in India include:

Hindustan Aeronautics Limited (HAL): HAL is involved in the design, development, and manufacture of aircraft, helicopters, and related systems.

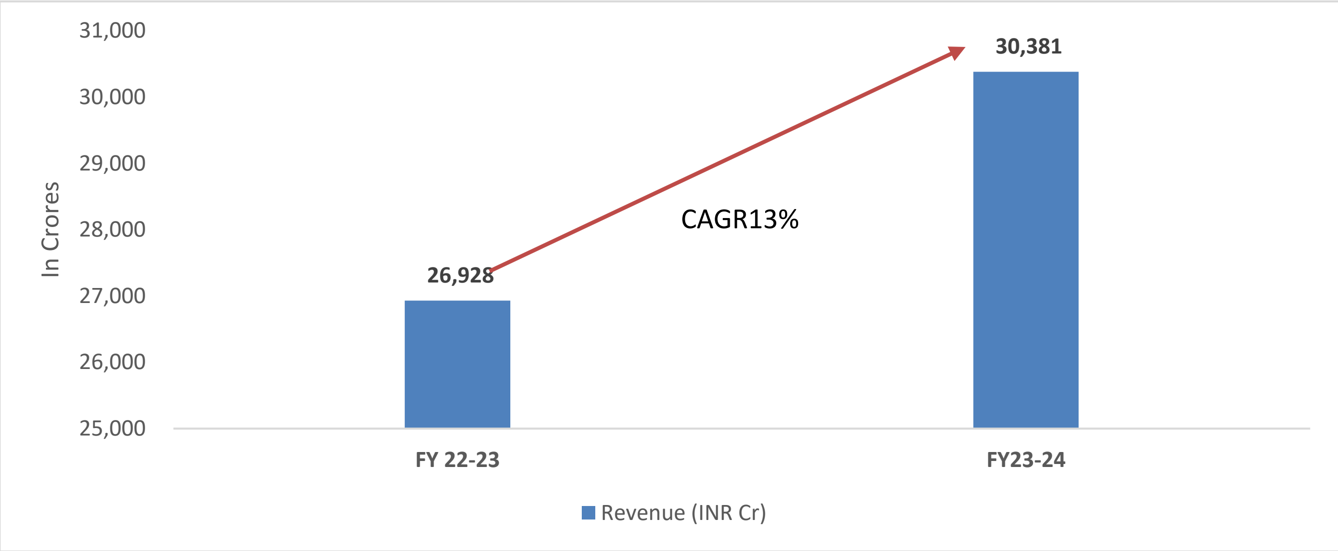
- HAL's operations are organized into five complexes, namely the Bangalore Complex, MiG Complex, Helicopter Complex, Accessories Complex, and Design Complex, which together include 20 production divisions and 10 Research and Design centers ("R&D Centres") located across India.

- In addition, HAL have 12 commercial joint venture companies and 2 subsidiary companies to enhance their operations. HAL rely on indigenous design and development as well as enter into technology transfer and license agreements with foreign OEMs to manufacture their products. HAL has so far produced 17 types of aircraft from in-house design and development and 14 types under license.

HAL Revenue Growth

- Hindustan Aeronautics Limited (HAL) had a stellar financial year, showcasing resilience and innovation. The company reported a robust revenue from operations of **INR 30,381 crores for FY '23-'24, a 13**% surge compared to the previous year's **INR 26,928 crores**. This leap was achieved despite global geopolitical challenges and disruptions in the supply chain.

Exhibit: HAL Revenue Growth Rate



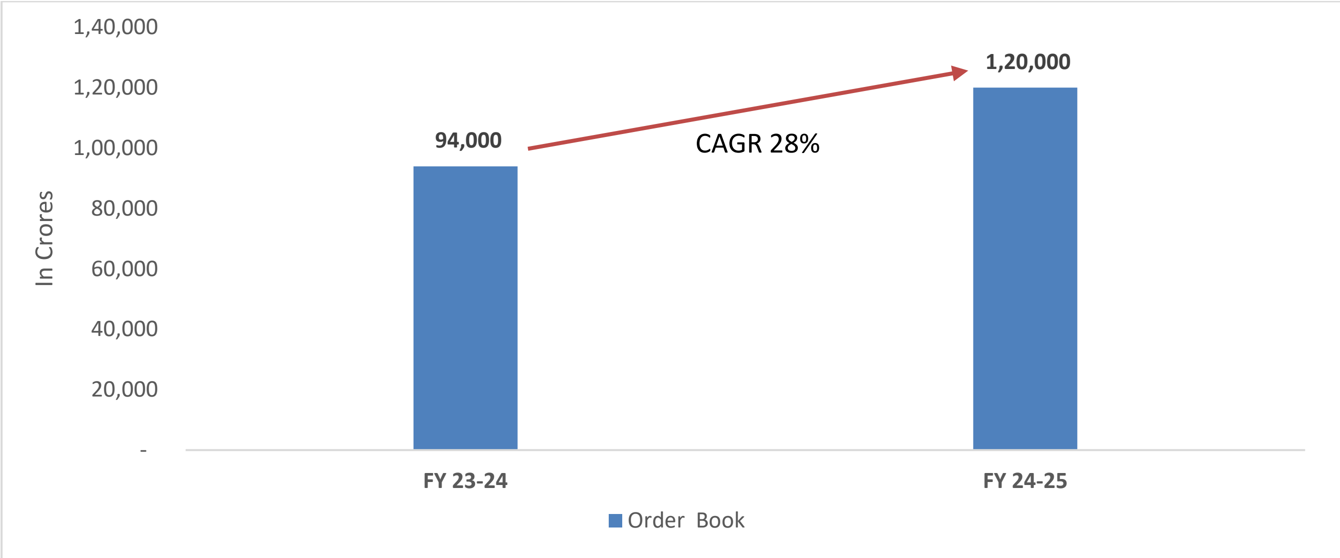
Source: HAL Earnings Call

HAL Enhanced Order Book and Future Prospects

- The company's order book is a significant highlight, standing at **INR 94,000 crores**, with an outstanding addition of nearly **INR 19,000 crores** last year.

- HAL expects this to grow further to approximately **INR 120,000 crores** by the end of March 2025, supported by anticipated contracts including 97 LCA Mark-1A units and 156 light combat helicopters.

Exhibit: HAL Order Book Growth



Source: HAL Earnings Call

- Major Orders bagged include Contracts for supply of ALH to Indian Army and Indian Coast Guard, RD-33 engine to Indian Air Force, Dornier-228 Mid Life Upgrade to Indian Navy, Dornier-228 to Indian Coast Guard, **6 sets of LM2500 Gas Turbines (GT)** and **Gas Turbine Auxiliary Equipment (GTAE)** for NGMV Program of Cochin Shipyard Ltd and 2 Nos. of Hindustan 228 export to Guyana Defence Forces**.**

Strong Product Pipeline and Capacity Expansion

- HAL's strategic focus on capacity and capability building is evident. Significant investments have been made in greenfield projects and capacity augmentation, such as the new helicopter factory in Tumakuru. The company is prepared to meet growing demands by maintaining independent manufacturing facilities for different platforms, ensuring there is no production bottleneck**.**

Exhibit: List of Ongoing Programs of HAL

Sl No.	HAL Program Name	Description and Status
1.	**Basic Trainer Aircraft (HTT-40)**	HTT-40 is the Basic Trainer Aircraft indigenously designed and developed by the Company. HTT-40 would be used for basic flight training, aerobatics, instrument flying and close-formation flights whereas its secondary roles would include navigation and night flying. Features of the aircraft include Air-conditioned cockpit, Tandem seating, Zero ejection seats and Multifunction Displays. A total of 3 prototypes have been built which includes two flying prototype and one Structural Test Specimen (STS).
2.	**Light Combat Aircraft (LCA Mk1A)**	LCA Mk1A is an advanced variant of indigenously developed LCA MK1 equipped with Mission Computers (MC), Digital Map Generator (DMG), Smart Multi-function Displays (SMFD), Combined Interrogator and Transponder (CIT), Advanced Radio Altimeter and integrated with Air to Air and Air to Ground weapons. The design and development activities for LCA Mk1A systems were undertaken, and certification activities are progressing. Concurrently, series production activities are also being progressed. The first production series fighter Aircraft of LCA Mk1A completed its maiden flight. Further, software fine-tuning and flight tests for weapon trials are being progressed to facilitate delivery of aircraft.
3.	**Light Utility Helicopter (LUH)**	The LUH is a single engine, 3 Ton weight class helicopter having Glass Cockpit with Multi-Function Displays. LUH is intended to meet different role requirements including high altitude operation. Three flying prototypes have been built and were extensively flight tested.

Sl No.	HAL Program Name	Description and Status
		Work on Automatic Flight Control System (AFCS), Autorotation, Emergency Flotation System (EFS), Helmet Mounted Display System (HMDS) is progressing.
4.	**Indian Multi Role Helicopter (IMRH)**	The Company has undertaken design and development of IMRH, a Medium Lift Helicopter of 13 Ton class primarily for high altitude troop and cargo transport. The sea variant of IMRH is named Deck Based Multi Role Helicopter (DBMRH). IMRH and DBMRH would be designed to meet the requirement of all the three military services and its future extension will cater to offshore operations, utility, VVIP transport roles will help diversify into Civil market.
5.	**Utility Helicopter-Maritime (UH-M)**	Utility Helicopter – Maritime (UH-M) is a 5.7 Ton dedicated Helicopter for deck-based operations with all four Main Rotor Blades foldable, to enable stowage in Navy's ships. Ministry of Defence accorded Acceptance of Necessity (AoN) for procurement of Utility Helicopter-Maritime.
6.	**25 kN Turbofan Engine (HTFE-25)**	Design and Development of a 25kN thrust class turbofan engine, which can be used on Basic/ Advanced military trainers, on small business jets and also large UAV applications is under progress. The engine can be used on a 5 Ton weight class aircraft in single engine configuration and on aircraft of up to 9 Ton weight class with twin engine configuration. Two core engines have been produced so far and are undergoing development trials.
7.	**1200 kW Turbo Shaft Engine (HTSE-1200)**	The 1200 kW Turbo shaft engine would be used as a power plant for 3 to 6 Ton category helicopters. One Technology Demonstrator of HTSE-1200 engine has been built and presently under testing.

Source: HAL Annual Report 2024

- Ministry of Defence (MoD) has signed a contract with Hindustan Aeronautics Limited (HAL) for **240 AL-31FP Aero Engines for Su-30MKI aircraft** at a cost of over INR **26,000 crores.**
- HAL aims to **deliver 30 Aero engines annually over the next eight years**, with plans to enhance indigenization to **63% by the program's completion, significantly increasing local content in repair and overhaul tasks.**
- This initiative emphasizes collaboration with India's defence manufacturing ecosystem, **including MSMEs and both public and private sectors**, reinforcing the nation's self-reliance in defence production.

Bharat Electronics Limited (BEL): BEL manufactures a range of defence electronics, including radars, communication systems, and electronic warfare equipment. **As of 1st October 2024, order book of BEL stood at INR 74,500 Crores and they are planning to double their order book in next 5 years.**

Bharat Dynamics Limited (BDL): BDL is engaged in the production of missiles and missile systems for the Indian armed forces. BDL is a leading manufacturer of missiles and missile systems in India. It designs, develops, produces, and integrates surface-to-air and surface-to-surface missile systems. BDL's products include the Akash surface-to-air missile, Prithvi series of surface-to-surface missiles, and various other missile systems. **Total order book of BDL stood at INR 18,852 Crores as of September 2024. In next 2-3 years they are planning to achieve INR 20,000 Crores order book.**

Mazagon Dock Shipbuilders Limited (MDL): MDL constructs naval vessels, including warships and submarines, for the Indian Navy. It builds a variety of ships for the Indian Navy, including destroyers, frigates, corvettes, and submarines. **The order book of MDL stood at INR 39,117 Crores as of June 2024**.

Garden Reach Shipbuilders & Engineers (GRSE): GRSE is another major shipbuilding company in India, specializing in the construction of naval vessels and commercial ships. It builds a range of ships, including frigates, corvettes, offshore patrol vessels, and amphibious warfare vessels. **Total order book of GRSE stood at INR 25,231.29 Crores as of 30 June 2024**.

Bharat Earth Movers Limited (BEML): BEML is involved in the design, manufacture, and supply of a variety of defence equipment, including earthmoving equipment, armoured recovery vehicles, and transporters. It also manufactures high-mobility vehicles for the Indian Army and other defence forces.

The defence PSUs in India play a vital role in ensuring the country's defence preparedness, promoting self-reliance in defence production, and contributing to the nation's security and sovereignty. **The Order book of BEML stood at INR 11,872 Crores in FY 2024 which is 38.53% higher than the previous financial year**.

Indian Defence Acquisition Procedure (DAP)

- **It promotes indigenous development and production of defence equipment through the "Make in India" initiative.**

- The DAP serves as a comprehensive framework for the acquisition of defence materiel by the Indian Ministry of Defence, aims to modernize the Indian Armed Forces, promote indigenous production, and enhance the nation's defence capabilities while adhering to principles of transparency, efficiency, and accountability.

- It encourages the involvement of the Indian defence industry in the acquisition process, promoting self-reliance, technology transfer, and the development of domestic manufacturing capabilities. Under the "Make in India" category, projects are classified into Make-I (government-funded), Make-II (industry-funded), and Make-III (MSME-funded), each aimed at fostering innovation and indigenous production.

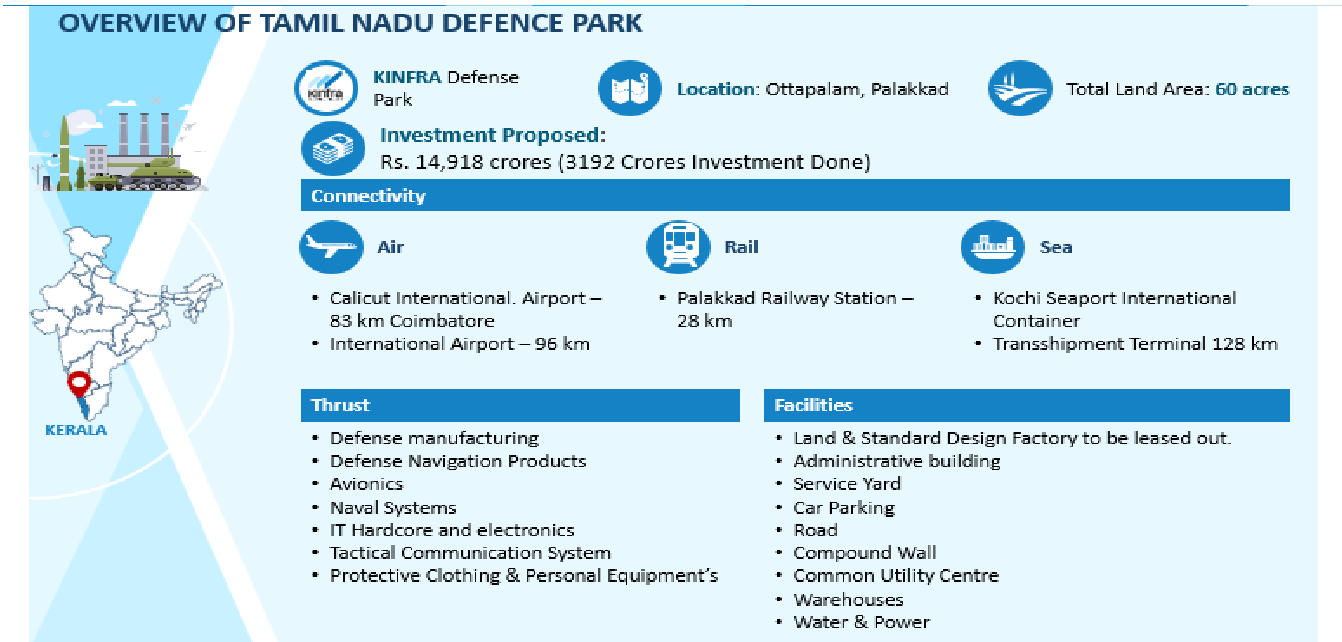
- The DAP also lays down procedures for the procurement of defence equipment from foreign vendors through various routes, such as government-to-government agreements, direct commercial contracts, and international competitive bidding.

- **It includes provisions for offset obligations, which require foreign vendors to invest a certain %age of the contract value in India's defence industry, thereby promoting technology transfer, skill development, and investment in the domestic defence sector.**

Upcoming Defence corridors: India

Government has set up Strategic Defence corridors in select States of India such as Tamil Nadu, Karnataka and Uttar Pradesh to promote the Defence sector.

Exhibit :Tamil Nadu Defence Corridor



Tamil Nadu Aerospace and Defence Policy, 2022

- Goal is to attract investments to the tune of INR 75,000 Crores, over a period of 10 years.

- Creating direct and indirect employment prospects for 1 lakhs person in 10 years.

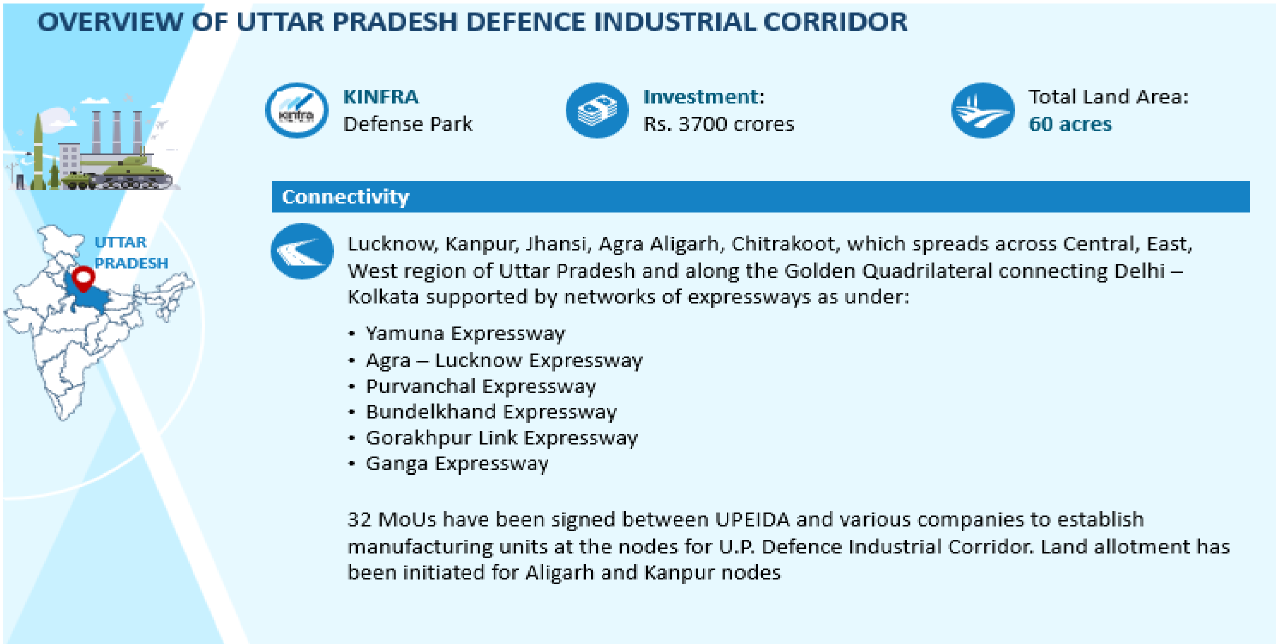
Exhibit: List of Aerospace and Defence SEZ in Tamil Nadu

Sl No.	Industrial Park	Proposed Aerospace and Defence Focus Sector
1.	Aerospace Park, Vallam Vadagal	A&D (R&D and Manufacturing)
2.	Sulur	Military Aircraft Assembly
3.	Varapatti Village near Coimbatore	Defence components Manufacturing Park
4.	Annur	Dual Use Industrial Park
5.	Manallur	Defence Electronics
6.	Hosur	Aircraft components
7.	Tindivanam (Phase II)	Helicopter MRO
8.	Thoothikudi	Space Industrial Park

Source: Tamil Nadu Defence Corridor

- The creation of thematic A&D industrial parks will provide a plug and play ecosystem for the companies planning to expand or set up new industrial facilities related to the A&D sector.

Exhibit: Uttar Pradesh Defence corridor



Karnataka Aerospace and Defence

Karnataka has rolled out Karnataka Aerospace and Defence Policy 2022-27 which is driving and regulating the segment in the State and promoting it as a leading hub in the country.

- **25%** of the India's Aircraft and Spacecraft Industry is based in Karnataka.
- **67%** of all Aircraft and Helicopters manufacturing for Defence Services is done in Karnataka.
- With **65%** of India's Aerospace related exports originating from Karnataka, the state is a preferred investor destination for Aerospace & Defence companies.

- Karnataka's strong ecosystem blossomed with decades of presence of PSUs like **HAL, DRDO, BEM**L. Today the state is home to all major global leaders like Airbus, Boeing.

- Expertise in Aerospace with more than **2,000 SMEs and 70%** of India's supplier base which execute niche sub-contracting work for the Defence PSUs.

Incentives for Large, Mega, Ultra Mega and Super Mega Enterprises

- Up to **2.25%** of turnover as investment promotion subsidy for 6-10 years up to 40-60% of fixed asset value.

- Low concessional registration charges of 0.1%.

- **50% subsidy** on cost of CETP/ETP/STPs (up to INR 6 Cr.)

- Up to **100% exemption** on stamp duty.

- Up to **100% reimbursement** on land conversion fee.

- Investment subsidy for anchor industries of up to INR 10 Cr.

Vinir Engineering with their plant location in the Aerospace and Defence hub of the country will have a strategic advantage over their competitors in the precision forged and machined components market of Aerospace and Defence.

Indian Defence Offset Policy

- It's an FDI initiative to gain and leverage the technology prowess of leading Global Defence players.

- It is an obligation by foreign suppliers to invest in India and aid the domestic defense industry either through direct investment or by partnering with domestic defense players or by transfer of technology to an Indian defense enterprise.

- The Indian defense offset policy is applicable only if the procurement value exceeds **INR 300 crores.**

- Presently the offset obligation for a foreign agency is **30% of the contract value**.

5th Positive Indigenization List

- 5th Positive Indigenization list was released during Naval Innovation and indigenization International Seminar **'SWAVLAMBAN' in 2023.**

- 98 additional Defence items worth more than 1,40,000 Cr will be procured from indigenous sources.

- Highly complex Systems, sensors, weapons and ammunition have been included in the list.

- **This list also provides an excellent opportunity for 'Startups' as also MSMEs which will get tremendous boost from this initiative and lead to creation of a world class defence industrial ecosystem in the country.**

Exhibit: 5th Positive Indigenization list, w.e.f 2023

Sl No.	Description
With Effect from December-2023	
1.	Quantum Key Distribution System for Optic Fiber based Networks (Up to 200 Km range)
2.	Satellite Based ELINT System
3.	Very High Frequency (VHF) Radar
4.	Electro Optic Fire Control System for Naval Platforms
5.	Front, Middle and Rear Outer for Tank (ARV VT-72B)
6.	Torque Motor (EU) for 155mm Bofors Gun

7.	Armour Plates for Cabin Nose Section for Mi-17 Helicopter
8.	Directional Control Valve (EU) for 155mm Bofors Gun
With Effect from December-2024	
9.	Automated Mobile Test System (AKIPS) for OSA-AK-M Missile System
10.	Wire Rope Antenna for Mi-17 Helicopter
11.	Transmitter (Power Amplifier Assembly for LLLWR)
12.	5KW & 10 KW HF Transmitter for Naval Ships
13.	4G LTE Secure Handset for Navy
14.	Multifunction Aviation Ground Equipment (MFAGE) for Air Force
15.	Self-Generating Nitrogen Servicing Cart for Chinook Helicopter
16.	Gravity Rollers for Mi-17 V5 Helicopter
17.	Air Conditioning Unit for Chinook Helicopter
18.	Foaming Agent Morpene
19.	Hydraulic Supply Cart for Chinook Helicopter
20.	Poly Urethane Block for Mi-17 V5 Helicopter
21.	Tail Rotor Cable for Mi-17 V5 Helicopter
22.	Canister Missile (CM) Transportation Module for SPYDER Missile System
23.	HP Air Compressor for Ships and Submarines
With Effect from December-2025	
24.	Futuristic Infantry Combat Vehicle (FICV)
25.	Articulated All-Terrain Vehicles (AATV)
26.	Remotely Piloted Air Borne Vehicles (RPAV) upto 25 Km with 2Kg Payload for Army
27.	Naval Shipborne Unmanned Aerial System (NSUAS)
28.	Medium Upgrade Low Endurance (MULE) Class Tactical Drone
29.	Electric Light Vehicle for Army
30.	Nag Missile System (NAMIS) Tracked (Limited Series Production)
31.	Medium Range Precision Kill System (MRPKS) for Artillery
32.	Next Generation Low Level Light Radar (LLLR) for Army
33.	Automatic Chemical Agent Detection & Alarm System (ACADA)
34.	Armored Fighting Vehicle (AFV) Protection and Counter Measures System

Source: Srijan Defence

Tank Upgradation

- The modernization of ageing T-72M tanks has also been a priority with the Army. India currently possesses around 2,500 T-72Mtanks which were first introduced in 1970's.

- Despite their age these tanks are still considered reliable and continue to be in demand globally. Countries in Africa, Middle East, Far East Asia have expressed in acquiring T-72M tanks even as India prepares to phase them out.

- Modernization and Export of T-72 M tank aligns with India's Border Strategy of promoting Defence Exports.

- By Upgrading these tanks India will have cost effective and reliable solution for potential buyers.

Brahmos Indigenization Program

- BrahMos Aerospace, the Indo-Russian Joint Venture of Supersonic Cruise Missile has achieved 83% Indigenization level. This Milestone is an attribute to the Systematic Approach and Renewed Push for Self-Reliance.

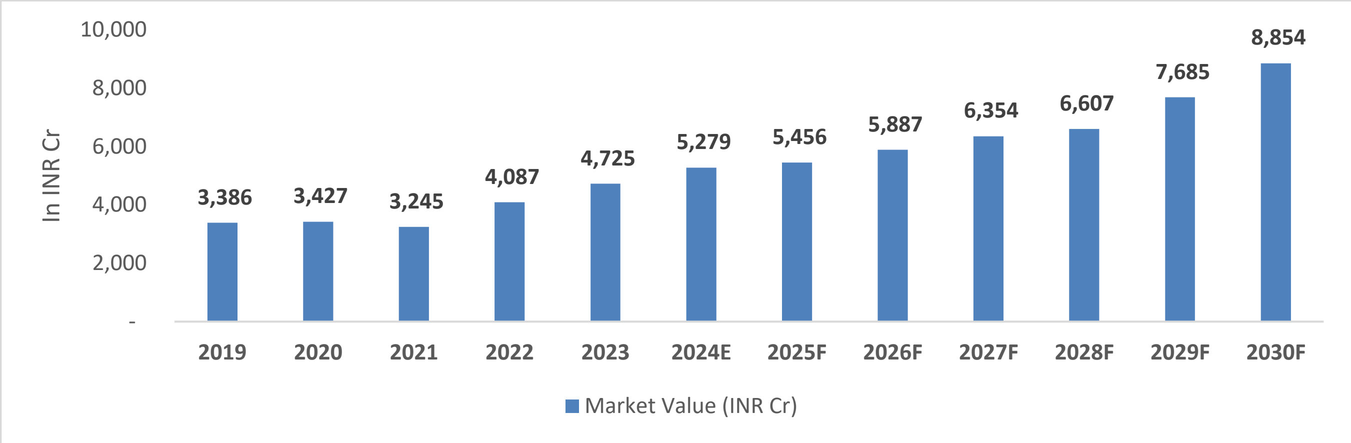
- BrahMos in Collaboration with various Indian Industries has successfully manufactured crucial sub systems like boosters and seekers as well as several smaller components.

- BrahMos is targeting to achieve **100% Indigenization by 2026** coupled with advancement in domestic technology and production capabilities.

Earthmoving, Hydraulics and Mining:

India Overall Forgings Market: Earthmoving, Hydraulics and Mining, FY 2019-2030

Exhibit: India Overall Forgings Market Trend: Earthmoving, Hydraulics and Mining, INR Cr, FY 2019-30



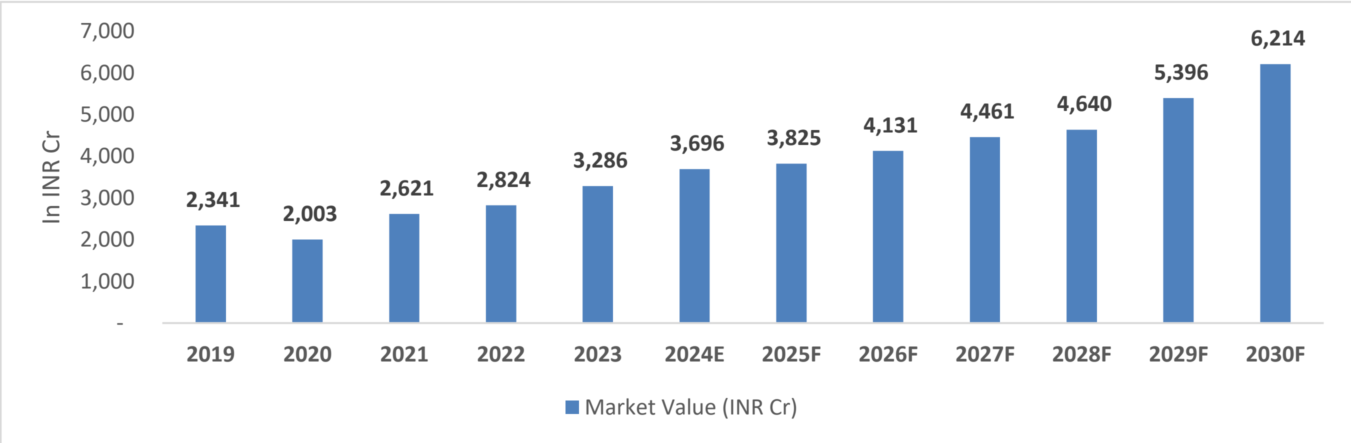
Source: Frost & Sullivan Analysis

E-Estimated, F-Forecasted

- Indian Overall Forgings Market for Earthmoving, Hydraulics and Mining was valued at **INR 5,279 Crores in FY 2024** and is projected to mark **INR 8,854 Crores by 2030** with a **CAGR of 9 % from FY 2024 to 2030** driven by rapid industrialization, urbanization and increased import-export activities.

India Precision Forged Machined Components Market: Earthmoving, Hydraulics and Mining, FY 2019-2030

Exhibit: India Precision Forged Machined Components Market Trend, Earthmoving, Hydraulics and Mining, INR Cr, FY 2019-30



Source: Frost & Sullivan Analysis

E-Estimated, F-Forecasted

- Indian Precision Forged Machined Components Market for Earthmoving, Hydraulics and Mining was valued at **INR 3,696 Crores in FY 2024** and is projected to mark **INR 6,214 Crores by 2030** with a **CAGR of 12.7% from FY 2024 to 2030** driven by rapid industrialization, urbanization and increased import-export activities.

Drivers Supporting the growth of Earthmoving, Hydraulics and Mining Sector in India

<u>Policy Support</u>

- Enactment of Mines and Minerals (Development and Regulation) Amendment Act, 2021 enabled captive mines owners (other than atomic minerals) to sell up to 50% of their annual mineral (including coal) production in the open market which will bring more profits to them and active participation of private players will be promoted.

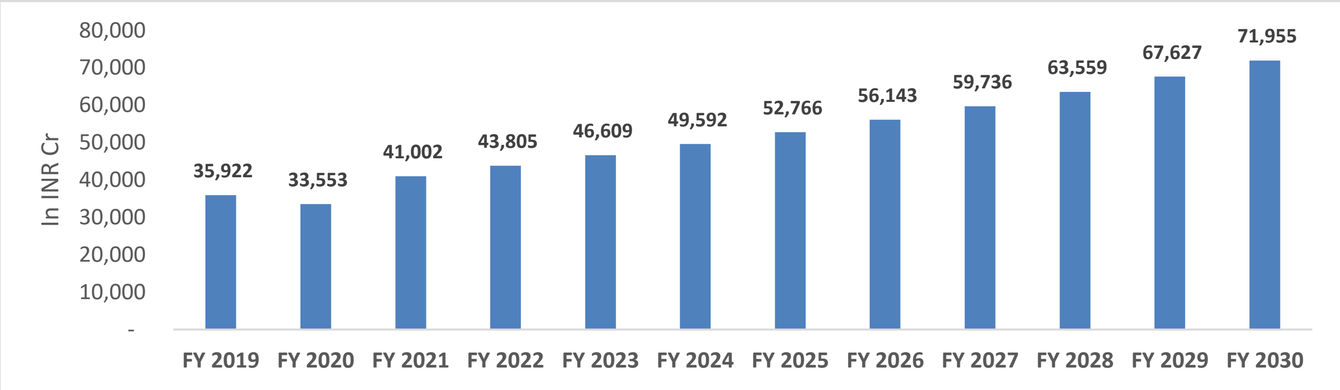
- In December 2023, the Ministry of Mines proposed capping performance security and upfront amounts for mining critical minerals to attract more bidders, reduce barriers to participation in auctions and expedite the process for mining leases. Active participation of bidders will be enhanced, and more mining activities will be promoted in adherence to the Environmental and Forest Compliances. Expansion of mining activities will boost the demand of Earthmoving machines where forged components are used thereby promoting the forging market and ensuring growth of forging components manufacturers.

<u>Lifecycle of Parts</u>

- Earthmoving Equipment consists of wearable parts and has a standard lifecycle subjected to environmental conditions and needs replacement at regular intervals of time and if any failure or malfunctioning of the parts takes place. This will generate a demand for the forged components for this specific segment.

India Earthmoving Equipment Market

Exhibit: India Earthmoving Equipment Market Trend, INR Cr 2019-2030



Source: Frost & Sullivan Analysis

- India Earthmoving Equipment Market was valued **at INR 49,592 Crores in FY 2024** and is projected to grow at a CAGR of **6.4% from FY 2024 to 2030** driven by increasing infrastructure activities countries and rise in commercial and industrial construction activities.

Government Initiatives on Critical Minerals: 2024 Budget

- In February 2024, the Union Cabinet approved the amendment to the Mines and Minerals (Development and Regulation) Act,1957 specifying royalty rates for **12 critical minerals,** thus completing the rationalization process for all 24 strategic minerals.
- In October 2023, the Union Cabinet approved the amendment of the Second Schedule of the Mines and Minerals (Development and Regulation) Act, 1957, specifying royalty rates for three critical minerals: Lithium, Niobium, and Rare Earth Elements (REEs) paving the way for the auctioning of blocks for these minerals, as outlined in the MMDR Amendment Act, 2023.
- The government plans to monetize assets worth Rs. 28,727 crores in the mining sector over 2022-25.
- Mines and Minerals (Development and Regulation) Amendment Act, 2021, notified on 28.03.2021, for giving boost to mineral production, improving ease of doing business in the country and increasing contribution of mineral production to GDP.

The government is focusing on introducing a Production-linked Incentive (PLI) Scheme for Earth Moving Machinery (HEMM) and Underground mining equipment.

- With a strong commitment to reducing India's dependence on imports and promoting domestic production, Ministry of Coal is taking consistent steps to foster indigenous manufacturing capabilities within the coal mining sector. These efforts are closely aligned with the core principles of Atmanirbhar Bharat, driving the "Make in India" campaign**.**
- In pursuit of this goal, an interdisciplinary high-level committee under the chairmanship of Director (Technical), CIL was constituted to provide recommendations for bolstering domestic manufacturing of Heavy Earth Moving Machinery (HEMM) and underground mining equipment, including High Wall Miners, Standard and Low-Capacity Miners, and associated ancillary equipment. It is projected that coal will remain as the **predominant energy source even beyond 2030,** thus, the Committee expected a huge requirement of equipment in the next 10 years in the country, both for Opencast mines and Underground mines.

- Coal India Limited (CIL) imports high-capacity equipment, such as **Electric Rope Shovels, Hydraulic Shovels, Dumpers, Crawler Dozers, Drills, Motor Graders, and Front-End Loaders Wheel Dozer, valued at INR 3,500 Crores, incurring additional expenses of INR 1,000 Crores in customs duty**.
- To curb these imports and boost domestic manufacturing, **CIL has devised a strategic plan to phase out imports gradually over the next six years.** This approach aims to encourage and develop domestically manufactured equipment. Notably, high-capacity machines are already being procured from domestic manufacturers.
- Five-year scheme to boost domestic manufacturing Heavy Earth Moving Machinery which is largely being imported. Inclusion of '**Make in India'** clauses in the tenders for sourcing mining equipment and Standardization of equipment in the mining sector to boost domestic manufacturing.

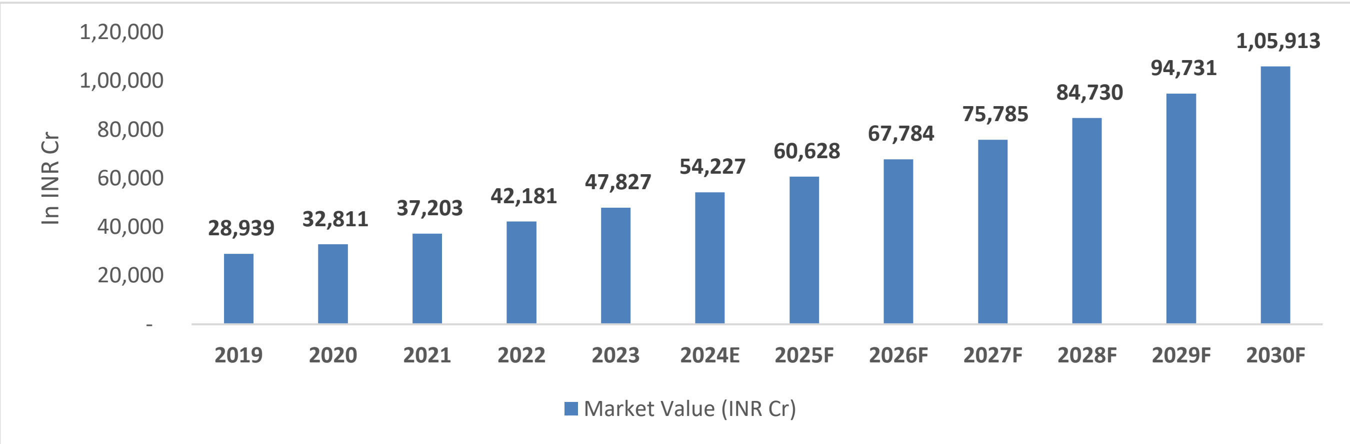
Railway

Indian Railways Overview:

- Indian railways span thousands of kilometers practically covering the entire nation, making it the fourth largest in the world after the US, China, and Russia. The Railways Board, which has a monopoly over the provision of rail services in India, oversees overseeing the whole infrastructure. Due to its low cost and effective operations, railways continue to be the most popular means of transportation for most Indians when travelling long distances.
- Forged Products such as **Gears, Draw Bars, Pinions, Connecting Rod, Couplings, shafts and cylinder heads, Gear Blanks, Pinions and Shafts, Rings, Profile Rings, Bearing Cap, Bevel Pinions and Yoke Forgings will experience a boost with the growth of the Railways in India.**
- The railway sector aims to contribute about **1.5% of GDP** by building infrastructure to support **45% of the modal freight share of the economy.**
- India is focusing on high-speed rails to accelerate the wheels of economy. India is following the Mantra "**Hungry for Cargo**" Indian Railways has continuously strived to simplify business and improve service delivery at competitive rates, resulting in new traffic on the railways for both conventional and non-conventional goods streams.
- Indian Railways marked **total revenue of INR 2.56 lakh Crores by the end of FY 24.** In 2022-23, Railways Indian railways earned 69% of its internal revenue from freight and 24% from passenger traffic. The remaining 7% was earned from other miscellaneous sources such as parcel service, coaching receipts, and sale of platform tickets.
- Indian Railways is developing and creating technology in areas such as signaling and telecommunication with 15,000 km being converted into automatic signaling and 37,000 km to be fitted with 'KAVACH', the domestically developed Train Collision Avoidance System.

India Rail Components Market: Railways, FY 2019-2030

Exhibit: India Rail Components Market Trend, Railways, INR Cr, FY 2019-30



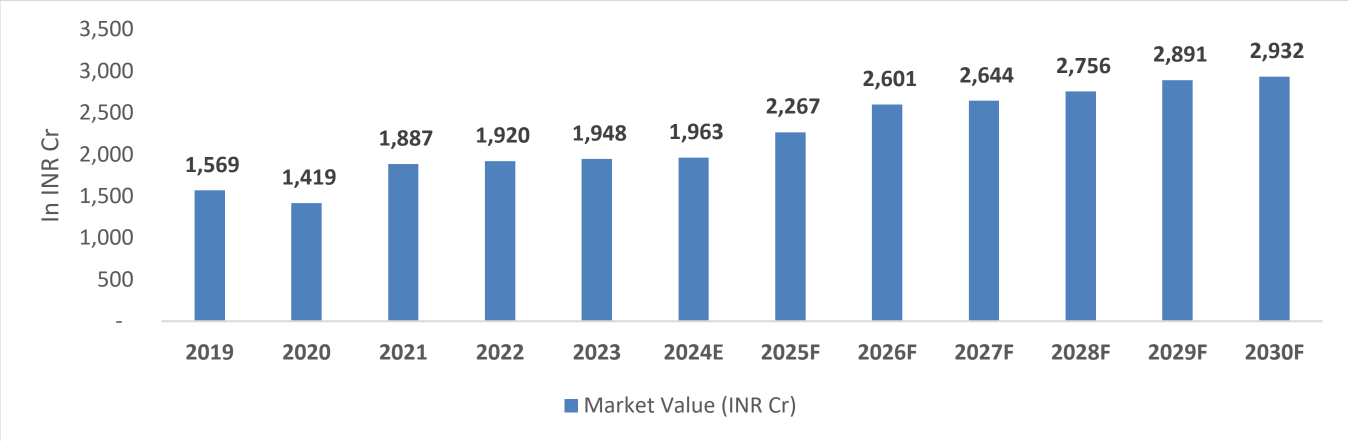
Source: Frost & Sullivan Analysis

E-Estimated, F-Forecasted

- Indian Rail Components Market was valued at **INR 54,227 Crores in FY 2024** and is projected to mark **INR 1,05,913 Crores by 2030** with a **CAGR of 11.8 % from FY 2024 to 2030** driven by Infrastructure expansion of Railways as per **National Rail Plan 2030**.

India Precision Forged Machined Components Market: Railways, FY 2019-2030

Exhibit: India Precision Forged Machined Components Market Trend, Railways, INR Cr, FY 2019-30



Source: Frost & Sullivan Analysis

E-Estimated, F-Forecasted

- Indian Precision Forged Machined Components Market for Railways was valued at **INR 1,963 Crores in FY 2024** and is projected to mark **INR 2,932 Crores by 2030** with a **CAGR of 6.9 % from FY 2024 to 2030** driven by expansion of Railways as per **National Rail Plan 2030**.

National Rail Plan 2030

Integration with High-Speed Rail (HSR)

Exhibit: Phasing of HSR Corridors

Sl No.	HSR Corridor	Proposed Year of Implementation
1	Mumbai Ahmedabad	2026
2	Delhi Varanasi Via Ajodhya	2031
3	Delhi Ahmedabad	2031
4	Varanasi to Patna	2031
5	Patna to Kolkata	2031
6	Hyderabad Bangalore	2041
7	Nagpur Varanasi	2041
8	Mumbai Nagpur	2051
9	Mumbai Hyderabad	2051
10	Patna Guwahati	2051
11	Delhi Chandigarh Amritsar	2051
12	Amritsar-Pathankot-Jammu	2051
13	Chennai to Mysuru via Bangalore	2051

Source: National Rail Plan 2030

- As per the HSR master plan, 13 (no.) corridors have been identified for the implementation as a part of the National Rail Plan. The corridors along with their phasing are given in the table above. These expansions will generate opportunities for a greater number of trains and eventually growth opportunities for forging manufacturers.

Investment in Railways in India

Exhibit: Summary of Investments Required in Coaches

Type of Coach	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2041	2051	Total
No. of Coaches													
Non-AC	8398	8398	8398	8398	8398	3716	3716	3716	3716	3716	26790	34464	121824
AC	1446	1446	1446	1446	1446	863	863	863	863	863	7521	11618	30684
MEMU/DEMU	126	126	126	126	126	67	67	67	67	67	443	471	1878
Train Sets	20	20	20	20	20	9	9	9	9	9	70	92	306
Total	**9,990**	**9,990**	**9,990**	**9,990**	**9,990**	**4,655**	**4,655**	**4,655**	**4,655**	**4,655**	**34,824**	**46,645**	**1,54,692**
Investment Required (INR Crores)													
Non-AC	15116	15116	15116	15116	15116	6688	6688	6688	6688	6688	48222	62035	219277
AC	3109	3109	3109	3109	3109	1856	1856	1856	1856	1856	16170	24979	65974
MEMU/DEMU	1010	1010	1010	1010	1010	533	533	533	533	533	3544	3768	15027
Train Sets	5000	5000	5000	5000	5000	2200	2200	2200	2200	2200	17500	23000	76500
Total	**24,235**	**24,235**	**24,235**	**24,235**	**24,235**	**11,277**	**11,277**	**11,277**	**11,277**	**11,277**	**85,436**	**1,13,782**	**3,76,778**

Source: National Rail Plan 2030

- **INR 1,77,560 crores** of investments could be required for the acquisition of coaches over the next **10 years till 2031**. About **61%** of this is estimated to be required for the purchase of non-AC coaches. About **20%** is expected for the purchase of train seats, and the balance for AC/MEMU/DEMU coaches.
- Beyond 2031, it is expected that another **INR 1,99,218 crore** of investments may be needed for acquisition of coaches up to **2051**. While these requirements would be subject to change based on various developments, about half of this amount is expected to be needed for the purchase of non-AC coaches, and the balance for mainly AC coaches and train sets.

Exhibit: Summary of Investments in Locomotives

Particulars	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2041	2051	Total
No. of Locomotives	2,205	2,205	2,205	2,205	2,205	929	929	929	929	929	13,510	16,837	46,017
Investments Required (INR Crore)	30,867	30,867	30,867	30,867	30,867	13,009	13,009	13,009	13,009	13,009	1,89,140	2,35,718	6,44,238

Source: National Rail Plan 2030

- INR **2,19,380 crores of investments** could be required for the acquisition of locomotives over the next 10 years till 2031.
- Beyond 2031, it is expected that another **INR 4,24,858 crore of investments** may be needed for acquisition of **locomotives up to 2051**. These requirements would however be subject to change based on various market and system developments such as demand variations, increased capacity, better speeds, heavier and longer trains.

Key Developments in Indian Railways

- As of April 1, 2024, Indian Railways has 488 railway infrastructure projects underway, including 187 new lines, 40-gauge conversions, and 261 doubling projects, **totaling 44,488 km and costing approximately Rs. 7.44 lakh crores.** Of this, 12,045 km has been commissioned, with an expenditure of around Rs. 2.92 lakh crores incurred by March 2024.

- Presently **61 Vande Bharat Service** Trains are running linking States with a Broad-Gauge electrified Network.

- Indian Railways is also working on upgrading its infrastructure, with a focus on electrification of lines, the construction of new lines, and the redevelopment of existing stations. The government has also announced plans to invest in high-speed trains, such as the Mumbai-Ahmedabad High-Speed Rail project, which is being implemented with the assistance of Japan.

- In June 2023, IRCON (formerly Indian Railways Construction Company Limited) signed a memorandum of understanding (MoU) with the National Investment and Infrastructure Fund Limited and Ayana Renewable Power Limited. This partnership will consider suitable opportunities for solar energy production for the Indian Railways as they intend to increase the share of renewables in their overall energy mix.

Government Initiatives

- As of January 2023, a total of 1724 kilometers of Dedicated Freight Corridor (DFC) had been commissioned, with 861 kilometers completed on the Eastern Dedicated Freight Corridor (EDFC) and 863 kilometers on the Western Dedicated Freight Corridor (WDFC).

- Government announced about the MoU signed with USAID India in June 2023 to achieve Net Zero Carbon Emission by 2030.

- The Ministry of Railways plans to monetize assets including Eastern and Western Dedicated Freight Corridors after commissioning, **induction of 150 modern rakes through PPP**, station redevelopment through PPP, railway land parcels, multifunctional complexes (MFC), railway colonies, hill railways and stadiums.

Railway network expansion and inclusion of new coaches and locomotives will drive the forging components market in India.

Overview of New Government Schemes in Railways Sector

PM Gati Shakti

- PM Gati Shakti - National Master Plan for Multi-modal Connectivity, essentially a digital platform to bring 16 Ministries including Railways and Roadways together for integrated planning and coordinated implementation of infrastructure connectivity projects.

- The multi-modal connectivity will provide integrated and seamless connectivity for movement of people, goods and services from one mode of transport to another.

- The estimated outlay under the program is **INR 100 trillion** and it aims to reduce logistics cost and enhance export competitiveness of the country.

- Indian Railways have set up a separate directorate within the Railway Board to prioritize projects under the PM Gati Shakti scheme for handling rail cargos, a new ‘Gati Shakti Multi-modal Cargo Terminal (GCT)’ policy has been framed.

- It has been targeted to commission 100 Gati Shakti Cargo Terminals.

Exhibit: New Projects Sanctioned Under PM Gati Shakti

Sl No.	Name of the section for doubling	Length in Kms	Estimated Cost (INR Cr)	State
1.	Ajmer-Chanderiya	178.28	1813.28	Rajasthan
2.	Jaipur-Sawai Madhopur	131.27	1268.57	Rajasthan
3.	Luni-Samdari-Bhildi	271.97	3530.92	Gujarat & Rajasthan
4.	Agthori-Kamakhya with new Rail cum Road Bridge	7.062	1650.37	Assam
5.	Lumding-Furkating	140	2333.84	Assam & Nagaland
6.	Motumari-Vishnupuram and Rail over Rail at Motumari	99.68	1746.2	Telangana & Andhra Pradesh

Source: PIB

Dedicated Freight Corridor (DFC)

- The Dedicated Freight Corridor Corporation of India (DFCCIL) spearheads the DFC project, constructing dedicated freight railways across India.
- The Eastern and Western Dedicated Freight Corridors, with a combined length of **2,843 kilometers** are transforming freight movement in the country.
- The Objective of DFC is to reduce the logistic cost below 10% as per the National Logistic Policy.

Amrit Bharat

- The Amrit Bharat Station Scheme was launched in March 2023 for development of railway stations to upgrade and modernize the Railway Stations.
- Currently, **1,309 railway stations** have been identified for development. Budgetary funds and under Public Private Partnership Model are followed. Work on more than 500 stations is in progress.

Energy, Mineral and Cement Corridor, Port connectivity corridors and High traffic density corridors

- India is a strategic initiative aimed at developing a dedicated industrial corridor that leverages the country's vast reserves of energy, metals, and cement.
- 40,000 Km Rail tracks are expected to be laid under these corridors to enhance the network capacity by FY 2031.

High Speed Rail Projects

- To reduce the transit time, 12 high speed rail corridors with train speeds exceeding 250 km/hour have been proposed by the government, spanning approximately **7,200 Km**.
- The 508 Km Mumbai-Ahmedabad corridor has been taken up for construction at an expected capital expenditure of **INR 1.1 trillion**

Semi High-Speed Rail Projects

- The Government of India has taken various initiative under 'Make in India' campaign like **Semi- High-Speed train, Vande Bharat Express.**
- India has embarked on several semi-high-speed rail projects to enhance the speed, efficiency, and connectivity of its railway network. These projects aim to upgrade existing rail lines to support speeds of up to **160-200 km/h**, significantly reducing travel times between major cities and boosting economic growth.

Other Segments:

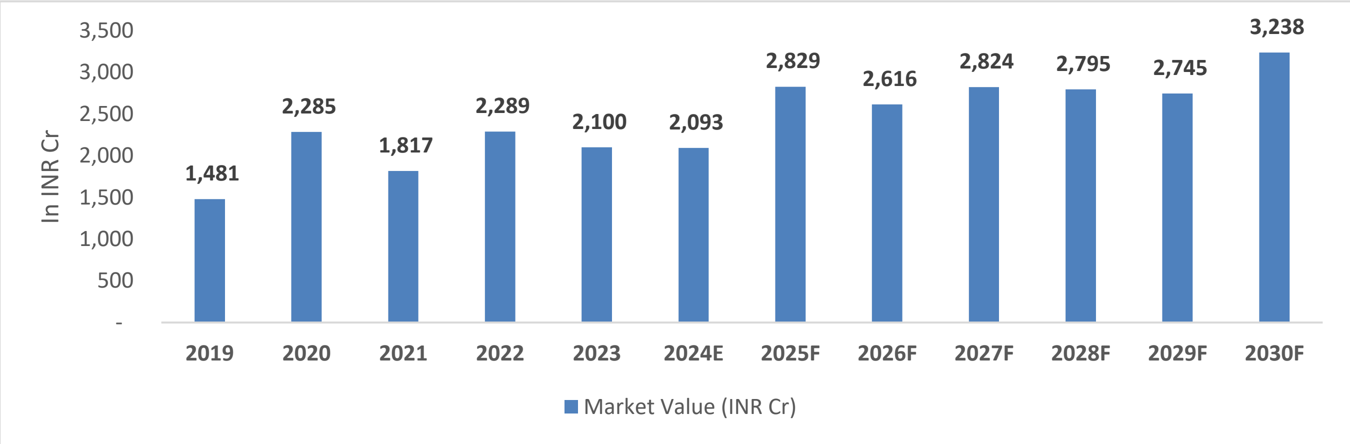
Other Segments, India

- This sector includes any general engineering segment such as manufacturing sector, Construction, Agricultural equipment, Spaceframes which is a high-end segment and is expected to have a growth due to growing population, industrialization, investments in infrastructure development by the Government and urbanization.

- Forged components crucial for construction and agricultural equipment and their growth trajectory is bolstered by government initiatives including easy financing for tractors and other agricultural equipment. The confluence of favourable financing options, government incentives, and policy reforms is expected to drive sustained growth and adoption of tractors across different segments in India's agriculture and rural development sector.

India Overall Forgings Market: Other Sectors, FY 2019-2030

Exhibit: India Overall Forgings Market Trend, Other Sectors, INR Cr, FY 2019-30



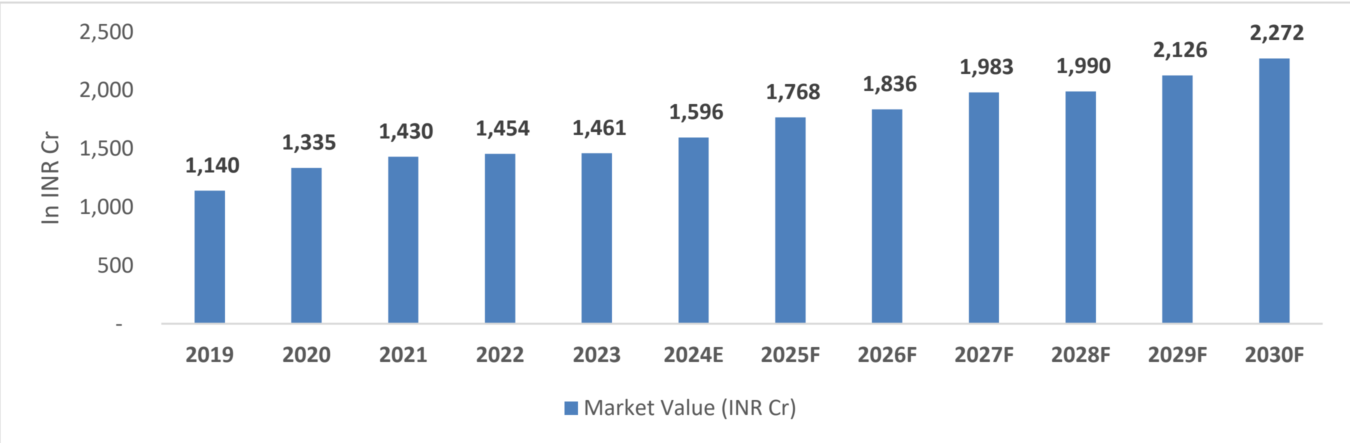
Source: Frost & Sullivan Analysis

E-Estimated, F-Forecasted

- Indian Overall forgings market for Other Sectors was valued at **INR 2,093 Crores in FY 2024** and is projected to **mark INR 3,238 Crores by 2030** with a **CAGR of 7.5 % from FY 2024 to 2030** driven by growing population, industrialization, investments in infrastructure development by the Government and urbanization.

India Precision Forged Machined Components Market: Other Sectors, FY 2019-2030

Exhibit: India Precision Forged Machined Components Market Trend, Other Sectors, INR Cr, FY 2019-30



Source: Frost & Sullivan Analysis

E-Estimated, F-Forecasted

- Indian Precision Forged Machined Components Market for Other Sectors was valued at **INR 1,596 Crores in FY 2024** and is projected to mark **INR 2,272 Crores by 2030** with a **CAGR of 6.1 % from FY 2024 to 2030** driven by growing population, industrialization, investments in infrastructure development by the Government and urbanization.

Key Drivers and Challenges in Indian Precision Forged and Machined Components Market

Indian Precision Forged and Machined Industries is mainly influenced by the dynamics of various end use segments where applications of forgings are prevailing.

Exhibit: Key Drivers and Challenges in Indian Precision Forged and Machined Components Market

Key Drivers	
Government's Initiatives	India's push for indigenization in aerospace & defence manufacturing and the "Make in India" program provide opportunities for domestic forging manufactures to expand their capabilities and cater the growing forging demand both domestically and internationally
Government Investments in Railways	India's significant investments in modernizing and expanding its railway infrastructure create a steady demand for high-quality components, enabling local forging manufacturers to expand their capabilities and diversify their portfolio.
Infrastructure Development	India's focus on large-scale infrastructure projects drives demand for earth-moving equipment, directly boosting the need for forged components manufactured by the local players. The growing demand for construction and mining equipment in India presents a steady market for forged and machined parts.
Technological Upgradation	Investments in automation and advanced machining is improving efficiency, reducing costs, and offering a competitive edge in the forging market for hydraulics and earthmoving segments**.**
Sectoral Growth in India	Rapid urbanization and industrial growth drive the demand for forged components in general engineering and infrastructure, creating business opportunities for the local manufacturers.
Challenges	
Oil and gas sector	Oil and gas sector is subject to global market fluctuations, affecting demand for forged products and services. Compliance with strict industry regulations for Oil and Gas sector can increase operational costs and complexity. Intense competition from global suppliers and low-cost manufacturers can pressure pricing and margins.
Stringent Quality and Compliance Requirements for Aerospace & Defence sector	Meeting the strict quality, certification, and compliance standards in aerospace and defence manufacturing can be challenging and time-consuming and impacts forging market.
High Entry Barriers for Aerospace & Defence Sector	Establishing trust and securing contracts in these sectors often requires extensive documentation, lengthy approval processes, and robust quality systems creating hesitation among players for venturing into these sectors
Dependency on Government Procurement	The defence sector in India is heavily reliant on government procurement, which can be influenced by budget constraints and policy shifts.
Raw Material Price Volatility	Fluctuations in the cost and availability of raw materials could impact production costs and delivery timelines, affecting profitability and customer relationships.
Cyclical Demand from Earthmoving and Hydraulics segment	The earth-moving sector is highly dependent on economic cycles and infrastructure spending, leading to fluctuating demand.
Technological Advancements	Rapid changes in hydraulic technology and equipment design may require constant innovation and upgrading of processes, adding to operational costs for the forging industries manufacturers.

Entry Barriers for New Entrants in Precision Forged and Machined Components Industry

Exhibit: Entry Barriers for New Entrants

Entry Barriers	
High Capital Investment	Setting up manufacturing facilities for precision forging and machining involves extensive financial resources due to the need for advanced infrastructure and specialized equipment. New entrants must acquire high-value machinery, including CNC machines for precision machining, open-die and closed-die forging presses for various forging applications, seamless ring rolling mills for producing high-strength rings, and temperature-controlled heat treatment facilities to enhance material properties, amongst others. Beyond equipment and machines, substantial costs are incurred in setting up auxiliary systems for testing, inspection, and material handling. Establishing backward integration, such as in-house die design and manufacturing, further compounds the financial requirements, as it necessitates specialized software, skilled personnel, and additional machinery like CAD/CAM systems and CNC die-manufacturing setups.
Technological Expertise	The precision-forged and machined components industry demands a comprehensive understanding of advanced forging and machining techniques. New entrants face a steep learning curve in mastering processes like closed-die forging, which requires intricate die design, and open-die forging, which involves manipulating large components with precise control. Processes such as seamless ring rolling and radial forging demand not only technical proficiency but also sophisticated machinery and process optimization. Additionally, the ability to work with diverse and challenging materials, such as Alloy Steel, Titanium, Hastelloy, Inconel, and Duplex Steels, requires expertise in material properties, heat treatment, and machining characteristics. Building this knowledge base and acquiring skilled personnel to execute these processes effectively takes years of experience and investment in training.
Long Customer Approval Cycles	Winning contracts in the precision-forged and machined components industry involves protracted approval and qualification processes. Customers in critical sectors require extensive testing, prototyping, and performance validation before awarding contracts. For example, aerospace and defense components undergo rigorous fatigue testing, metallurgical analysis, and dimensional accuracy checks to ensure compliance with strict safety and operational standards. These approval cycles can span months or even years, making it difficult for new entrants to achieve a steady revenue stream or build a track record. Moreover, established companies like Vinir Engineering often have pre-qualified vendor status, giving them a competitive edge that new players struggle to overcome.
Established Relationships and Reputation	The industry places a high value on trust and reliability, with customers often favoring suppliers that have demonstrated consistent performance over many years. Companies like Vinir Engineering benefit from long-standing relationships with customers across critical industries, which are built on a history of delivering quality, tailored solutions. For new entrants, establishing this level of trust is a significant challenge, as they lack a proven track record and the industry connections necessary to secure large contracts. Customers are also hesitant to shift to untested suppliers due to the risks and costs associated with validating a new source.
Economies of Scale and Vertical Integration	Established players in the industry achieve competitive advantages through economies of scale and vertical integration. Large-scale production allows players to distribute fixed costs over higher output volumes, reducing per-unit costs. Additionally, vertical integration such as in-house capabilities from raw material sourcing, inspection, and preparation to die design, forging, machining, heat treatment, and final testing enables them to streamline operations, reduce lead times, and maintain tighter control over quality. For new entrants, achieving similar economies of scale is challenging without significant upfront investment and a steady pipeline of orders. The lack of integrated capabilities also forces them to rely on external suppliers, increasing costs and lead times, further limiting their ability to compete with established players.

High level SWOT Analysis of Vinir Engineering

Strength	Weakness
• **Diversified Product Range:** Capable of manufacturing diverse products for industries such as Energy (Oil & Gas), Aerospace, Energy and more. Vinir Engineering has a broad market. • **Technical Proficiency:** Vinir Engineering is skilled in both forge-based and machine-based engineering solutions. A rare blend that gives us a competitive advantage. • **Green Certification:** Vinir Engineering is 'GreenCo' certified. An increasingly important credential in today's environmentally conscious business world. • **Family-Owned with Professional Management:** As a third generation 40-year-old company. Vinir Engineering blends family values with professional governance • **Well-Equipped Facilities:** State-of-the-art equipment and facilities for both forging and machining operations. • **Zero Debt** company	• **Geographical Concentration:** Currently have a large emphasis on the domestic market. However, Vinir Engineering's strategic business expansion plan to increase international footprints in Aerospace & Defence, Shipping and Hydraulics sector will ensure sectoral and Geographical diversification to Global customers. Vinir Engineering's Projected export revenue is anticipated to grow from INR 25 Crores in FY 24 to INR 150 Crores by FY 29 with a CAGR of 43.1%. Share % of Export Revenue out of the total revenue of Vinir Engineering is anticipated to increase from 10.87% in FY 24 to 28.57% in FY 29. • **Dependence on Non-Renewable Energy Sectors:** Some of the sectors Vinir Engineering serves, such as Energy (Oil and Gas) are likely to shrink over time due to a global shift towards renewable energy source, hence a product diversification strategy needs to be adopted. However, Vinir Engineering's diversified service to sectors like Aerospace and Defence will reduce the risk of dependency on the Energy (oil and gas sector) for business growth and volatility in the demand due to global price fluctuations. Aerospace and defence sectors offer a steady demand, reducing reliance on other sectors like Energy (oil and gas). The global defence and aerospace market offers opportunities for exporting specialized components, expanding Vinir Engineering's International footprint.
Opportunity	**Threat**
• **Diversification:** Expanding into adjacent sectors such as wind, renewable energy, navy and shipping. • **Geographic Expansion:** Tapping into new markets, both within India and internationally, especially in regions with growing demand in non-auto sectors, could open new revenue streams. • **Technological Upgradation:** Investment in advanced manufacturing technologies (e.g., automation, Industry 4.0) can enhance efficiency and capacity. • **Partnerships and Alliances:** Collaborating with global companies in Energy (O&G), Defence & Aerospace etc or EPC contractors can create new business opportunities. • **Growing Environmental Focus:** Vinir Engineering's environmentally friendly operations can be leveraged as a differentiator as industries and governments increase their focus on sustainability.	• **Market Volatility:** Fluctuating Energy (oil) prices and geopolitical tensions can directly impact client spending and project flow. • **Competition:** Local and international competitors offering faster, cheaper, or more technologically advanced services. • **Economic Slowdown:** A general economic downturn could reduce capital expenditure in most sectors, impacting demand for Vinir Engineering's services. • **Regulatory Changes:** Shifting environmental or industrial regulations, both domestically and internationally, may require costly operational adjustments. • **Competition from defence, Aerospace, and Earthmoving Industries:** These sectors require similar capabilities in terms of heavy component production and precision machining, posing a potential threat as they may draw on resources or attract Vinir Engineering's target clients with more lucrative contracts.

OUR BUSINESS

*Some of the information in this section, including information with respect to our business plans and strategies, consists of certain forward-looking statements that involve risks and uncertainties. You should read the section "**Forward-Looking Statements**" on page 20 of this Draft Red Herring Prospectus for a discussion of the risks and uncertainties related to those statements and the section "**Risk Factors**" on page 28 of this Draft Red Herring Prospectus, "**Management's Discussion and Analysis of Results of Operations"** on page 276 of this Draft Red Herring Prospectus, **"Industry Overview"** on page 99 of this Draft Red Herring Prospectus, for a discussion of certain risks that may affect our business, results of operations or financial condition. Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our Restated Financial Statements included in this Draft Red Herring Prospectus beginning on page 216. Our actual results may differ materially from those expressed in, or implied by, these forward-looking statements. Our fiscal year ends on March 31 of each year, and references to a particular fiscal are to the twelve-month period ended March 31 of that year.*

*Unless otherwise indicated, industry and market data used in this section has been derived from a report titled "Industry Report on Non-automotive Precision Forged and Machined Components" dated January 15, 2025, by Frost and Sullivan (India) Private Limited **("F&S Report")** commissioned and paid for by our Company. The F&S report will be available on the website of our Company at https://vinirforge.org/investor-relations/ from the date of this Draft Red Herring Prospectus until the Bid/ Offer Closing Date. For further details and risks in relation to the F&S Report, see "Risk Factors No. 31 – This Draft Red Herring Prospectus contains information from industry sources including the industry report commissioned from Frost and Sullivan (India) Private Limited exclusively for the Offer and paid for by the Company. Investors are advised not to place undue reliance on such information." on page 40 and "Certain Conventions, Presentation of Financial, Industry and Market Data" on page 16. We have, in this Draft Red Herring Prospectus, also included various operational and financial performance indicators, some of which may not be derived from our Restated Financial Statements. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates underlying, and used in such calculation, may vary from that used by other similarly placed companies in India and other jurisdictions. Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and are cautioned that they should consult their own advisors and evaluate such information in the context of the Restated Financial Statements and other information relating to our business and operations included in this Draft Red Herring Prospectus.*

For KPIs that may have bearing on the basis for the Offer Price, please see "Basis for Offer Price" on page 84 of this Draft Red Herring Prospectus.

Overview

We are an integrated engineering solutions company engaged in the manufacturing of specialised, critical and heavy, precision-forged and machined components for a wide range of industries and applications, including energy, defence, aerospace, railways, energy turbines, hydraulics, earthmoving, high-end engineering, amongst others *(source: F&S Report).* Our components play a vital role in various systems and applications, such as armored vehicles, armaments and ammunition, combat equipment, military hardware, upstream and downstream oil & gas systems, cryogenics systems, aircraft propulsion systems, power turbines, gas turbines, railway locomotives and braking systems, nuclear energy infrastructure equipment, heavy duty excavation machinery, spaceframes, hydraulic components, wind turbine generators & high-pressure boilers, amongst others. *(source: F&S Report)*. We supply customized, higher value heavy duty components to customers as per their specifications and so, our volumes are relatively lower. Besides various ISO certifications like ISO 9001:2008, ISO 9001:2015, ISO 14001:2015, ISO 45001:2018, ISO/IEC 17025:2017, ISO 50001:2018, we have also obtained application specific specialized certifications from American Petroleum Institute and American Bureau of Shipping, which are a pre-requisite to supply of our components for aerospace and marine applications respectively. During Fiscal 2024, we supplied components to over 60 customers in India and internationally.

We have a total installed capacity of 38,000 MTPA, distributed across our three Manufacturing Units. Our Unit I is located at Bangalore in Karnataka while our Unit II and Unit III are located in Hosur and Kalukondanapalli, both in Tamil Nadu. Each of these units operate as independent full-process Manufacturing Units and are not operationally inter-dependent, which helps us in better risk management. These units collectively span an area of 38,160 square meters. We have been regularly enhancing our capabilities by acquiring machinery in last 5 years, all by using our internal accruals only. We specialise in producing critical and heavy precision-forged and machined components using a wide range of metals, including alloy steel, titanium, hastelloy, carbon steels, stainless steels, duplex steels, special steels, inconel, monel, and aluminium, amongst others *(source: F&S Report)*. Additionally, our testing laboratory situated within Unit I is certified by National Accreditation Board for Testing and Calibration Laboratories (NABL). Our plant is capable of producing closed die forgings in the forged condition (rough, proof machined or full machined) up to 1400 kgs/piece and Open Die forgings up to 6,000 kgs/piece (rough, proof machined or full machined).

Globally typical forging types used are Closed Die Forging, Open Die Forgings, Ring Rolling and Radial Forging *(source: F&S Report)*. We are a distinct company which manufactures using all 4 forging types i.e. Closed Die Forging, Open Die Forgings, Ring Rolling, Radial Forging with In-House Heat Treatment.

Capability	Vinir Engineering	MTAR Technologies Ltd	Azad Engineering Ltd	Balu Forge Industries Ltd
Closed Die Forging	Yes	Limited	Yes	Yes
Open Die Forging	Yes	No	No	No
Ring Rolling	Yes	No	No	No
Radial Forging	Yes	No	No	No
Machining	Yes	Yes	Yes	Yes

(source: F&S Report)

Our Company is equipped to manufacture components with weight ranging from 20 kilograms to 6,000 kilograms using these processes and precision machining. Our Company is predominantly focused on precision forged and machined components market of non-automotive segments including energy, defence, aerospace, railways, energy turbines, hydraulics, earthmoving, high-end engineering amongst others including general engineering segments such as manufacturing sector, construction, agricultural equipment, space frames.

We are backward integrated in our value chain with the preceding initial functions of raw material sourcing, inspection, testing and design & manufacturing of precision dies being done in-house before the process of manufacturing forgings. These initial steps are critical to maintaining the integrity and performance of the final components, forming the foundation of our production efficiency and quality assurance *(source: F&S Report)*. Leveraging component designs provided by our customers, our experienced software engineers develop detailed 3D models of the required dies using CNC machining, which are then used to manufacture the forged parts. We maintain inventory of precision dies that can be reused for similar orders or repeat orders. This backward integration, spanning raw material preparation to die design to production, provides us a competitive edge by ensuring quality control, optimizing costs, and reducing process lead times *(source: F&S Report)*. We currently have a portfolio of over 5,000 die designs.

The major demand driver of precision-forged and machined components is the economic growth and massive investment in infrastructure, oil gas and focus on aerospace & defence sectors across the globe. Global Non-Automotive Forging Market was valued at USD 33.16 Bn in 2023 which accounts for 35% of the overall forgings demand and is estimated to grow to USD 54.54 Bn by 2030 at a CAGR of 7.4% from 2023 to 2030 driven mainly by growth of demand from non-automotive end use sectors such as oil and gas, aerospace and defence, earthmoving, hydraulics and mining, railways and energy sector *(source: F&S Report)*.

Global Non-Automotive Precision Machined Forging Market was valued at USD 23.88 Bn in 2023 which accounts for 72% of the overall forgings demand and is estimated to grow to USD 37.11 Bn by 2030 at a CAGR of 6.5% from 2023 to 2030 driven mainly by growth of demand from non-automotive end use sectors such as energy (oil and gas), aerospace and defence, earthmoving, hydraulics and mining and railways *(source: F&S Report)*.

Indian Non-Automotive Precision Machined Forging Market was valued at INR 13,117 Crores in FY 2024 which accounts for 70% of the overall forgings demand and is estimated to grow to INR 20,814 by 2030 at a CAGR of 8% from FY 2024 to 2030 driven mainly by growth of demand from non-automotive end use sectors such as energy (oil and gas), energy turbines aerospace and defence, earthmoving, hydraulics and mining and railways *(source: F&S Report)*.

Our diverse customer base includes companies operating in sectors like energy, defence, aerospace, railways, energy turbines, hydraulics, earthmoving, high-end engineering amongst others, spread in India and foreign countries like United States, Mexico, Spain, Malaysia, United Arab Emirates, Saudi Arabia, Tunisia, Canada, amongst others.

A significant portion of our business comes from repeat orders placed by our customers –

(in ₹ million)

Particulars	Six month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Existing Customers	975.29	2,143.94	2,259.37	1,523.28
New Customers	58.47	151.33	10.20	11.31
Revenue from Operations	**1,033.76**	**2,295.27**	**2,269.57**	**1,534.59**

This regular flow of repeat business highlights the long-term relationships we have built with our customers over the years, to supply them with components as per their desired specifications. We have also established longstanding relationships with our suppliers, aimed at ensuring a reliable and consistent supply of materials. During the last 3 fiscals and six months ended September 30, 2024, we sourced our materials from 12 suppliers, out of which we have been dealing with some since over 10 years. A limited set of suppliers helps us in quality control of materials and regular commercial relationship.

Industry – Market Size and Trends

Non-automotive Precision Forged and Machined Components market:

Region	Sub-segment	Historical Period	Forecast Period	Unit	Historical Market Size	Forecast Market Size
Global	Precision Forged Components	CY2023	CY2030	USD Billion	33.16	54.54
	Precision Machined Components	CY2023	CY2030	USD Billion	23.88	37.11
India	Precision Forged Components	Fiscal 2024	Fiscal 2030	₹ in crores	18,738	29,659
	Precision Machined Components	Fiscal 2024	Fiscal 2030	₹ in crores	13,117	20,814

(Source: F&S report)

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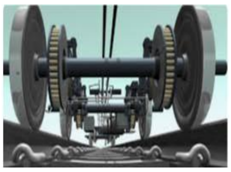
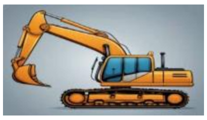
Products and Applications

Our components are used in applications across diverse range of industries including the following –

Industry Segment	Product Category	Our Solutions
Energy	   	- Parts for valve bodies, internals including gate, stem, seat ring, bonnets, amongst others - Parts for surface well heads including slip bowls, flanges, seat rings - Parts for sub-sea applications including adapter bodies, tees, connectors, - Parts for cryogenic applications including valve bodies, extended bonnets - Parts for chokes including body, etc.
Defence and Aerospace	    	- **Armored Vehicles :** Parts for engines, suspension, turret, main body, track, amongst others - **Armaments and Ammunition :** Body, extractors, ejectors,barrel - **MilitaryHardware :** Parts for engines, suspension, main body, track, amongst others - Disks, Diffusers - Structural parts - Barrels - Swing arms - Hub - Turbine Discs
Energy Turbines	 	- Rotor Shafts - Gear Box - Low and High Speed Drive Shafts - Hubs - Turbine Discs
Railways	 	- Parts for engine, braking systems, structural, couplings - Connecting Rods - Draw Bars - Gears
Earthmoving & Hydraulics	   	- Parts for engine, structural, couplings, - Parts for track - Parts for boom - Connecting Rods - Gears - Hydraulic cylinder parts - Parts for bucket and attachments
Other High-end Engineering	  	- Parts for space frames including node, cones, sleeves - Parts for CNC machines including turrets, tool holders - Gears, shafts, connecting rods, crankshafts, hubs, rotors, end covers, and various specialised engineered parts

Revenue contribution break-up

The bifurcation of our revenue from operations from various industry segments is presented below –

Industry Segment	For the six months period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	In ₹ million	% of Revenue from Operations	In ₹ million	% of Revenue from Operations	In ₹ million	% of Revenue from Operations	In ₹ million	% of Revenue from Operations
Energy	465.17	45.00	1,239.31	53.99	1,706.25	75.18	934.48	60.89
Defence & Aerospace	219.71	21.25	281.56	12.27	134.45	5.92	192.12	12.52
Energy Turbines	102.10	9.88	99.95	4.35	46.12	2.03	71.65	4.67
Earthmoving & Hydraulics	62.59	6.05	252.92	11.02	47.80	2.11	36.55	2.38
Railways	52.92	5.12	167.64	7.30	162.38	7.15	111.22	7.25
Other High-end Engineering	80.92	7.83	168.44	7.34	116.55	5.14	137.75	8.98
Others	50.35	4.87	85.45	3.72	56.02	2.47	50.82	3.31
Total	**1,033.76**	**100.00**	**2,295.27**	**100.00**	**2,269.57**	**100.00**	**1,534.59**	**100.00**

Further the details for revenue from operations on the basis of geography, is set out below:

Geography	Six months period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	in ₹ million	% of Revenue from Operations	in ₹ million	% of Revenue from Operations	in ₹ million	% of Revenue from Operations	in ₹ million	% of Revenue from Operations
Domestic sales	949.98	91.90	1,986.21	86.53	2,052.63	90.44	1,406.44	91.65
Exports	83.78	8.10	309.06	13.47	216.94	9.56	128.15	8.35
Total	**1,033.76**	**100.00**	**2,295.27**	**100.00**	**2,269.57**	**100.00**	**1,534.59**	**100.00**

Financial highlights

Our revenue from operations has grown at a CAGR of 22.30% to ₹ 2,295.27 million during Fiscal ended March 31, 2024, from ₹ 1,534.59 million during Fiscal ended March 31, 2022 and our Profit after Tax has increased at a CAGR of 42.66% to ₹ 289.95 million during Fiscal ended March 31, 2024 from ₹ 142.46 million during Fiscal ended March 31, 2022. Our key performance indicators are as under –

(in ₹ million, except % and ratio)

Particulars	For the six months period ended September 30, 2024*	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from Operations (1)	1,033.76	2,295.27	2,269.57	1,534.59
EBITDA (2)	262.13	464.57	390.01	201.55
EBITDA Margin (%) (3)	25.36	20.24	17.18	13.13
Profit after Tax (PAT) (4)	202.32	289.95	266.42	142.46
PAT Margin (%) (5)	18.87	12.31	11.64	9.19

Total Borrowings [6]	15.97	136.74	82.43	64.42
Net worth [7]	1,288.50	1,086.85	1,056.53	791.98
Return on Equity (ROE) (%) [8]	15.70	26.68	25.22	17.99
Return on Capital Employed (ROCE) (%) [9]	18.76	35.21	31.42	24.18
Debt - Equity Ratio [10]	0.01	0.13	0.08	0.08
Fixed Assets Turnover Ratio [11]	1.76	3.87	4.69	3.89
Net Cashflow from operations / EBITDA (%)[12]	109.19	42.31	61.28	89.29

** Not Annualized*

As certified by Statutory Auditors vide their certificate dated January 17, 2025.

Notes:

1) *Revenue from operation means revenue from operations as per the Restated Financial Statements;*
2) *EBITDA is calculated as profit / (loss) before tax plus finance costs, depreciation and amortisation expense and less other income;*
3) *EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations;*
4) *Profit after Tax (PAT) for the year means the restated profit / (loss) for the period/year after tax as per the Restated Financial Statements;*
5) *PAT Margin (%) for the year as a % of total Income is calculated as restated profit / (loss) for the period/year divided by Total Income;*
6) *Total borrowings represent sum of current and non-current borrowings;*
7) *Net Worth means 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, in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations;*
8) *ROE is calculated as PAT divided by net worth;*
9) *Return on Capital Employed (ROCE) is calculated as EBIT divided by capital employed where (i) EBIT means EBITDA minus depreciation and amortisation expense and (ii) Capital employed means Net worth as defined in (7) above + total current & non-current borrowings–cash and cash equivalents and other bank balances;*
10) *Debt to Equity Ratio is calculated as total borrowings divided by total equity;*
11) *Fixed Assets Turnover Ratio is calculated as revenue from operations for the year/ period divided by property, plant and equipment;*
12) *Net Cashflow from operations means % ratio of Net Cash from/ (used in) Operating Activities to EBITDA.*

Our Competitive Strengths

Integrated capabilities to source raw material, design and supply specialised, critical and heavy, precision-forged and machined components

Our comprehensive capabilities span the entire value chain—from raw material sourcing and inspection to die design and manufacturing, precision forging, heat treatment, precision machining, and advanced testing. This fully integrated capability positions us as a multi-solution provider with all facilities in-house, catering to a broad spectrum of industries with customers having specific quality and performance requirements. It helps us maintain quality of our components, better control on operations and timely delivery to customers. Our manufacturing processes are designed to produce components with specified dimensions, strength and durability, to get desired performance under the specified operating conditions. Our components are tailored to meet the specifications of our customers.

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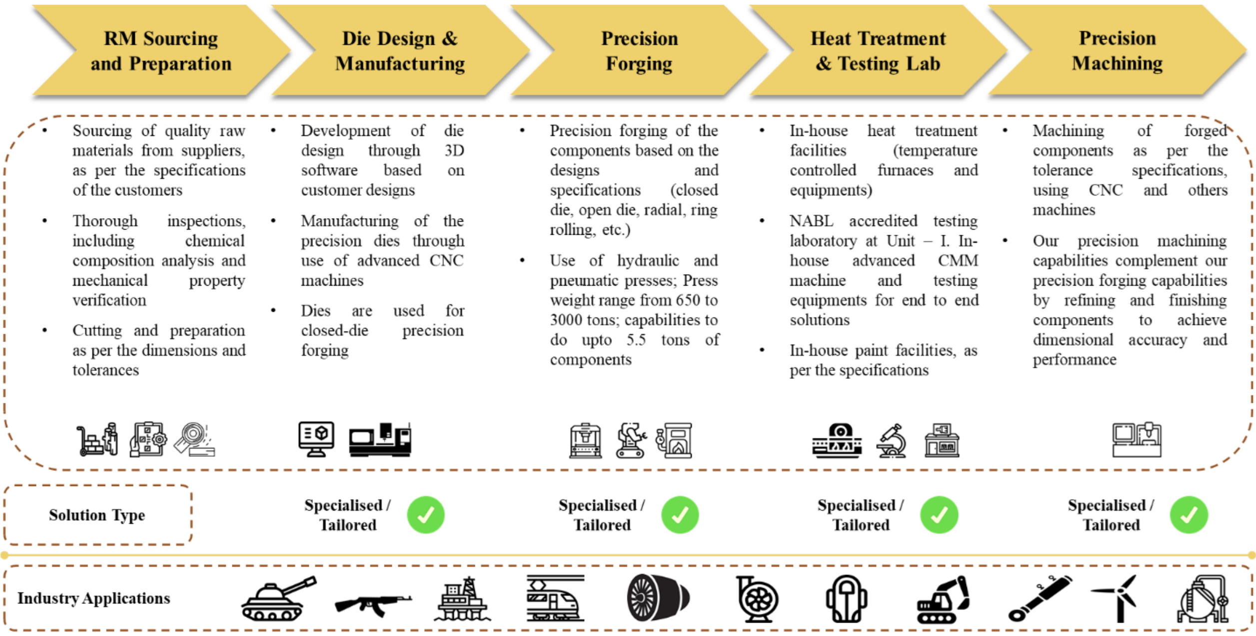
Our Integrated Capabilities:

Integrated precision engineering capabilities for critical and heavy components in specialised applications



Raw material sourcing and preparation: As a first step, we source desired quality raw materials, such as alloy steel, titanium, hastelloy, carbon steels, stainless steels, duplex steels, special steels, inconel, and aluminium. Our in-house inspection, testing, and cutting facilities are used to check whether the raw materials meet the required specifications. On such clearance, it moves to the next stages of production. This quality control process enables us to maintain consistency and reliability in the final components.

In-house die design and manufacturing: We develop 3D models and designs based on the specifications provided by the customers. These are then used to produce precision dies using high-speed machining on VMC's/CNC's. In addition to better accuracy and quality in forging, it also helps us to keep an inventory of dies which are used for executing repeat orders. This aids us and the customer to reduce the repetition of creating dies for regular orders and reducing lead times. With a portfolio of over 5,000 designed dies, we are equipped to handle diverse customer requirements in timely manner.

Precision forging: Our precision forging operations are equipped with open-die forging presses, closed-die forging hammers & presses, ring rolling machines, and radial forging machines. These forging operations help us to offer a variety of components suiting diverse requirements of our customers across various end-user industries under a single roof.

Precision machining: Our machining operations are supported by CNC machines and multi-axis machining centers, enabling us to deliver components with desired dimensions, tolerances, surface finishes etc. as per customer specifications.

Heat treatment: We operate automated temperature-controlled heat treatment facilities to improve and achieve the desired mechanical properties of our components.

Testing laboratory: We have NABL accredited laboratory in Unit I for testing raw materials through metallurgical analysis equipment and mechanical testing. Similarly, we have Coordinate Measuring Machines (CMMs) in Unit II to test our machined components. These systems aid us to assess and ensure that the components meet the quality standards required for critical applications in our end-user industries.

Quality focused operations with sustainability initiatives

We produce specialized components for key industries like energy, defence, aerospace, railways, energy turbines, hydraulics, earthmoving, high-end engineering amongst others for various critical applications, such as armored vehicles, armaments and ammunition, combat equipment, military hardware, upstream and downstream oil & gas systems, cryogenics systems, aircraft propulsion systems, power turbines, gas turbines, railway locomotives and braking systems, nuclear energy infrastructure equipment, heavy duty excavation machinery, spaceframes, hydraulic components, wind turbine generators, high-pressure boilers, amongst others. Given the nature of use of these applications, the criticality of the components is high. We are focused to meet the specific quality and performance requirements for these applications for our customers.

With our quality conscious approach, we have implemented in-house quality control facilities include systems and processes of testing the raw materials as well as finished components, to assist us in ensuring the quality of our inputs as well as output. In this regard, besides the regulatory certifications, we have also obtained following additional certifications:

Certificate	Accrediting agency	Purpose/Use
ABS (American Bureau of Shipping)	ABS (American Bureau of Shipping)	To supply in marine and offshore industries
API 20C	American Petroleum Institute	To supply of close die forging used in oil and gas industry
BS OHSAS 45001	TÜV Rheinland	Standard for occupational health and safety
IBR well-known Forge	Indian Boiler Regulations	Preferred supplier for forging for power plant, thermal plants and refineries
D&B D-U-N-S Number – 854153834, 915846167 & 929916759	Dun & Bradstreet	Business credit reporting, supplier verification and global trade compliance. Required for doing business with UAN, U.S Government and some fortune 500 companies.
AS 9100D	TÜV SÜD America Inc.	To supply forgings and machined parts for aerospace applications
ISO 14001:2015	TÜV Rheinland	standard for environmental management systems
ISO 9001:2015	TÜV Rheinland	Quality management systems
Certificate under directive 2014/68/EU and AD 2000 W0.	TÜV SÜD Industrie Service, Germany	European standard for pressure equipment and regulatory requirements for pressure vessels, pipping, components used in oil and gas, energy and heavy engineering which is mandatory for European markets.
ISO/IEC 17025:2017	National Accreditation Board for Testing and Calibration Laboratories	international standard for testing and calibration laboratories
ISO 50001:2018	TÜV Rheinland	Energy management systems

For more details, please see section “History and Certain corporate matters - Awards, accreditations, certifications and recognitions received by our Company” on page 187.

Barriers to entry for entrants and exit barriers for customers

The precision-forged and machined components industry is a business of making customised components for critical user applications, wherein the error tolerance levels are minimal. Customers in critical sectors require extensive testing, prototyping, and performance validation before awarding contracts *(source: F&S Report)*. Further, the industry places a high value on trust and reliability, with customers often favouring suppliers that have demonstrated consistent performance over many years *(source: F&S Report)*. Within this industry, we are in the high value, heavy duty forging component segment. Generally, the customers prefer to deal with manufacturers with track record. Many customers conduct audit to assess the vendor’s production and quality control systems before placing regular orders, which extends the customer approval cycle.

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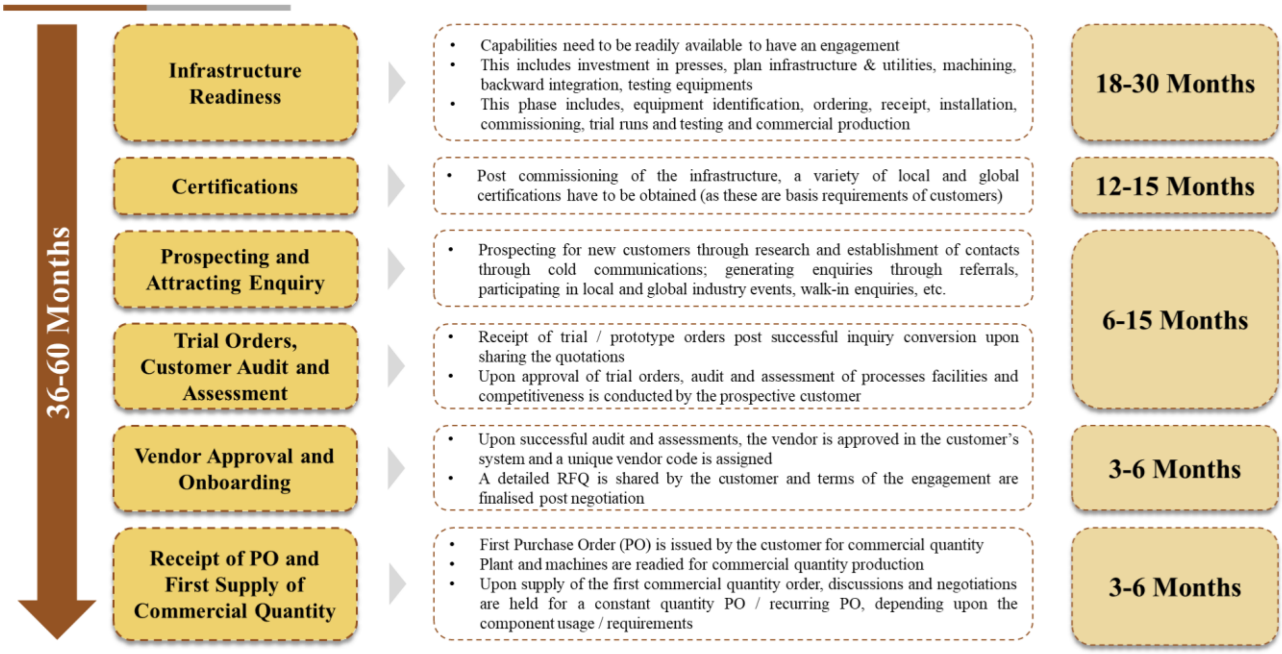
An illustrative vendor approval process is depicted below –

Detailed vendor approval process with indicative timelines followed by our end customers - Illustrative



Setting up manufacturing facilities for precision forging and machining involves extensive financial resources due to the need for advanced infrastructure and specialized equipment *(source: F&S Report)*. In addition, the business requires a comprehensive understanding of designing, die manufacturing, forging and machining techniques. New entrants face a steep learning curve in mastering processes like closed-die forging, which requires intricate die design, and open-die forging, which involves manipulating large components with precise control *(source: F&S Report)*.

We have been operating in this industry for over 35 years now. For new entrants, establishing this level of trust is a significant challenge, as they lack a proven track record and the industry connections necessary to secure large contracts *(source: F&S Report)*.

We benefit from long-standing relationships with customers across critical industries, which are built on a history of delivering quality, tailored solutions *(source: F&S Report)*.

The precision-forged and machined components industry is characterized by significant exit barriers for customers, making it challenging for them to switch suppliers with ease for highly customized, critical, and heavy components for demanding applications *(source: F&S Report)*. These exit barriers include factors like high switching costs, dependence on tailored solutions, confidentiality and intellectual property risks, and deep supply chain integrations. Changing suppliers involves substantial switching costs, including re-qualification of new vendors, tooling adjustments, and the need to revalidate the production processes. This often requires significant investment of time, money, and resources, making it economically unfeasible for customers to move away from their existing suppliers *(source: F&S Report)*.

Precision-forged and machined components are often designed and manufactured to suit the unique operational needs of each customer *(source: F&S Report)*. This customization creates a high level of dependency, as transitioning to a new supplier would necessitate redesigning, retooling, and revalidating parts, potentially disrupting the customer's supply chain and operational schedules *(source: F&S Report)*.

Automation driven operating processes

We use automation in our operating facilities, including for management of raw material receipt, production planning, production process, inventory management, quality control, supply chain management, sales operation and record-keeping. Our custom-built information technology systems and tools assist in integration across various operational facets, reducing errors, efficient information processing and data analysis for monitoring and decision making. Some of the tools used by us are –

Name of the System / Tool / Technology	Brief Description
Order to Delivery Tracking (Flowchart Monitoring System - FMS)	Tracking production process Managing customer enquiries Allocation of tasks to team members Real-time updates
Inventory Management System (IMS)	Review stock levels, forecast demand Integrated with messaging platforms, it sends automated reminders for material workflows
Production Management System (PMS)	Tracks planned versus actual production data analysis covering pre-manufacturing, manufacturing, and post-manufacturing stages
Weekly Executive Meeting (EM) Tool Weekly Interplant Operations Meeting Tool	Provides real-time performance metrics and analytical insights Digital platform for decision making meetings Tied with performance evaluations
Ultimate Checklist (UCL)	Standardizes operations across units, ensuring compliance with procedures and safety protocols Automated follow-ups and deadlines for repetitive tasks Integrated with Telegram and WhatsApp, it minimises manual intervention
Product Master List	Central database serving as repository for over 10,000 unique parts developed till date Stores drawings, specifications and 3D models
Vinir Intranet	For internal communications, data protection
Vinir Learning Platform	Repository of knowledge for onboarding and skill development. Regular updates on recent developments for knowledge upgradation

We believe that our in-house IT and digital infrastructure helps us to improve operations, analysis, external and internal communication, assist resource utilization and maintain supervision of critical processes, thereby enhancing decision-making.

De-risked business model with wide customer base, diverse industry applications and multiple factory locations

During the last 3 fiscals and six months ended September 30, 2024, we served over 150 unique customers, with an average of 60-70 customers per year/period. During the same period, we added 39 new customers. Having a wide customer base reduces our dependence on any particular customer and gives us an opportunity improve wallet share by selling more components to same customers.

We have supplied our components to customers operating in various sectors like energy, defence, aerospace, railways, energy turbines, hydraulics, earthmoving, high-end engineering amongst others engineering. The details of our revenue from operations from various industry segments is presented below –

Industry Segment	For the six months period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	In ₹ million	% of Revenue from Operations	In ₹ million	% of Revenue from Operations	In ₹ million	% of Revenue from Operations	In ₹ million	% of Revenue from Operations
Energy	465.17	45.00	1,239.31	53.99	1,706.25	75.18	934.48	60.89
Defence & Aerospace	219.71	21.25	281.56	12.27	134.45	5.92	192.12	12.52
Energy Turbines	102.10	9.88	99.95	4.35	46.12	2.03	71.65	4.67
Earthmoving & Hydraulics	62.59	6.05	252.92	11.02	47.80	2.11	36.55	2.38
Railways	52.92	5.12	167.64	7.30	162.38	7.15	111.22	7.25
Other High-end Engineering	80.92	7.83	168.44	7.34	116.55	5.14	137.75	8.98

Industry Segment	For the six months period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	In ₹ million	% of Revenue from Operations	In ₹ million	% of Revenue from Operations	In ₹ million	% of Revenue from Operations	In ₹ million	% of Revenue from Operations
Others	50.35	4.87	85.45	3.72	56.02	2.47	50.82	3.31
Total	**1,033.76**	**100.00**	**2,295.27**	**100.00**	**2,269.57**	**100.00**	**1,534.59**	**100.00**

This spread of supplies across sectors helps us mitigate the risk of any sector specific swings and fluctuations.

Further, our customers are located in India and in foreign countries like United States, Mexico, Spain, Malaysia, United Arab Emirates, Saudi Arabia, Tunisia, Canada, amongst others. During the last 3 fiscals and six months period September 30, 2024, about 8-10% of our revenue from operations was from exports which we intend to increase in future.

We have a total installed capacity of 38,000 MTPA, distributed across three manufacturing units. Unit I is located at Bangalore in Karnataka while Unit II and Unit III are located in Hosur and Kalukondanapalli, both in Tamil Nadu. Spreading the manufacturing in 2 states reduces the socio-economic political risk exposure related to a particular state. Further, each of our units operate as independent full-process Manufacturing Units and are not operationally inter-dependent, which helps us operationally but also limits impact of force majeure events.

Long standing relationships with customers and suppliers with track record of repeat orders

With over three decades of customer and supplier interactions, we believe that we have gained an understanding of both the domestic and overseas market. This knowledge has influenced our component development, allowing us to build a diverse portfolio that caters to a range of customer needs. Out of our customers every year, we have a high level of repeat customers which helps us to reduce dependence and de-risk our revenues. Our long-standing relationships with customers have been key to our financial performance, enabling us to secure significant repeat orders over the years.

Particulars	Six-month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Number of repeat customers	52	50	56	64
Total number of customers	66	63	61	71
% of repeat customers	78.79%	79.37%	91.80%	90.14%

Set forth below is our revenue from repeat customers as a percentage of our revenue from operation –

Particulars	Six months period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹ million)	% of Revenue from Operations	Amount (in ₹ million)	% of Revenue from Operations	Amount (in ₹ million)	% of Revenue from Operations	Amount (in ₹ million)	% of Revenue from Operations
Revenue from repeat customers	975.29	94.34	2,143.94	93.41	2,259.37	99.55	1,523.28	99.26

Similarly, we have established relationships with our suppliers for procuring raw material. Over the last 3 fiscals and six months ended September 30, 2024, we have been limiting the number of suppliers from whom we purchase raw material. We believe that it helps us to get better rate due to higher volumes and also reduces the risk of variation in the quality of inputs required for our operations.

Particulars	Six-month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Number of repeat suppliers	12	9	10	9
Total number of suppliers	19	11	16	12
% of repeat suppliers	63.16	81.82	62.50	75.00

Our purchases from repeat suppliers as a percentage of our total purchases are as under :

Particulars	Six months period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹ million)	% of Revenue from Operations	Amount (in ₹ million)	% of Revenue from Operations	Amount (in ₹ million)	% of Revenue from Operations	Amount (in ₹ million)	% of Revenue from Operations
Purchase from repeat suppliers	541.15	96.41	1,108.57	88.32	1,161.91	89.49	663.00	78.68

Financial performance and growth through internal accruals

Our financial performance has been instrumental in funding our growth plans. We have been enhancing our capabilities by acquiring machinery in last 5 years, all by using our internal accruals only. Further, we have also done a buyback of 30,58,823 equity shares in fiscal 2024, amounting to ₹ 260 million. For more details, please refer to "*Capital Structure*" on page 65.

Over the last 3 fiscals and six months ended September 30, 2024, we have demonstrated growth in our profit margins and returns. Our profit after tax has grown at a CAGR of 42.66% to ₹ 289.95 million during Fiscal 2024 from ₹ 142.46 million in Fiscal 2022. Our revenue from operations also increased at a CAGR of 22.30% to 2,295.27 million during Fiscal 2024 from ₹ 1,534.59 million during Fiscal 2022.

Some of our key performance indicators are –

Particulars	For six months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from operations (₹ million)	1,033.76	2,295.27	2,269.57	1,534.59
EBITDA (₹ million) (1)	262.13	464.57	390.01	201.55
Profit after tax (₹ million)	202.32	289.95	266.42	142.46
EBITDA margin (%) (2)	25.36	20.24	17.18	13.13
Profit after tax margin (%) (3)	18.87	12.31	11.64	9.19
Return on Equity (%) (4)	15.70	26.68	25.22	17.99
Return on Capital Employed (%) (5)	18.76	35.21	31.42	24.18
Debt to equity ratio (6)	0.01	0.13	0.08	0.08
Net Cashflow from operations / EBITDA (%)(7)	109.19	42.31	61.28	89.29

(1) EBITDA is calculated as profit / (loss) before tax plus finance costs, depreciation and amortisation expense and less other income;
(2) EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations;
(3) Profit after Tax (PAT) for the year means the restated profit / (loss) for the period/year after tax as per the Restated Financial Statements;
(4) ROE is calculated as PAT divided by net worth;
(5) Return on Capital Employed (ROCE) is calculated as EBIT divided by capital employed where (i) EBIT means EBITDA minus depreciation and amortisation expense and (ii) Capital employed means Net worth as defined in (7) above + total current & non-current borrowings– cash and cash equivalents and other bank balances;
(6) Debt to Equity Ratio is calculated as total borrowings divided by total equity.
(7)Net Cashflow from operations means % ratio of Net Cash from/ (used in) Operating Activities to EBITDA.

For further details, see "*Key Performance Indicators*" on page 86.

Our low financial leverage lowers interest risks, reduces burden on financial performance and cashflows.

Our Company has the following credit ratings:

Agency	Instrument	Rating
Crisil Ratings (2024)	Cash Credit	CRISIL BBB/Positive
	Letter of Credit and Bank Guarantee	CRISIL A3+

Experienced promoters and management team, having domain knowledge

Our management team is led by experienced promoters, Naresh Chandra Gupta, Nitesh Gupta and Ritesh Gupta, who represent first and second generation in this business. They have total experience of over 106 years in engineering and manufacturing activities. Under the leadership of our Promoters, we have been able to expand our operations. They are supported by experienced Key Managerial Personnel, Senior Management Personnel and functional department managers and staff. For more details, please see section titled "Our Management" on page 192. Our Key Managerial Personnel and Senior Management Personnel have diverse experience in various engineering services and functions related to our business.

Our Strategies

Expand our product portfolio by adding larger, heavier machined components

We focus on delivering critical and heavy, precision-engineered solutions that meet the specialised requirements of customers in industries such as energy, defence, aerospace, railways, energy turbines, hydraulics, earthmoving, high-end engineering amongst others. We can currently manufacture components weighing up to 6,000 kilograms. to expand our product portfolio and to increase our market presence, we aim to add capabilities to manufacture larger and heavier components. With this, we intend to cater to wider needs of our current and potential customers in current and new areas of applications. This would help us to move up in the end-product value chain. We plan to sell more to current end-user industries and further, also explore new industries to sell our current and new components to further enhance our market share and capture higher share of wallet of our customers. We seek to expand our product base and utilize our capabilities to develop new components. We will continue our efforts to increase revenue from our existing customers and new customers by expanding our range of components and developing new components aligned with their needs. We believe this strategic enhancement will position us well to capitalise on the growing demand for critical and heavy precision-engineered components across both existing and emerging industries.

Additionally, our Company is in the process of obtaining some industry-specific certifications like API 20B and API 20C from American Petroleum Institute which are integral to strengthening our capabilities and expanding our reach within target industry segments like energy sector. These certifications, tailored to meet the stringent quality and regulatory standards of target industries, will enable us to manufacture and supply more complex, high-value components with enhanced precision and reliability.

Enhance our manufacturing capacities by further capex

We constantly seek to develop and introduce new components and expand our capabilities to serve diverse customer segments to enhance our market position. Since our inception in 1983 with Unit I, our operations and operating capabilities have been growing. Following our initial establishment, we expanded our operations and established Unit II and Unit III. Along our years of operations, we have been growing by buying more and more refurbished machines from India and international markets. In the past, we purchased and relocated certain assets to strengthen our capabilities. For our historical milestones, please see "History and Certain Corporate Matters" on page 187. For example, in 2008, we purchased and relocated a 10-ton forging hammer from Romania. Similarly in 2020, we purchased second hand hydraulic press and water hydraulic central drive from Switzerland. Out of our total fixed assets of Rs. 586.17 million as on September 30, 2024, Rs. 435.50 million worth of fixed assets were bought in the six months period ended September 30, 2024 and last 3 fiscals. We continuously look for opportunities for expanding our capacity and product portfolio by incurring capital expenditure in acquiring more machines. We intend to strengthen our domestic and global market position by further expanding up in the value chain through higher quality and heavier components for critical applications by buying new machineries and equipment to build up additional capacity for our forging and machining operations. We believe that the acquisition of new machinery and equipment will enable us to increase our production capacity, scale our operations, onboard new customers, introduce new products, better serve our existing customers, enable us to better address the business requirements of large customers, further improve our customer service and facilitate our growth strategy.

Explore inorganic opportunities to scale faster and tap new geographies

Our growth strategy focuses on strategic acquisitions and expanding into new markets, both domestically and internationally. Our Unit II was set-up in early 2000s through an acquisition of running business of an entity called Vishnu Forge (Hosur). We intend to explore acquisition opportunities which can create synergies between the target companies and us and are in line with our growth strategy. We plan to target businesses that enhance our opportunities in other user end-markets, geographic regions, new customers and new products. We actively look for and evaluate acquisition opportunities which can complement, supplement or enhance our business & market position. We intend follow a methodical approach and consider various selection criteria such as the management team, quality of assets, product profile, customer base, operation scale, technological capability, financial parameters etc. while evaluating the acquisition opportunity. Our strategy of inorganic growth is targeted towards adding capabilities, value chain enlargement, spreading product bouquet and de-risking our business model.

Take benefit of well-positioned business model to capitalize on growth across emerging end-industry segments

Our business model is positioned to leverage growth opportunities across a wide range of end-industry segments, each characterised by increasing demand for critical and heavy, precision-forged and machined components. Global Non-Automotive Forging Market was valued at USD 33.16 Bn in 2023 which accounts for 35% of the overall forgings demand and is estimated to grow to USD 54.54 Bn by 2030 at a CAGR of 7.4% from 2023 to 2030 driven mainly by growth of demand from non-automotive end use sectors such as Oil and Gas, Aerospace and Defence, Earthmoving, Hydraulics and Mining, Railways and Energy sector *(source: F&S Report)*. While forging processes have evolved, core principles persist, ensuring the production of reliable components. Maintaining and enhancing reliability in metal forging plants is crucial, requiring regular equipment checks, preventive maintenance programs, and adherence to established safety standards. Globally Typical Forging types used are Closed Die Forging, Open Die Forgings, Ring Rolling and Radial Forging *(source: F&S Report)*. Our capabilities, including in-house die design, precision forging, precision machining, and material capabilities, enable us to cater to the requirements of industries such as energy, defence, aerospace, railways, energy turbines, hydraulics, earthmoving, high-end engineering amongst others . This business model not only provides stability against sector-specific slowdowns / fluctuations but also positions us to effectively leverage the growth opportunities and technological advancements across these segments. Our presence in diversified sectors reduces the risk of over dependency on any particular sector for business growth and volatility in the demand due to global price fluctuations *(source: F&S Report)*. Moreover, installation of new machines would increase our forging capacity which will enable us to produce more/large components for our end-user industries. These initiatives are expected to bring business growth opportunities for our Company and an increase in revenue and profitability.

Additionally, we aim to target emerging and high-growth sectors and applications such as marine motion control, healthcare equipment, shipbuilding, valves and fittings, space exploration, and advanced cryogenics, amongst others. These sectors require technically advanced precision components, and our commitment to continuous investment in updated infrastructure and industry-specific certifications ensures we are well-equipped to meet these demands. Indian Cryogenic Equipment Market for was valued at INR 11,047 Crores in FY 2024 and is projected to mark INR 17,336 Crores by 2030 with a CAGR of 7.8% from FY 2024 to 2030. Key drivers are government initiatives and policies promoting the adoption of cleaner fuels enhancing healthcare infrastructure and strengthening industrial capabilities, incentivization for the cryogenic technology *(source: F&S Report)*. The Global Aerospace sector is on a high growth trajectory. rapid urbanization, increasing commercial aircraft orders and rising government support and increasing commercial aircraft orders are expected to drive the growth *(source: F&S Report)*. Global Overall Components market for Aerospace was valued at USD 915.1 Bn in 2023 and is projected to mark USD 1,287.7 Bn by 2030 with a CAGR of 5% from 2023 to 2030 driven by increase in demand of aircraft components such as air fuselage, landing gear, Engine discs, components of wings, undercarriage components, aircraft structural systems propelled by requirement of more number of aircrafts to combat growing air passenger traffic *(source: F&S Report)*. Government has set up some Aerospace Parks in select States of India such as Tamil Nadu, Kerala and Karnataka. to promote the Aerospace Industry *(source: F&S Report)*. India's Defence sector, the second largest armed force, is on the verge of a revolution. The government has identified the defence and aerospace sector as a focus area of the Aatmanirbhar Bharat or Independent India initiative, which has a huge push to build a domestic manufacturing infrastructure backed by an R&D ecosystem *(source: F&S Report)*. Forging market for Defence sector was valued at INR 1,127 Crores in FY 24 which accounts for 6% of the total non-automotive forging demand in India. The demand of forgings in Defence sector is estimated to grow at a CAGR of 12.7 % from FY 2024 to 2030 and estimated to reach INR 2,307 Crores. The Government has announced 2 dedicated Defence industrial Corridors in the States of Tamil Nadu and Uttar Pradesh to act as cluster of defence manufacturing *(source: F&S Report)*.

Increase exports of our products for existing and new applications

We currently export our precision engineering solutions to customers in United States, Mexico, Spain, Malaysia, United Arab Emirates, Saudi Arabia, Tunisia, Canada, amongst others. The bifurcation of revenues from operations is as under:

Geography	**Six months period ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	in ₹ million	**% of Revenue from Operations**	**in ₹ million**	**% of Revenue from Operations**	**in ₹ million**	**% of Revenue from Operations**	**in ₹ million**	**% of Revenue from Operations**
Domestic sales	949.98	91.90	1,986.21	86.53	2,052.63	90.44	1,406.44	91.65
Exports	83.78	8.10	309.06	13.47	216.94	9.56	128.15	8.35
Total	**1,033.76**	**100.00**	**2,295.27**	**100.00**	**2,269.57**	**100.00**	**1,534.59**	**100.00**

Global market potential :

Particulars	**Sub-segment**	**For the six month period ended September 30, 2024**
Energy	Oil & Gas	• Global Oil & Gas Upstream Capital Expenditure is estimated to be USD 603 billion and is expected to grow to USD 730 billion by 2030 • Global Drilling Equipment market is estimated to be USD 27.59 billion in 2024 and is expected to grow to USD 36.76 billion by 2030 • Global Hydraulic Fracturing market is estimated to be USD 55.43 billion in 2024 and is expected to grow to USD 85.54 billion by 2030 • Global Wellhead Components market is estimated to be USD 6.79 billion in 2024 and is expected to grow to USD 8.85 billion by 2030 • Global Subsea Equipments market is estimated to be USD 19.92 billion in 2024 and is expected to grow to USD 28.66 billion by 2030 • Global Oil & Gas Valves market is estimated to be USD 13.35 billion in 2024 and is expected to grow to USD 17.09 billion by 2030
	Energy & Gas Turbines	• Global Energy Turbines market is estimated to be USD 104.70 billion in 2024 and is expected to grow to USD 107.80 billion by 2030 • Global Gas Turbines market is estimated to be USD 11.70 billion in 2024 and is expected to grow to USD 15.20 billion by 2030
	Wind Turbines	• Global Wind Turbines market is estimated to be USD 151.80 billion in 2024 and is expected to grow to USD 234.27 billion by 2030 • Global Wind Turbines Components market is estimated to be USD 136.00 billion in 2024 and is expected to grow to USD 206.40 billion by 2030
	Steam Turbines	• Global Steam Turbines market is estimated to be USD 17.80 billion in 2024 and is expected to grow to USD 20.80 billion by 2030
	Nuclear Energy	• Global Nuclear Power Equipments market is estimated to be USD 35.04 billion in 2024 and is expected to grow to USD 40.87 billion by 2030 representing a CAGR of 2.6% over 2023-2030
Defence and Aerospace		• Global Military Expenditure reached all time high of USD 2.29 trillion in 2023 and is projected to reach 3.63 trillion by 2028 • Global Defence Components market is estimated to be USD 1,156.70 billion and is projected to reach USD 1,765.30 billion by 2030 • India's Defence Components market was valued at ₹ 1,41,499 crores in 2023 and is projected to reach ₹ 3,12,809 crores by 2030 • India's Defence segment got budget allocation of ₹ 6.22 lakhs crore in the financial year 2024-25. The allocation to MoD for FY 2024-25 is

Particulars	Sub-segment	For the six month period ended September 30, 2024
		higher by approx. Rs 1 lakh crores (18.43%) over the allocation for FY 2022-23 and 4.79% more than allocation of FY 2023-24 which clearly shows growing importance of Defence sector in India
Earthmoving and Hydraulics		• Global Earthmoving Equipment market is estimated to be USD 66.58 billion in 2024 and is expected to grow to USD 97.15 billion by 2030 representing a CAGR of 6.5% over 2023-2030 • Global Precision Components market for Hydraulics and Earthmoving was valued at USD 9.62 billion and is expected to grow to USD 15.27 billion by 2030 representing a CAGR of 6.8% over 2023-2030 • Indian Earthmoving Equipments market is estimated to be ₹ 49,592 crores in Fiscal 2024 and is expected to grow to ₹ 71,995 crores by Fiscal 2030 representing a CAGR of 6.4% over 2023-2030
Railways		• Global Railway Components market is estimated to be USD 88.20 billion in 2024 and is expected to grow to ₹ 116.5 billion by 2030

Going forward, we aim to enhance our export revenue by expanding our presence in international markets. To achieve this, we plan to appoint dedicated senior personnel in target geographies to drive business development and generate new opportunities. Our strategy also includes strengthening our global footprint by building relationships with international OEMs and Tier-1 suppliers, actively participating in global industry and trade exhibitions, and intensifying our marketing efforts to showcase our capabilities. Additionally, we plan to obtain critical industry-specific and geography-specific certifications required for international markets, ensuring full compliance with global quality and regulatory standards.

Optimise operating costs, improve operating efficiencies and deploy new technologies

We aim to enhance the efficiency of our operations and improve profit margins by leveraging economies of scale and optimizing key operational processes. We are focused on optimizing our direct material and fixed costs by actively identifying and working with suppliers who can consistently provide high-quality materials at lower costs, and negotiating more favourable terms with suppliers to ensure better pricing and payment terms. Moreover, to maintain an optimal level of inventory, we are committed to continuously improve our automation systems which assist us to monitor and align customer and supplier orders, in order to minimize risk of obsolescence of inventory due to inaccurate forecast of demand. Further, while we have automated our quality control processes and supply network by regular monitoring and maintenance of quality throughout our operations, we aim to further improve our quality assurance process for vendor evaluation and continuation, ensuring that our suppliers consistently meet our stringent requirements.

Installed Capacity, Actual Production and Capacity Utilisation

Particulars	For six months period ended September 30, 2024			Fiscal 2024			Fiscal 2023			Fiscal 2022		
	Installed Capacity	Production	Utilization %	Installed Capacity	Production	Utilization %	Installed Capacity	Production	Utilization %	Installed Capacity	Production	Utilization %
Unit I - Forging	3900	2800	72%	7800	5600	72%	7800	5500	71%	7800	5200	67%
Unit I - Machining	400	300	75%	800	600	75%	800	550	69%	800	500	63%
Unit II - Forging	6300	4800	76%	12600	9600	76%	12600	9600	76%	12600	9000	71%
Unit II - Machining	900	600	67%	1800	1200	67%	1800	1200	67%	1800	1000	56%
Unit III-Forging	4800	2400	50%	9600	4800	50%	6000	3600	60%	6000	3300	55%
Unit III-Machining	2700	1375	51%	5400	2750	51%	4200	2400	57%	3500	2100	60%

#Above mentioned installed and production is given in MTPA.
**As certified by Gangadhara H.M.Gowda, Independent Chartered Engineer, by certificate dated December 20, 2024.*

In Unit III, capacity expansion was done in the years 2022 and 2023 with the addition of hydraulic presses (650T, 2000T, 1500T) and additional VTLs and CNC machines. The installed capacity of Unit III increased from 6,000 MT (March 31, 2022) to 15,000 MT (March 31, 2024) due to these additions.

Notes:
(1) The information relating to the existing installed capacity of the manufacturing plants as of dates indicated above are based on various assumptions and estimates that have been considered for calculation of the installed capacity. These assumptions and estimates include the standard capacity calculation practice of manufacturing industry after examining the calculations and explanations provided by the Company and the capacities and other ancillary equipment installed at the manufacturing facility.
(2) Capacity utilization has been calculated on the basis of actual production during the relevant period divided by the aggregate installed capacity of relevant manufacturing plant as of at the end of the relevant period.
(3) Actual production levels and utilization rates may vary significantly from the capacity information of the Company's manufacturing facility included in this certificate and undue reliance should not be placed on such information.
(4)Given that our products undergo customisation to meet specific customer requirements and have varying shapes and weights, we are unable to determine the capacity on a product-by-product basis.

Manufacturing Units

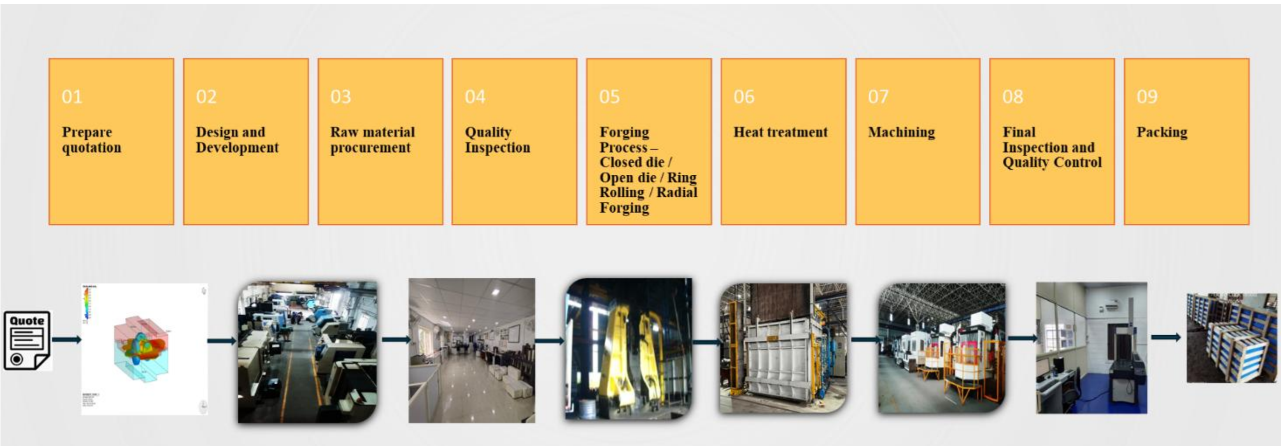
We operate three manufacturing units, of which two are located at Hosur and Kalukondanapalli in Tamil Nadu and one is located at Bangalore in Karnataka.

The table sets forth below the components manufactured at our Manufacturing Units:

Manufacturing Unit	Total installed capacity	Components Manufactured
Unit I	8,600	Closed Die Forged Components, Radial Forged Parts, Machined Components
Unit II	14,400	Closed Die Forged Components, Open Die Forged Parts, Ring-Rolled Components, Machined Components
Unit III	15,000	Open Die Forged Parts, Ring-Rolled Components, Machined Components

Key Manufacturing Processes

The manufacturing lifecycle of each of our components may be different. However, set out below are the processes that are broadly followed by us:



Quote Process: The process commences when a customer issues a Request for Quote (RFQ). In response, we submit a comprehensive technical proposal outlining the component's features, performance characteristics, compliance with legal and regulatory standards, a detailed development timeline, a rigorous testing strategy, and details of the component. To further demonstrate our capabilities, we may be required to develop and deliver prototype models based on initial design concepts. A formal quote is then submitted to the customer. Once the customer approves the quote, they issue a purchase order, confirming their intent to proceed with the project. After receiving the purchase order, internal work orders are generated to initiate production, assigning tasks to various departments.

Design & Development: The Company receives the requirement of the customer and in accordance to it, all die designs are developed in-house using various softwares like SolidWorks and simulated using Simufact software. High-precision dies weighing up to 6000 kg. are manufactured using CNC machining centers in-house. The die manufactured is then approved by the customer and then production is taken up.

Raw material procurement: The engineering team prepares a technical delivery condition (TDC) listing all materials and components needed. Thereafter, we place an order with our suppliers to procure the raw materials required. A detailed process plan is developed, outlining the specific steps and methods to be used for manufacturing the component.

Quality Inspection: To ensure compliance with quality standards and customer requirements, we have implemented a quality control mechanism. We examine the components at each stage of the manufacturing process to ensure that there are no defects from previous stages. Additionally, representatives from our customers regularly inspect our Manufacturing Units and processes to ensure compliance with their specific requirements. We also have a separate team of engineers responsible for quality assurance. Further, selected on random basis per batch of order raw materials are sent to in house laboratory for spectro analysis for checking chemical composition of the raw material to confirm the suitability of material composition to our requirements.

Forging processes: Forging provides strength to the components and thus the method is accepted worldwide for increasing the strength of the component. Forging is done as per customer specification and their technical drawings and requirements. The following are the types of the forging processes:

(a) ***Closed-Die Forging:*** Achieves high-strength components with close tolerances

(b) ***Radial Forging:*** Delivers enhanced mechanical properties for components

(c) ***Open-Die Forging:*** Enables superior metallurgical properties for heavy-duty components

(d) ***Ring Rolling:*** Produces precision rings with optimized material usage.

We also sell forged component directly to customer depending on their requirements.

Heat Treatment: Gas fired furnace to handle quenching, tempering, and normalizing for consistent mechanical properties.

Machining: The forged component after the heat treatment is sent for machining. We have CNC Machines, and 5-axis machining centers. Mostly, components are machined under CNC Machines which helps us in providing quality components.

Final Inspection and Quality Control: Finished components are inspected by our engineers, for chemical and mechanical requirements, in our NABL-certified laboratory equipped with tools like Zeiss CMMs, mechanical testing equipment, and metallurgical microscopes. for checking the strength, micro structure, dimension check etc., as per customer technical requirements and their drawings. Post completion of final inspection, a report is prepared based on quality requirements and the batch is sent for final packing.

Packing: Packing is done as per standard export procedure for export goods and packed in wooden crate with strip and label. Domestic goods are packed in normal corrugated boxes or other packaging as specified by the customer.

Sales and Marketing

Customer Acquisition Process

Our company secures new business through a rigorous vendor selection process, which can extend up to three years. This process begins when a customer issues a Request for Quote (RFQ). In response, we submit a comprehensive technical proposal outlining the component's features, performance characteristics, compliance with legal and regulatory standards, a detailed development timeline, a rigorous testing strategy, and details of the component lifespan and performance. To further demonstrate our capabilities, we may be required to develop and deliver prototype models based on initial design concepts. This thorough process allows us to deeply understand customer requirements, showcase our technical expertise, and build strong relationships. Successfully navigating this process and securing a contract typically results in enduring customer relationships, primarily due to the substantial costs and complexities associated with switching vendors after the initial qualification process.

Customer Purchase Orders

We generally rely on specific and/or blanket purchase orders issued by our customers. These orders establish a pre-determined price per unit for our components. Subsequently, our customers provide us with specific order quantities and delivery schedules, detailing the required delivery dates and locations, as the case maybe. There are no long term agreements with customers.

Sales and Marketing Team

Our sales and marketing teams focus on building strong, long-term relationships with our customers. Our marketing strategy centers around digital channels, which has significantly benefited our business. Through digital marketing, we have increased brand awareness, improved customer engagement, boosted lead generation and sales, gained valuable data-driven insights into our customers, and optimized our marketing budget. Our digital marketing activities encompass a range of tactics, including social media marketing and online advertising.

Customers

We serve a diversified customer base and have long standing relationships with a large number of customers. For further information on the risks associated with customer concentration, see "*Risk Factors no. 1 - While we have sold our products to over 150 unique customers in the last 3 fiscals and six month period ended September 30, 2024, a significant part of our revenues came from our top 5 and top 10 customers. The loss of any of our top customers could have a material adverse effect on our business, results of operations, financial condition, cash flows and future prospects.*

We do not have long terms agreements with our customers. For further information relating to our relationship with key customers, see "*– Competitive Strengths – Diverse customer base along with long standing relationships with track record of repeat orders*"

Raw Materials and Suppliers

Our primary raw material is steel, including steel bar, ingots and blooms for our operations. Some varieties of steel bought are carbon steels, stainless steels, duplex steels, special steels, etc. Other items bought in small quantities are hastelloy, inconel, monel and aluminium. We buy steel from domestic market as well import it from Italy, South Korea, UAE, China, etc. We procure raw materials from our suppliers based on purchase orders and we do not have any purchase agreements or firm commitments executed with them. During the last 3 fiscals and six months ended September 30, 2024, we sourced our materials from 12 suppliers, out of which we have been dealing with some since over 10 years. A limited set of suppliers helps us in quality control of materials and regular commercial relationship. Our suppliers undergo a qualification process and performance rating to ensure that the supplied raw materials are of satisfactory quality. We select our suppliers based on their performance, delivery and quality rating. We reserve the right to reject defective materials, and any warranty claims accepted by us for defective materials supplied by our suppliers are passed onto such suppliers. Further, we reserve the right to claim for our rejections that are the result of defective steel. For further information, see "*Risk Factors –While we have long-standing relationships with our customers, we do not have definitive supply agreements with them. We also depend on a limited number of suppliers for the supply of steel, our primary raw material. Interruptions in the supply of steel could adversely affect our business and financial condition" on page 34* .

Transportation

Most of our sales are on ex-works basis and for remaining sales, we engage transporters on need basis. For our purchases, local purchases are on delivery to our location basis whereas for imports, it is on CIF basis.

Quality Assurance and Quality Control

In the precision components manufacturing industry, maintaining strict quality standards is crucial to avoid defects and non-compliance with customer design specifications. Any such issues could result in order cancellations and damage to our reputation. To ensure compliance with quality standards and customer requirements, we have implemented various quality control mechanism. We examine the components at each stage of the manufacturing process to ensure that there are no defects from previous stages. Additionally, representatives from our customers regularly inspect our Manufacturing Units and processes to ensure compliance with their specific requirements. We also have a separate team of engineers responsible for quality assurance.

Our Manufacturing Units have been certified in accordance with international standards, for details of all the certifications obtained, please see "*History and Certain Corporate Matters - Awards, accreditations, certifications and recognitions received by our Company.*"

Competition

We face competition from our peer group and other manufacturers in our industry; however, we believe that our experience in manufacturing precision forged and machined components and our established processes and long-standing customer/vendor relationships act as a competitive strength. Considering the critical nature of our product applications, end products of our customers and the nature of industry which they belong to, like defence, aerospace etc., business dealing details of several of our customers may be private in nature. For further information on risks related to competition, see "*Risk Factors – Since our incorporation in the year 1983, we have expanded our business, scale of operations and delivered variety of products. However, we face competitive pressures in our business and our inability to compete effectively would be detrimental to our business and prospects for future growth*" on page 31**.**

Information Technology

Our design and engineering facilities comprise IT enabled processes such as computer aided design, computer aided manufacturing and computer aided engineering facilities and design software. Besides our in-house IT and digital infrastructure, we also use certain licensed softwares like:

(a) SolidWorks: Enables detailed 3D modeling of forging components, ensuring designs meet exact customer specifications.
(b) Simufact: Simulates the forging process to optimize material usage, minimize production costs, and validate component quality.
(c) DraftSight: Provides 2D drafting capabilities for precise engineering drawings and helps in generating CNC code for efficient manufacturing.

Intellectual property

As on the date of this Draft Red Herring Prospectus, our Company has the following trademark:

Sr. No	Name of the IPR registration/ license	Issuing Authority	Status	Trademark number/ Application number	Date of registration/ application	Class	Date of Expiry
01.		Trade Marks Registry, Mumbai	Registered	4812930	January 08, 2021	7	January 08, 2031
02.		Trade Marks Registry	Formalities Check Pass	6743061	December 05, 2024	6	-
03.		Trade Marks Registry	Formalities Check Pass	6743062	December 05, 2024	7	-
04.		Trade Marks Registry	Formalities Check Pass	6743063	December 05, 2024	35	-
05.		Trade Marks Registry	Formalities Check Pass	6743064	December 05, 2024	40	-

For risks associated with intellectual property, see, "*Risk Factors – 25. Our inability to protect or use our intellectual property rights may adversely affect our business. We may also unintentionally infringe upon the intellectual property rights of others, any misappropriation of which could harm our competitive position.*" on page 38.

Human Resources

As on December 31, 2024, we had 223 permanent employees and 281 contract labour.

Department	Number of employees
Production and Operations	99
Quality	50
Marketing	25
Purchase and Stores	16

Department	Number of employees
Maintenance	13
Accounts and Finance	11
Human Resources and Admin	9
Total	**223**

The employee attrition rate during last 3 fiscals was 12.88%, 13.92% and 18.54%.

Insurance

We maintain insurance policies for our Manufacturing Units, our operations and our personnel, including directors' and officers' liability insurance, vehicle insurance and group personal accident insurance. The details of our total insurance coverage and our insurance coverage as a percentage of our total assets on a consolidated basis, as of September 30, 2024, has been set out below:

Particulars	As of September 30, 2024
Total sum insured (in ₹ million)	777.31
Total insurable assets (in ₹ million)	562.14
Total sum insured as % of total insurable assets	138.28

**Insurable assets includes Building, Plant and equipment, Vehicles, Finished Stocks & Cash on hand.*

Corporate Social Responsibility

We are engaged in corporate social responsibility ("**CSR**") activities that we believe are vital towards fulfilling social needs. Our CSR activities include provide support for cancer equipment's, school maintenance and hospital upkeep, among others. The following table sets forth our CSR expenditure for the years indicated:

Particulars	Six months period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
CSR expenditure *(₹ in millions)*	0.33	6.06	1.31	1.77
Revenue from operations *(₹ in millions)*	1,033.76	2,295.27	2,269.57	1,534.59
CSR expenditure, as a percentage of revenue from operations (%)	0.03	0.26	0.06	0.12

Property

Our Registered Office is located at No. 104, Bommasandra Industrial Area, Bangalore, Karnataka, 560099, India. The property on which our Registered Office is located is owned by us. The following table sets forth the details of our Manufacturing Units:

S. No	Address	Used for	Ownership status	Lessor	Tenure of Lease
1.	No 102-104, Bommasandra Industrial Area, Bangalore, 560 099, Karnataka	Unit I	Owned	N.A.	N.A.
2.	No 139 & 140, Sipcot Industrial Complex, Hosur – 635126, Tamil Nadu	Unit II	Leased	M/s Vishnu Forge Hosur (Promoter group)	5 years from April 01, 2023
3.	No 245/1-B & 253/2A, Kalukondapalli Village, Thally Road, Denkanokottai Taluk, Krishnagiri District, Tamil Nadu – 635001	Unit III	Leased	Nitesh Gupta (Promoter)	10 years from June 10, 2020

KEY REGULATIONS AND POLICIES IN INDIA

The following description is a summary of certain key statutes, rules, regulations, notifications, memorandums, circulars and policies which are applicable to our Company and the business undertaken by our Company.

The information detailed in this chapter, is based on the current provisions of key statutes, rules, regulations, notifications, memorandums, circulars and policies which are subject to amendments, changes and/or modifications. The information in this section has been obtained from publications available in the public domain. The description of the applicable regulations as given below has been provided in a manner to provide general information to the investors and may not be exhaustive and is neither designed nor intended to be a substitute for professional legal advice. The indicative summary is based on the current provisions of applicable law, which are subject to change or modification or amended by subsequent legislative, regulatory, administrative or judicial decisions.

For details of the government approvals and licenses obtained by us, see "Government and Other Approvals" beginning on page 314.

INDUSTRY SPECIFIC REGULATIONS

Industrial (Development and Regulation) Act, 1951, as amended ("I(D&R) Act")

The I(D&R) Act has been liberalized under the New Industrial Policy dated July 24, 1991, and all industrial undertakings are exempt from licensing except for certain industries, including among others, all types of electronic aerospace and defence equipment. The I(D&R) Act is administered by the Ministry of Commerce and Industry through the Department of Industrial Policy and Promotion ("DIPP"). The main objectives of the I(D&R) Act is to empower the Government to take necessary steps for the development of industries; to regulate the pattern and direction of industrial development; and to control the activities, performance and results of industrial undertakings in the public interest. The DIPP is responsible for formulation and implementation of promotional and developmental measures for growth of the industrial sector.

The Legal Metrology Act, 2009 (the "Legal Metrology Act") and The Legal Metrology (Packaged Commodities) Rules, 2011 (the "Legal Metrology Rules")

The Legal Metrology Act, along with the Legal Metrology Rules, establishes and enforces standards of weights and measures, regulates trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or numbers. Any transaction relating to goods or a class of goods shall be as per the weight, measurements or numbers prescribed by the Legal Metrology Act. The Legal Metrology Act prohibits the manufacture, packing, selling, importing, distributing, delivering, offer for sale of any pre-packaged commodity if such does not adhere to the standard regulations set out.

The Legal Metrology Rules are ancillary to the Legal Metrology Act and set out to define various manufacturing and packing terminology. It lays out specific prohibitions where manufacturing, packing, selling, importing, distributing, delivering, offering for sale would be illegal and requires that any form of advertisement where the retail sale price is given must contain a net quantity declaration. Circumstances which are punishable are also laid out in the Legal Metrology Rules.

Remission of Duties and Taxes on Exported Products Scheme ("RoDTEP Scheme")

The RoDTEP Scheme has been with effect from January 1, 2021. The aim of the RoDTEP Scheme was to reimburse all exporters for previously non-reimbursable taxes and duties. This provides new benefits to exporters for exporting products outside of India and encourages global trade. Under the RoDTEP Scheme, support will be provided to eligible exporters at a notified rate as a percentage of Freight on Board ("FOB") value. Mandi tax, VAT, coal cess, central excise duty on fuel etc. is refunded. The refund is issued in the form of transferable electronic scrips. These duty credits will be maintained and tracked through an electronic ledger. Certain categories, which would not avail the benefits include export goods that are subject to minimum export price, restricted and prohibited items, deemed exports, supplies of goods manufactured by domestic tariff area units to Special Economic Zones ("SEZs"), and products manufactured or exported by units situated in SEZs.

LABOUR LAW LEGISLATIONS

The employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The following is an indicative list of labour laws which may be applicable to our Company due to the nature of our business activities:

The Factories Act, 1948 ("Factories Act")

The term 'factory', as defined under the Factories Act, includes any premises which employs or has employed on any day in the previous 12 months, 10 or more workers and in which any manufacturing process is carried on with the aid of power, or any premises wherein 20 or more workmen are employed at any day during the preceding 12 months and in which any manufacturing process is carried on without the aid of power. State Governments have issued rules in respect of the prior submission of plans and their approval for the establishment of factories and registration and licensing of factories. The Factories Act mandates the 'occupier' of a factory to ensure the health, safety and welfare of all workers in the factory premises. Further, the 'occupier' of a factory is also required to ensure (i) the safety and proper maintenance of the factory such that it does not pose health risks to persons in the factory premises; (ii) the safe use, handling, storage and transport of factory articles and substances; (iii) provision of adequate instruction, training and supervision to ensure workers' health and safety; and (iv) cleanliness and safe working conditions in the factory premises. If there is a contravention of any of the provisions of the Factories Act or the rules framed thereunder, the 'occupier' and 'manager' of the factory as defined under the Factories Act may be punished with imprisonment or with a fine or with both and enhanced penalties for repeat offences and contravention of certain provisions relating to use of the hazardous materials.

The Contract Labour (Regulation and Abolition) Act, 1970, as amended (the "CLRA Act")

In respect of our Manufacturing Units, we use the services of certain licensed contractors who in turn employ contract labour whose number exceeds 20 (twenty), subject to state amendments, in respect of certain facilities. Accordingly, we are regulated by the provisions of the CLRA Act, and the rules framed thereunder which requires us to be registered as a principal employer and prescribes certain obligations with respect to welfare and health of contract labour. The CLRA Act imposes certain obligations on the contractor in relation to establishment of canteens, rest rooms, drinking water, washing facilities, first aid, other facilities and payment of wages. However, in the event the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time period. Penalties, including both fines and imprisonment, may be levied for contravention of the provisions of the CLRA Act.

Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 (the IM Act)

This Act has been enacted with an aim to regulate the employment of inter-state migrant workmen and to provide for their conditions of service. It is applicable to every establishment employing five or more inter-state migrant workmen or having employed in the past twelve months and to every contractor who employs or who employed five or more inter-state migrant workmen in the past twelve months.

Other labour law legislations:

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 the following:

- Apprentices Act, 1961 and Apprenticeship Rules, 1992;
- Child Labour (Prohibition and Regulation) Act,1986; and Child Labour (Prohibition and Regulation) Rules, 1988;
- Child and Adolescent Labour (Prohibition and Regulation) Act,1986;
- Employees' State InsuranceAct,1948;
- Employee's Provident Fund and MiscellaneousProvisionsAct,1952;
- Labour Laws (Exemption from Furnishing Returns and Maintaining Registers by certain Establishments) Act,1988 as amended by Labour Laws (Exemption from Furnishing Returns and Maintaining Registers by certain Establishments) Amendment Act, 2014;
- Equal Remuneration Act, 1976;
- Maternity Benefit Act, 1961;
- Minimum Wages Act, 1948;
- Payment of Gratuity Act, 1972;

- Payment of Bonus Act, 1965;
- Payment of Wages Act, 1936;
- Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act,2013; and
- Employee'sCompensationAct,1923 as amended by Employee's Compensation (Amendment)Act,2017.

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,** which amends and consolidates the laws relating to 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, interalia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees. The Central Government has notified certain provisions of the Code on Wages, mainly in relation to the constitution of the central advisory board.
- **Industrial Relations Code, 2020**, which consolidates and amends laws relating to trade unions, the conditions of employment in industrial establishments or undertakings, the investigation and settlement of industrial disputes. It subsumes and simplifies the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947.
- **Code on Social Security, 2020**, which 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 Workers' Welfare Cess Act, 1996 and the Payment of Gratuity Act, 1972. It governs the constitution and functioning of social security organisations such as the Employee's Provident Fund Organisation and the Employee's State Insurance Corporation, regulates the payment of gratuity, the provision of maternity benefits for unorganised workers and compensation in the event of accidents that employees may suffer, among others.
- **The Occupational Safety, Health and Working Conditions Code, 2020**, 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.

ENVIRONMENTAL LAWS

The Environment (Protection) Act, 1986 ("EPA") and Environment (Protection) Rules, 1986

The EPA is the umbrella legislation in respect of the various environmental protection laws in India. The EPA has been enacted for the protection and improvement of the environment. It stipulates that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environmental pollutant in excess of such standards as may be prescribed. Further, no person shall handle or cause to be handled any hazardous substance except in accordance with such procedure and after complying with such safeguards as may be prescribed. EPA empowers the Central Government to take all measures necessary to protect and improve the environment such as laying down standards for emission or discharge of pollutants, providing for restrictions regarding areas where industries may operate and generally to curb environmental pollution. This includes rules for, inter alia, laying down standards for the quality of environment, standards for emission of discharge of environment pollutants from various sources, as provided under the Environment (Protection) Rules, 1986, inspection of any premises, plant, equipment, machinery, examination of manufacturing processes and materials likely to cause pollution. Penalties for violation of the EPA include fines up to ₹ 100,000 or imprisonment of up to five years, or both. The imprisonment can extend up to seven years if the violation of the EPA continues. There are provisions with respect to certain compliances by persons handling hazardous substances, furnishing of information to the authorities in certain cases, establishment of environment laboratories and appointment of Government analysts.

Water (Prevention and Control of Pollution) Act, 1974 ("Water Act")

The Water Act aims to prevent and control water pollution and to maintain or restore wholesomeness of water. The Water Act provides for one Central Pollution Control Board, as well as state pollution control boards, to be formed to implement its provisions, including enforcement of standards for factories discharging pollutants into water bodies. Any person intending to establish any industry, operation or process or any treatment and disposal system likely to discharge sewage or other pollution into a water body, is required to obtain the consent of the relevant state pollution control board by making an application.

Air (Prevention and Control of Pollution) Act, 1981 ("Air Act")

The Air Act aims to prevent, control and abate air pollution, and stipulates that no person shall, without prior consent of the relevant state pollution control board, establish or operate any industrial plant which emits air pollutants in an air pollution control area. They also cannot discharge or cause or permit to be discharged the emission of any air pollutant in excess of the standards laid down by the state boards. The Central Pollution Control Board and the state pollution control boards constituted under the Water Act perform similar functions under the Air Act as well. Pursuant to the provisions of the Air Act, any person establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant state pollution control board prior to establishing or operating such industrial plant.

The Solid Wastes Management Rules, 2016 ("Solid Wastes Rules")

The Solid Wastes Rules apply to every domestic, institutional, commercial and any other non-residential solid waste generator except industrial waste, hazardous waste, hazardous chemicals, bio medical wastes, e-waste, lead acid batteries and radio-active waste, that are covered under separate rules framed under the Environment (Protection) Act, 1986. As per the Solid Waste Rules, the local authority or panchayat is required to make an application in Form-I for grant of authorisation for setting up waste processing, treatment or disposal facility, if the volume of waste is exceeding five metric tonnes per day including sanitary landfills from the State Pollution Control Board or the Pollution Control Committee, as the case may be. Any municipal solid waste generated is required to be managed and handled in accordance with the procedures specified in the Municipal Solid Wastes Rules. Penalties for contravention of the provisions of the Municipal Solid Wastes Rules will be as specified in the EPA.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 ("Hazardous Waste Rules") as amended by the Hazardous and Other Wastes (Management and Transboundary Movement) Amendment Rules, 2022

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to dispose of such waste without harming the environment. The term "hazardous waste" has been defined in the Hazardous Waste Rules and any person who has, control over the affairs of the factory or the premises or any person in possession of the hazardous waste has been defined as an "occupier". 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 resulting from the improper handling and disposal of hazardous waste and must pay any financial penalty that may be levied by the respective state pollution control board.

In addition to the above-mentioned environmental laws, following is an indicative list of the environmental laws which may be applicable to our Company due to the nature of the business activities:

- Plastic Waste Management Rules, 2016, as amended;
- Bio-medical Waste management Rules, 2016, as amended;
- E-waste (Management) Rules, 2016, as amended;
- Ozone Depleting Substances (Regulation and Control) Rules, 2000, as amended;
- Noise Pollution (Regulation and Control) Rules, 2000, as amended; and
- Gas Cylinders Rules, 2016, as amended.

Further, the Ministry of Environment, Forest and Climate Change, Government of India has also notified the E-Waste (Management) Rules, 2022, which shall come into effect on April 1, 2023. These rules 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 including their components, consumables, parts and spares which make the product operational.

INTELLECTUAL PROPERTY LAWS

Trade Marks Act, 1999 ("Trademarks Act") and the Trade Marks Rules, 2017 ("Trademarks Rules")

The Trademarks Act provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement of such marks. The Trademarks Act permits registration of trademarks for goods and services and prohibits any registration of deceptively similar trademarks or compounds, among others. It also covers infringement of trademarks and falsifying and falsely applying for trademarks. As per the Trademarks Act, any person found to be falsifying trademarks shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to three years and with fine which shall not be less than fifty thousand rupees but which may extend to two lakh rupees. The Trademarks Rules provide for inter-alia the procedures for filing an application for registration of trademarks to the Trade Marks Registry ("Registry") and for filing an opposition to any application for registration of a trademark.

The Patents Act, 1970 ("Patents Act")

The Patents Act governs the patent regime in India. A patent is an intellectual property right relating to inventions and grant of exclusive right, for limited period, provided by the Government to the patentee, for excluding others from making, using, selling and importing the patented product or process or produce that product. In addition to the broad requirement that an invention must satisfy the requirements of novelty, utility and non-obviousness in order for it to avail patent protection, the Patents Act further provides that patent protection may not be granted to certain specified types of inventions and materials even if they satisfy the above criteria.

Designs Act, 2000 ("DA") and the Designs Rules, 2001 ("DR")

The DA regulates and protects the originality of an article's design and prohibits the piracy of registered designs. The primary objective of the DA is to protect new or original designs from getting copied, and ensure that the creator, originator or artisan of the design is not deprived of their rightful gains for the creation of their design. The central government also drafted the DR under the authority of the DA for the purposes of specifying certain prescriptions regarding the practical aspects related to designs such as payment of fees, register for designs, classification of goods, address for service, restoration of designs, etc.

LAWS GOVERNING FOREIGN INVESTMENTS

The Foreign Trade (Regulation and Development) Act, 1992 and the rules framed thereunder ("FTA")

The FTA is the main legislation concerning foreign trade in India. The FTA read along with Foreign Trade (Regulation) Rules, 1993, provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. The FTA seeks to increase foreign trade by regulating imports and exports to and from India. It authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The government has also been given a wide power to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The FT read with the Indian Foreign Trade Policy, 2015-20 (extended till March 31, 2021) prohibits anybody from undertaking any import or export except under an Importer-Exporter Code number ("IEC") granted by the Director General of Foreign Trade pursuant to section 7. Hence, every entity in India engaged in any activity involving import/export is required to obtain an IEC unless specifically exempted from doing so. The IEC shall be valid until it is cancelled by the issuing authority. An importer-exporter code number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain the IEC number shall attract penalty under the FTA.

Foreign Exchange Management Act, 1999

Foreign investment in India is governed by the provisions of Foreign Exchange Management Act, 1999 ("**FEMA**"), as amended, along with the rules, regulations and notifications made by the Reserve Bank of India thereunder, The Department for Promotion of Industry and Internal Trade ("**DPIIT**"), Ministry of Commerce and Industry has issued the Consolidated FDI Policy which consolidates the policy framework on Foreign Direct Investment ("**FDI Policy**"), with effect from October 15, 2020. The FDI Policy consolidates and subsumes all the press notes, press releases, and clarifications on FDI issued by DIPP till October 15, 2020.

In terms of the FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which foreign investment is sought to be made. In terms of the FDI Policy, the work of granting government approval for foreign investment under the FDI Policy and FEMA Regulations has now been entrusted to the concerned Administrative Ministries/Departments. FDI for the items or activities that cannot be brought in under the automatic route may be brought in through the approval route. Where FDI is allowed on an automatic basis without the approval of the Government, the RBI would continue to be the primary agency for the purposes of monitoring and regulating foreign investment. In cases where Government approval is obtained, no approval of the RBI is required except with respect to fixing the issuance price, although a declaration in the prescribed form, detailing the foreign investment, must be filed with the RBI once the foreign investment is made in the Indian company.

Our Company is engaged in the activity of manufacturing of iron and steel products. The FDI Policy issued by the DIPP permits foreign investment up to 100% in the manufacturing sector under the automatic route. No approvals of the Administrative Ministries/Departments or the RBI are required for such allotment of equity Shares under this Issue. Our Company will be required to make certain filings with the RBI after the completion of the Offer.

Competition Act, 2002 ("Competition Act")

The Competition Act is an act to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect interest of consumer and to ensure freedom of trade in India. The act deals with prohibition of (i) certain agreements such as anti-competitive agreements and (ii) abuse of dominant position and regulation of combinations. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Competition Act. The prima facie duty of the Competition Commission of India ("Commission") is to eliminate practices having adverse effect on competition, promote and sustain competition, protect interest of consumer and ensure freedom of trade. The Commission shall issue notice to show cause to the parties to combination calling upon them to respond within 30 days in case it is of the opinion that there has been an appreciable adverse effect on competition in India. In case a person fails to comply with the directions of the Commission and Director General (as appointed under Section 16(1) of the Competition Act) he shall be punishable with a fine which may exceed to ₹0.10 million for each day during such failure subject to maximum of ₹10.0 million, as the Commission may determine.

Other applicable laws

In addition to the above, our Company is also required to comply with the provisions of the Companies Act, 2013 and rules framed thereunder, the Indian Contract Act, 1872, the Specific Relief Act, 1963, the Transfer of Property Act, 1882, the Sale of Goods Act, 1930, each as amended, and other applicable statutes promulgated by the relevant Central and State Governments.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was originally incorporated as a private limited company under the name of "Vinir Engineering Private Limited" on August 01, 1983, under the Companies Act, 1956, pursuant to a certificate of incorporation issued by the Registrar of Companies, Karnataka at Bangalore. Thereafter, our Company was converted into a public limited company pursuant to a special resolution passed by our Shareholders at the extraordinary general meeting held on October 04, 2024 and the name of our Company was changed to "Vinir Engineering Limited", and a fresh certificate of incorporation consequent upon conversion from a private company to a public limited company was issued by the Registrar of Companies, Central Processing Centre, on November 19, 2024.

Changes in the registered office

The following table sets forth the details of the change in registered office of the Company since its date of incorporation:

Effective Date	Details of change in address of our registered office	Reason for change
October 7, 2003	The registered office of our Company was changed from No 2818, 6th Main, 17th Cross, Banashankari II Stage, Bangalore 560070 to No 104, Bommasandra Industrial Area, Bangalore - 560 099	For Administrative and operational convenience

Main objects of our Company

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

1. *To carry on the business of manufactures of and dealers in every type of forging and stamping for all trades and industry.*

2. *To carry on all or any of the business of welders, fitters, wire drawers, tool makers, galvanizers, electro platters, metal workers, smiths, metallurgists, heat treaters, boiler makers, iron and steel converters, machinists, smelters, metal founders, miners, metal sprayers, spinners, rollers and mill wrights.*

3. *To carry on the business of fabricators, contractors and engineers in all fields including civil, mechanical, chemical, electrical and electronics.*

4. *To carry on the business of manufactures and fabricators of all kinds of machines, machinery parts and components, machine tools and implements, precision hand tools, preumatic tools, precision fastners, locomotives and engines of all types and components thereof.*

5. *To carry on India or elsewhere the business of consultants and advisers in all fields including those relating to project design and engineering, scientific marketing and management.*

The main objects and matters necessary for furtherance of the main objects as contained in the Memorandum of Association enable our Company to carry on the business presently being carried out.

Amendments to the Memorandum of Association in the last 10 years preceding the date of this Draft Red Herring Prospectus

Set out below are the amendments to our Memorandum of Association, in the last 10 years preceding the date of this Draft Red Herring Prospectus:

Date of Shareholders' Resolution/ Effective Date	Details of the modifications
July 11, 2023	Substitution of the existing Memorandum of Association of the Company with a new set of Memorandum of Association as per the provisions of the Companies Act, 2013.
October 4, 2024	Clause I of the MoA was substituted to reflect the change in the name of the Company from Vinir Engineering Private Limited to Vinir Engineering Limited.

November 21, 2024	Clause V of the MoA was substituted to reflect the increase in the authorized share capital of our Company from ₹ 300,000,000 consisting of 30,000,000 equity shares of ₹10 each to ₹ 60,00,00,000 consisting of 6,00,00,000 equity shares of ₹10 each
November 30, 2024	Clause V of the MoA was substituted to reflect the sub division in the authorized share capital of our Company from ₹ 600,000,000 consisting of 60,000,000 equity shares of ₹10 each to ₹ 600,000,000 consisting of 300,000,000 Equity Shares of ₹ 2 each.

Major events and milestones of our Company

Fiscal Year	Event
1983	Incorporation of our Company
1986	Commencement of production at Unit I
2002	Unit II formed by acquisition of business of Vishnu Forge Hosur
2005	Expansion of Unit I
2005	Installation of vertical machining center machine at Unit I
2008	Our Company completed 25 years
	Placed an order for 10-ton forging hammer from Romania
2012	Installed a computerized numerical control lathe machine at Unit I
2019	Constructed a die shop at Unit II
	Replaced traditional furnace oil and diesel with PNG (Piped Natural Gas) and LPG (Liquefied Petroleum Gas) at Unit I
2020	Purchased second hand hydraulic press and water hydraulic central drive from Switzerland
	Installation of ring rolling machine at Unit III
	Installation of coordinate measuring machine at Unit II
	Installed horizontal machining center machine at Unit III
	Installed trevisan DS 300 and DS 600 horizontal CNC milling machines at Unit III
	Installation of first CNC horizontal boring machine at Unit III
	Installed babcock and wilcox press at Unit III
2023	Installation of first WFL M 100 millturn technologies machining centre at Unit III
	Installation of first WFL S30 turning lathe at Unit I
2024	Installation of first GFM forging machine at Unit I
	Installed steel cutting machine indotech make bandsaw machine ITM 1250 LMGA at Unit III
	Entered into an agreement for starting supply of PNG (Piped Natural Gas) at Unit II

Awards, accreditations, certifications and recognitions received by our Company:

Calendar Year	Award/Accreditation/Certification/Recognition
2008	Certificate of accreditation for being in compliance with BS OHSAS 18001:2007 by the certification body of TÜV Rheinland.
2009	Certificate of accreditation for being in compliance with ISO 9001:2008 and AS9100 B by the certification body of TÜV SÜD America Inc.
2010	Recognised as One Star Export House by Office of the Joint Director General of Foreign Trade
2016	Certificate of appreciation for successfully manufacturing close-die forgings by Hindustan Aeronautics Limited.
2020	Our Company was GreenCo certified under the GreenCo – Green Company Rating System by CII – Sohrabji Godrej Green Business Centre.
2021	Certificate of approval for Well Known Forge for the inspection and quality management system at Unit I, under the provisions of the Indian Boiler Regulations, 1950 by the Central Boilers Board.
2021	Received the AS 9100D and ISO 9001:2015 accreditation by the certification body of TÜV SÜD America Inc. for manufacture and supply of hot closed/open die forgings and machined

	parts for aerospace applications at Unit I and III
2022	Certificate of membership granted for being a member of the Association of Indian Forging Industry for the year 2022-23 by Association of Indian Forging Industry.
2022	Received the ISO 14001:2015 accreditation by the certification body of TÜV Rheinland for manufacture of hot closed / open die forgings and machined parts for engineering applications at Unit I.
2022	Received the ISO 14001:2015 accreditation by the certification body of TÜV Rheinland for manufacture of hot closed die / open die / ring rolled forged and machined components at Unit II.
2022	Certificate of authority granted to use the official API monogram on manufactured products by the American Petroleum Institute at Unit I.
2022	Received the ISO 9001:2015 accreditation by the certification body of TÜV Rheinland for manufacture of hot closed / open die forgings and machined parts for engineering applications at Unit I.
2022	Received the ISO 9001:2015 accreditation by the certification body of TÜV Rheinland for manufacture of hot closed die / open die / ring rolled forged and machined components at Unit II.
2022	Certificate granted by the certification body of TÜV SÜD Industrie Service, Germany for the quality assurance system being in accordance with the pressure equipment directive 2014/68/EU and AD 2000 W0 as a material manufacturer for the scope of forgings in austenitic steels at Unit I.
2022	Certificate granted by the certification body of TÜV SÜD Industrie Service, Germany for the quality assurance system being in accordance with the pressure equipment directive 2014/68/EU and AD 2000 W0 as a material manufacturer for the scope of forgings in ferritic and austenitic steels at Unit II.
2022	Received the ISO 45001:2018 accreditation by the certification body of TÜV Rheinland for manufacture of hot closed die / open die / ring rolled forged and machined components at Unit II.
2023	Received the ISO 45001:2018 accreditation by the certification body of TÜV Rheinland for manufacture of hot closed / open die forgings and machined components at Unit I.
2023	Accredited with a certificate for being in compliance with ISO/IEC 17025:2017 by the National Accreditation Board for Testing and Calibration Laboratories in the field of Testing at Unit I.
2023	Received the ISO 50001:2018 accreditation by the certification body of TÜV Rheinland for manufacture of hot closed / open die forgings and machined components at Unit I.
2023	Received the ISO 50001:2018 accreditation by the certification body of TÜV Rheinland for manufacture of hot closed die / open die / ring rolled forged and machined components at Unit II.
2024	Received the ISO 14001:2015 accreditation by the certification body of TÜV Rheinland for manufacture of hot open die, ring forgings and machined parts at Unit III.
2024	Received the ISO 45001:2018 accreditation by the certification body of TÜV Rheinland for manufacture of hot open die, ring forgings and machined parts at Unit III.
2024	Received the ISO 9001:2015 accreditation by the certification body of TÜV Rheinland for manufacture of hot open die, ring forgings and machined parts at Unit III.
2024	Certificate of forging facility and process approval granted by the American Bureau of Shipping to Unit II for being considered capable of manufacturing steel forging components for marine applications.
2024	Awarded "Ferrous & Non- Ferrous Metals (SME Category)"at the Business Enterprises of Tomorrow 2024 by Dun & Bradstreet.
2025	Certificate of membership to our Company for being a member of Society of Indian Defence Manufacturers by Society of Indian Defence Manufacturers.

Time and cost over-runs

There have been no time and cost over-runs in the setting up of projects by our Company since incorporation.

Defaults or re-scheduling, restructuring of borrowings with financial institutions/banks

There have been no defaults or re-scheduling/ re-structuring in relation to borrowings availed by our Company from any financial institutions or banks.

Capacity/facility creation, locations of plants

For details of our project creation, capacity and location of our plants/projects, see "*Our Business –Property*" on page 180.

Significant financial or strategic partners

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

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

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, capacity/facility creation, location of our centers, see **"–** *Major Events and Milestones of our Company*" and "*Our Business*" on pages 187 and 160, respectively.

Lock-out and strikes

There have been no instances of strikes or lock-outs at any time in our Company.

Revaluation of assets

Our Company has not revalued its assets since its incorporation.

Mergers or amalgamations

Our Company has not been party to any merger or amalgamation since its incorporation.

Details regarding material acquisitions or divestments of business/ undertakings

Our Company has not acquired or divested any material business or undertaking since its incorporation.

Holding Company

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

Subsidiary of our Company

As of the date of this Draft Red Herring Prospectus, our Company has no subsidiary.

Our associates and joint ventures

As of the date of this Draft Red Herring Prospectus, our Company has no associates and joint ventures.

Details of shareholders' agreements and other ley agreements

Our Company has not entered into a shareholders' agreement or any other subsisting material agreement, other than in the ordinary course of business.

There are no other inter-agreements/ arrangements and clauses / covenants, to which our Company or our Promoters or Shareholders are a party, which are material and which need to be disclosed in this Draft Red Herring Prospectus or non-disclosure of which may have bearing on the investment decision in connection with the Offer. There are no other clauses

/ covenants which are adverse / pre-judicial to the interest of the minority/public shareholders of our Company. Further, there are no other agreements, deed of assignments, shareholder agreements, inter-se agreements or agreements of like nature.

Agreements with Key Managerial Personnel, Senior Management Personnel, Director, Promoters or any other employee

As on the date of this Draft Red Herring Prospectus, there are no agreements entered into by our Key Managerial Personnel or Senior Management Personnel or Director 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

There are no material clauses of our Articles of Association that have been left out from disclosures having bearing on this Offer or this Draft Red Herring Prospectus.

OUR MANAGEMENT

In terms of the Companies Act and our Articles of Association, our Board is required to have a minimum of three Directors and a maximum of up to fifteen Directors. As on the date of this Draft Red Herring Prospectus, our Board comprises 6 Directors, of whom 3 are Independent Directors including one woman Independent Director. Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act, 2013, in relation to the composition of our Board and constitution of committees thereof.

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

Board of Directors

Name, designation, term, period of directorship, address, occupation, date of birth, age and DIN	Directorships in other companies
Naresh Chandra Gupta ***Designation:*** Chairman and Non- Executive Director ***Current term:*** With effect from December 21, 2024, liable to retire by rotation ***Period of Directorship:*** Since August 31, 1983 ***Address:*** Villa 393, Adarsh Palm Retreat, Lane 8, Phase 2, next to Intel Devarabisanahalli, Bellandur, Bengaluru – 560103, Karnataka, India. ***Occupation:*** Business ***Date of Birth:*** June 01, 1944 ***Age:*** 80 years ***DIN:*** 00532105	*Indian Companies* • Metalkarma Space Frame Structures Private Limited • Metalkarma Construction India Private Limited • Metalkarma Engineering Technologies Private Limited *Foreign Companies* • Nil
Nitesh Gupta ***Designation:*** Managing Director ***Current term:*** 5 years with effect from February 15, 2022 to February 14, 2027, liable to retire by rotation ***Period of Directorship:*** Since September 04, 1994 ***Address:*** Villa 393, Adarsh Palm Retreat, Lane 8, Phase 2, next to Intel Devarabisanahalli, Bellandur, Bengaluru – 560103, Karnataka, India. ***Occupation:*** Business ***Date of Birth:*** September 04, 1972 ***Age:*** 52 years ***DIN:*** 00532501	*Indian Companies* • Nil *Foreign Companies* • Nil
Ritesh Gupta ***Designation:*** Non- Executive Director	*Indian Companies* • Metalkarma Space Frame Structures Private Limited

Current term: With effect from December 21, 2024, liable to retire by rotation ***Period of Directorship:*** Since March 24, 1999 ***Address:*** Villa 392, Adarsh Palm Retreat, 8th Lane, Phase 2, next to Intel Devarabisanahalli, Bellandur, Bengaluru – 560103, Karnataka, India. ***Occupation:*** Business ***Date of Birth:*** March 01, 1974 ***Age:*** 50 years ***DIN:*** 00532426	• Metalkarma Construction India Private Limited • Metalkarma Engineering Technologies Private Limited *Foreign Companies* • Nil
Madhukar Anand ***Designation:*** Independent Director ***Current term:*** 3 years from December 21, 2024 to December 20, 2027, not liable to retire by rotation ***Period of Directorship:*** Since December 21, 2024 ***Address:*** Anand, House no.6, Ashokpuri, Khajepura, B.V. College, Patna, Bihar, 800014. ***Occupation:*** Financial Planner ***Date of Birth:*** November 19, 1962 ***Age:*** 62 years ***DIN:*** 10855599	*Indian Companies* • Nil *Foreign Companies* • Nil
Anita Sanghi ***Designation:*** Independent Director ***Current term:*** 3 years from December 21, 2024 to December 20, 2027, not liable to retire by rotation ***Period of Directorship:*** Since December 21, 2024 ***Address:*** Flat no. 001, Sai Krupa Heera, 1st Main, near C V Raman Nagar Bus Stand, Bhuvaneshwari Nagar, Bangalore North, Bengaluru, Karnataka – 560093. ***Occupation:*** Financial Consultant ***Date of Birth:*** April 11, 1966 ***Age:*** 58 years ***DIN:*** 01638548	*Indian Companies* • Ascential Software (India) Private Limited • Global Transport and Logistics IT India Private Limited *Foreign Companies* • Nil
Muthumanickam Matheswaran ***Designation:*** Independent Director ***Current term:*** 3 years from December 21, 2024 to December 20, 2027, not liable to retire by rotation	*Indian Companies* • Kalinga Defense Systems Private Limited *Foreign Companies*

Period of Directorship: Since December 21, 2024 ***Address:*** Old no. 16, New no. 17, Crescent Road, Shenoy Nagar, Chennai, Tamil Nadu, 600030 ***Occupation:*** Retired IAF Veteran and Air Vice Marshal ***Date of Birth:*** March 07, 1954 ***Age:*** 70 years ***DIN:*** 07197847	• Nil

Brief profiles of our Directors

Naresh Chandra Gupta is the Chairman and Non-Executive Director of our Company. He is one of the Promoters of our Company. He has been on the Board of Directors of our Company since August 31, 1983. He passed the examination for diploma in mechanical engineering from Board of Technical Education, Rajasthan. He was previously employed with Utkal Machinery Limited, The Tata Iron and Steel Company Limited and WG Forge & Allied Industries Limited. He has more than 51 years of experience in engineering and manufacturing activities.

Nitesh Gupta is the Managing Director of our Company. He is also one of the Promoters of our Company. He has been on the Board of Directors of our Company since September 04, 1994. He holds a bachelor's degree in engineering (mechanical) from Bangalore University. He also holds a master's degree in business administration from La Trobe University, Australia. Further, he has also completed a management programme for entrepreneurs and family businesses from Indian Institute of Management, Bangalore. He has also completed a professional certificate programme (advanced strategic management programme) from Indian Institute of Management, Kozhikode. He has more than 30 years of experience in engineering and manufacturing activities.

Ritesh Gupta is a Non-executive Director of our Company. He is also one of the Promoters of our Company. He has been on the Board of Directors of our Company since March 24, 1999. He holds a bachelor's degree in engineering (industrial engineering and management) from Bangalore University. He has more than 25 years of experience in engineering and manufacturing activities.

Madhukar Anand is an Independent Director of our Company. He holds a provisional degree of bachelor's in science from Patna University. He holds a master's degree in science (physics) from Indian Institute of Technology, Kanpur. He is a Certified Financial Planner certified by Financial Planning Standards Board. Prior to joining our Company, he was employed with the State Bank of India for over 36 years.

Anita Sanghi is an Independent Director of our Company. She holds a bachelor's degree in commerce from Raurkela Sambalpur University, Orissa. She is an Associate member of the Institute of Chartered Accountants of India. Prior to joining our Company, she was employed with NTT DATA Information Processing Services Private Limited and IBM India Private Limited. She has over 8 years of experience.

Muthumanickam Matheswaran is an Independent Director of our Company. He holds a master's degree in science (defence studies) from University of Madras. He holds a master's degree in philosophy (defence and strategic studies) from University of Madras. He also holds a degree of doctor of philosophy from University of Madras. Further, he has also completed a post graduate diploma in financial management from Indira Gandhi National Open University. He is the recipient of the Ati Vishisht Seva Medal for his distinguished service as an Air Vice Marshal.

Details of directorship in companies suspended or delisted

None of our Directors is or was a director of any listed company, whose shares have been or were suspended from being traded on any stock exchanges, in the last five years prior to the date of this Draft Red Herring Prospectus, during the term of their directorship in such company.

None of our Directors is, or was, a director of any listed company, which has been or was delisted from any stock exchange during the term of their directorship in such company.

Relationship between our Directors, Key Managerial Personnel and Senior Management

Except as stated below, none of our Directors, Key Managerial Personnel and Senior Management are related to each other:

(i) Naresh Chandra Gupta is the father of Nitesh Gupta;

(ii) Naresh Chandra Gupta is the father of Ritesh Gupta;

(iii) Ritesh Gupta is the brother of Nitesh Gupta;

(iv) Dhruv Gupta is the son of Nitesh Gupta;

(v) Dhruv Gupta is the grand- son of Naresh Chandra Gupta; and

(vi) Dhruv Gupta is the nephew of Ritesh Gupta.

Terms of appointment of our Executive Director

Nitesh Gupta

Nitesh Gupta is the Managing Director, and one of the Promoters of our Company. He was re-appointed as the Managing Director of our Company pursuant to the resolution passed by our Board dated February 28, 2022,for a period of 5 years with effect from February 15, 2022.

Date of re-appointment	February 28, 2022
Term of appointment	From February 15, 2022 to February 14, 2027
Remuneration per annum (in ₹ million)	9.90
Incentive	Nil
Other Terms and Conditions/ Perquisites and allowances of expenses	Nil

Terms of appointment of our Independent Directors

Pursuant to a resolution passed by our Board on December 21, 2024 our Independent Directors are entitled to receive a sitting fee of up to ₹ 0.05 million for attending each meeting of our Board and of up to ₹ 0.05 million for attending each meeting of committees constituted by our Board.

Payment or benefit to Directors of our Company

Details of the sitting fees or other remuneration paid to our Directors in Fiscal 2024 are set forth below.

Remuneration to our Executive Director

Details of the remuneration paid to our Managing Director in Fiscal 2024 is set forth below:

(in ₹ million)

Sr. No.	Name of the Director	Total Remuneration
1.	Nitesh Gupta	9.90

Remuneration to our Independent Directors

The Independent Directors of our Company were appointed in Fiscal 2025, and accordingly, no sitting fees were paid to them in Fiscal 2024.

Remuneration to our Non-Executive Non- Independent Director

Our Non-Executive Non- Independent Directors, Naresh Chandra Gupta and Ritesh Gupta, were not paid any sitting fees, salaries, commissions or perquisites in Fiscal 2024.

Bonus or profit-sharing plan for our Directors

None of our Directors are party to any bonus or profit-sharing plan of our Company.

Service contracts with Directors

None of our Directors have entered into service contracts with our Company which provide benefits upon termination of employment.

Contingent and deferred compensation payable to our Directors

There is no contingent or deferred compensation payable to our Directors, which does not form part of their remuneration.

Shareholding of our Directors in our Company

Our Articles of Association do not require our Directors to hold any qualification shares. Except as disclosed in "*Capital Structure – Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company*" on page 79, none of our Directors hold any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus.

Arrangement or understanding with major shareholders, customers, suppliers or others

None of our current Directors have been appointed to our Board pursuant to any arrangement or understanding with major Shareholders, customers, suppliers or others. Further, none of our Key Managerial Personnel and members of our Senior Management have been appointed pursuant to any arrangement or understanding with major shareholders, customers, suppliers or others.

Interest of Directors

Our Independent Directors may be deemed to be interested to the extent of sitting fees payable, if any, to them for attending meetings of our Board and committees thereof, and reimbursement of expenses available to them. Our Executive Director may be deemed to be interested to the extent of remuneration and reimbursement of expenses payable to them as stated in *"Terms of appointment of our Executive Director*" on page 195. Our Directors may also be interested or deemed to 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, kartas 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 Offer. For further details regarding the shareholding of our Directors, see "*Capital Structure - Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company*" on page 79.

Further, our Directors may also be directors on the board, or are shareholders, kartas, proprietors, members or partners, of entities with which our Company has had transactions and may be deemed to be interested to the extent of the payments made by our Company, or services provided by our Company, if any, to these entities.

All the Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any company which is promoted by them or in which they hold directorships or any partnership firm in which they are partners in the ordinary course of business.

There is no conflict of interest between the suppliers of raw materials and third party service providers (crucial for operations of the Company) of the Company and our Directors.

Except as disclosed under *"Our Management- Interest in transactions for acquisition of land, construction of building or supply of machinery."* on page 192, there is no conflict of interest between our Directors and lessors of the immovable properties of our Company, which are crucial for the operations of our Company. Please also see "*Our Promoters and Promoter Group – Confirmations*", "*Our Promoters and Promoter Group - Interest in property acquired, acquisition of land, construction of building and supply of machinery, etc.*" and "*Risk Factors- 20. Some of our Manufacturing Units are located on leasehold lands and rental basis. If we are unable to renew existing leases or relocate our operations on commercially reasonable terms, there may be a material adverse effect on our business, financial condition and operations."* on pages 196, 209 and 36, respectively.

Interest in land and property

None of our Directors have any interest in any property acquired in the preceding three year or proposed to be acquired of our Company or by our Company. For details, see "*Restated Financial Statements – Note 37 – Related Parties"* on page 260.

However, our Company has obtained on lease certain premises, including premises where our Unit II and Unit III are located from our Managing Director and member of our promoter group. Please also see "*Our Promoters and Promoter Group – Interest in property acquired, acquisition of land, construction of building and supply of machinery*" and "*Risk Factors – 20, Some of our Manufacturing Units are located on leasehold lands and rental basis. If we are unable to renew existing leases or relocate our operations on commercially reasonable terms, there may be a material adverse effect on our business, financial condition and operations*" on pages 210 and 36 respectively.

Interest in transaction for acquisition of land, construction of building or supply of machinery

Except as disclosed below, our Directors have no interest in any property acquired, whether direct or indirect, by our Company, during the three years preceding the date of the Draft Red Herring Prospectus or proposed to be acquired by our Company, or in the transactions for acquisition of land, construction of building or supply of machinery.

Date of Agreement	Lessor	Lessee	Address of Leasehold Property	Tenure of Lease	Lease Rent per annum (in ₹ million)
Lease Deed dated June 10, 2020	Nitesh Gupta	Company	Dry Land bearing Survey No. 245/1B, measuring to an extent of 1 Acre 25 cents denoted as Agricultural Unit situated at Kalukkondapalli Village, Denkanikottai Taluk, Krishnagiri District, Tamil Nadu Dry Land bearing Survey No. 253/2A, measuring to an extent of 2 Acres 45 Cents denoted as Agricultural Unit, situated at Kalukondapalli Village, Denkanikottai Taluk, Krishnagiri District, Tamil Nadu	10 years from June 10, 2020 to June 09, 2030	0.012
Lease cum Rental Agreement dated April 01, 2023	M/s Vishnu Forge Hosur*	Company	Plot No. 139 & 140, Sipcot Industrial Complex, Hosur – 635 126, Tamil Nadu	5 years from April 01, 2023 to , 2028March 31, 2027	7.20

* *Wherein our directors namely Naresh Chandra Gupta, Nitesh Gupta and Ritesh Gupta are partners.*

Interest in promotion or formation of our Company

Except Naresh Chandra Gupta, Nitesh Gupta and Ritesh Gupta, who are also the Promoters of our Company, none of our Directors have any interest in the promotion or formation of our Company, as on the date of this Draft Red Herring Prospectus.

Business interest

Except in the ordinary course of business and as disclosed in "*Other Financial Information -Related Party Transactions*" at page 272, our Directors do not have any other business interest in our Company

Loans to Directors

As on the date of this Draft Red Herring Prospectus, no loans have been availed by our Directors from our Company.

Confirmations

None of our Directors have given any guarantees to any third party, with respect to the Equity Shares, as of the date of this Draft Red Herring Prospectus.

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

None of our Directors have been declared as Wilful Defaulters or Fraudulent Borrowers as defined under the SEBI ICDR Regulations.

None of our Directors has been declared a fugitive economic offender in accordance with the Fugitive Economic Offenders Act, 2018.

Changes in our Board during the last three years

The changes in our Board during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below.

Name of Director	Date of Change	Reasons
Nitesh Gupta	February 15, 2022	Re-appointed as a Managing Director
Naresh Chandra Gupta	February 28, 2022	Change in designation from Managing Director to Executive Director
Naresh Chandra Gupta	December 21, 2024	Redesignated as Non – Executive Director
Ritesh Gupta	December 21, 2024	Redesignated as Non – Executive Director
Madhukar Anand	December 21, 2024	Appointment as an Additional Non-Executive Independent Director
Anita Sanghi	December 21, 2024	Appointment as an Additional Non-Executive Independent Director
Muthumanickam Matheswaran	December 21, 2024	Appointment as an Additional Non-Executive Independent Director
Madhukar Anand	January 14, 2025	Appointment as an Independent Director
Anita Sanghi	January 14, 2025	Appointment as an Independent Director
Muthumanickam Matheswaran	January 14, 2025	Appointment as an Independent Director

Borrowing Powers

Pursuant to the Articles of Association, the Board is authorised, from time to time, at its discretion subject to the provisions of the Articles of Association, Section 73 to 76, 179, 180 of the Act or applicable law, raise or borrow, either from the Directors or from elsewhere and secure the payment of any sum or sums of money for the purpose of the Company, by a resolution of the Board, or where a power to delegate the same is available, by a decision/resolution of such delegate, provided that the Board shall not without the requisite sanction of the Company in General Meeting borrow any sum of money which together with money borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate for the time being of the paid-up Capital of the Company and its free reserves.

Corporate Governance

As on the date of this Draft Red Herring Prospectus, there are 6 (six) Directors on our Board comprising 1(one) Executive Director, 2(two) Non-Executive Non-Independent Director and 3(three) Independent Directors, including one women Director. Our Board functions either as a full board or through various committees constituted to oversee specific functions. Our Company is in compliance and undertakes to take all necessary steps to continue to comply with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act in relation to the composition of our Board and constitution of committees thereof.

In compliance with Section 152 of the Companies Act, 2013, not less than two thirds of the Directors (excluding Independent Directors) are liable to retire by rotation.

Board committees

Our Company has constituted the following Board committees in terms of the SEBI Listing Regulations, and the

Companies Act:

(a) Audit Committee;

(b) Nomination and Remuneration Committee;

(c) Stakeholders' Relationship Committee; and

(d) Corporate Social Responsibility Committee.

For purposes of the Offer, our Board has also constituted an IPO Committee

Audit Committee

The Audit Committee was constituted by a resolution passed by our Board dated December 21, 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 Director	Designation	Committee Designation
1.	Anita Sanghi	Independent Director	Chairperson
2.	Madhukar Anand	Independent Director	Member
3.	Nitesh Gupta	Managing Director	Member

Terms of Reference:

The Audit Committee shall be responsible for, among other things, as may be required by the stock exchange(s) from time to time, the following:

Powers of Audit Committee

The Audit Committee shall have powers, including the following:

(1) to investigate any activity within its terms of reference;

(2) to seek information from any employee;

(3) to obtain outside legal or other professional advice; and

(4) to secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of Audit Committee

The role of the Audit Committee shall include the following:

(1) oversight of financial reporting process and the disclosure of financial information relating to the Company to ensure that the financial statements are correct, sufficient and credible;

(2) recommendation to the Board for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee;

(3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;

(4) examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

a. matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;

b. changes, if any, in accounting policies and practices and reasons for the same;

c. major accounting entries involving estimates based on the exercise of judgment by management;

d. significant adjustments made in the financial statements arising out of audit findings;

e. compliance with listing and other legal requirements relating to financial statements;

f. disclosure of any related party transactions; and

g. modified opinion(s) in the draft audit report.

(5) reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

(6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

(7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

(8) approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;

Explanation: *The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.*

(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, and adequacy of the internal control systems;

(13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

(14) discussion with internal auditors of any significant findings and follow-up thereon;

(15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

(16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

(17) looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

(18) reviewing the functioning of the whistle blower mechanism;

(19) monitoring the end use of funds through public offers and related matters;

(20) overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

(21) approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

(22) reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding ₹1,000,000,000 or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision; and

(23) considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;

(24) approving the key performance indicators for disclosure in the offer documents; and

(25) carrying out any other functions required to be carried out by the Audit Committee as may be decided by the Board and/or as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

The Audit Committee shall mandatorily review the following information:

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;

d. The appointment, removal and terms of remuneration of the chief internal auditor; and

e. Statement of deviations in terms of the SEBI Listing Regulations:

- quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) where the Equity Shares are proposed to be listed in terms of the SEBI Listing Regulations;

- annual statement of funds utilised for purposes other than those stated in the Offer document/ prospectus/ notice in terms of the SEBI Listing Regulations.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted by a resolution passed by our Board dated December 21, 2024. The composition and terms of reference of the Nomination and Remuneration Committee are in compliance with Section 178 and other applicable provisions of the Companies Act 2013 and Regulation 19 of the SEBI Listing Regulations. The Nomination and Remuneration Committee currently comprises of:

Sr. No.	Name of Director	Designation	Committee Designation
1.	Madhukar Anand	Independent Director	Chairman
2.	Anita Sanghi	Independent Director	Member
3.	Naresh Chandra Gupta	Non-executive Director and Chairman	Member

Terms of Reference

The Nomination and Remuneration Committee shall be responsible for, among other things, the following:

(1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees (“**Remuneration Policy**”);

(2) For appointment of an independent directors, evaluation of the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, preparation of 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 Nomination and Remuneration 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.

(3) Formulation of criteria for evaluation of independent directors and the Board;

(4) Devising a policy on Board diversity;

(5) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director's performance (including independent director);

(6) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

(7) Recommend to the board, all remuneration, in whatever form, payable to senior management;

(8) The Nomination and Remuneration Committee, while formulating the Remuneration Policy, should ensure that-

   a. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;

   b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

   c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

(9) perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, including the following:

   a. administering the employee stock option plans of the Company, as may be required;

   b. determining the eligibility of employees to participate under the employee stock option plans of the Company;

   c. granting options to eligible employees and determining the date of grant;

   d. determining the number of options to be granted to an employee;

   e. determining the exercise price under the employee stock option plans of the Company; and

   f. construing and interpreting the employee stock option plans of the Company and any agreements defining the rights and obligations of the Company and eligible employees under the employee stock option plans of the Company, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the employee stock option plans of the Company.

(10) frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

   a. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and

   b. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.

(11) carrying out any other activities as may be delegated by the Board and other functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by a resolution of our Board dated December 21, 2024. The composition and terms of reference of Stakeholders' Relationship Committee are in compliance with Section 178 and any other applicable law of the Companies Act 2013 and Regulation 20 of the SEBI Listing Regulations. The Stakeholders' Relationship Committee currently comprises of:

Sr. No.	Name of Director	Designation	Committee Designation
1.	Muthumanickam Matheswaran	Independent Director	Chairman
2.	Madhukar Anand	Independent Director	Member
3.	Nitesh Gupta	Managing Director	Member

Terms of Reference

The Stakeholders' Relationship Committee shall be responsible for, among other things, as may be required under applicable law, the following:

(1) considering and looking into various aspects of interest of shareholders, debenture holders and other security holders;

(2) resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;

(3) formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;

(4) giving effect to allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities;

(5) issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;

(6) review of measures taken for effective exercise of voting rights by shareholders;

(7) review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the registrar & share transfer agent;

(8) to dematerialize or rematerialize the issued shares;

(9) review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and

(10) carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Corporate Social Responsibility Committee

The CSR Committee was reconstituted at a meeting of our Board held on December 21, 2024. The scope and functions of the CSR Committee is in accordance with the Companies Act and its terms of reference as stipulated pursuant to a resolution dated December 21, 2024 passed by our Board are set forth below:

Sr. No.	Name of Director	Designation	Committee Designation
1.	Naresh Chandra Gupta	Non-executive Director and Chairman	Chairman
2.	Anita Sanghi	Independent Director	Member
3.	Nitesh Gupta	Managing Director	Member

Terms of Reference

The Corporate Social Responsibility Committee be and is hereby authorized to perform the following functions:

(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;

(2) review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a);

(3) monitor the corporate social responsibility policy of the Company and its implementation from time to time; and

(4) 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 and/or as may be required under applicable law, as and when amended from time to time.

IPO Committee

The IPO Committee was constituted by a resolution of our Board dated December 21, 2024. The IPO Committee currently comprises of:

Sr. No.	Name of Director	Designation	Committee Designation
1.	Naresh Chandra Gupta	Non-executive Director and Chairman	Chairman
2.	Nitesh Gupta	Managing Director	Member
3.	Anita Sanghi	Independent Director	Member

Terms of Reference

The role and responsibility of the IPO Committee shall be as follows:

(1) To make applications to, seek clarifications, obtain approvals, and seek exemptions from, if necessary, SEBI, Reserve Bank of India, or to any other statutory or governmental authorities in connection with the Offer as may be required and accept on behalf of the Board such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required;

(2) To approve and file the DRHP with SEBI, the RHP and Prospectus with the RoC and thereafter with SEBI and the Stock Exchanges and the preliminary and final international wrap (including amending, varying, supplementing or modifying the same, or providing any notices, addenda, or corrigenda thereto, together with any summaries thereof as may be considered desirable or expedient) in relation to the Offer as finalised by the Company, therein;

(3) To decide in consultation with the book running lead manager ("**BRLM**") on the timing, pricing and all the terms and conditions of the Offer, including the price band, Offer price, Offer size, reservation, discount, and to accept any amendments, modifications, variations or alterations thereto;

(4) To appoint and enter into arrangements with the BRLM, underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, escrow collection bankers to the Offer, sponsor banks to the Offer, registrars, legal counsel, advertising agency and any other agencies or persons or intermediaries to the Offer and to negotiate and finalise the terms of their appointment;

(5) To take on record the approval of the selling shareholder(s) for offering their Equity Shares in the Offer for Sale;

(6) To authorize the maintenance of a register of holders of the Equity Shares;

(7) To negotiate, finalise and settle and to execute where applicable and deliver or arrange the delivery of the DRHP, RHP, the Prospectus, the abridged prospectus, the preliminary international wrap and final international wraps, Offer agreement, share escrow agreement, syndicate agreement, underwriting agreement, cash escrow and sponsor bank agreement, agreements with the registrar and the advertising agency, bid-cum-application forms, confirmation of allotment notes, and all other documents, deeds, agreements and instruments and any notices, supplements and corrigenda thereto, as may be required or desirable in relation to the Offer;

(8) To open with the bankers to the Offer such accounts as may be required by the regulations issued by SEBI;

(9) To seek, if required, the consent of the lenders to the Company and its subsidiaries (if any), parties with whom the Company has entered into various commercial and other agreements, and any other consents that may be required in relation to the Offer;

(10) To open and operate bank accounts in terms of the cash escrow and sponsor bank agreement with a scheduled bank to receive applications along with application monies, handling refunds and for the purposes set out in Section 40(3) of the Companies Act, 2013, as amended, in respect of the Offer, and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

(11) To approve any corporate governance requirements that may be considered necessary or as may be required under the applicable laws or the uniform listing agreement to be entered into by the Company with the relevant stock exchanges;

(12) To authorize and approve, the incurring of expenditure and payment of fees, commission, remuneration and expenses in connection with the Offer;

(13) To determine and finalise the bid opening and bid closing dates (including bid opening and bid closing dates for anchor investors), the floor price/price band for the Offer (including anchor investor offer price), reservation, discount, approve the basis of allotment and confirm allocation/allotment of the Equity Shares to various categories of persons as disclosed in the DRHP, the RHP and the Prospectus, in consultation with the BRLM and do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Offer including any alteration, addition or making any variation in relation to the Offer;

(14) To finalise and issue allotment letters/confirmation of allotment notes with power to authorise one or more officers of the Company to sign all or any of the aforesaid documents;

(15) To authorize and approve notices, advertisements in relation to the Offer in consultation with the relevant intermediaries appointed for the Offer;

(16) To do all such acts, deeds, matters and things and execute all such other documents, etc., deem necessary or desirable for such purpose, including without limitation, finalise the basis of allocation and to allot the shares to the successful allottees as permissible in law, issue of share certificates in accordance with the relevant rules;

(17) To do all such acts, deeds and things as may be required to dematerialise the Equity Shares and to sign agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) limited and such other agencies, authorities or bodies as may be required in this connection;

(18) To withdraw the DRHP, RHP and the Offer at any stage, in accordance with applicable laws and in consultation with the BRLM, if deemed necessary.

(19) To negotiate, finalise, sign, execute, deliver and complete any and all notices, offer documents (including DRHP, RHP, Prospectus, and abridged prospectus) agreements, letters, applications, bid-cum-application forms, other documents, papers or instruments (including any amendments, changes, variations, alterations or modifications thereto or termination thereof) on behalf of the selling shareholder (as maybe applicable), as the case may be, in relation to the Offer.

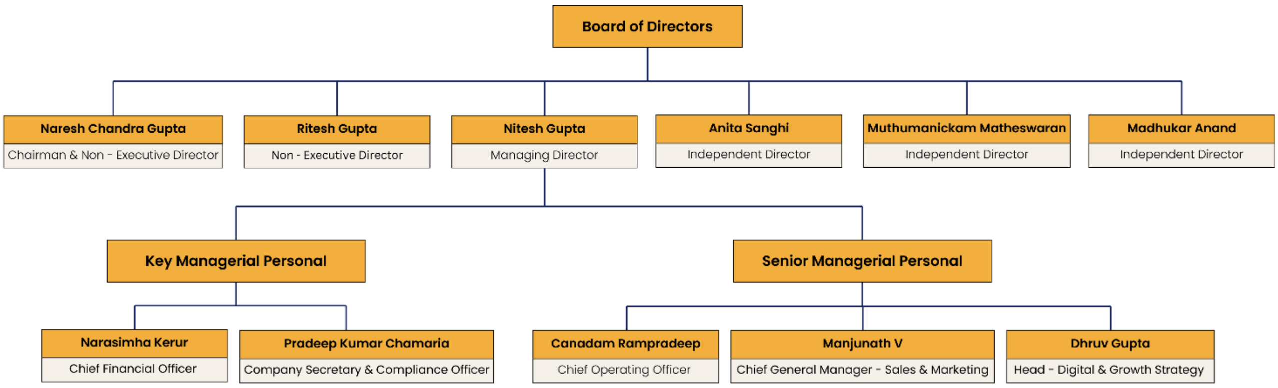
(20) To make applications (both in-principle and final applications) for listing of the Equity Shares in one or more stock exchange(s) and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchange(s); and

(21) To settle all questions, difficulties or doubts that may arise in regard to such issues or allotment and matters incidental thereto as it may deem fit and to delegate such of its powers as may be deemed necessary to the officials of the Company.

(22) To authorize and empower officers of the Company (each, an "**Authorized Officer**"), for and on behalf of the Company, to execute and deliver, on a several basis, any declarations, affidavits, certificates, consents, agreements and arrangements as well as amendments or supplements thereto as may be required from time to time or that the Authorized Officers consider necessary, appropriate or advisable, in connection with the IPO, including, without limitation, engagement letter(s), memoranda of understanding, the listing agreements, the registrar's agreement, the depositories agreements, the offer agreement with the BRLM (and other entities as appropriate), the underwriting agreement, the syndicate agreement, the escrow agreement and confirmation of allocation notes, with the BRLM,

lead manager, syndicate members, bankers to the IPO, registrar to the IPO, bankers to the Company, managers, underwriters, guarantors, escrow agents, accountants, auditors, legal counsel, depositories, trustees, custodians, advertising agencies, and all such persons or agencies as may be involved in or concerned with the Offer, if any and to do or cause to be done any and all such acts or things that the IPO Committee or the Authorized Officer may deem necessary, appropriate or desirable in order to carry out the purpose and intent of the foregoing resolutions for the Offer and any such agreements or documents so executed and delivered and acts and things done by any such Authorized Officer shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing.

Management Organisation Structure



Key Managerial Personnel and Senior Management

Key Managerial Personnel

The details of our Key Managerial Personnel, as of the date of this Draft Red Herring Prospectus are as follows:

In addition to Nitesh Gupta, our Managing Director whose details are provided in *'- Brief Profiles of our Directors'* above, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus are set forth below.

Narasimha Kerur is the Chief Financial Officer of our Company. He joined our Company on May 06, 2005 as an accounts executive. He was appointed as the Chief Financial Officer of our Company on November 16, 2024. He has passed bachelor's in commerce examination from Karnatak University. He oversees the accounting and financial related matters of our Company. Prior to joining our Company, he was employed with R.G. Dhakappa & Co., Chartered Accountants and Erofill Industries. He has about 33 years of experience in the finance and accounts field. In Fiscal 2024, he received an aggregate compensation of ₹ 2.15 million.

Pradeep Kumar Chamaria is the Company Secretary and Compliance Officer of our Company. He was appointed as the Company Secretary and Compliance Officer of our Company on November 16, 2024. He holds a bachelor's degree in commerce with honours from University of Calcutta. He is a fellow member of The Institute of Chartered Accountants of India. He is also a fellow member of The Institute of Company Secretaries of India. He is responsible for secretarial works and day to day legal compliances of our Company. Prior to joining our Company, he was employed with Bhuwalka Steel Industries Limited and Promac Engineering Industries Limited. He has over 18 years of experience in financial and secretarial roles. Since he has been appointed in Fiscal 2025, he did not receive any remuneration in Fiscal 2024.

Senior Management

In addition to, Narasimha Kerur our Chief Financial Officer and Pradeep Kumar Chamaria, our Company Secretary and Compliance Officer, whose details are provided in "-*Key Managerial Personnel*" on page 199 above, the details of members of our Senior Management in terms of SEBI ICDR Regulations, as on the date of this Draft Red Herring Prospectus are set out below:

Dhruv Gupta is the Head- Digital and Growth Strategy of our Company. He joined our Company as the Head- Digital and Growth Strategy of our Company since August 01, 2023. He holds a bachelor's degree in engineering with honours from(mechanical engineering) from Visvesvaraya Technological University, Belagavi, Karnataka, India. He was previously associated with Airbus Group India Private Limited. He oversees the digital and growth aspects of our Company. He has over 2 years of experience in the engineering systems sector. In Fiscal 2024, he received an aggregate compensation of ₹ 2.40 million.

Canadam Ram Pradeep is the Chief Operating Officer of our Company. He joined our Company on June 06, 1994 as a quality engineer in our Company. He was appointed as the Chief Operating Officer of our Company on December 16, 2023. He holds a bachelor's degree in engineering (industrial production) from Bangalore University. He oversees the operations of the Manufacturing Units of our Company. He has over 30 years of experience in the production and quality assurance fields. In Fiscal 2024, he received an aggregate compensation of ₹ 2.45 million.

Manjunath V is the Chief General Manager – Sales and Marketing of our Company. He joined our Company on May 10, 2001 as a quality engineer in our Company. He was appointed as the Chief General Manager – Sales and Marketing of our Company on August 01, 2023. He holds a bachelor's degree in engineering (mechanical engineering) from Bangalore University. He oversees the sales and marketing aspects of our Company. He has over 13 years of experience in the quality assurance and sales fields. In Fiscal 2024, he received an aggregate compensation of ₹ 1.56 million.

Status of Key Managerial Personnel and Senior Management

All the Key Managerial Personnel and members of our Senior Management are permanent employees of our Company.

Relationship among Key Managerial Personnel and Senior Management

Except as disclosed in "*Relationship between our Directors, Key Managerial Personnel and Senior Management*" on page 195, none of our Key Managerial Personnel and members of our Senior Management are related to each other.

Bonus or profit-sharing plan for the Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel or members of our Senior Management are party to any bonus or profit-sharing plan of our Company.

Shareholding of Key Managerial Personnel and Senior Management in our Company

Except as disclosed in "*Capital Structure - Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company*" on page 206, none of our Key Managerial Personnel or members of our Senior Management, hold any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus.

Service Contracts with Directors and Key Managerial Personnel and Senior Management

No officer of our Company, including our Directors and the Key Managerial Personnel or members of our Senior Management has entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Contingent and deferred compensation payable to our Key Managerial Personnel and Senior Management

There is no contingent or deferred compensation payable to our Key Managerial Personnel and members of our Senior Management, which does not form part of their remuneration.

Arrangements and understanding with major shareholders, customers, suppliers or others

None of the Key Managerial Personnel or nor the members of Senior Management of our Company have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

Loans to and deposits from Key Managerial Personnel and Senior Management

As on the date of this Draft Red Herring Prospectus, there are no outstanding loans or deposits have been availed by our Key Managerial Personnel or members of the Senior Management from our Company.

Interest of Key Managerial Personnel and Senior Management

Other than as disclosed in "*Our Management - Interest of Directors*" above, the Key Managerial Personnel and members of our Senior Management of our Company do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

Changes in Key Managerial Personnel or Senior Management during the last three years

Except as disclosed below, there are no other changes in our Key Managerial Personnel or members of our Senior Management during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below:

Name	Date of Change	Reasons
Pramod Amin	March 10, 2022	Appointment as the Company Secretary
Dhruv Gupta	August 01, 2023	Appointment as the Head- Digital and Growth Strategy
Manjunath V	August 01, 2023	Re-designated as the Chief General Manager – Sales and Marketing
Narasimha Kerur	December 16, 2023	Re-designated as the Head U2 and Senior GM Finance and Accounts
Canadam Ram Pradeep	December 16, 2023	Re-designated as the Chief Operating Officer
Pramod Amin	April 01, 2024	Resignation as the Company Secretary
Abhijit Baliga	July 22, 2024	Appointment as the Company Secretary
Abhijit Baliga	September 30, 2024	Resignation as the Company Secretary
Pradeep Kumar Chamaria	November 16, 2024	Appointment as the Company Secretary and Compliance Officer
Narasimha Kerur	November 16, 2024	Appointment as the Chief Financial Officer

Attrition of Key Managerial Personnel and Senior Management

The attrition of Key Managerial Personnel and Senior Management is not high in our Company as compared to the industry.

Employee stock option and stock purchase schemes

As on the date of this Draft Red Herring Prospectus, our Company does not have any employee stock options scheme or any employee stock option plan.

Payment or Benefit to Key Managerial Personnel and Senior Management of our Company

Except statutory entitlements for benefits upon termination of their employment in our Company or retirement, no officer of our Company, including our Directors, Key Managerial Personnel and members of our Senior Management, is entitled to any benefits upon termination of employment under any service contract entered into with our Company. No non-salary related amount or benefit has been paid or given to any of our Company's officers including our Directors, Key Managerial Personnel and members of our Senior Management within the two preceding years of this Draft Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters

Naresh Gupta, Nitesh Gupta and Ritesh Gupta are the Promoters of our Company. As on the date of this Draft Red Herring Prospectus, our Promoters hold 212,628,780 Equity Shares out of our total share capital of 212,629,380 Equity Shares, representing almost 100 % of the paid-up Equity Share capital of our Company. For details, see the section titled "*Capital Structure – Build-up of the shareholding of our Promoters in our Company*" on page 71.

Details of our Promoters are as follows:

	***Naresh Chandra Gupta***, aged 80 years, is one of our Promoters and is also the Chairman and Non-Executive Director of our Company. He is an Indian national. ***Date of Birth:*** June 01, 1944 ***Permanent Account Number*:** ACQPG1421M For the complete profile of Naresh Chandra Gupta, along with details of his address, educational qualifications, experience in the business or employment, position/posts held in the past, directorships held, other ventures, special achievements and business and financial activities, see "*Our Management – Brief Profiles of our Directors*" on page 194.
	***Nitesh Gupta***, aged 52 years, is one of our Promoters and is also the Managing Director of our Company. He is an Indian national. ***Date of Birth:*** September 04, 1972 ***Permanent Account Number*:** ABTPG3685K For the complete profile of Nitesh Gupta, along with details of his address, educational qualifications, experience in the business or employment, position/posts held in the past, directorships held, other ventures, special achievements and business and financial activities, see "*Our Management – Brief Profiles of our Directors*" on page 194.
	***Ritesh Gupta***, aged 50 years, is one of our Promoters and is also the Non-Executive Director of our Company. He is an Indian national. ***Date of Birth:*** March 01, 1974 ***Permanent Account Number*:** ABTPG3684J For the complete profile of Ritesh Gupta, along with details of his address, educational qualifications, experience in the business or employment, position/posts held in the past, directorships held, other ventures, special achievements and business and financial activities, see "*Our Management – Brief Profiles of our Directors*" on page 194.

Our Company confirms that the permanent account number, Aadhaar card number, driving license number and bank account number and passport number of all our Promoters will be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus.

Change in control of our Company

There has been no change in the control of our Company during the last five years preceding the date of this Draft Red Herring Prospectus. However, pursuant to a resolution dated December 21, 2024, the Board took note that Naresh Chandra Gupta, Nitesh Gupta and Ritesh Gupta are the Promoters of our Company. For details in relation to the shareholding of our Promoters and Promoter Group, and changes in the shareholding of our Promoter, including since incorporation, see "*Capital Structure*" on page 65.

Other ventures of our Promoter

Other than as disclosed in the sections entitled, "*Our Management – Board of Directors*" and "*-Entities forming part of the promoter group*" on pages 192 and 212, respectively, our Promoters are not involved in any other ventures.

Interests of our Promoters

Our Promoters are interested in our Company to the extent: (i) to the extent that they have promoted our Company; (ii) to the extent of their respective shareholding in our Company, the shareholding of their relatives in which they are interested and which hold Equity Shares in our Company; (iii) the dividend payable, if any and any other distributions in respect of the Equity Shares held by them in our Company, directly or indirectly, from time to time; (iv) to the extent of their directorship in our Company; and (v) to the extent of their remuneration and employment benefits for being the directors in our Company. For details of the Promoters' shareholding in our Company, see "*Capital Structure-Build-up of Promoters' shareholding in our Company*" on page 71. Additionally, our Promoters may be interested in transactions entered into by our Company with them, their relatives or other entities which are controlled by our Promoters.

Except as disclosed under *"Our Management- Interest in transactions for acquisition of land, construction of building or supply of machinery." and* "*Our Promoters and Promoter Group – Interest in property acquired, acquisition of land, construction of building and supply of machinery, etc.*", our Promoters have no interest in any property acquired by our Company during the three years preceding the date of this Draft Red Herring Prospectus, or proposed to be acquired, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Our Promoters are not interested as a member in any firm or company which has any interest in our Company. Further, no sum has been paid or agreed to be paid to any of 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 any our Promoters or by such firm or company in connection with the promotion or formation of our Company.

Interest in property acquired, acquisition of land, construction of building and supply of machinery, etc.

Except as disclosed below, our Promoters have no interest in any property acquired, whether direct or indirect, by our Company, during the three years preceding the date of the Draft Red Herring Prospectus or proposed to be acquired by our Company, or in the transactions for acquisition of land, construction of building or supply of machinery.

Date of Agreement	Lessor	Lessee	Address of Leasehold Property	Tenure of Lease	Lease Rent per annum (in ₹ million)
Lease Deed dated June 10, 2020	Nitesh Gupta	Company	Land bearing Survey No. 245/1B, situated at Kalukkondapalli Village, Denkanikottai Taluk, Krishnagiri District, Tamil Nadu Land bearing Survey No. 253/2A, situated at Kalukondapalli	10 years from June 10, 2020 to June 9, 2030	0.012

Date of Agreement	Lessor	Lessee	Address of Leasehold Property	Tenure of Lease	Lease Rent per annum (in ₹ million)
			Village, Denkanikottai Taluk, Krishnagiri District, Tamil Nadu		
Lease cum Rental Agreement dated April 01, 2023	M/s Vishnu Forge Hosur	Company	Plot No. 139 & 140, Sipcot Industrial Complex, Hosur – 635 126, Tamil Nadu	5 years from April 01, 2023 to March 31, 2028	7.2

For further details, please see "*Restated Financial Statements – Note 37 – Related Parties*" on page 260.

Payment or Benefits to Promoter or Promoter Group

Except as stated in the section entitled "*Other Financial Information - Related Party Transactions*" on page 272, there have been no payment or benefits by our Company to our Promoters or any of the members of the Promoter Group during the two years preceding the date of this Draft Red Herring Prospectus, nor is there any intention to pay or give any benefit to our Promoter or Promoter Group as on the date of this Draft Red Herring Prospectus.

Disassociation by Promoters in the last three years

Our Promoters have not disassociated themselves from any companies or firms during the preceding three years from the date of this Draft Red Herring Prospectus**.**

Material guarantees

As on the date of this Draft Red Herring Prospectus, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares.

Confirmations

Our Promoters and members of our Promoter Group have not been declared Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on Wilful Defaulters or Fraudulent Borrowers issued by Reserve Bank of India.

Our Promoters have not been declared as fugitive economic offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.

Our Promoters and members of our Promoter Group have not been prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any other securities market regulator or any other authority, court or tribunal inside and outside India.

Our Promoters are not and have not been a promoter or director of any other company which is debarred from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

There is no conflict of interest between our Promoters or members of our Promoter Group and the suppliers of raw materials and third-party service providers of our Company, which are crucial for the operations of our Company.

Except as disclosed under "*Our Promoters and Promoter Group - Interest in property acquired, acquisition of land, construction of building and supply of machinery, etc*." and *"Risk Factors- 20. Some of our Manufacturing Units are located on leasehold lands and rental basis. If we are unable to renew existing leases or relocate our operations on commercially reasonable terms, there may be a material adverse effect on our business, financial condition and operations*." There is no conflict of interest between our Promoters or members of our Promoter Group and lessors of the immovable properties, which are crucial for the operations of our Company.

Promoter Group

In addition to our Promoters, the individuals and entities that form a part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations are set out below:

Natural persons who are part of the Promoter Group

The natural persons who are part of the Promoter Group (due to their relationship with our individual Promoters), other than our individual Promoters, are as follows:

Name of the Promoter	Name of member of our Promoter Group	Relationship with our Promoters
Naresh Chandra Gupta	Veena Gupta	Spouse
	Suresh Chandra Gupta	Brother
	Nitesh Gupta	Son
	Ritesh Gupta	Son
	Anil Agarwal	Spouse’s brother
	Gopal Agarwal	Spouse’s brother
	Sunil Agarwal	Spouse’s brother
	Uma Gupta	Spouse’s sister
Nitesh Gupta	Naresh Chandra Gupta	Father
	Tina Gupta	Spouse
	Veena Gupta	Mother
	Ritesh Gupta	Brother
	Dhruv Gupta	Son
	Kriti Gupta	Daughter
	Brajlata Gupta	Spouse’s mother
	Suresh Gupta	Spouse’s father
	Nikhil Gupta	Spouse’s brother
Ritesh Gupta	Naresh Chandra Gupta	Father
	Veena Gupta	Mother
	Nitesh Gupta	Brother
	Kadambari Gupta	Spouse
	Mayuki Gupta	Daughter
	Riddhi Gupta	Daughter
	Radha Agarwal	Spouse’s mother
	Siddharth Agarwal	Spouse’s brother
	Mradul Goel	Spouse’s sister
	Neetu Sahu	Spouse’s sister

Entities forming part of the Promoter Group

The entities forming part of our Promoter Group are as follows:

1. Metalkarma Engineering Technology Private Limited
2. Metalkarma Constructions India Private Limited
3. Metalkarma Space Frame Structures Private Limited
4. Starttopia Hub International
5. Vishnu Forge Hosur

OUR GROUP COMPANY

In accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), for the purpose of identification of group companies, our Company has considered:

(i) the companies (other than Promoters and Subsidiaries) with which there were related party transactions, as covered under the applicable accounting standards, during the period for which the Restated Financial Statement has been disclosed in this Draft Red Herring Prospectus; and

(ii) any other company as considered material by the Board ("**Materiality Policy**").

In relation to point (ii) above (in addition to the companies identified as "group companies" under point (i) above), our Board, through its resolution dated January 12, 2025 has also considered such companies as material for classification as "group companies", which are not our Promoters or Subsidiaries and that are members of the Promoter Group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, and have entered into one or more related party transactions during the last completed financial year, which individually or in the aggregate, exceed 5% of the restated total revenue from operations of our Company, for the last completed financial year, as per the Restated Financial Statement.

Based on the parameters outlined above, as on the date of this Draft Red Herring Prospectus, our Company has the following Group Company:

1. Metalkarma Engineering Technologies Private Limited

A. Details of our Group Company

1. Metalkarma Engineering Technologies Private Limited

Corporate Information

The registered office of Metalkarma Engineering Technologies Private Limited is situated at No. 16-L4, Attibele Industrial Area, Bangalore, Karnataka, India, 562107

Financial Information

Certain financial information derived from the audited financial statements of Metalkarma Engineering Technologies Private Limited for Fiscals 2024, 2023 and 2022, as required by the SEBI ICDR Regulations, is available on the website of our Company at https://vinirforge.org/investor-relations/.

B. Nature and extent of interest of Group Company

In the promotion of our Company

Our Group Company does not have any interest in the promotion of our Company.

In properties acquired by us in the preceding three years before the filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company

Our Group Company is not interested in the properties acquired by our Company in the three years preceding the filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company.

In transactions for acquisition of land, construction of building, supply of machinery, etc.

Our Group Company is not interested in any transactions for the acquisition of land, construction of building or supply of machinery, etc. For details in relation to our related party transactions as per the requirements under Ind AS 24, please see the section titled "*Other Financial Information – Related Party Transactions*" on page 272.

C. Common pursuits between our Group Company and our Company

There are no common pursuits amongst our Group Company and our Company.

D. Related business transactions within the Group Company and significance on the financial performance of our Company

Except as disclosed under see "*Restated Financial Statements- Note 37- Related Parties*" on page 260, there are no related business transactions with our Group Company.

E. Litigation

As on the date of this Draft Red Herring Prospectus, there is no pending litigation involving our Group Company which will have a material impact on our Company.

F. Business interest or other interests

Except in the ordinary course of business and as stated in "*Restated Financial Statements – Note 37 - Related Parties*" on page 260, our Group Company does not have any business interest in our Company.

G. Confirmations

As on the date of this Draft Red Herring Prospectus, the securities of our Group Company are not listed on any stock exchange in India or abroad.

Further our Group Company has not made any public or rights issue (as defined under the SEBI ICDR Regulations) of securities in the three years preceding the date of this Draft Red Herring Prospectus, and, therefore, there are no investor complaints pending against them.

DIVIDEND POLICY

Our Board of Directors, pursuant to a resolution dated December 21, 2024 have adopted a dividend distribution policy. The declaration and payment of dividend on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, in accordance with provisions of our Articles of Association and applicable law, including the Companies Act (together with applicable rules issued there under).

Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on internal factors that our Board deems relevant, including among others, profitable growth of our Company and specifically profits earned during the financial year, earning stability and outlook, past dividend pattern, cash flow position of our Company, capital expenditure to be incurred by our Company, accumulated reserves, statutory requirements like transfer to statutory reserve fund, liquidity position of the company including its working capital requirements and debt servicing obligations. In addition, our ability to pay dividends may be impacted by a number of external factors such as macro-economic environment, changes in the government policies, industry specific rulings and regulatory provisions, industry outlook for the future years, and inflation rate. Our Company may decide against paying dividend due to, *inter alia*, inadequacy of profits or whenever the Company has incurred losses, undertakingof or proposal to undertake a significant expansion project requiring higher allocation of capital, and undertaking ofany acquisitions or joint arrangements requiring significant allocation of capital. For more information on restrictive covenants under our current loan agreements, see "*Financial Indebtedness*" on page 274. Our Company may pay dividend by cheque, or electronic clearance service, as will be approved by our Board in the future. Our Board may also declare interim dividend from time to time and the final dividend will be paid on the approval of shareholders at a general meeting.

Our Company has not declared any dividends on the Equity Shares during the last three Fiscals, and six month period ended September 30, 2024 and until the date of this Draft Red Herring Prospectus

The past trend in relation to our payment of dividends is not necessarily indicative of our dividend trend or dividend policy, in the future, and there is no guarantee that any dividends will be declared or paid in the future. For details in relation to the risk involved, see "*Risk Factors – Our ability to pay dividends in the future will depend on our future cash flows, working capital requirements, capital expenditures and financial condition.*" on page 41.

While the Company endeavours to pay dividend within the range of 7% -15% of the post-tax profits as dividend to the shareholders of the Company in any Fiscal subject to sufficiency of stand-alone profits available for distribution of dividend in the relevant year and the said payout shall be subject to applicable taxes as per relevant regulations.

However, the Board reserves the right to recommend a higher or a lower dividend based on the performance of that year and after taking into consideration other factors enumerated above.

SECTION V: FINANCIAL STATEMENTS

RESTATED FINANCIAL STATEMENTS

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Independent Auditors' Examination Report on the Restated Statement of Assets and Liabilities as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Statement of Profits and Loss (including Other Comprehensive Income/(Loss)), Restated Statement of Changes in Equity and the Restated Statement of Cash Flows for the September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 and the statement of material accounting policy information and other explanatory information for the six months ended September 30, 2024 and for each of the years March 31, 2024, March 31, 2023 and March 31, 2022 of Vinir Engineering Limited (collectively, the "Restated Financial Statements").

To,
The Board of Directors,
Vinir Engineering Limited,
No. 104, Hosur Road,
Bommsandara Industrial Area,
Bangalore-560099
Karnataka, India

Dear Sirs:

1. We have examined the attached Restated Financial Statements of **Vinir Engineering Limited** (the "Company"), comprising the Restated Statement of Assets and Liabilities as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Statement of Changes in Equity, the Restated Statement of Cash Flows for the six months period ended September 30, 2024 and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, the Summary of Material Accounting Policies and Other Explanatory Notes (collectively, the "**Restated Financial Statements**"), and prepared by the Company for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP"), Red Herring Prospectus ("RHP") and Prospectus ("Prospectus") in connection with its proposed Initial Public Offer of equity shares ("Proposed IPO"). The Restated Financial Statements, which have been approved by the Board of Directors of the Company at their meeting held on January 12, 2025, have been 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"); and
   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 Financial Statements

2. The preparation of the Restated Financial Statements, which are to be included in the DRHP, RHP and Prospectus to be filed with SEBI, BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are proposed to be listed ("Stock Exchanges") and the Registrar of Companies, Karnataka, situated at Bengaluru ("RoC") in connection with the Proposed IPO is the responsibility of the Management of the Company. The Restated Financial Statements have been prepared by the Management of the Company on the basis of preparation, as stated in (Note 2a) to the Restated Financial Statements. The Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Statements. The Management is also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

Auditors' Responsibilities

3. We have examined such Restated Financial Statements taking into consideration:

   a) the terms of reference and terms of our engagement agreed with you vide our engagement letter dated November 05, 2024, requesting us to carry out the assignment, in connection with the Proposed IPO 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 evidence supporting the Restated Financial Statements; and
   d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

Restated Financial Statements

4. These Restated Financial Statements have been compiled by the management of the Company from:

   a) the audited Interim special purpose Ind AS financial statements of the Company for the six months ended September 30,2024 which were prepared in accordance with recognition as measurement principles of the Indian Accounting Standard (referred to as "Ind AS") 34 "Interim Financial Reporting" specify 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 January 08, 2025.
   b) the audited Ind AS special purpose financial statements as at and for the year ended March 31, 2024, March 31, 2023 and March 31, 2022, prepared in accordance with the Ind AS as prescribed under section 133 of the Act read with Companies (Indian Accounting standards) Rules 2015, as amended, and under other accounting principles generally accepted in India and were approved by the Board of Directors at their meeting held on December 21, 2024.

Auditors Report

5. For the purpose of our examination, we have relied on:

   a) Auditors' reports issued by us, dated January 08, 2025 on the Interim special purpose Ind AS financial statements of the Company for the six months ended September 30, 2024, as referred in Paragraph 4(a) above.
   b) Auditors' reports issued by us, dated December 21, 2024 on the Ind AS special purpose financial statements of the Company for the year ended March 31, 2024, March 31, 2023 and March 31, 2022, as referred in Paragraph 4(b) above.

6. Based on our examination and according to the information and explanations given to us, we report that Restated Financial Statements of the Company:

   a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial year ended March 31, 2024, March 31, 2023, March 31, 2022, to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the six months period ended September 30, 2024;

b) there are no qualifications in the auditors' reports on the audited financial statements of the Company for the year ended March 31, 2024, March 31, 2023, March 31, 2022 and on the audited special purpose Ind AS financial statements of the Company as at March 31, 2024 and audited Ind AS financial statements for the six months ended September 30,2024 which do not require any adjustments for modification as there is no modification in the underlying audit report; and

c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for firms that perform audits and review of historical financial information, and other assurance and related service engagements.

8. 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.

9. The Restated Financial Statements do not reflect the effects of events that occurred subsequent to the audited financial statements/special interim financial statements mentioned in paragraph 4 above.

10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

11. 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 BSE Limited in connection with the proposed Offer. Our report should not be used, referred to, or distributed for any other purpose. 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 P.K. Rungta & Co,
Chartered Accountants
ICAI Firm Registration Number: 003498S

CA Taran Rungta,
Partner,
Membership No: 537491,
Place: Bangalore
Date: January 12, 2025
UDIN: 25537491BMLLXB7609

Vinir Engineering Limited
Corporate Identification Number (CIN) : U74210KA1983PTC005477
Restated Statement of Assets and Liabilities
(All amounts in ₹ Million, unless otherwise stated)

Particulars	**Note**	**As at 30 September 2024**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
Assets					
Non-current assets					
Property, plant and equipment	3	586.17	593.10	484.05	394.19
Right of use assets	4	0.04	0.05	0.05	0.06
Other intangible assets	5	0.33	0.11	0.43	0.75
Financial assets					
Investments	6	259.25	79.48	206.37	9.00
Other financial assets	7	23.74	17.01	15.54	15.72
Total non-current assets		**869.53**	**689.75**	**706.44**	**419.72**
Current assets					
Inventories	8	280.62	180.65	139.33	126.59
Financial assets					
Trade receivables	9	369.43	380.90	335.08	314.12
Cash and cash equivalents	10A	1.08	2.51	0.75	0.88
Bank balances other than cash and cash equivalents	10B	43.52	42.42	42.85	125.83
Investments	6	-	-	10.00	-
Other financial assets	7	-	0.48	-	-
Other current assets	11	60.80	186.31	99.10	47.60
Total current assets		**755.45**	**793.27**	**627.11**	**615.02**
Total assets		**1,624.98**	**1,483.02**	**1,333.55**	**1,034.74**
Equity and liabilities					
Equity					
Equity share capital	12	141.75	141.75	172.34	172.34
Other equity	13	1,146.75	945.10	884.19	619.64
Total equity		**1,288.50**	**1,086.85**	**1,056.53**	**791.98**
Liabilities					
Non-current liabilities					
Financial liabilities					
Lease Liabilities	14	0.03	0.04	0.09	0.09
Provisions	15	2.82	1.89	1.14	7.39
Deferred tax liabilities (net)	16	32.24	25.60	11.90	14.43
Total non-current liabilities		**35.09**	**27.53**	**13.13**	**21.91**
Current liabilities					
Financial liablities					
Lease Liabilities	14	0.02	0.06	-	-
Borrowings	17	15.97	136.74	82.43	64.42
Trade Payables					
- Total outstanding dues of micro enterprises and small enterprises	18	5.09	2.82	1.61	2.68
-Total outstanding dues of creditors other than micro enterprises and small enterprises		215.57	185.45	120.44	104.32
Other financial liabilities	19	9.19	7.46	6.83	5.32
Other current liabilities	20	18.61	8.28	14.60	23.81
Provisions	15	16.23	14.19	11.86	0.55
Current tax liabilities (net)	21	20.71	13.64	26.12	19.75
Total current liabilities		**301.39**	**368.64**	**263.89**	**220.85**
Total liabilities		**336.48**	**396.17**	**277.02**	**242.76**
Total equity and liabilities		**1,624.98**	**1,483.02**	**1,333.55**	**1,034.74**

The accompanying notes form an integral part of these restated financial information. 2
In terms of our report attached

For P.K.Rungta & Co.
Chartered Accountants

CA. Taran Rungta
Partner
Membership no: 537491
Place: Bengaluru
Date: January 12, 2025

For and on Behalf of Board of Directors of
M/s. Vinir Engineering Limited

Nitesh Gupta
Managing Director
DIN: 00532501

Naresh Chandra Gupta
Director
DIN: 00532105

Narasimha Kerur
Chief Financial Officer
Place: Bengaluru
Date: January 12, 2025

Pradeep Kumar Chamaria
Company Secretary
Membership No:F3294

Vinir Engineering Limited
Corporate Identification Number (CIN) : U74210KA1983PTC005477
Restated Statement of Profit and Loss
(All amounts in ₹ Million, unless otherwise stated)

Particulars	**Note**	**For the period ended 30 September 2024**	**For the year ended 31 March 2024**	**For the year ended 31 March 2023**	**For the year ended 31 March 2022**
Income					
Revenue from operations	22	1,033.76	2,295.27	2,269.57	1,534.59
Other income	23	38.50	59.99	19.81	15.90
Total income		**1,072.26**	**2,355.26**	**2,289.38**	**1,550.49**
Expenses					
Cost of material consumed	24	458.99	1,213.61	1,286.01	855.70
Changes in inventories of finished goods, stock-in-trade and work-in-progress	25	2.35	0.58	(1.16)	(2.88)
Employee benefits expense	26	58.25	101.55	83.13	71.35
Finance costs	27	4.11	6.14	4.05	2.00
Depreciation and amortisation expense	28	25.74	49.54	45.80	25.08
Other expenses	29	252.04	514.96	511.58	408.87
Total expenses		**801.48**	**1,886.39**	**1,929.41**	**1,360.12**
Restated Profit before tax for the period/year		**270.78**	**468.88**	**359.97**	**190.37**
Tax expense					
Current tax		61.82	106.13	96.09	51.06
Deferred tax Charge		6.64	13.71	(2.54)	(3.15)
On buyback of shares		-	59.09	-	-
Total tax expense		**68.46**	**178.93**	**93.55**	**47.91**
Restated Profit for the period/year		**202.32**	**289.95**	**266.42**	**142.46**
Other comprehensive income					
Items that will not be reclassified to profit or loss					
Re-measurement (gains)/losses on defined benefit liability		0.90	(0.49)	2.50	-
Income tax related to items that will not be reclassified to profit or loss		(0.23)	0.12	(0.63)	-
Restated Other comprehensive expense/ (income) for the period/year		**0.67**	**(0.37)**	**1.87**	**-**
Restated Total comprehensive income for the period/year		**201.65**	**290.32**	**264.55**	**142.46**
Restated earnings per equity share					
Basic and diluted (in ₹) (Face value of ₹ 10 each)	30	14.27	18.87	15.46	8.27
Basic and diluted (in ₹) (Face value of ₹ 2 each)		0.95	1.26	1.03	0.55

The accompanying notes form an integral part of these restated financial information.

For P.K.Rungta & Co.
Chartered Accountants

CA. Taran Rungta
Partner
Membership no: 537491
Place: Bengaluru
Date: January 12, 2025

For and on Behalf of Board of Directors of
M/s. Vinir Engineering Limited

Nitesh Gupta
Managing Director
DIN: 00532501

Naresh Chandra Gupta
Director
DIN: 00532105

Narasimha Kerur
Chief Financial Officer
Place: Bengaluru
Date: January 12, 2025

Pradeep Kumar Chamaria
Company Secretary
Membership No:F3294

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Vinir Engineering Limited
Corporate Identification Number (CIN) : U74210KA1983PTC005477
Restated Statement of Cash Flows
(All amounts in ₹ Million, unless otherwise stated)

	For the period ended 30 September 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Cash flows from operating activities				
Profit before tax	270.78	468.88	359.97	190.37
Adjustments for:				
Interest income	(1.22)	(3.51)	(2.82)	(1.29)
Share of Profit from Partnership firm	-	(3.74)	(3.66)	(3.72)
Dividend Received	(1.14)	(0.21)	-	-
Profit on sale of investments- mutual funds	(7.54)	(21.96)	-	-
Profit on sale of investments	-	(3.06)	-	-
Profit on fair valuation of investments	(24.79)	(3.54)	-	-
Loss on fair valuation of investments	-	-	1.28	-
Loss on sale of property, plant and equipment	-	0.08	0.26	-
Profit on sale of property, plant and equipment	(0.56)	-	-	-
Assets written off	-	-	0.09	-
Bad debts/ advance written off	-	-	0.35	-
Liabilities written back	-	(0.39)	-	(1.92)
Finance cost	2.24	4.11	2.27	0.61
Depreciation and amortisation expense	25.74	49.54	45.80	25.08
Loss allowance on trade receivables	-	(22.64)	17.75	10.49
Operating cash profit before working capital changes	**263.51**	**463.56**	**421.29**	**219.62**
Changes in working capital:				
Decrease/ (Increase) in inventories	(99.97)	(41.32)	(12.74)	9.74
(Increase) in trade receivables	11.48	(23.18)	(39.07)	(63.30)
(Increase)/ Decrease in other financial assets	(6.26)	(1.95)	0.18	0.27
(Increase)/Decrease in other assets	125.52	(87.20)	(51.50)	(5.86)
(Decrease)/ Increase in trade payables	32.39	66.56	15.05	40.37
(Decrease)/ Increase in lease liabilities	(0.05)	0.01	0.01	0.09
(Decrease)/Increase in other financial liabilities	1.73	0.63	1.52	0.90
(Decrease)/Increase in other liabilities	10.33	(6.32)	(9.22)	12.10
(Decrease)/Increase in provisions	2.30	3.46	3.20	7.93
Cash generated from/(used in) operations	**340.97**	**374.25**	**328.72**	**221.86**
Income taxes paid (net)	(54.75)	(177.71)	(89.72)	(41.89)
Net cash generated from/(used in) operating activities (A)	**286.22**	**196.54**	**239.00**	**179.97**
Cash flows from investing activities				
Acquisition of property, plant and equipment	(20.86)	(160.45)	(136.19)	(118.01)
Sale of property, plant and equipment	2.40	2.13	0.50	-
Acquisition of right to use assets	-	-	-	(0.07)
Profit on sale of investments	-	3.06	-	-
Purchase of investments	-	-	(208.65)	(3.72)
Proceeds from sale of mutual fund investments	(147.45)	162.40	-	-
Dividend Income	1.14	0.21	-	-
Share of Profit from Partnership firm	-	3.74	3.66	3.72
Interest income	1.22	3.51	2.82	1.29
Net cash generated from/(used in) investing activities (B)	**(163.55)**	**14.60**	**(337.86)**	**(116.79)**
Cash flows from financing activities				
Finance cost	(2.23)	(4.12)	(2.26)	(0.61)
Decrease in share capital	-	(30.59)	-	-
Premium paid on Buy Back of Shares	-	(229.41)	-	-
Receipt of secured loan	(120.78)	54.31	18.01	56.55
Net cash generated from/(used in) financing activities (C)	**(123.01)**	**(209.81)**	**15.75**	**55.94**
Net (decrease)/increase in cash and cash equivalents (A+B+C)	**(0.34)**	**1.33**	**(83.11)**	**119.12**
Cash and cash equivalents at the beginning of the period/year	44.94	43.60	126.71	7.59
Cash and cash equivalents at the end of the period/year (refer Note 10A and 10B)	**44.60**	**44.93**	**43.60**	**126.71**

For P.K.Rungta & Co.
Chartered Accountants

CA. Taran Rungta
Partner
Membership no: 537491
Place: Bengaluru
Date: January 12, 2025

For and on Behalf of Board of Directors of
M/s. Vinir Engineering Limited

Nitesh Gupta
Managing Director
DIN: 00532501

Naresh Chandra Gupta
Director
DIN: 00532105

Narasimha Kerur
Chief Financial Officer
Place: Bengaluru
Date: January 12, 2025

Pradeep Kumar Chamaria
Company Secretary
Membership No:F3294

Vinir Engineering Limited
Corporate Identification Number (CIN) : U74210KA1983PTC005477
Notes to Restated Financial Information
(All amounts in ₹ Million, unless otherwise stated)

A Equity share capital:

Particulars	As at March 31, 2022	Changes during the year	As at March 31,2023	Changes during the year	As at March 31, 2024	Changes during the year	As at September 30, 2024
Issued, Subscribed and Paid up 1,41,75,292 (31 March 2024:1,41,75,292 , 31 March 2023:1,72,34,115 , 1 April 2022: 1,72,34,115) equity shares of INR 10 each	172.34	-	172.34	(30.59)	141.75	-	141.75
Total	**172.34**	**-**	**172.34**	**(30.59)**	**141.75**	**-**	**141.75**

B Other equity:

Particulars	Attributable to owners of the Company							Total
	Reserves and Surplus					Other comprehensive income		
	Retained earnings	General Reserve	Capital Reserve	Capital Redemption Reserve	Total reserves and surplus	Re-measurement gains on defined benefit liability	Total other comprehensive income	
Balance at April 1, 2021	**324.90**	**150.00**	**2.28**	**-**	**477.18**	**-**	**-**	**477.18**
Profit for the year	42.46	100.00	-	-	142.46	-	-	**142.46**
Other comprehensive income (net of tax)	-	-	-	-	-	-	-	**-**
Balance at March 31, 2022	**367.36**	**250.00**	**2.28**	**-**	**619.64**	**-**	**-**	**619.64**
Profit for the year	166.42	100.00	-	-	266.42	-	-	**266.42**
Other comprehensive income (net of tax)	-	-	-	-	-	(1.87)	(1.87)	**(1.87)**
Total comprehensive income	**166.42**	**100.00**	**-**	**-**	**266.42**	**(1.87)**	**(1.87)**	**264.55**
Balance at March 31, 2023	**533.78**	**350.00**	**2.28**	**-**	**886.06**	**(1.87)**	**(1.87)**	**884.19**
Total comprehensive income for the year ended 31 March 2024								
Profit for the year	189.95	100.00	-	-	289.95	-	-	**289.95**
Transferred to capital redemption reserve	-	(30.59)	-	30.59	-	-	-	**-**
Premium on buyback of shares	-	(229.41)	-	-	(229.41)	-	-	**(229.41)**
Other comprehensive income (net of tax)		-			-	0.37	0.37	**0.37**
Total comprehensive income	**189.95**	**(160.00)**	**-**	**30.59**	**60.54**	**0.37**	**0.37**	**60.91**
Balance at March 31, 2024	**723.73**	**190.00**	**2.28**	**30.59**	**946.60**	**(1.50)**	**(1.50)**	**945.10**
Profit for the year	102.32	100.00	-	-	202.32	-	-	**202.32**
Other comprehensive income (net of tax)	-	-	-	-	-	(0.67)	(0.67)	**(0.67)**
Balance at September 30, 2024	**826.05**	**290.00**	**2.28**	**30.59**	**1,148.92**	**(2.17)**	**(2.17)**	**1,146.75**

For P.K.Rungta & Co.
Chartered Accountants

For and on Behalf of Board of Directors of
M/s. Vinir Engineering Limited

CA. Taran Rungta
Partner
Membership no: 537491
Place: Bengaluru
Date: January 12, 2025

Nitesh Gupta
Managing Director
DIN: 00532501

Naresh Chandra Gupta
Director
DIN: 00532105

Narasimha Kerur
Chief Financial Officer
Place: Bengaluru
Date: January 12, 2025

Pradeep Kumar Chamaria
Company Secretary
Membership No:F3294

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Notes to the Restated Consolidated Financial Information– Summary of Material accounting policies, key accounting estimates and judgements

1 Corporate information

Vinir Engineering Private Limited ("the Company") bearing CIN Number - U74210KA1983PTC005477 is a company domiciled in India, with its registered office situated at 104, Bommasandra Industrial Area, Bangalore - 560099. The Company has been incorporated under the provisions of Companies Act, 1956 on 31 August 1983. The Company is carrying on the business of Manufacturing of all types of hot closed die forgings, open forgings, ring rolling, machine components & related products.

2a Material Accounting Policies

A. Basis of preparation and statement of compliance

These restated financial statements comprise of the Restated Statement of Assets and Liabilities as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Statements of Profit and Loss (including Other Comprehensive Income), the Restated Statements of Changes in Equity and the Restated Statements of Cash Flows for the period ended September 30, 2024 and for the years ended March 31, 2024, March 31, 2023, and March 31, 2022 and the Summary of Material accounting policies and other explanatory notes (collectively, the 'Restated Financial Information').

These Restated Financial Information have been prepared by the Management for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP"), Red Herring Prospectus ("RHP") and Prospectus (collectively, the "Offer Documents") to be filed by the Company with the Securities and Exchange Board of India ("SEBI"), Registrar of Companies (ROC), National Stock Exchange of India Limited and BSE Limited in connection with its proposed Initial Public Offer of equity shares ("IPO") prepared in terms of the requirements of:

(i) Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended ("the Act");
(ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("ICDR Regulations") ; and
(iii) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI) as amended ("the Guidance Note").

These Restated Financial Information have been compiled from:
a) the audited Special Purpose Interim Ind AS Financial Statements of the company as at and for the six month period ended September 30, 2024 prepared in accordance with recognition and measurement principles of Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting", as prescribed under Section 133 of the Act read with relevant rules thereunder and
other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on January 08, 2025.

b) the audited special purpose Ind AS Financial Statements of the Company as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 prepared in accordance with the Ind AS as prescribed under Section 133 of the Act read with relevant rules thereunder and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on December 21,2024.

B. Functional and presentation currency

These Restated Financial Information are presented in Indian Rupees, which is also the Company's functional currency. All amounts have been rounded-off to the nearest millions, unless otherwise indicated.

C. Basis of measurement

These Restated Financial Information have been prepared on the historical cost basis, except for the following items :

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Defined benefit liability	Present value of defined benefit obligations

D. Use of estimates and judgements

In preparing these Restated Financial Information, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the Restated Financial Information is included in the following notes:

- Income taxes
- Provisions and contingent liabilities
- Useful life of intangible assets and impairment test of intangible assets

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending is included in the following notes:

- measurement of defined benefit obligations: key actuarial assumptions;
- impairment of financial assets
- recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Impairment test : key assumptions used in discounted cash flow projections

E. Measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the chief financial officer.

The finance team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the finance team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Significant valuation issues are reported to the Company's board of directors.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting year during which the change has occurred.

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2B Significant accounting policies

a. Financial instruments

i. Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus transaction costs that are directly attributable to its acquisition or issue.

ii. Classification and subsequent measurement

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- Fair value through Other Comprehensive Income (FVOCI)– debt investment;
- Fair Value through Other Comprehensive Income – equity investment; or
- Fair Value through Profit or loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the year the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

− the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and

− the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

− the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and

− the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

− the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;

– how the performance of the portfolio is evaluated and reported to the Company's management;

– the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;

– how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and

– the frequency, volume and timing of sales of financial assets in prior years, the reasons for such sales and expectations about future sales activity.

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Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular year of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

− contingent events that would change the amount or timing of cash flows;

− terms that may adjust the contractual coupon rate, including variable interest rate features;

− prepayment and extension features; and

− terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features)

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense is recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

iii. Derecognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

iv. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

b. Property, plant and equipment

i. Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

ii. Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 31 March 2022, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment.

iii. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

iv. Depreciation

Depreciation is being charged under straight-line value method and the useful life of the assets is considered as per Schedule II of the Companies Act 2013. Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

c. Other intangible assets

i. Other intangible assets

Other intangible assets are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses. Costs relating to acquisition of initial software license fee and installation costs are capitalized in the year of purchase.

ii. Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, if any, is recognised in profit or loss as incurred.

iii. Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its intangible assets recognised as at 31 March 2022, measured as per the previous GAAP, and use that carrying value as the deemed cost of such intangible assets.

iv. Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method, and is included in depreciation and amortisation in the Statement of Profit and Loss.

The estimated useful life of software is 5 years

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

d. Inventories

Inventories are valued at lower of cost and estimated realisable value, after providing for cost of obsolescence and other anticipated losses, whenever considered necessary and as certified by management. Value of finished goods includes cost of conversion and other costs incurred in bringing the inventories to their present location and condition as valued and as certified by the management. Scrap are valued at estimated realisable value.

Inventory includes cost directly incurred to bring the inventory to their present location and condition.

e. Impairment

i. Impairment of financial instruments

The Company recognises loss allowances for expected credit losses on:
- financial assets measured at amortised cost; and
- financial assets measured at FVOCI- debt investments.

At each reporting date, the Company assesses whether financial assets carried at amortised cost and debt securities at FVOCI are credit- impaired. A financial asset is 'credit- impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit- impaired includes the following observable data:
- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being past due for 90 days or more;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

The Company measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses:
- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter year if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward- looking information.

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The Company recognises loss allowances for expected credit loss on financial assets measured at amortised cost. At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit- impaired. A financial asset is 'credit-impaired' when one or more events that have detrimental impact on the estimated future cash flows of the financial assets have occurred. Evidence that the financial asset is credit-impaired includes the following observable data:
- significant financial difficulty of the borrower or issuer;
- the breach of contract such as a default or being past due for 90 days or more;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial re-organisation; or
- the disappearance of active market for a security because of financial difficulties.

Measurement of expected credit losses
Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet
Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.
For debt securities at FVOCI, the loss allowance is charged to profit or loss and is recognised in OCI.

Write-off
The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

ii. Impairment of non-financial instruments
The Company's non-financial assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are Companied together into cash-generating units (CGUs). Each CGU represents the smallest Company of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).
The Company's corporate assets (e.g., central office building for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.
An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or Company of CGUs) on a pro rata basis.
In respect of other assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

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f. Employee benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Company makes specified monthly contributions towards employee provident fund to Government administered provident fund scheme and family pension plan which is a defined contribution plan. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the year in which the employee renders the related service.

Compensated absences

As per the management of the company, the company provides 1 paid leave for every 20 working days which is included as part of Cost to the Company (CTC).

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount.

The Company provides for gratuity, a defined benefit plan covering all eligible employees. The present value of obligation under such defined benefit plan is determined based on actuarial valuation carried at the year-end using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rate used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date having maturity periods approximating the term of the related obligation. Actuarial gains or losses are recognized immediately in the Statement of Other Comprehensive Income/(Loss).

The plan provides a lump-sum payment to eligible employees at retirement or on termination of employment based on the salary of the respective employee and the years of employment with the Company.

Actuarial gains or losses are recognised in other comprehensive income. Remeasurement comprising actuarial gains or losses are not reclassified to the Statement of Profit and Loss in subsequent periods.

g. Revenue recognition

Revenue is recognised when goods/services are delivered and are recorded net of trade discounts, rebates, excise duties and sales tax. It does not include inter – divisional transfers.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Contract liabilities primarily relate to the consideration received from customers in advance for the Company's performance obligations which is classified as advance from customers.

Significant judgements

- The Company's contracts with customers could include promises to transfer multiple goods/services to a customer. The Company assesses the goods/services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

- The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how the customer consumes the benefits as goods/services are rendered or who controls the asset as it is being created or the existence of enforceable right to payment for the performance to date and the alternate use of such service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

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h. Leases

The Company lease assets consist of leases for property. The Company assesses whether a contract contains a lease, at inception of contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an asset, (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the commencement of the lease, the Company recognise a right-of-use asset ("ROU") and a corresponding lease liability for all the lease arrangement in which it is a lessee, except for leases with a term of twelve months or less (short term leases) and low value leases. For these short term and low value leases, the Company recognises the lease payments as an operating expense on a straight line basis over the term of the lease.

Certain lease arrangements includes the option to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities include these options when it is reasonable certain that they will be exercised.

The right-of-use of asset are initially recognised at cost, which comprise the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentivise. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use of assets are depreciated from the commencement date on a straight line basis over the shorter of lease term and useful life of the underlying asset. Right of use of assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incrementally borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance sheet and lease payments have been classified as financing cash flows.

The following is the summary of practical expedients elected on initial application:

1. Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.

2. Excluded the initial direct costs from the measurement of the right-of-use of asset at the date if initial application.

3. Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases under Ind AS 17.

i. Recognition of dividend income, interest income or expense

Dividend income is recognised in profit or loss on the date on which the Company’s right to receive payment is established.

Interest income or expense is recognised

The ‘effective interest rate’ is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

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j. Income tax

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

ii. Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits.

Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

k. Provisions, contingent liabilities and contingent assets

Provisions are recognised only when there is a present obligation as a result of past events and when a reasonable estimate of the amount of obligation can be made. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent liabilities are disclosed for (i) possible obligations which will be confirmed only by future events not wholly within the control of the Company or (ii) present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. Contingent assets are neither recognised nor disclosed in the financial statements.

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l. Earnings per share

The Company presents basic and diluted earnings per share ("EPS") for its equity shares. Basic EPS is calculated by dividing the profit or loss attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted EPS is determined by adjusting the profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

m. Cash and cash equivalents

Cash and short-term deposits in the balance sheet comprise cash at banks and cash in 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.

Cash and cash equivalents includes bank overdrafts are form an integral part of Company's cash management.

n. Borrowings costs

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

o. Translation of Foreign Currency Items:

Foreign currency transactions are accounted for at the exchange rates prevailing at the transaction date. Monetary assets and Liabilities outstanding at the year-end denominated in Foreign Currency, is translated at the year-end closing rates. Gains and / losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities are recognised in the profit & loss account. Exchange differences attributable to the acquisition of the fixed assets, if any, are adjusted to the cost of the respective assets.

2c Significant management judgement in applying accounting policies and estimation uncertainty

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company's accounting policy. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The following are significant management estimation/uncertainty and judgement in applying the accounting policies of the Company that have the most significant effect on the financial statements:

(a) **Recognition of deferred tax assets** – The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilized.

(b) **Evaluation of indicators for impairment of assets** – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

(c) **Contingent liabilities** – At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding contingent liabilities. However the actual future outcome may be different from this judgement.

(d) **Impairment of financial assets** – At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit losses on outstanding receivables and advances.

(e) **Useful lives of property, plant and equipment** – Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utilisation of assets.

(f) **Expected Credit Loss**- The impairment provisions for trade receivables is based on assumptions about risk of default and expected loss rates. The Company uses judgements in making certain assumptions and selecting inputs to determine impairment of these trade receivables, based on the Company's historical experience towards potential billing adjustments, delays and defaults at the end of each reporting period.

3. Property, plant and equipment

	Freehold Land	Building	Plant and equipment	Electrical installation	Vehicles	Furniture and fixtures	Office equipment	Lab Equipments	Sewage Treatment	Computer	Total
Gross carrying value											
Balance at March 31, 2022	9.35	70.29	286.16	15.95	6.37	2.24	0.47	2.06	0.18	1.12	394.19
Additions	-	-	129.60	0.41	4.65	0.11	0.65	-	-	0.77	136.19
Disposals	-	-	-	-	(0.85)	-	-	-	-	-	(0.85)
AS at March 31, 2023	**9.35**	**70.29**	**415.76**	**16.36**	**10.17**	**2.35**	**1.12**	**2.06**	**0.18**	**1.89**	**529.53**
Additions	-	-	150.07	1.19	7.51	0.48	0.53	0.30	-	0.37	160.45
Disposals	-	-	-	-	(2.62)	-	-	-	-	-	(2.62)
AS at March 31, 2024	**9.35**	**70.29**	**565.83**	**17.55**	**15.06**	**2.83**	**1.65**	**2.36**	**0.18**	**2.26**	**687.36**
Additions	-	-	15.48	-	4.63	-	0.03	-	-	0.46	20.60
Disposals	-	-	-	-	(2.60)	-	-	-	-	-	(2.60)
As at September 30, 2024	**9.35**	**70.29**	**581.31**	**17.55**	**17.09**	**2.83**	**1.68**	**2.36**	**0.18**	**2.72**	**705.36**
Accumulated depreciation											
Depreciation for the year	-	3.00	38.33	1.88	1.02	0.27	0.16	0.33	0.08	0.41	45.47
Disposals	-	-	-	-	-	-	-				-
AS at March 31, 2023	**-**	**3.00**	**38.33**	**1.88**	**1.02**	**0.27**	**0.16**	**0.33**	**0.08**	**0.41**	**45.47**
Depreciation for the year	-	3.00	40.94	1.95	1.77	0.30	0.30	0.31	0.03	0.62	49.21
Disposals	-	-	-	-	(0.42)	-	-	-	-	-	(0.42)
AS at March 31, 2024	**-**	**6.00**	**79.27**	**3.83**	**2.37**	**0.57**	**0.46**	**0.64**	**0.11**	**1.03**	**94.26**
Depreciation for the year	-	1.50	21.44	1.02	1.00	0.15	0.17	0.16	-	0.27	25.70
Disposals	-	-	-	-	(0.77)	-	-	-	-	-	(0.77)
As at September 30, 2024	**-**	**7.50**	**100.71**	**4.85**	**2.60**	**0.72**	**0.63**	**0.80**	**0.11**	**1.30**	**119.19**
Net Carrying Value											
As at March 31, 2022	**9.35**	**70.29**	**286.16**	**15.95**	**6.37**	**2.24**	**0.47**	**2.06**	**0.18**	**1.12**	**394.19**
As at March 31, 2023	**9.35**	**67.29**	**377.43**	**14.48**	**9.15**	**2.08**	**0.96**	**1.72**	**0.10**	**1.48**	**484.05**
As at March 31, 2024	**9.35**	**64.29**	**486.56**	**13.72**	**12.69**	**2.26**	**1.19**	**1.71**	**0.07**	**1.23**	**593.10**
As at September 30, 2024	**9.35**	**62.79**	**480.60**	**12.70**	**14.49**	**2.11**	**1.04**	**1.56**	**0.07**	**1.43**	**586.17**

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4 .Right of use assets

	Right to use assets	Total
Reconciliation of carrying amount		
Gross carrying value		
As at March 31, 2022	0.06	0.06
Additions	-	-
Disposals	-	-
As at March 31, 2023	**0.06**	**0.06**
Additions	-	-
Disposals	-	-
As at March 31, 2024	**0.06**	**0.06**
Additions	-	-
Disposals	-	-
As at September 30, 2024	**0.06**	**0.06**
Accumulated depreciation		
Amortisation for the year	0.01	0.01
Disposals	-	-
As at March 31, 2023	**0.01**	**0.01**
Amortisation for the year	0.01	0.01
Disposals	-	-
As at March 31, 2024	**0.01**	**0.01**
Amortisation for the year	0.00	0.00
Disposals	-	-
As at September 30, 2024	**0.02**	**0.02**
Net Carrying Value		
As at March 31, 2022	**0.06**	**0.06**
As at March 31, 2023	**0.05**	**0.05**
As at March 31, 2024	**0.05**	**0.05**
As at September 30, 2024	**0.04**	**0.04**

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5. Other intangible assets

	Computer software	Total
Reconciliation of carrying amount		
Gross carrying value		
As at March 31, 2022	0.75	0.75
Additions	-	-
Disposals	-	-
As at March 31, 2023	**0.75**	**0.75**
Additions	-	-
Disposals	-	-
As at March 31, 2024	**0.75**	**0.75**
Additions	0.26	0.26
Disposals	-	-
As at September 30, 2024	**1.01**	**1.01**
Accumulated depreciation		
Amortisation for the year	0.32	0.32
Disposals	-	-
As at March 31, 2023	**0.32**	**0.32**
Amortisation for the year	0.32	0.32
Disposals	-	-
As at March 31, 2024	**0.64**	**0.64**
Amortisation for the year	0.04	0.04
Disposals	-	-
As at September 30, 2024	**0.68**	**0.68**
Net Carrying Value		
As at March 31, 2022	**0.75**	**0.75**
As at March 31, 2023	**0.43**	**0.43**
As at March 31, 2024	**0.11**	**0.11**
As at September 30, 2024	**0.33**	**0.33**

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6. Investments

	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Other Investment				
Non- Current investments carried at amortised value				
Investment In Partnership Firm				
Vishnu Forge Hosur	16.40	16.40	12.66	9.00
	16.40	**16.40**	**12.66**	**9.00**
Non- Current investments carried at fair value through profit and loss				
Quoted mutual funds				
Aditya Birla Sun Life Small cap Fund (30 September 2024 :0, 31 March 2024: 0, 31 March 2023: 77,512.783 units , 31 March 2022 : 0)	-	-	3.84	-
ARWL - EBL - Magnifier 29 (30 September 2024 :0, 31 March 2024: 0, 31 March 2023: 50 units , 31 March 2022 : 0)	-	-	5.00	-
ARWL - Nifty Accelerator - 807 (30 September 2024 :0, 31 March 2024: 0, 31 March 2023: 80 units , 31 March 2022 : 0)	-	-	10.00	-
ARWL - Nifty Accelerator - 832 (30 September 2024 :0, 31 March 2024: 0, 31 March 2023: 80 units , 31 March 2022 : 0)	-	-	10.00	-
ARWL - Nifty Magnified 653 (30 September 2024 :0, 31 March 2024: 0, 31 March 2023: 80 units , 31 March 2022 : 0)	-	-	10.00	
ARWL - Nifty Magnifier 656 (30 September 2024 :0, 31 March 2024: 0, 31 March 2023: 80 units , 31 March 2022 : 0)	-	-	10.00	-
ARWL - Nifty Magnifier 661 (30 September 2024 :0, 31 March 2024: 0, 31 March 2023: 80 units , 31 March 2022 : 0)	-	-	10.00	-
ARWL - Nifty Magnifier 668 (30 September 2024 :0, 31 March 2024: 0, 31 March 2023: 80 units , 31 March 2022 : 0)	-	-	10.00	-
Canara Robeco Flexi Cap Fund (30 September 2024 :0, 31 March 2024: 0, 31 March 2023: 28,924.934 units , 31 March 2022 : 0)	-	-	6.27	-
DSP Equity Opportunities Fund (30 September 2024 :0, 31 March 2024: 0, 31 March 2023: 18,103.638 units , 31 March 2022 : 0)	-	-	6.37	-
DSP Mid Cap Fund (30 September 2024 :0, 31 March 2024: 0, 31 March 2023: 1,09,895.358 units , 31 March 2022 : 0)	-	-	9.04	-
Franklin India Bluechip Fund (30 September 2024 :0, 31 March 2024: 0, 31 March 2023: 14,036.394 units , 31 March 2022 : 0)	-	-	9.45	-
Franklin India Liquid Fund (30 September 2024 :0, 31 March 2024: 0, 31 March 2023: 2,978.26 units , 31 March 2022 : 0)	-	-	10.00	-
HDFC Arbitrage Fund (30 September 2024 :0, 31 March 2024: 0, 31 March 2023: 1,91,752.321 units , 31 March 2022 : 0)	-	-	5.00	-
HDFC Flexi Cap Fund (30 September 2024 :0, 31 March 2024: 0, 31 March 2023: 5,957.9883 units , 31 March 2022 : 0)	-	-	6.68	-
ICICI Prudential Equity-Arbitrage Fund (30 September 2024 :0, 31 March 2024: 0, 31 March 2023: 3,42,474.434 units , 31 March 2022 : 0)	-	-	10.00	-
ICICI Prudential Focused Equity Fund (30 September 2024 :0, 31 March 2024: 0, 31 March 2023: 1,59,972.45 units , 31 March 2022 : 0)	-	-	8.09	-
Invesco India Multicap Fund (30 September 2024 :0, 31 March 2024: 0, 31 March 2023: 72,945.365 units , 31 March 2022 : 0)	-	-	5.55	-
Kotak Emerging Equity Fund (30 September 2024 :0, 31 March 2024: 0, 31 March 2023: 1,06,518.51 units , 31 March 2022 : 0)	-	-	7.91	-
SBI Contra Fund (30 September 2024 :0, 31 March 2024: 0, 31 March 2023: 18,497.183 units , 31 March 2022 :0)	-	-	4.19	-
SBI CPSE Bond Plus SDL September 2026 (30 September 2024 :0, 31 March 2024: 0, 31 March 2023:19,26,334.449 units , 31 March 2022 : 0)	-	-	20.01	-
SBI Dividend Yield (30 September 2024 :0, 31 March 2024: 0, 31 March 2023: 4,98,772.958 units , 31 March 2022 : 0)	-	-	5.05	-
SBI Focused Equity Fund (30 September 2024 :0, 31 March 2024: 0, 31 March 2023: 51,727.111 units , 31 March 2022 : 0)	-	-	11.26	-
Anand Rathi Wealth Limited (30 September 2024 :1042379.7 units, 31 March 2024: 50 units , 31 March 2023: 0 , 31 March 2022 : 0)	121.90	6.11	-	-
Spark PWM Private Limited -PMS Account (30 September 2024: 2,61,807 units, 31 March 2024: 1,20,917 units , 31 March 2023: 0 , 31 March 2022: 0)	120.95	56.97	-	-
	242.85	**63.08**	**193.71**	**-**
	259.25	**79.48**	**206.37**	**9.00**
Current Investments				
Current investments carried at fair value through profit and loss				
Quoted mutual funds				
SBI Magnum Ultra Short Duration Fund (30 September 2024 :0, 31 March 2024: 0 , 31 March 2023: 1,962.759 units, 31 March 2022 : 0)	-	-	10.00	-
	-	**-**	**10.00**	**-**
Aggregate book value of quoted investments	218.07	59.54	195.00	-
Aggregate market value of quoted investments	242.85	63.08	193.71	-
Aggregate value of unquoted investments	16.40	16.40	12.66	9.00
Aggregate amount of impairment in value of investments	-	-	-	-

7. Other financial assets

	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
(Unsecured and considered good)				
Non-Current				
Security deposits	23.74	17.01	15.54	15.72
	23.74	**17.01**	**15.54**	**15.72**
Current				
Interest accrued				
on fixed deposits	-	0.48	-	-
	-	**0.48**	**-**	**-**

8. Inventories

	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
-Raw Materials	273.74	171.26	130.46	117.87
-Fuel and Diesel	1.43	1.35	0.97	1.72
-Stores and Consumable	0.77	1.01	0.29	0.55
-Work-in-progress	3.50	2.54	2.37	2.40
-Scrap	1.18	4.49	5.24	4.05
	280.62	**180.65**	**139.33**	**126.59**

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9. Trade receivables

	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Unsecured, considered good	369.43	380.90	335.08	314.12
Unsecured, considered doubtful	9.18	5.60	28.24	10.49
Less : Loss allowance on trade receivable	(9.18)	(5.60)	(28.24)	(10.49)
	369.43	**380.90**	**335.08**	**314.12**

Trade receivables are non-interest bearing and are generally on terms of 0 to 90 days.

Trade Receivables ageing schedule as at 30 September 2024

Particulars	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
Undisputed Trade receivables -considered good	345.77	22.72	0.94	-	-	369.43
Undisputed Trade receivables -considered doubtful	4.14	4.55	0.49	-	-	9.18
Disputed trade receivables considered good	-	-	-	-	-	-
Disputed trade receivables considered doubtful	-	-	-	-	-	-
	349.91	**27.27**	**1.43**	**-**	**-**	**378.61**

Trade Receivables ageing schedule as at 31 March 2024

Particulars	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
Undisputed Trade receivables -considered good	380.90	-	-	-	-	380.90
Undisputed Trade receivables -considered doubtful	5.60	-	-	-	-	5.60
Disputed trade receivables considered good	-	-	-	-	-	-
Disputed trade receivables considered doubtful	-	-	-	-	-	-
	386.50	**-**	**-**	**-**	**-**	**386.50**

Trade Receivables ageing schedule as at 31 March 2023

Particulars	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
Undisputed Trade receivables -considered good	304.56	7.56	21.10	1.03	0.82	335.08
Undisputed Trade receivables -considered doubtful	5.87	3.65	17.94	0.43	0.35	28.24
Disputed trade receivables considered good	-	-	-	-	-	-
Disputed trade receivables considered doubtful	-	-	-	-	-	-
	310.43	**11.21**	**39.04**	**1.46**	**1.17**	**363.32**

Trade Receivables ageing schedule as at 31 March 2022

Particulars	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
Undisputed Trade receivables -considered good	288.44	16.91	8.76	-	-	314.12
Undisputed Trade receivables -considered doubtful	3.67	3.30	3.52	-	-	10.49
Disputed trade receivables considered good	-	-	-	-	-	-
Disputed trade receivables considered doubtful	-	-	-	-	-	-
	292.11	**20.21**	**12.28**	**-**	**-**	**324.61**

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10A.Cash and cash equivalents

	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Cash on hand	0.77	0.70	0.25	0.87
Balance with bank				
- On current accounts	0.31	1.81	0.50	0.01
	1.08	**2.51**	**0.75**	**0.88**

10B. Bank balances other than cash and cash equivalents

	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Bank deposits (due to mature within 12 months of the reporting date)	43.52	42.42	42.85	125.83
	43.52	**42.42**	**42.85**	**125.83**

11. Other current assets

	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Prepaid expenses	6.34	1.05	0.52	0.72
Balance with government authorities	6.06	16.05	6.46	7.39
Advance to suppliers	48.40	169.21	92.12	39.49
	60.80	**186.31**	**99.10**	**47.60**

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12. Equity share capital

	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Authorised				
3,00,00,000 (31 March 2024: 3,00,00,000, 31 March 2023: 3,00,00,000, 1 April 2022 : 3,00,00,000) equity shares of INR 10 each	300.00	300.00	300.00	300.00
	300.00	**300.00**	**300.00**	**300.00**
Issued, subscribed and paid-up				
1,41,75,292 (31 March 2024:1,41,75,292 , 31 March 2023:1,72,34,115 , 1 April 2022: 1,72,34,115) equity shares of INR 10 each	141.75	141.75	172.34	172.34
	141.75	**141.75**	**172.34**	**172.34**

(i) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting year

	As at 30 September 2024		As at 31 March 2024		As at 31 March 2023		As at 31 March 2022	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Equity shares of INR 10 each (30 September 2024: INR 10 each, 31 March 2024: INR 10 each, 31 March 2023: INR 10 each, 31 March 2022 : INR 10 each)								
Outstanding at the beginning of the year	14,175,292	141.75	17,234,115	172.34	17,234,115	172.34	17,234,115	172.34
Issued during the year	-	-	-	-	-	-	-	-
Buyback of equity shares	-	-	3,058,823	30.59				
Outstanding at the end of the year	**14,175,292**	**141.75**	**14,175,292**	**141.75**	**17,234,115**	**172.34**	**17,234,115**	**172.34**

(ii) Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having a par value of INR 10 per share. Each shareholder is eligible to one vote per share held. The dividend proposed, if any, by the Board of Directors is subject to approval of shareholders in the ensuing Annual General Meeting except in case of interim dividend. The repayment of equity share capital in the event of liquidation and buy back of shares are subject to prevalent regulations. In the event of liquidation, normally the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount in proportion to their shareholding.

(iii) Buyback of shares

During the FY 23-24 the company has initiated a buy back of 30,58,823 equity shares from it's existing shareholders at the valuation of Rs 85 per share for an aggregate consideration of Rs 2600 lakhs on the record date July 31, 2023 as per the provisions of Article 41 of the Articles of Association of the Company and the provisions of Sections 68, 69 and 70 and all other applicable provisions, if any , of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, to the extent applicable, as amended from time to time.

(iv)Particulars of shareholders holding more than 5% equity shares

	As at 30 September 2024		As at 31 March 2024		As at 31 March 2023		As at 31 March 2022	
	Number of shares	% of holding	Number of shares	% of holding	Number of shares	% of holding	Number of shares	% of holding
Equity shares, fully paid up held								
Naresh Chandra Gupta	850,518	6.00%	850,518	6.00%	6,020,288	34.93%	6,020,288	34.93%
Nitesh Gupta	11,907,245	84.00%	11,907,245	84.00%	3,343,655	19.40%	3,343,655	19.40%
Ritesh Gupta	1,417,529	10.00%	1,417,529	10.00%	3,539,985	20.54%	3,539,985	20.54%
Veena Gupta	-	0.00%	-	0.00%	2,364,567	13.72%	2,364,567	13.72%
Tina Gupta	-		-		930,820	5.40%	930,820	5.40%
Kadambari Gupta	-		-		1,034,800	6.00%	1,034,800	6.00%

(v) Aggregate number of shares issued for consideration other than cash during the year of five years immediately preceding the reporting date

The Company has neither issued any Equity shares for consideration other than cash nor has issued any bonus shares during the year.

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13. Other equity	**As at 30 September 2024**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
A. Reserves and surplus				
i. Retained earnings				
Balance at the commencement of the year	723.73	533.78	367.36	324.90
Add: Restated Profit during the period/year	202.32	289.95	266.42	142.46
Less: Transferred to General reserve	100.00	100.00	100.00	100.00
Closing Balance	**826.05**	**723.73**	**533.78**	**367.36**
ii. General reserve				
Balance at the commencement of the year	190.00	350.00	250.00	150.00
Add: Transferred from retained earnings	100.00	100.00	100.00	100.00
Less: Transfer to capital redemption reserve	-	30.59	-	-
Less: Premium on Buy Back of equity shares	-	229.41	-	-
Closing Balance	**290.00**	**190.00**	**350.00**	**250.00**
iii. Capital reserve				
Balance at the commencement of the year	2.28	2.28	2.28	2.28
Add: Created during the year	-	-	-	-
Closing Balance	**2.28**	**2.28**	**2.28**	**2.28**
iv. Capital redemption reserve				
Balance at the commencement of the year	30.59	-	-	-
Add: Created on account of buyback of equity shares	-	30.59	-	-
Closing Balance	**30.59**	**30.59**	**-**	**-**
Total reserves and surplus (A) [i+ii+iii+iv]	**1,148.92**	**946.60**	**886.06**	**619.64**
B. Other comprehensive income				
Re-measurement gains/(losses) on defined benefit liability				
Balance at the commencement of the year	(1.50)	(1.87)	-	-
Re-measurement (gains)/losses on defined benefit liability	(0.67)	0.37	-	-
Closing Balance	**(2.17)**	**(1.50)**	**-**	**-**
Total other comprehensive income (B)	**(2.17)**	**(1.50)**	**(1.87)**	**-**
Total other equity (A+B)	**1,146.74**	**945.10**	**884.19**	**619.64**

Nature and purpose of reserves

i. Capital Redemption Reserve : During the financial year 2023-24, the company has initiated a buy back of 30,58,823 equity shares from it's existing shareholders at the valuation of Rs 85 per share for an aggregate consideration of Rs 2600 lakhs as per the provisions of Article 41 of the Articles of Association of the Company and the provisions of Sections 68, 69 and 70 and all other applicable provisions, if any , of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, to the extent applicable, as amended from time to time. The Capital redemption reserve equivalent to the face value of the 30,58,823 equity shares bought back has been created as per the provisions of the Companies Act, 2013.

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14. Lease Liabilities

	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Non-current				
Lease liabilities	0.03	0.04	0.09	0.09
	0.03	**0.04**	**0.09**	**0.09**
Current				
Lease liabilities	0.02	0.06	0.00	0.00
	0.02	**0.06**	**-**	**-**

15. Provisions

	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Non-current				
Gratuity	2.82	1.89	1.14	7.39
	2.82	**1.89**	**1.14**	**7.39**
Current				
Gratuity	16.23	14.19	11.86	0.55
	16.23	**14.19**	**11.86**	**0.55**

16. Deferred tax liabilities (net)	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Deferred Tax Liablities (net)	32.24	25.60	11.90	14.43
	32.24	**25.60**	**11.90**	**14.43**

Income tax

A. Amounts recognised in profit or loss	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Current tax				
Current year	61.82	106.13	96.09	51.06
Deferred tax				
Origination and reversal of temporary differences	6.64	13.71	(2.54)	(3.15)
Tax expense	**68.46**	**119.84**	**93.55**	**47.91**
Buy back of shares				
Tax pertaining to buyback of shares	-	59.09	-	-
Tax expense	**68.46**	**178.93**	**93.55**	**47.91**

B. Income tax recognised in other comprehensive income	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Remeasurements of defined benefit liability(asset)				
Before tax	0.90	(0.49)	2.50	-
Tax expense	(0.23)	0.12	(0.63)	
Net of tax	0.68	(0.37)	1.87	
Tax expense	**(0.23)**	**0.12**	**(0.63)**	**-**

C. Recognised deferred tax assets and liabilities	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Deferred tax asset				
Loss allowance on trade receivables	2.31	1.41	7.11	2.64
Provision for gratuity	4.79	4.05	3.27	2.00
Prior period expenses for reinstatement of financial statements	-	0.41	1.70	2.72
Fair valuation of investments	-	-	0.32	-
Lease liabilities	0.00	0.00	0.00	0.01
Total	**7.10**	**5.87**	**12.40**	**7.37**
Deferred tax liabilities				
Property, plant and equipment and intangibles	33.10	30.58	24.30	21.80
Fair valuation of investments	6.24	0.89	-	-
Total	**39.34**	**31.47**	**24.30**	**21.80**
Offsetting of deferred tax assets and liabilities	32.24	25.60	11.90	14.43
Net deferred tax assets	**-**	**-**	**-**	**-**
Net deferred tax liabilities	**32.24**	**25.60**	**11.90**	**14.43**

17. Borrowings

	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Current				
Secured				
Cash credit from Banks	15.97	136.74	82.43	64.42
	15.97	**136.74**	**82.43**	**64.42**

Cash credit from State Bank of India amounting to INR 15.97 Million (March 31, 2024 INR 136.74 Million ,March 31, 2023 INR 82.43 Million, March 31, 2022: 64.42 Million) is secured against mortgage of land and building and plant & machinery at Bommasandra industrial area Unit-1, Bengaluru and hypothecation of inventories, book debts and other current assets.

18. Trade Payables

	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Total outstanding dues of micro enterprises and small enterprises	5.09	2.82	1.61	2.68
Total outstanding dues of creditors other than micro enterprises and small enterprises	215.57	185.45	120.44	104.32
	220.66	**188.27**	**122.05**	**107.00**

* Refer Note 38 for details schedule of MSMED

Trade Payables ageing schedule: As at 30 September 2024

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) MSME	5.09	-	-	-	**5.09**
(ii) Others	215.57	-	-		**215.57**
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
	220.66	**-**	**-**	**-**	**220.66**

Trade Payables ageing schedule: As at 31st March 2024

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) MSME	2.82	-	-	-	**2.82**
(ii) Others	154.86	-	30.60		**185.45**
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
	157.68	**-**	**30.60**	**-**	**188.27**

Trade Payables ageing schedule: As at 31st March 2023

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) MSME	1.61	-	-	-	**1.61**
(ii) Others	120.21	0.10	0.13		**120.44**
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
	121.82	**0.10**	**0.13**	**-**	**122.05**

Trade Payables ageing schedule: As at 31st March 2022

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) MSME	2.68	-	-	-	**2.68**
(ii) Others	85.93	6.58	11.82		**104.32**
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
	88.61	**6.58**	**11.82**	**-**	**107.00**

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19.Other financial liabilities	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Current				
Payable to employees	9.19	7.46	6.83	5.32
	9.19	**7.46**	**6.83**	**5.32**

20. Other current liabilities	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Contract liability (advance from customers)	6.58	2.44	8.82	10.43
Statutory dues payable	12.03	5.84	5.78	13.38
	18.61	**8.28**	**14.60**	**23.81**

21. Current tax liabilities (net)	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Provision for Income tax (Net of advance tax)	20.71	13.64	26.12	19.75
	20.71	**13.64**	**26.12**	**19.75**

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22. Revenue from operations	**For the period ended 30 September 24**	**For the year ended 31 March 2024**	**For the year ended 31 March 2023**	**For the year ended 31 March 2022**
Sale of products				
Manufactured goods	1,020.95	2,289.98	2,266.06	1,529.64
	1,020.95	**2,289.98**	**2,266.06**	**1,529.64**
Sale of services				
Die Development Charges	12.81	3.52	3.51	4.01
Processing Charges received	-	-	-	0.57
Job Work Charges received	-	1.77	-	0.37
	12.81	**5.29**	**3.51**	**4.95**
Total revenue from operations	**1,033.76**	**2,295.27**	**2,269.57**	**1,534.59**

Reconciliation of revenue recognised with contract price:

	For the period ended 30 September 24	**For the year ended 31 March 2024**	**For the year ended 31 March 2023**	**For the year ended 31 March 2022**
Gross				
Adjustments for	1,033.22	2,287.35	2,263.94	1,532.53
Discount, rebates and Incentives	0.54	7.92	5.62	2.06
Revenue from operations	**1,033.76**	**2,295.27**	**2,269.56**	**1,534.59**

Contract liabilities primarily relate to the consideration received from customers in advance for the Company's performance obligations which is classified as advance from customers.

23. Other income	**For the period ended 30 September 24**	**For the year ended 31 March 2024**	**For the year ended 31 March 2023**	**For the year ended 31 March 2022**
Interest income				
on fixed deposits with banks	1.22	3.50	2.42	1.29
others	-	0.01	0.40	-
Profit on sale of investments- mutual funds	7.54	21.96	-	-
Profit on Fair value of investments	24.79	3.54	-	-
Profit on sale of investments	-	3.06	-	-
Share of Profit from partnership firm	-	3.74	3.66	3.72
Profit on sale of property, plant and equipment	0.56	-	-	-
MEIS Duty Credit Scrip	-	-	0.48	3.38
Liabilities written back/Advance forfeited	-	0.39	-	1.92
Loss allowance on trade receivables written back	-	22.64	-	-
Export Incentives	0.00	-	-	-
Dividend income	1.14	0.21	-	-
Foreign Exchange Fluctuation (Net)	3.25	0.94	12.85	5.59
	38.50	**59.99**	**19.81**	**15.90**

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24. Cost of material consumed	**For the period ended 30 September 2024**	**For the year ended 31 March 2024**	**For the year ended 31 March 2023**	**For the year ended 31 March 2022**
Inventory of materials at the beginning of the year	172.32	130.75	118.42	131.47
Add: Purchases	561.29	1,255.18	1,298.34	842.65
Less: Inventory of materials at the end of the year	(274.62)	(172.32)	(130.75)	(118.42)
Cost of materials consumed	**458.99**	**1,213.61**	**1,286.01**	**855.70**

25. Changes in inventories of finished goods, stock-in-trade and work-in-progress

	Period ended 30 Sep 24		
	Opening inventory	**Closing inventory**	**(Increase)/decrease in inventory**
Work-in-progress	2.54	3.50	(0.96)
Scrap	4.49	1.18	3.31
	7.03	**4.68**	**2.35**

	Year ended 31 March 2024		
	Opening inventory	**Closing inventory**	**(Increase)/decrease in inventory**
Work-in-progress	2.37	2.54	(0.17)
Scrap	5.24	4.49	0.75
	7.61	**7.03**	**0.58**

	Year ended 31 March 2023		
	Opening inventory	**Closing inventory**	**(Increase)/decrease in inventory**
Work-in-progress	2.40	2.37	0.03
Scrap	4.05	5.24	(1.19)
	6.45	**7.61**	**(1.16)**

	Year ended 31 March 2022		
	Opening inventory	**Closing inventory**	**(Increase)/decrease in inventory**
Work-in-progress	2.50	2.40	0.10
Scrap	1.07	4.05	(2.98)
	3.57	**6.45**	**(2.88)**

26. Employee benefits expense	**For the period ended 30 September 2024**	**For the year ended 31 March 2024**	**For the year ended 31 March 2023**	**For the year ended 31 March 2022**
Salaries, wages and bonus	50.34	87.47	70.64	57.43
Contribution to provident and other funds	4.90	8.43	6.58	10.64
Staff welfare expenses	3.01	5.66	5.91	3.28
	58.25	**101.55**	**83.13**	**71.35**

27. Finance costs	**For the period ended 30 September 2024**	**For the year ended 31 March 2024**	**For the year ended 31 March 2023**	**For the year ended 31 March 2022**
Interest expense on				
Cash credit	2.24	4.11	2.27	0.61
Bill Discounting	0.68	0.00	0.00	0.42
Bank charges	1.19	2.03	1.78	0.97
	4.11	**6.14**	**4.05**	**2.00**

28. Depreciation and amortisation expense	**For the period ended 30 September 2024**	**For the year ended 31 March 2024**	**For the year ended 31 March 2023**	**For the year ended 31 March 2022**
Depreciation of property, plant and equipment (refer note 3)	25.70	49.21	45.47	24.97
Depreciation of right to use assets (refer Note 4)	0.00	0.01	0.01	0.01
Amortisation of intangible assets (refer note 5)	0.04	0.32	0.32	0.10
	25.74	**49.54**	**45.80**	**25.08**

29.Other expenses	For the period ended 30 September 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Building Maintenance	1.51	1.08	2.40	0.58
Contract Labour Charges	42.15	83.80	71.66	51.69
Job work Charges	27.50	51.56	38.11	45.33
Power and fuel	138.03	304.80	313.61	246.23
Rent	3.55	7.21	7.21	7.23
Repair to Machinery	2.40	8.59	6.63	4.62
Auditor's remuneration *	0.60	1.17	1.05	0.78
Bad debts/ advance written off	-	-	0.35	0.00
Business promotion	1.92	2.33	0.63	1.04
Communication expenses	0.40	0.58	0.62	0.69
Insurance	1.64	1.79	1.92	1.59
Legal and professional	7.44	11.94	9.42	8.09
Loss on sale of Property, plant and equipment	-	0.08	0.26	0.00
Printing & Stationery	0.65	1.24	1.06	0.99
Rates & Taxes	3.03	5.27	4.58	6.53
Security Charges	2.32	4.27	4.12	3.93
Rebates & Discounts	3.17	2.17	5.33	2.49
Shipping Charges outward	0.03	0.24	0.02	0.05
Testing Charges	1.07	2.27	2.27	1.98
Transportation charges paid	2.43	4.27	1.75	3.72
Travelling and Conveyance	3.79	7.27	9.47	4.28
Assets written off	-	-	0.09	0.00
Corporate social responsibility expenses**	0.33	6.06	1.31	1.77
Loss on fair valuation of investments	-	-	1.28	-
Loss allowance on trade receivables	3.58	-	17.75	10.49
Vehicle Maintenance	0.25	0.64	0.52	0.41
Water Charges	0.24	0.55	0.57	0.17
Miscellaneous Expenses	4.01	5.78	7.59	4.19
	252.04	**514.96**	**511.58**	**408.87**

*Auditor's remuneration	For the period ended 30 September 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Audit fees	0.60	11.10	9.10	7.10
In other capacity:				
other matters	-	0.59	1.36	0.65
	0.60	**11.69**	**10.46**	**7.75**

** Refer note 41

30. Earnings per share (EPS) before sub-division & bonus	For the period ended 30 September 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Restated Profit for the period/year (A)	202.32	289.95	266.42	142.46
Weighted average number of equity shares outstanding (in numbers) (B)	14,175,292	15,365,300	17,234,115	17,234,115
Basic and diluted earnings per share (A/B) at Face value Rs. 10 per share	**14.27**	**18.87**	**15.46**	**8.27**

Earnings per share (EPS) after sub-division & bonus

Issue of split & bonus shares:

Pursuant to the approval of shareholders in their extra-ordinary general meeting held on November 30, 2024, the Company has subdivided the equity shares of face value of Rs. 10/- each into equity shares of face value of Rs. 2/- with effect from January 04,2025 and has issued and allotted fully paid-up equity shares of ₹ 2 each as bonus shares on January 08, 2025 in the ratio of two equity shares for every one equity share held. The earnings per share has been adjusted for issue of these sub-division & bonus shares as the event had occurred after September 30,2024 and is as below:-

	For the period ended 30 September 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Restated Profit for the period/year (A)	202.32	289.95	266.42	142.46
Weighted average number of equity shares outstanding (in numbers) (B)	212,629,380	230,479,498	258,511,725	258,511,725
Basic and diluted earnings per share (A/B) at Face value Rs. 2 per share	**0.95**	**1.26**	**1.03**	**0.55**

31. Financial instruments - Fair values and risk management

A Accounting classifications and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy:

As at 30 September 2024

	Hierarchy	FVTPL	FVTOCI	Amortised cost	Total
Financial assets measured at fair value					
Investments	Level 1	242.85	-	-	242.85
Financial assets not measured at fair value					
Investments				16.40	16.40
Cash and cash equivalents		-	-	1.08	1.08
Bank balances other than cash and cash equivalents		-	-	43.52	43.52
Trade receivables		-	-	369.43	369.43
Other financial assets		-	-	23.74	23.74
		242.85	**-**	**454.17**	**697.02**
Financial liabilities not measured at fair value					
Lease liabilities		-	-	0.05	0.05
Borrowings		-	-	15.97	15.97
Trade Payables		-	-	220.66	220.66
Other financial liabilities		-	-	9.19	9.19
		-	**-**	**245.87**	**245.87**

As at 31 March 2024

	Hierarchy	FVTPL	FVTOCI	Amortised cost	Total
Financial assets measured at fair value					
Investments	Level 1	63.08	-	-	63.08
Financial assets not measured at fair value					
Investments				16.40	16.40
Cash and cash equivalents		-	-	2.51	2.51
Bank balances other than cash and cash equivalents		-	-	42.42	42.42
Trade receivables		-	-	380.90	380.90
Other financial assets		-	-	17.49	17.49
		63.08	**-**	**459.72**	**522.80**
Financial liabilities not measured at fair value					
Lease liabilities		-	-	0.10	0.10
Borrowings		-	-	136.74	136.74
Trade Payables		-	-	188.27	188.27
Other financial liabilities		-	-	7.46	7.46
		-	**-**	**332.57**	**332.57**

As at 31 March 2023

	Hierarchy	FVTPL	FVTOCI	Amortised cost	Total
Financial assets measured at fair value					
Investments	Level 1	203.71	-	-	203.71
Financial assets not measured at fair value					
Investments		-	-	12.66	12.66
Cash and cash equivalents		-	-	0.75	0.75
Bank balances other than cash and cash equivalents		-	-	42.85	42.85
Trade receivables		-	-	335.08	335.08
Other financial assets		-	-	15.54	15.54
		203.71	**-**	**406.88**	**610.59**
Financial liabilities not measured at fair value					
Lease liabilities		-	-	0.09	0.09
Borrowings		-	-	82.43	82.43
Trade Payables		-	-	122.05	122.05
Other financial liabilities		-	-	6.83	6.83
		-	**-**	**211.40**	**211.40**

As at 31 March 2022

	Hierarchy	FVTPL	FVTOCI	Amortised cost	Total
Financial assets not measured at fair value					
Investments		-	-	9.00	9.00
Cash and cash equivalents		-	-	0.88	0.88
Bank balances other than cash and cash equivalents		-	-	125.83	125.83
Trade receivables		-	-	314.12	314.12
Other financial assets		-	-	15.72	15.72
		-	**-**	**465.55**	**465.55**
Financial liabilities not measured at fair value					
Lease liabilities		-	-	0.09	0.09
Borrowings		-	-	64.42	64.42
Trade Payables		-	-	107.00	107.00
Other financial liabilities		-	-	5.32	5.32
		-	**-**	**176.83**	**176.83**

Fair value hierarchy

The table below analyses financial instruments carried at fair

• Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

• Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

• Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As of 30 September 2024, 31 March 2024, 31 March 2023 and 1 April 2022 , the fair value of cash and bank balances, trade receivables, other current financial assets and liabilities, borrowings, trade payables approximate their carrying amount largely due to the short term nature of these instruments.

For other financial assets and liabilities that are measured at amortised cost, the carrying amounts approximate the fair value. The carrying amounts of financial assets and liabilities are considered to be the same as their fair values.

B. Measurement of fair values

Valuation techniques and significant unobservable inputs

The following table shows the valuation techniques used in measuring fair values for financial instruments measured at fair value in the balance sheet, as well as the significant unobservable inputs used.

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Financial instruments measured at fair value			
Investment in mutual funds	The fair value of investment in quoted mutual funds is based on the current bid price of respective investment as at the Balance Sheet date.	Not applicable.	Not applicable.
Financial instruments not measured at fair value			
Other financial assets and liabilities*	***Discounted cash flows:*** The valuation model considers the present value of expected payment, discounted using a risk-adjusted discount rate.	Not applicable.	Not applicable.

*Other financial assets include trade receivables, loans to employees, security deposits, cash and cash equivalents, bank deposits and interest accrued. Other financial liabilities include trade payables, security deposits and payable towards capital creditors

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C. Financial Risk Management

The Company has exposure to the following risks arising from financial instruments:
-Credit risk
-Liquidity risk
-Market risk

Risk Management Framework:

The Company is exposed to various risks in relation to financial instruments. The Company's financial assets and liabilities by category are summarised in note 28A. The main types of risks that the Company is exposed to are credit risk and liquidity risk. The Company’s risk management is coordinated at its corporate office, in close cooperation with the board of directors, and focuses on actively securing the Company’s short to medium-term cash flows by minimising the exposure to volatile financial markets. The Company does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Company is exposed are described below.

I. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, loans and investments. Credit risk encompasses both, the direct risk of default and the risk of deterioration of credit worthiness as well as concentration of risks. The carrying amounts of financial assets represent the maximum credit risk exposure.

Credit risk on cash and cash equivalents and bank deposits is limited as the Company generally deals with banks and mutual fund investments with high credit ratings assigned by domestic credit rating agencies. Investments primarily include investment in mutual funds and Fixed deposits held with banks. The credit risk associated with such deposits is relatively low.

The Company uses expected credit loss model to assess the impairment loss. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available internal credit risk factors such as the Company’s historical experience for customers. The Company based upon past trends determine an impairment allowance for loss on receivables.

The Company’s exposure to credit risk for trade receivables is as follows

	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Trade receivables	369.43	380.90	335.08	314.12
	369.43	**380.90**	**335.08**	**314.12**

The following table provides information about the exposure to credit risk and expected credit loss for trade receivables:

As at 30 September 2024

Particulars	Gross carrying amount	Weighted average loss rate	Loss allowance
Current (not past due)	-		
1-90 days past due	325.12	1%	2.47
91-180 days past due	24.79	0%	1.67
181-360 days past due	27.27	0%	4.55
More than 361 days past due	1.43	0%	0.49

As at 31 March 2024

Particulars	Gross carrying amount	Weighted average loss rate	Loss allowance
Current (not past due)	-		
1-90 days past due	346.86	1%	2.79
91-180 days past due	39.64	7%	2.81
181-360 days past due	-	0%	-
More than 361 days past due	-	0%	-

As at 31 March 2023

Particulars	Gross carrying amount	Weighted average loss rate	Loss allowance
Current (not past due)			
1-90 days past due	300.86	2%	4.63
91-180 days past due	9.56	13%	1.24
181-360 days past due	11.33	32%	3.65
More than 361 days past due	44.63	42%	18.72

As at 31 March 2022

Particulars	Gross carrying amount	Weighted average loss rate	Loss allowance
Current (not past due)			
1-90 days past due	262.90	1%	2.07
91-180 days past due	29.21	5%	1.60
181-360 days past due	22.00	15%	3.30
More than 361 days past due	15.22	23%	3.52

Movements in the allowance for impairment in respect of trade receivables:
The movement in the allowance for impairment in respect of trade receivables is as follows:

Particulars	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Balance at the beginning of the year	5.60	28.24	10.49	-
Net measurement of loss allowance	3.58	(22.64)	17.75	10.49
Balance at the end of the year	**9.18**	**5.60**	**28.24**	**10.49**

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ii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company aims to maintain the level of its cash and cash equivalents at an amount in excess of expected cash outflows on financial liabilities (other than trade payables). The Company also monitors the level of expected cash inflows on trade receivables and loans together with expected cash outflows on trade payables and other financial liabilities.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include contractual interest payments and exclude the impact of netting arrangements.

As at 30 Sep 2024

		Contractual cashflows					
Particulars	**Carrying amount**	**Total**	**Less than one**	**6-12 months**	**1-2 years**	**2-5 years**	**More than 5**
Lease Liabilities	0.05	0.02	0.02				
Borrowings	15.97	15.97	15.97				
Trade payables	220.66	220.66	220.66	-	-	-	-
Other financial liabilities	9.19	9.19	9.19	-	-	-	-
	245.87	**245.84**	**245.84**	**-**	**-**	**-**	**-**

As at 31 March 2024

		Contractual cashflows					
Particulars	**Carrying amount**	**Total**	**Less than one year**	**6-12 months**	**1-2 years**	**2-5 years**	**More than 5 years**
Lease Liabilities	0.10	0.10	0.06	0.01	0.02	0.02	-
Borrowings	136.74	136.74	136.74	-	-	-	-
Trade payables	188.27	188.27	188.27	-	-	-	-
Other financial liabilities	7.46	7.46	7.46	-	-	-	-
	332.57	**332.57**	**332.53**	**0.01**	**0.02**	**0.02**	**-**

As at 31 March 2023

		Contractual cashflows					
Particulars	**Carrying amount**	**Total**	**Less than one year**	**6-12 months**	**1-2 years**	**2-5 years**	**More than 5 years**
Lease Liabilities	0.09	0.09	-	-	0.06	0.03	-
Borrowings	82.43	82.43	82.43				
Trade payables	122.05	122.05	122.05	-	-	-	-
Other financial liabilities	6.83	6.83	6.83	-	-	-	-
	211.40	**211.40**	**211.31**	**-**	**0.06**	**0.03**	**-**

As at 31 March 2022

		Contractual cashflows					
Particulars	**Carrying amount**	**Total**	**Less than one**	**6-12 months**	**1-2 years**	**2-5 years**	**More than 5**
Lease Liabilities	0.09	0.09	-	-	-	0.09	-
Borrowings	64.42	64.42	64.42	-	-	-	-
Trade payables	107.00	107.00	107.00	-	-	-	-
Other financial liabilities	5.32	5.32	5.32	-	-	-	-
	176.83	**176.83**	**176.74**	**-**	**-**	**0.09**	**-**

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iii. Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices, which will affect the company’s income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters

Interest rate risk

Interest rate risk is the risk that the future Standalone cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company’s exposure to the risk of changes in market interest rates relates primarily to its long-term debt obligations with floating interest rates.

Particulars	As at 30.Sep.24	As at 31.Mär.24	As at 31.Mär.23	As at 31.Mär.22
Variable-rate instruments:				
Financial liabilities				
Floating rate borrowings	15.97	136.74	82.43	64.42
Total borrowings	**15.97**	**136.74**	**82.43**	**64.42**

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased /(decreased) profit /loss by the amounts as under.

	Profit/Loss	
Particulars	**1% Increase**	**1% decrease**
Floating rate borrowings as at September 30, 2024	0.16	(0.16)
Floating rate borrowings as at March 31, 2024	1.37	(1.37)
Floating rate borrowings as at March 31, 2023	0.82	(0.82)
Floating rate borrowings as at March 31, 2022	0.64	(0.64)

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32. Segment information

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Managing Director to make decisions about resources to be allocated to the segments and assess their performance. The Company is primarily engaged in the Manufacturing of all types of hot closed die forgings, open forgings, ring rolling, machine components & related products.

33. Post employment obligations

a) Provident fund

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident Fund and Employee State Insurance Corporation which is a defined contribution plan. The company has no obligations other than to make the specified contributions. The contributions to defined contribution plans are recognised as an employee benefit expense in the Statement of Profit and Loss in the periods during which the related services are rendered by them.

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33. b) Assets and liabilities relating to employee benefits	**As at 30 September 2024**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
Net defined benefit liability - Gratuity plan	19.05	16.08	13.00	7.94
Total employee benefit assets (Non- current)	**19.05**	**16.08**	**13.00**	**7.94**
Provision for employee benefits				
Gratuity	19.05	16.08	13.00	7.94
Total employee benefit liabilities	**19.05**	**16.08**	**13.00**	**7.94**
Non-current	2.82	1.89	1.14	7.39
Current	16.23	14.19	11.86	0.55
Total	**19.05**	**16.08**	**13.00**	**7.94**

For details about the related employee benefit expenses, see Note 28

The Company operates the following post-employment benefit plans.

Post employment obligations

a) Provident fund

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident Fund and Employee State Insurance Corporation which is a defined contribution plan. The company has no obligations other than to make the specified contributions. The contributions to defined contribution plans are recognised as an employee benefit expense in the Statement of Profit and Loss in the periods during which the related services are rendered by them.

b) Gratuity

The Company has a defined benefit gratuity plan. The gratuity plan of India is governed by the Payment of Gratuity Act, 1972. Under the Act, employees who are in continuous service of five years are entitled to specific benefit. The level of benefits provided depends on the employees length of service and salary at retirement age.

i. Reconciliation of the net defined benefit liability

The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit liability and its components.

i. Reconciliation of present value of defined benefit obligation	**As at 30 September 2024**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
Balance at the beginning of the year	16.08	13.00	7.93	-
Benefits paid	-	-	-	-
Current service cost	1.49	2.60	1.98	1.45
Past service cost			-	6.48
Interest cost	0.58	0.98	0.59	-
Actuarial gain/(loss) recognised in other comprehensive income	0.89	(0.50)	2.50	-
Balance at the end of the year	**19.44**	**16.08**	**13.00**	**7.93**

ii. Expense recognised in profit or loss	**For the year ended 30 September 2024**	**For the year ended 31 Mach 2024**	**For the year ended 31 March 2023**	**For the year ended 31 March 2022**
Current service cost	1.49	2.60	1.98	1.45
Past service cost	-	-	-	6.48
Interest cost	0.58	0.98	0.59	-
Interest income				-
Balance at the end of the year	**2.07**	**3.58**	**2.57**	**7.93**

iii. Remeasurements recognised in other comprehensive income	**For the year ended 30 September 2024**	**For the year ended 31 Mach 2024**	**For the year ended 31 March 2023**	**For the year ended 31 March 2022**
Actuarial (gain)/loss on defined benefit obligation				
- financial assumptions	0.16	0.36	(0.13)	-
- demographic assumptions	-	-	-	-
- experience adjustment	0.74	(0.85)	2.63	-
Balance at the end of the year	**0.90**	**(0.49)**	**2.50**	**-**

iv. Actuarial assumptions

Principal actuarial assumptions at the reporting date:

Particulars	**As at 30 September 2024**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
Discount rate	7.15%	7.25%	7.39%	7.52%
Future salary growth	7.00%	7.00%	7.00%	7.00%
Retirement age (years)	60 years	60 years	60 years	60 years
Withdrawal rate	5%	5%	5%	5%
Mortality	IALM 2012-14 ultimate			

The actuarial valuation is carried annually by an independent actuary. The discount rate used for determining the present value of obligation under the defined benefit plan is determined by reference to market yields at the end of the reporting period on Indian Government Bonds. The currency and the term of the government bonds is consistent with the currency and term of the defined benefit obligation.

v. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

	For the year ended 30 September 2024		**For the year ended 31 March 2024**		**For the year ended 31 March 2023**		**For the year ended 31 March 2022**	
	Increase	**Decrease**	**Increase**	**Decrease**	**Increase**	**Decrease**	**Increase**	**Decrease**
Discount rate (0.5% movement)	(0.76)	0.82	(0.65)	0.71	(0.51)	0.55	(0.36)	0.39
Future salary growth (0.5% movement)	0.71	(0.66)	0.66	(0.62)	0.51	(0.48)	0.39	(0.36)

34. Leases

Operating lease - Company as lessee

The Company has entered into operating lease arrangements for the leasing of factory land that are renewable on a periodic basis and cancellable at the Company's option.

i. Future minimum lease payments

At reporting date, the future minimum lease payments to be made under non-cancellable operating leases are as follows:

	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Payable in less than one year	0.01	0.01	0.01	0.01
Payable between one and five years	0.06	0.06	0.06	0.06
Payable after more than five years	-	0.00	0.01	0.03

ii. Amounts recognised in profit or loss	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Lease expense - minimum lease payments	3.55	7.21	7.21	7.23

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35. Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital to equity shareholders. The Company monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total liabilities less cash and cash equivalents. Adjusted equity comprises all components of equity.

The Company's adjusted net debt to equity ratio at reporting date was as follows:

	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Total liabilities	336.48	396.17	277.02	242.76
Less: cash and cash equivalents	1.08	2.51	0.75	0.88
Adjusted net debt	**335.40**	**393.66**	**276.27**	**241.88**
Total equity	1,288.50	1,086.85	1,056.53	791.98
Adjusted net debt to equity ratio	**0.26**	**0.36**	**0.26**	**0.31**

36. Contingent liabilities and commitments

B. Claims disputed by the Company:

Contingent liabilities	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
(i). Bank Guarantee (amount outstanding at close of the year)	43.52	41.60	33.89	18.39
(ii) Civil Case - Before Karnataka High Court	60.13	60.13	60.13	60.13
(iii) Regulatory – Before National Green Tribunal Chennai	23.34	10.97	10.00	10.00
(iv) Goods & Service Tax	23.71	17.16	-	-
	150.70	**129.86**	**104.02**	**88.52**

Commitments	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	-	-	-	-

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37. Related parties

A. List of Enterprises over which Key Management Personnel exercise significant influence
Vishnu Forge Hosur, India
Starttopia Hub International ,India
Metalkarma Engineering Technologies Private Limited ,India
Metalkarma Construction Private Limited ,India

B. List of Key Management Personnel

Name	Relation
Nitesh Gupta	Managing Director
Naresh Chandra Gupta	Director
Ritesh Gupta	Director
Pramod Amin (Appointed on July 01,2022 & Resigned on March 31, 2024)	Company Secretary
Abhijith Baliga B (Appointed on July 11, 2024 & Resigned on September 30,2024)	Company Secretary

C. List of Relatives of Key Management Personnel

Name	Relation
Tina Gupta	Spouse of Mr. Nitesh Gupta
Veena Gupta	Spouse of Mr. Naresh Chandra Gupta
Kabambari Gupta	Spouse of Mr. Ritesh Gupta
Dhruv Gupta	Son of Mr. Nitesh Gupta

D. Transactions with related parties

Particulars	For the period ended 30 September 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Rent Paid				
Vishnu Forge Hosur	3.60	7.20	7.20	7.20
Nitesh Gupta	0.01	0.01	0.01	0.01
Expenses paid on behalf of the firm				
Vishnu Forge Hosur	-	-	0.01	2.41
Sales				
Metalkarma Engineering Technologies Private Limited	62.59	252.92	47.80	36.55
Purchases				
Metalkarma Engineering Technologies Private Limited	-	-	19.60	0.77
Remuneration paid				
Nitesh Gupta	7.50	9.90	10.13	7.20
Salaries paid				
Dhruv Gupta	1.80	2.40	-	-
Pramod Amin	-	0.24	0.18	-
Abhijith Baliga B	0.07	-	-	-

E. Balance payable to related parties for the year/period ended

Particulars	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Balance outstanding				
Nitesh Gupta	0.21	-	0.21	0.03
Vishnu Forge Hosur	36.51	33.37	27.72	21.64

F. Balance receivable from related parties for the year/period ended

Particulars	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Balance receivable				
Vishnu Forge Hosur	16.40	16.40	12.66	9.00
Metalkarma Engineering Technologies Private Limited	38.38	50.49	96.71	56.88

G. Note: All the related party transactions are in normal course of business and at arm's length price.

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38. Dues to micro and small enterprises

Under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED) which came into force from 2 October 2006, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises. On the basis of the information and records available with the management, the below amount stood as outstanding due to the Micro, Small and Medium Enterprises as at period/year ended. As per the management, there is no outstanding dues to MSME above 45 days, hence provision for interest due is not made.

Particulars	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
- Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	5.09	2.82	1.61	2.68
- Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-	-	-
- Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-	-	-
- Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-	-	-
- Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-	-	-
- Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-	-	-
- Further interest remaining due and payable for earlier years	-	-	-	-

39. Value of imports calculated on C.I.F. basis in respect of	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Raw Materials	64.24	275.90	302.33	221.64

Imported and Indigenous Raw Materials Consumed	For the period ended 30 September 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Imported	64.24	275.90	302.33	221.64
Indigenous	351.51	848.92	885.64	576.57

Imported and Indigenous Stores and Packing Materials consumed	For the period ended 30 September 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Imported	NIL	NIL	NIL	NIL
Indigenous	43.23	88.80	98.03	57.49

40. Income/ Expenditure in foreign currency

	For the period ended 30 September 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
A. Expenditure in foreign currency				
Imports of Raw Materials	60.14	261.61	265.22	215.91
Foreign Travel, Subscription etc.	0.20	0.53	3.54	0.27
Capital Goods	3.16	129.41	93.36	85.21
Professional fees	0.28	1.01	1.08	0.57
Repairs & Maintenance	-	-	5.69	-
Membership & Subscription	0.04	-	-	-
Advance for Fixed Assets	-	7.34	65.52	9.41
Advance for Raw Materials	15.26	252.29	4.88	0.77
Total	**79.08**	**652.19**	**439.29**	**312.14**
B. Income in foreign currency				
Exports	83.78	309.06	216.94	128.15
Total	**83.78**	**309.06**	**216.94**	**128.15**

41. Corporate Social Responsibility

As per Section 135 of the Companies Act , 2013 the following is the details of the Corporate Social Responsibility expenses incurred by the company

	For the period ended 30 September 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
(a) Gross amount required to be spent by the company	3.40	4.39	2.79	2.62
(b) Amount of expenditure incurred				
(i) Construction/Acquisition of any asset	-	-	-	-
(ii) On purpose other than (i) above	0.33	6.06	1.31	1.77
(c) Shortfall at the end of the year	3.07	-1.67	1.48	0.86
(d) Total of previous years shortfall	3.74	0.67	2.34	0.86

42 Explanation of transition to Ind AS

As stated in Note 2A, these are the Company's first financial statements prepared in accordance with Ind AS. For the year ended 31 March 2023, the Company had prepared its financial statements in accordance with Companies (Accounting Standards) Rules, 2006, notified under Section 133 of the Act and other relevant provisions of the Act ('previous GAAP').

The accounting policies set out in Note 3 have been applied in preparing these financial statements including the comparative information for the year ended 31 March 2023 and the opening Ind AS balance sheet on the date of transition i.e. 1 April 2022.

In preparing its Ind AS balance sheet as at 1 April 2022 and in presenting the comparative information for the year ended 31 March 2023, the Company has adjusted amounts reported previously in financial statements prepared in accordance with previous GAAP. This note explains the principal adjustments made by the Company in restating its financial statements prepared in accordance with previous GAAP, and how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

Optional exemptions availed and mandatory exceptions

A. Optional exemptions availed:
Property plant and equipment and intangible assets
As per Ind AS 101 an entity may elect to:
(i) measure an item of property, plant and equipment at the date of transition at its fair value and use that fair value as its deemed cost at that date
(ii) use a previous GAAP revaluation of an item of property, plant and equipment at or before the date of transition as deemed cost at the date of the revaluation, provided the revaluation was, at the date of the revaluation, broadly comparable to:
− fair value;
− or cost or depreciated cost under Ind AS adjusted to reflect, for example, changes in a general or specific price index.
The elections under (i) and (ii) above are also available for intangible assets that meets the recognition criteria in Ind AS 38, Intangible Assets, (including reliable measurement of original cost); and criteria in Ind AS 38 for revaluation (including the existence of an active market).
(iii) use carrying values of property, plant and equipment and intangible assets as on the date of transition to Ind AS (which are measured in accordance with previous GAAP and after making adjustments relating to decommissioning liabilities prescribed under Ind AS 101) if there has been no change in its functional currency on the date of transition.

As permitted by Ind AS 101, the Company has elected to continue with the carrying values under previous GAAP for all the items of property, plant and equipment. The same election has been made in respect of intangible assets also. The carrying values of property, plant and equipment as aforesaid are after making adjustments relating to decommissioning liabilities

B. Mandatory exceptions

1 Estimates
As per Ind AS 101, an entity's estimates in accordance with Ind AS at the date of transition to Ind AS at the end of the comparative year presented in the entity's first Ind AS financial statements, as the case may be, should be consistent with estimates made for the same date in accordance with the previous GAAP unless there is objective evidence that those estimates were in error. However, the estimates should be adjusted to reflect any differences in accounting policies.

As per Ind AS 101, where application of Ind AS requires an entity to make certain estimates that were not required under previous GAAP, those estimates should be made to reflect conditions that existed at the date of transition (for preparing opening Ind AS balance sheet) or at the end of the comparative year (for presenting comparative information as per Ind AS).

The Company's estimates under Ind AS are consistent with the above requirement. Key estimates considered in preparation of the standalone financial statements that were not required under the previous GAAP are listed below:
- Fair valuation of financial instruments carried at FVTPL.
- Impairment of financial assets based on the expected credit loss model.
- Determination of the discounted value for financial instruments carried at amortised cost.

2 Derecognition of financial assets and liabilities
As per Ind AS 101, an entity should apply the derecognition requirements in Ind AS 109, Financial Instruments, prospectively for transactions occurring on or after the date of transition to Ind AS. However, an entity may apply the derecognition requirements retrospectively from a date chosen by it if the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions.

The Company has elected to apply the derecognition principles of Ind AS 109 retrospectively as reliable information was available at the time of initially accounting for these transactions.

3 Classification and measurement of financial assets
Ind AS 101 requires an entity to assess classification of financial assets on the basis of facts and circumstances existing as on the date of transition. Further, the standard permits measurement of financial assets accounted at amortised cost based on facts and circumstances existing at the date of transition if retrospective application is impracticable.

Accordingly, the Company has determined the classification of financial assets based on the facts and circumstances that existed on the date of transition to Ind AS. Measurement of the financial assets accounted at amortised cost has been done retrospectively except where the same is impracticable.

C. Transition to Ind AS - Reconciliations
The following reconciliations provide the explanation of the differences arising from the transition from previous GAAP to Ind AS in accordance with Ind AS 101, First Time Adoption of Indian Accounting Standards.
- Reconciliation of total equity as at 01 April 2022 and 31 March 2023
- Reconciliation of total comprehensive income for the year ended 31 March 2022 and 31 March 2023
- Reconciliation of statement of cash flows as at 01 April 2022 and 31 March 2023

Vinir Engineering Limited
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Notes to Restated Financial Information
(All amounts in ₹ Million, unless otherwise stated)

a) Reconciliation of total equity as at 01 April 2022

Particulars	Note	Previous GAAP*	Adjustments to transition to Ind AS	Ind AS
Assets				
Non-current assets				
Property, plant and equipment		394.19	-	394.19
Right of use assets	(v)	-	0.06	0.06
Other intangible assets		0.75	-	0.75
Financial assets				
Investments		9.00	-	9.00
Other financial assets		15.72	-	15.72
Total non-current assets		**419.66**	**0.06**	**419.72**
Current assets				
Inventories		126.59	-	126.59
Financial assets				
Trade receivables	(ii)	329.34	(10.49)	318.85
Cash and cash equivalents		0.88	-	0.88
Bank balances other than cash and cash equivalents		125.83	-	125.83
Investments		-	-	-
Other current assets		47.60	-	47.60
Total current assets		**630.24**	**-10.49**	**619.75**
Total Assets		**1,049.90**	**-10.43**	**1,039.47**
Equity and liabilities				
Equity				
Equity share capital		172.34	-	172.34
Other equity		641.55	(13.80)	627.75
Total equity		**813.89**	**-13.80**	**800.09**
Non-current liabilities				
Financial liabilities				
Lease Liabilities	(v)	-	0.08	0.08
Provisions	(iv)	-	7.39	7.39
Deferred tax liabilities (net)	(iii)	21.80	(4.64)	17.16
Total non-current liabilities		**21.80**	**2.83**	**24.63**
Current liabilities				
Financial liablities				
Lease Liabilities		-	-	-
Borrowings		64.42	-	64.42
Trade Payables				
- Total outstanding dues of micro enterprises and small enterprises		2.68	-	2.68
-Total outstanding dues of creditors other than micro enterprises and small enterprises		100.71	-	100.71
Other financial liabilities		5.32	-	5.32
Other current liabilities		23.81	-	23.81
Provisions	(iv)	-	0.55	0.55
Current tax liabilities (net)		17.27	-	17.27
Total current liabilities		**214.21**	**0.55**	**214.76**
Total equity and liabilities		**1,049.90**	**(10.43)**	**1,039.47**

* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

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b. Reconciliation of total comprehensive income for the year ended 01 April 2022

Particulars	Notes	Previous GAAP*	Adjustments to transition to Ind AS	Ind- AS
Income				
Revenue from operations		1,534.58	-	1,534.58
Other income		14.96	-	14.96
Total revenue		**1,549.54**	**-**	**1,549.54**
Expenses				
Cost of material consumed		855.70	-	855.70
Changes in inventories of finished goods, stock-in-trade and work-in-progress		(2.88)	-	(2.88)
Employee benefits expense	(iv)	63.40	7.93	71.33
Finance costs		2.00	0.01	2.01
Depreciation and amortisation expense		25.07	0.01	25.08
Other expenses	(ii)	395.07	10.49	405.56
Total (II)		**1,338.36**	**18.44**	**1,356.80**
Profit before tax		**211.18**	**(18.44)**	**192.74**
Tax Expense				
Current tax		49.07	-	49.07
Adjustment for earlier years		1.70	-	1.70
Deferred tax Charge	(iii)	4.22	(4.64)	-0.42
Income tax expense		54.99	-4.64	50.35
Profit for the year		**156.19**	**-13.80**	**142.39**
Other comprehensive income				
Items that will not be reclassified subsequently to profit				
Re-measurement gains on defined benefit liability		-	-	-
Income tax related to items that will not be reclassified to profit		-	-	-
Other comprehensive (expense)/ income for the year (net of income tax)		-	-	-
Total comprehensive income for the year		**156.19**	**-13.80**	**142.39**

* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

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Vinir Engineering Limited
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Notes to Restated Financial Information
(All amounts in ₹ Million, unless otherwise stated)

c) Reconciliation of total equity as at 31 March 2023

Particulars	Note	Previous GAAP*	Adjustments to transition to Ind AS	Ind AS
Assets				
Non-current assets				
Property, plant and equipment		484.06	-	484.06
Right of use assets		-	0.05	0.05
Other intangible assets		0.43	-	0.43
Financial assets				
Investments	(i)	207.65	(1.28)	206.37
Other financial assets	-	15.54	-	15.54
Total non-current assets		**707.68**	**-1.23**	**706.45**
Current assets				
Inventories		139.33	-	139.33
Financial assets				
Trade receivables	(ii)	366.41	(28.27)	338.14
Cash and cash equivalents		0.75	-	0.75
Bank balances other than cash and cash equivalents		42.85	-	42.85
Investments	(i)	10.00	(0.00)	10.00
Other current assets		99.10	-	99.10
Total current assets		**658.44**	**-28.27**	**630.17**
Total Assets		**1,366.12**	**-29.50**	**1,336.62**
Equity and liabilities				
Equity				
Equity share capital		172.34	-	172.34
Other equity		921.14	(31.87)	889.27
Total equity		**1,093.48**	**-31.87**	**1,061.61**
Liabilities				
Non-current liabilities				
Financial liabilities				
Lease Liabilities	(v)	-	0.09	0.09
Provisions	(iv)	-	1.13	1.13
Deferred tax liabilities (net)	(iii)	24.30	(10.70)	13.60
Total non-current liabilities		**24.30**	**(9.48)**	**14.82**
Current liabilities				
Financial liablities				
Lease Liabilities		-	-	-
Borrowings		82.43	-	82.43
Trade Payables				
- Total outstanding dues of micro enterprises and small enterprises		1.61	-	1.61
-Total outstanding dues of creditors other than micro enterprises and small enterprises		120.41	-	120.41
Other financial liabilities		6.83	-	6.83
Other current liabilities		14.60	-	14.60
Provisions	(iv)	-	11.86	11.86
Current Tax Liabilities (Net)		22.46	-	22.46
Total current liabilities		**248.34**	**11.86**	**260.20**
Total equity and liabilities		**1,366.12**	**-29.50**	**1,336.62**

* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

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d. Reconciliation of total comprehensive income for the year ended 31 March 2023

Particulars	Notes	Previous GAAP*	Adjustments to transition to Ind AS	Ind- AS
Income				
Revenue from operations		2,269.56	-	2,269.56
Other income		19.83	-	19.83
Total revenue		**2,289.39**	**-**	**2,289.39**
Expenses				
Cost of material consumed		1,286.01	-	1,286.01
Changes in inventories of finished goods, stock-in-trade and work-in-progress		(1.16)	-	(1.16)
Employee benefits expense		79.91	3.23	83.14
Finance costs		4.04	0.01	4.05
Depreciation and amortisation expense		45.79	0.01	45.80
Other expenses	(i)(ii)	497.81	19.03	516.84
Total (II)		**1,912.40**	**22.28**	**1,934.68**
Profit before tax		**376.99**	**-22.28**	**354.71**
Tax Expense				
Current tax		92.85	-	92.85
Tax in respect of earlier years		2.06	-	2.06
Deferred tax Charge	(iii)	2.50	(6.06)	(3.56)
Income tax expense		97.41	-6.06	91.35
Profit for the year		**279.58**	**-16.22**	**263.36**
Other comprehensive income				
Items that will not be reclassified subsequently to profit				
Re-measurement gains on defined benefit liability		-	2.50	2.50
Income tax related to items that will not be reclassified to profit		-	(0.63)	(0.63)
Other comprehensive (expense)/ income for the year (net of income tax)		-	1.87	1.87
Total comprehensive income for the year		**279.58**	**-18.09**	**261.49**

* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

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(e) Total equity

	Note	As at 31 March 2022	As at 31 March 2023
As per previous GAAP		641.55	921.13
Ind AS Adjustments			
Fair valuation of mutual funds	(i)	-	(1.28)
Loss allowance on trade receivables	(ii)	(10.49)	(28.27)
Deferred tax	(iii)	4.64	10.70
Provision for gratuity	(iv)	(7.93)	(13.00)
Lease liablities	(v)	(0.02)	(0.04)
Increase/Decrease in total equity		**(13.80)**	**(31.89)**
Equity under Ind AS		**627.75**	**889.24**

Notes to reconciliations:

(i) Fair valuation of mutual funds

Under the previous GAAP, investments in mutual funds were classified as long-term investments or current investments based on the intended holding year and realisability. Long-term investments were carried at cost less provision for other than temporary decline in the value of such investments. Current investments were carried at lower of cost and fair value. Under Ind AS, these investments are required to be measured at fair value through profit or loss. The resulting fair value changes of these investments have been recognised in the statement of profit and loss account.

(ii) Loss allowance on trade receivables

On transition to Ind AS, the company has recognised impairment loss on trade receivables measured at amortised cost based on the expected credit loss model as required by Ind AS 109, Financial Instruments. Consequently, trade receivables measured at amortised cost have been reduced with a corresponding decrease in retained earnings.

(iii) Deferred tax

Under previous GAAP, deferred taxes are computed for timing differences between accounting income and taxable income for the year i.e. using the 'Income Statement Approach'.

Under Ind AS, deferred taxes are computed for temporary differences between the carrying amount of an asset or liability in the Balance Sheet and its tax base. This is referred to as the 'Balance Sheet Approach'. Based on this approach, additional deferred taxes have been recognised by the company on the above Ind AS adjustments.

(iv) Provision for Gratuity

On transition to Ind AS, the company has recognised provision for gratuity as required by Ind AS 19, Employee Benefits .Consequently, provision measured through actuarial valuation has increased with a corresponding decrease in retained earnings.

(v) Recognition of lease liability and right to use

On transition to Ind AS, the company has recognised lease liability and right to use as required by Ind AS 116, Leases .Consequently, rent expense is reduced with the corresponding increase in the interest and depreciation cost with a corresponding decrease in the retainer earnings.

(vi) Other comprehensive income

Under Ind AS, all items of income and expenses recognised in a year should be included in profit or loss for the year, unless a standard requires or permits otherwise. Items of income and expenses that are not recognised in profit or loss but are shown in the statement of profit and loss as 'other comprehensive income' includes remeasurements of defined benefit liability/(asset) and reserve created due to exchange differences on translation of foreign operations. The concept of other comprehensive income did not exist under previous GAAP.

f) Reconciliation of statement of cash flows for the year ended 31 March 2023

Particulars	Previous GAAP	Effect of transition to Ind AS	Ind AS
Net cash flows from operating activities	239.01	(0.01)	239.00
Net cash flows from investing activities	(337.87)	0.01	(337.86)
Net cash flows from financing activities	15.75	0.00	15.75
Net increase/ (decrease) in cash and cash equivalents	**(83.11)**	**0.00**	**(83.11)**
Cash and cash equivalents at the end of the year	**43.60**	**0.00**	**43.60**

Reconciliation of statement of cash flows as at 01 April 2022

Particulars	Previous GAAP	Effect of transition to Ind AS	Ind AS
Net cash flows from operating activities	244.73	(64.42)	180.32
Net cash flows from investing activities	(116.71)	0.00	(116.72)
Net cash flows from financing activities	(8.90)	64.42	55.52
Net increase/ (decrease) in cash and cash equivalents	**119.12**	**0.00**	**119.12**
Cash and cash equivalents at the end of the year	**126.71**	**0.00**	**126.71**

(e) Reconciliation of the profits

Profit as per IGAAP for the year ended April 01, 2022		156.19
Ind AS adjustments due to change in accounting policies		
Fair valuation of mutual funds	(i)	-
Loss allowance on trade receivables	(ii)	(10.49)
Deferred tax	(iii)	4.64
Provision for gratuity	(iv)	(7.93)
Lease liabilities	(v)	(0.02)
Profit as per Ind AS for the year ended April 01, 2022		**142.39**
Profit as per IGAAP for the year ended March 31, 2023		279.58
Ind AS adjustments due to change in accounting policies		
Fair valuation of mutual funds	(i)	(1.28)
Loss allowance on trade receivables	(ii)	(17.75)
Deferred tax	(iii)	6.06
Provision for gratuity	(iv)	(5.07)
Lease liabilities	(v)	(0.01)
Profit as per Ind AS for the year ended March 31, 2023		**261.53**

Notes to reconciliations:

(i) Fair valuation of mutual funds

Under the previous GAAP, investments in mutual funds were classified as long-term investments or current investments based on the intended holding year and realisability. Long-term investments were carried at cost less provision for other than temporary decline in the value of such investments. Current investments were carried at lower of cost and fair value. Under Ind AS, these investments are required to be measured at fair value through profit or loss. The resulting fair value changes of these investments have been recognised in the statement of profit and loss account.

(ii) Loss allowance on trade receivables

On transition to Ind AS, the company has recognised impairment loss on trade receivables measured at amortised cost based on the expected credit loss model as required by Ind AS 109, Financial Instruments. Consequently, trade receivables measured at amortised cost have been reduced with a corresponding decrease in retained earnings.

(iii) Deferred tax

Under previous GAAP, deferred taxes are computed for timing differences between accounting income and taxable income for the year i.e. using the 'Income Statement Approach'.

Under Ind AS, deferred taxes are computed for temporary differences between the carrying amount of an asset or liability in the Balance Sheet and its tax base. This is referred to as the 'Balance Sheet Approach'. Based on this approach, additional deferred taxes have been recognised by the company on the above Ind AS adjustments.

(iv) Provision for Gratuity

On transition to Ind AS, the company has recognised provision for gratuity as required by Ind AS 19, Employee Benefits .Consequently, provision measured through actuarial valuation has increased with a corresponding decrease in retained earnings.

(v) Recognition of lease liability and right to use

On transition to Ind AS, the company has recognised lease liability and right to use as required by Ind AS 116, Leases .Consequently, rent expense is reduced with the corresponding increase in the interest and depreciation cost with a corresponding decrease in the retainer earnings.

(vi) Other comprehensive income

Under Ind AS, all items of income and expenses recognised in a year should be included in profit or loss for the year, unless a standard requires or permits otherwise. Items of income and expenses that are not recognised in profit or loss but are shown in the statement of profit and loss as 'other comprehensive income' includes remeasurements of defined benefit liability/(asset) and reserve created due to exchange differences on translation of foreign operations. The concept of other comprehensive income did not exist under previous GAAP.

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(f) **Reconciliation of special purpose profit after tax and restated profit after tax**

Particulars	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Profit after tax (as per special purpose financial statements)	200.42	286.50	261.50	142.39
Reinstatement adjustments				
(a) Audit qualifications	-	-	-	-
(b) Adjustments due to prior period expenses	1.23	3.82	3.05	0.07
Total Adjustments (a+b)	**1.23**	**3.82**	**3.05**	**0.07**
Profit after tax (as per Restated Summary statements)	**201.65**	**290.32**	**264.55**	**142.46**

(g) **Reconciliation between special purpose net worth and restated net worth:**

Particulars	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Total net worth (as per special purpose financial statements)	1,288.51	1,088.09	1,061.59	800.08
Reinstatement adjustments				
(a) Audit qualifications	-	-	-	-
(b) Adjustments due to prior period expenses	-0.01	(1.24)	(5.06)	(8.10)
Total Adjustments (a+b)	**-0.01**	**(1.24)**	**(5.06)**	**(8.10)**
Total net worth(as per Restated Summary statements)	**1,288.50**	**1,086.85**	**1,056.53**	**791.98**

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43. Ratios

Particulars	Numerator	Denominator	As at 30 September 2024	As at 31 March 2024	Variance (In %)
Current ratio	Current Assets	Current Liabilities	2.51	2.15	16%
Debt-Equity Ratio*	Total debt	Shareholders's equity	0.01	0.13	-90%
Debt-Service Coverage Ratio *	EBITDA	Debt service	18.71	3.82	390%
Return on Equity Ratio	Net profits after tax	Average shareholder's equity	0.04	0.07	-37%
Inventory Turnover Ratio	Cost of goods sold	Average inventory	2.00	7.59	-74%
Trade Receivables Turnover Ratio	Revenue from Operations	Average trade receivables	2.76	6.41	-57%
Trade Payables Turnover Ratio**	Total Purchases	Average trade payables	2.80	8.21	-66%
Net capital turnover ratio	Revenue from Operations	Working Capital	2.28	5.41	-58%
Net profit ratio	Net Profit	Revenue from Operations	0.20	0.13	55%
Return on capital employed	Earnings before interest and taxes	Capital employed*	0.24	0.50	-52%
Return on Investment***	Net profits after tax	Cost of investments	0.04	0.36	-90%

* Decrease in the short term borrowings
** Increase in trade payables
***Increase in profits

Particulars	Numerator	Denominator	As at 31 March 2024	As at 31 March 2023	Variance (In %)
Current ratio	Current Assets	Current Liabilities	2.15	2.38	-9%
Debt-Equity Ratio**	Total debt	Shareholders's equity	0.13	0.08	61%
Debt-Service Coverage Ratio	EBITDA	Debt service	3.82	4.95	-23%
Return on Equity Ratio	Net profits after tax	Average shareholder's equity	0.07	0.07	-6%
Inventory Turnover Ratio	Cost of goods sold	Average inventory	7.59	9.66	-21%
Trade Receivables Turnover Ratio	Revenue from Operations	Average trade receivables	6.41	6.99	-8%
Trade Payables Turnover Ratio***	Total Purchases	Average trade payables	8.21	11.55	-29%
Net capital turnover ratio	Revenue from Operations	Working Capital	5.41	6.25	-13%
Net profit ratio	Net Profit	Revenue from Operations	0.13	0.12	8%
Return on capital employed	Earnings before interest and taxes	Capital employed*	0.50	0.41	22%
Return on Investment****	Net profits after tax	Cost of investments	0.36	0.02	1971%

Reason for variances
** Due to increase in the short term borrowings
***Increase in the trade payables
**** Due to the increase in the return from the investments

44. Subsequent events
There are no subsequent events impacting the financial statements.

45. The figures of previous year have been re-grouped, wherever necessary, to conform to the current year classification

46. The Company holds immovable property and all the title deeds are held in the name of the company.

47. The Company has not revalued any of its Property, Plant and Equipment

48. The Company does not have any Intangible assets under development.

49. The Company has not granted any Loans and Advances in the nature of loans to its promoters, Directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are:
(a) repayable on demand or
(b) without specifying any terms or period of repayment

50. The Company was not holding any benami property and no proceedings were initiated or pending against the Company for holding any Benami Property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

51. The Company has borrowings from any banks on the basis of security of current assets. The Company has not been declared a wilful defaulter by any bank or financial institution or other lender (as defined under Companies Act, 2013) or Consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

52. The Company did not have any transactions with the struck off companies under Section 245 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.

53. The Company did not have any charges or satisfaction which were yet to be registered with ROC beyond the statutory period.

54. The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

55. The Company has no scheme of Arrangements been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

56. The Company did not have any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year 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).

57. The Company has not traded or invested in Crypto currency or virtual currency during the period ended September 30, 2024.

58. The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of 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:
(i) 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
(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

59. The company 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 company shall
(i) 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
(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

For P.K.Rungta & Co.
Chartered Accountants

CA. Taran Rungta
Partner
Membership no: 537491
Place: Bengaluru
Date: January 12, 2025

For and on Behalf of Board of Directors of
M/s. Vinir Engineering Limited

Nitesh Gupta
Managing Director
DIN: 00532501

Naresh Chandra Gupta
Director
DIN: 00532105

Narasimha Kerur
Chief Financial Officer
Place: Bengaluru
Date: January 12, 2025

Pradeep Kumar Chamaria
Company Secretary
Membership No:F3294

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OTHER FINANCIAL INFORMATION

The audited financial statements of our Company for the six months period ended September 30, 2024 and the Fiscals ended 2024, 2023 and 2022, respectively, together with all annexures, schedules and notes thereto ("**Audited Financial Statements**") are available on our website at https://vinirforge.org/investor-relations/. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations.

The Audited Financial Statements or any other information on such website does not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) 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 or recommendation or solicitation to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider when subscribing for or purchasing any securities of our Company and should not be relied upon or used as a basis for any investment decision. None of our Company or 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 reliance placed on any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations derived from our Restated Financial Statements are given below:

Particulars	For the six month period ended September 30, 2024*	Fiscal 2024	Fiscal 2023	Fiscal 2022
Return on Net worth %	15.70	26.68	25.22	17.99
Basic & Diluted EPS (₹)	0.95	1.26	1.03	0.55
Net Assets Value per share (₹)	6.06	5.11	4.09	3.06
EBITDA (₹ million)	262.13	464.57	390.01	201.55

**Not Annualised*

Notes:

i. *Basic and Diluted earnings per Equity Share are computed in accordance with Indian Accounting Standard 33.*
ii. *Return on Net Worth (%) = Net Profit after tax attributable to owners of the Company, as restated / Restated net worth at the end of the year/period.*
iii. *Net Asset Value per Equity Share = Net worth as per the Restated Financial Statements / Number of equity shares outstanding as at the end of year/period.*
iv. *EBITDA means Earnings before interest, taxes, depreciation and amortisation expense, which has been arrived at by obtaining the profit before tax/ (loss) for the year and adding back finance costs, depreciation and amortisation and impairment expense and reducing other income;*

For further details see "*Basis for Offer Price – Details of our Key Performance Indicators*" on page 86.

For a reconciliation of non-GAAP measures, see "*Management's Discussion and Analysis of our Results of Operations – Non-GAAP Measures*" on page 293.

Related Party Transactions

For details of the related party transactions, as per the requirements under applicable Accounting Standards, i.e., Ind AS 24 -Related Party Disclosures, read with the SEBI ICDR Regulations for Fiscals 2024, 2023 and 2022 and as reported in the Restated Financial Statements, see "*Restated Financial Statements – Note 37 – Related Parties*" on page 260.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at September 30, 2024, on the basis of the Restated Financial Statements, and as adjusted for the Offer. This table should be read in conjunction with the sections "*Management's Discussion and Analysis of Financial Position and Results of Operations*", "*Restated Financial Statements*" and "*Risk Factors*" on pages 276, 216 and 28, respectively.

Particulars	Pre-Offer as at September 30, 2024*	As adjusted for the proposed Offer**
Total Borrowings		
Current Borrowings (A)	15.97	15.97
Non-current Borrowings (B)	-	-
Total Borrowings (C)=(A)+(B)	15.97	15.97
Total Equity		
Equity Share Capital # (D)	141.75	141.75
Reserve and Surplus (E) (E)	1,146.75	1,146.75
Total Equity (F)=(D)+(E)	1,288.50	1,288.50
Total Borrowings/ Total Equity (C)/(F)	**0.01**	**0.01**
Non-Current Borrowing/ Total Equity (B)/(F)	-	-

Notes:

**The above terms carry the meaning as per division II of Schedule III to the Companies Act, 2013 (as amended).*

** *There will be no change in capital structure post the Offer since it is an initial public offering by way of an Offer for Sale by the Promoter Selling Shareholder.*

FINANCIAL INDEBTEDNESS

In furtherance of our Articles of Association and subject to applicable laws, our Board is authorized to borrow sums of money for the business purposes of our Company which includes working capital, capital expenditure, operational requirements and on such terms and conditions as our Board deems fit. For details regarding the borrowing powers of our Board, see "*Our Management – Borrowing Powers*" on page 198. Our Company does not have subsidiary companies.

Our Company has obtained the necessary consents from the lender as required under the relevant financing documentation for undertaking activities in relation to the Offer, *inter alia,* including effecting change in our capital structure, change in our shareholding pattern, change in our constitutional documents and change in the composition of our Board.

The details of the indebtedness of the Company as on December 31, 2024 is provided below:

(in ₹ million)

Category of borrowing	Sanctioned amount as on December 31, 2024	Outstanding amount as on December 31, 2024
Fund-Based Borrowings		
Cash Credit/Working capital demand loans		
Cash Credit	81.00	30.64
EPC/PCFC/FBD/EBR*	(50.00)	-
Total fund based borrowings (A)	**81.00**	**30.64**
Non-Fund based borrowings		
Letter of Credit	45.00	-
Bank Guarantee	(30.00)	13.11
CEL limit (Forward Contract) $	(11.70)	-
Total Non-Fund based borrowings(D)	**45.00**	**13.11**
Total borrowings (C+D)	**126.00**	**43.75**

** EPC/PCFC and FBD/EBR limits are sub-limits of CC limit and BG limit is sub limit of NFBWC (LC) Limits.*
$ CEL Limit is sub limit of NFBWC

As certified by Statutory Auditors, pursuant to their certificate dated January 17, 2025.

Principal terms of the borrowing availed by our Company:

The details provided below are indicative and there may be additional terms, conditions and requirements under various financing documentation executed by our Company in relation to our indebtedness.

1. ***Interest:*** The applicable rate of interest for the working capital facility (cash credit) availed by our Company is 9.65% with monthly resets, and is linked to the benchmark rates such as the marginal cost of lending rate (MCLR), external benchmark rate (EBR) and the credit risk assessment of our Company**.** The rate of interest for the working capital facility (export packing credit) is 6.13% with reset at 91 days, and is linked to the treasury bill (T-Bill).

2. ***Penal interest***: The terms of our borrowing prescribe penalties for non-compliance of certain obligations by us, inter alia, delay/non-submission of financial data, annual financial statements or stock statements, non-renewal of insurance policy(ies) and other irregularities as specified in the terms of sanction. The default interest payable on our borrowing typically ranges from 0.02% to 0.25% of the limit sanctioned. Further, for irregularity in cash credit / overdraft/ term loan account, for irregularity up to 60 days, the rate of penal interest is 2% p.a. on the irregular portion for the period of irregularity, and for continuous irregularity for a period beyond 60 days, the rate of penal interest is 5% p.a. on the outstanding for the period of irregularity.

3. ***Tenor:*** The tenor of the facility availed by our Company is 12 months, subject to periodic review.

4. ***Pre-payment penalty:*** The pre-payment charges as per the terms of our borrowing, is 2% of the outstanding amount being prepaid.

5. ***Security:*** The facility sanctioned is typically secured by way of hypothecation of inventory and receivables and all other current assets of our Company (present and future), and collateral security by way of equitable mortgage on property of our Company

6. ***Repayment:*** The cash credit facility availed by our Company is repayable on demand and subject to annual renewal.

7. ***Key covenants:***

   In terms of our borrowing arrangement, we are required to comply with various financial covenants, restrictive covenants and conditions restricting certain corporate actions, and we are required to take prior consent from the lender and/or intimate the lender before carrying out such actions, including, but not limited to the following:

   a. effect any change in the capital structure;

   b. implement any scheme of expansion/ modernization/ diversification/ renovation or acquire any fixed assets during any accounting year, except such schemes which have already been approved by the bank;

   c. formulate any scheme of amalgamation or reconstruction or merger or de-merger;

   d. enter into borrowing arrangements, either secured or unsecured, with any other bank, financial institution, company or person;

   e. undertake guarantee obligations on behalf of any other company, firm or person;

   f. transfer of controlling interest or making any drastic change in the management setup, including resignation of promoter directors (including key managerial personnel);

   g. declare dividends for any year except out of profits relating to that year, after making all due and necessary provisions and provided further that no default had occurred in any repayment obligations;

   h. effect any change in the remuneration payable to directors in the form of sitting fees or otherwise;

   i. create any further charge, lien or encumbrance over the assets and properties of the Company to be charged to the bank in favour of any other bank, financial institution, firm or person;

   j. sell, assign, mortgage or otherwise dispose off any of the fixed assets charged to the bank;

   k. undertake any trading activity other than sale of produce arising out of its own manufacturing/trading operations;

   l. opening of current account with another bank or a bank which is not a member of consortium;

8. ***Events of default:*** In terms of the borrowing arrangement entered into by our Company, the occurrence of any of the following, *inter alia*, constitutes an event of default:

   a. non-payment;

   b. cross-default;

   c. limits/ part of the limits are not utilised;

   d. non-compliance of terms and conditions of the sanction;

   e. opening/ maintaining current account with banks outside the lending arrangement without the lenders approval;

9. ***Consequences of occurrence of events of default:*** In terms of our borrowing arrangements, the following, among others, are the consequences of the occurrence of events of default, whereby the lender may, *inter alia*:

   a. absolute right to cancel limits (either fully or partially);

   b. disclose and furnish to credit information bureau (India) limited (CIBIL) or any other agency authorised by RBI, any information or data relating to any obligation in relation to the facility granted;

   c. right to appoint nominee on the board of directors;

   d. securitise the assets charged

   This is an indicative list and there may be additional terms that may amount to an event of default under the various borrowing arrangements entered into by us.

MANAGEMENT'S DISCUSSIONS AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following discussion is intended to convey management's perspective on our financial condition and results of operations for six months period ended September 30, 2024 and for Fiscals 2024, 2023 and 2022. You should read the following discussion and analysis of our financial condition and results of operations in conjunction with our Restated Financial Statements for six months period ended September 30, 2024 and for Fiscals 2024, 2023 and 2022, including the related annexures.

Unless otherwise indicated or context otherwise requires, the financial information for six months period ended September 30, 2024 and for Fiscals 2024, 2023 and 2022 is derived from the Restated Financial Statement, included in this Draft Red Herring Prospectus. For further information, see "*Restated Financial Statement*" and "*Summary of Financial Information*" on pages 216 and 53. Accordingly, all references to a particular Fiscal are to the 12-month period ended March 31 of that year.

The industry-related information contained in this section is derived from the industry report titled "*Industry Report on Non-Automotive Precision Forged and Machined Components*" dated January 15, 2025, prepared by Frost and Sullivan (India) Private Limited, (the "***F&S Report***"). We commissioned and paid for the Industry Report for the purposes of confirming our understanding of the industry specifically for the purpose of the Offer, as no report is publicly available which provides a comprehensive industry analysis, particularly for our Company's services, similar to the F&S Report. Frost and Sullivan (India) Private Limited is an independent agency and is not a related party of our Company, its Directors, Promoters, Key Managerial Personnel, Senior Management or the Book Running Lead Manager. A copy of the F&S Report is available on the website of our Company at https://vinirforge.org/investor-relations/. For more information, see "*Risk Factors – 31. This Draft Red Herring Prospectus contains information from industry sources including the industry report commissioned from Frost and Sullivan (India) Private Limited exclusively for the Offer and paid for by the Company. Investors are advised not to place undue reliance on such information.*" on page 40.

We have included certain non-GAAP financial measures and other performance indicators relating to our financial performance and business in this Draft Red Herring Prospectus, each of which is a supplemental measure of our performance and liquidity and not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or U.S. GAAP. Furthermore, such measures and indicators are not defined under Ind AS, IFRS, U.S. GAAP or other accounting standards, and therefore should not be viewed as substitutes for performance, liquidity or profitability measures under such accounting standards. In addition, such measures and indicators, are not standardised terms, hence a direct comparison of these measures and indicators between companies may not be possible. Other companies may calculate these measures and indicators differently from us, limiting their usefulness as a comparative measure. Although such measures and indicators are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating our operating performance. For risks relating to such non-GAAP measures, see "*Risk Factors – 38. We have presented certain supplemental information of our performance and liquidity which is not prepared under or required under Ind AS*" on page 42.

This discussion contains forward-looking statements that involve risks and uncertainties and reflects our current view with respect to future events and financial performance. Actual results may differ from those anticipated in these forward-looking statements as a result of factors such as those set forth under "*Forward-Looking Statements*" and "*Risk Factors*" on pages 20 and 28, respectively.

Overview

We are an integrated engineering solutions company engaged in the manufacturing of specialised, critical and heavy, precision-forged and machined components for a wide range of industries and applications, including energy, defence, aerospace, railways, energy turbines, hydraulics, earthmoving, high-end engineering , amongst others *(source: F&S Report).*Our components play a vital role in various systems and applications, such as armored vehicles, armaments and ammunition, combat equipment, military hardware, upstream and downstream oil & gas systems, cryogenics systems, aircraft propulsion systems, power turbines, gas turbines, railway locomotives and braking systems, nuclear energy infrastructure equipment, heavy duty excavation machinery, spaceframes, hydraulic components, wind turbine generators & high-pressure boilers, amongst others. *(source: F&S Report)*. We supply customized, higher value heavy duty components to customers as per their specifications and so, our volumes are relatively lower. Besides various ISO certifications like ISO 9001:2008, ISO 9001:2015, ISO 14001:2015, ISO 45001:2018, ISO/IEC 17025:2017, ISO 50001:2018, we have also obtained application specific specialized certifications from American Petroleum Institute and American Bureau of Shipping, which are a pre-requisite to supply of our components for aerospace and marine applications respectively. During Fiscal 2024, we supplied components to over 60 customers in India and internationally.

Significant Factors Affecting our Financial Condition and Results of Operations

Our results of operations and financial condition are affected by a number of important factors including:

Macro-economic conditions and performance of the sectors which we cater

We derive a significant portion of our revenue from sales of complex and high mix, low-to-medium volume highly complex systems, primarily supplying to our clients engaged in the energy, defence, aerospace, railways, energy turbines, hydraulics, earthmoving, high-end engineering and other industries in India and internationally. The level of demand for our products depends primarily on conditions in these sectors in our target markets which, in turn, depend to a large extent on general economic conditions in these markets. General economic factors that can affect demands in these sectors, and consequently demands for the products that we manufacture, include, among others:

- global and local economic or Fiscal instability;
- global and local Fiscal and monetary dynamics, such as rises or falls in interest rates (resulting in greater or lesser ability by customers to borrow money), foreign exchange rates and inflation rates;
- general levels of GDP growth in a country or region, and growth in personal disposable income in that country or region;
- cost of raw materials and labour;
- global and local political and regulatory measures and developments, such as tax incentives or other subsidies, and environmental policies;
- demographic conditions and population dynamics, such as the absolute size of a market and the growth rates of the population in that market; and
- global oil prices, which impact the sectors in which our clients operate and consequently our industry.

The cyclical nature of general economic conditions and, therefore, of such sectors means that our results of operations can fluctuate substantially from period to period. We expect that these economic factors and conditions in our industry, particularly changes in technologies, customer preferences, government policies and interest rates, will continue to be the important factors affecting our revenues and results of operations. Other factors, such as our competitiveness, quality and pricing, have an effect on our market share and our ability to win customers in competitive situations.

Set out below is Industry wise our revenue breakup as at the six months period ended September 30, 2024 and Fiscals 2024, 2023 and 2022:

Industry Segment	Six months period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	In ₹ million	% of Revenue from Operations	In ₹ million	% of Revenue from Operations	In ₹ million	% of Revenue from Operations	In ₹ million	% of Revenue from Operations
Energy	465.17	45.00	1,239.31	53.99	1,706.25	75.18	934.48	60.89
Defense & Aerospace	219.71	21.25	281.56	12.27	134.45	5.92	192.12	12.52
Energy Turbines	102.10	9.88	99.95	4.35	46.12	2.03	71.65	4.67
Earthmoving & Hydraulics	62.59	6.05	252.92	11.02	47.80	2.11	36.55	2.38
Railways	52.92	5.12	167.64	7.30	162.38	7.15	111.22	7.25
Other High-end Engineering	80.92	7.83	168.44	7.34	116.55	5.14	137.75	8.98
Others	50.35	4.87	85.45	3.72	56.02	2.47	50.82	3.31
Total	**1,033.76**	**100.00**	**2,295.27**	**100.00**	**2,269.57**	**100.00**	**1,534.59**	**100.00**

See "*Industry Overview*" on page 99, for a discussion of macroeconomic conditions in the global economy and Indian economy.

Raw material cost and availability

Our cost of materials consumed for the six months period ended September 30, 2024 and for Fiscals 2024, 2023 and 2022 were ₹ 458.99 million and ₹ 1,213.61 million, ₹ 1,286.01 million and ₹ 855.70 million representing 44.40% and 52.87%, 56.66% and 55.76% of our total income respectively. Cost of materials consumed primarily consists of the cost of raw materials that we consume in the manufacture of our products.

Our financial condition and results of operations are significantly impacted by the availability and costs of raw materials. Raw material pricing can be volatile due to a number of factors beyond our control, including global demand and supply, general economic and political conditions, transportation and labour costs, labour unrest, natural disasters, competition, import duties, fuel prices and availability, power tariffs and currency exchange rates. This volatility in commodity prices can significantly affect our raw material costs. Further, our contracts with our customers generally provide for pass through of any variation in the raw material costs. See "*Risk Factors – 3. Our business and profitability are dependent on our primary raw material - steel and any delay in its delivery or price fluctuations or inadequate quality may adversely impact our business operations and results of operations.*"

Our suppliers are associated with us through purchase orders, and we do not enter into definite-term agreements with them. See "*Risk Factors – 15. While we have long-standing relationships with our customers, we do not have definitive supply agreements with them. We also depend on a limited number of suppliers for the supply of steel, our primary raw material. Interruptions in the supply of steel could adversely affect our business and financial condition.*" on page 34.

An increase in raw material prices may result in increased prices for our customers' products, which may in turn result in decreased demand for their products and, consequently, the components that we supply for their products.

Particulars	**For the six months period ended September 30, 2024**	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2022**
Purchase from ten (10) suppliers (₹ in million)	506.13	1,092.98	1,177.39	719.56
Share of top ten (10) suppliers (%)	90.17	87.08	90.68	85.39

Our top ten suppliers for the six months period ended September 30, 2024 and Fiscal 2024, 2023 and 2022 are as under^

For the six months period ended September 30, 2024

Supplier Name	**in ₹ million**	**% of Cost of material purchase**
Supplier 1	230.19	41.01%
Supplier 2	119.93	21.37%
Supplier 3	55.65	9.91%
Supplier 4	52.92	9.43%
Supplier 5	17.52	3.12%
Supplier 6	11.32	2.02%
Supplier 7	7.92	1.41%
Supplier 8	6.69	1.19%
Supplier 9	2.12	0.38%
Supplier 10	1.85	0.33%
Total	**506.13**	**90.17%**

Fiscal 2024

Supplier Name	in ₹ million	% of Cost of material purchase
Supplier 1	171.47	13.66%
Supplier 2	157.91	12.58%
Supplier 3	153.69	12.24%
Supplier 4	136.72	10.89%
Supplier 5	124.71	9.94%
Supplier 6	118.29	9.42%
Supplier 7	83.84	6.68%
Supplier 8	77.10	6.14%
Supplier 9	49.81	3.97%
Supplier 10	19.44	1.55%
Total	**1,092.98**	**87.08%**

Fiscal 2023

Supplier Name	in ₹ million	% of Cost of material purchase
Supplier 1	354.77	27.32%
Supplier 2	173.36	13.35%
Supplier 3	167.09	12.87%
Supplier 4	135.24	10.42%
Supplier 5	133.17	10.26%
Supplier 6	122.84	9.46%
Supplier 7	50.41	3.88%
Supplier 8	35.17	2.71%
Supplier 9	4.14	0.32%
Supplier 10	1.19	0.09%
Total	**1,177.39**	**90.68%**

Fiscal 2022

Supplier Name	in ₹ million	% of Cost of material purchase
Supplier 1	126.45	15.00%
Supplier 2	110.20	13.08%
Supplier 3	91.03	10.80%
Supplier 4	88.07	10.45%
Supplier 5	86.67	10.29%
Supplier 6	82.00	9.73%
Supplier 7	64.50	7.65%
Supplier 8	50.03	5.94%
Supplier 9	11.19	1.33%
Supplier 10	9.42	1.12%
Total	**719.56**	**85.39%**

^The above tables represent our top ten suppliers for a particular Period/Fiscal only as mentioned above.

Further, names of suppliers have not been included in this Draft Red Herring Prospectus in order to preserve confidentiality.

Retaining our existing customers and augmenting our customer base

Our ability to grow our business requires us to (i) retain our repeat customers; (ii) deepen our relationship with our existing customers; and (iii) expand our customer base. We constantly endeavour to engage with Customers to understand their requirements better to be able to provide more holistic solutions and to identify new business opportunities as and when they arise. Our constant endeavour is to nurture every client relationship to ensure that it translates into long term association.

The below table sets forth the value of our revenue from operations attributable to our top customer and top five customers, respectively, in absolute terms and as a percentage of our total revenue from operations as of the dates indicated.

Particulars*	Six months period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹ million)	% of Revenue from Operations (%)	Amount (in ₹ million)	% of Revenue from Operations (%)	Amount (in ₹ million)	% of Revenue from Operations (%)	Amount (in ₹ million)	% of Revenue from Operations (%)
Revenue from top five (5) customer	534.66	51.72	1,195.56	52.09	1,431.85	63.09	877.37	57.17
Revenue from top ten (10) customers	739.83	71.57	1,774.46	77.31	1,757.38	77.43	1,158.56	75.50

** For further details please refer to "Our Business – Customers" on page 178.*

Our top ten customers for the six months period ended September 30, 2024 and Fiscal 2024, 2023 and 2022 are as under^

For the six months period ended September 30, 2024

Customer Name	in ₹ million	% of Revenue from operation
Customer 1	244.82	23.68
Customer 2	89.16	8.62
Customer 3	74.35	7.19
Customer 4	63.75	6,17
Customer 5	62.59	6.05
Customer 6	48.09	4.65
Customer 7	43.16	4.18
Customer 8	43.00	4.16
Customer 9	39.74	3.84
Customer 10	31.18	3.02
Total	**739.84**	**71.57**

Fiscal 2024

Customer Name	in ₹ million	% of Revenue from operation
Customer 1	343.08	14.95
Customer 2	266.85	11.63
Customer 3	252.92	11.02
Customer 4	170.81	7.44
Customer 5	161.90	7.05
Customer 6	135.36	5.90
Customer 7	127.84	5.57
Customer 8	123.12	5.36
Customer 9	109.89	4.79
Customer 10	82.69	3.60
Total	**1,774.46**	**77.31**

Fiscal 2023

Customer Name	in ₹ million	% of Revenue from operation
Customer 1	547.69	24.13
Customer 2	338.22	14.90
Customer 3	306.84	13.52
Customer 4	150.27	6.62
Customer 5	88.83	3.91
Customer 6	84.70	3.73
Customer 7	71.86	3.17
Customer 8	57.59	2.54
Customer 9	56.02	2.47
Customer 10	55.36	2.44
Total	**1,757.38**	**77.43**

Fiscal 2022

Customer Name	in ₹ million	% of Revenue from operation
Customer 1	362.42	23.62
Customer 2	169.07	11.02
Customer 3	168.05	10.95
Customer 4	91.21	5.94
Customer 5	86.62	5.64
Customer 6	64.73	4.22
Customer 7	63.31	4.13
Customer 8	56.47	3.68
Customer 9	51.35	3.35
Customer 10	45.34	2.95
Total	**1,158.56**	**75.50**

^The above tables represent our top ten customers for a particular Period/Fiscal only as mentioned above.

Further, names of customers have not been included in this Draft Red Herring Prospectus in order to preserve confidentiality.

The demand for our products from our customers has a significant impact on our results of operations and financial condition. In the event that we lose one or more of our key customers or if the amount of business we receive from them is reduced for any reason or they commence production in India, our cash flows and results of operations may be affected. Our supply arrangements with our customers also require us to meet certain standards and performance obligations and our failure to meet such specifications could result in a reduction of business from them, which may adversely impact our results of operations and financial condition.

Costs and Availability of Skilled Labour

We are heavily dependent on highly trained engineers and other skilled labour. Our ability to meet future business challenges depends on our ability to attract, recruit and retain talented and skilled personnel. We have generally been successful in recruiting the talent we need in India.

However, many factors could make it more difficult, or more expensive, for us to recruit and retain the personnel we need, particularly as we grow our business. We believe that our ability to implement a compensation package which extends benefits on par with other similar organisations is a key factor in our ability to attract skilled labour and maintain employee morale.

Significant accounting policies

2a Material Accounting Policies

A. Basis of preparation and statement of compliance

These restated financial statements comprise of the Restated Statement of Assets and Liabilities as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Statements of Profit and Loss (including Other Comprehensive Income), the Restated Statements of Changes in Equity and the Restated Statements of Cash Flows for the period ended September 30, 2024 and for the years ended March 31, 2024, March 31, 2023, and March 31, 2022 and the Summary of Material accounting policies and other explanatory notes (collectively, the 'Restated Financial Information').

These Restated Financial Information have been prepared by the Management for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP"), Red Herring Prospectus ("RHP") and Prospectus (collectively, the "Offer Documents") to be filed by the Company with the Securities and Exchange Board of India ("SEBI"), Registrar of Companies (ROC), National Stock Exchange of India Limited and BSE Limited in connection with its proposed Initial Public Offer of equity shares ("IPO") prepared in terms of the requirements of:

(i) Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended ("the Act");

(ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("ICDR Regulations") ; and

(iii) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI) as amended ("the Guidance Note").

These Restated Financial Information have been compiled from:

a) the audited Special Purpose Interim Ind AS Financial Statements of the company as at and for the six month period ended September 30, 2024 prepared in accordance with recognition and measurement principles of Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting", as prescribed under Section 133 of the Act read with relevant rules thereunder and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on January 08, 2025.

b) the audited special purpose Ind AS Financial Statements of the Company as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 prepared in accordance with the Ind AS as prescribed under Section 133 of the Act read with relevant rules thereunder and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on December 21,2024.

B. Functional and presentation currency

These Restated Financial Information are presented in Indian Rupees, which is also the Company's functional currency. All amounts have been rounded-off to the nearest millions, unless otherwise indicated.

C. Basis of measurement

These Restated Financial Information have been prepared on the historical cost basis, except for the following items:

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Defined benefit liability	Present value of defined benefit obligations

D. Use of estimates and judgements

In preparing these Restated Financial Information, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the Restated Financial Information is included in the following notes:

- Income taxes
- Provisions and contingent liabilities
- Useful life of intangible assets and impairment test of intangible assets

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending is included in the following notes:

- measurement of defined benefit obligations: key actuarial assumptions;
- impairment of financial assets
- recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Impairment test : key assumptions used in discounted cash flow projections

E. Measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non- financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the chief financial officer.

The finance team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the finance team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Significant valuation issues are reported to the Company's board of directors.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting year during which the change has occurred.

2B Significant accounting policies

a. Financial instruments

i. Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus transaction costs that are directly attributable to its acquisition or issue.

ii. ***Classification and subsequent measurement***

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- Fair value through Other Comprehensive Income (FVOCI)– debt investment;
- Fair Value through Other Comprehensive Income – equity investment; or
- Fair Value through Profit or loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the year the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment’s fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management’s strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company’s management;

- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;

- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and

- the frequency, volume and timing of sales of financial assets in prior years, the reasons for such sales and expectations about future sales activity.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular year of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;

- terms that may adjust the contractual coupon rate, including variable interest rate features;

- prepayment and extension features; and

- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features)

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense is recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

iii. Derecognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

iv. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

b. Property, plant and equipment

i. Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items

(major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

ii. Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 31 March 2022, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment.

iii. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

iv. Depreciation

Depreciation is being charged under straight-line value method and the useful life of the assets is considered as per Schedule II of the Companies Act 2013. Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

c. Other intangible assets

i. Other intangible assets

Other intangible assets are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses. Costs relating to acquisition of initial software license fee and installation costs are capitalized in the year of purchase.

ii. Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, if any, is recognised in profit or loss as incurred.

iii. Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its intangible assets recognised as at 31 March 2022, measured as per the previous GAAP, and use that carrying value as the deemed cost of such intangible assets.

iv. Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method, and is included in depreciation and amortisation in the Statement of Profit and Loss.

The estimated useful life of software is 5 years

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

d. Inventories

Inventories are valued at lower of cost and estimated realisable value, after providing for cost of obsolescence and other anticipated losses, whenever considered necessary and as certified by management. Value of finished goods includes cost of conversion and other costs incurred in bringing the inventories to their present location and condition as valued and as certified by the management. Scrap are valued at estimated realisable value.

Inventory includes cost directly incurred to bring the inventory to their present location and condition.

e. Impairment

i. Impairment of financial instruments

The Company recognises loss allowances for expected credit losses on:

- financial assets measured at amortised cost; and

- financial assets measured at FVOCI- debt investments.

At each reporting date, the Company assesses whether financial assets carried at amortised cost and debt securities at FVOCI are credit- impaired. A financial asset is ‘credit- impaired’ when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit- impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;

- a breach of contract such as a default or being past due for 90 days or more;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

The Company measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter year if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward- looking information.

The Company recognises loss allowances for expected credit loss on financial assets measured at amortised cost. At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit- impaired. A financial asset is 'credit- impaired' when one or more events that have detrimental impact on the estimated future cash flows of the financial assets have occurred. Evidence that the financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- the breach of contract such as a default or being past due for 90 days or more;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial re-organisation; or
- the disappearance of active market for a security because of financial difficulties.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. For debt securities at FVOCI, the loss allowance is charged to profit or loss and is recognised in OCI.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

ii. Impairment of non-financial instruments

The Company's non-financial assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are Companied together into cash-generating units (CGUs). Each CGU represents the smallest Company of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

The Company's corporate assets (e.g., central office building for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or Company of CGUs) on a pro rata basis.

In respect of other assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

f. Employee benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Company makes specified monthly contributions towards employee provident fund to Government administered provident fund scheme and family pension plan which is a defined contribution plan. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the year in which the employee renders the related service.

Compensated absences

As per the management of the company, the company provides 1 paid leave for every 20 working days which is included as part of Cost to the Company (CTC).

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount.

The Company provides for gratuity, a defined benefit plan covering all eligible employees. The present value of obligation under such defined benefit plan is determined based on actuarial valuation carried at the year-end using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rate used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date having maturity periods approximating the term of the related obligation. Actuarial gains or losses are recognized immediately in the Statement of Other Comprehensive Income/(Loss).

The plan provides a lump-sum payment to eligible employees at retirement or on termination of employment based on the salary of the respective employee and the years of employment with the Company.

Actuarial gains or losses are recognised in other comprehensive income. Remeasurement comprising actuarial gains or losses are not reclassified to the Statement of Profit and Loss in subsequent periods.

g. Revenue recognition

Revenue is recognised when goods/services are delivered and are recorded net of trade discounts, rebates, excise duties and sales tax. It does not include inter – divisional transfers.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Contract liabilities primarily relate to the consideration received from customers in advance for the Company's performance obligations which is classified as advance from customers.

Significant judgements

- The Company’s contracts with customers could include promises to transfer multiple goods/services to a customer. The Company assesses the goods/services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

- The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how the customer consumes the benefits as goods/services are rendered or who controls the asset as it is being created or the existence of enforceable right to payment for the performance to date and the alternate use of such service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

h. Leases

The Company lease assets consist of leases for property. The Company assesses whether a contract contains a lease, at inception of contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an asset, (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the commencement of the lease, the Company recognise a right-of-use asset ("ROU") and a corresponding lease liability for all the lease arrangement in which it is a lessee, except for leases with a term of twelve months or less (short term leases) and low value leases. For these short term and low value leases, the Company recognises the lease payments as an operating expense on a straight line basis over the term of the lease.

Certain lease arrangements includes the option to extend or terminate the lease before the end of the lease term. ROU assets and leaseliabilities include these options when it is reasonable certain that they will be exercised.

The right-of-use of asset are initially recognised at cost, which comprise the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentivise. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use of assets are depreciated from the commencement date on a straight line basis over the shorter of lease term and useful life of the underlying asset. Right of use of assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incrementally borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance sheet and lease payments have been classified as financing cash flows.

The following is the summary of practical expedients elected on initial application:

1. Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.

2. Excluded the initial direct costs from the measurement of the right-of-use of asset at the date if initial application.

3. Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases under Ind AS 17.

i. Recognition of dividend income, interest income or expense

Dividend income is recognised in profit or loss on the date on which the Company's right to receive payment is established.

Interest income or expense is recognised

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or

- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

j. Income tax

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

ii. Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits.

Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;

- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and

- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

k. Provisions, contingent liabilities and contingent assets

Provisions are recognised only when there is a present obligation as a result of past events and when a reasonable estimate of the amount of obligation can be made. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent liabilities are disclosed for (i) possible obligations which will be confirmed only by future events not wholly within the control of the Company or (ii) present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. Contingent assets are neither recognised nor disclosed in the financial statements.

a. Earnings per share

The Company presents basic and diluted earnings per share ("EPS") for its equity shares. Basic EPS is calculated by dividing the profit or loss attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted EPS is determined by adjusting the profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

b. Cash and cash equivalents

Cash and short-term deposits in the balance sheet comprise cash at banks and cash in 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.

Cash and cash equivalents includes bank overdrafts are form an integral part of Company's cash management.

c. Borrowings costs

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

d. Translation of Foreign Currency Items:

Foreign currency transactions are accounted for at the exchange rates prevailing at the transaction date. Monetary assets and Liabilities outstanding at the year-end denominated in Foreign Currency, is translated at the year-end closing rates. Gains and / losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities are recognised in the profit & loss account. Exchange differences attributable to the acquisition of the fixed assets, if any, are adjusted to the cost of the respective assets.

2c Significant management judgement in applying accounting policies and estimation uncertainty

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company's accounting policy. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The following are significant management estimation/uncertainty and judgement in applying the accounting policies of the Company that have the most significant effect on the financial statements:

(a) **Recognition of deferred tax assets** – The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilized.

(b) **Evaluation of indicators for impairment of assets** – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

(c) **Contingent liabilities** – At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding contingent liabilities. However the actual future outcome may be different from this judgement.

(d) **Impairment of financial assets** – At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit losses on outstanding receivables and advances.

(e) **Useful lives of property, plant and equipment** – Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utilisation of assets.

(f) **Expected Credit Loss**- The impairment provisions for trade receivables is based on assumptions about risk of default and expected loss rates. The Company uses judgements in making certain assumptions and selecting inputs to determine impairment of these trade receivables, based on the Company's historical experience towards potential billing adjustments, delays and defaults at the end of each reporting period.

Segment information

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Managing Director to make decisions about resources to be allocated to the segments and assess their performance. The Company is primarily engaged in the Manufacturing of all types of hot closed die forgings, open forgings, ring rolling, machine components & related products.

Key Performance Indicators and Non-GAAP Financial Measures

In addition to our financial results determined in accordance with Ind AS, we consider and use certain non-GAAP financial measures and key performance indicators that are presented below as supplemental measures to review and assess our operating performance. Our management does not consider these non-GAAP financial measures and key performance indicators in isolation or as an alternative or substitutive to the Restated Financial Statements. We present these non-GAAP financial measures and key performance indicators because we believe they are useful to our Company in assessing and evaluating our operating performance, and for internal planning and forecasting purposes. We believe these non-GAAP financial measures could help investors as an additional tool to evaluate our ongoing operating results and trends with a more granular view of our financial performance.

(₹ in million, except as otherwise stated)

Particulars	For the six months period ended September 30, 2024*	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from Operations(1)	1,033.76	2,295.27	2,269.57	1,534.59
EBITDA(2)	262.13	464.57	390.01	201.55
EBITDA Margin (%)(3)	25.36	20.24	17.18	13.13
Profit after Tax (PAT)(4)	202.32	289.95	266.42	142.46
PAT Margin (%)(5)	18.87	12.31	11.64	9.19
Total Borrowings(6)	15.97	136.74	82.43	64.42
Net worth(7)	1,288.50	1,086.85	1,056.53	791.98
Return on Equity (ROE) (%)(8)	15.70	26.68	25.22	17.99
Return on Capital Employed (ROCE) (%)(9)	18.76	35.21	31.42	24.18
Debt - Equity Ratio(10)	0.01	0.13	0.08	0.08
Fixed Assets Turnover Ratio(11)	1.76	3.87	4.69	3.89
Net Cashflow from operations / EBITDA (%)(12)	109.19	42.31	61.28	89.29

**Not Annualized*
As certified by Statutory Auditors by way of their certificate dated January 17, 2025.

Notes:

1) *Revenue from operation means revenue from operations as per the Restated Financial Statements;*
2) *EBITDA is calculated as profit / (loss) before tax plus finance costs, depreciation and amortisation expense and less other income.;*
3) *EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations;*
4) *Profit after Tax (PAT) for the year means the restated profit / (loss) for the period/year after tax as per the Restated Financial Statements;*
5) *PAT Margin (%) for the year as a % of total Income is calculated as restated profit / (loss) for the period/year divided by Total Income;*
6) *Total borrowings represent sum of current and non-current borrowings;*
7) *Net Worth means 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, in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations;*
8) *Return on Equity (ROE) is calculated as PAT divided by net worth;*
9) *Return on Capital Employed (ROCE) is calculated as EBIT divided by capital employed where (i) EBIT means EBITDA minus depreciation and amortisation expense and (ii) Capital employed means Net worth as defined in (7) above + total current & non-current borrowings– cash and cash equivalents and other bank balances;*
10) *Debt to Equity Ratio is calculated as total borrowings divided by total equity;*
11) *Fixed Assets Turnover Ratio is calculated as revenue from operations for the year/period divided by property, plant and equipment.*
12) *Net Cashflow from operations means % ratio of Net Cash from/ (used in) Operating Activities to EBITDA.*

Principle components of Revenue and Expenditure on the basis of our Restated Financial Statements

The following descriptions set forth information with respect to key components of our income statement:

Total income

Our total income comprises our revenue from operations and other income.

Revenue from operations

Our revenue from operations primarily comprises sale of products (i.e., manufactured goods) and sale of services (i.e., die development charges, processing charges received and job work charges received)

Below is the breakdown of our revenue from operations based on the Restated Financial Statement:

(₹ in million)

Particulars	For the Six months period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Sale of products				
Manufactured goods	1,020.95	2,289.98	2,266.06	1,529.64
Sale of Services				
Die Development Charges	12.81	3.52	3.51	4.01
Processing Charges received	-	-	-	0.57
Job Work Charges received	-	1.77	-	0.37
Total Revenue from operations	**1,033.76**	**2,295.27**	**2,269.57**	**1,534.59**

Other income

Other income primarily comprises profit on fair value of investments, foreign exchange fluctuation (net), interest income on fixed deposits with banks and other, profit on sale of investments- mutual funds, dividend income, Profit on sale of property, plant and equipment, Export Incentives, Loss allowance on trade receivables written back, Liabilities written back/Advance forfeited, Share of Profit from partnership firm and MEIS Duty Credit Scrip.

Below is the breakdown of other income based on the Restated Financial Statement:

(₹ in million)

Particulars	For the Six months period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Profit on Fair value of investments	24.79	3.54	-	-
Profit on sale of investments- mutual funds	7.54	21.96	-	-
Foreign Exchange Fluctuation (Net)	3.25	0.94	12.85	5.59
Interest on fixed deposits with banks	1.22	3.50	2.42	1.29
Dividend income	1.14	0.21	-	-
Profit on sale of property, plant and equipment	0.56	-	-	-
Export Incentives	0.00	-	-	-
Interest on others	-	0.01	0.40	-
Profit on sale of investments	-	3.06	-	-
Share of Profit from partnership firm	-	3.74	3.66	3.72
MEIS Duty Credit Scrip	-	-	0.48	3.38
Liabilities written back/Advance forfeited	-	0.39	-	1.92
Loss allowance on trade receivables written back	-	22.64	-	-
Total	**38.50**	**59.99**	**19.81**	**15.90**

Expenses

Our total expenses comprise cost of materials consumed, changes in inventories of finished goods, stock-in-trade and work-in-progress, employee benefits expense, finance costs, depreciation and amortisation expense and other expenses.

Cost of materials consumed

Our cost of materials consumed primarily consists of the cost of raw materials that we consume in the manufacture of our products.

Changes in inventories of finished goods, stock-in-trade and work-in-progress

Changes in inventories of finished goods, stock-in-trade and work-in-progress shows the increase/decrease in inventory, being work-in-progress and scrap.

Employee benefits expense

Employee benefit expense includes salaries wages and bonus, contribution to provident and other funds and staff welfare expenses.

Finance costs

Our finance costs include bank charges and interest expenses on cash credit and bill discount.

Depreciation and amortization expense

Depreciation and amortization expense include depreciation of property, plant and equipment and amortization of intangible assets.

Other expenses

Our other expenses comprises of building maintenance, contract labour charges, job work charges, power and fuel, rent, repair to machinery, auditor's remuneration, bad debts/ advance written off , business promotion, communication expenses, insurance, legal and professional, loss on sale of property, plant and equipment, printing & stationery, rates & taxes, security charges, rebates & discounts, shipping charges outward, testing charges, transportation charges paid, travelling and conveyance, assets written off, corporate social responsibility expenses, loss on fair valuation of investments, loss allowance on trade receivables, vehicle maintenance, water charges and miscellaneous expenses.

Below is the breakdown of other expenses based on the Restated Financial Statement:

(₹ in million)

Particulars	For the Six months period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Power and fuel	138.03	304.80	313.61	246.23
Contract Labour Charges	42.15	83.80	71.66	51.69
Job work Charges	27.50	51.56	38.11	45.33
Legal and professional	7.44	11.94	9.42	8.09
Miscellaneous Expenses	4.01	5.78	7.59	4.19
Travelling and Conveyance	3.79	7.27	9.47	4.28
Loss allowance on trade receivables	3.58	-	17.75	10.49
Rent	3.55	7.21	7.21	7.23
Rebates & Discounts	3.17	2.17	5.33	2.49
Rates & Taxes	3.03	5.27	4.58	6.53
Transportation charges paid	2.43	4.27	1.75	3.72
Repair to Machinery	2.40	8.59	6.63	4.62
Security Charges	2.32	4.27	4.12	3.93
Business promotion	1.92	2.33	0.63	1.04
Insurance	1.64	1.79	1.92	1.59
Building Maintenance	1.51	1.08	2.40	0.58
Testing Charges	1.07	2.27	2.27	1.98
Printing & Stationery	0.65	1.24	1.06	0.99
Auditor's remuneration	0.60	1.17	1.05	0.78
Communication expenses	0.40	0.58	0.62	0.69
Corporate social responsibility expenses	0.33	6.06	1.31	1.77
Vehicle Maintenance	0.25	0.64	0.52	0.41
Water Charges	0.24	0.55	0.57	0.17
Shipping Charges outward	0.03	0.24	0.02	0.05
Bad debts/ advance written off	-	-	0.35	0.00

Particulars	For the Six months period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Loss on sale of Property, plant and equipment	-	0.08	0.26	0.00
Assets written off	-	-	0.09	0.00
Loss on fair valuation of investments	-	-	1.28	-
Total	**252.04**	**514.96**	**511.58**	**408.87**

Our results of operations

The following table sets forth statement of profit and loss and the components of which are expressed as a percentage of total income for the period indicated below:

Particulars	For the six months period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	₹ in million	% of total income (%)	₹ in million	% of total income (%)	₹ in million	% of total income (%)	₹ in million	% of total income (%)
Revenue from operations	1,033.76	96.41	2,295.27	97.45	2,269.57	99.13	1,534.59	98.97
Other income	38.50	3.59	59.99	2.55	19.81	0.87	15.90	1.03
Total Income	**1,072.26**	**100.00**	**2,355.26**	**100.00**	**2,289.38**	**100.00**	**1,550.49**	**100.00**
Expenses								
Cost of materials consumed	458.99	42.81	1,213.61	51.53	1,286.01	56.17	855.70	55.19
Changes in inventories of finished goods, stock-in-trade and work-in-progress	2.35	0.22	0.58	0.02	(1.16)	(0.05)	(2.88)	(0.19)
Employee benefits expense	58.25	5.43	101.55	4.31	83.13	3.63	71.35	4.60
Finance costs	4.11	0.38	6.14	0.26	4.05	0.18	2.00	0.13
Depreciation and amortization expense	25.74	2.40	49.54	2.10	45.80	2.00	25.08	1.62
Other expenses	252.04	23.51	514.96	21.86	511.58	22.35	408.87	26.37
Total expenses	**801.48**	**74.75**	**1,886.39**	**80.09**	**1,929.41**	**84.28**	**1,360.12**	**87.72**
Profit before tax for the period/year	**270.78**	**25.25**	**468.88**	**19.91**	**359.97**	**15.72**	**190.37**	**12.28**
Tax Expenses								
Current Tax	61.82	5.77	106.13	4.51	96.09	4.20	51.06	3.29
Deferred tax charge	6.64	0.62	13.71	0.58	(2.54)	(0.11)	(3.15)	(0.20)
On buyback of shares	-	-	59.09	2.51	-	-	-	
Total Tax expense	**68.46**	**6.38**	**178.93**	**7.60**	**93.55**	**4.09**	**47.91**	**3.09**
Profit for the period/year	**202.32**	**18.87**	**289.95**	**12.31**	**266.42**	**11.64**	**142.46**	**9.19**

Results of operations for the three months period ended September 30, 2024

Total income

Our total income was ₹ 1,072.26 million which comprise of revenue from operations and other income.

Revenue from operations

Our revenue from operations was ₹1,033.76 million which comprises of sale of products and sale of services expressed as percentage of revenue from operations for the period is as follows:

Particulars	Six months period ended September 30, 2024	
	₹ in million	**% of Revenue from operations (%)**
Sale of products		
Manufactured goods	1,020.95	98.76
Sale of Services		
Die Development Charges	12.81	1.24
Processing Charges received	-	-
Job Work Charges received	-	-
Total Revenue from operations	**1,033.76**	**100.00**

Other income

Our other income was ₹ 38.50 million which consists of profit on fair value of investments of ₹ 24.79 million, profit on sale of investments- mutual funds of ₹ 7.54 million, foreign exchange fluctuation (net) of ₹ 3.25 million, dividend income of ₹ 1.14 million, interest income on fixed deposits with banks of ₹ 1.22 million and profit on sale of property, plant and equipment of ₹ 0.56 million.

Expenses

Cost of materials consumed

The cost of materials consumed was ₹ 458.99 million which was 42.81% of our Total Income. The Company had opening stock of materials of ₹ 172.32 million, purchases during the year of ₹ 561.29 and closing stock of materials of ₹ 274.62 million.

Changes in inventories of finished goods, stock-in-trade and work-in-progress

Changes in inventories of finished goods, stock-in-trade and work-in-progress of ₹ 2.35 million, closing stock of work in progress and scrap was ₹ 4.68 million as at September 30, 2024 against an opening stock of ₹ 7.03 million.

Employee benefits expense

Our employee benefits expense was ₹ 58.25 million which consists of salaries, wages and bonus of ₹ 50.34 million, contribution to provident and other funds of ₹ 4.90 million and staff welfare expenses of ₹ 3.01 million.

Finance costs

Our finance cost was ₹ 4.11 million which consists of cash credit of ₹ 2.24 million, bank charges of ₹ 1.19 million and bills discounting of ₹ 0.68 million.

Depreciation and amortization expense

Our depreciation and amortization expense were ₹ 25.74 million primarily on account of depreciation of property, plant and equipment of ₹ 25.70 million and amortisation of intangible assets of ₹ 0.04 million.

Other expenses

Our other expenses were ₹ 252.04 million primarily comprising of power and fuel of ₹ 138.03 million, contract labour charges of ₹ 42.15 million, job work charges of ₹ 27.50 million, legal and professional fees of ₹ 7.44 million and miscellaneous expenses of ₹ 4.01 million amongst others.

Profit before tax

Our profit before tax was ₹ 270.78 million for the six months period ended September 30, 2024 which represented 25.25% of our total income.

Tax expenses

Our total tax expense was ₹ 68.46 million for the six months period ended September 30, 2024, comprising of current tax of ₹ 61.82 million and deferred tax charge of ₹ 6.64 million.

Profit for the period

As a result of the foregoing, our profit after tax for the six months period ended September 30, 2024 was ₹ 202.32 million which represented 18.87% of the total income.

Fiscal 2024 compared with Fiscal 2023

(₹ in million)

Particulars	Fiscal 2024	Fiscal 2023	Change (%)
Revenue from operations	2,295.27	2,269.57	1.13
Other income	59.99	19.81	202.84
Total Income	**2,355.26**	**2,289.38**	**2.88**
Expenses			
Cost of materials consumed	1,213.61	1,286.01	(5.63)
Changes in inventories of finished goods, stock-in-trade and work-in-progress	0.58	(1.16)	149.73
Employee benefits expense	101.55	83.13	22.16
Finance costs	6.14	4.05	51.70
Depreciation and amortization expense	49.54	45.80	8.17
Other expenses	514.96	511.58	0.66
Total expenses	**1,886.39**	**1,929.41**	**(2.23)**
Profit before tax for the period/year	**468.88**	**359.97**	**30.26**
Tax Expenses			
Current Tax	106.13	96.09	10.45
Deferred tax charge	13.71	(2.54)	640.16
On buyback of shares	59.09	-	100.00
Total Tax expense	**178.93**	**93.55**	**91.26**
Profit for the period/year	**289.95**	**266.42**	**8.83**

Total income

Our total income increased by 2.88% to ₹ 2,355.26 million for Fiscal 2024 from ₹ 2,289.38 million for Fiscal 2023. This increase was primarily due to an increase in revenue from operations, which was primarily driven by an increase in sales.

Revenue from operations

Our revenue from operations increased by 1.13% to ₹ 2,295.27 million for Fiscal 2024 from ₹ 2,269.57 million for Fiscal 2023 mainly due to increase in manufactured goods by ₹ 23.92 million, die development charges by ₹ 0.01 million and job works charges by ₹ 1.77 million.

Other income

Our other income increased by 202.84% to ₹ 59.99 million for Fiscal 2024 from ₹ 19.81 million for Fiscal 2023, mainly due to increase in loss allowance on trade receivables written back by ₹ 22.64 million, profit on sale of investments-mutual funds by ₹ 21.96 million, profit on fair value of investments by ₹ 3.54 million, profit on sale of investments by ₹ 3.06 million, among others. However, the increase was partially set off by decrease in foreign exchange fluctuation (net) by ₹ 11.91 million, MEIS duty credit scrip by ₹ 0.48 million and interest income other by ₹ 0.39 million.

Total Expense

Our total expense has decreased by 2.23% to ₹ 1,886.39 million in Fiscal 2024 from ₹ 1,929.41 million in Fiscal 2023 on account of decrease in cost of material consumed.

Cost of materials consumed

Our cost of materials consumed decreased by 5.63% to ₹ 1,213.61 million in Fiscal 2024 from ₹ 1,286.01 million in Fiscal 2023. The decrease was mainly on account of decrease in our purchase by ₹ 43.16 million. However, the decrease were partially set off by increase in opening inventory by ₹ 12.33 million and closing inventory by ₹ 41.57 million.

Changes in inventories of finished goods, stock-in-trade and work-in-progress

Our Change in inventories of finished goods, work in progress and goods-in-transit was ₹ 0.58 million in Fiscal 2024 as against ₹ (1.16) million in Fiscal 2023. This was primarily due to lower level of closing stock at end of Fiscal 2024 compared to Fiscal 2023.

Employee benefits expense

Employee benefits expense increased by 22.16% to ₹ 101.55 million for Fiscal 2024 from ₹ 83.13 million for Fiscal 2023. The increase was mainly on account of increase in salaries, wages and bonus by ₹ 16.83 million and contribution to provident fund and other funds by ₹ 1.85 million. However, the increase was partially set off by decrease in staff welfare expenses by ₹ 0.24 million.

Finance costs

Finance costs increased by 51.70% to ₹ 6.14 million for Fiscal 2024 from ₹ 4.05 million for Fiscal 2023. The increase was mainly on account of increase in cash credit by ₹ 1.85 million and bank charges by ₹ 0.25 million.

Depreciation and amortization expense

Depreciation and amortization expense increased by 8.17% to ₹ 49.54 million for Fiscal 2024 from ₹ 45.80 million for Fiscal 2023. The increase was mainly on account of increase in depreciation of property, plant and equipment by ₹ 3.74 million.

Other expenses

Our other expenses increased by 0.66% to ₹ 514.96 million for Fiscal 2024 from ₹ 511.58 million for Fiscal 2023. The increase was mainly on account of increase in job charges by ₹ 13.45 million, contract labour charges by ₹ 12.14 million corporate social responsibility expenses by ₹ 4.75 million, transportation charges by ₹ 2.51 million, legal and professional by ₹ 2.52 million, among others. However, the increase was partially set off by decrease in loss allowance on trade receivables by ₹ 17.75 million, power and fuel by ₹ 8.82 million, travelling and conveyance by ₹ 2.19 million, among others.

Profit before tax

Our profit before tax increased by 30.26% to ₹ 468.88 million for Fiscal 2024 from ₹ 359.97 million for Fiscal 2023. The increase in profits was primarily on account of increase in our business revenue and cost optimization measures taken during year. Our profit before tax as a % of total income was 19.91% for the Fiscal 2024 as against 15.72% for Fiscal 2023.

Tax expenses

Our tax expenses increased by 91.26% to ₹ 178.93 million for Fiscal 2024 from ₹ 93.55 million for Fiscal 2023 mainly due to increase in our profit before tax in Fiscal 2024 over Fiscal 2023.

Profit for the year

Led by increase in our business activity, margin improvement and cost rationalisation measures as explained above, our profit after tax increased by 8.83% to ₹ 289.95 million for Fiscal 2024 from ₹ 266.42 million for Fiscal 2023.

Fiscal 2023 compared with Fiscal 2022

(₹ in million)

Particulars	**Fiscal 2023**	**Fiscal 2022**	**Change %**
Revenue from operations	2,269.57	1,534.59	47.89
Other income	19.81	15.90	24.56
Total Income	**2,289.38**	**1,550.49**	**47.66**
Expenses			
Cost of materials consumed	1,286.01	855.70	50.29
Changes in inventories of finished goods, stock-in-trade and work-in-progress	(1.16)	(2.88)	(59.64)
Employee benefits expense	83.13	71.35	16.52
Finance costs	4.05	2.00	101.12
Depreciation and amortization expense	45.80	25.08	82.61
Other expenses	511.58	408.87	25.12
Total expenses	**1,929.41**	**1,360.12**	**41.86**
Profit before tax for the period/year	**359.97**	**190.37**	**89.08**
Tax Expenses			
Current Tax	96.09	51.06	88.19
Deferred tax charge	(2.54)	(3.15)	(19.35)
On buyback of shares	-	-	-
Total Tax expense	**93.55**	**47.91**	**95.26**
Profit for the period/year	**266.42**	**142.46**	**87.01**

Total income

Our total income increased by 47.66% to ₹ 2,289.38 million for Fiscal 2023 from ₹ 1,550.49 million for Fiscal 2022. This increase was primarily due to an increase in revenue from operations, which was primarily driven by an increase in sales.

Revenue from operations

Our revenue from operations increased by 47.89% to ₹ 2,269.57 million for Fiscal 2023 from ₹ 1,534.59 million for Fiscal 2022 mainly due to increase in manufactured goods by ₹ 736.42 million. However, the increase was partially set off by decrease in die development charges by ₹ 0.50 million, processing charges by ₹ 0.57 million and job works charges by ₹ 0.37 million.

Other income

Our other income increased by 24.56% to ₹ 19.81 million for Fiscal 2023 from ₹ 15.90 million for Fiscal 2022, mainly due to increase in foreign exchange fluctuation (net) by ₹ 7.25 million, interest on fixed deposit with banks by ₹ 1.13 million and interest income other by ₹ 0.40 million. However, the increase was partially set off by decrease in MEIS duty credit scrip by ₹ 2.90 million, liabilities written back/advance forfeited by ₹ 1.92 million and share of profit from partnership firm by ₹ 0.06 million.

Total Expense

Our total expense has increased by 41.86% to ₹ 1,929.41 million in Fiscal 2023 from ₹ 1,360.12 million in Fiscal 2022 on account of decrease in cost of material consumed.

Cost of materials consumed

Our cost of materials consumed increased by 50.29% to ₹ 1,286.01 million in Fiscal 2023 from ₹ 855.70 million in Fiscal 2022. The increase was mainly on account of increase in our purchase by ₹ 455.69 million and closing inventory by ₹ 12.33 million. However, the increase was partially set off by decrease in opening inventory by ₹ 13.05 million.

Changes in inventories of finished goods, stock-in-trade and work-in-progress

Our Change in inventories of finished goods, work in progress and goods-in-transit was ₹ (1.16) million in Fiscal 2023 as against ₹ (2.88) million in Fiscal 2022. This was primarily due to higher level of closing stock at end of Fiscal 2023 compared to Fiscal 2022.

Employee benefits expense

Employee benefits expense increased by 16.52% to ₹ 83.13 million for Fiscal 2023 from ₹ 71.35 million for Fiscal 2022. The increase was mainly on account of increase in salaries, wages and bonus by ₹ 13.21 million and staff welfare expenses by ₹ 2.63 million. However, the increase was partially set off by decrease in contribution to provident fund and other funds by ₹ 4.06 million.

Finance costs

Finance costs increased by 101.12% to ₹ 4.05 million for Fiscal 2023 from ₹ 2.00 million for Fiscal 2022. The increase was mainly on account of increase in cash credit by ₹ 1.65 million and bank charges by ₹ 0.81 million. However, the increase was partially set off by decrease in bill discounting by ₹ 0.42 million.

Depreciation and amortization expense

Depreciation and amortization expense increased by 82.61% to ₹ 45.80 million for Fiscal 2023 from ₹ 25.08 million for Fiscal 2022. The increase was mainly on account of increase in depreciation of property, plant and equipment by ₹ 20.50 million.

Other expenses

Our other expenses increased by 25.12% to ₹ 511.58 million for Fiscal 2023 from ₹ 408.87 million for Fiscal 2022. The increase was mainly on account of increase in power and fuel by ₹ 67.38 million, contract labour charges by ₹ 19.97 million, loss allowance on trade receivables by ₹ 7.26 million, travelling and conveyance by ₹ 5.18 million, among others. However, the increase was partially set off by decrease in job charges by ₹ 7.22 million, transportation charges by ₹ 1.97 million, rates and taxes by ₹ 1.95 million, among others.

Profit before tax

Our profit before tax increased by 89.08% to ₹ 359.97 million for Fiscal 2023 from ₹ 190.37 million for Fiscal 2022. The increase in profits was primarily on account of increase in our business revenue and cost optimization measures taken during year. Our profit before tax as a % of total revenue was 15.72% for the Fiscal 2023 as against 12.28% for Fiscal 2022.

Tax expenses

Our tax expenses increased by 95.26% to ₹ 93.55 million for Fiscal 2023 from ₹ 47.91 million for Fiscal 2022 mainly due to increase in our profit before tax in Fiscal 2023 over Fiscal 2022.

Profit for the year

Led by increase in our business activity, margin improvement and cost rationalisation measures as explained above, our profit after tax increased by 87.01% to ₹ 266.42 million for Fiscal 2023 from ₹ 142.46 million for Fiscal 2022.

Liquidity and Capital Resources

Historically, we have been able to finance our capital requirements and the expansion of our business and operations through a combination of funds generated from our operations, equity infusions from shareholders and debt financing, and we expect to continue to do so. Our primary capital requirements are working capital for our operations.

We believe that after taking into account the expected cash to be generated from our business and operations, we will have sufficient capital to meet our anticipated capital requirements for our working capital requirements for the 12 months following the date of this Draft Red Herring Prospectus.

For the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022, we had cash and cash equivalents (comprising of cash on hand and balances with banks) of ₹ 44.60 million, ₹ 44.93 million, ₹ 43.60 million and ₹ 126.71 million, respectively as per our Restated Financial Statements.

Cash flows and cash and cash equivalents

The following table sets forth our cash flows and cash and cash equivalents for the years indicated:

(₹ in million)

Particulars	For the six months period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Net cash flow from/ (used in) OperatingActivities	286.22	196.54	239.00	179.97
Net cash flow from/ (used in) InvestingActivities	(163.55)	14.60	(337.86)	(116.79)
Net cash flow from/ (used in) FinancingActivities	(123.01)	(209.81)	15.75	55.94
Net (decrease) / increase in cash and cash equivalents	(0.34)	1.33	(83.11)	119.12
Cash and cash equivalents at the beginning of the year	44.94	43.60	126.71	7.59
Cash and cash equivalents at the end of the year	44.60	44.93	43.60	126.71

Operating activities

For the Six Months period ended September 30, 2024

Our net cash generated from operating activities was ₹ 286.22 million for the six months period September 30, 2024. Our operating profit before working capital changes was ₹ 263.51 million for the six months period ended September 30, 2024, which was primarily adjusted by payment of income tax of ₹ 54.75 million, increase in inventories by ₹ 99.97 million, decrease in trade receivables by ₹ 11.48 million, increase in other financial assets by ₹ 6.26 million, decrease in other assets by ₹ 125.52 million, increase in trade payables by ₹ 32.39 million, decrease in lease liabilities by ₹ 0.05 million, increase in other financial liabilities by ₹ 1.73 million, increase in other liabilities by ₹ 10.33 million and increase in provision by ₹ 2.30 million.

Fiscal 2024

Our net cash generated from operating activities was ₹ 196.54 million for Fiscal 2024. Our operating profit before working capital changes was ₹ 463.56 million for Fiscal 2024, which was primarily adjusted by payment of income tax of ₹ 177.71 million, increase in inventories by ₹ 41.32 million, increase in trade receivables by ₹ 23.18 million, increase in other financial assets by ₹ 1.95 million, increase in other assets by ₹ 87.20 million, increase in trade payables by ₹ 66.56 million, increase in lease liabilities by ₹ 0.01 million, increase in other financial liabilities by ₹ 0.63 million, decrease in other liabilities by ₹ 6.32 million and increase in provision by ₹ 3.46 million.

Fiscal 2023

Our net cash generated from operating activities was ₹ 239.00 million for Fiscal 2023. Our operating profit before working capital changes was ₹ 421.29 million for Fiscal 2023, which was primarily adjusted by payment of income tax of ₹ 89.72 million, increase in inventories by ₹ 12.74 million, increase in trade receivables by ₹ 39.07 million, decrease in other financial assets by ₹ 0.18 million, increase in other assets by ₹ 51.50 million, increase in trade payables by ₹ 15.05 million, increase in lease liabilities by ₹ 0.01 million, increase in other financial liabilities by ₹ 1.52 million, decrease in other liabilities by ₹ 9.22 million and increase in provision by ₹ 3.20 million.

Fiscal 2022

Our net cash generated from operating activities was ₹ 179.97 million for Fiscal 2022. Our operating profit before working capital changes was ₹ 219.62 million for Fiscal 2022, which was primarily adjusted by payment of income tax of ₹ 41.89 million, decrease in inventories by ₹ 9.74 million, increase in trade receivables by ₹ 63.30 million, decrease in other financial assets by ₹ 0.27 million, increase in other assets by ₹ 5.86 million, increase in trade payables by ₹ 40.37 million, increase in lease liabilities by ₹ 0.09 million, increase in other financial liabilities by ₹ 0.90 million, increase in other liabilities by ₹ 12.10 million and increase in provision by ₹ 7.93 million.

Investing activities

For the Six Months period ended September 30, 2024

Net cash flows used in investing activities was ₹ 163.55 million for the six months period ended September 30, 2024. This was primarily on account of acquisition of property, plant and equipment of ₹ 20.86 million and proceeds from sale of mutual fund investments of ₹ 147.45 million. This was partially set off by proceeds from sale of property, plant and equipment of ₹ 2.40 million, interest income of ₹ 1.22 million and dividend income of ₹ 1.14 million.

Fiscal 2024

Net cash flows generated from investing activities was ₹ 14.60 million for Fiscal 2024. This was primarily on account of proceeds from sale of mutual fund investments of ₹ 162.40 million, share of profit from partnership firm of ₹ 3.74 million, interest income of ₹ 3.51 million, profit on sale of investments of ₹ 3.06 million, sale of property, plant and equipment of ₹ 2.13 million and dividend income of ₹ 0.21 million. This was partially set off by proceeds from acquisition of property, plant and equipment of ₹ 160.45 million.

Fiscal 2023

Net cash flows used in investing activities was ₹ 337.86 million for Fiscal 2023. This was primarily on account of proceeds from share of profit from partnership firm of ₹ 3.66 million, interest income of ₹ 2.82 million and sale of property, plant and equipment of ₹ 0.50 million. This was partially set off by purchase of investments of ₹ 208.65 million and acquisition of property, plant and equipment of ₹ 136.19 million.

Fiscal 2022

Net cash flows used in investing activities was ₹ 116.79 million for Fiscal 2022. This was primarily on account of proceeds from share of profit from partnership firm of ₹ 3.72 million and interest income of ₹ 1.29 million. This was partially set off by acquisition of property, plant and equipment of ₹ 118.01 million, purchase of investment of ₹ 3.72 million and acquisition of right to use assets of ₹ 0.07 million.

Financing activities

For the Six Months period ended September 30, 2024

Net cash flows used in financing activities was ₹ 123.01 million for the six months period ended September 30, 2024. This was primarily on account of receipt of secured loan of ₹ 120.78 million and finance cost of ₹ 2.23 million.

Fiscal 2024

Net cash flows used in financing activities was ₹ 209.81 million for Fiscal 2024. This was primarily on account of premium paid on buy-back of shares of ₹ 229.41 million, decrease in share capital of ₹ 30.59 million and finance cost of ₹ 4.12 million. This was partially set off by receipt of secured loans of ₹ 54.31 million.

Fiscal 2023

Net cash flows generated from financing activities was ₹ 15.75 million for Fiscal 2023. This was primarily on account of receipt of secured loans of ₹ 18.01 million. This was partially set off by finance cost of ₹ 2.26 million.

Fiscal 2022

Net cash flows generated from financing activities was ₹ 55.94 million for Fiscal 2022. This was primarily on account of receipt of secured loans of ₹ 56.55 million. This was partially set off by finance cost of ₹ 0.61 million.

Indebtedness

As at September 30, 2024 the total outstanding borrowings of our Company were ₹ 15.97 million as per Restated Financial Statements. For further details, refer chapter titled "*Financial Indebtedness*" beginning on page 274 of this Draft Red Herring Prospectus.

(₹ in million)

Particulars	**For the six months period ended September 30, 2024**	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2022**
Long Term Borrowings (A)	-	-	-	-
Short Term Borrowings (B)				
- Cash Credit from Banks	15.97	136.74	82.43	64.42

Particulars	For the six months period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Total (A) + (B)	**15.97**	**136.74**	**82.43**	**64.42**

Contingent liabilities

Contingent liabilities, to the extent not provided for, as of the below mentioned time periods, as determined in accordance with Ind AS 37, are described below:

(₹ in million)

Particulars	For the six months period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
(i) Bank Guarantee (amount outstanding end of the year)	43.52	41.60	33.89	18.39
(ii) Civil Case - Before Karnataka High Court	60.13	60.13	60.13	60.13
(iii) Regulatory – Before National Green Tribunal Chennai	23.34	10.97	10.00	10.00
(iv) Goods & Service Tax	23.71	17.16	-	-
Total	**150.70**	**129.86**	**104.02**	**88.52**

Off-balance sheet commitments and arrangements

We do not have any off-balance sheet arrangements, derivative instruments, swap transactions or relationships with affiliates or other unconsolidated entities or financial partnerships that would have been established for the purpose of facilitating off-balance sheet arrangements.

Quantitative and Qualitative Analysis of Market Risks

We are exposed to various types of risks during the normal course of business. For further details, see "*Risk Factors*" beginning on page 28.

Risk management framework

The Company is exposed to various risks in relation to financial instruments. The Company's financial assets and liabilities by category are summarised in note 28A. The main types of risks that the Company is exposed to are credit risk and liquidity risk. The Company's risk management is coordinated at its corporate office, in close cooperation with the board of directors, and focuses on actively securing the Company's short to medium-term cash flows by minimising the exposure to volatile financial markets. The Company does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Company is exposed are described below.

i) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, loans and investments. Credit risk encompasses both, the direct risk of default and the risk of deterioration of credit worthiness as well as concentration of risks. The carrying amounts of financial assets represent the maximum credit risk exposure.

Credit risk on cash and cash equivalents and bank deposits is limited as the Company generally deals with banks and mutual fund investments with high credit ratings assigned by domestic credit rating agencies. Investments primarily include investment in mutual funds and Fixed deposits held with banks. The credit risk associated with such deposits is relatively low.

The Company uses expected credit loss model to assess the impairment loss. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available internal credit risk factors such as the Company's historical experience for customers. The Company based upon past trends determine an impairment allowance for loss on receivables.

The Company's exposure to credit risk for trade receivables is as follows:

(₹ in million)

Particulars	For the six months period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Trade receivables	369.43	380.90	335.08	314.12
Total	**369.43**	**380.90**	**335.08**	**314.12**

ii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company aims to maintain the level of its cash and cash equivalents at an amount in excess of expected cash outflows on financial liabilities (other than trade payables). The Company also monitors the level of expected cash inflows on trade receivables and loans together with expected cash outflows on trade payables and other financial liabilities.

iii) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices, which will affect the company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters.

Other Qualitative Factors

Significant Economic Changes

Other than as described above, to the best of the knowledge of our management, there are no other significant economic changes that materially affect or are likely to affect income from continuing operations. For further details, please see "*Our Business*" and "*Risk Factors*" on pages 160 and 28 respectively.

Unusual or Infrequent Events of Transactions

Except as described in this Draft Red Herring Prospectus, there have been no other events or transactions that, to our knowledge, may be described as "unusual" or "infrequent".

Known trends or uncertainties

Our business has been affected and we expect will continue to be affected by the trends identified above in the heading titled "*Significant Factors Affecting Our Financial Condition and Results of Operations*" on page 277 and the uncertainties described in the section titled "*Risk Factors*" on page 28. To our knowledge, except as described or anticipated in the Draft Red Herring Prospectus, there are no known factors which we expect will have a material adverse impact on our revenues or income from continuing operations.

Future relationship between cost and revenue

Other than as described above and in "*Our Business*" and "*Risk Factors*" on pages 160 and 28, respectively, to the knowledge of our management, there are no known factors that might affect the future relationship between costs and revenues.

New Products or Business Segments

Other than as disclosed in this section and in "*Our Business*" on page 160, as on the date of this Draft Red Herring Prospectus, there are no new products or business segments that have had or are expected to have a material impact on our business prospects, results of operations or financial condition.

Extent to which Material Increases in Revenue are due to Increased Sales Volume, Introduction of New Products or Services or Increased Sales Prices

Changes in revenue in the last three Fiscals are as described in "Management's Discussion and Analysis of Financial Position and Results of Operations - Fiscal 2024 compared with Fiscal 2023 – Revenue from Operations" and "*Management's Discussion and Analysis of Financial Position and Results of Operations - Fiscal 2023 compared with Fiscal 2022 - Revenue from Operations*" above on page 301.

Seasonality

Our business is not seasonal in nature.

Related party transactions

We have engaged in the past, and may engage in the future, in transactions with related parties. For details of our related party transactions, see "*Other Financial Information – Related Party Transactions*" on page 272.

Competitive conditions

We expect to continue to compete with existing and potential competitors. Please refer to "*Risk Factors*", "*Industry Overview*" and "*Our Business*"on pages 28, 99 and 160, respectively, for further information on our industry and competition.

Significant dependence on single or few customers and Suppliers

The percentage of contribution of our Company's customers with the revenue from operations for the six months period ended September 30, 2024 and Fiscals 2024, 2023 and 2022 and our Company's suppliers with the purchase for the six months period ended September 30, 2024 and Fiscals 2024, 2023 and 2022 based on Restated Financial Statements are as follows:

Particulars	**For the six months period ended September 30, 2024**	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2022**
Customers				
Sales to top ten (10) customers (₹ in million)	739.83	1,774.46	1,757.38	1,158.56
Share of top ten (10) customers (%)	71.57	77.31	77.43	75.50
Suppliers				
Purchase from ten (10) suppliers (₹ in million)	506.13	1,092.98	1,177.39	719.56
Share of top ten (10) suppliers (%)	90.17	87.08	90.68	85.39

For further information, see "*Risk Factors*" on page 28.

Significant developments occurring after September 30, 2024, that may affect our future results of operations

Except as stated above and elsewhere in this Draft Red Herring Prospectus, no developments have come to our attention since the date of the Restated Financial Statements, which materially and adversely affect or are likely to materially and adversely affect our operations or trading or profitability, or the value of our assets or our ability to pay our liabilities within the next twelve months.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

*Except as disclosed in this section, there are no outstanding (i) criminal proceedings; (ii) actions taken by regulatory or statutory authorities including notices issued by such authorities; (iii) claims related to direct and indirect taxes; and (iv) any other outstanding litigation as determined to be material pursuant to the Materiality Policy in accordance with the SEBI ICDR Regulations in each case involving our Company, Promoters, and Directors ("**Relevant Parties**") and (v) litigation involving our Group Company which have a material impact on our Company. There are no disciplinary actions including penalties imposed by the SEBI or the stock exchanges against the Promoters in the last five financial years including any outstanding action.*

Further, as on the date of this Draft Red Herring Prospectus, there are no findings/observations of any inspections by SEBI or any other regulator involving our Company which are material and which need to be disclosed or non-disclosure of which may have bearing on the investment decision.

There are no outstanding litigation involving our Group Company which would have a material impact on our Company.

Pursuant to the Materiality Policy adopted by our Board on January 12, 2025 for the purposes of (iv) above, any pending litigation involving the Relevant Parties, has been considered 'material' and accordingly disclosed in this Draft Red Herring Prospectus where:

(i) the claim/ dispute amount, to the extent quantifiable, exceeds ₹ 14.50 million, being the amount equivalent to 5% of the absolute value of profit or loss after tax, as per the Restated Financial Statements of our Company for last fiscal year; or

(ii) where monetary liability is not quantifiable or does not exceed the threshold mentioned in point (i) above, the outcome of any such pending proceedings may have a material bearing on the business, operations, performance, prospects, financial position or reputation of our Company; in the opinion of the Board or

(iii) any claim/dispute involving the Relevant Parties where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in an individual litigation may not exceed ₹ 14.50 million, being the amount equivalent to 5% of the absolute value of profit or loss after tax, as per the Restated Financial Statements of our Company for last fiscal year.

For the purposes of the above, pre-litigation notices received by any of the Relevant Parties from third parties (excluding such notices issued by any statutory/ regulatory/ governmental/ taxation authorities or notices threatening criminal action to the Relevant Parties) shall, unless otherwise decided by the Board, not be considered as litigation until such time that the Relevant Parties are impleaded as defendants or respondents in litigation proceedings before any judicial or arbitral forum. Additionally, FIRs (whether cognizance has been taken or not) initiated against the Relevant Parties shall be disclosed in this Draft Red Herring Prospectus.

Except as stated in this section, there are no outstanding material dues to creditors of our Company. Further in terms of the Materiality Policy, a creditor shall be considered "material", if the outstanding dues to such creditor is equal to or exceeds 5% of total outstanding dues (trade payables) of our Company, based on the Restated Financial Statements. Accordingly, any outstanding dues exceeding ₹ 11.03 million which is 5% of the total trade payables of our Company as on September 30, 2024 as per the Restated Financial Statements, 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 medium enterprise ("MSME"), the disclosure will be based on information available with the Company regarding the status of the creditor as defined under Micro, Small and Medium Enterprises Development Act, 2006, as amended read with the rules and notifications thereunder.

I. Litigation involving our Company

A. Litigation filed against our Company

a. Criminal proceedings

Criminal Petition No.883 of 2018 filed against the Company by Sri. Dattatraya Narayan Ghandge and others before the High Court of Karnataka at Bangalore

Sri Dattatraya Narayan Ghandge, Director of Anand Teknow Aids Engineering India Limited ("**Anand Teknow**"), along with others (collectively referred to as the "**Applicants**"), have filed Criminal Petition No. 883 of 2018 before the Hon'ble High Court of Karnataka at Bangalore, praying (a) to quash and set aside Criminal Complaint No. 2027 of 2017 under Section 482 of the Code of Criminal Procedure, 1973; and (b) to quash and set aside the Order dated April 24, 2017 issuing non-bailable warrant against the Applicants in the Complaint No. 2027 of 2017 filed in the Court of Judicial Magistrate Rural Court, Bengaluru. The Applicants submit that they have been falsely accused, as the cheques in question were not signed by them. Further, they assert that they do not handle the legal matters of Anand Teknow and, hence, did not receive the Company's notice dated January 18, 2017, demanding payment of Rs. 11.31 million. Vide an application dated February 1, 2018, the Applicants have sought a stay of all proceedings in Criminal Complaint No. 2027 of 2017. An interim order was granted. The matter is pending.

b. Outstanding actions by regulatory and statutory authorities

NIL

c. Tax proceedings

NIL

d. Material civil proceedings

NIL

B. Litigation filed by our Company

a. Criminal proceedings

Criminal Complaint No.2027 of 2017 filed by the Company against Anand Teknow Aids Engineering India Limited and its Directors and other Officers before the Hon'ble Chief Judicial Magistrate at Bangalore

The Company has filed Criminal Complaint No.2027 of 2017 against Anand Teknow Aids Engineering India Limited and its Directors and other Officers before the Hon'ble Chief Judicial Magistrate at Bangalore for dishonour of 5 cheques in aggregate value of Rs.11.31 million. The directors of Anand Teknow viz. Dattatraya Narayan Ghandge and others ("the Petitioners") have filed a Criminal Petition No.883 of 2018 before the Hon'ble High Court of Karnataka at Bengaluru, praying to quash the Complaint in CC No.2027 of 2017 preferred by the Company against the Petitioners and quash the Order dated April 24, 2017 issuing non-bailable warrant against the Petitioners in the Court of Chief Judicial Magistrate Bengaluru, Rural District Bengaluru. An interim order was granted in Criminal Petition No.883 of 2018. The matter is pending.

b. Outstanding actions by regulatory and statutory authorities

Appeal No.37/2024 (SZ) filed before the National Green Tribunal, Southern Zone, Chennai by the Company against Karnataka State Pollution Control Board

Karnataka State Pollution Control Board vide its demand notice dated January 31, 2020 made certain observations on the violations committed by the Company which inter alia include that (i) the Company has not provided adequate chimney height and air pollution control equipments to the 2 no's Oil fired melting furnaces as per the consent conditions and (ii) the chimney provided are below the roof level and not connected to the any Air Pollution Control Equipment, as a result thick smoke discharging into the atmosphere by causing air pollution is observed (iii)the Industry has not provided adequate chimney height and air pollution control equipments to the 2 no's heat treatment furnaces and demanded interim environmental compensation of Rs.10.00 million. Thereafter Karnataka Pollution Control Board vide its Order dated July 13, 2023 revised the Environmental Compensation to Rs.9.73 million. The Company has challenged the said demand vide their various letters including letters dated August 14, 2024 and November 25, 2023. Karnataka State Pollution Control Board has sent reminders for recovery of the revised environmental compensation of Rs.9.73 million, which also the Company has disputed through various letters. Thereafter, aggrieved by the action of Karnataka State Pollution Control Board, vide its Order dated July 13, 2023, the Company has filed Appeal No.37/2024 (SZ) before the National Green Tribunal, Southern Zone, Chennai against Karnataka State Pollution Control Board for the following reliefs: (a) pending disposal of the application, stay the operation of the Impugned Order dated July 13, 2023 and consequential notices pending the disposal of the present appeal; and (b) to quash the notice dated July 13, 2023 demanding Environmental Compensation; (d) restrain Karnataka State Pollution Control Board from taking coercive measure or initiating legal action against the Company based on the said notice; and (c) pass such further order or orders as may be fit proper and necessary in the facts and circumstances of the case and thus render justice. In the meantime, vide letter dated January 5, 2024 issued by Karnataka State Pollution Control Board, an environmental compensation of Rs.23.34 million was levied on the Company. Further, the Karnataka State Pollution Control Board has issued a show cause notice dated July 18, 2024 calling upon the Company to pay the environmental compensation of Rs.23.34 million. Vide Order dated September 10, 2024, report of Karnataka State Pollution Control Board was taken on record and the matter was posted for hearing on October 24, 2024.

c. Tax proceedings

Direct Tax

NIL

Indirect Tax

Particulars	No. of Cases	Amount in dispute/demanded to the extent ascertainable *(in ₹ million)*	Stage
Input Tax Credit in respect of FY 2017-2018	1	1.11	Appeal filed before the Deputy Commercial Tax Officer Adjudication & Legal, Hosur, Bengaluru
Goods and Services Tax in respect of FY 2018-2019	1	15.08	Appeal before the Deputy Commercial Tax Officer, Adjudication & Legal, Hosur, Bengaluru, challenging the Order dated January 30, 2024
Interest and penalty amount (GST)	1	0.06	Appeal before the Deputy Commercial Tax Officer Adjudication and Legal, Hosur, Bengaluru, challenging the Order dated March 13, 2024 in respect of FY 2019-2020
Input tax credit in respect of FY 2022-2023	1	0.91	Appeal filed before the Deputy Commercial Tax Officer Adjudication and Legal, Hosur, Bengaluru, challenging the Order dated March 15, 2024
GST - Tax amount interest and penalty in respect of FY 2019-2020	1	6.18	Appeal filed before the Joint Commissioner of Commercial Taxes (Appeals)-5, Shantinagar, Bengaluru challenging the Order dated July 16, 2024
GST	1	0.37	The Deputy Commercial Tax Officer, Hosur has passed Order dated July 19, 2024 in respect of FY 2024-2025, demanding a sum of ₹ 0.37 million on the basis that the goods moved without valid Tax Invoices, e-invoices and e-way-Bills. The Company has paid the penalty of ₹ 0.37 million which the Company has requested to be refunded. The Company has requested to set aside the Order dated July 19, 2024.

d. Material civil proceedings

i. Appeal No.30/2021 before the Hon'ble High Court of Karnataka at Bengaluru filed by the Company against Oliver Twin Safe Valves Limited, M/s. Ganesh Cam Products, Oriental Plants and Equipments Pvt. Ltd. and Sri Balaji Alloys and the Company.

Oliver Twin Safe Valves Limited ("Plaintiff") had filed Commercial O.S. No.7385/2009 before Court of City Civil and Sessions Judge against M/s. Ganesh Cam Products, Oriental Plants and Equipments Pvt. Ltd., Sri Balaji Alloys, and the Company (collectively "the Defendants") praying for decree and judgement against the Defendants (a) to jointly and severally pay a sum of Rs. 60.13 million along with interest from the date of filing the suit, being the cost incurred by the Plaintiff on various accounts in view of the defective material supplied by the Defendants; and (b) pass an order directing the Defendants to pay the cost of the suit. The dispute is with respect to certain items supplied by the Company, which were alleged to be defective and which according to the Plaintiff, Defendants failed and neglected to rectify and that resulted losses to the Plaintiff. Vide Order dated November 11, 2020 Judgement and Decree was passed in the matter in terms of which the Defendants No.1 to 4 were to jointly and severally directed to pay a sum of Rs.60.13 million to the Plaintiff with interest at the rate of 12% p.a. from the date of suit till realization. The Company was directed to pay the cost of the suit to the Plaintiff. Further, execution proceedings were also filed against the Company.

The Company has filed Appeal No.30/2021 under Section 13(1A) of Commercial Courts Act, 2015 and Section 96 read with Order 41 Rule 1 of Code of Civil Procedure Code, 1908 against Oliver Twinsafe Valves Ltd praying for setting aside the Judgement dated November 11, 2020 in Com. O.S. No.7385/2009, passed by the Hon'ble Court of the Ld. LXXXII Addl. City Civil & Sessions Judge (Commercial Court) at Bengaluru (C.C.H. No.83), as against the

Appellant/Defendant No.4 viz. the Company. Vide Order dated June 15, 2022, the Hon'ble High Court of Karnataka at Bengaluru has stayed operation of the said Order dated November 11, 2020 on the basis that the Company furnish a Bank Guarantee for Rs. 30 million within a period of two weeks. The Company has furnished the said Bank Guarantee and accordingly the operation of the Order dated November 11, 2020 is stayed. The matter is pending.

ii. The Company has filed its claim before the Interim Resolution Professional in the matter of Corporate Insolvency Resolution Process of Anand Teknow Aids Engineering India Ltd. demanding Rs.16.03 million, which are due and payable by Anand Teknow Aids Engineering India Ltd to the Company. The matter is pending.

iii. Writ Petition No.37367 of 2024 filed by the Company before the Hon'ble High Court at Madras against the Directorate of Town and Country Planning

Writ Petition No.37367 of 2024 before the Hon'ble High Court at Madras is filed by the Company against the Directorate of Town and Country Planning, praying for certain directions against the Respondent to consider the representations and application of the Company and grant permission for additional construction on factory premises of the Company located at Survey No.245/1B and 253/2A, Kalukondapalli Village, Denkanikottai Taluk, District. Vide Order dated December 16, 2024 the Hon'ble High Court at Madras passed an Order directing the Directorate of Town Planning and Country Planning ("the Respondent") to consider representation issued by the Company in accordance with the law. They have further directed the Respondent that if required the Company may be given an opportunity of personal hearing. The Hon'ble Court has further directed that the entire exercise must be completed within the period of three months from the date of receipt of copy of the Order.

II. Litigation involving our Directors

A. Litigation filed against our Directors

a. Criminal proceedings

NIL

b. Outstanding actions by regulatory and statutory authorities

NIL

c. Tax proceedings

NIL

d. Material civil proceedings

NIL

B. Litigation filed by our Directors

a. Criminal proceedings

NIL

b. Outstanding actions by regulatory and statutory authorities

NIL

c. Tax proceedings

NIL

d. Material civil proceedings

NIL

III. Litigation involving our Promoters

A. Litigation filed against our Promoters

a. Criminal proceedings

NIL

b. Outstanding actions by regulatory and statutory authorities

NIL

c. Tax proceedings

NIL

d. Material civil proceedings

NIL

B. Litigation filed by our Promoters

a. Criminal proceedings

NIL

b. Outstanding actions by regulatory and statutory authorities

NIL

c. Tax proceedings

NIL

d. Material civil proceedings

NIL

IV. Litigation involving our Group Company which may have a material impact on the Company

Our Group Company is not currently party to any pending litigations which would have a material impact on our Company.

V. Disciplinary action against our Company and Promoters by SEBI or any stock exchange in the last five Financial Years

As on the date of this Draft Red Herring Prospectus, no disciplinary action including penalty imposed by SEBI or stock exchanges has been initiated against our Promoters in the last 5 (five) Financial Years including any outstanding action.

VI. Outstanding dues to creditors

Our Board, in its meeting held on January 12, 2025 has considered and adopted the Materiality Policy. In terms of the Materiality Policy, creditors of our Company on consolidated basis, to whom an amount exceeding 5% of our total outstanding dues (trade payables) as on the date of the latest Restated Financial Statements was outstanding, were considered ‘material’ creditors.

As per the latest Restated Financial Statements, our total trade payables as on September 30, 2024 were ₹ 220.66 million and accordingly, creditors to whom outstanding dues exceed ₹ 11.03 million have been considered as ‘material’ creditors for the purposes of disclosure in this Draft Red Herring Prospectus.

Based on this criteria, details of outstanding dues owed as on September 30, 2024 by our Company are set out below:

Types of Creditors	Micro, Small and Medium Enterprises		Other than Micro, Small and Medium Enterprises		Total	
	Number of Creditors	Amount involved (in ₹ million)	Number of Creditors	Amount involved (in ₹ million)	Number of Creditors	Amount involved (in ₹ million)
Material Creditors	-	-	2	156.74	2	156.74
Non – Material Creditors	27	5.09	165	58.83	192	63.92
Total Outstanding Dues	**27**	**5.09**	**167**	**215.57**	**194**	**220.66**

Material Developments

Other than as stated in the section entitled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 276, 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 from the date of the filing of the DRHP.

GOVERNMENT AND OTHER STATUTORY APPROVALS

*We have set out below an indicative list of approvals and registrations required to be obtained by our Company which are considered material and necessary for the purpose of undertaking our business activities and operations(“**Material Approvals**”). Except as disclosed below, no further approvals are material for carrying on the presentbusiness activities and operations of our Company. Unless otherwise stated, these Material Approvals are valid as on the date of this Draft Red Herring Prospectus. Certain Material Approvals may have lapsed or expired or may lapse in their ordinary course of business, from time to time, and our Company have either already made applications to the appropriate authorities for renewal of such Material Approvals or is in the process of making such renewal applications in accordance with applicable law.*

Pursuant to the conversion of our Company into a public limited company and the consequent change in name of our Company, our Company is in the process of changing our name as it appears on various approvals and licenses.

For details in connection with the regulatory and legal framework within which our Company operates, see “Key Regulations and Policies in India” on page 181. For details of risk associated with not obtaining or delay in obtaining the requisite Material Approvals, see “Risk Factors – 16. We require various statutory and regulatory permits and approvals in the ordinary course of our business, and our failure to obtain, renew or maintain them in a timely manner may adversely affect our operations” on page *35.*

I. Approvals *relating to the Offer*

For details regarding the approvals and authorisations obtained by our Company in relation to the Offer, see “*Other Statutory and Regulatory Disclosures – Authority for the Offer*” on page 317.

II. General Details

a) Incorporation details of our Company

1. Certificate of incorporation dated August 01, 1983 issued to our Company by the Registrar of Companies, Karnataka at Bangalore in the former name, being ‘Vinir Engineering Private Limited’.

2. Fresh certificate of incorporation dated November 19, 2024, issued by the Registrar of Companies, Central Processing Centre upon conversion to a public limited company and consequential change in our name from ‘Vinir Engineering Private Limited’ to ‘Vinir Engineering Limited’.

3. The Corporate Identity Number(CIN) of our Company is ‘U74210KA1983PLC005477’.

For further *details of the incorporation of our Company, see “History and Certain Corporate Matters – Brief History of our Company*” on page 187.

b) Tax related approvals

1. The permanent account number of our Company is AAACV6507A, issued by the Income Tax Department under the Income Tax Act.

2. The tax deduction account number of our Company is BLRV00374D, issued by the Income Tax Department under the Income Tax Act.

3. GST registration certificates issued by the Government of India and the state governments for GST payments in states where our business operations are situated, as provided below:

State	Registration Number
Karnataka	29AAACV6507A1ZL
Tamil Nadu	33AAACV6507A1ZW

4. Importer-Exporter Code issued by Office of the Additional Director General of Foreign Trade, Bengaluru under the Foreign Trade (Development and Regulation) Act, 1992.

All above-mentioned approvals are in the erstwhile name of the Company i.e. Vinir Engineering Private Limited.

c) Regulatory Approvals

1. The LEI code number of our Company is 335800HJWK2PCDFEHU38, granted by the Legal Entity Identifier India Limited. The code is valid till May 29, 2025.

   The abovementioned approval is in the erstwhile name of the Company i.e. Vinir Engineering Private Limited.

d) Labour and employee related approvals

1. Our Company has obtained registrations under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, and Employees State Insurance Act, 1948, for Unit I, II and III.

2. Certificate of Registration under Contract Labour (Regulation and Abolition) Act, 1970 for Unit I, Unit II, Unit III.

3. Certificate of Registration and Certificate of Enrolment issued under the Karnataka Tax on Professions, Trades, Callings and Employments Act, 1976 for Unit I

   All above-mentioned approvals are in the erstwhile name of the Company i.e. Vinir Engineering Private Limited.

e) Material Approvals in relation to our business and operations

1. Unit I

i. License issued under the Factories Act, 1948. The License is valid till December 31, 2028.

ii. Office order for sanction of 1 x 320 KVA generator set.

iii. Certificate of stability as per The Karnataka Factories Rules, 1969. The Certificate is valid till February 16, 2025;

iv. Consent to establish

v. Combined consent to operate under the Water (Prevention and Control of Pollution) Act, 1974 and emission under Air (Prevention and Control of Pollution) Act, 1981 issued by the Karnataka State Pollution Control Board. The Consent is valid till September 31, 2031;

vi. Authorization under Hazardous & Other Wastes (Management & Transboundary Movement) Rules, 2016 issued by the Karnataka State Pollution Control Board. The Authorization is valid till September 30, 2029.

vii. Allotment of Entrepreneur's Memorandum Part-II bearing no. 290201300015 to Company's Unit I. It is valid until cancelled.

viii. Certificate of verification issued under The Karnataka Legal Metrology (Enforcement) Rules, 2021. The Certificate is valid till May 28, 2025.

2. Unit II

i. License issued under the Factories Act, 1948. The License is valid till December 31, 2026.

ii. Certificate of registration of captive generating plant.

iii. Certificate of stability as per Rule 12B (3) of Tamil Nadu Factories Rules, 1950. The certificate is valid till February 09, 2025;

iv. Consent to establish

v. Combined consent to operate under the Water (Prevention and Control of Pollution) Act, 1974 and emission under Air (Prevention and Control of Pollution) Act, 1981 issued by Tamil Nadu Pollution Control Board. The Consent is valid till March 31, 2027;

vi. Authorization under Hazardous & Other Wastes (Management & Transboundary Movement) Rules, 2016 issued by Tamil Nadu Pollution Control Board. The Authorization is valid till March 31, 2027;

vii. Fire License granted under Tamil Nadu Fire & Rescue Services Act, 1985.

viii. Certificate of verification issued under The Tamil Nadu legal Metrology (Enforcement) Rules, 2011. The Certificate is valid till December 05, 2025.

3. Unit III

i. License issued under the Factories Act, 1948. The License is valid December 31, 2026.

ii. Certificate of stability as per Rule 12B (3) of Tamil Nadu Factories Rules, 1950. The Certificate is valid till August 21, 2027;

iii. Consent to establish

iv. Combined consent to operate under the Water (Prevention and Control of Pollution) Act, 1974 and emission under Air (Prevention and Control of Pollution) Act, 1981 issued by Tamil Nadu Pollution Control Board. The Consent is valid till March 31, 2031;

v. Authorization under Hazardous & Other Wastes (Management & Transboundary Movement) Rules, 2016 issued by Tamil Nadu Pollution Control Board. The Authorization is valid till March 31, 2027;

vi. Fire License granted under Tamil Nadu Fire & Rescue Services Act, 1985. The License is valid till March 27, 2025;

vii. Health clearance (NOC) for civil structures of the Industry and Installation of machineries issued by Department of Public Health and Preventive Medicine. The clearance is valid till March 17, 2025;

ix. Certificate of verification issued under The Tamil Nadu legal Metrology (Enforcement) Rules, 2011. The Certificate is valid till February 04, 2025.

All above-mentioned approvals are in the erstwhile name of the Company i.e. Vinir Engineering Private Limited.

III. **Material Approvals expired and yet to be applied for renewal**

The Company is yet to apply for renewal of License under Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 for Unit II and Unit III

Material Approvals or renewals applied for but not received

Nil

IV. **Material Approvals required but not applied for or obtained**

The Company is yet to apply for License under Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 for Unit I

Intellectual Property

For details in relation to our intellectual property, see "*Our Business – Intellectual Property*" on page 179 and for risks associated with our intellectual property, see "*Risk Factors - Our inability to protect or use our intellectual property rights may adversely affect our business. We may also unintentionally infringe upon the intellectual property rights of others, any misappropriation of which could harm our competitive position.*" on page 38.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer has been authorised by our Board pursuant to a resolution passed at its meeting held on January 12, 2025. Further, our Board has taken on record the consent of the Promoter Selling Shareholder to participate in the Offer for Sale pursuant to a resolution dated January 12, 2025. This Draft Red Herring Prospectus has been approved pursuant to a resolution passed by the Board on January 17, 2025.

The Promoter Selling Shareholder has confirmed and approved his participation in the Offer for Sale in relation to his portion of Offered Shares, as follows:

Name of the Promoter Selling Shareholder	Maximum number/amount of Equity Shares of ₹ 2 each offered in the Offer for Sale	Date of consent letter
Nitesh Gupta	Up to 53,300,000 Equity Shares	January 11, 2025

The Promoter Selling Shareholder has specifically confirmed that the Offered Shares have been held by him for a period of at least one year prior to the filing of this Draft Red Herring Prospectus in accordance with Regulation 8 and other provisions of the SEBI ICDR Regulations, to the extent applicable as on the date of this Draft Red Herring Prospectus and therefore eligible for being offered for sale as part of the Offer.

In-principle listing approvals

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by SEBI or other Governmental Authorities

Our Company, Promoters, Directors, members of our Promoter Group, the Promoter Selling Shareholder, the persons in control of our Promoters, or our Company are not prohibited from accessing the capital markets or debarred frombuying, 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.

Our Directors and Promoters are not directors or promoters of any company which is debarred from accessing the capital markets by SEBI.

Our Company, Promoters and Directors have not been declared as Wilful Defaulters.

Our Company, Promoters and Directors have not been declared as a 'Fraudulent Borrower' in terms of the circularno. RBI/DBS/2016-17/28 dated July 1, 2016 issued by the Reserve Bank of India, and the SEBI ICDRRegulations.

Our Promoters or Directors have not been declared as Fugitive Economic Offenders.

Other confirmations

There are no findings or observations from any of the inspections by SEBI or any other regulatory body in relation to our Company which are material and need to be disclosed, or non-disclosure of which may have a bearing on the investment decisions of Bidders, except as disclosed in this Draft Red Herring Prospectus.

There are no conflicts of interest between suppliers of raw materials and third-party service providers crucial forthe operations of our Company, and Promoters, Promoter Group, Key Managerial Personnel, Directors, or the Group Company and its directors.

There are no conflicts of interest between lessors of immovable properties crucial for the operations of our Company, and our Company, Promoters, Promoter Group, Key Managerial Personnel, Directors, or the Group Company and its directors.

There have been no inspections of our Company by SEBI or any other regulatory authority governing the operations of the Company.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, Promoters, members of our Promoter Group and the Promoter Selling Shareholder, severally and not jointly, are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable to each of them in relation to our Company, as on the date of this Draft Red Herring Prospectus.

Directors associated with the securities market

None of our Directors are associated with the securities market in any manner including securities market relatedbusiness. Further, no outstanding action has been initiated against any of our Directors by SEBI in the five years preceding the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 6(1) of the SEBI ICDR Regulations as set out under the eligibility criteria calculated in accordance with the Restated Financial Statement, as indicated below:

- Our Company has had net tangible assets of at least ₹30.00 million, calculated on a restated basis, in each of the preceding three full years (of 12 months each) (i.e. Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022), of which not more than 50% are held in monetary assets;

- Our Company has an average operating profit of at least ₹150.00 million, calculated on a restated basis, during the preceding three years (of 12 months each) (i.e. Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022), with operating profit in each of these preceding three years;

- Our Company has a net worth of at least ₹10.00 million in each of the preceding three full years (of 12 months each) (i.e. Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022), calculated on a restated basis; and

- Our Company has not changed its name in the last one year, other than the deletion of the word "Private" from the name of our Company, pursuant to its conversion from a private limited company to a public limited company.

Our Company's net tangible assets, monetary assets, monetary assets as a percentage of the net tangible assets, operating profits and net worth, derived from the Restated Financial Statements included in this Draft Red Herring Prospectus as at, and for the last three years ended March 31, are set forth below:

(₹ in million, unless otherwise stated)

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Restated Net Tangible Assets (A)(1)	1,112.29	1,067.95	805.60
Restated monetary assets (B)(2)	44.93	43.60	126.71
Restated monetary assets as a percentage of the restated net tangible assets (B)/(A)(%)	4.04	4.08	15.73
Pre-tax operating profit (C)(4)	415.03	344.21	176.47
Net Worth (D)(3)	1,086.85	1,056.53	791.98

Notes:

(1) *'Net tangible assets' means the sum of all net assets of the Company, excluding intangible assets as defined in Indian Accounting Standard (Ind AS) 38 and deferred tax assets as defined in Ind AS 12 and excluding the impact of deferred tax liabilities as defined in Ind AS 12 issued by Institute of Chartered Accountants of India.*

(2) *'Monetary assets' is the aggregate of cash on hand and balance with banks (including other bank balances and interest accrued thereon).*

(3) *Net Worth means 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, in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations*

(4) *'Operating Profit' has been calculated as profit before finance costs, other non-operating income, exceptional item and tax expenses.*
The average restated operating profit of the Company for the and preceding three fiscals i.e. 2024,2023 and 2022 is ₹ 311.90 million.

Our Company confirms that it is 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 Bidders to whom the Equity Shares will be Allotted will be not less than 1,000, failing which the entire application monies shall be refunded forthwith in accordance with the SEBI ICDR Regulations and other applicable laws.

The status of compliance of our Company with the conditions as specified under Regulations 5 and 7(1) of theSEBI ICDR Regulations are as follows:

(i) Our Company, Promoters, members of our Promoter Group, Directors and the Promoter Selling Shareholder are not debarred from accessing the capital markets by SEBI;

(ii) The companies with which our Promoters or Directors are associated as a promoter or director are notdebarred from accessing the capital markets by SEBI;

(iii) Neither our Company, nor our Promoters or Directors is a Wilful Defaulter or Fraudulent Borrower;

(iv) None of our Promoters or Directors have been declared as a Fugitive Economic Offender;

(v) There are no outstanding warrants, options or rights to convert debentures, loans or other instruments into, or any other right which would entitle any person with any option to receive Equity Shares as on the date of this Draft Red HerringProspectus;

(vi) Our Company along with Registrar to the Offer has entered into tripartite agreements dated October 11, 2024 and November 26, 2024 with NSDL and CDSL, respectively, for dematerialisation of the Equity Shares.

(vii) All the Equity Shares held by our Promoters are in dematerialised form;

(viii) 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;

(ix) 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.

(x) Our Company has appointed [●] as the Designated Stock Exchange.

Our Company will ensure compliance with Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SECURITIES AND EXCHANGE BOARD OF INDIA SHOULD NOT, IN ANY WAY,BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI.SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FORTHE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFTRED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER, BEING PANTOMATH 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 OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS AND THE PROMOTER SELLING SHAREHOLDER WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY HIM IN THIS DRAFT REDHERRING PROSPECTUS IN RELATION TO HIMSELF AND THE OFFERED SHARES, THE BOOK RUNNING LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE PROMOTER SELLING SHAREHOLDER DISCHARGE THEIR RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED, HAS FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED JANUARY 17, 2025 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 THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, OR FROM THEREQUIREMENT

OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TOTAKE 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 Offer will be complied with at the time of filing of the Red Herring Prospectus with the Registrar of Companies in terms of Section 32 of the Companies Act, 2013 and at the time offiling 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, the Directors, the Promoter Selling Shareholder and the Book Running Lead Manager

Our Company, the Promoter Selling Shareholder, 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 https://vinirforge.org , or the respective websites of any affiliate of our Company would be doing so at his or her own risk. It is clarified that neither the Promoter Selling Shareholder, nor its directors, affiliates, associates and officers, accept and/or undertake any responsibility for any statements made or undertakings provided other than those made or undertaken by the Promoter Selling Shareholder in relation to itself and its portion of the Offered Shares.

The Book Running Lead Manager accept no responsibility, save to the limited extent as provided in the Offer Agreement, and as will be provided for in the Underwriting Agreement.

All information shall be made available by our Company, the Promoter Selling Shareholder, severally and not jointly (to the extent the information pertains to such Promoter Selling Shareholder and its portion of Offered shares) and the Book Running Lead Manager to the Bidders 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.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder, the Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Promoter Selling Shareholder, the Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The Book Running Lead Manager and its associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, the Promoter Selling Shareholder, their respective affiliates or 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, the Promoter Selling Shareholder, their respective group companies, affiliates or 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

The Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, as amended, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, domestic Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in equity shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, multilateral and bilateral development financial institutions, state industrial development corporations, insurancecompanies registered with IRDAI, provident funds (subject to applicable law) and pension funds, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, systemically important NBFCs registered with the RBI) and permitted Non-Residents including FPIs and Eligible NRIs and AIFs that are eligible under all applicablelaws and regulations to purchase the Equity Shares.

This Draft Red Herring Prospectus does not constitute an offer to sell or an invitation to subscribe to Equity Sharesoffered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Bangalore, India only.

This Draft Red Herring Prospectus does not constitute an invitation to subscribe to or purchase the Equity Sharesin the Offer in any jurisdiction, including India. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India.

No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be requiredfor that purpose, except that this Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft 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 theaffairs of our Company or the Promoter Selling Shareholder since the date hereof or that the information contained hereinis correct as of any time subsequent to this date.

Eligibility and Transfer Restrictions

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States. Accordingly, the Equity Shares are being offered and sold outside of the United States in offshore transactions as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the 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 suchjurisdiction, except in compliance with the applicable laws of such jurisdiction

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus will 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 the RoC filing.

Disclaimer Clause of NSE

As required, a copy of this Draft Red Herring Prospectus will 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 the RoC filing.

Listing

The Equity Shares offered 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 for listing and trading of the Equity Shares. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges are taken within three Working Days from the Bid/ Offer Closing Date or within such other period as may be prescribed.

If our Company does not Allot the Equity Shares within two Working Days from the Bid/Offer Closing Date or within such timeline as prescribed by SEBI, all amounts received in the Public Offer Accounts will be transferred to the Refund Account and it shall be utilised to repay, without interest, all monies received from Bidders, failing which interest shall be due to be paid to the Bidders as prescribed under applicable law.

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. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within three Working Days from the Bid/ Offer Closing Date or such period as may be prescribed by SEBI. The Promoter Selling Shareholder confirms that he shall extend reasonable support and co-operation (to the extent of his portion of the Offered Shares) as required by law for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares on the Stock Exchanges within three Working Days from the Bid/Offer Closing Date, or within such other period as may be prescribed.

Consents

Consents in writing of the Promoter Selling Shareholder, our Directors, our Company Secretary and Compliance Officer, Legal Counsel to our Company as to Indian law, Bankers to our Company, the Book Running Lead Manager, Registrar to the Offer, Frost and Sullivan (India) Private Limited, in their respective capacities, have been obtained, and such consents have not been withdrawn as of the date of this Draft Red Herring Prospectus. Further, consents in writing of the Syndicate Members, Escrow Collection Bank(s)/Refund Bank(s)/ Public Offer Account/ Sponsor Banks, to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus for filing with the RoC.

Experts to the Offer

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

Our Company has received written consent dated January 17, 2025, from our Statutory Auditors, M/s. P K Rungta & Co., Chartered Accountants, who hold a valid peer review certificate dated December 26, 2024, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of (i) the examination report dated January 12, 2025 on the Restated Financial Statements; and (ii) the Statement of Possible Tax Benefits dated January 17, 2025, included in this Draft Red Herring Prospectus and such consents have 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.

Our Company has received written consent dated December 20, 2024 from Gangadhara.H.M.Gowda, Independent Chartered Engineer to include their name as required under Section 26(5) of the Companies Act, 2013 read with the 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 an Independent Chartered Engineer in respect of the certificate and issued by them and 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" herein shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated January 16, 2025 from SNR & Associates, practicing company secretaries, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, as an "expert" as defined under Section 2(38) of Companies Act, 2013 to the extent and in their capacity as a practicing company secretary in respect of the search report dated January 14, 2025, issued by them and 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" herein shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus. It is clarified, 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 by our Company during the last five years

Our Company has not undertaken any rights issue (as defined under the SEBI ICDR Regulations) in the five yearspreceding the date of this Draft Red Herring Prospectus.

Further, our Company has not undertaken any public issue in the last five years preceding the date of this Draft Red Herring Prospectus.

Capital issue by our Company, listed group company during the preceding three years

Other than as disclosed in "*Capital Structure – Notes to the Capital Structure - Share capital history of our Company*" on page 65 and as applicable, our Company has not made any capital issues during the three years preceding the date of this Draft Red Herring Prospectus.

As on the date of this draft red herring prospectus, our Company does not have any listed group company.

Stock market data of the Equity Shares

This being the initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on anystock exchange as on the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Commission or brokerage on previous issues in the last five years

Since this is the initial public offering of Equity Shares, no sum has been paid or has been payable as commissionor brokerage for subscribing to or procuring or agreeing to procure subscription for the Equity Shares in the last five years.

Performance vis-à-vis objects – Public/ rights issue of our Company during the last five years

Our Company has not undertaken any public issue or rights issue (as defined in SEBI ICDR Regulations) in the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects –Last issue of Subsidiaries or Promoters

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiaries or corporate promoters.

Price information of past issues handled by the Book Running Lead Manager (during the current Financial Year and two Financial Years preceding the current Financial Year)

Sr. No	Issue Name	Issue Size (₹ million)	Issue Price (Rs.)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Sah Polymers Limited	663.00	65.00	January 12, 2023	85.00	-4.24% (-0.01%)	-12.11% (-1.14%)	13.59% (8.39%)
2.	Urban Enviro Waste Management limited	114.20	100.00	June 22, 2023	141.00	- 27.66% (5.19%)	-5.39% (6.02%)	185.99% (14.10%)
3.	Aeroflex Industries Limited	3510.00	108.00	August 31, 2023	197.40	-22.59% (1.54%)	-19.12% (2.07%)	-25.73% (12.28%)
4.	Vishnu Prakash R Punglia Limited	3086.00	99.00	September 05, 2023	165.00	0.67% (-0.71%)	24.12% (3.54%)	7.58% (14.32%)
5.	Plaza Wires Limited	712.80	54.00	October 12, 2023	76.00	52.89% (-1.36%)	40.33% (8.85%)	24.87% (14.51%)
6.	Transteel Seating Technologies Limited	499.80	70.00	November 06, 2023	88.90	3.82% (7.44%)	2.36% (12.58%)	-25.42% (15.78%)
7.	SAR Televenture Limited	247.50	55.00	November 08, 2023	105.00	78.67% (7.50%)	186.86% (11.97%)	101.48% (15.60%)
8.	Kronox Lab Sciences Limited	1,301.52	136.00	June 10, 2024	164.95	-3.61% (5.05%)	4.41% (6.85%)	23.00% (6.00%)
9.	Sanstar Limited	5,101.50	95.00	July 26,2024	109.00	22.88% (-0.05%)	11.34% (-1.61%)	-

10.	SAR Televenture Limited-Composite Issue	4499.93	210.00	July 29,2024	225.05	49.43% (0.73%)	38.30% (-2.64%)	-

Sources: *All shares price data are taken from www.bseindia.com and www.nseindia.com*

Note:

1. The BSE Sensex and CNX Nifty are considered as the Benchmark Index.
2. Prices on BSE/NSE are considered for all of the above calculations.
3. In case the 30th /90th /180th day is a holiday, closing price on BSE/NSE of the previous trading day has been considered.
4. In case 30th /90th /180th days, scrips are not traded then closing price on BSE/NSE of the previous trading day has been considered.

Summary statement of price information of past public issues (during the current Financial Year and two Financial Years preceding the current financial year)

Fiscal	Total no. of IPOs	Total funds raised (in ₹ million)	No. of IPOs trading at discount on 30th Calendar day from listing date			No. of IPOs trading at premium on 30th Calendar day from listing date			No. of IPOs trading at discount on 180th Calendar day from listing date			No. of IPOs trading at premium on 180th Calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
22-23	1	663.00	-	-	1	-	-	-	-	-	-	-	-	1
23-24	6	8170.3	-	1	1	2	-	2	-	2	-	2	-	2
24-25*	3	10902.95	-	-	1	-	1	1	-	-	-	-	-	1

**Upto January 17, 2025*

Track record of past issues handled by the BRLM

For details regarding the track record of the BRLM, as specified under Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, see the website of the BRLM mentioned below.

S. No.	Name of the Book Running Lead Manager	Website
1.	Pantomath Capital Advisors Private Limited	www.pantomathgroup.com

For further details in relation to the BRLM, see "*General Information – Book Running Lead Manager*" on page 59.

Mechanism for redressal

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares to enable the Bidders to approach the Registrar to the Offer for redressal of their grievances.

All grievances, other than of Anchor Investors may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving full details such as name ofthe sole or First Bidder, ASBA Form number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blockedor the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of ASBA Form and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. All grievances relating to Bidssubmitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer.

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

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding four Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of theBid Amount or the entire duration of delay exceeding three Working Days from the Bid / Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in its sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

In terms of SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuantto SEBI circular bearing number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and amended by the SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part ofany 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 whichthe 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 bearing number 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 BRLM, 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.

The following compensation mechanism has become applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issues opening on or after May 1, 2021, 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 BidAmount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges tillthe 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 amount than the BidAmount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and 2. ₹ 100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds tothe excess of the Bid Amount wereblocked till the date of actual unblock
Delayed unblock for non – Allotted/partially Allotted applications	₹ 100 per day or 15% per annum of the BidAmount, whichever is higher	From the Working Day subsequent to the finalisation 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 ₹ 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.

Our Company, the Promoter Selling Shareholder and the Book Running Lead Manager and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

For helpline details of the Book Running Lead Manager pursuant to the SEBI circular bearing number SEBI/HO/CFD/DIL-2/OW/P/2021/2481/1/M dated March 16, 2021, see "*General Information – Book Running Lead*

Manager" on page 59 .

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.

All grievances relating to Bids submitted with Registered Brokers may be addressed to the Stock Exchanges witha copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders. Our Company, the Promoter Selling Shareholder, the Book Running Lead Manager and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligationsunder the SEBI ICDR Regulations. Bidders can contact our Company Secretary and Compliance officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint, provided however, in relation to complaints pertaining to blocking/unblocking of funds, investor complaints shall be resolved on 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. The Promoter Selling Shareholder, specifically, has authorised our Compliance Officer and the Registrar to the Offer to redress any complaints received from Bidders in respect of its portion of the Offered Shares.

Our Company has also appointed Pradeep Kumar Chamaria, Company Secretary of our Company, as the Compliance Officer for the Offer. For further details, see "*General Information*" on page 57.

Our Company has constituted a Stakeholders' Relationship Committee comprising Muthumanickam Matheswaran as its Chairperson, and Madhukar Anand and Nitesh Gupta as its members which is responsible for redressal of grievances of security holders of our Company. For further details on the Stakeholders' Relationship Committee, see "*Our Management – Committees of the Board – Stakeholders' Relationship Committee*" on page 202.

Our Company shall obtain authentication on the SCORES in terms of the SEBI circular bearing number CIR/OIAE/1/2013 dated April 17, 2013 read with SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2021/642 dated October 14, 2021 and shall comply with SEBI circular bearing number CIR/OIAE/1/2014 dated December 18, 2014 and SEBI Circular SEBI/HO/OIAE/IGRD/P/CIR/2022/0150 dated November 7, 2022 in relation to redressal of investor grievances through SCORES.

Our Company has not received any investor grievances in the last three Fiscals prior to the filing of this Draft Red Herring Prospectus. As on the date of this Draft Red Herring Prospectus there are no outstanding investor grievances.

Our Company does not have any listed group company.

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

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

Other confirmations

No person connected with the Offer shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Offer, except for fees or commission for services rendered in relation to the Offer.

SECTION VII: OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered and Allotted and transferred pursuant to the Offer shall be subject to theprovisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, the MoA, AoA, SEBI Listing Regulations, the terms of the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in other documents/ certificates that may be executed in respect of the Offer. The Equity Shares shallalso be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital,offer for sale and listing and trading of securities issued from time to time by SEBI, the Government of India, theStock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the RBI, the Government of India, the Stock Exchanges, the RoC and/or any other governmental, statutory or regulatory authorities while granting its approval for the Offer, to the extent and for such time as these continue to be applicable.

The Offer

The Offer comprises of an Offer for Sale by the Promoter Selling Shareholder. For detailsin relation to the sharing of Offer expenses, see "*Objects of the Offer*" on page 81.

Ranking of Equity Shares

The Equity Shares being offered and transferred in the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SEBI Listing Regulations, SCRA, SCRR, our MoA and AoA, and shallrank *pari passu* with the existing Equity Shares in all respects including dividends. The Allottees upon Allotment of Equity Shares under the Offer will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, see "*Description of Equity Shares and Terms of the Articles of Association*" on page 359.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, our Articles of Association and provisions of the SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by ourCompany after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been Allotted or transferred Equity Shares pursuant to the Offer, for the entire year, in accordance with applicable laws. For further details in relation to dividends, see "*Dividend Policy*" and "*Description of Equity Shares and Terms of the Articles of Association*" on pages 215 and 359, respectively.

Face Value, Offer Price, Floor Price and Price Band

The face value of Equity Share is ₹ 2 each. The Floor Price is ₹ [●] per Equity Share and the Cap Price is ₹ [●] per Equity Share, being the Price Band. The Anchor Investor Offer Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot will be decided by our Company in consultation with the Book Running Lead Manager and shall be advertised in [●] editions of [●], an English national daily newspaper, all editions of[●], a Hindi national daily newspaper and [●] editions of [●], a Kannada daily newspaper (Kannada being the regional language of Bangalore, Karnataka, where our Registered Office is located), at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock 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 theCap Price, shall be pre-filled in the Bid cum Application Forms available on the respective websites of the Stock Exchanges.The Offer Price shall be determined by our Company, in consultation with the Book Running Lead Manager after the Bid/ Offer Closing Date.

At any given point of time there shall be only one denomination of Equity Shares, unless otherwise permitted bylaw. There are no outstanding equity shares of the Company having superior voting rights compared to the EquityShares.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or 'e-voting', in accordance with the provisions ofthe Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability of their Equity Shares, subject to applicable laws including any RBI rulesand regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations and our Articles of Association.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission, consolidation or sub-division, see "*Description of Equity Shares and Terms of the Articles of Association*" on page 359.

Allotment only in Dematerialised Form

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form (i.e. not in the form of physical certificates and be represented by the statement issued through the electronic mode). As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges.

In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated November 26, 2024, amongst our Company, CDSL and the Registrar to the Offer; and
- Tripartite agreement dated October 11, 2024, between our Company, NSDL and the Registrar to the Offer.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will be only in dematerialised and electronic form in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares. For further details on the Basis of Allotment, see "*Offer Procedure*" on page 337.

Jurisdiction

The courts of Bangalore, India will have exclusive jurisdiction in relation to the Offer.

Joint Holders

Subject to the provisions contained in our Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they shall be entitled to hold the same as joint tenants with benefits of survivorship.

Nomination facility to Bidders

In accordance with Section 72 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole Bidder, 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 allthe 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 modified 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 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is aminor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale, transfer or alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or modified by nominating any other person in place of the present nominee, by the holder of the Equity Shares who made the nomination, by giving a notice of such cancellation or variation to our

Company. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed formavailable on request at our Registered Office or to the registrar and transfer agent of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by our Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or

b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself orherself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividends, interests, bonuses or other monies payable in respect ofthe Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialised mode there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant ofthe Bidder would prevail. If the Bidder wants to change their nomination, they are requested to inform their respective Depository Participant.

Withdrawal of the Offer

Our Company, in consultation with the Book Running Lead Manager reserve the right not to proceed with the entire or portion of the Offer or any reason at any time after the Bid/Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The Book Running Lead Manager, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Banks (in case of UPI Bidders using the UPI Mechanism), to unblock the bank accounts of the ASBA Bidders and the Escrow Collection Bank to release the Bid Amounts to the Anchor Investors, within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which the Equity Shares are proposed to be listed. In terms of the UPI Circulars, in relation to the Offer, the Book Running Lead Manager will submit reports of compliance with the applicable listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.Further, in case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked throughthe UPI Mechanism) exceeding two Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding two Working Days fromthe Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entityresponsible for such delay in unblocking.

Notwithstanding the foregoing, the Offer 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 RoC approval of the Prospectus after it is filed with the RoC. If our Company, in consultation with the Book Running Lead Manager withdraw the Offer after the Bid/ Offer Closing Date and thereafter determine that they will proceed with a publicoffering of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI and the StockExchanges.

Bid/ Offer Programme

BID/ OFFER OPENS ON	[●] (1)
BID/ OFFER CLOSES ON	[●] (2)

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

(2) *Our Company, in consultation with the Book Running Lead Manager may consider closing the Bid/ Offer Period for QIBs one day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations.*

(3) *UPI mandate end time and date shall be at 5:00 pm on Bid/Offer Closing Date, i.e. [●].*

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

Event	Indicative Date
Finalisation 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 depository accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

** In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/ Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹ 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 in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding two Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated pursuant to SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (to the extent these have not been rescinded by the SEBI master circular bearing number SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, and SEBI master circular bearing reference number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094, dated June 21, 2023), which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable. The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.*

The above timetable is indicative and does not constitute any obligation or liability on our Company or the Promoter Selling Shareholder or the Book Running Lead Manager.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within such time as prescribed by SEBI, the timetable may be subject to change due to various factors, such as extension of the Bid/ Offer Period by our Company, in consultation with the Book Running Lead Manager, revision of the Price Band or delay in receipt of final certificates from SCSBs, etc resulting in 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 Offer, the Book Running Lead Manager will be required to submitreports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listingprocedure within such time as prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result inchanges to the listing timelines. Further, the Offer procedure is subject to change to any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“**IST**”)
Bid/Offer Closing Date*	
Submission of electronic applications (online ASBA through 3-in-1 accounts) – For RIBs	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of electronic applications (bank ASBA through online channels like internet banking, mobile banking and Syndicate ASBA applications through UPI Mechanism where Bid Amount is up to ₹0.50 million)	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 NIBs)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of physical applications (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 of QIBs and NIBs)	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ Revision/cancellation of Bids	

Bid/Offer Period (except the Bid/Offer Closing Date)	
Upward revision of Bids by QIBs and NIB categories#	Only between 10.00 a.m. and up to 4.00 p.m. IST
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 and date shall be at 5:00 pm on the Bid/Offer Closing Date.*
 # QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their Bids.

On the Bid/ Offer Closing Date, the Bids shall be uploaded until:

(i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

(ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIBs.

On Bid/ Offer Closing Date, extension of time will be granted by Stock Exchanges only for uploading Bids received from the 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 Offer shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/ Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the Book Running Lead Manager and the RTA on a daily basis, as per the format prescribed in SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

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 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/ Offer Closing Date, Bidders are advised tosubmit their Bids one day prior to the Bid/ Offer Closing Date and in any case no later than 1:00 p.m. IST on theBid/ Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautionedthat, in the event a large number of Bids are received on the Bid/ Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids and any revision in Bids will be accepted only during Working Days. 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 andpublic 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/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing. None of our Company, the Promoter Selling Shareholder or any member of the Syndicate is liable for any failure in uploading the Bids due to faults in any software or hardware system or otherwise or blocking of application amount by SCSBs on receipt of instructions from the Sponsor Banks due to any errors, omissions, or otherwise non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in the UPI Mechanism.

In case of any 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 shall be taken as the final data for the purpose of Allotment.

Our Company, in consultation with the Book Running Lead Manager, reserve the right to revise the Price Band during the Bid/ Offer Period in accordance with the SEBI ICDR Regulations. The revision in the Price Band shallnot exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly, but the Floor Price shall not be less than the face value of the EquityShares. In all circumstances, the Cap Price shall be less than or equal to 120% of the Floor Price. Provided that the Cap Price of the Price Band shall be at least 105% of the Floor Price.

In case of any revision to the Price Band, the Bid/ Offer Period will be extended by at least three additionalWorking Days following such revision of the Price Band, subject to the Bid/ Offer Period not exceeding 10Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company in consultation with

the BRLM may, for reasons to be recorded in writing, extend the Bid/ OfferPeriod for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Offer Period, if applicable, 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 Syndicate Members and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Banks, as applicable.

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

As this is an Offer for Sale by the Promoter Selling Shareholder, the requirement of minimum subscription of 90% of the Offer under the SEBI ICDR Regulations is not applicable to this Offer. However, (i) if our Company does not receive the minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR, including through the devolvement of Underwriters, within such period as prescribed under applicable law;(ii) the subscription level falls below aforesaid minimum subscription after the Bid/ Offer Closing Date due to withdrawal of Bids or technical rejections or any other reason; (iii) if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares offered pursuant to the Offer documents, the Promoter Selling Shareholder, shall, forthwith refund the entire subscription amount received within such period as prescribed by SEBI. If there is a delay in refunding the amount beyond such period, our Company becomes liable to pay the amount, our Company and every Director of the company who is an officer in default shall pay interest at such rate as required under applicable law. The Promoter Selling Shareholder shall reimburse, any expense and interest incurred by our Company on behalf of the Promoter Selling Shareholder for any delays in making refunds as required under the Companies Act and any other applicable law, provided that the Promoter Selling Shareholder shall not be responsible or liable for payment of such expenses or interest, unless such delay is caused solely by, or is directly attributable to, an act or omission of the Promoter Selling Shareholder in relation to the Offered Shares.

Undersubscription, if any, in any category except the QIB portion, would be met with spill-over from the other categories at the discretion of our Company, in consultation with the Book Running Lead Manager, and the Designated Stock Exchange.

Further, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000 in compliance with Regulation 49(1) of SEBI ICDR Regulations failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. 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 dematerialised form only, and the market lot for our Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

New Financial Instruments

Our Company is not issuing any new financial instruments through the Offer.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for the lock-in of the pre-Offer equity share capital of our Company, lock-in of the Promoters' minimum contribution and the Anchor Investor lock-in as provided in "*Capital Structure*" on page 65, and except as provided in our Articles of Association, there are no restrictions on transfer or transmission of Equity Shares and their consolidation or sub-division. For further details see "*Description of Equity Shares and Terms of the Articlesof Association*" on page 359.

OFFER STRUCTURE

The Offer is of up to 53,300,000 Equity Shares of face value of ₹ 2 each, for cash (including a share premium of ₹ [●] per Equity Share) aggregating up to ₹ [●] million by the Promoter Selling Shareholder. The Offer will constitute [●] % of the post-Offer paid-up Equity Share capital of our Company.

The Offer is being made through the Book Building Process, in compliance with Regulation 6(1) of the SEBI ICDR Regulation.

Particulars	QIBs(1)	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment/ allocation * (2)	Not more than [●] Equity Shares of face value ₹ 2 each	Not less than [●] Equity Shares of face value ₹ 2 each available for allocation or Offer less allocation to QIB Biddersand RIBs	Not less than [●] Equity Shares of face value ₹ 2 each available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer Size available for Allotment/ allocation	Not more than 50% of the Offer shall be available for allocation to QIBs. However, up to 5% of the Net QIB Portion (excluding AnchorInvestor 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 QIBs in the remaining Net QIB Portion.	Not less than 15% of the Offer or the Offer less allocation to QIB Biddersand RIBs will be available for allocation subject to the following: Further, one-third of the Non-Institutional Portion will be made available for allocation to Bidders witha Bid size of more than ₹0.20 million and up to ₹1.00 million and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with a Bid size of more than ₹1.00 million and under-subscription in either of these two subcategories of the Non- Institutional Portion may be allocated to Bidders in the other subcategory of the Non-Institutional Portion inaccordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price	Not less than 35% of the Offer or Offer less allocation to QIBs and Non-Institutional Bidders will be available for allocation
Basis of Allotment/ allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): (a) [●] Equity Shares of face value ₹ 2 each shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) [●] Equity Shares of face value ₹ 2 each shall be allotted on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.	The Equity Shares available for allocation to Bidders in the Non-Institutional Portion shall be subject to the following: (a) One-third of the Non-Institutional Portion shall be available forallocation to Bidders with anapplication size more than ₹0.20 million upto ₹1.00 million; and (b) Two-thirds of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹1.00 million.	Allotment 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 allotted on a proportionate basis. For detailssee, "*Offer Procedure*" on page 337.

	Up to 60% of the QIB Portion Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to domestic Mutual Funds only, subject to valid Bid received from domestic Mutual Funds at or above the Anchor Investor Allocation Price.	Provided that the unsubscribed portion in either of these two sub-categories of Non-Institutional Portion may be allocated to the Bidders in the other sub-category of Non-Institutional Portion in accordance with SEBI ICDR Regulations. The allotment to each Non-Institutional Bidder shall not be less than the Minimum Non-Institutional Bidder Bid Size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis, in accordance withSEBI ICDR Regulations	
Minimum Bid	Such number of Equity Shares and in multiples of [●] Equity Shares of face value ₹ 2 each so that the Bid Amount exceeds ₹ 0.20 million	Such number of Equity Shares and in multiples of [●] Equity Shares of face value ₹ 2 each so that the Bid Amountexceeds ₹ 0.20 million	[●] Equity Shares.
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares of face value ₹ 2 each so that the Bid does not exceed the size of the Offer (excluding the Anchor Investor Portion), subject to applicable limits, applicable to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares of face value ₹ 2 each so that the Bid does not exceed the size of the Offer, (excludingthe QIB Portion), subject to applicable limits, applicable to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares of face value ₹ 2 each so that the Bid Amount does notexceed ₹ 0.20 million
Who can apply(3) (5)	Public financial institutions as specified in Section 2(72) of the Companies Act, 2013, scheduled commercial banks, Mutual Funds, FPIs (other than individuals, corporate bodies and family offices), 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 ₹250 million, pension funds with minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under subsection (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the GoI through resolution F. No.2/3/2005-DDII dated	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta),companies, corporate bodies, scientific institutions societies and trusts, and FPIs who are individuals, corporate bodies and family offices which are classified as Category II FPIs and registeredwith SEBI	Resident Indian Individuals, Eligible NRIs and HUFs (in the name of Karta)

	November 23, 2005, 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 NBFCs in accordance with applicable laws.		
Mode of Bidding^	Only through ASBA process except for Anchor Investors (excluding the UPI Mechanism)	Through ASBA process only (includingthe UPI Mechanism for an application size of up to ₹0.50 million)	Through ASBA process only (including the UPI Mechanism)
Mode of Allotment	Compulsorily in dematerialized form		
Bid Lot	[●] Equity Shares of face value ₹ 2 each and in multiples of [●] Equity Shares of face value ₹ 2 each thereafter		
Allotment Lot	A minimum of [●] Equity Shares of face value ₹ 2 each and thereafter in multiples of one Equity Share or QIBs and RIBs. The Allotment to NIBs shall not be less than the minimum non-institutional application size (i.e., ₹0.20 million)		
Trading Lot	One Equity Share		
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(4) **In case of all other Bidders**: Full Bid Amount shall be blocked in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank(s) through the UPI Mechanism (for RIBs or individual investors bidding under the Non – Institutional Portion for an amount of more than ₹ 0.20 million and up to ₹ 0.50 million, using the UPI Mechanism), that is specified in the ASBAForm at the time of submission of the ASBA Form		

* *Assuming full subscription in the Offer.*

^ *Anchor Investors are not permitted to use the ASBA process. Further, pursuant to circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI has mandated that ASBA applications in the Offer will be processed only after the Bid Amounts are blocked in the bank accounts of the Anchor Investors. Accordingly, Stock Exchanges shall, for all categories of investors viz. QIBs, NIBs and RIBs and all modes through which the Bid cum Application Forms are processed, accept ASBA Forms in their electronic book building platform only with a mandatory confirmation on the Bid Amounts blocked.*

(1) *Our Company, in consultation with the Book Running Lead Manager may allocate up to 60% of the QIB Category to Anchor Investorsat the Anchor Investor Offer 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 ₹ 100 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100 million but up to ₹ 2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹ 50 million per Anchor Investor, and (iii) in case of allocation above ₹ 2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500 million,and an additional 10 Anchor Investors for every additional ₹ 2,500 million or part thereof will be permitted, subject to minimum allotment of ₹ 50 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹ 100 million. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors, which price shall be determined by our Company, in consultation with the Book Running Lead Manager.*

(2) *Subject to valid Bids being received at or above the Offer Price. This is an Offer in terms of Rule 19(2)(b) of the SCRR read with Regulation 45 of the SEBI ICDR Regulations, and Regulation 6(1) of the SEBI ICDR Regulations.*

(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 relevant Bidders should ensure that the depository account is also held in the same joint names and are in the same sequence in which they appear in the Bid cum Application Form. 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. Our Company, in consultation with the Book Running Lead Manager reserve the right to reject, in their absolute discretion, all or any multiple Bids, except as otherwise permitted, in any or all categories. The Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder, the Book Running Lead Manager, 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.*

(4) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN. Bidders will be required to confirm and will be deemed to have represented to our Company, Promoter Selling Shareholder, 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 Share*

(5) *The Bids by FPIs with certain structures as described under the section "Offer Procedure" on page* 337 *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 Promoter Selling Shareholder, 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.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be met with spill-over from the other categories or a combination of categories at the discretion of our Company, in consultation with the Book Running Lead Manager, and the Designated Stock Exchange, on a proportionate basis. For further details, see the "*Terms of the Offer*" on page 327.

OFFER PROCEDURE

All Bidders should read the General Information Document which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations and is a part of the Abridged Prospectus accompanying the Bid cum Application Form. 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 Offer 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 Offer; (ii) maximum and minimum Bid size; (iii) price discoveryand allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of CAN and Allotment in the Offer; (vi)general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date;(viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications;(xii) mode of making refunds; and (xiii) 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.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds was discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launchof five main board public issues, whichever is later ("**UPI Phase II**"). Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI has increased the UPI limit from ₹ 2,00,000 to ₹ 5,00,000 for all the individual investors applying in public issues. All individual Bidders in initial public offerings whose application sizes are up to ₹0.50 million shall use the UPI Mechanism. 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. The final reduced timeline of T+3 days for the UPI Mechanismfor applications by UPI Bidders ("**UPI Phase III**") and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. This Offer will be undertaken pursuant to the processes and procedures under UPI Phase III on mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBIcircular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, had introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. Subsequently, the SEBI RTA Master Circular, consolidated the aforementioned circulars (excluding SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023) and rescinded these circulars to the extent relevant for RTAs. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings whose application sizes are up to ₹500,000 shall use the UPI Mechanism. 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 shall be processed only after application monies are blocked in the bank accounts of investors (all categories). These circulars are effective for initial public offers opening on/or after May 1, 2021, and the provisions of these circulars, as amended, are deemed to form part of this Draft Red Herring Prospectus.*

*SEBI vide its circular no. SEBI/HO/CFD/CFD-TPD-1/P/CIR/2024/5dated May 24, 2024 ("**AV Circular**") has introduced the disclosure of audio-visual presentation of disclosures made in Offer Documents. Pursuant to the AV Circular, investors are advised not to rely on any other document, content or information provided in respect to the public issue on the internet/online websites/social media platforms/micro-blogging platforms by finfluencers. Further, investors are advised to rely only on the information contained in the Offer document and Price Band Advertisement for making investment decision*

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI master circular bearing number SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and the BRLM 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/Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. 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, Bidders shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Our Company, the Promoter Selling Shareholder and the BRLM, members of the syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section and the 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 this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus.

Further, our Company, the Promoter Selling Shareholder and the Members of the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in the Offer.

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations, through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Offer shall be allocated on a proportionate basis to QIBs, provided that our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainderof the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders out of which (a) one thirdof such portion shall be reserved for Non-Institutional Bidders with Bid size exceeding ₹ 0.20 million and up to ₹ 1.00 million; and (b) two third of such portion shall be reserved for Non-Institutional Bidders with Bid size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to Non-Institutional Bidders in the other sub-category of Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories, at the discretion of our Company, in consultation with the Book Running Lead Manager, and the Designated Stock Exchange and subject to applicable laws. Under-subscription, if any, in the QIB Portion, wouldnot be allowed to be met with spill-over from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification by the CBDT dated February 13, 2020 read with press releases dated June 25, 2021 and September 17, 2021, read with press release dated September 17, 2021. CBDT circular no.7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms, which do not have the details of the Bidders' depository account, including DP ID, Client ID, UPI ID (in case of UPI Bidders using the UPI Mechanism) and PAN, 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 rematerialised subsequent to Allotment of the Equity Shares in the Offer, subject to compliance with applicable laws.

Phased implementation of UPI

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 UPI Bidders 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 and the Previous 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 threemonths or floating of five main board public issues, whichever is later. SEBI vide its circular bearing number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, pursuant to SEBI circular dated March 30, 2020, this phase was extended till further notice. Under this phase, submission of the ASBA Form without UPI by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds was discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continued to be six Working Days during this phase.

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 ("**T+3 Notification**"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law. The Offer will be made under UPI Phase III of the UPI Circular.

All SCSBs offering 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 instructionsof 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 Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submitdetails of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessfulBidders to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalised.Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevantsecurities law.

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.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be release to the remitter banks (SCSBs) only after such banks make a written confirmation as prescribed in Annexure I of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51dated April 20, 2022 and provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Book Running Lead Manager.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the Stock Exchanges(www.nseindia.com and www.bseindia.com) at least one day prior to the Bid/ Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the office of the Book Running Lead Manager.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. UPI Bidders are mandatorily required to use the UPI Mechanism for submitting their bids to DesignatedIntermediaries and are allowed to use ASBA Process by way of ASBA Forms to submit their bids directly to SCSBs. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

UPI Bidders bidding using the UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain the UPI ID are liable to be rejected.

ASBA Bidders (including UPI Bidders using UPI Mechanism, as applicable) must provide bank account details and authorisation to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected or the UPI ID, as applicable,in the relevant space provided in the ASBA Form. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. UPI Bidders using the UPI Mechanism may also apply through the mobile applications using the UPI handles as provided on the website of the SEBI.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders using UPI Mechanism, may submittheir ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorising an SCSB to block the Bid Amount in the ASBA Account may submittheir ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Banks,as applicable, at the time of submitting the Bid pursuant to SEBI circular bearing number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

Since the Offer is made under Phase III, ASBA Bidders may submit the ASBA Form in the manner below:

a. 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.

b. 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.

c. QIBs and NIIs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, RegisteredBrokers, RTAs or CDPs.

d. QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw theirbids;

e. The Stock Exchanges shall display Offer demand details on its website and for UPI bids the demand shall include/consider UPI bids only with latest status as RC 100–black request accepted by Investor/ client, based on responses/status received from the Sponsor Bank(s).

f. The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid/Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandateblocks/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 Offer Bidding process.

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 andEligible NRIs applying on a non-repatriation basis (1)	[●]
Eligible NRIs, FVCIs, FPIs and registered bilateral and multilateral development financial institutionsapplying on a repatriation basis (1)	[●]
Anchor Investors (2)	[●]

**Excluding electronic Bid cum Application FormsNotes:*
(1) Electronic Bid cum Application forms and the Abridged Prospectus will also be available for download on the websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com).
(2) Bid cum Application Forms for Anchor Investors shall be available at the office 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 UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Banks on a continuous basis to enable the Sponsor Banks to initiate UPI Mandate Request to UPI Bidders 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 ASBAbank 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 basisand 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 DPID / Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Banks on a continuous basis through API integration to enable the Sponsor Banks to initiate UPI Mandate Request to RIBs for blocking of funds. The Sponsor Banks shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI mandate request for blocking of funds on their respective mobileapplications associated with UPI ID linked bank account. In accordance with BSE Circular No: 20220803-40 andNSE Circular No: 25/2022, each dated August 3, 2022, for all pending UPI Mandate Requests, the Sponsor Banksshall 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/Offer Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders Bidding using through the UPI Mechanism should accept UPI mandate requests for blocking of funds prior to the Cut-Off Timeand all pending UPI mandate requests at the Cut-Off Time shall lapse. For ensuring timely information to investors, SCSBs shall send SMS alerts as 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. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Banks, NPCI or theBankers to the Offer) 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 Bankers to the Offer.

The Sponsor Banks and Bankers to the Offer 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 alertsas specified in circulars prescribed by SEBI, from time to time.

The processing fees for applications made by the UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such SCSBs provide a written confirmation in compliance with the SEBI master circular bearing number SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024,in a format prescribed by SEBI or applicable law.

Pursuant to NSE circular dated August 3, 2022, the following is applicable to all initial public offers opening on or after September 1, 2022:

a. Cut-off time for acceptance of UPI Mandate shall be up to 5:00 pm on the initial public offer closure date andexisting process of UPI bid entry by syndicate members, registrars to the offer and depository participants shall continue till further notice.

b. There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shallbe discontinued.

c. Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period upto 5:00 pm on the initial public offer closure day.

d. Exchanges shall display bid details of only successful ASBA blocked applications i.e. Application with lateststatus as RC 100 – Block Request Accepted by Investor/ Client.

Electronic registration of Bids

a. The Designated Intermediary may register the Bids using the on-line 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 on-line facilities for Book Buildingon a regular basis before the closure of the Offer, subject to applicable laws.

b. On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids until such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

c. Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given until 5:00 pm on the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid informationto the Registrar to the Offer for further processing.

d. QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

Participation by Promoters, Promoter Group, the Book Running Lead Manager, the Syndicate Members and persons related to Promoters/Promoter Group/the Book Running Lead Manager

The Book Running Lead Manager and the Syndicate Members shall not be allowed to purchase Equity Shares inthe Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Book Running Lead Manager and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, and suchsubscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the Book Running Lead Manager and Syndicate Members, shall be treated equally forthe purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the Book Running Lead Manager nor any associate of the Book Running Lead Manager can apply in the Offer under the Anchor Investor Portion:

(i) mutual funds sponsored by entities which are associate of the Book Running Lead Manager;

(ii) insurance companies promoted by entities which are associate of the Book Running Lead Manager;

(iii) AIFs sponsored by the entities which are associate of the Book Running Lead Manager; or

(iv) FPIs other than individuals, corporate bodies and family offices, sponsored by the entities which areassociate of the Book Running Lead Manager.

Further, the Promoters and members of the Promoter Group shall not participate by applying for Equity Shares inthe Offer. Further, persons related to the Promoters and Promoter Group shall not apply in the Offer under the Anchor Investor Portion. A qualified institutional buyer who has any of the following rights in relation to our Company shall be deemed to be a person related to the Promoters or Promoter Group of our Company:

(i) rights under a shareholders' agreement or voting agreement entered into with the Promoters or PromoterGroup of our Company;

(ii) veto rights; or

(iii) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an "associate of the Book Running Lead Manager" if:

(i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than15% of the voting rights in the other; or

(ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises controlover the other; or

(iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the Book Running Lead Manager.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged alongwith 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 law.

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 ofany single 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 Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour). Only Bids accompanies by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment.

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Eligible NRIBidders Bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non-Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") Accounts, and eligible NRI Bidders Bidding on a non-repatriation basis by using Resident Forms should authorize their respective SCSBs (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Participation of Eligible NRIs in the Offer shall be subject to compliance with the FEMA Rules. In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall notexceed 5% of the total paid-up equity share capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fullydiluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company. Pursuant to the special resolution dated January 14, 2025 , passed by our Shareholders, the aggregate ceiling of 10% was raised to 24%.

NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE/ NRO accounts.

For further details of restrictions on investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 357.

Participation of Eligible NRIs in the Offer shall be subject to the FEMA Rules.

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 atpar with Bids/Applications from individuals.

Bids by FPIs

An FPI may purchase or sell equity shares of an Indian company which is listed or to be listed on a recognised stock exchange in India, and/or may purchase or sell securities other than equity instruments.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may bespecified by the Government from time to time.

In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (whichmeans multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50%or common control) must be below 10% of our total paid-up Equity Share capital on a fully diluted basis. Further,in terms of the FEMA Rules, the total holding by each FPI (or a group) shall be less than 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis and the aggregate limit for FPI investmentsshall be 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 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 the total holding of an FPI increases beyond 10% of the total paid-up equity share capital, on a fully dilutedbasis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issuedthat may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be requiredto comply with applicable reporting requirements.

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 and the Promoter Selling Shareholder, in consultation with the Book Running Lead Manager, reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents ([●] in colour).

As specified in the General Information Document, it is hereby clarified that bids received from FPIs bearing thesame PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize themultiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations (“**MIM Structure**”), provided such Bids have been made with different beneficiary account numbers, Client IDsand 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 along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids are liable to be rejected. Further, in the following cases, the bids by FPIs will not be considered as multiple Bids: involving (i) the MIM Structure and indicating the name of their respective investment managers in such confirmation; (ii) offshore derivative instruments (“**ODI**”) which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtain separateFPI 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.

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income

Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

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 derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to *inter alia* the following conditions:

(a) such offshore derivative instruments are transferred only to persons in accordance with Regulation 21(1)of the SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshorederivative instruments are to be transferred to are pre-approved by the FPI.

Participation of FPIs in the Offer shall be subject to the FEMA Rules.

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 byan FPI Bidder utilising 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 Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the 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 throughthe MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative instruments) for 10% or more of our total paid-up post Offer equity share capital shall be liable to be rejected.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance finds set up by the army, navy or airforce of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250 million and pension funds with a minimum corpus of ₹ 250 million (in each case, subject to applicable law and in accordance with their respective constitutional documents),a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable 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 accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof.

Our Company, in consultation with the Book Running Lead Manager in its 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.

Bids by SEBI registered VCFs, AIFs and FVCIs

The SEBI FVCI Regulations as amended, *inter alia*, prescribe the investment restrictions on VCFs, and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI shouldnot exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of theinvestible funds in various prescribed instruments, including in public offerings.

Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in an investee companydirectly or through investment in the units of other AIF. A Category III AIF cannot invest more than 10% of the investible funds in an investee company directly or through investment in the units of other AIF. A VCF registeredas a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Pursuant to the repeal of the SEBI VCF Regulations, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulationsshall continue to be regulated by the SEBI VCF

Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. Our Company, the Promoter Selling Shareholder, severally and not jointly, and the Book Running Lead Manager will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of VCFs, AIFs or FVCIs in the Offer shall be subject to the FEMA Rules.

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 reserves the right to reject any Bid without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended ("**Banking Regulation Act**") and the Master Direction - Reserve Bank of India (FinancialServices provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the banking company's own paid-up share capital and reserves, whichever is less. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of thebank's paid-up share capital and reserves.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company, subject to prior approval of the RBI, if (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company; (iii) hold along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid up share capital engaged in non-financial services. However, this cap doesn't apply to the cases mentioned in (i) and (ii) above.

Further, the aggregate investment by a banking company in all its subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments, cannot exceed 20% of the banking company's paid-up share capital and reserves.

The banking company is required to submit a time-bound action plan for disposal of such shares within a specifiedperiod to RBI. A banking company would require a prior approval of RBI to make investment in a (i) subsidiaryor a financial services company that is not a subsidiary (with certain exceptions prescribed); and (ii) non-financialservices company in excess of 10% of such investee company's paid-up share capital as stated in para 5(a)(v)(c)(i)of the Master Direction - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

Bids by SCSBs

SCSBs participating in the Offer 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, 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 are prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, as amended ("**IRDAI Investment Regulations**"), based on investments inthe equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Offer are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Provident Funds/Pension Funds

In case of Bids made by provident funds/pension funds with minimum corpus of ₹ 250 million, subject to applicable law, a certified copy of a certificate from a chartered accountant certifying the corpus of the providentfund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultationwith the Book Running Lead Manager reserve the right to reject any Bid, without assigning any reason thereof.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important Non-Banking Financial Companies registered with RBI, certifiedcopies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statementson 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 Non-Banking Financial Companies, are required to 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, subject to applicable law. Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, guidelines and circularsissued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

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:

1. Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the office of the Book Running Lead Manager.

2. The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separateBids by individual schemes of a Mutual Fund will be aggregated to determine the minimum applicationsize of ₹ 100 million.

3. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

4. Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date and will be completed on the same day.

5. Our Company in consultation with the Book Running Lead Manager will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than: (a) maximum of two Anchor Investors, where allocation under theAnchor Investor Portion is up to ₹ 100 million; (b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100 million but up to ₹2,500 million, subject to a minimum Allotment of ₹ 50 million per Anchor Investor; and (c) in case of allocation above ₹ 2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500 million, and an additional 10 Anchor Investors for every additional ₹ 2,500 million, subject to minimum Allotment of ₹ 50 million per Anchor Investor.

6. Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number ofEquity Shares allocated to Anchor Investors and the price at which the allocation is made, will be madeavailable in the public domain by the Book Running Lead Manager before the Bid/ Offer Opening Date,through intimation to the Stock Exchanges.

7. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

8. If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higherprice, i.e., the Anchor Investor Offer Price.

9. 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked infor a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment.

10. Neither the (a) Book Running Lead Manager or any associate of the Book Running Lead Manager (other than mutual funds sponsored by entities which are associates of the Book Running Lead Manager or insurance companies promoted by entities which are associates of the Book Running Lead Manager or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the Book Running Lead Manager or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associates of the Book Running Lead Manager) nor (b) the Promoters, Promoter Group or any person related to the Promoters or members of the Promoter Group shall apply under the Anchor Investors category.

11. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

For more information, please read the General Information Document.

The information set out above is given for the benefit of the Bidders. Our Company, the Promoter Selling Shareholder, severally and not jointly and the Book Running Lead Manager are not liable for any amendments or modification or changes to applicable laws or regulations, which may occur after the dateof 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 numberof the Equity Shares that can be held by them under applicable law or regulations, or as will be specified in the Red Herring Prospectus and the 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 responsibilityto 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, the Promoter Selling Shareholder 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 schemeor project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completenessof any of the contents of this Draft Red Herring Prospectus or the 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

QIB Bidders and Non-Institutional Bidders are not allowed 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. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. RIBs can revise their Bids during the Bid/ Offer Period and withdraw their Bids until Bid/ Offer Closing Date.

Do's:

1. Check if you are eligible to apply as per the terms of the 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;

2. Ensure that you have Bid within the Price Band;

3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

4. Ensure that you (other than in the case of Anchor Investors) have mentioned the correct details of ASBAAccount (i.e. bank account number) in the Bid cum Application Form if you are not a UPI Bidder usingthe UPI Mechanism in the Bid cum Application Form and if you are an UPI Bidder using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;

5. UPI Bidders using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website.UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019;

6. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submittedto the Designated Intermediary at the relevant Bidding Centre (except in case of electronic Bids) withinthe prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the GID;

7. Ensure that you mandatorily have funds equal to or higher than the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;

8. If the first Bidder is not the bank account holder, ensure that the Bid cum Application Form is signed bythe account holder. Ensure that you have an account with an SCSB and have mentioned the correct bankaccount number in the Bid cum Application Form (for all ASBA Bidders other than UPI Bidders Biddingusing the UPI Mechanism);

9. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum ApplicationForms;

10. Ensure that you request for and receive a stamped acknowledgement counterfoil or acknowledgment specifying the application number as a proof of having accepted Bid cum Application Form for all yourBid options from the concerned Designated Intermediary;

11. The ASBA bidders shall ensure that bids above ₹ 0.50 million, are uploaded only by the SCSBs;

12. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) inwhich the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cumApplication 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 Bidderis included in the Bid cum Application Forms;

13. UPI Bidders Bidding in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

14. Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs or the relevant Designated Intermediary, as applicable;

15. UPI Bidders in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID which is UPI 2.0 certified by NPCI to make an application in the Offer andnot ASBA Account or bank account linked UPI ID of any third party;

16. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the originalBid was placed and obtain a revised acknowledgment;

17. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Formor have otherwise provided an authorisation to the SCSB or Sponsor Banks, 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, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that youauthorise the UPI Mandate Request, including in case of any revision of Bids, raised by the Sponsor Banks for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

18. 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 no. MRD/Dop/Cir-20/2008 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 securitiesmarket, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular no. MRD/DoP/SE/Cir- 8 /2006 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. Theexemption for the Central or the State Government and officials appointed by the courts and for investorsresiding in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

19. Ensure that the Demographic Details are updated, true and correct in all respects;

20. 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;

21. 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;

22. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;

23. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreignand Indian laws;

24. UPI Bidders who wish to Bid using the UPI Mechanism, should submit Bid with the Designated Intermediaries, pursuant to which the UPI Bidder should ensure acceptance of the UPI Mandate Requestreceived from the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amountin the UPI Bidder's ASBA Account;

25. Since the Allotment will be in demat form only, ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum ApplicationForm and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, enteredinto the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;

26. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Banks to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;

27. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Banks prior to 12:00 p.m. of the Working Day immediately after the Bid/ Offer Closing Date;

28. Anchor Investors should submit the Anchor Investor Application Forms to the Book Running Lead Manager;

29. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs andDP IDs, are 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 shall be rejected;

30. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notificationby the CBDT dated February 13, 2020, read with press releases dated June 25, 2021 and September 17,2021, read with press release dated September 17, 2021. CBDT circular no.7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023;

31. UPI Bidders shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorisation of the mandate using his/her UPI PIN, an UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Requestand have agreed to block the entire Bid Amount and authorised the Sponsor Banks to block the Bid Amount mentioned in the Bid Cum Application

Form; and

32. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other thanfor Anchor Investors and UPI Bidders 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 ASBAForm, 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).

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;

2. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stockinvest;

3. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediaryonly;

4. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

5. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBAprocess;

6. Do not submit the Bid for an amount more than funds available in your ASBA account;

7. 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 a Bidder;

8. In case of ASBA Bidders, do not submit more than one ASBA Form ASBA Account;

9. If you are an UPI Bidder are using UPI mechanism, do not submit more than one Bid cum Application Form for each UPI ID;

10. Anchor Investors should not Bid through the ASBA process;

11. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

12. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

13. Do not submit the General Index Register (GIR) number instead of the PAN;

14. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide detailsfor a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;

15. 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;

16. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minorshaving valid depository accounts as per Demographic Details provided by the depository);

17. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;

18. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

19. Do not Bid on another Bid cum Application Form or the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

20. Do not Bid for Equity Shares more than what is specified for each category;

21. If you are a QIB, do not submit your Bid after 3 p.m. on the QIB Bid/ Offer Closing Date; for online applications) and after 12:00 p.m. on the Bid/ Offer Closing Date (for physical applications).

22. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for, exceeds theOffer 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, orunder the terms of the Red Herring Prospectus;

23. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or theBid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. RIBs can revise or withdraw their Bids on or before the Bid/ Offer Closing Date;

24. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres. If you areUPI Bidder and are using UPI Mechanism, do not submit the ASBA Form directly with SCSBs;

25. If you are an UPI Bidder which is submitting the ASBA Form with any of the Designated Intermediariesand using your UPI ID for the purpose of blocking of funds, do not use any third party bank account or third party linked bank account UPI ID;

26. Do not Bid if you are an OCB;

27. UPI Bidders Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB and/ or mobile applications which is not mentioned in the list provided on the SEBI website is liable to be rejected;

28. Do not submit the Bid cum Application Forms to any non-SCSB bank; and

29. Do not submit a Bid cum Application Form with third party ASBA Bank Account or UPI ID (in case ofBids submitted by UPI Bidder using the UPI Mechanism).

30. Do not Bid for a Bid Amount exceeding ₹ 0.20 million (for Bids by Retail Individual Bidders); and

31. 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 UPI Bidders using the UPI Mechanism.

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 list available on the website of SEBI at 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 is liable to be rejected.

Further, in case of any pre-Offer or post-Offer related issues regarding share certificates/ demat credit/refund orders/unblocking etc., investors can reach out our Company Secretary and Compliance Officer. For further details of our Company Secretary and Compliance Officer, see "*General Information*" and "*Our Management*" on pages 57 and 192, respectively.

For helpline details of the Book Running Lead Manager pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see "*General Information - Book Running Lead Manager*" on page 59.

Grounds for Technical Rejections

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids may be rejected on the following additional technical grounds:

1. Bid submitted without instruction to the SCSB to block the entire Bid Amount;

2. Bids which do not contain details of the Bid Amount and the bank account or UPI ID (for UPI Bidders using the UPI Mechanism) details in the ASBA Form;

3. Bids submitted on a plain paper;

4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSB and/or using a Mobile Appor UPI handle, not listed on the website of SEBI;

5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID, subject to availability of information from the Sponsor Banks;

6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

7. Bids submitted without the signature of the First Bidder or sole Bidder;

8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

9. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular (reference number: CIR/MRD/DP/ 22 /2010) dated July 29, 2010;

10. Bids by Retail Individual Bidders with Bid Amount for a value of more than ₹0.20 million;

11. GIR number furnished instead of PAN;

12. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules,regulations, guidelines and approvals; and

13. Bids accompanied by cheque(s), demand draft(s), stock invest, money order, postal order or cash.

Bids by QIBs uploaded after 4.00 pm on the QIB Bid/ Offer Closing Date and by Non-InstitutionalBidders uploaded after 4.00 p.m. on the Bid/ Offer Closing Date, and Bids by UPI Bidders uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchanges.

Further, Bidders shall be entitled to compensation in the manner specified in the SEBI circular dated March 16, 2021 read with SEBI circulars dated June 21, 2023, June 2, 2021 and April 20, 2022 in case of delays in resolvinginvestor grievances in relation to blocking/unblocking of funds.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchanges, along with the Book Running Lead Manager andthe Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance withthe 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 offered through the Offer through the Red Herring Prospectus and the Prospectus except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon over subscription, an allotment of not more than 1% of the Offer may be made for the purpose of making allotment in minimum lots.

The Allotment of Equity Shares to applicants other than to the RIBs, Non-Institutional Bidders 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 Anchor Investors shall be on a discretionary basis.

The Allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to the availability of shares in Retail Individual Investor category, and the remaining available shares, if any, shall be allotted on a proportionate basis. Not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders. The Equity Shares available for allocation to Non-Institutional Bidders under the Non- Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders. The allotment to each Non-Institutional Bidder shall not be less than the Minimum NIB Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares.

Payment into Anchor Investor Escrow Accounts

Our Company, in consultation with the Book Running Lead Manager will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which, the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment intothe Anchor Investor Escrow Account should be drawn in favour of:

(a) In case of resident Anchor Investors: "[●]"

(b) 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 Company, the Promoter Selling Shareholder, the Syndicate, the Escrow Collection Banks and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed under the SEBI ICDR Regulations, in [●] editions of [●], an English national daily newspaper, [●] editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Kannada daily newspaper (Kannada being the regional language of Bangalore, Karnataka, where our Registered Office is located), each with wide circulation.

In the pre-Offer advertisement, we shall state the Bid/ Offer Opening Date and the Bid/ Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Allotment advertisement

Our Company, the Book Running Lead Manager and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in [●] editions of [●], an English national daily newspaper, [●] editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Kannada daily newspaper (Kannada being the regional language of Bangalore, Karnataka, where our Registered Office is located),each with wide circulation.

The information set out above is given for the benefit of the Bidders/applicants. Our Company, the Promoter Selling Shareholder, severally and not jointly 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 dateof this Draft Red Herring Prospectus. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Signing of the Underwriting Agreement and Filing with the RoC

Our Company, the Promoter Selling Shareholder and the Underwriters intend to enter into an Underwriting Agreement after the finalisation of the Offer Price, but prior to filing of the Red Herring Prospectus or Prospectus, in accordance with the nature of undertaking which is determined in accordance with Regulation 40 (3) of SEBI ICDR Regulations.

If our Company in consultation with the Book Running Lead Manager, desire to have the Offer underwritten on account of rejection of bids, then an underwriting agreement shall be signed after the filing of the Red Herring Prospectus with the RoC in accordance with the Applicable Law and an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law which would thenbe termed as the Prospectus. However, if our Company in consultation with the Book Running Lead Manager, desire to have the Offer underwritten to cover any under-subscription in the Offer, then the Underwriting Agreement shall be signed before the filing of the Red Herring Prospectus with the RoC.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of theCompanies 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 ₹ 1million or 1% of the turnover of our Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹ 1 million 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 finewhich may extend to ₹ 5 million or with both.

Undertakings by our Company

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders (including Anchor Investor Application Form from Anchor Investors);

- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

- all steps 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 shall be taken within three WorkingDays of the Bid/ Offer Closing Date or within such other time period prescribed by SEBI;

- the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

- if Allotment is not made within three Working Days from the Bid/ Offer Closing Date or such other prescribed timelines under applicable laws, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable laws. If there is a delay beyond such prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and other applicable laws for the delayed period;

- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within time prescribed under applicable laws, giving detailsof the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

- that if our Company does not proceed with the Offer after the Bid/ Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/ Offer ClosingDate. The public notice shall be issued in the same newspapers where the pre-Offer advertisements werepublished. The Stock Exchanges shall be informed promptly;

- where release of block on the application amount for unsuccessful bidders or part of the application amount in case of proportionate allotment, a suitable communication shall be sent to the applicants;

- except for Equity Shares to be allotted pursuant to the Offer, no further Offer 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 unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc;

- that if the Offer is withdrawn after the Bid/ Offer Closing Date, our Company shall be required to file afresh offer document with SEBI, in the event a decision is taken to proceed with the Offer subsequently;and

Undertakings by the Promoter Selling Shareholder

The Promoter Selling Shareholder specifically undertakes and confirms, as applicable, in relation to himself and his Offered Shares that:

- his Offered Shares are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations;

- he shall provide reasonable cooperation to our Company in relation to the Offered Shares, (a) for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges, and/ or (b) refund orders (if applicable);

- that he shall provide such reasonable assistance to our Company and the BRLM in redressal of such investor grievances that pertain to the Offered Shares;

- he is the legal and beneficial owner of the Offered Shares and such Offered Shares shall be transferred in the Offer free from lien, charge and encumbrance; and

- he shall not have recourse to the proceeds of the Offer, which shall be held in escrow in its favour, until the final approval for listing and trading of the Equity Shares from the Stock Exchanges where listing is sought has been received. it is the legal and beneficial holder of and has clear legal, valid and marketable title to the Offered Shares, and that such Offered Shares shall be transferred in the Offer, free and clear of any encumbrance;

- its portion of the Offered Shares shall be transferred to an escrow demat account in dematerialized form prior to the filing of the Red Herring Prospectus with the RoC in accordance with the Share Escrow Agreement to be executed between our Company, the Promoter Selling Shareholder and the share escrow agent for the Offer.

- Only the statements and undertakings in relation to the Promoter Selling Shareholder and his portion of the Offered Shares which are specifically "confirmed" or "undertaken" by the Promoter Selling Shareholder in this Draft Red Herring Prospectus, shall be deemed to be "statements and specifically confirmed or undertaken" by the Promoter Selling Shareholder. All other statements and/ or undertakings in this Draft Red Herring Prospectus shall be statements and undertakings made by our Company even if the same relates to the Promoter Selling Shareholder.

Utilisation of Offer Proceeds

Our Company and the Promoter Selling Shareholder, severally and not jointly, specifically confirm that all monies received out of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act.

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 and the FEMA Rules. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The responsibility of granting approval for foreign investment under the Consolidated FDI Policy (defined herein below) and FEMA has been entrusted to the concerned ministries/ departments of the Government of India.

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 Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry (formerly Department of Industrial Policy and Promotion), Government of India ("**DPIIT**") issued the Consolidated FDI Policy Circular dated October 15, 2020, with effect from October 15, 2020 (the "**Consolidated FDI Policy**"), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The Consolidated FDI Policy will be valid until the DPIIT issues an updated circular. As on date, under the Consolidated FDI Policy, up to 100% foreign investment under the automatic route is currently permitted 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 under the foreign direct investment policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, had notified the FEMA Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017. Foreign investment in this Offer shall be on the basis of the FEMA Rules. 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 foreign direct investment 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. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. These investment restrictions shall also apply to subscribers of offshore derivative instruments. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Bid/ Offer Period.

Further, the existing individual and aggregate investment limits for an FPI in our Company are not exceeding 10% of the total paid-up Equity Share capital of our Company for each FPI and the total holdings of all FPIs in the Company shall not exceed 24% of the total paid-up Equity Share capital of our Company. The RBI, in exercise of its power under the FEMA, has also notified Foreign Exchange Management (Non-debt Instruments) Rules, 2019 ("Rules") and Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. SEBI registered FPIs have been permitted to purchase shares of an Indian company through the Offer, subject to total FPI investment being within the individual FPI/sub account investment limit of less than 10% of the total paid-up equity capital on a fully diluted basis of the Company subject to the total holdings of all FPIs/sub accounts including any other direct and indirect foreign investments in the Company shall not exceed 24% of the paid-up equity capital of the Company on a fully diluted basis. The aggregate limit of 24% in case of FPIs may be increased up to the sectoral cap/statutory ceiling, as applicable, by the Company concerned by passing of resolution by the Board of the Company to that effect and by passing of a special resolution to that effect by its Shareholders. With effect from April 1, 2020, the aggregate limit of 24% has increased to the sectoral cap applicable to the Indian Company which in case of the Company is 100% provided that the Company complies with conditions provided under the FDI Policy.

In accordance with the FEMA Rules, the total holding by any individual NRI or OCI, on a repatriation basis, in a listed Indian company shall not exceed: (i) 5% of the total paid-up equity capital on a fully diluted basis; or (ii) shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis; or (iii) shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant, provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company. Our Company has by way of a special resolution dated January 14, 2025 increased the aforesaid aggregate ceiling of 10% to 24%.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

For further details, see *"Offer Procedure"* on page 337

The Equity Shares offered in the Offer have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") 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 accordingly, the Equity Shares are being offered and sold outside the United States in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. There will be no public offering of Equity Shares in the United States.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. The above information is given for the benefit of the Bidders.

The above information is given for the benefit of the Bidders. Our Company, Promoter Selling Shareholder and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII: DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
(Incorporated under the Companies Act, 1956)
ARTICLES OF ASSOCIATION
OF
VINIR ENGINEERING LIMITED

The following regulations comprised in these Articles of Association were adopted pursuant to members' resolution passed at the Annual General Meeting of the Company held on October 4, 2024 in substitution for and to the entire exclusion of the earlier regulations composed in the extant Articles *of Association of the Company.*

TABLE 'F' EXCLUDED

Table 'F' not to apply	1.(1)	The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.
Company to be governed by these Articles	(2)	The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles.
Articles to be contemporary in nature	(3)	The intention of these Articles is to be in consonance with the contemporary rules and regulations prevailing in India. If there is an amendment in any Act, rules and regulations allowing what were not previously allowed under the statute, the Articles herein shall be deemed to have been amended to the extent that Articles will not be capable of restricting what has been allowed by the Act by virtue of an amendment subsequent to registration of the Articles.
		Interpretation
	2. (1)	In the interpretation of these Articles, the following words and expressions shall have the following meanings unless repugnant to the subject or context: —
"The Act"	(a)	"Act" means the Companies Act, 2013 and the rules framed thereunder, as amended from time to time and shall include any and all modification, amendments, replacements or re-enactment thereof from time to time.
"Annual General Meeting"	(b)	"Annual General Meeting" means a general meeting of the Members held in accordance with the provisions of Section 166 of the Act or any adjourned meeting thereof.
"Auditors"	(c)	"Auditors" means and include those persons appointed as such for the time being by the Company or its Board
"The Articles"	(d)	"Articles" shall mean these Articles of Association as amended, altered or replaced from time to time.

"Applicable Law"	(e)	"Applicable Law" means the Act, and as appropriate, includes any statute, law, listing agreement, regulation, ordinance, rule, judgment, order, decree, bye - law, clearance, directive, guideline, policy, requirement, notifications and clarifications or other governmental instruction or any similar form of decision of, or determination by, or any interpretation or administration having the force of law of any of the foregoing, by any governmental authority having jurisdiction over the matter in question, or mandatory standards as may be applicable from time to time.
"Board of Directors" or "The Board"	(f)	"Board of Directors" or "Board", means the collective body of directors of the Company.
"Board Meeting"	(g)	"Board Meeting" means a meeting of the Directors or a committee thereof duly called and constituted, or as the case may be, the Directors assembled at the Meeting of the Board of Directors of the Company collectively.
"The Company"	(h)	"Company" or "This Company" means Vinir Engineering Limited.
"Chief Executive Officer"	(i)	"Chief Executive Officer" means an officer of a Company, who has been designated as such by the Company.
"Chief Financial Officer"	(j)	"Chief Financial Officer" means a person appointed as the Chief Financial Officer of a Company.
"Capital"	(k)	"Capital" means the share capital for the time being raised or authorised to be raised, for the purpose of the Company.
"Debenture"	(l)	"Debenture" includes debenture-stock.
"Dividend"	(m)	"Dividend" includes interim dividend.
"Depository"	(n)	"Depository" means a Depository as defined in clause (e) sub- section (1) of section 2 of the Depositories Act, 1996 and includes a company formed and registered under the Companies Act, 1956 or the Companies Act, 2013 which has been granted a certificate of registration under sub Section (IA) of section 12 of the Securities and Exchange Board of India Act, 1992.
"Electronic Mode"	(o)	**"Electronic Mode"** means carrying out electronically based, whether main server is installed in India or not, including, but not limited to-

(a) business to business and business to consumer transactions, data interchange and other digital supply transactions;

(b) offering to accept deposits or inviting deposits or accepting deposits or subscriptions in securities, in India or from citizens of India;

(c) financial settlements, web based marketing, advisory and transactional services, database services and products, supply chain management;

(d) online services such as telemarketing, telecommuting, telemedicine, education and information research; and all related data communication services;

(e) facsimile telecommunication when directed to the facsimile number or electronic mail directed to electronic mail address, using any electronic communication mechanism that the message so sent, received or forwarded is storable and retrievable;

(f) posting of an electronic message board or network that the Company or the officer has designated for such communications, and which transmission shall be validly delivered upon the posting;

(g) other means of electronic communication, in respect of which the Company or the officer has put in place reasonable systems to verify that the sender is the person purporting to send the transmission; and video conferencing, audio-visual mode, net conferencing and/or any other electronic communication facility.

"Extraordinary General meeting" (p) "Extraordinary General Meeting" means an extraordinary general meeting of the Members duly called and constituted and any adjournment thereof.

"Meeting" or "General Meeting" (q) "Meeting" or "General Meeting" means a meeting of members.

"Paid-up" (r) "Paid-up" includes credited as paid-up.

"Persons" (s) "Persons" includes corporation and firms as well as individuals.

"Postal Ballot" (t) "Postal Ballot" shall mean voting by post through ballot papers distributed amongst eligible voters and shall include voting by electronic mode.

"Register of Members" (u) "Register of Members" means the Register of Members to be kept pursuant to the Act.

"Registrar" (v) "Registrar" means the Registrar of Companies of the State in which the Registered Office of the Company is for the time being situated.

"Secretary" (w) "Secretary" means any individual possessing the qualification prescribed for the time being by or under the Act or any rules made thereunder and appointed to perform the duties, which may be performed by Secretary under the Act, and any other administrative duties.

"The Rules" (x) "Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act.

"Managing Director" (y) "Managing Director" means a Director who, by virtue of the articles of the Company or an agreement with the company or a resolution passed in its General Meeting, or by its Board of Directors, is entrusted with substantial powers of management of the affairs of the company and includes a Director occupying the position of Managing Director, by whatever name called.

"Members" (z) "Members" in relation to a company, means-

(a) the subscribers to the Memorandum of Association of the Company who shall be deemed to have agreed to become members of the Company, and on its registration, shall be entered as member in its register of members,

(b) every other person who agrees in writing to become a member of the Company and whose name is entered in the register of members of the Company;

(c) every person holding shares in the Company and whose name is entered in Register of Beneficial Owners as Beneficial Owner.

"Seal"	(aa)	"Seal" means the common seal of the Company.
"Shares"	(ab)	"Share" means share in the share capital of the Company and includes stock except where a distinction between stock and share is expressed or implied.
"Written" and "In Writing"	(ac)	"Written" or "in writing" include printing, lithography, computer, computer modes and other modes of representing or reproducing words in a visible form.
"These Presents"	(ad)	"These Presents" means the Memorandum of Association and the Articles of Association of the Company.
"Number" and "Gender"	(2)	Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neutral gender.
Expressions in the Articles to bear the same meaning as in the Act	(3)	Unless the context otherwise requires, words or expressions contained in these Articles but not defined above shall bear the same meaning as in the Act or the Rules, as the case may be.

Share capital and variation of rights

Shares under control of Board	3.	"Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares. Provided that option or right to call of shares not be given to any person or persons without the sanction of the company in the General Meeting.
Directors may allot shares otherwise than for cash	4.	Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property 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 or as sweat equity 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 paid-up or partly paid- up shares, as the case may be.

Kinds of Share Capital	5.	The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws: (a) Equity share capital: (i) with voting rights; and/or (ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and (b) Preference share capital
Issue of certificate	6.(1)	Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within 15 days from the date of receipt by the Company of the application for the registration of transfer or transmission or such other period as the conditions of issue so provide - (a) one certificate for all his shares without payment of any charges; or (b) several certificates, each for one or more of his shares, upon payment of such charges as may be fixed by the Board for each certificate after the first.
Certificate to bear seal	(2)	Every certificate shall be under the seal in accordance with the Act and the Rules and shall specify the shares to which it relates and the amount paid-up thereon.
One certificate for Shares held jointly	(3)	In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
Option to receive share certificate or hold shares with depository	7.	"A person subscribing to the securities (including shares)offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialized state with a depository, in which event the rights and obligations of the parties concerned, and matters connected therewith or incidental thereof, shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time, or any statutory modification thereto or re-enactment thereof, the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and other applicable laws. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share. The Company shall also maintain a register and index of beneficial owners in accordance with all applicable provisions of the Companies Act, 2013 and the Depositories Act, 1996 with details of shares held in dematerialized form in any medium as may be permitted by law including in any form of electronic medium."
"Dematerialisation/ Rematerialisation of securities"	8.	"Notwithstanding anything to the contrary or inconsistent contained in these Articles, the Company shall be entitled to dematerialize its existing securities, rematerialise its securities held in Depositories and/or offer its fresh securities in the dematerialised form pursuant to the Depositories Act, 1996 and the regulations framed thereunder, if any.
"Securities in electronic form"		"All securities held by a Depository shall be dematerialized and held in electronic form. No certificate shall be issued for the securities held by the Depository.
"Beneficial owner deemed as absolute		"Except as ordered by a court of competent jurisdiction or by as absolute owner" applicable law required and subject to the provisions of the Act, the Company shall

owner" be entitled to treat the person whose name appears on the applicable register as the holder of any security or whose name appears as the beneficial owner of any security in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity, equitable contingent, future, partial interest, other claim to or interest in respect of such securities or (except only as by these Articles otherwise expressly provided) any right in respect of a security other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any security in the joint names of any two or more persons or the survivor or survivors of them."

"Register and index of beneficial owners"

The Company shall cause to be kept a register and index of Members with details of securities held in materialised and dematerialised forms in any media as may be permitted by law including any form of electronic media in accordance with all applicable provisions of the Companies Act, 2013 and the Depositories Act, 1996. The register and index of beneficial owners maintained by a Depository under the Depositories Act, 1996 shall be deemed to be a register and index of Members for the purposes of this Act. The Company shall have the power to keep in any state or country outside India, a branch Register of Members, of Members resident in that state or country.

Issue of new certificate in place of one defaced, lost or destroyed

9. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Board deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fees for each certificate (not exceeding Rs. 2/- for each certificate) as may be fixed by the Board.

"Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf.

The provisions of this Article shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company."

Provisions as to issue of certificates to apply mutatis mutandis to debentures, etc.

10. The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.

Power to pay commission In connection with securities issued

11.(1) The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be paid and disclosed in the manner required by the Act and the Rules.

Rate of commission in In accordance with rules

(2) The rate or amount of the commission shall not exceed the rate or amount prescribed in the Rules.

Mode of payment of Commission	(3)	The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
Variation of members' rights	12.(1)	If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing, of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.
Provisions as to general meetings to apply mutatis mutandis to each meeting	(2)	To every such separate meeting, the provisions of these Articles relating to general meetings shall mutatis mutandis apply.
Issue of further shares not To affect rights of existing members.	13.	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking part passu therewith.
Power to issue Redeemable preference Shares	14.	Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in Such manner as determined by the Board in accordance with the Act and the Rules.
Further issue of share Capital	15.(1)	"Where at any time, the Company proposes to increase its subscribed capital by issue of further shares, either out of the unissued capital or the increased share capital, such shares shall be offered:

(a) to persons who, at the date of offer, are holders of Equity shares of the Company, in proportion as near as circumstances admit, to the share capital paid up on those shares by sending a letter of offer on the following conditions:

(b) the aforesaid offer shall be made by a notice specifying the number of shares offered and limiting a time not being less than fifteen days or such lesser number of days as may be prescribed under Section 62 of the Companies Act, 2013 and rules made thereunder and not exceeding thirty days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined unless the articles of the Company otherwise provide, the aforesaid offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred above shall contain a statement of this right; and

(c) after the expiry of the time specified in the aforesaid notice or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the shareholders and the Company; or

(d) to employees under any scheme of employees' stock option, subject to a special resolution passed by the Company and subject to the conditions as specified under the Act and Rules thereunder; or

(e) to any persons, if it is authorized by a special resolution passed by the Company in a General Meeting, whether or not those persons include the persons referred to above, either for cash or for consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed in the Act and rules made thereunder.

The notice referred above shall be dispatched through registered post or speed post or through electronic mode to all the existing Members at least 3 (three) days before the opening of the issue.

(2) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or loans raised by the Company to convert such debenture or loans into shares in the Company.

Provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debenture or the raising of loan by a special resolution passed by the Company in general meeting.

(3) Notwithstanding anything contained in this Article, where Any debentures have been issued, or loan has been obtained From any government by the Company, and if that Government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion:

Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty days from the date of communication of such order, appeal to National Company Law Tribunal which shall after hearing the Company and the Government pass such order as it deems fit.

In determining the terms and conditions of conversion in terms of the above provision, the Government shall have due regard to the financial position of the company, the terms of issue of debentures or loans, as the case may be, the rate of interest payable on such debentures or loans and such other matters as it may consider necessary.

Where the Government has, by an order made in terms of the above provision, directed that any debenture or loan or any part thereof shall be converted into shares in a company and where no appeal has been preferred to the Tribunal in terms of the above provision or where such appeal has been dismissed, the memorandum of such company shall, stand altered and the authorized share capital of such company shall stand increased by an amount equal to the amount of the value of shares which such debentures or loans or part thereof has been converted into.

Mode of further issue of shares

(4) A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.

Lien

Company's lien on Shares

16.(1) The Company shall have a first and paramount lien –

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a member, for all monies presently payable by him or his estate to the Company:

Provided that the Board may at any time declare any Share to be wholly or in part exempt from the provisions of this Article.

(c) The fully paid-up shares of the Company shall be free from all lien. In the case of partly paid shares, the Company's lien, if any, will be restricted to moneys or payable at a fixed time in respect of such shares.

Lien to extend to dividends, etc.

(2) The Company's lien, if any, on a share shall extend to all dividends or interest payable, as the case may be and bonuses declared from time to time by the Company in respect of such shares.

Waiver of lien in case of registration

(3) Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's lien.

As to enforcing lien by sale

17. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

Provided that no sale shall be made—

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise.

To give effect to any such sale, the Board may authorised some person to transfer the shares sold to the purchaser thereof.

(a) unless a sum in respect of which the lien exists is presently payable;

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise.

Validity of sale

18.(1) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

Purchaser to be registered holder

(2) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

Validity of Company's given receipt

(3) The receipt of the Company for the consideration (if any) given receipt for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share.

Purchaser Not Affected

(4) 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 with reference to the sale.

Application of proceeds of sale

19.(1) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

Payment of residual Money	(2)	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.
Outsider's lien not To affect Company's lien	20.	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 any statute) be bound to recognise 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.
Provisions as to lien To apply mutatis Mutandis to debentures, etc	21.	The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.
		Calls on shares
Board may make calls	22.(1)	The Board may, from time to time, make calls upon the Members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.
Notice of call	(2)	Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.
Board may extend time for payment	(3)	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more members as the Board may deem appropriate in any circumstances.
Revocation or postponement of call	(4)	A call may be revoked or postponed at the discretion of the Board.
Call to take effect From date of resolution	23.	A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by installments.
Liability of joint holders of shares	24.	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
When interest on Call or installment Payable	25.(1)	If a sum called in respect of a share is not paid before or on the day appointed for payment thereof (the “due date”), the person from whom the sum is due shall pay interest thereon from the due date to the time of actual payment at such rate as may be fixed by the Board.
Board may waive Interest	(2)	The Board shall be at liberty to waive payment of any such interest wholly or in part.
Sums deemed to be Calls	26.(1)	Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of

premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

Effect of non- payment Of sums

(2) In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

Payment in anticipation of calls may carry interest

27. The Board -

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate as may be fixed by the Board. Nothing contained in this clause shall confer on the member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him.

Installments on shares to be duly paid

28. If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by installments, then every such installment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.

Calls on shares of same class to be on uniform basis

29. All calls shall be made on a uniform basis on all shares falling under the same class.

Partial payment not to preclude forfeiture

30. Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.

Provisions as to calls To apply mutatis mutandis To debentures, etc.

31. The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company.

Transfer of Shares

Instrument of Transfer to be executed by transferor and transferee

32. The instrument of transfer of any share in the Company shall be dully executed by or on behalf of both the transferor and transferee. The Company shall keep a "Register of Transfers" and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any share. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.

Transfer of Securities

33. Shares or other securities of any Member shall be freely transferable, provided that any contract or arrangement between two or more persons in respect of transfer of securities shall be enforceable as a contract.

In respect of any transfer of shares registered in accordance with the provisions of these Articles, the Board may, at its discretion, direct an endorsement of the transfer and the name of the transferee and other particulars on the existing share certificate and authorize any Director or Officer of the Company to authenticate such endorsement on behalf of the Company or direct the issue of a fresh share certificate, in lieu of and in cancellation of the existing certificate in the name of the transferee.

Board May Refuse to Register or Transfer

34. The Board may, subject to the right of appeal conferred by the Act decline to register –

(a) The transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(b) Any transfer of shares on which the Company has a lien.

Board May Decline Recognise Any Instrument Of Transfer

35. In case of shares held in physical form, the Board may decline to recognise any instrument of transfer unless –

(a) The instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act;

(b) The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) The instrument of transfer is in respect of only one class of shares.

Transfer of Shares When Suspended

36. On giving of previous notice of at least seven days or such lesser period in accordance with the Act and Rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty- five days in the aggregate in any year.

Nomination

37.(1) Every holder of Shares in the Company may at any time nominate, in the manner prescribed under the Act, a person to whom his shares in the Company shall vest in the event of death of such holder.

(2) Where the Shares of the Company are held by more than one person jointly, the joint holders may together nominate a person to whom all the rights in the shares of the Company, as the case may be, held by them shall vest in the event of death of all joint holders.

(3) Notwithstanding anything to the contrary contained in these presents or in any other law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of such shares of the Company, where a nomination made in the prescribed manner purports to confer on any person the right to vest the shares of the Company, the nominee shall, on the death of the shareholders or on the death of all the joint holders become entitled to all the rights in the shares of the Company to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner under the provisions of the Act.

(4) Where the nominee is a minor, it shall be lawful for the holder of the shares to make the nomination to appoint, in the prescribed manner under the provisions of the Act, any person to become entitled to the shares in the Company, in the event of his

death, during the minority.

Provisions as to transfer of shares to apply to mutatis mutandis to debentures, etc.	38.	The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

Transmission of Shares

Title to shares on death of a member	39.(1)	On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares.
Estate of deceased member liable	(2)	Nothing in clause (1) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
Transmission Clause	40.(1)	Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either- (a) to be registered himself as holder of the share; or (b) to make such transfer of the share as the deceased or insolvent member could have made.
Board's right unaffected	(2)	The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
Indemnity to the Company	(3)	The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.
Right to election of holder of share	41.(1)	If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so Elects.
Manner of testifying election	(2)	If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
Limitations applicable to notice	(3)	All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
Claimant to be entitled to same advantage	42.	A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company: Provided that the Board may, at any time, give notice requiring any such person to

elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

Provisions as to transmission to apply mutatis mutandis to debentures, etc.

43. The provisions of these Articles relating to transmission by operation of law shall mutatis mutandis apply to any other securities including debentures of the Company.

Forfeiture of shares

If call or installment not paid notice must be given

44. If a member fails to pay any call, or installment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid or a judgement or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or installment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.

Form of Notice

45. The notice aforesaid shall:

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

In default of payment shares to be forfeited

46. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

Receipt of part amount or grant of indulgence not to affect forfeiture

47. Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture in respect of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture.

Entry of Forfeiture in register of members

48. When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.

Effect of forfeiture

49. The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the shares.

Forfeited shares may be sold, etc.

50.(1) A forfeited share shall be deemed to be the property of the Company and may be sold or re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board thinks fit.

Cancellation of forfeiture	(2)	At any time before a sale, re-allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
Members still liable to pay money owing at the time of forfeiture	51.(1)	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, and shall 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.
	(2)	All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realisation. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part.
Cessation of liability	(3)	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.
Certificate of Forfeiture	52.(1)	A duly verified declaration in writing that the declarant is a director, the manager or the secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share:
Title of purchaser and transferee of forfeited shares	(2)	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of:
Transferee to be registered as holder	(3)	The transferee shall thereupon be registered as the holder of the share; and
Transferee not affected	(4)	The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.
Validity of sales	53.	Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for 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 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.
Cancellation of shares certificate in respect of forfeited shares	54.	Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.
Sums deemed to be calls	55.	The provisions of these Articles regarding forfeiture shall apply in cases where any sum becomes payable at a fixed time under the terms of issue of a share, whether towards the nominal value of the share or as a premium, as if such sum had become

payable by virtue of a call duly made and notified.

Provisions as to forfeiture of shares to apply mutatis mutandis to debentures, etc.

56. The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures.

Alteration of capital

Power to alter share Capital

57. Subject to the provisions Subject to the provisions of the Act, the Company may, by ordinary resolution —

(a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;

(b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; Provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act;

(c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

Shares may be converted into stock

58. Where shares are converted into stock:

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Right of stockholders

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage;

(c) such of these Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder"/"member" shall include "stock" and "stock-holder" respectively.

Reduction of capital

59. The Company may, by passing a resolution as prescribed under the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules:

(a) its share capital; and/or

(b) any capital redemption reserve account; and/or

(c) any securities premium account; and/or

(d) any other reserve of a nature similar to share capital.

Issue of discount etc. or with special privileges

60. Subject to the provisions of the Act and these Articles, any bonds debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the company in the General Meeting by a Special Resolution."

Joint Holders

Joint-holders

61. Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (as far as the Company is concerned) to hold the share as joint tenants with the right of survivorship, subject to the following and other provisions outlined in these Articles.

Liability of joint-holders

61 (a) The joint-holders of any share shall be liable severally as well for all calls or instalments and other payments ought to be made in respect of such share.

Death of one or more joint- holders

(b) On the death of any one or more of such joint- holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person."

Receipt of one sufficient

(c) Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.

Delivery of certificate and giving of notice to first named holder

(d) Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.

Vote of joint-holders

(e)(i) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint- holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof but the other or others of the joint-holders shall be entitled to vote in preference to a joint-holder present by attorney or by proxy although the name of such joint-holder present by any attorney or proxy stands first or higher (as the case may be) in the register in respect of such shares.

Executors or administrators As joint holders

(ii) Several executors or administrators of a deceased member, in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint holders.

Provisions as to joint holders as to shares to apply mutatis mutandis to

(f) The provisions of these Articles relating to joint holders of shares shall mutatis mutandis apply to any other securities, including debentures, of the Company that are registered in joint names.

debentures, etc.

Capitalisation of profits

Capitalisation

62.(1) The Company may, by ordinary resolution at a general meeting and upon the recommendation of the Board, resolve:

(a) that it is desirable to capitalize any part of the amount standing to the credit of any of the Company's Reserve Accounts or to the credit of the profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (2) below, amongst members who would have been entitled thereto if distributed by way of dividends, and in the same proportions.

Sum how applied

(2) The sum aforesaid shall not be paid in cash but shall be applied subject to the provision contained in clause (3) below, either in or towards:

(A) paying up any amount for the time being unpaid on any shares held by such members respectively;

(B) paying up in full, unissued shares or other securities of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B)

(3) A Securities Premium Account and a capital redemption reserve account, or any other permissible reserve account may, for the purposes of this Article, be applied in paying up unissued shares to be issued to the members of the Company as fully paid bonus shares.

(4) The Board shall give effect to the resolution passed by the Company pursuant to this Article.

Powers of the Board for capitalization

63.(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall-

(a) make all appropriations and applications of the amounts resolved to be capitalised thereby, and all allotments and issues of fully paid shares or other securities, if any; and

(b) generally do all acts and things required to give effect thereto.

Board's power to issue Fractional certificate/coupon etc.

(2) The Board shall have the power:

(a) to make such provisions, by the issue of fractional certificates/coupons or by payment in cash or otherwise as it thinks fit, for the case of shares or other securities becoming distributable in fractions; and

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares or other securities to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares.

Agreement Binding on Members

(3) Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

Buy—back of shares

64. Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

Dematerialisation of Securities

Dematerialization of Securities

65. The provisions of this Article shall apply notwithstanding anything to the contrary contained in any other Articles.

66. The Board shall have the right to dematerialise securities or to offer securities in a dematerialized form pursuant to the Depositories Act, 1996, as amended. The provisions of this Section will be applicable in case of such Securities as are or are intended to be dematerialised.

Options for investors

67.(1) Every holder of or subscriber to securities of the Company shall have the option to receive certificates for such securities or to hold the securities with a Depository. Such a person who is the Beneficial Owner of the securities can at any time opt out of a Depository, if permitted by law, in respect of any securities in the manner provided by the Depositories Act, 1996. The Company shall, in the manner and within the time prescribed by law, issue to the Beneficial Owner the required certificates for the securities.

(2). If a person opts to hold his securities with the Depository, the Company shall intimate such Depository the details of allotment of the securities, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the securities.

Securities in Depositories to be in fungible form

68. All securities held by a Depository shall be dematerialized and be in fungible form. Nothing contained in Sections 89 and 186 of the Act shall apply to a Depository in respect of the securities held by on behalf of the Beneficial Owners.

Rights of Depositories And beneficial owner

69. (1) Notwithstanding anything to the contrary contained in these Articles, a Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of securities of the Company on behalf of the Beneficial Owner.

(2) Save as otherwise provided in 67(1) 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.

(3) Every person holding securities of the Company and whose name is entered as the Beneficial Owner of securities in the record of the Depository shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of the securities held by a Depository and shall be deemed to be a Member of the Company.

Service of Documents

70. Notwithstanding anything to the contrary contained in these Articles, where Securities of the Company are held in a Depository, the records of the beneficiary ownership may be served by such Depository on the Company by means of

Electronic Mode or by delivery of data storage devices.

Transfer of securities

71. Nothing contained in Section 56 of the Act or anything to the contrary contained in these Articles shall apply to a transfer of Securities effected by a transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository.

Allotment of securities dealt with in a depository

72. Notwithstanding anything to the contrary contained in these regarding the necessity of having distinctive numbers for Securities issued by the Company shall apply to securities held with a Depository.

Distinctive number of securities held in a Depository

73. Notwithstanding anything to the contrary contained in these Articles regarding the necessity of having distinctive numbers for Securities issued by the Company shall apply to securities held with a Depository.

Register and index of Beneficial Owners

74. The Register and Index of Beneficial Owners maintained by Depository under the Depositories Act, 1996, as amended shall be deemed to be the Register and Index of Members and Security holders for the purposes of these Articles.

General meetings

Annual General Meeting

75.(1) The Company shall in each year hold a General Meeting.

Its Annual General Meeting in addition to any other meetings in that year.

(2) Every Annual General Meeting shall be called during business hours, that is, between 9 a.m. and 6 p.m. on any day that is not a national holiday and shall be held at any place within the city, town or village in which the registered office of the Company is situated.

(3) In the case of an Annual General Meeting, all businesses to be transacted at the meeting shall be deemed special, with the exception of business relating to:

(a) the consideration of financial statements and reports of the Board and Auditors;

(b) the declaration of any Dividend;

(c) the appointment of Directors in place of those retiring;(d) the appointment of, and the fixing of the remuneration of, the Auditors.

Extraordinary General Meeting

76. All general meetings other than annual general meeting shall be called extraordinary general meeting.

In case of meetings other than Annual General Meeting, all business shall be deemed special.

Powers of Board to Call Extraordinary General Meeting

77. The Board may, whenever it thinks fit, call an Extraordinary General Meeting.

Passing of Resolution by Postal Ballot

78(1) Where permitted or required by applicable Law, the Board may, instead of calling a meeting of any members/ class of members/ debenture-holders, seek their assent by Postal ballot. Such Postal ballot will comply with the provisions of the Act and Rules made thereunder in this behalf.

(2) Where permitted/required by applicable Law, the Board May provide Members/Members of a class/Debenture holders right to vote through e-voting, complying with applicable Law.

(3) Notwithstanding anything contained in the foregoing, the Company shall transact such business, follow such procedure and ascertain the assent or dissent of Members for a voting conducted by Postal ballot, as may be prescribed by Section 110 of the Act and Rules made thereunder.

Proceedings at General Meetings

Presence of Quorum

79.(1) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

Election of Chairperson whilst chair vacant

(2) No business shall be discussed or transacted at any general meeting except election of Chairman whilst the chair is vacant.

Quorum for general

(3) Quorum for a general meeting shall be as provided in the Act.

Chairman of the Meetings

80. The Chairman (if any) of the Board shall preside at every general meeting of the Company.

Directors to elect a Chairman

81. If there is no such Chairman, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairman of the meeting, the directors present shall elect one of their members to be Chairman of the meeting.

Members to elect a Chairman

82. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall, by poll or electronically, choose one of their members to be Chairman of the meeting.

Casting Vote of Chairman at General Meeting

83. On any business at any general meeting, in case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall have a second or casting vote.

Minutes of Proceedings of Meetings and Resolutions passed by postal ballot

84.(1) The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose, with their pages consecutively numbered.

Certain matters not to be included in minutes

(2) There shall not be included in the minutes any matter which, in the opinion of the Chairman of the meeting —

(a) is, or could reasonably be regarded, as defamatory of any person; or

(b) is irrelevant or immaterial to the proceedings; or

(c) is detrimental to the interests of the Company.

Discretion of Chairman in relation to Minutes	(3)	The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.
Minutes to be evidence	(4)	The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.
Inspection of Minute Books of General Meetings	85.(1)	The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall: (a) be kept at the registered office of the Company; and (b) be open to inspection of any member without charge, as provided in the Act and the Rules.
Members may obtain copy of minutes	(2)	Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in clause (1) above, Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.
Powers to Arrange Security at Meeting	86.	The Board, and also any person(s) authorised by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.
		Adjournment of meeting
Chairman may adjourn the Meeting	87.(1)	The Chairman may, with the consent of the members adjourn the meeting from time to time and from place to place.
Business at adjourned Meeting	(2)	No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
Notice of adjourned Meeting	(3)	When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
Notice of adjourned Meeting not required	(4)	Save as aforesaid, and save as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
		Voting Rights
Entitlement to on show of hands and on poll	88.	Subject to any rights or restrictions for the time being attached to any class or classes of shares (a) On a show of hands, every member present in person shall have one vote; and

(b) On a poll, voting rights shall be in proportion to shares held in the paid-up equity share capital of the company.

Voting Through Electronic Means

89. A members may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.

Vote of Joint-Holders

90.(1) 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.

Seniority of names order

(2) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

How Members Non Compos Mentis and Minor May Vote

91 A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.

Votes in respect of shares of deceased or insolvent ,embers

92. Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.

Business may proceed Pending poll

93. Any business, other than that on which a poll has been demanded, may proceed with pending the taking of the poll.

Restriction on voting Rights

94. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid or in regard to which the Company has exercised any right of lien.

Equal rights of members

95. Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.

Member may vote in person or otherwise

96.(1) Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.

Proxies when to be Deposited

96.(2) The instrument appointing a proxy and the power-of- attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

Form of Proxy

97. An instrument appointing a proxy shall be in the form as prescribed in the Rules.

Proxy Validity despite Death

98. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer

of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

Board of Directors	99.	Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (Three) and shall not be more than 12 (Twelve).
Directors liable to retire by rotation	100.	The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.
Remuneration of Directors	101.(1)	Subject to the provisions of the Act and Rules made thereunder, a Director may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other. Provided that where the Company takes a Directors' Liability, specifically pertaining to a particular Director, then the premium paid in respect of such insurance, for the period during which a Director has been proved guilty, will be treated as part of remuneration paid to such Directors.
	(2)	Subject to the provisions of the Act and Rules made thereunder, the fees payable to a Director for attending the meetings of the Board or Committee thereof shall be such sum as may be decided by the Board of Directors from time to time within the limits prescribed under the Act. Fee, at may be determined by the Board, may also be paid for attending any separate meeting of the Independent Directors of the Company in pursuance of any provision of the Act.
Traveling and other Expenses	(3)	The Board may allow any pay to any director who is not a bonafide resident of the place where the meetings of the Board are ordinarily held and who shall come to such place for the purpose of attending any meeting, such sum as the Board may consider fair compensation for traveling, boarding, lodging and other expenses, in addition to his fee for attending such meeting as above specified; and if any Director be called upon to go or resided out of the ordinary place of his residence on the Company's business, he shall be entitled to be repaid and reimbursed any traveling or other expenses incurred in connection with business of the Company.
Appointment of Additional directors	102.(1)	Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.
Duration of Office of	(2)	Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.
Appointment of alternate Director	103.(1)	The Board may appoint an alternate director to act for a director (hereinafter in this Article called “the Original Director”) during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.

Duration of office of alternate director	(2)	An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.
Re-appointment provisions applicable to Original Director	(3)	If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.
Appointment of Director to fill casual vacancy	104.(1)	If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.
Duration of office of Director appointed to fill casual vacancy	(2)	The director so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated.
Independent Directors	105.(1)	The Company shall appoint such number of Independent Directors as may be required under the Act and other Laws and the Company and Independent Directors are required to abide by the provisions specified in Schedule IV of the Act.
	(2)	Any casual vacancy in the post of an Independent Director caused by way of removal, resignation, death, vacation of office under the Act and Law, removal from Directorship pursuant to any court order or due to disqualification under Section 164 of Act shall be filled by following the process laid down in the Act and rules made thereunder. No such casual vacancy shall prejudice the functioning of the Board during the intervening period.
	(3)	An Independent Director shall be held liable, only in respect of such acts of omission or commission by a Company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently.
	(4)	The provisions relating to retirement of Directors by rotation shall not be applicable to appointment of Independent Directors.
Woman Director	106.(1)	The Company shall appoint such number of Woman Directors as may be required under the Act and the Rules.
Nominee Director	(2)	The Company may agree with any financial institution or any authority or person or state/central government that in consideration of any loan or financial assistance of any kind whatsoever, which may be rendered by it to the Company it shall till such time as the loan or financial assistance is outstanding, have power to nominate one or more directors on the Board of the Company (Nominee Director) and from time to time remove and re-appoint such director(s) and to fill in any vacancy caused by the death or resignation of such director(s) otherwise ceasing to hold office. Such nominee director shall not be required to hold any qualification shares nor shall they be liable to retire by rotation.
		Powers of Board
General powers of the Company vested in Board	107.	The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the Memorandum of Association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required

to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the Memorandum of Association and these Articles and to any regulations, not being inconsistent with the Memorandum of Association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such Regulation shall invalidate any prior act of the Board which would have been valid if such Regulation had not been made.

Execution of Negotiable Instruments

108. 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.

Borrowing Powers

109. The Board may, from time to time, at its discretion subject to the provisions of these Articles, Section 73 to 76, 179, 180 of the Act or Applicable Law, raise or borrow, either from the Directors or from elsewhere and secure the payment of any sum or sums of money for the purpose of the Company, by a resolution of the Board, or where a power to delegate the same is available, by a decision/resolution of such delegate, provided that the Board shall not without the requisite sanction of the Company in General Meeting borrow any sum of money which together with money borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate for the time being of the paid-up Capital of the Company and its free reserves.

Proceedings of the Board

When meeting to be convened

110.(1) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

Who may summon Board meeting

(2) The Chairman or any one Director with the previous consent of the Chairman may, or the company secretary on the direction of the Chairman shall, at any time, summon a meeting of the Board.

Quorum for Board Meetings

(3) The quorum for a Board meeting shall be as provided in the Act.

Participation at Board Meetings

(4) The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.

Questions at Board Meeting how decided

111.(1) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

Casting vote of Chairperson at Board meeting

(2) In case of an equality of votes, the Chairman of the Board, if any, shall have a second or casting vote.

Directors Not to Act When Numbers Falls Below Minimum

112 The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning

a general meeting of the Company, but for no other purpose.

Who to preside at meetings of the Board	113.(1)	The Board shall appoint a Chairman of its meetings and determine the period for which he is to hold office.
	(2)	If no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting, the Vice-Chairman, if there be one or failing him the Managing Director shall be the Chairman of such meeting. If none of the above are available, the Directors present shall choose one of their number to the Chairman of such meeting.
Delegation of Powers	114.(1)	The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such member or members of its body as it thinks fit.
Committee to conform To Board regulations	(2)	Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
Participation at Committee meetings	(3)	The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
Chairman of committee	115.(1)	A Committee may elect a Chairman of its meetings unless the Board, while constituting a Committee, has appointed a Chairman of such Committee.
Who to preside at Meetings of committee	(2)	If no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairman of the meeting.
Committee to meet	116.(1)	A Committee may meet and adjourn as it thinks fit
Questions at Committee meeting how decided	(2)	Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present.
Casting Vote of Chairman at Committee Meeting	(3)	In case of an equality of votes, the Chairman of the Committee shall have a second or casting vote.
Acts of Board or Committee valid Notwithstanding defect of appointment	117.	All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified or that his or their appointment had terminated, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
Passing of resolution by circulation	118.	Save as otherwise expressly provided in the Act, a resolution in writing and signed, by a majority of the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.

Managing Director

Board may appoint Managing Director(s)/ Whole-time Director(s)

119. Subject to the provisions of the Act and of these Articles, the Board shall have power to appoint from time to time any of its member or members as Managing Director(s)/ Whole-time Director(s) for fixed term and upon such terms and conditions as the Board thinks fit and subject to the provisions of Article 118, the Board may by resolution vest in such Managing Director(s) or Whole-time Director(s) 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 such restrictions as it may determine.

Remuneration to Managing Directors/Whole-Tine Directors

A Managing or Whole-time Director may be paid such remuneration, whether by way of monthly payment or participation in profits, or by any or all these modes, or any other mode not expressly prohibited by the Act, as the Board of Directors may determine.

120. The Company shall not appoint or employ, or continue the appointment or employment of a person as its Managing

or whole-time Director who :

(a) Is an undischarged insolvent, or has at any time been adjudged as insolvent;

(b) Suspends, or has at any time suspended payment to his creditors, or makes, or has at any time made a composition with them; or

(c) Is or has, at any time been convicted by a Court of an offence involving moral turpitude.

Chief Executive Officer, Manager, Company Secretary and Chief Financial Officer

Chief Executive Office Manager

121.(a) Subject to the provisions of the Act,—

A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board.

Director may be Chief Executive Officer, etc.

(b) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

Registers

Statutory registers

122. The Company shall keep and maintain all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements in such place and manner, containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during business hours of the Company during such time, not being less than 2 hours on any day, at the registered office of the Company or at such other place where they may be kept under the provisions of the Act by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits

prescribed by the Act and the Rules.

Foreign registers	123.(a)	The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register.
	(b)	The foreign register shall be open for inspection and may be closed, and extracts may be taken therefrom and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.

The Seal

The seal, its custody and Use	124.(1)	The Board shall provide for the safe custody of the seal.
Affixation of Seal	(2)	The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf, and except in the presence of two directors or one director and the secretary or such other person as the Board may appoint for the purpose; and such director and the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

Dividends and Reserve

Company in general meeting may declare dividends	125.	The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
Interim dividends	126.	Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.
Dividends only to Be paid out of profits	127.(1)	The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.
Carry forward of	(2)	The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
Division of profits	128.(1)	Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.
Payments in advance	(2)	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of **this Article as paid** on the **share**.

Dividends to be Appointed	(3)	All dividends shall be apportioned and paid proportionately Appointed 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.
No member to Receive dividend Whilst indebted to The Company and Companies right to Reimbursement therefrom	129.(1)	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.
Retention of Dividends	(2)	The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.
Dividend how remitted	130.(1)	Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or 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.
Instruments of payment	(2)	Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
Discharge of Company	(3)	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.
Receipt of one holder sufficient	131.	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.
No interest on dividends	132.	No dividend shall bear interest against the Company.
Waiver of dividends	133.	The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.

UNPAID OR UNCLAIMED DIVIDEND

Transfer of unclaimed dividend	134.(1)	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, to a special account to be opened by the Company in that behalf in any scheduled bank subject to the applicable provisions of the Act and the Rules made thereunder.
Transfer to IEPF	(2)	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

Account		transfer, shall be transferred by the Company to the Investor Education and Protection Fund established under section 125 of the Act. Any person claiming to be entitled to an amount may apply to the authority constituted by the Central Government for the payment of the money claimed and the Company shall send a statement in the prescribed form of the details of such transfer to the authority which administers the said fund and that authority shall issue a receipt to the Company as evidence of such transfer.
Forfeiture of unclaimed dividend	(3)	No unclaimed or unpaid dividend shall be forfeited by the Board until the claim becomes barred by Applicable Laws.
	(4)	The Company shall, within a period of ninety days of making any transfer of an amount under clause (1) to the unpaid dividend account, prepare a statement containing the names, their last known addresses and the unpaid dividend to be paid to each person and place it on the website of the company, if any, and also on any other website approved by the Central Government for this purpose, in such form, manner and other particulars as may be prescribed. If any default is made in transferring the total amount referred to in clause (1) or any part thereof to the unpaid dividend account of the Company, it shall pay, from the date of such default, interest on so much of the amount as has not been transferred to the said account, at the rate of twelve percent per annum and the interest accruing on such amount shall ensure to the benefit of the members of the company in proportion to the amount remaining unpaid to them.
		Accounts
Inspection by Directors	135.(1)	The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the rules.
Restriction on Inspection. Inspection by Members	(2)	No member (not being a director) shall have any right of inspecting any books of account or books and papers or document of the Company except as conferred by law or authorised by the Board.
		Audit
Rights and Duties of Auditors	136.	Statutory Auditors and Cost Auditors, if any, shall be appointed and their rights and duties regulated in accordance with the Act and Applicable Laws. Where applicable, a Secretarial Auditor shall be appointed by the Board and their rights and duties regulated in accordance with the Act and Applicable Laws.
Appointment of Auditors	137.	Subject to the provisions of Section 139 of the Act and rules made thereunder, the Statutory Auditors of the Company shall be appointed for a period of five consecutive years, subject to ratification by members at every annual general meeting. Provided that the Company may, at a General Meeting, remove any such Auditor or all of such Auditors and appoint in his or their place any other person or persons as may be recommended by the Board, in accordance with Section 140 of the Act or Applicable Laws.
Remuneration of Auditors	138.(1)	The remuneration of the Auditors shall be fixed by the Company in Annual general meeting or in such manner as the Company in general meeting may determine.

Documents and Notices

Service of Documents	139.(1)	A document or notice may be served or given by the Company on any member either personally or sending it by post to him to his registered address or (if he has no registered address in India) to the address, if any, in India supplied by him to the Company for serving documents or notices on him or by way of any electronic transmission, as prescribed in Section 20 of the Act and rules made thereunder.
	(2)	Where a document or notice is sent by post, services of the document or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice, provided that where a member has intimated to the Company in advance that documents or notices should be sent to him by registered post with or without acknowledgment due and has deposited with the Company a sum sufficient to defray the expenses of the doing so, service of the documents or notice shall not be deemed to be effected unless it is sent in the manner intimated by the member and such service shall be deemed to have been effected in the case of Notice of a meeting, at the expiration of forty-eight hours after the letter containing the document or notice is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.
Newspaper Advertisement of Notice to be Deemed Duly Serviced	140.	A document or notice advertised in a newspaper circulating in the neighbourhood of the registered office of the Company shall be deemed to be duly served or sent on the day on which the advertisement appears to every member who has no registered address in India and has not supplied to the Company an address within India for serving of documents on or the sending of notices to him.
Notice to Whom Served in Case of Joint Shareholders	141.	A document or notice may be served or given by the Company on or given to the joint-holders of a Share by serving or giving shareholders the document or notice on or to the joint-holders named first in the Register of Members in respect of the Share.
Notice to be served to Representatives	142.	A document or notice may be served or given by the Company on or to the persons entitled to a Share in consequence of the death or insolvency of a member by sending it through post in a prepaid letter addressed to him or them by name or by the title of representatives of the deceased or assignee of the insolvent or by any like description, at the address if any) in India supplied for the purpose by the persons claiming to be entitled, or (until such an address has been so supplied) by serving the document or notice in any manner in which the same might have been given if the death or insolvency had not occurred.
Service of Notice of General Meetings	143.	Documents or notices of every General Meeting shall be served or given in the same manner hereinbefore on or to (a) every member of the Company, legal representative of any deceased member or the assignee of an insolvent member, (b) every Director of the Company and (c) the Auditor(s) for the time being of the Company. The accidental omission to give notice or the non-receipt of notice by any member or other person to whom it should be **given** shall not invalidate the proceedings at the meeting.
Meters Bound by Notice	144.	Every person who, by operation of law, transfer or other means whatsoever, shall become entitled to any Share, shall be bound by every document or notice in respect of such shares, previously to his name and address being entered on the Register of Members, shall have been duly served on or given to the person from whom he drives his title to such shares.

Notice To Be Served by Post Or Other Electronic Means

145. All documents or notices to be served or given by members on or to the Company or any office thereof shall be served or given by sending it to the Company or officer at the office by post under a certificate of posting or by registered post, or by leaving it at the office or by such other electronic means as prescribed in Section 20 of the Act and the Applicable Law made thereunder.

Admissibility of micro films, computer prints and documents to be treated as documents and evidence

146.(1) Any information in the form of a micro film of a document or image or a facsimile copy or any statement in a document included in a printed material produced by a computer shall be deemed to be a document and shall be admissible in any proceedings without further production of original, provided and evidence the conditions referred in Section 397 are complied with.

(2) All provisions of the Information Technology Act, 2000 relating to the electronic records, including the manner and format in which the electronic records shall be filed, in so far as they are consistent with the Act, shall apply to the records in electronic form under Section 398 of the Act.

Winding Up

Winding up of Company

147. 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.

Indemnity and Insurance

Directors and officers right to indemnity

148.(a) Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.

(b) Subject as aforesaid, every director, managing director, manager, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.

Insurance	(c)	The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

Secrecy

Secrecy	149.	Subject to the provisions of these Articles and the Act no member, or other person (not being a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties of the Company without the permission of the Directors or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature or a 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 Directors will be inexpedient in the interest of the Company to communicate.

General Power

General Power	150.	Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company which are or may be deemed material have been entered or are to be entered into by our Company. These contracts and also the documents for inspection referred to hereunder, will be attached to the copy of the Red Herring Prospectus which will be filed with the RoC, and will also be available at https://vinirforge.org/investor-relations/ . Physical copies of the above-mentioned documents referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from the date of the Red Herring Prospectus until the Bid/Offer Closing Date (except for such agreements executed after the Bid / Offer Closing Date).

Material contracts to the Offer

1. Offer Agreement dated January 17, 2025, amongst our Company, the Promoter Selling Shareholder and the Book Running Lead Manager.

2. Registrar Agreement dated January 16, 2025 amongst our Company, the Promoter Selling Shareholder, and the Registrar to the Offer.

3. Cash Escrow and Sponsor Bank Agreement dated [●] amongst our Company, the Promoter Selling Shareholder, the Registrar to the Offer, the Book Running Lead Manager, the Syndicate Members, the Escrow Collection Bank(s), Sponsor Banks, Public Offer Account Bank(s) and the Refund Bank(s).

4. Share Escrow Agreement dated [●] amongst the Promoter Selling Shareholder, our Company and the Share Escrow Agent.

5. Syndicate Agreement dated [●] amongst our Company, the Promoter Selling Shareholder, the Book Running Lead Manager, the Registrar to the Offer and Syndicate Members.

6. Underwriting Agreement dated [●] amongst our Company, the Promoter Selling Shareholder, and the Underwriters.

Material Documents

1. Certified copies of the Memorandum of Association and the Articles of Association, as amended until date.

2. Certificate of incorporation dated August 01, 1983 in the name of "Vinir Engineering Private Limited" issued by Registrar of Companies, Karnataka, Bangalore.

3. Fresh certificate of incorporation dated November 19, 2024 in the name of "Vinir Engineering Limited" issued by Registrar of Companies, Central Processing Centre pursuant to conversion of our Company from a private limited company to a public limited company.

4. Resolution of our Board dated January 12, 2025 authorising the Offer and other related matters.

5. Resolution dated January 17, 2025 passed by the Board approving this Draft Red Herring Prospectus and certain other related matters.

6. Resolution of the Board dated January 12, 2025, taking on record the participation of the Promoter Selling Shareholder in the Offer for Sale.

7. Consent letter dated January 11, 2025 provided by Promoter Selling Shareholder consenting to participate in the Offer for Sale.

8. Resolution of the Audit Committee dated January 12, 2025, approving the KPIs.

9. Certificate dated January 17 , 2025 from M/s P K Rungta & Co., Chartered Accountants, our Statutory Auditors, certifying the KPIs of our Company.

10. Resolution passed by our Board on February 28, 2022 re-appointing Nitesh Gupta the Managing Director of our Company with effect from February 15, 2022 for a period of five years.

11. Resolution passed by our Board on November 23, 2022, fixing the terms of remuneration payable to Nitesh Gupta the Managing Director of our Company.

12. Written consent dated January 17, 2025 from M/s P K Rungta & Co., Chartered Accountants, to include their name as "expert" as defined under section 2(38) of the Companies Act, 2013 in respect of their (i) examination report, dated January 12, 2025; and (ii) their report dated January 17, 2025 on the statement of special tax benefits in this Draft Red Herring Prospectus.

13. The examination report dated January 12, 2025 of our Statutory Auditor on the Restated Financial Statements.

14. The statement of possible special tax benefits dated January 17, 2025 from our Statutory Auditors.

15. Certificates dated January 17, 2025, respectively, issued by M/s P K Rungta & Co., Chartered Accountants, with respect to the (a) key performance indicators of the Company; (b) average cost of acquisition of shares by the Promoters/Promoter Selling Shareholder and weighted average price at which equity shares of the Company were acquired; and (c) Basis for Offer Price.

16. Written consent dated December 20, 2024 from Gangadhara.H.M.Gowda, independent chartered engineer to include their name, as required under section 26 of the Companies Act, 2013 read with the 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 an Independent Chartered Engineer with respect to the information certified by them and included in this Draft Red Herring Prospectus.

17. Written consent dated January 16, 2025 from SNR & Associates, practicing company secretaries, to include their name as an 'expert' as defined under Section 2(38) of Companies Act, 2013 in respect of the certificate issued by them in their capacity as an independent practicing company secretary to our Company.

18. Report titled "*Industry Report on Non-Automotive Precision Forged and Machined Components*" dated January 15, 2025 prepared and issued by F&S and commissioned by our Company for the purposes of the Offer.

19. RoC Letter dated January 15, 2025 pursuant to the search conducted of the untraceable documents.

20. Consent letter dated January 17, 2025 from F&S with respect to F&S Report.

21. Consents of the BRLM, the Registrar to the Offer, the Syndicate Members, Bankers to the Company, Escrow Collection Bank(s), Public Offer Account Bank(s), Refund Bank(s) and Sponsor Bank(s), the legal counsel to the Company as to Indian law, our Directors and the Company Secretary and Compliance Officer and the Chief Financial Officer, to act in their respective capacities.

22. Copies of annual reports of our Company for Fiscal 2024, Fiscal 2023 and Fiscal 2022.

23. Tripartite agreement dated October 11, 2024, among our Company, NSDL and the Registrar to the Offer.

24. Tripartite agreement dated November 26, 2024, among our Company, CDSL and the Registrar to the Offer.

25. Due diligence certificate dated January 17, 2025 addressed to SEBI from the Book Running Lead Manager.

26. In-principle listing approvals dated [●] and [●] from BSE and NSE, respectively.

27. SEBI final observation letter, bearing reference number [●] 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 with the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF THE COMPANY

Naresh Chandra Gupta

Designation: Chairman and Non-Executive Director
Date: January 17, 2025
Place: Bangalore

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF THE COMPANY

Nitesh Gupta

Designation: Managing Director
Date: January 17, 2025
Place: Bangalore

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF THE COMPANY

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Ritesh Gupta

Designation: Non- Executive Director
Date: January 17, 2025
Place: Bangalore

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF THE COMPANY

Madhukar Anand

Designation: Independent Director
Date: January 17, 2025
Place: Patna

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF THE COMPANY

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Anita Sanghi

Designation: Independent Director
Date: January 17, 2025
Place: Bangalore

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF THE COMPANY

Muthumanickam Matheswaran

Designation: Independent Director
Date: January 17, 2025
Place: Chennai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF THE COMPANY

Narasimha Kerur

Designation: Chief Financial Officer
Date: January 17, 2025
Place: Bangalore

DECLARATION

I, Nitesh Gupta, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus in relation to me, as the Promoter Selling Shareholder and the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including, those made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY THE PROMOTER SELLING SHAREHOLDER

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Nitesh Gupta

Date: January 17, 2025
Place: Bangalore