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DRAFT RED HERRING PROSPECTUS

100% Book Built Issue

Dated: July 22, 2024

Please read Section 26 and 32 of the Companies Act, 2013

(This Draft Red Herring Prospectus will be updated upon filing with the RoC)



ADITHYA AUTOMOTIVE APPLICATIONS LIMITED

CIN: U34201UP2006PLC041454

Registered Office	Contact Person	Email and Telephone	Website
Vendors Industrial Park, Plot No. T2, Tata Motors Eastern Complex, Chinhath Industrial Area, Lucknow-226019, Uttar Pradesh, India	Neha Anil Sangam Company Secretary & Compliance Officer	E-mail: companysecretary@aaapl.in Tel No: 0522-2982325	www.adithyaautomotive.com

Promoters of the Company	Sumanth Badiga, Jasper Auto Services Private Limited, Jasper Industries Private Limited and Bhaskar Transport Private Limited
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DETAILS OF THE ISSUE

Type	Fresh Issue Size	OFS Size (by no. of Shares or by amount in ₹)	Total Issue Size	Eligibility
Fresh Issue	up to 37,68,000 Equity Shares aggregating up to ₹[●] lakhs	Nil	₹[●] lakhs	This Issue is being made in terms of regulation 229(2) and 253(1) of chapter IX of the SEBI (ICDR) Regulations, 2018 as amended.

DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION – NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES

RISK IN RELATION TO THE FIRST ISSUE

The face value of the Equity Shares is ₹10. The Floor Price, Cap Price and Issue Price determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “*Basis for Issue Price*” on page 82 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the Draft Red Herring Prospectus. Specific attention of the investors is invited to the section “*Risk Factors*” beginning on page 25 of this Draft Red Herring Prospectus.


ISSUER ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares Issued through Red Herring Prospectus are proposed to be listed on the SME Platform of NSE (“**NSE Emerge**”). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. For the purpose of this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Limited (“**NSE**”).

BOOK RUNNING LEAD MANAGER TO THE ISSUE

Name and Logo	Contact Person	Email & Telephone
 HEM SECURITIES LIMITED	Ajay Jain	Email: jb@hemsecurities.com Tel. No.: +91- 22- 4906 0000

REGISTRAR TO THE ISSUE

Name and Logo	Contact Person	Email & Telephone
 KFIN TECHNOLOGIES LIMITED	M Murali Krishna	Email: aaa.ipo@kfintech.com Tel No.: +91 40 6716 2222

BID/ISSUE PERIOD

ANCHOR PORTION ISSUE OPENS/ CLOSES ON*: [●]	BID/ ISSUE OPENS ON: [●]	BID/ ISSUE CLOSES ON**: [●]***
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*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/Issue Opening Date.

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

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

DRAFT RED HERRING PROSPECTUS

100% Book Built Issue

Dated: July 22, 2024

Please read Section 26 and 32 of the

Companies Act, 2013

(This Draft Red Herring Prospectus will be

updated upon filing with the RoC)

**ADITHYA AUTOMOTIVE APPLICATIONS LIMITED**

CIN: U34201UP2006PLC041454

Our Company was originally incorporated as “Adithya Body Builders Private Limited” a private limited company under the Companies Act, 1956 vide Certificate of Incorporation dated August 24, 2006 issued by the Registrar of Companies, Andhra Pradesh with CIN U34201AP2006PTC050969. Subsequently, pursuant to Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting, held on July 29, 2008, the name of our Company was changed from “Adithya Body Builders Private Limited” to “Adithya Automotive Applications Private Limited” vide fresh Certificate of Incorporation consequent upon Change of Name dated August 21, 2008 issued by the Registrar of the Companies, Andhra Pradesh. Thereafter, the registered office of our Company was shifted from State of Andhra Pradesh to State of Uttar Pradesh and Certificate of Registration of Company Law Board order for Change of State dated July 23, 2010 was issued by Registrar of Companies, Uttar Pradesh and Uttarakhand with CIN U34201UP2006PTC041454. Subsequently, pursuant to Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting, held on April 23, 2024, our Company was converted into a Public Limited Company and consequently the name of our Company was changed from “Adithya Automotive Applications Private Limited” to “Adithya Automotive Applications Limited” vide a fresh certificate of incorporation consequent upon conversion from private company to public company dated July 09, 2024, issued by the Registrar of Companies, Central Processing Centre. Our Company’s Corporate Identity Number is U34201UP2006PLC041454. For further details of Incorporation and registered office of our Company, please refer to chapter titled “*History and Corporate Structure*” beginning on page 121 of this Draft Red Herring Prospectus.

Registered Office: Vendors Industrial Park, Plot No. T2, Tata Motors Eastern Complex, Chinhat Industrial Area, Lucknow, Uttar Pradesh – 226019, India.

Tel No: 0522-2982325; **E-mail:** companysecretary@aaapl.in; **Website:** www.adithyaautomotive.com;

Contact Person: Neha Anil Sangam, Company Secretary & Compliance Officer

Promoters of our Company: Sumanth Badiga, Jasper Auto Services Private Limited, Jasper Industries Private Limited and Bhaskar Transport Private Limited

DETAILS OF THE ISSUE

INITIAL PUBLIC OFFER OF UPTO 37,68,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH (THE “EQUITY SHARES”) OF ADITHYA AUTOMOTIVE APPLICATIONS LIMITED (“OUR COMPANY” OR “THE ISSUER”) AT AN ISSUE PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) FOR CASH, AGGREGATING UP TO ₹[●] LAKHS (“PUBLIC ISSUE”) OUT OF WHICH [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH, AT AN ISSUE PRICE OF ₹[●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹[●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE PUBLIC ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH, AT AN ISSUE PRICE OF ₹[●] PER EQUITY SHARE FOR CASH, AGGREGATING UPTO ₹[●] LAKHS IS HEREIN AFTER REFERRED TO AS THE “NET ISSUE”. THE PUBLIC ISSUE AND NET ISSUE WILL CONSTITUTE 26.41% AND [●]% RESPECTIVELY OF THE POST- ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND WILL BE ADVERTISED IN [●] EDITION OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND [●] EDITION OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, AND [●] EDITION OF [●], REGIONAL NEWSPAPER (HINDI BEING THE REGIONAL LANGUAGE OF LUCKNOW WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE SME PLATFORM OF NSE (“NSE EMERGE”) FOR THE PURPOSES OF UPLOADING ON THEIR WEBSITE.

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

The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”) read with Regulation 253 of the SEBI ICDR Regulations, as amended, wherein not more than 50% of the Net Issue shall be allocated on a proportionate basis to Qualified Institutional Buyers (“QIBs”, the “QIB Portion”), provided that our Company may, in consultation with the Book Running Lead Managers, 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 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, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilize the Application Supported by Blocked Amount (“ASBA”) process providing details of their respective ASBA accounts, and UPI ID in case of RIBs using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see “*Issue Procedure*” beginning on page 240 of this Draft Red Herring Prospectus.

ELIGIBLE INVESTORS

For details in relation to Eligible Investors, please refer to section titled “*Issue Procedure*” beginning on page 240 of this Draft Red Herring Prospectus.

RISK IN RELATION TO THE FIRST ISSUE

The face value of the Equity Shares is ₹10. The Floor Price, Cap Price and Issue Price determined by our Company, in consultation with the Book Running Lead Managers, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “*Basis for Issue Price*” on page 82 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the Draft Red Herring Prospectus. Specific attention of the investors is invited to the section “*Risk Factors*” beginning on page 25 of this Draft Red Herring Prospectus.

ISSUER ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares Issued through Red Herring Prospectus are proposed to be listed on the SME Platform of NSE (“NSE Emerge”). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, our Company has received “*in-principle*” approval letter dated [●] from National Stock Exchange of India Limited (“NSE”) for using its name in the Issue Document for listing of our shares on the SME Platform of NSE (“NSE Emerge”). For the purpose of this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Limited (“NSE”).

BOOK RUNNING LEAD MANAGER TO THE ISSUE**REGISTRAR TO THE ISSUE**

HEM SECURITIES LIMITED
Address: 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai-400013, Maharashtra, India.
Tel. No.: +91- 22- 49060000;
Email: ib@hemsecurities.com
Investor Grievance Email: redressal@hemsecurities.com
Website: www.hemsecurities.com
Contact Person: Ajay Jain
SEBI Registration Number: INM000010981
CIN: U67120RJ1995PLC010390



KFin Technologies Limited
Address: Selenium Tower-B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana.
Tel. No.: +91 40 6716 2222;
Toll Free No.: 1800 309 4001
Email: aaa.ipo@kfintech.com
Investor Grievance Email: inward.ris@kfintech.com
Website: www.kfintech.com
Contact Person: M Murali Krishna.
SEBI Registration Number: INR000000221
CIN: L72400TG2017PLC117649

BID/ISSUE PERIOD

ANCHOR PORTION ISSUE OPENS/CLOSES ON*: [●]

BID/ISSUE OPENS ON: [●]**

BID/ISSUE 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/Issue Opening Date.

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

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

TABLE OF CONTENTS

SECTIONS	CONTENTS	PAGE NO.
I.	GENERAL	
	DEFINITIONS AND ABBREVIATIONS	1
	CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF FINANCIAL PRESENTATION	16
	FORWARD LOOKING STATEMENTS	18
II.	SUMMARY OF DRAFT RED HERRING PROSPECTUS	19
III.	RISK FACTORS	25
IV.	INTRODUCTION	
	THE ISSUE	45
	SUMMARY OF RESTATED FINANCIAL STATEMENTS	47
	GENERAL INFORMATION	51
	CAPITAL STRUCTURE	61
	OBJECTS OF THE ISSUE	73
	BASIS FOR ISSUE PRICE	82
	STATEMENT OF SPECIAL TAX BENEFITS	86
V.	ABOUT THE COMPANY	
	INDUSTRY OVERVIEW	89
	OUR BUSINESS	97
	KEY REGULATIONS AND POLICIES	109
	HISTORY AND CORPORATE STRUCTURE	121
	OUR MANAGEMENT	125
	OUR PROMOTERS & PROMOTER GROUP	137
	DIVIDEND POLICY	144
VI.	FINANCIAL INFORMATION OF THE COMPANY	
	RESTATED FINANCIAL STATEMENTS	145
	OTHER FINANCIAL INFORMATION	187
	STATEMENT OF FINANCIAL INDEBTEDNESS	188
	MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS	189
	CAPITALISATION STATEMENT	197
VII.	LEGAL AND OTHER INFORMATION	
	OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS	198
	GOVERNMENT AND OTHER APPROVALS	211
	OUR GROUP COMPANY	215
	OTHER REGULATORY AND STATUTORY DISCLOSURES	216
VIII.	ISSUE RELATED INFORMATION	
	TERMS OF THE ISSUE	229
	ISSUE STRUCTURE	236
	ISSUE PROCEDURE	240
	RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES	269
IX.	MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION OF OUR COMPANY	271
X.	OTHER INFORMATION	
	MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION	283
	DECLARATION	284

SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification, clarification, direction or policies shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification or clarifications, modifications, replacements or reenactments thereto, 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 meaning ascribed to such terms under the Companies Act, 2013, the SEBI (ICDR) Regulations, 2018, the Securities Contracts Regulation Act, 1956 (“SCRA”), the Depositories Act or the rules and regulations made there under.

Notwithstanding the foregoing, terms used in of the sections “Statement of Special Tax Benefits”, “Financial Information of the Company” and “Main Provisions of the Articles of Association of our Company” on page 86, 145 and 271 respectively, shall have the meaning ascribed to such terms in such sections.

General Terms

Terms	Description
“AAAL”, “the Company”, “our Company”, “Issuer” and “Adithya Automotive Applications Limited”	Adithya Automotive Applications Limited, a public limited Company incorporated under the Companies Act, 1956 and having its Registered office at Vendors Industrial Park, Plot No. T2, Tata Motors Eastern Complex, Chinhat Industrial Area, Lucknow - 226019, Uttar Pradesh, India.
“we”, “us” and “our”	Unless the context otherwise indicates or implies, refers to our Company.
“you”, “your” or “yours”	Prospective investors in this Issue

Company related and Conventional terms

Term	Description
AOA/ Articles/ Articles of Association	Unless the context otherwise requires, refers to the Articles of Association of our Company, as amended, from time to time
Audit Committee	The Committee of the Board of Directors constituted as the Company’s Audit Committee in accordance with Section 177 of the Companies Act, 2013 as described in the chapter titled “ Our Management ” beginning on page 125 of this Draft Red Herring Prospectus.
Auditors/ Statutory Auditors	The Statutory Auditors of our Company, being M/s. Seth & Associates (FRN: 001167C)
Bankers to our Company	HDFC Bank Limited
Board of Directors/ the Board/ our Board	The Board of Directors of our Company, including all duly constituted Committees thereof.
Chief Executive Officer/ CEO	The Chief Executive Officer of our Company being Kotikalapudi Venkatasatya Nageswararao
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company being Satya Priya Chaturvedi
Companies Act/ Act	The Companies Act, 2013 and amendments thereto and erstwhile Companies Act 1956 as applicable
Company Secretary and Compliance Officer	The Company Secretary & Compliance Officer of our Company being Neha Anil Sangam (M. No.: A46052)
Corporate Social Responsibility Committee/ CSR Committee	The corporate social responsibility committee of our Board, constituted in accordance with the Section 135 of the Companies Act and as described in the chapter titled “ Our Management ” beginning on page 125 of this Draft Red Herring Prospectus.
Depositories	National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Director(s) / our Directors	The Director(s) of our Company, unless otherwise specified
DP/ Depository Participant	A depository participant as defined under the Depositories Act
DP ID	Depository’s Participant’s Identity Number

Term	Description
Equity Shareholders/ Shareholders	Persons/ Entities holding Equity Shares of our Company
Equity Shares	Equity Shares of the Company of face value of ₹10/- each unless otherwise specified in the context thereof.
Executive Directors	Executive Directors are the Managing Director of our Company.
Fugitive economic offender	Shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018)
Group Companies/ Group Company	Our group companies identified in accordance with SEBI (ICDR) Regulations and in accordance with our Materiality Policy. For details, see section titled “Our Group Companies” on page 215 of this Draft Red Herring Prospectus.
Holding Company	Jasper Auto Services Private Limited
Independent Director	An Independent Director as defined under Section 2(47) of the Companies Act, 2013 and as defined under the Listing Regulations. For details of our Independent Directors, see “Our Management” on page 125 of this Draft Red Herring Prospectus.
ISIN	International Securities Identification Number. In this case being INE455Y01018.
Key Management Personnel/ KMP	Key Management Personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI Regulations and the Companies Act, 2013. For details, see section titled “Our Management” on page 125 of this Draft Red Herring Prospectus.
LLP	Limited Liability Partnership
MOA/ Memorandum of Association	Memorandum of Association of Adithya Automotive Applications Limited as amended from time to time.
MD or Managing Director	The Managing Director of our Company, Sumanth Badiga.
Materiality Policy	The policy adopted by the Board in its meeting dated July 11, 2024 for identification of (a) material outstanding litigation proceedings involving our Company, Directors and Promoters, if any; (b) Group Companies; and (c) outstanding dues to material creditors by our Company, in accordance with the disclosure requirements under the SEBI (ICDR) Regulations, 2018 as amended from time to time.
Non-Executive Directors/ Nominee Directors	Non-executive directors on our Board. For details, see section titled “Our Management” on page 125 of this Draft Red Herring Prospectus.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board constituted in accordance with Section 178 of the Companies Act, 2013 as described in the chapter titled “Our Management” beginning on page 125 of this Draft Red Herring Prospectus
NRIs / Non-Resident Indians	A person resident outside India, as defined under Foreign Exchange Management Act, 1999 and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
Peer Review Auditor	The Peer Review Auditor in this case, being M/s Mundra & Co. (FRN: 013023C)
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Promoter(s)	Shall mean Promoters of our Company i.e. Sumanth Badiga, Jasper Auto Services Private Limited, Jasper Industries Private Limited and Bhaskar Transport Private Limited. For further details, please refer to section titled “Our Promoter & Promoter Group” beginning on page 137 of this Draft Red Herring Prospectus.
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, 2018 as enlisted in the section “Our Promoter and Promoter Group” beginning on page 137 of this Draft Red Herring Prospectus.
RBI Act	The Reserve Bank of India Act, 1934 as amended from time to time.
Registered Office / Manufacturing Unit	The Registered Office of our Company situated at Vendors Industrial Park, Plot No. T2, Tata Motors Eastern Complex, Chinhat Industrial Area, Lucknow – 226019, Uttar Pradesh, India.
Reserve Bank of India/ RBI	Reserve Bank of India constituted under the RBI Act.
Restated Financial Information/ Statements	The Restated Financial statements of our Company comprising of the Restated Statement of Assets and Liabilities as at March 31, 2024, March 31 2023 and March 31, 2022 and the Restated Statements of Profit and Loss and Cash Flows Statements for the Fiscals ended March 31, 2024, March 31 2023 and March 31, 2022 of our Company prepared in accordance with Ind AS and

Term	Description
	the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Revised Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, together with the schedules, notes and annexure thereto. For details, please refer section titled “Financial Information of the Company” on page 145 of this Draft Red Herring Prospectus.
RoC/ Registrar of Companies	Unless specified otherwise refers to Registrar of Companies, Kanpur, 37/17, Westcott Building, The Mall, Kanpur – 208001, Uttar Pradesh, India
SEBI Act/ SEBI	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI (ICDR) Regulations /ICDR Regulation/ Regulation	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI (Venture Capital) Regulations	Securities Exchange Board of India (Venture Capital) Regulations, 2000 as amended from time to time.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended.
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended from time to time.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time.
SEBI PIT Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions, notifications and clarifications issued by SEBI from time to time.
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SEBI Listing Regulations, 2015/ SEBI Listing Regulations/ Listing Regulations/ SEBI (LODR)	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations or SEBI (SAST) Regulations/ SEBI Takeover Regulations/ Takeover Regulations/ Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
SEBI (PFUTP) Regulations/ PFUTP Regulations	Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
Stakeholders’ Relationship Committee	Stakeholders’ relationship committee of our Company constituted in accordance with Section 178 of the Companies Act, 2013 and as described in the chapter titled “Our Management” beginning on page 125 of this Draft Red Herring Prospectus.
Stock Exchange	Unless the context requires otherwise, refers to, National Stock Exchange of India Limited
Shareholders	Shareholders of our Company from time to time.
Our Subsidiary Company/ Subsidiaries	The Company does not have any subsidiaries as on the date of this Draft Red Herring Prospectus.
Sub- Account	Sub- accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
Subscriber to MOA	Initial Subscribers to MOA being Jasper Industries Private Limited and Hazaribagh Mining & Engineers Private Limited.

Issue Related Terms

Terms	Description
Applicant	Any prospective investor who makes an application for Equity Shares in terms of this Draft Red Herring Prospectus
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by SEBI in this behalf.

Terms	Description
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a bidders as proof of registration of the Application.
Allotment/ Allot/ Allotted	Unless the context otherwise requires, means the allotment of Equity Shares, pursuant to the Issue to the successful bidders.
Allotment Advice	A note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee (s)	Successful bidders to whom the Equity Shares are allotted.
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI (ICDR) Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 200 lakhs.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Managers during the Anchor Investor Bid/ Issue Period.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus
Anchor Investor Bid/ Issue Period	One Working Day prior to the Bid/ Issue Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to the Anchor Investors shall be completed.
Anchor Investor Issue Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company, in consultation with the Book Running Lead Managers
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the Book Running Lead Managers, to the Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI (ICDR) Regulations.
Application Supported by Block Amount (ASBA)	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid and authorising an SCSB to block the Bid Amount in the ASBA Account and will include amounts blocked by the SCSB upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism.
ASBA Account	A bank account maintained by ASBA Bidders with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent of the specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a Retail Individual Investor linked to a UPI ID, which will be blocked in relation to a Bid by a Retail Individual Investor Bidding through the UPI Mechanism.
ASBA Application Location(s)/ Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata and Ahmedabad.
ASBA Bidder	Any prospective investor(s) / Bidder (s) in this Issue who apply(ies) through the ASBA process except Anchor Investor.
ASBA Form/ Bid cum Application	An Application form (with or without UPI ID, as applicable), whether physical or electronic, used by Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus or the Prospectus.
Banker to the Issue Agreement	Agreement dated [●] entered into amongst the Company, Book Running Lead Manager, the Registrar, Sponsor Bank and the Banker to the Issue.
Bankers to the Issue/ Public Issue Bank/ Sponsor Bank	Banks which are clearing members and registered with SEBI as Bankers to an Issue and with whom the Public Issue Account will be opened, in this case being [●]
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful bidders under the issue and which is described in the chapter titled “ <i>Issue Procedure</i> ” beginning on page 240 of this Draft Red Herring Prospectus.
Bid	An indication to make an offer during the Bid/ Issue Period by a Bidder (other than an Anchor Investor) pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Issue Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all

Terms	Description
	revisions and modifications thereto as permitted under the SEBI (ICDR) Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form. The term “Bidding” shall be construed accordingly.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders Bidding at 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 Retail Individual Bidder or blocked in the ASBA Account upon submission of the Bid in the Issue.
Bid Lot	[●] equity shares and in multiples of [●] equity shares thereafter.
Bid/ Issue Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Syndicate, the Designated Branches and the Registered Brokers shall not accept the Bids, which shall be notified in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Hindi edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation, and in case of any revision, the extended Bid/ Issue closing Date also to be notified on the website and terminals of the Syndicate, SCSB’s and Sponsor Bank, as required under the SEBI (ICDR) Regulations.
Bid/ Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Hindi edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation, and in case of any revision, the extended Bid/ Issue Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI (ICDR) Regulations.
Bid/ Issue Period	Except in relation to any Bids received from the Anchor Investors, the period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date or the QIB Bid/ Issue Closing Date, as the case may be, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof. Provided however that the Bidding/ Issue Period shall be kept open for a minimum of three Working Days for all categories of Bidders.
Bidder/ Applicant	Any prospective investor who makes a bid pursuant to the terms of the Draft Red Herring Prospectus and the Bid-Cum-Application Form and unless otherwise stated or implied, which includes an ASBA Bidder and an Anchor Investor
Bidding	The process of making a Bid.
Bidding/ Collection Centers	Centers at which the Designated intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branches for SCSBs, specified locations for syndicates, broker centers for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.
Book Building Process/ Book Building Method	Book building process, as provided in Part A of Schedule XIII of the SEBI (ICDR) Regulations, in terms of which the Issue is being made
BRLM / Book Running Lead Manager	Book Running Lead Manager to the Issue in this case being Hem Securities Limited, SEBI Registered Category I Merchant Banker.
Broker Centres	Broker Centres notified by the Stock Exchanges, where the investors can submit the Bid-cum Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange.
Business Day	Monday to Friday (except public holidays).
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Cap Price	The higher end of the price band above which the Issue Price will not be finalized and above which no Bids (or a revision thereof) will be accepted.
Client Id	Client Identification Number maintained with one of the Depositories in relation to Demat account
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Collecting Registrar and Share Transfer Agent	Registrar to an Issue and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.

Terms	Description
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Issue and the Stock Exchange.
Cut Off Price	The Issue Price, which shall be any price within the Price band as finalized by our Company in consultation with the BRLM. Only Retail Individual Investors are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investor) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price.
Demographic Details	The demographic details of the applicants such as their Address, PAN, name of the applicants father/husband, investor status, Occupation and Bank Account details.
Depositor/ Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Bid-cum-Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid-Cum-Application Forms are available on the website of the Stock Exchange i.e., www.nseindia.com
Designated Date	The date on which funds are transferred from the Escrow Account(s) and the amounts blocked are transferred from the ASBA Accounts, as the case may be, to the Public Offer Account(s) or the Refund Account(s), as applicable, in terms of the Red Herring Prospectus and the Prospectus, after the finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares may be Allotted to successful Bidders in the Offer.
Designated Intermediaries/ Collecting Agent	An SCSB's with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stock Broker registered with recognized Stock Exchange, a Depository Participant, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity).
Designated Market Maker	[●]
Designated RTA Locations	Such locations of the RTAs where Bidder can submit the Bid-Cum-Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid-Cum-Application Forms are available on the websites of the Stock Exchange i.e., www.nseindia.com .
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the Applicant and a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	National Stock Exchange of India Limited (NSE Emerge i.e., Emerge platform of NSE)
DP ID	Depository's Participant's Identity Number
DP/ Depository Participant	A depository participant as defined under the Depositories Act, 1996
Draft Red Herring Prospectus	Draft Red Herring Prospectus dated July 22, 2024 issued in accordance with Sections 26 & 32 of the Companies Act, 2013
Electronic Transfer of Funds	Refunds through NACH, NEFT, Direct Credit or RTGS as applicable.
Eligible NRI	A Non-Resident Indian in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom this Draft Red Herring Prospectus will constitute an invitation to subscribe for the Equity Shares.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Draft Red Herring Prospectus constitutes an invitation to purchase the Equity shares issued thereby and who have opened Demat accounts with SEBI registered qualified depository participants.
Escrow Account(s)	The account(s) to be opened with the Escrow Collection Bank and in whose favour the Anchor Investors will transfer money through NACH/direct credit/ NEFT/ RTGS in respect of the Bid Amount when submitting a Bid.
FII/ Foreign Institutional Investors	Foreign Institutional Investor as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.

Terms	Description
First Bidder/ Applicant/ Bidders	Bidder(s) whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, at or above which the Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids will be accepted
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1) (III) of the SEBI (ICDR) Regulations.
FPI/ Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
General Corporate Purposes	Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the offer document. Provided that any issue related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the offer document.
General Information Document (GID)	The General Information Document for investing in public issues, prepared and issued in accordance with the SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 and the circular no. SEBI / HO / CFD / DIL2 / CIR / P / 2020 / 50 dated March 30, 2020, as amended by SEBI from time to time and the UPI Circulars. The General Information Document shall be available on the websites of the Stock Exchanges, and the Book Running Lead Managers.
Issue Agreement	The Issue Agreement dated July 13, 2024 between our Company and Book Running Lead Manager, Hem Securities Limited.
Issue Price	The Price at which the Equity Shares are being issued by our Company under this Draft Red Herring Prospectus being ₹[●] per Equity share.
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled “Objects of the Issue” beginning on page 73 of this Draft Red Herring Prospectus
Issue/ Public Issue/ Issue size/ Initial Public Issue/ Initial Public Offering/ IPO	The Initial Public Issue of upto 37,68,000 Equity shares of ₹10/- each at issue price of ₹ [●]/- per Equity share, including a premium of ₹ [●]/- per equity share aggregating to ₹ [●] lakhs
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the Stock Exchange.
Lot Size	[●]
Mandate Request	Mandate Request means a request initiated on the RII by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
Market Maker Reservation Portion	The reserved portion of [●] Equity Shares of ₹10 each at an Issue price of ₹ [●] each is aggregating to ₹ [●] Lakhs to be subscribed by Market Maker in this issue.
Market Making Agreement	The Market Making Agreement dated [●] between our Company, Book Running Lead Manager and Market Maker, [●].
Mutual Fund Portion	5% of the Net 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 Issue Price.
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996 as amended from time to time.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of [●] equity Shares of ₹10/- each at a price of ₹ [●] per Equity Share (the “Issue Price”), including a share premium of ₹ [●] per equity share aggregating to ₹ [●] Lakhs.
Net Proceeds	The Issue Proceeds received from the fresh Issue excluding Issue related expenses. For further information on the use of Issue Proceeds and Issue expenses, please refer to the section titled “Objects of the Issue” beginning on page 73 of this Draft Red Herring Prospectus.
NCLT	National Company Law Tribunal

Terms	Description
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors
NPCI	NPCI, a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA).
Non- Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
Non-Institutional Bidders	All Bidders that are not QIBs, RIBs or Eligible Employees Bidding in the Employee Reservation Portion and who have Bid for Equity Shares, for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Issue being not less than 15% of the Issue, consisting of [●] Equity Shares, which shall be available for allocation on a proportionate basis to Non Institutional Investors, subject to valid Bids being received at or above the Issue Price.
Other Investor	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Overseas Corporate Body/ OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.
Pay-in-Period	The period commencing on the Bid/Issue Opening date and extended till the closure of the Anchor Investor Pay-in-Date.
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable.
Person/ Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/ or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Price Band	Price Band of a minimum price (Floor Price) of ₹[●] and the maximum price (Cap Price) of ₹[●] and includes revisions thereof. The Price Band will be decided by our Company in consultation with the BRLM and advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily regional newspaper with wide circulation at least two working days prior to the Bid/ Issue Opening Date.
Pricing Date	The date on which our Company in consultation with the BRLM, will finalize the Issue Price.
Prospectus	The Prospectus, to be filed with the Registrar of Companies in accordance with the provisions of Section 26 & 32 of the Companies Act, 2013, containing, inter alia, the Issue Price, size of the Issue and certain other information.
Public Issue Account	The bank account opened with the Public Offer Account Bank under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date.
Public Issue Account Bank	Bank which is a clearing member and registered with SEBI as a banker to an issue, and with whom the Public Issue Account(s) will be opened
QIB Category/ QIB Portion	The portion of the Net Issue (including the Anchor Investor Portion) being not more than 50% of the Net Issue, consisting of [●] Equity Shares aggregating to ₹[●] lakhs which shall be Allotted to QIBs (including Anchor Investors) on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company in consultation with the BRLMs), subject to valid Bids being received at or above the Issue Price or Anchor Investor Offer Price (for Anchor Investors).
Qualified Institutional Buyers/ QIBs/ QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI (ICDR) Regulations.
Red Herring Prospectus / RHP	The red herring prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI (ICDR) Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Issue including any addenda or corrigenda thereto.

Terms	Description
	The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/Issue Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date
Refund Account	The 'no-lien' and 'non-interest bearing' account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made.
Refund Bank/ Refund Banker	Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Account will be opened, in this case being [●].
Refund through electronic transfer of funds	Refunds through NECS, direct credit, RTGS or NEFT, as applicable.
Registered Broker	The stockbrokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids
Registrar Agreement	The agreement dated July 16, 2024 entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Registrar/ Registrar to the Issue/ RTA/ RTI	Registrar to the Issue, in this case being KFin Technologies Limited.
Regulation S	Regulation S under the U.S. Securities Act of 1933, as amended from time to time.
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations, 2018.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Retail Individual Bidders/ RIBs/ Retail Individual Investors/ RIIs	Individual Bidders, submitting Bids, who have Bid for Equity Shares for an amount not more than ₹ 2,00,000/- in any of the bidding options in the Net Issue (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs).
Retail Portion	The portion of the Issue being not less than 35% of the Net Issue, consisting of [●] Equity Shares, available for allocation to Retail Individual Bidders.
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable. QIB Bidders and Non-Institutional Investors are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors and Eligible Employees can revise their Bids during the Bid/ Issue Period and withdraw their Bids until the Bid/ Offer Closing Date.
Securities laws	Means the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board.
SEBI (ICDR) Regulations/ ICDR Regulation/ Regulation	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI (Venture Capital) Regulations	Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time.
SEBI Act/ SEBI	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Listing Regulations, 2015/ SEBI Listing Regulations/ Listing Regulations/ SEBI (LODR)	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
Self-Certified Syndicate Bank(s) / SCSB(s)	Shall mean a Banker to an Issue registered under Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the

Terms	Description
	service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 or at such other website as may be prescribed by SEBI from time to time.
SME Exchange	Emerge Platform of the National Stock Exchange of India Limited i.e., “NSE Emerge”
Specified Locations	Collection centres where the SCSBs shall accept application form, a list of which is available on the website of SEBI (https://www.sebi.gov.in/) and updated from time to time.
Specified Securities	Equity shares offered through this Draft Red Herring Prospectus.
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI, which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI (National Payments Corporation of India) in order to push the mandate, collect requests and / or payment instructions of the Retail Investors into the UPI.
Sub Syndicate Member	A SEBI Registered member of NSE appointed by the BRLM and/ or syndicate member to act as a Sub Syndicate Member in the Issue.
Syndicate	Includes the BRLM, Syndicate Members and Sub Syndicate Members.
Syndicate Agreement	The agreement dated [●] entered into amongst our Company, the BRLM and the Syndicate Members, in relation to the collection of Bids in this Issue.
Syndicate ASBA Bidding Locations	Bidding Centers where an ASBA Bidder can submit their Bid in terms of SEBI Circular no. CIR/CFD/DIL/1/2011 dated April 29, 2011, namely Mumbai, Chennai, Kolkata, Delhi
Syndicate Members/ Members of the Syndicate	Intermediaries registered with SEBI eligible to act as a syndicate member and who is permitted to carry on the activity as an underwriter, in this case being [●].
Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI (ICDR) Regulations.
Transaction Registration Slip/ TRS	The slip or document issued by the member of the Syndicate or SCSB (only on demand) as the case may be, to the Applicant as proof of registration of the Application.
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Underwriter	The BRLM who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations, 2018 and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time.
Underwriting Agreement	The Agreement [●] entered between the Underwriter, BRLM and our Company.
UPI	UPI is an instant payment system developed by the NCPI, it enables merging several banking features, seamless fund routing & merchant payment into one hood. UPI allow instant transfer of money between any two bank accounts using a payment address which uniquely identifies a person’s bank account
UPI Circulars	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular number 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 no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, along with the circular issued by the NSE having reference no. 23/2022 dated July 22, 2022 and reference no. 25/2022 dated August 3, 2022 and the notice issued by BSE having reference no. 20220722- 30 dated July 22, 2022 and reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard.
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request/ Mandate Request	A request (intimating the RII by way of notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
UPI Mechanism	The mechanism that was used by an RIB to make a Bid in the Offer in accordance with the UPI Circulars on Streamlining of Public Issues

Terms	Description
UPI PIN	Password to authenticate UPI transaction
Venture Capital Fund/ VCF	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
WACA	Weighted average cost of acquisition.
Wilful Defaulter(s)	Wilful defaulter as defined under Regulation 2(1) (III) of the SEBI (ICDR) Regulations, 2018.
Working Day	In accordance with Regulation 2(1) (mmm) of SEBI (ICDR) Regulations, 2018, working days' means, all days on which commercial banks in Mumbai are open for business. However, in respect of– (a) announcement of Price Band; and (b) Issue period, working days shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; (c) the time period between the Bid/ Issue Closing Date and the listing of the Equity Shares on the Stock Exchange, working day shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per circulars issued by SEBI.

Technical and Industry Related Terms

Term	Description
CKD	Completely Knocked-Down
CNC	Computer numerically controlled
CuM	Cubic Meter
CV	Commercial vehicle
EPFO	Employees' Provident Fund Organization
ERP	Enterprise resource planning
ESI	Employee State Insurance
EV	Electric Vehicles
FAME	Faster Adoption and Manufacturing of (Hybrid &) Electric Vehicles
HFI	High-Frequency Indicators
IATF	International Automotive Task Force
IBA	Indian Banks Association
ISO	International Organization for Standardization
IT	Information Technology
LCVs	Light commercial vehicles
MHI	Ministry of Heavy Industries
MoCI	Ministry of Commerce and Industry
MoPNG	Ministry of Petroleum and Natural Gas
MTW Act	The Motor Transport Workers Act, 1961
NATRAX	National Automotive Test Tracks
NCAP	New Car Assessment Program
NCR	National Capital Region
O&M	Operations and Maintenance
OEM	Original equipment manufacturers
SKD	Semi Knocked-Down
SMEs	Small and Medium sized Enterprises
SRCC	Strike, Riots and Civil Commotion
STFI	Storm, Tempest, Flood, Inundation, Hurricane, Cyclone, Typhoon and Tornado
TMS	Transport management system
UV	Utility vehicles

Conventional terms and Abbreviations

Abbreviation	Full Form
Rs./ Rupees/ INR/ ₹	Indian Rupees
AS / Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
A/c	Account

Abbreviation	Full Form
ACS	Associate Company Secretary
AGM	Annual General Meeting
ASBA	Applications Supported by Blocked Amount
Amt.	Amount
AIF	Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
AY	Assessment Year
AOA	Articles of Association
Approx	Approximately
B. A	Bachelor of Arts
B. Com	Bachelor of Commerce
B. E	Bachelor of Engineering
B. Sc	Bachelor of Science
B. Tech	Bachelor of Technology
Bn	Billion
BG/LC	Bank Guarantee / Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
BRLM	Book Running Lead Manager
BSE	BSE Limited
CDSL	Central Depository Services (India) Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note
Companies Act, 2013	Companies Act, 2013 to the extent in force pursuant to the notification of sections of the Companies Act, 2013 along with the relevant rules made thereunder as amended.
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions that have ceased upon notification of the Companies Act, 2013) along with the relevant rules made thereunder.
CA	Chartered Accountant
Client ID	Client identification number of the Bidder's beneficiary account
CAIIB	Certified Associate of Indian Institute of Bankers
CB	Controlling Branch
CC	Cash Credit
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CS	Company Secretary
CS & CO	Company Secretary & Compliance Officer
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CSR	Corporate Social Responsibility
C.P.C.	Code of Civil Procedure, 1908
CrPC	Code of Criminal Procedure, 1973
CENVAT	Central Value Added Tax
CST	Central Sales Tax
CWA/ICWA	Cost and Works Accountant
CMD	Chairman and Managing Director
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
DP	Depository Participant
Depositories Act	The Depositories Act, 1996, read with the rules, regulations, clarifications and modifications Thereunder
Depository	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
DP ID	Depository Participant's Identification Number
EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortization
ECS	Electronic Clearing System
ESIC	Employee's State Insurance Corporation

Abbreviation	Full Form
EPFA	Employee's Provident Funds and Miscellaneous Provisions Act, 1952
EMI	Equated Monthly Installment
EPS	Earnings Per Share
EGM /EOGM	Extraordinary General Meeting
ESOP	Employee Stock Option Plan
EXIM/ EXIM Policy	Export – Import Policy
FCNR	Foreign Currency Non-Resident
FCNR Account	Foreign Currency Non Resident (Bank) account established in accordance with the provisions of FEMA
FIPB	Foreign Investment Promotion Board
FY / Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FEMA	Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under.
FBT	Fringe Benefit Tax
FDI	Foreign Direct Investment
FIs	Financial Institutions
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FPIs	Foreign Portfolio Investor” means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities And Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act, 1992
FTA	Foreign Trade Agreement
FVCI	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
FEMA	Foreign Exchange Management Act, 1999, including the rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Finance Act	Finance Act, 1994
Fraudulent Borrower	A fraudulent borrower as defined in Regulation 2(1) (III) of the SEBI (ICDR) Regulations.
FV	Face Value
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
GoI/Government	Government of India
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
GST	Goods and Services Tax
GVA	Gross Value Added
HUF	Hindu Undivided Family
HNI	High Net Worth Individual
HSL	Hem Securities Limited
IBC	The Insolvency and Bankruptcy Code, 2016
ICAI	The Institute of Chartered Accountants of India
ISIN	International Securities Identification Number
IST	Indian Standard Time
ICWAI	The Institute of Cost Accountants of India
IMF	International Monetary Fund
IIP	Index of Industrial Production
IPO	Initial Public Offer
ICSI	The Institute of Company Secretaries of India
IT Act	The Information Technology Act, 2000
IFRS	International Financial Reporting Standards
INR / ₹/ Rupees	Indian Rupees, the legal currency of the Republic of India
I.T. Act	Income Tax Act, 1961, as amended from time to time
IT Authorities	Income Tax Authorities

Abbreviation	Full Form
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise
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
Ind AS	Indian Accounting Standards as referred to in and notified by the Ind AS Rules
Ind AS Rules	The Companies (Indian Accounting Standard) Rules, 2015
IRDA	Insurance Regulatory and Development Authority
JV/ Joint Venture	A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities.
KMP	Key Managerial Personnel
LLB	Bachelor of Law
Ltd.	Limited
LLP	Limited Liability Partnership
MAT	Minimum Alternate Tax
MoF	Ministry of Finance, Government of India
MoU	Memorandum of Understanding
M. A	Master of Arts
MCA	Ministry of Corporate Affairs, Government of India
M. B. A	Master of Business Administration
MAT	Minimum Alternate Tax
M. Com	Master of Commerce
Mn	Million
M. E	Master of Engineering
M. Tech	Masters of Technology
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MSME	Micro, Small and Medium Enterprises
MAPIN	Market Participants and Investors Database
NA	Not Applicable
NCLT	National Company Law Tribunal
Networth	The aggregate of paid up Share Capital and Share Premium account and Reserves and Surplus (Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure (to the extent not written off) and debit balance of Profit & Loss Account
NACH	National Automated Clearing House
NEFT	National Electronic Funds Transfer
NECS	National Electronic Clearing System
NAV	Net Asset Value
NCT	National Capital Territory
NPV	Net Present Value
NRI	Non-Resident Indians
NRE Account	Non Resident External Account
NRO Account	Non Resident Ordinary Account
NSE	National Stock Exchange of India Limited
NOC	No Objection Certificate
NSDL	National Securities Depository 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 the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Issue.
P.A.	Per Annum
PF	Provident Fund
PG	Post Graduate
PGDBA	Post Graduate Diploma in Business Administration
PLR	Prime Lending Rate

Abbreviation	Full Form
PAC	Persons Acting in Concert
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
P.O.	Purchase Order
PBT	Profit Before Tax
PLI	Postal Life Insurance
POA	Power of Attorney
PSU	Public Sector Undertaking(s)
Pvt.	Private
Q.C.	Quality Control
RoC	Registrar of Companies
RBI	The Reserve Bank of India
Registration Act	Registration Act, 1908
ROE	Return on Equity
R&D	Research & Development
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SME	Small and Medium Enterprises
SCSB	Self-Certified syndicate Banks
STT	Securities Transaction Tax
Sub-Account	Sub-accounts registered with SEBI under the SEBI (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
Sec.	Section
SPV	Special Purpose Vehicle
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
Trade Marks Act	Trade Marks Act, 1999
TIN	Taxpayers Identification Number
UIN	Unique identification number
U.N.	United Nations
US/United States	United States of America
UK	United Kingdom
UAE	United Arab Emirates
USD/ US\$/ \$	United States Dollar, the official currency of the United States of America
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
U.S. Securities Act	United States Securities Act of 1933
VAT	Value Added Tax
VCF/ Venture Capital Fund	Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
Wilful Defaulter(s)	Company or person categorized as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India and includes any company whose director or promoter is categorized as such and as defined under Regulation 2(1)(III) of the SEBI (ICDR) Regulations, 2018.
WDV	Written Down Value
WTD	Whole Time Director
w.e.f.	With effect from
-, (₹)	Represent Outflow

The words and expressions used but not defined in this Draft Red Herring Prospectus will have the same meaning as assigned to such terms under the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 (the “SEBI Act”), the SCRA, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the Depositories Act and the rules and regulations made thereunder.

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

Certain Conventions

In this Draft Red Herring Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, unless the context otherwise indicates or implies, refers to Adithya Automotive Applications Limited. All references in the Draft Red Herring Prospectus to “India” are to the Republic of India. All references in the Draft Red Herring Prospectus to the “U.S.”, “USA” or “United States” are to the United States of America.

In this Draft Red Herring Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “Ten Lac / Lakh”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crore”. In this Draft Red Herring Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off. 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, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

Use of Financial Data

Unless stated otherwise, throughout this Draft Red Herring Prospectus, all figures have been expressed in Rupees and Lakh. Unless stated otherwise, the financial data in the Draft Red Herring Prospectus is derived from our restated financial statements prepared for the financial year ended 31st March 2024, 31st March, 2023 and 31st March, 2022 in accordance with Indian Accounting Standards (“**Ind AS**”), the Companies Act and SEBI (ICDR) Regulations, 2018 included under Section titled “**Financial Information of the Company**” beginning on page 145 of this Draft Red Herring Prospectus.

There are significant differences between Ind AS, Indian GAAP, the International Financial Reporting Standards (“IFRS”) and the Generally Accepted Accounting Principles in the United States of America (“U.S. GAAP”). Accordingly, the degree to which the financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practice and Ind AS, the Companies Act and SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in “**Risk Factors**”, “**Our Business**”, “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” and elsewhere in the Draft Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Ind AS and restated in accordance with SEBI (ICDR) Regulations, 2018, as stated in the report of our Peer Review Auditor, set out in section titled “**Financial Information of the Company**” beginning on page 145 of this Draft Red Herring Prospectus. The company does not have any subsidiary as on date of the Draft Red Herring Prospectus. Our fiscal year commences on April 1 of every year and ends on March 31 of every next year.

For additional definitions used in this Draft Red Herring Prospectus, see the section “**Definitions and Abbreviations**” on page 1 of this Draft Red Herring Prospectus. In the section titled “**Main Provisions of the Articles of Association of our Company**”, on page 271 of the Draft Red Herring Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

Certain non-GAAP measures such as EBIT, EBITDA, EBITDA Margin, Gross Margin, Capital Employed, Return on Capital Employed, Return on Equity, PAT Margin, total borrowings and debt to equity ratio, Net Worth and Return on Net Worth and net asset value per equity share (“**Non-GAAP Measures**”) presented in this Draft Red Herring Prospectus are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, or IFRS and should not be considered in isolation or construed as an alternative to cash flows, profit / (loss) for the year 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, or IFRS. In addition, these Non-GAAP Measures are not a standardised term and, therefore, a direct comparison of similarly titled Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measures differently from us, limiting their usefulness as a comparative measure. Although the Non-GAAP 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 because these are widely used measures to evaluate a company’s operating performance.

Use of Industry & Market Data

Unless stated otherwise, industry and market data and forecast used throughout the Draft Red Herring Prospectus was obtained from internal Company reports, data, websites, Industry publications report as well as Government Publications. Industry publication data and website data generally state that the information contained therein has been obtained from sources believed to be reliable, but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Although, we believe industry and market data used in the Draft Red Herring Prospectus is reliable, it has not been independently verified by us or the BRLM or any of their affiliates or advisors. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. There are no standard data gathering methodologies in the industry in which we conduct our business and methodologies and assumptions may vary widely among different market and industry sources.

In accordance with the SEBI (ICDR) Regulations, 2018 the section titled “**Basis for Issue Price**” on page 82 of the Draft Red Herring Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLM, have independently verified such information.

Currency of Financial Presentation

All references to “Rupees” or “INR” or “₹” or “₹” are to Indian Rupees, the official currency of the Republic of India. Except where specified, including in the section titled “**Industry Overview**” throughout the Draft Red Herring Prospectus all figures have been expressed in Lakhs.

Any percentage amounts, as set forth in “**Risk Factors**”, “**Our Business**”, “**Management's Discussion and Analysis of Financial Conditions and Results of Operations**” on page 25, 97 and 189 respectively of this Draft Red Herring Prospectus, unless otherwise indicated, have been calculated based on our restated financial statements prepared in accordance with Ind As.

The Draft Red Herring Prospectus contains conversion of certain US Dollar and other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI (ICDR) Regulations, 2018. These conversions should not be construed as a representation that those US Dollar or other currency amounts could have been, or can be converted into Indian Rupees, at any particular rate.

FORWARD LOOKING STATEMENTS

This Draft Red Herring Prospectus includes certain “forward-looking statements”. We have included statements in the Draft Red Herring Prospectus which contain words or phrases such as “will”, “aim”, “is likely to result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions, that are “forward-looking statements”. Also, statements which describe our strategies, objectives, plans or goals are also 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. Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

1. General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
2. Inability to identify or enter into new geographic markets and segments to diversify our customer base;
3. Disruption in our manufacturing facilities or supply of raw materials;
4. Our ability to meet the required quality standards of the customers;
5. Our ability to increase the product portfolio and production capacities;
6. Increasing competition in or other factors affecting the industry segments in which our Company operates
7. Any change in government policies resulting in increases in taxes payable by us;
8. Our ability to successfully implement strategy, growth and expansion plans and technological initiatives; and to successfully launch and implement various projects and business plans;
9. Our ability to retain our key managements persons and other employees;
10. Changes in laws and regulations that apply to the industries in which we operate;
11. Our failure to keep pace with rapid changes in technology;
12. Our ability to grow our business;
13. Our ability to make interest and principal payments on our existing debt obligations and satisfy the other covenants contained in our existing debt agreements;
14. General economic, political and other risks that are out of our control;
15. Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
16. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
17. Occurrence of Environmental Problems & Uninsured Losses;
18. Conflicts of interest with affiliated companies, the promoter group and other related parties;
19. Any adverse outcome in the legal proceedings in which we are involved;
20. Concentration of ownership among our Promoter;
21. Global distress due to pandemic, war or by any other reason.

For further discussion of factors that could cause our actual results to differ, see the Section titled “**Risk Factors**”, “**Our Business**”, “**Management’s Discussion and Analysis of Financial Conditions and Results of Operations**” on page 25, 97 and 189 respectively of the Draft Red Herring Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

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

Neither our Company or our Directors or our Officers or Book Running Lead Manager or Underwriter nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the Book Running Lead Manager will ensure that investors in India are informed of material developments until such time as the grant of listing and trading permission by the Stock Exchange for the Equity Shares allotted pursuant to this Issue.

SECTION II – SUMMARY OF DRAFT RED HERRING PROSPECTUS**A. OVERVIEW OF BUSINESS**

We are engaged in the business of designing, manufacturing & supplying of Commercial Vehicle-Bodies like Tippers, Trailers, Load Bodies, Waste Handling etc. of various capacities, along with its components, for various types of goods transportation vehicles like trucks and pick-ups, where in the primary business is manufacturing of tipper bodies for the trucks of Tata Motors Limited. We provide quality Commercial Vehicle Bodies which are used across a wide range of industries such as Construction, Mining, Agriculture, Waste Management & Recycling, Oil & Gas etc.

For further details, please refer to the chapter titled “Our Business” beginning on page 97 of this Draft Red Herring Prospectus.

B. OVERVIEW OF THE INDUSTRY

The automotive manufacturing industry comprises the production of commercial vehicles, passenger vehicles, three-wheelers, and two-wheelers. In April-March FY24, the total production of passenger vehicles, commercial vehicles, three-wheelers, two-wheelers, and quadricycles was 2,84,34,742 units. In FY24, total commercial vehicle sales stood at 9,67,878 units, three-wheeler sales stood at 6,91,749 units and two-wheeler sales stood at 1,79,74,365 units.

For further details, please refer to the chapter titled “Industry Overview” beginning on page 89 of this Draft Red Herring Prospectus.

C. OUR PROMOTERS

Sumanth Badiga, Jasper Auto Services Private Limited, Jasper Industries Private Limited and Bhaskar Transport Private Limited are the Promoters of our Company.

D. DETAILS OF THE ISSUE

This is an Initial Public Issue of upto 37,68,000 Equity Shares of face value of Rs. 10 each of our Company for cash at a price of Rs. [●] per Equity Share (including a share premium of Rs. [●] per Equity Share) aggregating to Rs. [●] lakhs (“The Issue”), out of which [●] Equity Shares of face value of Rs. 10 each for cash at a price of Rs. [●] per Equity Share aggregating up to Rs. [●] lakhs will be reserved for subscription by the market maker to the issue (the “Market Maker Reservation Portion”). The Issue less Market Maker Reservation Portion i.e., Issue of [●] Equity Shares of face value of Rs. 10 each, at an issue price of Rs. [●] per Equity Share for cash, aggregating to Rs. [●] lakhs hereinafter referred to as the “Net Issue”. The Public Issue and Net Issue will constitute 26.41% and [●] % respectively of the post- issue paid-up Equity Share capital of our Company.

E. OBJECTS OF THE ISSUE

Our Company intends to utilize the net Proceeds of the Issue to meet the following objects: -

Sr. No	Particulars	Amount (₹ in Lakhs)
1.	Funding the Capital Expenditure requirements towards Expansion of existing manufacturing unit;	871.68
2.	Funding the Capital Expenditure requirements towards setting up of a new manufacturing unit at Jaipur, Rajasthan;	484.34
3.	Funding to meet working capital requirements;	[●]
4.	General Corporate Purpose	[●]
	Total	[●]

F. SHAREHOLDING OF PROMOTERS AND PROMOTER GROUP

Our Promoters and Promoter Group collectively holds 1,04,44,900 Equity shares of our Company aggregating to 99.48% of the pre-issue paid-up Share Capital of our Company. Following are the details of the shareholding of the Promoters and Promoter Group, as on date of this Draft Red Herring Prospectus: -

Sr. No	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
	Promoters				
1.	Sumanth Badiga	7,35,000	7.00	7,35,000	[●]
2.	Jasper Auto Services Private Limited	74,49,750	70.95	74,49,750	[●]
3.	Jasper Industries Private Limited	11,70,750	11.15	11,70,750	[●]
4.	Bhaskar Transport Private Limited	10,03,400	9.56	10,03,400	[●]
	Sub Total (A)	1,03,58,900	98.66	1,03,58,900	[●]
	Promoters Group				
5.	Ramakrishna Badiga	500	Negligible	500	[●]
6.	Premalatha Badiga	15,500	0.15	15,500	[●]
7.	Sridevi Badiga	30,000	0.29	30,000	[●]
8.	Parvathi Badiga	40,000	0.38	40,000	[●]
	Sub Total (B)	86,000	0.82	86,000	[●]
	Grand Total (A+B)	1,04,44,900	99.48	1,04,44,900	[●]

G. SUMMARY OF FINANCIAL INFORMATION

Following are the details as per the restated financial statements for the financial years ended on March 31, 2024, March 31, 2023 and March 31, 2022: -

Sr. No	Particulars	(Rs. in lakhs)		
		For the year ended		
		March 31, 2024	March 31, 2023	March 31, 2022
1.	Equity Share Capital	700.00	700.00	700.00
2.	Net Worth	2723.80	2311.79	2010.65
3.	Total Income	20036.63	15423.02	9655.89
4.	Profit/(loss) after tax	544.65	302.05	148.75
5.	Earnings per Share <i>(based on weighted average number of shares)</i>	5.19	2.88	1.42
6.	Net Asset Value per Share <i>(Based on Weighted Average Number of Shares)</i>	25.94	22.02	19.15
7.	Total Borrowings <i>(including current maturities of long term borrowings)</i>	36.67	75.92	116.36

H. AUDITOR QUALIFICATIONS

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

I. SUMMARY OF OUTSTANDING LITIGATIONS

Our Company is involved in certain legal proceedings. A brief detail of such outstanding litigations as on the date of this Draft Red Herring Prospectus are as follows:

Litigations involving the Company: - NIL

Litigations involving Promoters of the Company

Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable (in Rs. Lakhs)
Criminal proceedings filed by the Promoters	2	0.40
Action taken by statutory and regulatory authorities against the Promoters	1	3.76
Tax Proceedings:		

Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable (in Rs. Lakhs)
Direct Tax:		
Jasper Industries Private Limited	6	1,178.50
Jasper Auto Services Private Limited	4	1,430.59
Bhaskar Trasport Private Limited	1	1.58
Sumanth Badiga	1	15.69
Indirect Tax:		
Jasper Industries Private Limited	24	5,958.04
Jasper Auto Services Private Limited	1	36.10
Bhaskar Trasport Private Limited	1	38.02
Other pending material litigation against Promoters:		
Jasper Industries Private Limited	8	Unascertainable
Other pending material litigation filed by the Promoters:		
Jasper Industries Private Limited	12	Unascertainable
Bhaskar Trasport Private Limited	2	Unascertainable
TOTAL	63	8,662.68

Litigations involving Directors of the Company:

Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable (in Rs. Lakhs)
Tax Proceedings:		
Direct Tax:		
Noshir Italia Homi	1	16.46
Ranaveer Sinha	2	38.77
TOATL	3	55.23

The amount may be subject to additional interest/other charges being levied by the concerned authorities which are unascertainable as on date of this Draft Red Herring Prospectus. For further details, please refer to the chapter titled “**Outstanding Litigations and Material Developments**” on page 198 of this Draft Red Herring Prospectus.

J. RISK FACTORS

For details on the risks involved in our business, please see the Chapter titled “**Risk Factors**” beginning on page 25 of this Draft Red Herring Prospectus.

K. SUMMARY OF CONTINGENT LIABILITIES

(Rs. in lakhs)

Particulars	For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
a. Capital Commitments:			
Estimated amount of contracts remaining to be executed on capital account and not provided for [Net of Capital Advances]	0.09	5.54	17.92
b. Contingent Liabilities:			
Bank Guarantee	168.50	-	-
Value Added Tax Matters	-	0.60	10.86
Total	168.59	6.14	28.78

For further details, please refer to Note-24 – capital commitments and contingent liabilities of the chapter titled “**Financial Information of the Company**” on page 145 of this Draft Red Herring Prospectus.

L. SUMMARY OF RELATED PARTY TRANSACTIONS

Following is the summary of the related party transactions entered by the Company (based on Restated Financial Statements) for the financial year ended on March 31, 2024, March 31, 2023 and March 31, 2022: -

Note 29.1: Names of the Related Parties and relationships:

Nature of Relationship		Names of the Related Party
1.	Holding Company	Jasper Auto Services Private Limited
2.	Entity which exercises significant influence on Company (in respect of which transactions have taken place)	Jasper Industries Private Limited Bhaskar Transport Private Limited
3.	Key Managerial Personnel	Sumanth Badiga - Managing Director Noshir Italia Homi - Director Vuppala Satyanarayana Murty - Director Ranaveer Sinha - Director Rajeev Khatri - Manager (up to June 17, 2021) Sameer Gupta- COO (up to December 31, 2022) Kotikalapudi Venkatasatya Nageswararao - CEO (w.e.f. September 28, 2022) Subhash Chandra Pandey - C.F.O. (up to January 06, 2024) Satya Priya Chaturvedi - C.F.O. (w.e.f April 01, 2024) A Sushma - Company Secretary (up to December 14, 2021) Sonali Chandra - Company Secretary (up to May 16, 2024) Neha Sangam - Company Secretary (w.e.f. May 27, 2024)

Note: 29.2: Transactions during the year**(Rs. In Lakhs)**

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
- Advance Given			
Jasper Industries Private Limited	300.00	-	-
- Advance Received			
Jasper Industries Private Limited	300.00	-	-
	-	-	2.82
- Reimbursement of expenses			
Jasper Industries Private Limited	3.03	1.98	2.42
- Remuneration to Key Managerial Personnel*			
Rajeev Khatri	-	4.83	11.68
Sameer Gupta	-	24.20	24.63
Kotikalapudi Venkatasatya Nageswararao	48.90	24.96	-
Subhash Chandra Pandey	27.61	24.57	23.38
A Sushma			5.78
Sonali Chandra	9.96	8.86	0.74
- Consultancy Fee to Key Managerial Personnel			
Sumanth Badiga	57.00	57.00	57.00
Noshir Italia Homi	18.00	18.00	18.00
- Sitting Fee to Key Managerial Personnel			
Sumanth Badiga	3.18	1.72	1.52
Noshir Italia Homi	3.28	2.12	1.52
Vuppala Satyanarayana Murty	3.16	2.24	1.64
Ranaveer Sinha	3.28	2.12	1.52

*The Remuneration to Key Managerial Personnel does not include provision made for gratuity and leave benefits, as they are determined on actuarial basis for the Company as a whole.

Note 29.3: Balances outstanding at the end of the year

(Rs. In Lakhs)

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
- Balance payable			
Jasper Industries Private Limited	5.59	2.56	0.58
- Balance receivable			
Kotikalapudi Venkatasatya Nageswararao	1.20	-	-

For further details, please refer to the Note 29 – Related Party Disclosures of chapter titled “*Financial Information of the Company*” on page 145 of this Draft Red Herring Prospectus.

M. DETAILS OF FINANCING ARRANGEMENTS

There are no financing arrangements whereby the promoters, members of the promoter group, the directors of the issuer and their relatives have financed the purchase by any other person of securities of the issuer other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

N. WEIGHTED AVERAGE PRICE OF THE SHARES ACQUIRED BY PROMOTERS IN LAST ONE YEAR

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

Sr. No.	Name of the Promoters	No. of Shares held*	Weighted Average Price (in ₹)
1.	Sumanth Badiga	7,35,000	45.00
2.	Jasper Auto Services Private Limited	24,83,250	NIL
3.	Jasper Industries Private Limited	6,81,750	NIL
4.	Bhaskar Transport Private Limited	3,33,400	NIL

*The weighted average price of the shares acquired by promoters in last one year has been calculated by taking into account the amount paid by them to acquire the shares by way of transfer or bonus shares. Any shares sold during the last one year has not been taken into consideration for the calculation weighted average price.

O. AVERAGE COST OF ACQUISITION OF SHARES FOR PROMOTERS

The average cost of acquisition of Equity Shares by our Promoters is set forth in the table below:

Sr. No.	Name of the Promoters	No. of Shares held*	Average cost of Acquisition (in ₹)
1.	Sumanth Badiga	7,35,000	45.00
2.	Jasper Auto Services Private Limited	74,49,750	57.14
3.	Jasper Industries Private Limited	11,21,250	NIL
4.	Bhaskar Transport Private Limited	10,03,400	6.61

*The average cost of acquisition of Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire, by way of fresh issuance or transfer, the Equity Shares less amount received by them for the sale of Equity Shares through transfer, if any and the net cost of acquisition has been divided by total number of shares held as on date.

P. PRE IPO PLACEMENT

Our Company is not considering any pre-IPO placement of equity shares of the Company.

Q. EQUITY SHARES ISSUED FOR CONSIDERATION OTHER THAN CASH

Except as set out below, we have not issued Equity Shares for consideration other than cash in the last one year.

Date of Allotment	Number of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons for Allotment	Benefits Accrued to our Company	Name of Allottee	No. of Shares Allotted
May 02, 2024	35,00,000	10	-	Bonus Issue in the ratio of 1:2	Capitalization of Reserves & Surplus	Jasper Industries Private Limited	6,81,750
						Bhaskar Transport Private Limited	3,35,000
						Jasper Auto Services Private Limited	24,83,250
						Total	35,00,000

R. SPLIT/ CONSOLIDATION OF EQUITY SHARES

Our company has not done any split/consolidation/ subdivision of equity shares of the Company since incorporation.

S. EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI

As on date of the Draft Red Herring Prospectus, our Company has not availed any exemption from complying with any provisions of securities laws granted by SEBI.

SECTION III: RISK FACTORS

An investment in our Equity Shares involves a high degree of financial risk. Prospective investors should carefully consider all the information in the Draft Red Herring Prospectus, particularly the “**Financial Information of the Company**” and the related notes, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on page 145, 97 and 189 respectively of this Draft Red Herring Prospectus and the risks and uncertainties described below, before making a decision to invest in our Equity Shares.

The risk factors set forth below are not exhaustive and do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. Any of the following risks, individually or together, could adversely affect our business, financial condition, results of operations or prospects, which could result in a decline in the value of our Equity Shares and the loss of all or part of your investment in our Equity Shares. While we have described the risks and uncertainties that our management believes are material, these risks and uncertainties may not be the only risks and uncertainties we face. Additional risks and uncertainties, including those we currently are not aware of or deem immaterial, may also have an adverse effect on our business, results of operations, financial condition and prospects.

This Draft Red Herring Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors below. However, there are risk factors the potential effects of which are not quantifiable and therefore no quantification has been provided with respect to such risk factors. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Issue, including the merits and the risks involved. You should not invest in this Issue unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.

Materiality

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

1. Some events may not be material individually but may be found material collectively.
2. Some events may have material impact qualitatively instead of quantitatively.
3. Some events may not be material at present but may be having material impact in future.

Note:

The risk factors as envisaged by the management along with the proposals to address the risk if any. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial implication of any of the risks described in this section.

In this Draft Red Herring Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in “**Risk Factors**” on page 25 and “**Management Discussion and Analysis of Financial Condition and Results of Operations**” on page 189 of this Draft Red Herring Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in the “**Restated Financial Statements**”.

INTERNAL RISK FACTORS

1. **The Registered office & manufacturing unit from where we carry out our business activities has been obtained by us on lease/rental basis.**

Our registered office and manufacturing unit situated at Chinhat industrial area – Lucknow, Uttar Pradesh, from where we carry out our business activities has been taken by us on lease, which has already been expired in April 2023 and is yet to be renewed.

In the event of non-renewal of said agreements in near future, we may be required to vacate the said premises which may cause disruption in our inventory management, corporate affairs and business and impede our effective operations which could lead temporarily impact our business operations until we get suitable alternative premises. For details on the duration of existing rent/lease agreements for our premises, please refer to the section titled “**Our Business-Properties**” beginning on page 97 of this Draft Red Herring Prospectus. There can be no assurance that we will, in the future, be able to renew the agreements for the existing locations on same or similar terms, or will be able to find alternate locations for the offices on similar terms favourable to us, or at all. We may also fail to negotiate the renewal

of our rent agreements for our premises, either on commercially acceptable terms or at all, which could result in increased rental rates for subsequent renewals or searching of new premises, affecting our financial condition and operations. In the event that the lease/rent agreement/NOC is terminated or they are not renewed on commercially acceptable terms, we may suffer a disruption in our manufacturing operations which could materially and adversely affect our business, financial condition and results of operations.

2. *Our business and revenues are substantially dependent on Tata Motors Limited, as we primarily manufacture tipper bodies for their commercial vehicles. However, our company is not the exclusive vendor for Tata Motors Limited. Therefore, any adverse change in the procurement policy or business plan of Tata Motors Limited may have a material adverse effect on our business and results of operations.*

Our business and revenues are substantially dependent on the relationship with Tata Motors Limited. Our Company has derived a significant portion of its revenues from our top 3 customers including Tata Motors Limited for Fiscal 2024, Fiscal 2023 and Fiscal 2022, was Rs. 17,267.68 Lakhs, Rs. 13,670.15 Lakhs and Rs. 8,763.75 Lakhs respectively, which represents 86.23%, 88.63% and 90.96% of our total revenue from Operation respectively.

We supply Tipper and other vehicle bodies to the Tata Motors Limited which is likely to vary from year to year, as we are not the exclusive supplier of Tata Motors Limited. Due to any future changes in Business plan and procurement policy, Tata Motors Limited may decide to reduce their spending on the purchase of products manufactured by us. In addition, there are a number of factors, other than our performance, such as change in technology, change in government policy etc. that are not predictable and could cause our business from the Tata Motors Limited to reduce. If we are not able to continue to receive orders in the manner as we have received orders in the past from the Tata Motors Limited, it would have a material adverse effect on our results of operations and financial conditions. In addition, during an economic downturn, many of our competitors may be more inclined to take greater or unusual risks or terms and conditions in a contract that we might not deem as standard market practice. As a result, we are subject to the risk of losing new orders to competitors thereby adversely impacting our business growth, financial condition and results of operations.

If the Tata Motors Limited reduce their volume of business with our Company and do not release any new orders to us, our Company's business, financial condition, results of operations and prospects may be adversely affected. Any withdrawal or adverse changes in Procurement policies may lead to adverse impact on our on-going business and could materially and adversely affect our financial condition, capital expenditure, revenues, development and our business operation. Since our business is concentrated among relatively few significant customers, we could experience a reduction in our results of operations, cash flows and liquidity if we lose one or more of these customers or the amount of business we obtain from them is reduced for any reason, including but not limited on account of any dispute or disqualification. In addition, we have not entered into long term agreements with our customers and the success of our business is accordingly significantly dependent on maintaining good relationship with them.

Further, there is no guarantee that we will retain the business of our existing key customers or maintain the current level of business with each of these customers. In order to retain some of our existing customers, we may also be required to offer terms to such customers which may place restraints on our resources. Additionally, our revenues may be adversely affected if there is an adverse change in any of our customer's supply chain strategies or a reduction in their outsourcing of products we offer, or if our customers decide to choose our competitors over us or if there is a significant reduction in the volume of our business with such customers.

We cannot assure you that we will be able to maintain historic levels of business and/or negotiate and execute long term contracts on terms that are commercially viable with our significant customers or that we will be able to significantly reduce customer concentration in the future. Further, the sales volume may vary due to our customers' attempts to manage their inventory, market demand, product and supply pricing trends, change in customer preferences etc., which may result in decrease in demand or lack of commercial success of our products, which could reduce our sales and adversely affect our business, cash flows, results of operations and financial condition.

3. *Any delay, interruption or reduction in the supply of raw materials to manufacture our products may adversely affect our business, results of operations, cash flows and financial condition as we are primarily dependent upon few key suppliers within limited geographical location for procurement of raw materials.*

We procure a large portion of our raw material from various domestic suppliers, primarily from Tata Steel Downstream Products Limited, which comprises of 45.28%, 45.48% and 53.85% of our total purchases respectively for Fiscal 2024, 2023 & 2022. For the Fiscal 2024, Fiscal 2023 and Fiscal 2022, purchases from our top five suppliers amounted to Rs. 11,439.16 Lakhs, Rs. 8,469.09 Lakhs and Rs. 6,032.49 Lakhs respectively which represented 67.52%, 67.06% and 75.47% of our total raw material purchases, respectively, for the said period. We do not have any long-term supply contracts with these suppliers and therefore, we cannot assure that we shall always have a steady supply of raw material at prices favorable to us.

Further, we source major portion of our raw materials requirement indigenously. Major portion of our purchases of raw material for the period ending 2024, 2023 & 2022 is from the state of Uttar Pradesh which is 68.13%, 61.75% and 65.04% of the total purchases of raw

material, respectively, for the said period. For details related to purchases of raw materials, kindly refer section titled “**Financial Information of the Company**” beginning on Page 145 of this Draft Red Herring Prospectus.

Inadequate supply of raw material caused either by a sudden change in the prices or imposition of any new taxes or loss of any of our existing major vendors for any reason could have a material adverse effect on our business operations and profitability. Further, any materially adverse social, political or economic development, civil disruptions, or changes in the policies of the state government or local governments of Uttar Pradesh may affect continuing operations at our manufacturing unit and result in significant loss due to an inability to meet customer contracts and production schedules, which could materially affect our business reputation within the industry. If we cannot fully offset increases in the cost of raw materials, through increases in the prices for our products, we would experience lower margins and profitability, which would have a material adverse effect on our financial condition and results of operations. Our ability to remain competitive, maintain costs and profitability depend, in part, on our ability to source and maintain a stable and sufficient supply of raw materials at acceptable prices.

Further, discontinuation of such supply or a failure of these suppliers to adhere to the delivery schedule or the required quality could hamper our production schedule and therefore affect our business and results of operations. There can be no assurance that demand, capacity limitations or other problems experienced by our suppliers will not result in occasional shortages or delays in their supply of raw materials. If we were to experience a significant or prolonged shortage of raw materials from any of our suppliers, and we cannot procure the raw materials from other sources, we would be unable to meet our production schedules for our key products and to deliver such products to our customers in a timely manner, which would adversely affect our sales, margins and customer relations. Any delay in the supply or delivery of raw materials to us by our suppliers may in turn delay our process of manufacture and delivery of products to our customers and this may have an adverse effect on our business, cash flows and results of operations. Additionally, our inability to predict market conditions may result in us placing supply orders for inadequate quantities of such raw materials. Therefore, we cannot assure you that we will be able to procure adequate supplies of raw materials in the future, as and when we need them and on commercially acceptable terms.

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

We generate our major turnover from the State of Uttar Pradesh. For the financial year ended March 31, 2024, March 31, 2023 & March 31, 2022, we derived major portion of our revenue from the state of Uttar Pradesh i.e. 99.94%, 99.77% and 96.31% of total revenue from operations, respectively. For details related to total revenue from operations, kindly refer section titled “**Financial Information of the Company**” beginning on Page 145 of this Draft Red Herring Prospectus.

We carry our entire manufacturing operations from our manufacturing unit located at Chinhat Industrial Area, Lucknow, Uttar Pradesh. Due to the geographical concentration of our manufacturing operations at Uttar Pradesh, our operations are prone to local, regional and environmental factors. Any materially adverse social, political or economic development, civil disruptions, or changes in the policies of the state government or state or local governments, may require a modification of our business strategy, or require us to incur significant capital expenditure or suspend our operations. Any such adverse development affecting continuing operations at our manufacturing unit could result in significant loss due to an inability to meet customer contracts and production schedules, which could materially affect our business reputation within the industry. The occurrence of or our inability to effectively respond to, any such events or effectively manage the competition in the region, could have an adverse effect on our business, results of operations, financial condition, cash flows and future business prospects.

Further, we plan to enter into new geographical location i.e. Jaipur in order to capture future growth trends in northern region., thus, we are likely to compete with new/existing players in said location, who might have an established presence in the particular region, and are more familiar with the business practices and have stronger relationships with distributors, dealers, relevant government authorities, suppliers or are in a stronger financial position than us, all of which may give them a competitive advantage over us. Our inability to expand into other areas may adversely affect our business prospects, financial conditions and results of operations. While our management believes that the Company has requisite expertise and vision to grow and mark its presence in other markets going forward, investors should consider our business and prospects in light of the risks, losses and challenges that we face and should not rely on our results of operations for any prior periods as an indication of our future performance.

5. We derive a significant portion of our revenue from the sale of our key product i.e. Tipper. Any decline in the sales of our key product could have an adverse effect on our business, results of operations and financial condition.

We generate a significant portion of our revenue from our key product i.e. Tippers which contributed to 78.49% of our total revenue in Fiscal 2024 amounting to ₹ 15,719.70 lakhs, 86.30% of our total revenue in Fiscal 2023 amounting to ₹ 13,307.08 lakhs and 89.51% of our total revenue in fiscal 2022 amounting to ₹ 8,624.21 lakhs. Even though we have diversified our product portfolio towards manufacturing of other commercial vehicle bodies like trailers, still any decline in the sales of tipper on account of any reason including

increased competition, pricing pressures or fluctuations in the demand for or supply of such products may adversely affect our business, results of operations and financial condition. We cannot assure you that we will be able to maintain the same levels of sales for tipper in the future. Any inability on our end to anticipate and adapt to technological changes or evolving consumer preferences and/or any decrease in the demand for our key product may adversely impact our business prospects and financial performance.

The following table sets forth information on our product mix in terms of revenue contribution in the periods indicated:

Particulars	<i>Rs. in Lakhs</i>					
	31-Mar-24	% to total sales	31-Mar-23	% to total sales	31-Mar-22	% to total sales
Tipper	15,719.70	78.49	13,307.08	86.30	8,624.21	89.51
Trailer	3,777.35	18.86	1,454.40	9.43	0.00	0.00
Load bodies	14.08	0.07	219.32	1.42	375.31	3.90
Components	14.06	0.07	32.32	0.21	62.79	0.65
Others	501.21	2.50	406.90	2.64	572.34	5.94
Total	20,026.40	100.00	15,420.02	100.00	9,634.65	100.00

For details related to total revenue from operations, kindly refer section titled “*Financial Information of the Company*” beginning on Page 145 of this Draft Red Herring Prospectus.

6. *There are outstanding legal proceedings involving our Company, Directors and Promoters. Any adverse decisions could impact our cash flows and profit or loss to the extent of demand amount, interest and penalty, divert management time and attention, consume financial resources in their defence or prosecution, affect our reputation, standing and future business and have an adverse effect on our business, prospects, results of operations and financial condition.*

There are outstanding legal proceedings involving our Company, Directors and Promoters. These proceedings are pending at different levels of adjudication before various courts (including Supreme Court and High Court), tribunals, enquiry officers and appellate tribunals. For details, see “*Outstanding Litigation and Material Developments*” beginning on page 198 of this Draft Red Herring Prospectus.

A brief detail of such outstanding litigations as on the date of this Draft Red Herring Prospectus, with the amount involved, to the extent quantifiable are as follows:

Litigations against the Company: - NIL

Litigations involving Promoters of the Company

Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable (in Rs. Lakhs)
Criminal proceedings filed by the Promoters	2	0.40
Action taken by statutory and regulatory authorities against the Promoters	1	3.76
Tax Proceedings:		
Direct Tax:		
Jasper Industries Private Limited	6	1,178.50
Jasper Auto Services Private Limited	4	1,430.59
Bhaskar Trasport Private Limited	1	1.58
Sumanth Badiga	1	15.69
Indirect Tax:		
Jasper Industries Private Limited	24	5,958.04
Jasper Auto Services Private Limited	1	36.10
Bhaskar Trasport Private Limited	1	38.02
Other pending material litigation against Promoters:		
Jasper Industries Private Limited	8	Unascertainable
Other pending material litigation filed by the Promoters:		
Jasper Industries Private Limited	12	Unascertainable
Bhaskar Trasport Private Limited	2	Unascertainable
TOTAL	63	8,662.68

Litigations involving Directors of the Company:

Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable (in Rs. Lakhs)
Tax Proceedings:		
Direct Tax:		
Noshir Italia Homi	1	16.46
Ranaveer Sinha	2	38.77
TOATL	3	55.23

For further details, please refer to the chapter titled “**Outstanding Litigations and Material Developments**” on page 198 of this Draft Red Herring Prospectus

There can be no assurance that these litigations will be decided in favour of our Company, Directors or Promoters and consequently it may divert the attention of our management and Promoters and waste our corporate resources and we may incur significant expenses in such proceedings and may have to make provisions in our financial statements, which could increase our expenses and liabilities. If such claims are determined against us, there could be a material adverse effect on our reputation, business, financial condition and results of operations, which could adversely affect the trading price of our Equity Shares.

7. Our historical performance is not indicative of our future growth or financial results and we may not be able to sustain our historical growth rates.

Our business has experienced significant growth in past. Our revenue from operations has increased from Rs. 9,634.65 Lakhs in F.Y. 2021-22 to Rs. 15,420.02 Lakhs and Rs. 20,026.40 Lakhs in F.Y. 2022-23 and F.Y. 2023-24 respectively. This growth represents a Compound Annual Growth Rate (CAGR) of approximately 44.17% over the past three years.

However, we acknowledge the dynamic nature of our industry and the challenges that come with sustaining such remarkable growth rates. While our past performance reflects our ability to serve our customers effectively (specifically Tata Motors Limited), yet we cannot provide absolute assurance regarding the continuous maintenance of these elevated levels of revenue growth with them in future.

In the vehicle body building manufacturing industry, we operate amidst competition from both organized and unorganized players with a widespread presence across various regions in India. These competitors offer products similar to ours, potentially gaining a competitive edge in aspects such as pricing, durability, product quality, user experience, operational efficiency, timely delivery, and reliability. Keeping pace with the ever-changing technology landscape in the industry is crucial, and our ability to adapt will significantly impact our competitive standing.

Additionally, our strategic initiative for expansion of our business to a new location is currently at its nascent stage. While initial success is a possibility, the long-term success of this initiative is not guaranteed. The inherent uncertainties in the early stages of strategic endeavours necessitate a cautious approach, and we cannot assure sustained success without potential challenges and adjustments along the way. We remain vigilant and adaptable, ready to navigate the evolving landscape and optimize our strategies for long-term success.

8. Our Business is dependent on our manufacturing unit any disruption, breakdown or failure of machinery, disruption to power sources or any temporary shutdown of our manufacturing unit, may have a material adverse effect on our business, results of operations, financial condition and cash flows.

We have a manufacturing unit at Chinhat Industrial area, Lucknow in Uttar Pradesh, which are subject to various operating risks, including those beyond our control, such as the breakdown and failure of equipment or industrial accidents and severe climate conditions and natural disasters. Any significant malfunction or breakdown of our machinery may entail significant repair and maintenance costs and cause delays in our operations. If we are unable to repair breakdown of machinery in a timely manner or at all, our operations may need to be suspended until we procure new machinery to replace the same. In addition, we may be required to carry out planned shutdowns of our facilities for cleaning and maintenance, statutory inspections and testing, or may shut down certain facilities for capacity expansion and equipment upgrades.

Obsolescence, destruction, theft or breakdowns of our machineries may significantly increase our machineries purchase cost and the depreciation of our plants and machineries, as well as change the way our management estimates the useful life of our plants and machineries. In such cases, we may not be able to acquire new plants or machineries or repair the damaged plants or machineries in time or at all. Some of our major machineries or parts may be costly to replace or repair. We may experience significant price increases due to supply shortages, inflation, transportation difficulties or unavailability. Such obsolescence, destruction, theft, breakdowns, repair or

maintenance failures or price increases may not be adequately covered by the insurance policies availed by our Company and may have an effect our business, cash flows, financial condition and results of operations.

Although we have not experienced any significant disruptions at our manufacturing unit in the past, we cannot assure you that there will not be any disruptions in our operations in the future. Our inability to effectively respond to such events and rectify any disruption, in a timely manner and at an acceptable cost, could lead to the slowdown or shut-down of our operations for limited time or under-utilization of our manufacturing unit, which in turn may have an adverse effect on our business, results of operations and financial condition.

9. *If there are delays in setting up the Proposed manufacturing unit or civil construction to be carried out on existing manufacturing unit or the purchase of additional plant and machineries or if the costs of setting up and the possible time or cost are higher than expected, it could have a material adverse effect on our financial condition, results of operations and growth prospects.*

To expand our manufacturing capabilities, we are currently in the process of buying additional plant and machineries along with required building and civil construction at current manufacturing unit and setting up a new manufacturing unit on leased property situated at Plot No. A-201-202(B), Industrial area, Bagru (Ext), Phase II, Ajmer Road, Jaipur, Rajasthan, India admeasuring the total area of 86245 sq. feet out of which 56,245 sq. feet is shed area and 30,000 sq. feet is vacant land, vide our Board meeting dated June 26, 2024. Such civil construction at existing unit, setting up of new manufacturing unit, purchase of plant and machineries and electrical installation is to be funded from net issue proceeds of Rs. 1356.02 lakhs. For further details, please refer to chapter titled “*Objects of the Issue*” beginning on page 73 of this DRHP.

The completion of civil construction at existing manufacturing unit, setting up of the Proposed manufacturing unit and purchase of plant and machineries is dependent on our ability to arrange finance through Net Proceeds or otherwise, the performance of external agencies which are responsible for inter alia installation and commissioning of plant and machinery along with installation of electrical equipment. We cannot assure you that we will be able to arrange for such finance on time. Our expansion plans remain subject to the potential problems and uncertainties that construction projects face including cost overruns or delays, labour shortages, increased costs of equipment or manpower, inadequate performance of the equipment and machinery installed in our manufacturing units, delays in completion, defects in design or construction, the possibility of unanticipated future regulatory restrictions, delays in receiving governmental, statutory and other regulatory approvals, incremental pre-operating expenses, environment and ecology costs and other external factors which may not be within the control of our management.

There can be no assurance that our budgeted costs may be sufficient to meet our proposed capital expenditure requirements or that we will be able to utilise maximum installed capacity of our plant and machineries, as we have done in past i.e. utilisation of installed capacities upto 61.61%, 80.40% and 96.20% for F.Y 2021-22, 2022-23 & 2023-24 respectively. If our actual capital expenditures significantly exceed our budgets, or even if our budgets were sufficient to cover these projects, we may not be able to achieve the intended economic benefits of these projects, by utilising maximum capacity of our installed plant and machineries, which in turn may materially and adversely affect our financial condition, results of operations, cash flows, and prospects. Further, we cannot assure you that the performance of external agencies will meet the required specifications or performance parameters. We may not be able to identify suitable replacement external agencies in a timely manner. If the performance of these agencies is inadequate in terms of the requirements, this may result in incremental cost and time overruns.

The estimated costs for civil construction at existing manufacturing unit, setting up the Proposed manufacturing unit and installation of requisite plant and machineries are based on the certificate dated July 18, 2024 given by Er. Amir Husain Rizvi, Regd. Engineer, and are based on management’s estimates and current conditions which are subject to change, owing to prospective changes in external circumstances, costs and other financial conditions.

Our return on our investment depends upon, among other things, successful implementation of our strategy, competition, demand of our products, government policies, interest rates and general economic conditions. If our return on investment does not meet our or market expectations, this could materially and adversely affect our business, cash flows, results of operations and financial condition

10. *The restated financial statements have been provided by peer reviewed chartered accountants who is not statutory auditor of our Company*

The restated financial statements of our Company for the financial year ended March 31 2024, 2023 and 2022 have been furnished by a peer-reviewed chartered accountant who is not the statutory auditor of our Company. While our statutory auditor possesses a valid peer-reviewed certificate, due to their existing commitments, the task of providing the restated financial statements was entrusted to the aforementioned peer-reviewed chartered accountant.

11. Our business is working capital intensive. If we experience insufficient cash flows to meet required payments on our working capital requirements, there may be an adverse effect on the results of our operations.

Our Company's business is working capital intensive and hence, inventories and trade receivables form a major part of our current Assets. We are a manufacturing company, and, at all points of time, a certain portion of our assets comprises of an inventory of raw materials, work in progress products and finished products. Maintaining sufficient inventory of raw materials is critical for our operations including as a buffer against any supply disruptions. Any failure on our part to effectively manage our inventory of raw materials and finished products in response to changing market scenario may have an adverse effect on our financial condition and may even lead to loss of business and increase the costs of our operations. During the F.Y. 2023-24, 2022-23 and 2021-22, our inventories were Rs. 1,244.49 lakhs, Rs. 848.35 lakhs and Rs. 966.38 Lakhs respectively.

To effectively manage our trade receivables, we must be able to accurately evaluate the credit worthiness of our customers and ensure that suitable terms and conditions are given to them in order to ensure our continued relationship with them. However, if we fail to accurately evaluate the credit worthiness of our customers, it may lead to bad debts, delays in recoveries and / or write-offs which could lead to a liquidity crunch, thereby adversely affecting our business and results of operations. During the F.Y. 2023-24, 2022-23 and 2021-22 our trade receivables Rs. 879.97 Lakhs, Rs. 219.07 Lakhs and Rs. 641.68 Lakhs respectively.

We may be subject to working capital risks due to delays or defaults in payment by clients, which may restrict our ability to procure raw materials and make payments when due. In addition, any delay or failure on our part to supply the required quantity or quality of products, within the time stipulated by our agreements, to our customers may in turn cause delay in payment or refusal of payment by the customer. Such defaults/delays by our customers in meeting their payment obligations to us may have a material effect on our business, financial condition and results of operations. A liquidity crunch may also result in case of increased working capital borrowings and, consequently, higher finance cost which will adversely impact our profitability.

For further details, kindly refer section titled "**Financial Information of the Company**" beginning on Page 145 of this Draft Red Herring Prospectus.

12. Our Company had negative cash flow from operating, investing and financing activity in recent fiscals, details of which are given below. Sustained negative cash flow could adversely impact our business, financial condition and investing condition.

The detailed break up of our cash flows is summarized in below mentioned table and our Company has reported negative net cash flow from operating activities in F.Y. 2023-24 and negative cash flow from financing & investing activities in F.Y. 2021-22, 2022-23 and 2023-24. Sustained negative cash flow could adversely impact our business, financial condition and results of operations.

Particulars	(₹ in lakhs)		
	F.Y. 2023-24	F.Y. 2022-23	F.Y. 2021-22
Net Cash flow from Operating Activities	(379.78)	987.97	15.64
Net Cash flow from Financing Activities	(200.17)	(57.18)	(43.76)
Net Cash flow from Investing Activities	(58.03)	(127.73)	(56.53)

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

For further details, kindly refer section titled "**Financial Information of the Company**" beginning on Page 145 of this Draft Red Herring Prospectus.

13. We are subject to strict quality requirements and are consequently required to incur significant expenses to maintain our product quality. Any failure to comply with such quality standards may lead to cancellation of existing and future orders which may adversely affect our reputation, financial conditions, cash flows and results of operations.

Quality of our product is very important for our customers and their brand equity. All our products go through various quality checks at various stages. We supply commercial vehicle body products covering a variety of applications for industrial and automotive segments each of which have different product specifications. Our Company is committed to provide quality products to our customers and in this relation, we have also received various quality accreditations including ISO 14001:2015 & ISO 45001:2018 for our products. We have a total of 7 employees as on June 30, 2024 in our quality department. Our Company ensures that its products are tested for various application tests such as sample test, performance, durability, product safety etc., in line with applicable standards. Failure of our products to meet prescribed quality standards may result in rejection and reworking and replacement of product. Any failure on our part to successfully maintain quality standards for our products may affect our business and operations.

14. We may be subject to risks associated with the product warranty.

We are subject to risks and costs associated with our product's warranty including warranty for supply of defective products. These products include Tipper, Tip- trailer, trailer, load bodies etc. We usually provide warranty against manufacturing defects on our products, other than for physical damages during transit. Any defects in the finished products may result in invocation of such warranties issued by us and may require repair or replacement resulting in additional costs for our Company. For instance, we incur, from time to time, expenditure on account of product warranty claims, which are in the nature of product repairs on account of defects found in our products or on account of routine wear and tear. There can be no assurance that we will be able to successfully defend or settle such claims and lawsuits against defective products. However, we have booked provision for warranty for fiscal 2022, 2023 and 2024 of Rs.4.90 lakhs, Rs. 10.39 lakhs and Rs. 14.48 lakhs respectively. Multiple instances of manufacturing defects in our products or any product liability claim against us could generate adverse publicity, leading to a loss of reputation, customers and/or increase our costs, thereby affecting our reputation, business, results of operations, financial condition and cash flows.

For further details, kindly refer section titled "**Financial Information of the Company**" beginning on Page 145 of this Draft Red Herring Prospectus.

15. Our reliance on Automobile industry for the complete portion of our sales could have an adverse effect on our business.

Our company caters to only commercial automobile industry such as: trucks, tankers etc., hence, our revenue from operation generates completely from automobile industry. Consequently, our revenues are dependent on the end user industries i.e. transport industries, that use our products as an input.

Factors affecting automobile industry in general, or any of our customers in particular, could have a cascading adverse effect on our business, financial condition and results of operations. Such factors include, but are not limited to, the following:

- a. our customers' failure to successfully market their products or to compete effectively;
- b. change in any registration requirements or non-renewal of registrations or imposition of a regulatory ban, or trade sanctions imposed across the country or any such restrictions on the business or product or customer's final product;
- c. loss of market share, which may lead our customers to reduce or discontinue the purchase of our products;
- d. economic conditions of the markets in which our customers operate;
- e. regulatory issues faced by these industries in India and internationally;
- f. downturns or industry cycles that impact demand; and
- g. changes in technology or consumer tastes and requirements that alter demands for our products.

16. Our inability to respond adequately to increased competition in our business may adversely affect our business, financial condition and results of operations.

A majority of the business in commercial vehicles division is to sale of Tipper, Tip Trailer, Trailer and load bodies rather than fully built vehicles to Tata Motors Limited. The tipper and trailer industry are extremely competitive where the key factors of competition primarily comprise of product quality, cost, delivery, development and management. In this industry, we compete with other Tipper manufacturers and suppliers in India. Some of our competitors have better penetration in the geographical location that we operate in. We believe that with our cost effective and integrated facility, our focus on customer satisfaction and our reliability combined with our quality consciousness provides us with competitive advantage in many of our products. While these factors are key parameters in-client's decisions matrix in purchasing goods; product range, product quality and product price is often the deciding factor in most of the deals.

Our competitors may have greater brand recognition, stronger manpower and greater financial resources and experience. We also face competition from new entrants who may have more flexibility in responding to changing business and economic conditions. Growing competition may reduce revenues and margins either of which could affect our results of operations, could render us obsolete or in competitive, which would harm our business and financial results.

17. We are heavily dependent on our Promoters and Key Managerial Personnel for the continued success of our business through their continuing services and strategic guidance and support.

Our success is heavily depending upon the continued assistance of our Promoter particularly Sumanth Badiga and service of Key managerial personnel. The loss of our Promoter's, loss of Key Management Personnel, or failure to recruit suitable or comparable replacements, could have an adverse effect on us. The loss of service of the senior management could seriously impair the ability to continue to manage and expand the business efficiently. If we are unable to retain qualified employees at a reasonable cost, we may be unable to execute our growth strategy. For further details of our directors and key managerial personnel, please refer to Section "**Our Management**" on page 125 of this Draft Red Herring Prospectus.

18. *Activities involving our manufacturing process can cause injury to people or property in certain circumstances. A significant disruption at any of our manufacturing facilities may adversely affect our production schedules, costs, sales and ability to meet customer demand.*

Although we employ safety procedures in the operation of our manufacturing facilities and maintain what we believe to be adequate insurance, there is a risk that an accident may occur at any of our manufacturing facilities. An accident may result in personal injury to our employees, destruction of property or equipment, environmental damage, manufacturing or delivery delays, or may lead to suspension of our operations and/or imposition of liabilities. Any such accident may result in litigation, the outcome of which is difficult to assess or quantify, and the cost to defend such litigation can be significant. As a result, the costs to defend any action or the potential liability resulting from any such accident or death or arising out of any other litigation, and any negative publicity associated therewith, may have a negative effect on our business, financial condition, results of operations, cash flows and prospects.

In particular, if operations at our manufacturing unit were to be disrupted as a result of any significant workplace accident, fire, explosion or other connected reasons, our financial performance may be adversely affected as a result of our inability to meet customer demand or committed delivery schedules for our products. Interruptions in production may also increase our costs and reduce our sales, and may require us to make substantial capital expenditures to remedy the situation or to defend litigation that we may become involved in as a result, which may negatively affect our profitability, business, reputation, financial condition, results of operations, cash flows and prospects.

19. *We require certain approvals, licenses, registrations and permits to operate our business, and failure to obtain or renew them in a timely manner or maintain the statutory and regulatory permits and approvals required to operate our business may adversely affect our operations and financial conditions.*

We require certain statutory and regulatory permits, licenses and approvals to operate our business. Though we believe that we have obtained those permits and licenses which are adequate to run our business, we cannot assure that there is no other statutory /regulatory requirement which we are required to comply with. Further, some of these approvals are granted for fixed periods of time and need renewal from time to time. We are required to renew such permits, licenses and approvals. There can be no assurance that the relevant authorities will issue any of such permits or approvals in time or at all. Failure by us to renew, maintain or obtain the required permits or approvals in time may result in the interruption of our operations and may have a material adverse effect on our business, financial condition and results of operations.

For details regarding pending approvals, please refer to section titled “**Government and Other Approvals**” beginning on page 211 of the Draft Red Herring Prospectus. Also, our Company is in the process of making application for change in name in all the permits, licenses and approvals, which are under Company’s former name. In addition, as we are setting up a new manufacturing unit, we will need to obtain certain statutory licenses/approvals including but not limited to, factory license, consent to establish and consent to operate from Pollution Control Board, NOC from fire department etc. There can be no assurance that the relevant authorities will issue these approvals or licenses in a timely manner, or at all. There can be no assurance that the relevant authorities will issue or renew these approvals or licenses in a timely manner, or at all. In the event of any unanticipated delay in receipt of such approvals, the proposed expansion plan may extend and any such delay could have an adverse impact on our growth, prospects, cash flows and financial condition.

The approvals required by our Company are subject to numerous conditions and there can be no assurance that these would 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. If there is any failure by us to comply with the applicable regulations or if the regulations governing us business is amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business.

20. *Our insurance coverage may not be adequate to protect us against certain operating hazards and this may have a material adverse effect on our business.*

Our operations are subject to accidents which are inherent to any business such as risks of employee accidents, fire, earthquakes, flood and other force majeure events, acts of terrorism and explosions including accidents that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environment. We have taken Bharat Laghu Udyam Suraksha i.e. Standard Fire & Special Perils Insurance Policy from Tata AIG General Insurance Company Ltd for our Registered office & manufacturing unit and yard which provide insurance against loss from fire, explosion, lighting, earthquake, volcanic eruptions, riots, strike, malicious damage etc. We have also taken Marine Cargo Open Policy Insurance from Tata AIG General Insurance Company Ltd which covers expenses and financial liabilities that are incurred in the transportation of goods and other items along with Vehicle Insurance policy from United India Insurance Co Ltd., Group Accidental Guard Policy from Tata AIG General Insurance and Medical Insurance from SBI General Insurance. Our insurance coverage may not be adequate to protect us against all potential losses to which we may be subject and this

may have a material effect on our business and financial condition. Failure to effectively cover ourselves against the associated risks may potentially lead to material losses. There can be no assurance that our insurance policies will be adequate to cover the losses/damages suffered or that such insurance coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim. If we suffer a significant uninsured loss or if insurance claim in respect of the subject matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected.

21. Our business is dependent on the continued growth of infrastructure mainly the transport infrastructure such as roads and highways, and any slowdown in fresh investments in the infrastructure change in policies may impact our business and results of operations.

Our revenue is primarily derived from commercial vehicle transport sector in India. The growth of commercial vehicle transport sector has seen a significant improvement in the last few years in terms of policies and investments by the Government of India. In addition to commercial vehicle transport sector, we are also dependent on the continued growth of other transport infrastructure such as highways and urban transport sectors. Investments by the Government of India in the infrastructure development of highways and urban transport sectors are key to our business growth and future prospects. Any slowdown in the growth of infrastructure sectors including roads and highways, and any change in policy or inability of the Government of India to allocate sufficient budgets may impact our business and results of operations in the future.

22. As we continue to grow, we may not be able to effectively manage our growth and the increased complexity of our business, which could negatively impact our brand and financial performance.

Continued growth of our business and user base requires us to expand our product portfolio, strengthen our brand recognition, expand and enhance our sales channels, better manage our supply chain, upgrade our information systems and technologies, secure more space for our expanding workforce, and devote other resources to our business expansions, among others. As we continue to grow, managing our business will become more complicated as we develop a wider product mix, some of which we may have less experience in. In addition, as we increase our product offerings, we will need to work with a larger number of business partners and maintain and expand mutually beneficial relationships with our existing and new business partners. Our inability to manage the expansion of our products range, customer base and manufacturing capacities, and execute our growth strategy in a timely manner or within budget estimates, or our inability to meet the expectations to track the changing preferences of our customers or other stakeholders could have an adverse effect on our business, results of operations and financial condition.

We cannot assure you that we will be able to effectively manage our growth, that our current personnel, infrastructure, systems, procedures and controls or any measures to enhance them will be adequate and successful to support our expanding operations or that our strategies and new business initiatives will be executed successfully. If we are not able to manage our growth or execute our strategies effectively, our expansion may not be successful and our business and prospects may be materially and adversely affected. We have experienced certain operating/ distribution/ manufacturing difficulties in the past in ramping up certain production/ delivery/ in a timely manner to meet the increasing demand and purchase orders from our customers. As we continue to expand, we may experience similar difficulties if we are unable to manage our growth, which may adversely affect our reputation and results of operations.

23. Changes in technology may render our current technologies obsolete or require us to make substantial investments.

Modernization and technology up gradation is essential to reduce costs and increase the output. Our technology and machineries may become obsolete or may not be upgraded timely, hampering our operations and financial conditions and we may lose our competitive edge. Although we believe that we have installed updated technology, we shall continue to strive to keep our technology, plant and machinery in line with the latest technological standards. In case of a new found technology in the metal forming machines or other products, we may be required to implement new technology or upgrade the machineries and other equipment 's employed by us. Further, the costs in upgrading our technology and modernizing the plant and machineries are significant which could substantially affect our finances and operations.

24. We have in the past entered into related party transactions and may continue to do so in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our Company's financial condition and results of operations.

Our Company has entered into various transactions with our directors, promoters and group companies. These transactions, inter-alia includes sales, purchases, remuneration, loans and advances etc. For details, please refer to Note 29 - Related Party Disclosure" under Section titled "***Financial Information of the Company***" and Chapter titled "***Capital Structure***" beginning on page 145 and 61 respectively of this Draft Red Herring Prospectus. Our Company has entered into such transactions due to easy proximity and quick

execution. Although all related-party transactions that we may enter into in the future are subject to approval by our Audit Committee, Board or shareholders, as required under the Companies Act, we cannot assure you that such future transactions or any other future transactions, individually or in aggregate, will not have an adverse effect on our financial condition and results of operations or that we could not have achieved more favourable terms if such transactions are not entered into with related parties. Furthermore, it is likely that we may enter into related party transactions in the future. Any future transactions with our related parties could potentially involve conflicts of interest. Accordingly, there can be no assurance that such transactions, individually or in the aggregate, will not have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.

25. The average cost of acquisition of Equity Shares by our Promoters could be lower than the Issue price.

Our Promoters average cost of acquisition of Equity Shares in our Company may be lower than the Issue Price as may be decided by the Company in consultation with the Book Running Lead Manager. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer to the chapters “*Risk Factors - Prominent Notes*” and “*Capital Structure*” beginning on pages 25 and 61 respectively of this DRHP.

26. Our industry is labour intensive and our business operations may be materially adversely affected by strikes, work stoppages or increased wage demands by our employees or those of our suppliers.

We believe that the industry in which we operate faces competitive pressures in recruiting and retaining skilled and unskilled labour. Our industry being labour intensive is highly dependent on labour force for carrying out its manufacturing operations. Shortage of skilled / unskilled personnel or work stoppages caused by disagreements with employees could have an adverse effect on our business and results of operations. We have not experienced any major disruptions in our business operations due to disputes or other problems with our work force in the past, however there can be no assurance that we will not experience any such disruptions in the future. Such disruptions may adversely affect our business and results of operations and may also divert the management's attention and result in increased costs.

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

27. Our Contingent Liability and Commitments could affect our financial position.

As on March 31, 2024, we had Capital commitments and Contingent Liability of Rs. 168.59 lakhs, which could affect our financial position. For further details, please refer to Note 24 – “*Restatement statement of Capital commitments and Contingent Liabilities*” in the chapter titled “*Financial Information of the Company*” on page 145 of this Draft Red Herring Prospectus.

Rs. in Lakhs

Particulars	For the year ended		
	March 31, 2024	March 31, 2023	March 31,2022
a. Capital Commitments:			
Estimated amount of contracts remaining to be executed on capital account and not provided for [Net of Capital Advances]	0.09	5.54	17.92
b. Contingent Liabilities:			
Bank Guarantee	168.50	-	-
Value Added Tax Matters	-	0.60	10.86
Total	168.59	6.14	28.78

28. The Promoters (including Promoter Group) hold almost 100% of the Equity Shares of our Company and are therefore interested in the Company's performance in addition to their remuneration and reimbursement of expenses.

Our Promoter and Directors are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company or their relatives, dividend entitlement, or loans advanced by them to the

Company, and benefits deriving from the directorship in our Company. There can be no assurance that our Promoter will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. For further information, please refer to the chapters/section titled “**Our Business**”, “**Our Promoter and Promoter Group**” and “**Note-29 - Related Party disclosure**”, beginning on pages 97, 137 and 177 respectively of this Draft Red Herring Prospectus.

29. Fraud, theft, employee negligence or similar incidents may adversely affect our results of operations and financial condition.

Our operations may be subject to incidents of theft or damage to inventory. The business may also encounter some inventory part/components loss on account of employee theft, vendor fraud and general administrative error. While we have not experienced any such instance in the past, there can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse or similar incidents in the future, which could adversely affect our results of operations and financial condition. Though we have insurance losses due to theft, fire, breakage or damage caused by other casualties, could adversely affect our results of operations and financial condition. While there have been no past instances of any such fraud, theft, employee negligence or similar incidents in the Company, we cannot assure you that any such instance of fraud, theft or employee negligence will not occur in the future.

30. Under-utilization of our manufacturing capacities in future could adversely affect our business operations, future prospects and future financial performance.

Our capacity utilization levels are dependent on our ability to carry out uninterrupted operations at manufacturing facilities as well as on the market demand of the products sold by us. Among others, the capacity utilization also depends upon the availability of raw materials, labour, industry/ market conditions and procurement practice followed by our customers. For the Fiscals 2024, 2023 and 2022, our overall capacity utilization is detailed below:

PRODUCTION AND INSTALLED CAPACITY

Particulars	FY-23-24	FY-22-23	FY-21-22
Tippers			
Installed Capacity	4200	4200	4200
Actual Production	4041	3398	2500
Capacity Utilization in %	96.21%	80.90%	59.52%
Trailer Products (Tip-Trailers/Side Wall Trailers)			
Installed Capacity	300	150	NA
Actual Production	288	113	NA
Capacity Utilization in %	96%	75.33%	NA
Other Products (Tankers/Load bodies)			
Installed Capacity	NA	150	400
Actual Production	NA	107	334
Capacity Utilization in %	NA	71.33%	83.50%
Overall capacity Utilized for Product Mix			
Installed Capacity (Nos.)	4500	4500	4600
Actual Production (Nos.)	4329	3618	2834
Capacity Utilization in %	96.20%	80.40%	61.61%

*Company shifted its resources from manufacturing of tanker/ load bodies to trailer manufacturing due to large order of trailer in F.Y. 2023-24.

As certified by Er. Amir Husain Rizvi, Regd. Engineer, through certificate dated 01/07/2024.

In the event we are unable to achieve existing capacity utilization in future, it would result in operational inefficiencies which could have a material adverse effect on our business, results, financial condition and future prospects.

31. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule.

The proposed fund requirement for working capital and capital expenditure, as detailed in the section titled "Objects of the Issue" is to be funded from the proceeds of this Issue. We have not identified any alternate source of funding and hence any failure or delay on our

part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We therefore, cannot assure that we would be able to execute our future plans/strategy within the given timeframe. For details, please refer to the Chapter titled “**Objects of the Issue**” beginning on page 73 of this Draft Red Herring Prospectus.

32. Any Penalty or demand raised by statutory authorities in future will affect our financial position of the Company.

We manufacture commercial vehicle body products which attracts tax liability such as Goods and Service tax and Income tax as per the applicable provisions of Law. We are also subject to the labour laws like depositing of contributions with ESI and Provident Fund. Any demand or penalty raised by the concerned authority in future for any previous years or current year will affect the financial position of the Company.


33. The Objects of the Issue for which funds are being raised, are based on our management estimates and have not been appraised by any bank or financial institution or any independent agency.

The fund requirement and deployment, as mentioned in the “Objects of the Issue” on page 73 of this Draft Red Herring Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. The deployment of the funds as stated under chapter “**Objects of the Issue**” is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency. Further, we cannot assure that the actual costs or schedule of implementation as stated under chapter “**Objects of the Issue**” will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control. Occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

34. Information relating to our production capacities and the historical capacity utilization of our production facilities included in this Draft Red Herring Prospectus is based on certain assumptions and has been subjected to rounding off, and future production and capacity utilization may vary.

Information relating to our production capacities and the historical capacity utilization of our production facilities included in this Draft Red Herring Prospectus is based on various assumptions and estimates of our management, including proposed operations, assumptions relating to availability and quality of raw materials and assumptions relating to operational efficiencies. Actual production levels and utilization rates may differ significantly from the estimated production capacities or historical estimated capacity utilization information of our facilities. Undue reliance should therefore not be placed on our production capacity or historical estimated capacity utilization information for our existing facilities included in this Draft Red Herring Prospectus. For further information, see the section titled “Our Business” on page 97 of this Draft Red Herring Prospectus.

35. Failure to protect our intellectual property rights may adversely affect our competitive business position, financial condition and profitability.

Presently, our Company is using copyright & logo  which is registered under the Deputy Registrar of Copyright and Trade Marks Act, 1999. Any other vendor in the similar line of business as ours may use the above-mentioned trademark/copyright and we may have a lesser recourse to initiate legal proceedings to protect our brand name. In the event of any opposition by third parties or if any injunctive or other adverse order is issued against us in respect of our trademark/copyright, we may not be able to use such intellectual property or avail the legal protection or prevent unauthorized use of such trademark/ copyright by third parties, which may adversely affect our goodwill and business. Further, we may not be able to detect any unauthorized use or infringement or take appropriate and timely steps to enforce or protect our intellectual property, nor can we provide any assurance that any unauthorized use or infringement will not cause damage to our business prospects. In case we are unable to protect our trademark/copyright from any unauthorized use, our business revenues and profitability may be impacted.

36. Our ability to pay any dividends will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.

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

assurance that our Equity Shares will appreciate in value. For details of our Dividend history refer to the Section “**Dividend Policy**” on page 144 of the Draft Red Herring Prospectus.

37. *There is no monitoring agency appointed by Our Company to monitor the utilization of the Issue proceeds.*

As per SEBI (ICDR) Regulations, 2018, as amended, appointment of monitoring agency is required only for Issue size above ₹ 10,000.00 Lakhs. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the stock exchange and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

38. *Our Promoter and the Promoter Group will jointly continue to retain majority shareholding in our Company after the issue, which will allow them to determine the outcome of the matters requiring the approval of shareholders.*

Our promoter along with the promoter group will continue to hold collectively [●] of the Equity share capital of the company after the issue. As a result of the same, they will be able to exercise significant influence over the control of the outcome of the matter that requires approval of the majority shareholder’s vote. Such a concentration of the ownership may also have the effect of delaying, preventing or deterring any change in the control of our company. In addition to the above, our promoter will continue to have the ability to take actions that are not in, or may conflict with our interest or the interest of some or all of our minority shareholders, and there is no assurance that such action will not have any adverse effect on our future financials or results of operations.

39. *Any future issuance of Equity Shares may dilute your shareholdings, and sale of the Equity Shares by our major shareholders may adversely affect the trading price of our Equity Shares.*

Any future equity issuance by our Company may lead to the dilution of investors’ shareholdings in our Company. In addition, any sale of substantial Equity Shares in the public market after the completion of this Offer, including by our major shareholders, or the perception that such sales could occur, could adversely affect the market price of the Equity Shares and could significantly impair our future ability to raise capital through offerings of the Equity Shares. We cannot predict what effect, if any, market sales of the Equity Shares held by the major shareholders of our Company or the availability of these Equity Shares for future sale will have on the market price of our Equity Shares.

40. *Any variation in the utilization of the Net Proceeds as disclosed in this Draft Red Herring Prospectus shall be subject to certain compliance requirements, including prior approval of the shareholders of our Company*

We propose to utilize the Net Proceeds for funding the capital expenditure requirements towards expansion of existing manufacturing unit, funding the capital expenditure requirements towards setting up of a new manufacturing unit at Jaipur, Rajasthan, to meet working capital requirements and general corporate purposes. For further details of the proposed objects of the Issue, see “Objects of the Issue” beginning on page 73. However, these objects of the Issue have not been appraised by any bank, financial institution or other independent agency. Further, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of the competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with the Companies Act, 2013 and the SEBI ICDR Regulations, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Draft Red Herring Prospectus without obtaining the approval of shareholders of our Company through a special resolution. In the event of any such circumstances that require us to vary the disclosed utilization of the Net Proceeds, we may not be able to obtain the approval of the shareholders of our Company in a timely manner, or at all. Any delay or inability in obtaining such approval of the shareholders of our Company may adversely affect our business or operations.

Further, our Promoters would be required to provide an exit opportunity to the shareholders of our Company who do not agree with our proposal to modify the objects of the Issue, at a price and manner as prescribed by SEBI. Additionally, the requirement to provide an exit opportunity to such dissenting shareholders of our Company may deter our Promoters from agreeing to the variation of the proposed utilization of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoter will have adequate resources at their disposal at all times to enable them to provide an exit opportunity. In light of these factors, we may not be able to vary the objects of the Issue to use any unutilized proceeds of the Issue, if any, even if such variation is in the interest of our Company. This may restrict our Company’s ability to respond to any change in our business or financial condition, if any, which may adversely affect our business and results of operations.

41. We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and industry in which we operate contained in the Draft Red Herring Prospectus.

While facts and other statistics in the Draft Red Herring Prospectus relating to India, the Indian economy and the industry in which we operate has been based on various governmental and organizational web site data that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled “**Industry Overview**” beginning on page 89 of this Draft Red Herring Prospectus. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

42. Certain data mentioned in this Draft Red Herring Prospectus has not been independently verified.

We have not independently verified data from industry publications contained herein and although we believe these sources to be reliable, we cannot assure that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regard to other countries. Therefore, discussions of matters relating to India and its economy are subject to the limitation that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete or unreliable.

43. Technology failures or Cyber-attacks or other security breaches could have a material adverse effect on our business, results of operation or financial condition

IT systems are critical to our ability to manage our operations. Our IT systems enable us to coordinate our operations, from planning, production scheduling, raw material ordering, invoicing, delivery, customer relationship, management and decision support. If we do not allocate and effectively manage the resources necessary to build and sustain the proper IT infrastructure, we could be subject to transaction errors, processing inefficiencies, customer service disruptions and, in some instances, loss of customers.

We face cyber threats, threats to the physical security of our facilities and employees, the potential for business disruptions associated with IT failures, natural disasters, or public health crises. We have installed anti-virus software to prevent our systems and infrastructure from being infected and crippled by computer viruses. All our internet facing servers installed at all our data centres as well as at all our offices are also secured with firewalls and intrusion preventions systems to prevent hacking. If we are unable to protect sensitive information, our customers could question the adequacy of our threat mitigation and detection processes and procedures. Due to the evolving nature of these security threats, the impact of any future incident cannot be predicted.

44. We are subject to the restrictive covenants of banks in respect of the Loans/ Credit Limits and other banking facilities availed from them.

Our financing arrangements contain restrictive covenants whereby we are required to obtain approval from our lender, regarding, among other things such as major changes in share capital, management, changes in fixed assets, creation of any other charge, undertake any guarantee obligation etc. There can be no assurance that such consents will be granted or that we will be able to comply with the financial covenants under our financing arrangements. In the event we breach any financial or other covenants contained in any of our financing arrangements, we may be required under the terms of such financing arrangements to immediately repay our borrowings either in whole or in part, together with any related costs. This may impact our results of operations and cash flows. For further details on the Cash Credit Limits and other banking facilities, please see “**Statement of Financial Indebtedness**” on page 188 of the Draft Red Herring Prospectus.

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

Prior to the Issue, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation do not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares is proposed to be determined in accordance with the SEBI ICDR Regulations and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India,

variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

46. *We have incurred financial indebtedness which exposes us to various risks which may have an effect on our business and results of operations.*

Our ability to borrow and the terms of our borrowings will depend on our financial condition, the stability of our cash flows, general market conditions, economic and political conditions in the markets where we operate and our capacity to service debt. As on March 31, 2024, our total outstanding indebtedness was ₹ 36.67 lakhs.

Our significant indebtedness in future may result in substantial amount of debt service obligations which could lead to:

1. increasing our vulnerability to general adverse economic, industry and competitive conditions;
2. limiting our flexibility in planning for, or reacting to, changes in our business and the industry;
3. affecting our credit rating;
4. limiting our ability to borrow more money both now and in the future; and
5. increasing our interest expenditure and adversely affecting our profitability.

If the loans are recalled on a short notice, we may be required to arrange for funds to fulfil the necessary requirements. The occurrence of these events may have an adverse effect on our cash flow and financial conditions of the company. For further details regarding our indebtedness, see **“Statement of Financial Indebtedness”** on page 188 of this Draft Red Herring Prospectus.

47. *There is no guarantee that the Equity Shares issued pursuant to the Issue will be listed on the SME Platform of National Stock Exchange of India Limited in a timely manner or at all.*

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

48. *QIBs and Non-Institutional Bidders 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/Issue Closing Date.*

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

Retail Individual Investors can revise their Bids during the Bid/Issue Period and withdraw their Bids until Bid/Issue Closing Date. While our Company is required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed including Allotment pursuant to the Issue within three Working Days from the Bid/Issue Closing Date, events affecting the Bidders’ decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidders’ ability to sell the Equity Shares Allotted pursuant to the Issue or cause the trading price of the Equity Shares to decline on listing.

EXTERNAL RISK FACTORS

49. A slowdown in economic growth in India may adversely affect our business, financial condition, cash flows, results of operations and prospects.

The performance and growth of our business are necessarily dependent on economic conditions prevalent in India, which may be materially and adversely affected by Centre or state political instability or regional conflicts, a general rise in interest rates, inflation, and economic slowdown elsewhere in the world or otherwise. Further, there have been periods of slowdown in the economic growth of India. India's economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports (oil and oil products), global economic uncertainty and liquidity crisis, volatility in exchange currency rates and annual rainfall which affects agricultural production. Any continued or future slowdown in the Indian economy or a further increase in inflation could have a material adverse effect on the price of our raw materials and demand for our products and, as a result, on our business and financial results. The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the U.S. 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 adverse effects on the securities of companies in other countries, including India. 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 worldwide financial instability, including the financial crisis and fluctuations in the stock markets in China and further deterioration of credit conditions in the U.S. or European markets, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business and financial results.

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

Our business and financial performance could be adversely affected by changes in law or interpretations of existing, or the promulgation of new, laws, rules and regulations in India applicable to us and our business. For further details please refer to the chapter "**Government and Other Approvals**" on page 211 for details of the laws currently applicable to us. There can be no assurance that the central or the state governments in India may not implement new regulations and policies which will require us to obtain approvals and licenses from the central or the state governments in 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 implementation of the new regulations may have a material adverse effect on all our business, financial condition and results of operations. In addition, we may have to incur capital expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations. For instance, the Government has proposed a comprehensive national goods and services tax ("GST") regime that will combine taxes and levies by the Central and state Governments into a unified rate structure. Given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to the tax regime following implementation of the GST. The implementation of this new structure may be affected by any disagreement between certain state Governments, which could create uncertainty. Any such future amendments may affect our overall tax efficiency, and may result in significant additional taxes becoming payable.

51. Instability in financial markets could materially and adversely affect our results of operations and financial condition.

The Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, especially in the United States of America or Europe, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets. The global financial turmoil, an outcome of the sub-prime mortgage crisis which originated in the United States of America, led to a loss of investor confidence in worldwide financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil, evident from the sharp decline in SENSEX, BSE's benchmark index. Any prolonged financial crisis may have an adverse impact on the Indian economy and us, thereby resulting in a material and adverse effect on our business, operations, financial condition, profitability and price of our Equity Shares.

52. Natural disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect our business.

Natural disasters (such as typhoons, flooding and earthquakes), epidemics, pandemics such as COVID-19, man-made disasters, including acts of war, terrorist attacks, environmental issues and other events, many of which are beyond our control, may lead to economic instability, including in India or globally, which may in turn materially and adversely affect our business, financial condition, cash flows and results of operations.

Our operations may be adversely affected by fires, natural disasters and/or severe weather, which can result in damage to our property or inventory and generally reduce our productivity and may require us to evacuate personnel and suspend operations. Any terrorist attacks or civil unrest as well as other adverse social, economic and political events in India could have a negative effect on us. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the price of the Equity Shares.

India has experienced natural calamities such as earthquakes, tsunami, floods etc. In recent years, the extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

53. Government regulation of foreign ownership of Indian securities may have an adverse effect on the price of the Equity Shares.

Foreign ownership of Indian securities is subject to government regulation. Under foreign exchange regulations currently in effect in India, transfer of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the rupees proceeds from the sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the Income Tax authorities. There can be no assurance that any approval required from the RBI or any other government agency can be obtained.

54. If certain labour laws become applicable to us, our profitability may be adversely affected.

India has stringent labour legislations that protect the interests of workers, including legislation that sets forth detailed procedures for dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. Any change or modification in the existing labour laws may affect our flexibility in formulating labour related policies.

55. Our performance is linked to the stability of policies and the political situation in India.

The Government of India has traditionally exercised, and continues to exercise, a significant influence over many aspects of the economy. Our business, and the market price and liquidity of our Equity Shares, may be affected by interest rates, changes in government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. Any political instability in India may adversely affect the Indian securities markets in general, which could also adversely affect the trading price of our Equity Shares. Any political instability could delay the reform of the Indian economy and could have a material adverse effect on the market for our Equity Shares. There can be no assurance to the investors that these liberalization policies will continue under the newly elected government. Protests against privatization could slow down the pace of liberalization and deregulation. The rate of economic liberalization could change, and specific laws and policies affecting companies in the industrial equipment manufacturing sectors, foreign investment, currency exchange rates and other matters affecting investment in our securities could change as well. A significant change in India's economic liberalization and deregulation policies could disrupt business and economic conditions in India and thereby affect our business.

56. We may require further equity issuance, which will lead to dilution of equity and may affect the market price of our Equity Shares or additional funds through incurring debt to satisfy our capital needs, which we may not be able to procure and any future equity offerings by us.

Our growth is dependent on having a strong balance sheet to support our activities. In addition to the IPO Proceeds and our internally generated cash flow, we may need other sources of financing to meet our capital needs which may include entering into new debt facilities with lending institutions or raising additional equity in the capital markets. We may need to raise additional capital from time to time, dependent on business conditions. The factors that would require us to raise additional capital could be business growth beyond what the current balance sheet can sustain; additional capital requirements imposed due to changes in regulatory regime or significant depletion in our existing capital base due to unusual operating losses. Any fresh issue of shares or convertible securities would dilute existing holders, and such issuance may not be done at terms and conditions, which are favorable to the then existing shareholders of our Company. If our Company decides to raise additional funds through the incurrence of debt, our interest obligations will increase, and we may be subject to additional covenants, which could further limit our ability to access cash flows from our operations. Such financings could cause our debt-to-equity ratio to increase or require us to create charges or liens on our assets in favour of lenders. We cannot assure you that we will be able to secure adequate financing in the future on acceptable terms, in time, or at all. Our failure to obtain sufficient financing could result in the delay or abandonment of our expansion plans. Our business and future results of operations may be affected if we are unable to implement our expansion strategy.

Any future issuance of Equity Shares by our Company may dilute shareholding of investors in our Company; and hence affect the trading price of our Company's Equity Shares and its ability to raise capital through an Offer of its securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Company's Equity Shares. Additionally, the disposal, pledge or encumbrance of Equity Shares by any of our Company's major shareholders, or the perception that such transactions may occur may affect the trading price of the Equity Shares. No assurance may be given that our Company will not issue Equity Shares or that such shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

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

The Offer price of the equity shares have been based on many factors and may not be indicative of the market price of our Equity Shares after the Offer. For further information please refer the section titled "***Basis for Issue Price***" beginning on page 82 of the Draft Red Herring Prospectus. The market price of our Equity Shares could be subject to significant fluctuations after the Offer, and may decline below the Offer Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Offer Price

58. Our business and results of operations could be adversely affected by disruptions in global economic and geo political conditions.

As substantially all of our operations are dependent on our customers who have their head offices or parent companies situated outside India, our financial performance and growth are necessarily dependent on economic conditions prevalent globally. The global economy may be materially and adversely affected by political instability or regional conflicts; a general rise in interest rates; inflation; exchange rate fluctuations; changes in tax, trade, and monetary policies; occurrence of natural or man-made disasters; downgrade in debt rating; and adverse economic conditions occurring elsewhere in the world, such as a slowdown in economic growth in China, the repercussions of the United Kingdom exit from the European Union and other matters. While the Indian economy has grown significantly in recent years, it has experienced economic slowdowns in the past due to global economic and geo political conditions. The Indian economy in particular could be adversely impacted by inflationary pressures, currency depreciation, the poor performance of its large agricultural and manufacturing sectors, trade deficits, recent initiatives by the Indian government and other factors. Unfavorable changes in the above factors or in other business and economic conditions affecting our customers could result in a corresponding decline in our business

59. We are exposed to risks associated with fluctuation in metal prices or shortages in supply of still components.

Our manufacturing activities depend on fluctuation in metal prices, being one of the important raw materials and supply of still components. Changes in macroeconomic conditions generally impact these industries and could negatively impact our business or profitability. Accordingly, our business is highly dependent on the state of development of the Indian economy and the macroeconomic environment prevailing in India. Changes in government policies that may have adverse effect on the development associated industries, may have an adverse impact on our business.

60. Investor may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.

Under current Indian tax laws, capital gains arising from the sale of equity shares within 12 months in an Indian company are classified as short-term capital gains and generally taxable. Any gain realized on the sale of listed equity shares on a stock exchange that are held for more than 12 months is considered as long-term capital gains and is taxable at 10%, in excess of Rs. 1,00,000. Any long-term gain realized on the sale of equity shares, which are sold other than on a recognized stock exchange and on which no STT has been paid, is also subject to tax in India. Capital gains arising from the sale of equity shares are exempt from taxation in India where an exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, 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 to pay tax in India as well as in their own jurisdiction on a gain on the sale of equity shares.

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

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

62. Investors may be adversely affected due to retrospective tax law changes made by the GoI affecting us.

Certain recent changes to the Income Tax Act provide that income arising directly or indirectly through the sale of a capital asset of an offshore company, including shares, will be subject to tax in India, if such shares derive indirectly or directly their value substantially from assets located in India. The term “substantially” has not been defined under the Income Tax Act and therefore, the applicability and implications of these changes are largely unclear. Due to these recent changes, investors may be subject to Indian income taxes on the income arising directly or indirectly through the sale of the Equity Shares. In the past, there have been instances where changes in the Income Tax Act have been made retrospectively and to that extent, there cannot be an assurance that such retrospective changes will not happen again.

63. Any downgrading of India’s sovereign 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 international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing may be available. This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures and the trading price of our Equity Shares.

SECTION IV – INTRODUCTION**THE ISSUE**

PRESENT ISSUE IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS	
Equity Shares Offered through Public Issue⁽¹⁾⁽²⁾	Issue of upto 37,68,000 Equity Shares of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs.
Out of which:	
Issue Reserved for the Market Makers	Upto [●] Equity Shares of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹ [●] Lakhs
Net Issue to the Public	Upto [●] Equity Shares of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs
Out of which*	
A. QIB Portion ⁽³⁾⁽⁴⁾	Not more than [●] Equity Shares of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs
Of which	
i) Anchor Investor Portion	Upto [●] Equity Shares of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs
ii) Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Upto [●] Equity Shares of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs
Of which	
(a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Upto [●] Equity Shares of ₹10 each for cash at a price of ₹ [●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs
(b) Balance of QIB Portion for all QIBs including Mutual Funds	Upto [●] Equity Shares of ₹10 each for cash at a price of ₹ [●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs
B. Non-Institutional Portion	Not less than [●] Equity Shares of ₹10 each for cash at a price of ₹ [●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs
C. Retail Portion	Not less than [●] Equity Shares of ₹ 10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs
Pre and Post – Issue Equity Shares	
Equity Shares outstanding prior to the Issue	1,05,00,000 Equity Shares of face value of Rs.10 each.
Equity Shares outstanding after the Issue	Upto [●] Equity Shares of face value Rs.10 each.
Use of Net Proceeds by our Company	Please see the chapter titled “ <i>Objects of the Issue</i> ” on page 73 of this Draft Red Herring Prospectus.

Subject to finalisation of the Basis of Allotment, Number of shares may need to be adjusted for lot size upon determination of issue price.

Notes:

- 1) The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229(2) of SEBI (ICDR) Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being offered to the public for subscription.
- 2) The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on July 11, 2024 and by the Shareholder of our Company, vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting held on July 12, 2024.
- 3) The SEBI (ICDR) Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price. Accordingly, we have allocated the Net Issue i.e. not more than 50% of the Net Issue to QIB and not less than 35% of

the Net Issue shall be available for allocation to Retail Individual Investors and not less than 15% of the Net Issue shall be available for allocation to Non-institutional bidders.

- 4) Subject to valid Bids being received at or above the Issue Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.
- 5) 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. 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 the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the 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 QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, please refer section titled “*Issue Procedure*” beginning on page 240 of this Draft Red Herring Prospectus.

SUMMARY OF RESTATED FINANCIAL STATEMENTS**ANNEXURE I
RESTATED STATEMENT OF ASSETS AND LIABILITIES****(Rs. in Lakhs)**

Particulars		As at the		
		March 31, 2024	March 31, 2023	March 31, 2022
I	ASSETS			
	Non-Current Assets			
(a)	Property, Plant and Equipment	1,268.14	1,384.16	1,425.78
(b)	Capital work-in-progress	-	2.52	3.04
(c)	Right-of-use-assets	-	-	-
(c)	Financial assets			
	Other financial assets	16.82	16.82	15.54
(d)	Non-current tax assets (net)	55.60	13.60	4.80
(e)	Other Non-Current Assets	7.56	11.62	43.08
	Total Non-Current Assets	1,348.12	1,428.72	1,492.24
	Current Assets			
(a)	Inventories	1,244.49	848.35	966.38
(b)	Financial Assets			
	(i) Trade Receivables	879.97	219.07	641.68
	(ii) Cash and Cash Equivalents	182.96	820.95	17.88
	(iii) Other Financial Assets	3.13	2.45	31.20
(c)	Other Current Assets	126.48	130.24	80.33
	Total Current Assets	2,437.03	2,021.06	1,737.47
	Total Assets	3,785.15	3,449.78	3,229.71
II	EQUITY AND LIABILITIES			
	Equity			
(a)	Share Capital	700.00	700.00	700.00
(b)	Other Equity	2,023.80	1,611.79	1,310.65
	Total Equity	2,723.80	2,311.79	2,010.65
	Non-Current Liabilities			
(a)	Financial Liabilities			
	(i) Long Term Borrowings	-	36.66	75.91
	(ia) Lease Liabilities	-	-	-
(b)	Provisions	14.32	19.82	18.00
(c)	Deferred Tax Liabilities (Net)	64.05	75.46	75.07
	Total Non-Current Liabilities	78.37	131.94	168.98
	Current Liabilities			
(a)	Financial Liabilities			
	(i) Short Term Borrowings	36.67	39.26	40.45
	(ia) Lease Liabilities	-	-	-
	(ii) Trade Payables			
	(a) Total outstanding dues of micro enterprises and small enterprises	207.89	43.22	76.36
	(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	641.60	576.74	789.99
	(iii) Other Financial Liabilities	5.49	3.60	6.59
(b)	Other Current Liabilities	72.97	329.40	129.13
(c)	Provisions	18.37	13.83	7.55
	Total Current Liabilities	982.99	1,006.05	1,050.07
	Total Liabilities	1,061.36	1,137.99	1,219.05
	Total Equity and Liabilities	3,785.15	3,449.78	3,229.71

ANNEXURE II
RESTATED STATEMENT OF PROFIT AND LOSS

(Rs. In Lakhs)

Sl. No.	Particulars	For the year ended		
		March 31, 2024	March 31, 2023	March 31, 2022
I	REVENUE			
	Revenue from Operations	20,026.40	15,420.02	9,634.65
	Other Income	10.23	3.00	21.24
	Total Revenue (I)	20,036.63	15,423.02	9,655.89
II	EXPENSES			
	Cost of Materials and Components Consumed	16,649.83	12,685.93	7,838.57
	Changes in Inventory of Finished Goods and Work-in-progress	(90.02)	47.25	(131.06)
	Sub-Contractors' Expense	846.97	622.41	422.96
	Employee Benefits Expense	429.31	381.36	306.68
	Finance Costs	20.85	16.66	34.78
	Depreciation and Amortisation Expense	178.52	172.21	163.61
	Other Expenses	1,282.10	1,089.39	841.30
	Total Expenses (II)	19,317.56	15,015.21	9,476.84
III	Profit before Tax (I-II)	719.07	407.81	179.05
IV	Tax Expense			
	Current Tax	188.30	105.02	29.86
	Deferred Tax	(13.88)	0.74	0.44
	Total Tax Expense (IV)	174.42	105.76	30.30
V	Profit for the year (III-IV)	544.65	302.05	148.75
VI	Other Comprehensive Income			
	Items that will not be reclassified to Statement of Profit and Loss			
	- Remeasurement of defined employee benefit plans	9.83	(1.26)	4.21
	- Tax on above item	(2.47)	0.35	(1.17)
	Other Comprehensive Income (VI)	7.36	(0.91)	3.04
VII	Total Comprehensive Income for the year (V+VI)	552.01	301.14	151.79
VIII	Earnings per Equity Share			
	Basic and Diluted (in ₹)	5.19	2.88	1.42
	Par value of equity shares (in INR)	10.00	10.00	10.00

**ANNEXURE III
RESTATED CASH FLOW STATEMENT**

(Rs. In Lakhs)

Particulars	For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
A. Cash Flow from Operating Activities			
Profit before Tax	719.07	407.81	179.05
Adjustments for:			
Depreciation	178.52	172.21	163.61
Gain on Termination of Lease	-	-	(8.99)
Derecognition of financial asset	-	-	(1.03)
Provision for warranty (net)	4.10	5.49	1.30
Liabilities / Provisions no longer required Written Back	-	-	(1.40)
Unwinding of discount on security deposits	-	-	(0.62)
Finance Costs	20.85	16.66	34.78
Loss on Sale / Written Off of Property, Plant and Equipment	-	6.54	3.61
Capital Work-in Progress Assets Written Off	-	-	80.57
Operating Profit before Working Capital changes	922.54	608.71	450.88
Changes in Working Capital			
- Adjustments for (increase) / decrease in Operating Assets:			
Inventories	(396.14)	118.03	(294.94)
Trade Receivables	(660.90)	381.72	(204.83)
Financial Assets	(0.68)	88.51	158.55
Other Assets	7.82	(50.41)	(34.98)
- Adjustments for increase / (decrease) in Operating Liabilities:			
Trade Payables	229.53	(246.39)	(94.56)
Provisions	4.77	1.35	(1.17)
Other Current Liabilities	(256.43)	200.27	10.65
Cash (used) / generated from operating activities	(149.49)	1,101.79	(10.40)
Income taxes (paid)/refund	(230.27)	(113.82)	26.04
Net Cash generated from Operating Activities - (A)	(379.78)	987.97	15.64
B. Cash Flow from Investing Activities			
Capital Expenditure on Property, Plant and Equipment including Capital Advances	(58.03)	(132.49)	(63.92)
Proceeds from sale of Property, Plant and Equipment	-	4.76	7.39
Net Cash used in Investing Activities - (B)	(58.03)	(127.73)	(56.53)
C. Cash Flow from Financing Activities			
Dividend and dividend distribution tax paid	(140.00)	-	-
Repayment of Long-Term Borrowings	(39.26)	(40.44)	(3.46)
Payment of Lease Liabilities	-	-	(10.32)
Repayment of Short-Term Borrowings (net)	-	-	-
Finance Costs	(20.91)	(16.74)	(29.98)
Net Cash used in Financing Activities - (C)	(200.17)	(57.18)	(43.76)
Net increase / (decrease) in Cash and Cash Equivalents - (A+B+C)	(637.98)	803.06	(84.65)
Cash and Cash Equivalents at the beginning of the year (Refer Note 7)	820.95	17.88	102.53
Cash and Cash Equivalents at the end of the year (Refer Note 7)	182.96	820.95	17.88

Notes:

(Rs. In Lakhs)

Particular	For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
a) Cash in hand	-	-	0.19
b) Balance With banks	182.96	820.95	17.69
Total	182.96	820.95	17.88

(i) Reconciliation of liabilities from financing activities for the year ended March 31, 2024:**(Rs. In Lakhs)**

Particulars	As at	Interest on Lease Liabilities	Proceeds	Repayment	Derecognition	As at
	March 31, 2023					March 31, 2024
Long Term Borrowings (including current portion)	75.92	-	-	(39.26)	-	36.66
Total	75.92	-	-	(39.26)	-	36.66

(ii) Reconciliation of liabilities from financing activities for the year ended March 31, 2023:**(Rs. In Lakhs)**

Particulars	As at	Interest on Lease Liabilities	Proceeds	Repayment	Derecognition	As at
	March 31, 2022					March 31, 2023
Long Term Borrowings (including current portion)	116.36	-	-	(40.44)	-	75.92
Total	116.36	-	-	(40.44)	-	75.92

(ii) Reconciliation of liabilities from financing activities for the year ended March 31, 2022:**(Rs. In Lakhs)**

Particulars	As at	Interest on Lease Liabilities	Proceeds	Repayment	Derecognition	As at
	March 31, 2021					March 31, 2022
Long Term Borrowings (including current portion)	119.83	-	-	(3.46)	-	116.36
Short Term Borrowings	-	-	300.00	(300.00)	-	-
Lease Liabilities	100.44	4.79	-	(10.32)	(94.91)	-
Total	220.27	4.79	300.00	(313.78)	(94.91)	116.36

GENERAL INFORMATION

Brief Summary:

Our Company was originally incorporated as “Adithya Body Builders Private Limited” a private limited company under the Companies Act, 1956 vide Certificate of Incorporation dated August 24, 2006 issued by the Registrar of Companies, Andhra Pradesh with CIN U34201AP2006PTC050969. Subsequently, pursuant to Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting, held on July 29, 2008, the name of our Company was changed from “Adithya Body Builders Private Limited” to “Adithya Automotive Applications Private Limited” vide fresh Certificate of Incorporation consequent upon Change of Name dated August 21, 2008 issued by the Registrar of the Companies, Andhra Pradesh. Thereafter, the registered office of our Company was shifted from State of Andhra Pradesh to State of Uttar Pradesh and Certificate of Registration of Company Law Board order for Change of State dated July 23, 2010 was issued by Registrar of Companies, Uttar Pradesh and Uttarakhand with CIN U34201UP2006PTC041454. Subsequently, pursuant to Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting, held on April 23, 2024, our Company was converted into a Public Limited Company and consequently the name of our Company was changed from “Adithya Automotive Applications Private Limited” to “Adithya Automotive Applications Limited” vide a fresh certificate of incorporation consequent upon conversion from private company to public company dated July 09, 2024, issued by the Registrar of Companies, Central Processing Centre. Our Company’s Corporate Identity Number is U34201UP2006PLC041454.

For further details please refer to chapter titled “**History and Corporate Structure**” beginning on page 121 of this Draft Red Herring Prospectus.

Registered Office:

Adithya Automotive Applications Limited

Vendors Industrial Park, Plot No. T2, Tata Motors Eastern Complex,
Chinhat Industrial Area, Lucknow – 226019, Uttar Pradesh, India

Tel. No.: 0522-2982325

Email: companysecretary@aaapl.in

Website: www.adithyaautomotive.com

CIN: U34201UP2006PLC041454

Registration No.: 041454

Address of the Registrar of Companies:

Registrar of Companies, Kanpur

37/17, Westcott Building, The Mall,
Kanpur, Uttar Pradesh – 208001, India

Tel No: 0512-2310443

Email id: roc.kanpur@mca.gov.in

Website: www.mca.gov.in

Board of Directors:

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

Sr. No.	Name of Directors	Designation	DIN	Address
1.	Sumanth Badiga	Managing Director	00583806	D3, MCH No-8-2-309/1/D3, Trendset Vantage, D Block, Road No-14, Banjara Hills, Khairatabad, Hyderabad - 500034, Telangana, India
2.	Noshir Italia Homi	Non-Executive Director	00191611	153/1, Sappers Lines, Balamrai, Secunderabad, - 500003, Telengana, India.
3.	Vuppala Satyanarayana Murthy	Non-Executive Director	00092348	15-12-16/1(1) Flat -101, Vani Gardens, Krishna Nagar, Maharanipeta, Visakhapatnam (urban) - 530002, Andra Pradesh, India
4.	Ranaveer Sinha	Non-Executive Director	00103398	Bungalow No G 5, Nildih Colony Golmuri Road, PO Golmuri, Jamshedpur, Purbi Singhbhum – 831003, Jharkhand, India
5.	Palepu Sucharita Rao	Independent Director	07807717	Flat No. 1203, Baylaurel, the Botanika, Jayabheri Enclave, Gachibowli, K. V. Rangareddy – 500032, Telengana, India.
6.	Gaurav Lath	Independent Director	00581405	202, Garden View Apartment, 8 Rana Pratap Marg, Hazaratganj, Lucknow – 226001, Uttar Pradesh, India

For further details in relation to our Directors, please refer to chapter titled “Our Management” on page 125 of this Draft Red Herring Prospectus.

Chief Executive Officer	Chief Financial Officer	Company Secretary & Compliance Officer
Kotikalapudi Venkatasatya Nageswararao Adithya Automotive Applications Limited Vendors Industrial Park, Plot No. T2, Tata Motors Eastern Complex, Chinhat Industrial Area, Lucknow – 226019, Uttar Pradesh, India Tel. No.: 0522-2982325 Email: kvsnrao@aaapl.in Website: www.adithyaautomotive.com	Satya Priya Chaturvedi Adithya Automotive Applications Limited Vendors Industrial Park, Plot No. T2, Tata Motors Eastern Complex, Chinhat Industrial Area, Lucknow – 226019, Uttar Pradesh, India Tel. No.: 0522-2982325 Email: satya.priya@aaapl.in Website: www.adithyaautomotive.com	Neha Anil Sangam Adithya Automotive Applications Limited Vendors Industrial Park, Plot No. T2, Tata Motors Eastern Complex, Chinhat Industrial Area, Lucknow – 226019, Uttar Pradesh, India Tel. No.: 0522-2982325 Email: companysecretary@aaapl.in Website: www.adithyaautomotive.com

Investor Grievances:

Investors may contact our Company Secretary and Compliance Officer and/or the Registrar to the Issue and/or the Book Running Lead Manager, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allotment, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc.

All grievances in relation to the application through ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving details such as the full name of the sole or First Applicant, ASBA Form number, Applicants’ DP ID, Client ID, PAN, number of Equity Shares applied for, date of submission of ASBA Form, address of Bidder, the name and address of the relevant Designated Intermediary, where the ASBA Form was submitted by the Bidder, ASBA Account number in which the amount equivalent to the Bid Amount was blocked and UPI ID used by the Retail Individual Investors. Further, the Bidder shall enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

For all Issue related queries and for redressal of complaints, Applicants may also write to the Book Running Lead Manager. All complaints, queries or comments received by Stock Exchange/ SEBI shall be forwarded to the Book Running Lead Manager, who shall respond to the same.

All grievances relating to the Anchor Investors may be addressed to the Registrar to the Issue, giving full details such as name of the sole or first Applicant, Bid cum Application Form number, Applicants DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Applicant, number of Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the relevant BRLM where the Anchor Investor Application Form was submitted by the Anchor Investor. For all Issue related queries and for redressal of complaints, investors may also write to the BRLM.

Details of Key Intermediaries pertaining to this Issue and our Company:

Book Running Lead Manager to the Issue	Legal Advisor to the Issue
Hem Securities Limited Address: 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai – 400013, Maharashtra, India. Tel No.: +91-22-4906 0000 Email: ib@hemsecurities.com Investor Grievance Email: redressal@hemsecurities.com Website: www.hemsecurities.com Contact Person: Ajay Jain SEBI Reg. No.: INM000010981 CIN: U67120RJ1995PLC010390	Mindspright Legal Address: 712-714, C-Wing, Trade World, Kamla City, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013, Maharashtra, India. Tel No.: +91-22-42197000 Email: ipo@mindspright.co.in Contact Person: Richa Bhansali Designation: Partner Website: www.mindspright.co.in

Registrar to the Issue	Statutory Auditor
KFin Technologies Limited Address: Selenium Tower-B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana. Telephone: +91 40 6716 2222 Tollfree: 1800 309 4001 Email: aaa.ipo@kfintech.com Investor Grievance Email: einward.ris@kfintech.com Website: www.kfintech.com Contact Person: M. Murali Krishna SEBI Registration Number: INR000000221 CIN: L72400TG2017PLC117649	M/s. Seth & Associates Chartered Accountants, Address: 90-Pirpur Square, Lucknow-226001 Uttar Pradesh, India. Tel No.: +915224073356 Email: dhruv@sethspro.com Website: www.sethspro.com Firm Registration No.: 001167C Membership No: 404028 Peer Review Certificate No.: 014695 Contact Person: Mr. Dhruv Seth
Peer Review Auditor	Bankers to our Company
Mundra & Co. Chartered Accountants, Address: 513, Apex Mall, 4th Floor, Lal Kothi, Tonk Road, Jaipur-302018 Tel. No.: +91-8239487569 Email: canitinjpr@gmail.com Firm Registration No.: 013023C Peer Review Certificate Number: 014184 Membership No: 414387 Contact Person: CA Nitin Khandelwal	HDFC Bank Limited Address: Bank House, 3A, Gurusday Road, Kolkata – 700019, West Bengal, India Tel. No.: (033) 66384117 Fax: (033) 66384117 Email: nikhil.tantia@hdfcbank.com Website: www.hdfcbank.com Contact Person: Nikhil Tantia Designation: Assistant Vice President – Corporate Banking
Bankers to the Issue/ Refund Banker/Sponsor Bank*	Syndicate Member*
[•]	[•]

*The Bankers to the Issue/ Refund Banker/ Sponsor Bank and Syndicate Member shall be appointed prior to filing of the Red Herring Prospectus with the RoC.

Designated Intermediaries:

Self-Certified Syndicate Banks (SCSB's)

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>) and updated from time to time. For details on Designated Branches of SCSBs collecting the Bid-cum-Application Forms, refer to the above-mentioned SEBI link.

Further, as notified by SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019; the applications through UPI in IPOs can be made only through the SCSBs/ mobile applications whose name appears on the SEBI website www.sebi.gov, in at the following path: Home >> Intermediaries/Market Infrastructure Institutions >> Recognized intermediaries >> Self Certified Syndicate Banks eligible as Issuer Banks for UPI.

Investor shall ensure that when applying in IPO using UPI, the name of his Bank appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, he/she shall also ensure that the name of the app and the UPI handle being used for making the application is also appearing in the aforesaid list.

Syndicate SCSB Branches

In relation to ASBA Bids 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 <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> and updated from time to time. For more information on such branches collecting Bid-cum-Application Forms from the Syndicate at Specified Locations, refer to the above-mentioned SEBI link.

Registered Brokers

Bidders can submit Bid cum Application Forms in the Issue using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and email address, is provided on the website of the SEBI at (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>), respectively, as updated from time to time.

Registrar and Share Transfer Agents

The list of the Registrar to Issue and Share Transfer Agents (RTAs) eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10> , as updated from time to time.

Collecting Depository Participants (CDP's)

The list of the Collecting Depository Participants (CDPs) eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=19> for NSDL CDPs and at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=18> for CDSL CDPs, as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

Brokers to the Issue

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

Experts Opinion

Except for the reports in the section *“Statement of Special Tax Benefits”*, *“Financial Information of the Company”* *“Statement of Financial Indebtedness”* on page 86, 145 and 188 respectively of this Draft Red Herring Prospectus from the Peer Review Auditor, our Company has not obtained any expert opinions. We have received written consent from the Peer Review Auditor for inclusion of their name in this Draft Red Herring Prospectus, as required under Companies Act read with SEBI (ICDR) Regulations as **“Expert”**, defined in section 2(38) of the Companies Act and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term **“expert”** shall not be construed to mean an **“expert”** as defined under the U.S. Securities Act, 1933.

Inter-se Allocation of Responsibilities

Since, Hem Securities Limited is the sole Book Running Lead Manager to this Issue, a statement of inter se allocation of responsibilities among Book Running Lead Manager is not applicable.

Monitoring Agency

As per SEBI (ICDR) Regulations, 2018, appointment of monitoring agency is required only if Issue size exceeds ₹10,000 Lakhs. Hence, our Company is not required to appoint a monitoring agency in relation to the issue. However, as per section 177 of the Companies Act, Audit Committee of our Company will be monitoring the utilization of the Issue Proceeds.

Green Shoe Option

No Green Shoe Option is applicable for this Issue.

Appraising Entity

None of the objects for which the Net Proceeds are proposed to be utilized have been financially appraised by any banks or financial institution.

Credit Rating

As this is an issue of Equity Shares, there is no credit rating for the Issue.

IPO Grading

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

Trustees

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

Debenture Trustees

As this is an issue of Equity Shares, the appointment of Debenture trustees is not required.

Filing of Offer Document with the Designated Stock Exchange/SEBI/ROC

The Draft Red Herring Prospectus is being filed with Emerge Platform of National Stock Exchange of India Limited, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra, India.

The Draft Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Red Herring Prospectus/Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>

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

Book Building Process

Book Building, with reference to the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Price Band shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process, and advertised in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Hindi Edition of Regional newspaper [●] where our registered office is situated at least two working days prior to the Bid/ Issue Opening date. The Issue Price shall be determined by our Company, in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/ Issue Closing Date. Principal parties involved in the Book Building Process are: -

- Our Company;
- The Book Running Lead Manager in this case being Hem Securities Limited,
- The Syndicate Member(s) who are intermediaries registered with SEBI/ registered as brokers with National Stock Exchange of India Limited and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the Book Running Lead Manager;
- The Registrar to the Issue and;
- The Designated Intermediaries and Sponsor bank

The SEBI (ICDR) Regulations have permitted the Issue of securities to the public through the Book Building Process, wherein allocation to the public shall be made as per Regulation 253 of the SEBI (ICDR) Regulations.

The Issue is being made through the Book Building Process wherein not more than 50% of the Net Issue shall be available for allocation on a proportionate basis to QIBs, provided that our Company may in consultation with the Book Running Lead Manager allocate upto 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations (the “**Anchor Investor Portion**”), out 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 Issue Price. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Bidders, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders may participate in the Issue through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the ASBA process to participate in the Issue. Under-subscription if any, in any category, except in the QIB Category, would be allowed to be met with spill

over from any other category or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange.

All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Issue. In accordance with the SEBI (ICDR) Regulations, QIBs bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion 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 can revise their Bids during the Bid/Issue Period and withdraw their Bids until the Bid/Issue Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/Issue Period. Allocation to the Anchor Investors will be on a discretionary basis.

Subject to valid Bids being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for Retail Portion where allotment to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under – subscription, if any, in any category, would be allowed to be met with spill – over from any other category or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and the Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention are invited to the chapter titled **“Issue Procedure”** beginning on page 240 of the Draft Red Herring Prospectus.

The process of Book Building under the SEBI (ICDR) Regulations is subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to making a Bid or application in the Issue.

For further details on the method and procedure for Bidding, please see section entitled **“Issue Procedure”** on page 240 of this Draft Red Herring Prospectus.

Illustration of the Book Building and Price Discovery Process:

For an Illustration of the Book Building and Price Discovery Process, please refer to the chapter titled **“Issue Procedure”** on page 240 of this Draft Red Herring Prospectus.

Bid/ Issue Program:

Event	Indicative Dates
Bid/Issue Opening Date ¹	[●]
Bid/Issue Closing Date ²	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange (T+1)	On or about [●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account (T+2)	On or about [●]
Credit of Equity Shares to Demat accounts of Allottees (T+2)	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchange (T+3)	On or about [●]

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

² Our Company in consultation with the Book Running Lead Manager, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI (ICDR) Regulations.

The above timetable is indicative and does not constitute any obligation on our Company 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 Exchange are taken within 6 Working Days of the Bid/ Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/Issue Period by our Company, revision of the Price Band or any delays in receiving

the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bid Cum Application Forms and any revisions to the same will be accepted only between 10.00 A.M. to 5.00 P.M. (IST) during the Issue Period (except for the Bid/ Issue Closing Date). On the Bid/ Issue Closing Date, the Bid Cum Application Forms will be accepted only between 10.00 A.M. to 3.00 P.M. (IST) for retail and non-retail Bidders. The time for applying for Retail Individual Bidder on Bid/Issue Closing Date maybe extended in consultation with the Book Running Lead Manager, RTA and NSE taking into account the total number of applications received up to the closure of timings.

Due to the limitation of time available for uploading the Bid Cum Application Forms on the Bid/Issue Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Issue Closing Date and, in any case, not later than 3.00 P.M. (IST) on the Bid/ Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid Cum Application Forms are received on the Bid/Issue Closing Date, as is typically experienced in public Issue, some Bid Cum Application Forms may not get uploaded due to the lack of sufficient time. Such Bid Cum Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the Book Running Lead Manager is liable for any failure in uploading the Bid Cum Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI (ICDR) Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Bidders can revise or withdraw their Bid Cum Application Forms prior to the Bid/Issue Closing Date. Allocation to Retail Individual Bidders, in this Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid Cum Application Form, for a particular Bidder, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid Cum Application Form, for a particular ASBA Bidder, the Registrar to the Issue shall ask the relevant SCBSs/ RTAs / DPs / stock brokers, as the case may be, for the rectified data.

Underwriting

The Company and the Book Running Lead Manager to the Issue hereby confirm that the Issue will be 100% Underwritten by the Underwriter [•] in the capacity of Underwriter to the issue.

Pursuant to the terms of the Underwriting Agreement dated [•] entered into by Company, Underwriter, the obligations of the Underwriter are subject to certain conditions specified therein. The Details of the Underwriting commitments are as under:

Details of the Underwriter	No. of shares underwritten	Amount Underwritten (₹ in Lakhs)	% of Total Issue Size Underwritten
[•]	[•]	[•]	[•]

*Includes [•] Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker, [•] in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended.

In the opinion of the Board of Directors of our Company, the resources of the above-mentioned Underwriter are sufficient to enable them to discharge their respective obligations in full.

Change in Auditors during the last three (3) years:

Except as stated below, there have been no changes in our Company’s auditors in the last three (3) years.

Details of Statutory Auditor	Date of Change	Reason
Deloitte Haskins & Sells Chartered Accountants, Address: KRB Towers, Plot No. 1 to 4 & 4A 1 st , 2 nd and 3 rd Floor, Jubilee Enclave, Madhapur, Hyderabad – 500081, Telangana, India Tel No.: +91 4071253600 Email: bganesh@deloitte.com Website: www.deloitte.com Firm Registration No.: 008072S Contact Person: CA Ajay Jhawar Membership No: 223888	July 01, 2024	Retirement of Auditors at Annual General Meeting due to completion of tenure
M/s. Seth & Associates Chartered Accountants, Address: 90-Pirpur Square, Lucknow – 226001 Uttar Pradesh, India. Tel No.: +915224073356 Email: dhruv@sethspro.com Website: www.sethspro.com Firm Registration No.: 001167C Contact Person: Mr. Dhruv Seth Membership No: 404028	July 01, 2024	Appointment of Statutory Auditors in place of retiring auditors

Details of the Market Making arrangement for this Issue

Our Company has entered into a Market Making Agreement dated [●] with the following Market Maker for fulfilling the Market Making obligations under this Issue:

Name	[●]
Correspondence Address:	[●]
Tel No.:	[●]
E-mail:	[●]
Website:	[●]
Contact Person:	[●]
SEBI Registration No.:	[●]
Market Maker Registration No.	[●]

In accordance with Regulation 261 of the SEBI (ICDR) Regulations, we have entered into an agreement with the Book Running Lead Manager and the Market Maker (duly registered with NSE to fulfill the obligations of Market Making) dated [●] to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this Issuer.

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

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

Following is a summary of the key details pertaining to the Market making arrangement:

- The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).

- The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of the National Stock Exchange of India Limited (Emerge platform of NSE) and SEBI from time to time.
- The minimum depth of the quote shall be Rs.1,00,000/-. However, the investors with holdings of value less than Rs. 1,00,000/- shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
- The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the Emerge platform of NSE (in this case currently the minimum trading lot size is [•] equity shares; however, the same may be changed by the Emerge platform of NSE from time to time).
- After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our company reaches to 25% of Issue Size. Any Equity Shares allotted to Market Maker under this Issue over and above 25% of Issue Size would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Issue Size, the Market Maker will resume providing 2 way quotes.
- There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, NSE may intimate the same to SEBI after due verification.
- Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
- There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
- On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
- The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.
- There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while *force-majeure* will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final
- The Market Maker(s) shall have the right to terminate said arrangement by giving a six months' notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s) and execute a fresh arrangement.
- In case of termination of the above-mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Book Running Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended. Further our Company and the Book Running Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our office from 10.00 a.m. to 5.00 p.m. on working days.
- **Risk containment measures and monitoring for Market Makers:** NSE Emerge Exchange will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
- **Punitive Action in case of default by Market Makers:** The Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership. The Department of Surveillance and Supervision of the Exchange

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

- **Price Band and Spreads:** The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.
- Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the Issue size and as follows:

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

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

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

The SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to ₹250 crores, the applicable price bands for the first day shall be:

- i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
- ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.

Withdrawal of the Issue

Our Company in consultation with the Book Running Lead Manager, reserve the right to not to proceed with the Issue at any time before the Bid/ Issue Opening Date without assigning any reason thereof.

If our Company withdraws the Issue anytime after the Bid/ Issue Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) working days of the Bid/ Issue Closing Date, providing reasons for not proceeding with the Issue shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre- Issue advertisements have appeared and the Stock Exchange will also be informed promptly. The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within 1 (one) working Day from the day of receipt of such instruction.

If our Company withdraws the Issue after the Bid/ Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will have to file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares issued through the Draft Red Herring Prospectus, which our Company will apply for only after Allotment; and (ii) filing of Red Herring Prospectus/ Prospectus with Registrar of Companies.

CAPITAL STRUCTURE

Set forth below are the details of the Equity Shares Share Capital of our Company as on the date of this Draft Red Herring Prospectus.

(Rs. in Lakhs, except share data)

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Issue Price
A	Authorized Share Capital 2,00,00,000 Equity Shares having face value of Rs. 10/- each	2,000.00	-
B	Issued, Subscribed & Paid-up Share Capital prior to the Issue 1,05,00,000 Equity Shares having face value of ₹10/- each	1,050.00	-
C	Present Issue in terms of this Draft Red Herring Prospectus* Upto 37,68,000 Equity Shares having face value of ₹ 10/-each at a Premium of ₹ [●] per share	376.80	[●]
	Which comprises of:		
D	Reservation for Market Maker Portion Upto [●] Equity Shares of ₹10/- each at a price of ₹[●] per Equity Shares Share reserved as Market Maker Portion	[●]	[●]
E	Net Issue to Public Net Issue to Public of Upto [●] Equity Shares of ₹10/- each at a price of ₹[●] per Equity Share to the Public	[●]	[●]
	Of which:		
	i. At least [●] Equity Shares aggregating up to Rs. [●] lakhs will be available for allocation to Retail Individual Investors	[●]	[●]
	ii. At least [●] Equity Shares aggregating up to Rs. [●] lakhs will be available for allocation to Non-Institutional Investors	[●]	[●]
	iii. Not more than [●] Equity Shares aggregating up to Rs. [●] lakhs will be available for allocation to Qualified Institutional Buyers, five per cent. of which shall be allocated to mutual funds.	[●]	[●]
F	Issued, Subscribed and Paid up Equity Shares Share Capital after the Issue Upto [●] Equity Shares of face value of ₹10/- each		[●]
G	Securities Premium Account Before the Issue (as on date of this Draft Red Herring Prospectus)		Nil
	After the Issue		[●]

* The Present Issue of upto 37,68,000 Equity Shares in terms of this Draft Red Herring Prospectus has been authorized pursuant to a resolution of our Board of Directors dated July 11, 2024 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra Ordinary General Meeting of the members held on July 12, 2024.

Classes of Shares: -

Our Company has only one class of share capital i.e. Equity Shares of face value of Rs. 10/- each only. All the issued Equity Shares are fully paid-up. Our Company has no outstanding convertible instruments as on the date this Draft Red Herring Prospectus.

Notes to the Capital Structure:**1. Changes in Authorised Equity Share Capital of our Company:**

Sr. No.	Particulars of Changes	Cumulative No. of Equity Shares	Face Value of Equity Shares	Cumulative Authorized Share Capital (Rs. in lakhs)	Date of Shareholders' Meeting	Whether AGM/ EGM
1.	Upon incorporation	10,000	10/-	1.00	On Incorporation	N.A.
2.	Increase in Authorised Share Capital from ₹1.00 Lakhs to ₹150.00 Lakhs	15,00,000	10/-	150.00	July 29, 2008	EGM

3.	Increase in Authorised Share Capital from ₹150.00 Lakhs to ₹ 700.00 Lakhs	70,00,000	10/-	700.00	November 20, 2008	EGM
4.	Increase in Authorised Share Capital from ₹ 700.00 Lakhs to ₹ 1,000.00 Lakhs	1,00,00,000	10/-	1,000.00	September 24, 2009	EGM
5.	Increase in Authorised Share Capital from ₹ 1,000.00 Lakhs to ₹ 2,000.00 Lakhs	2,00,00,000	10/-	2,000.00	April 23, 2024	EGM

2. Share Capital History of our Company:

a) Equity Shares capital

The following table sets forth details of the history of the Equity Shares capital of our Company:

Date of Allotment	No. of Equity Shares allotted	Face Value (₹)	Issue Price (including Premium if applicable) (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-up Capital (₹)
Upon Incorporation	10,000	10	10	Cash	Subscription to MOA ⁽ⁱ⁾	10,000	1,00,000
June 16, 2009	39,90,000	10	10	Cash	Further Allotment ⁽ⁱⁱ⁾	40,00,000	4,00,00,000
March 31, 2010	30,00,000	10	10	Cash	Further Allotment ⁽ⁱⁱⁱ⁾	70,00,000	7,00,00,000
May 02, 2024	35,00,000	10	-	Other than Cash	Bonus Issue in the ratio of 1:2 ^(iv)	1,05,00,000	10,50,00,000

All the above mentioned shares are fully paid up since the date of allotment.

(i) Initial Subscribers to Memorandum of Association subscribed 10,000 Equity Shares of face value of Rs. 10/- each, details of which are given below:

Sr. No.	Name of Subscribers	Number of Equity Shares Subscribed
1.	Jasper Industries Private Limited	5000
2.	Hazaribagh Mining & Engineers Private Limited	5000
	Total	10,000

(ii) Details of the further allotment of 39,90,000 Equity Shares of face value of Rs.10/- each, as per details given below:

Sr. No.	Name of Subscribers	Number of Equity Shares Subscribed
1.	Jasper Industries Private Limited	4,80,000
2.	TRF Limited	20,40,000
3.	Tata Capital Limited	8,00,000
4.	Bhaskar Transport Private Limited	6,70,000
	Total	39,90,000

(iii) Details of the further allotment of 30,00,000 Equity Shares of face value of Rs.10/- each, as per details given below:

Sr. No.	Name of Allottees	Number of Equity Shares Allotted
1.	Jasper Industries Private Limited	8,71,500
2.	TRF Limited	15,30,000
3.	Tata Capital Limited	5,98,500
	Total	30,00,000

(iv) Bonus issue of 35,00,000 Equity Shares of face value of Rs. 10/-each in the ratio of 1:2 i.e. One (1) Bonus Equity Shares for every Two (2) Equity Shares held by shareholders. (refer point no. 4 below for allottees list)

b) Preference Share Capital: As on the date of this Draft Red Herring Prospectus, our Company does not have any Preference Share Capital.

3. Details of Allotment made in the last two years preceding the date of Draft Red Herring Prospectus

Except as mentioned in point number 2.a(iv) above, the Company has not issued any Equity Share in the last two years preceding the date of the Draft Red Herring Prospectus.

4. Issue of Equity Shares for consideration other than cash:

Except as set out below, we have not issued Equity Shares for consideration other than cash in last one year:

Date of Allotment	Number of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons for Allotment	Benefits Accrued to our Company	Name of Allottee	No. of Shares Allotted
May 02, 2024	35,00,000	10	-	Bonus Issue in the ratio of 1:2	Capitalization of Reserves & Surplus	Jasper Industries Private Limited	6,81,750
						Bhaskar Transport Private Limited	3,35,000
						Jasper Auto Services Private Limited	24,83,250
						Total	35,00,000

5. No Equity Shares have been allotted pursuant to any scheme approved under sections 230-234 of the Companies Act, 2013 or under the erstwhile corresponding provisions of the Companies Act, 1956.

6. Our Company has not issued any shares pursuant to an Employee Stock Option Scheme.

7. Except for bonus issue made on May 02, 2024, Our Company has not issued Equity Shares at price below the Issue price within last one year from the date of the Draft Red Herring Prospectus. (refer point no. 4 above for allottees list)

8. We have not revalued our assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.

9. Shareholding Pattern of the Company

The table below represents the shareholding pattern of our Company in accordance with Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as on the date of this Draft Red Herring Prospectus:

I. Our Shareholding Pattern:-

Sr. No.	Category of shareholder	Nos. of shareholders	No. of fully paid up Equity Shares held	No. of Partly paid-up Equity Shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of Equity Shares held in dematerialized form	
								No of Voting Rights					Total as a % of (A+B+C)	No. (a)	As a % of total Shares held (b)	No. (a)		As a % of total Shares held (b)
								Class Equity Shares of Rs.10/- each^	Class eg: y	Total								
I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX			X	XI=VII+X	XII	XIII	XIV			
(A)	Promoter & Promoter Group	8	1,04,44,900	-	-	1,04,44,900	99.48	1,04,44,900	-	1,04,44,900	99.48	-	1,04,44,900	-	-	1,04,44,900		
(B)	Public	4	55,100	-	-	55,100	0.52	55,100	-	55,100	0.52	-	55,100	-	-	55,100		
(C)	Non-Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C2)	Shares held by Emp. Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
	Total	12	1,05,00,000	-	-	1,05,00,000	100.00	1,05,00,000	-	1,05,00,000	100.00	-	1,05,00,000	-	-	1,05,00,000		

The term "Encumbrance" has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Notes-

- As on date of this Draft Red Herring Prospectus 1 Equity share holds 1 vote.
- We have only one class of Equity Shares of face value of Rs. 10/- each.
- We have entered into tripartite agreement with CDSL & NSDL.
- Our Company will file the shareholding pattern in the format prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the listing of the Equity Shares. The shareholding pattern will be uploaded on the Website of the NSE before commencement of trading of such Equity Shares.

10. List of Shareholders of the Company holding 1% or more of the paid up Share Capital of the Company:-

a) As on the date of filing of this Draft Red Herring Prospectus: -

Sr. No.	Names of Shareholders	Equity Shares held (Face Value of Rs. 10 each)	% Pre-Issue paid up Share Capital
1.	Jasper Auto Services Private Limited	74,49,750	70.95
2.	Jasper Industries Private Limited	11,70,750	11.15
3.	Bhaskar Transport Private Limited	10,03,400	9.56
4.	Sumanth Badiga	7,35,000	7.00
	Total	1,03,58,900	98.66

b) Ten days prior to the date of filing of this Draft Red Herring Prospectus: -

Sr. No.	Names of Shareholders	Equity Shares held (Face Value of Rs. 10 each)	% Pre-Issue paid up Share Capital
1.	Jasper Auto Services Private Limited	74,49,750	70.95
2.	Jasper Industries Private Limited	13,10,750	12.48
3.	Bhaskar Transport Private Limited	10,03,400	9.56
4.	Sumanth Badiga	7,35,000	7.00
	Total	1,04,98,900	99.99

c) One Year prior to the date of filing of this Draft Red Herring Prospectus: -

Sr. No.	Names of Shareholders	Equity Shares held (Face Value of Rs. 10 each)	% Pre-Issue paid up Share Capital
1.	Jasper Auto Services Private Limited	49,66,500	70.95
2.	Jasper Industries Private Limited	13,63,500	19.48
3.	Bhaskar Transport Private Limited	6,70,000	9.57
	Total	70,00,000	100.00

*Details of shares held on July 22, 2023 and percentage held has been calculated based on the paid up capital of our Company as on July 22, 2023.

d) Two Years prior to the date of filing of this Draft Red Herring Prospectus: -

Sr. No.	Names of Shareholders	Equity Shares held (Face Value of Rs. 10 each)	% Pre-Issue paid up Share Capital
1.	Jasper Auto Services Private Limited	49,66,500	70.95
2.	Jasper Industries Private Limited	13,63,500	19.48
3.	Bhaskar Transport Private Limited	6,70,000	9.57
	Total	70,00,000	100.00

*Details of shares held on July 22, 2022 and percentage held has been calculated based on the paid up capital of our Company as on July 22, 2022.

11. Our Company has not made any Initial Public Offer of specified securities in the preceding two years.

There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, Right issue or in any other manner during the period commencing from the date of the Draft Red Herring Prospectus until the Equity Shares of our Company have been listed or application money unblocked on account of failure of Issue. Further, our Company does not intend to alter its capital structure within six months from the date of opening of the offer, by way of split / consolidation of the denomination of Equity Shares. However, our Company may further issue equity shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board of Directors may deem fit, if an opportunity of such nature is determined by the Board of Directors to be in the interest of our Company.

12. Capital Buildup in respect of Shareholding of our Promoters

As on the date of this Draft Red Herring Prospectus, Our Promoters, Mr. Sumanth Badiga, Jasper Auto Services Private Limited, Jasper Industries Private Limited and Bhaskar Transport Private Limited, collectively hold 1,03,58,900 Equity Shares of our Company. None of the Equity Shares held by our Promoters are subject to any pledge.

Set forth below is the build-up of the shareholding of our Promoters in our Company since incorporation.

Date of Allotment and paid up/ Transfer	No. of Equity Shares	Face Value Per Share (₹)	Issue/ Acquisition/ Transfer Price (₹)	Consideration	Nature of Acquisition	Pre-Issue Shareholding % (adjusted as per face value)	Post-Issue Shareholding % (adjusted as per face value)
Sumanth Badiga							
May 06, 2024	500	10	45	Cash	Acquisition by way of Transfer of shares ^(a)	Negligible	[●]
July 11, 2024	7,34,500	10	45	Cash	Acquisition by way of Transfer of shares ^(b)	7.00	[●]
Total	7,35,000					7.00	[●]
Jasper Auto Services Private Limited							
February 05, 2018	35,70,000	10	85.71	Cash	Acquisition by way of Transfer of shares ^(c)	34.00	[●]
July 27, 2018	13,96,500	10	85.71	Cash	Acquisition by way of Transfer of shares ^(d)	13.30	[●]
May 02, 2024	24,83,250	10	-	Other than Cash	Bonus Issue in the ratio of 1:2	23.65	[●]
Total	74,49,750					70.95	
Jasper Industries Private Limited							
August 24, 2006	5,000	10	10	Cash	Subscriber to MOA	0.05	[●]
July 25, 2008	4,999	10	10	Cash	Acquisition by way of Transfer of shares ^(e)	0.05	[●]
June 16, 2009	4,80,000	10	10	Cash	Further Allotment	4.57	[●]
August 10, 2009	2,000	10	10	Cash	Acquisition by way of Transfer of shares ^(f)	0.02	[●]
March 31, 2010	8,71,500	10	10	Cash	Further Allotment	8.30	[●]
October 30, 2021	1	10	10	Cash	Acquisition by way of Transfer of shares ^(g)	Negligible	[●]
May 02, 2024	6,81,750	10	-	Other than Cash	Bonus Issue in the ratio of 1:2	6.49	[●]
July 11, 2024	(7,34,500)	10	45	Cash	Transfer of shares ^(h)	(7.00)	[●]
July 18, 2024	(1,40,000)	10	45	Cash	Transfer of shares ⁽ⁱ⁾	(1.33)	[●]
Total	11,70,750					11.15	[●]
Bhaskar Transport Private Limited							
June 16, 2009	6,70,000	10	10	Cash	Further Allotment	6.38	[●]
May 02, 2024	3,35,000	10	-	Other than Cash	Bonus Issue in the ratio of 1:2	3.19	[●]

May 06, 2024	(1,600)	10	45	Cash	Transfer of shares ⁽ⁱ⁾	(0.02)	[●]
Total	10,03,400					9.56	[●]

a) Details of acquisition by Sumanth Badiga by way of transfer of 500 Equity Shares dated May 06, 2024.

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	May 06, 2024	Bhaskar Transport Private Limited	500
		Total	500

b) Details of acquisition by Sumanth Badiga by way of transfer of 7,34,500 Equity Shares dated July 11, 2024.

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	July 11, 2024	Jasper Industries Private Limited	7,34,500
		Total	7,34,500

c) Details of acquisition by Jasper Auto Services Private Limited by way of transfer of 35,70,000 Equity Shares dated February 05, 2018*.

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	February 05, 2018	TRF Limited	35,70,000
		Total	35,70,000

*35,70,000 shares were acquired by JL Power Ventures Private Limited on February 05, 2018 and consequent to amalgamation of JL Power Ventures Private Limited with Jasper Auto Services Private Limited, vide NCLT Order dated May 11, 2018 and the Appointed date being January 01, 2018, the shares in the name of JL Power Ventures Private Limited stands in the name of Jasper Auto Services Private Limited.

d) Details of acquisition by Jasper Auto Services Private Limited by way of transfer of 13,96,500 Equity Shares dated July 27, 2018.

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	July 27, 2018	Tata Capital Financial Services Limited	13,96,500
		Total	13,96,500

e) Details of acquisition by Jasper Industries Private Limited by way of transfer of 4,999 Equity Shares dated July 25, 2008.

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	July 25, 2008	Hazaribagh Mining and Engineering Private Limited	4,999
		Total	4,999

f) Details of acquisition by Jasper Industries Private Limited by way of transfer of 2,000 Equity Shares dated August 10, 2009*.

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	August 10, 2009	Tata Capital Limited	2,000
		Total	2,000

* Share transfer deed in respect to transfer of shares of our Company in financial year 2009-10 are not traceable. Accordingly, we have relied on the other corporate records maintained by the Company such as minutes and statutory registers to ascertain the information for the missing corporate records.

g) Details of acquisition by Jasper Industries Private Limited by way of transfer of 1 Equity Shares dated October 30, 2021.

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	October 30, 2021	D Venkat Ram Jointly with Jasper Industries Private Limited	1
		Total	1

h) Details of transfer of shares by Jasper Industries Private Limited of 7,34,500 Equity Shares dated July 11, 2024.

Sr. No.	Date of Transfer	Name of Transferee	No. of Shares Transferred
1.	July 11, 2024	Sumanth Badiga	7,34,500

i) Details of transfer of shares by Jasper Industries Private Limited of 1,40,000 Equity Shares dated July 18, 2024.

Sr. No.	Date of Transfer	Name of Transferee	No. of Shares Transferred
1.	July 18, 2024	Premalatha Badiga	15,000
2.	July 18, 2024	Suryanarayana Murthy Metlapalli	25,000
3.	July 18, 2024	Sridevi Badiga	30,000
4.	July 18, 2024	Parvathi Badiga	40,000
5.	July 18, 2024	Vuppala Satyanarayana Murty	10,000
6.	July 18, 2024	Kotikalapudi Venkatasatya Nageswararao	10,000
7.	July 18, 2024	Seethapathi Vaidyanathan	10,000
		Total	1,40,000

j) Details of sale of shares by Bhaskar Transport Private Limited of 1600 Equity Shares dated May 06, 2024.

Sr. No.	Date of Transfer	Name of Transferee	No. of Shares Transferred
1.	May 06, 2024	Sumanth Badiga	500
2.	May 06, 2024	Ramakrishna Badiga	500
3.	May 06, 2024	Premalatha Badiga	500
4.	May 06, 2024	Suryanarayana Murthy Metlapalli	100
		Total	1600

13. The average cost of acquisition of or subscription of shares by our Promoters is set forth in the table below:

Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (in ₹)
1.	Sumanth Badiga	7,35,000	45.00
2.	Jasper Auto Services Private Limited	74,49,750	57.14
3.	Jasper Industries Private Limited	11,70,750	Nil
4.	Bhaskar Transport Private Limited	10,03,400	6.61

14. Shareholding of Promoters & Promoters Group

Following are the details of pre and post Issue shareholding of persons belonging to the category “Promoter and Promoter Group”:

Sr. No	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
	Promoters				
1.	Sumanth Badiga	7,35,000	7.00	7,35,000	[•]
2.	Jasper Auto Services Private Limited	74,49,750	70.95	74,49,750	[•]
3.	Jasper Industries Private Limited	11,70,750	11.15	11,70,750	[•]
4.	Bhaskar Transport Private Limited	10,03,400	9.56	10,03,400	[•]
	Sub Total (A)	1,03,58,900	98.66	1,03,58,900	[•]
	Promoters Group				
5.	Ramakrishna Badiga	500	Negligible	500	[•]
6.	Premalatha Badiga	15,500	0.15	15,500	[•]
7.	Sridevi Badiga	30,000	0.29	30,000	[•]
8.	Parvathi Badiga	40,000	0.38	40,000	[•]
	Sub Total (B)	86,000	0.82	86,000	[•]
	Grand Total (A+B)	1,04,44,900	99.48	1,04,44,900	[•]

15. Except as provided below, no Equity Shares were acquired/ purchased/ sold by the Promoter and Promoter Group, Directors and their immediate relatives within six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

Date of Allotment/ Transfer	Name of Shareholders	No. of Equity Share	% of Pre issue Capital	Subscribed/ Acquire/ Transfer	Category of Allottees (Promoter/ Promoter Group/ Director)
July 18, 2024	Premalatha Badiga	15,000	0.14	Acquisition by way of Transfer of shares	Promoter Group
July 18, 2024	Sridevi Badiga	30,000	0.29	Acquisition by way of Transfer of shares	Promoter Group
July 18, 2024	Parvathi Badiga	40,000	0.38	Acquisition by way of Transfer of shares	Promoter Group
July 18, 2024	Jasper Industries Private Limited	(1,40,000)	1.33	Share Transfer	Promoter
July 11, 2024	Sumanth Badiga	7,34,500	7.00	Acquisition by way of Transfer of shares	Promoter & Director
July 11, 2024	Jasper Industries Private Limited	(7,34,500)	7.00	Share Transfer	Promoter
May 06, 2024	Sumanth Badiga	500	Negligible	Acquisition by way of Transfer of shares	Promoter & Director
May 06, 2024	Ramakrishna Badiga	500	Negligible	Acquisition by way of Transfer of shares	Promoter Group
May 06, 2024	Premalatha Badiga	500	Negligible	Acquisition by way of Transfer of shares	Promoter Group
May 06, 2024	Bhaskar Transport Private Limited	(1600)	0.02	Share Transfer	Promoter
May 02, 2024	Jasper Auto Services Private Limited	24,83,250	23.65	Bonus Issue (1:2)	Promoter
May 02, 2024	Jasper Industries Private Limited	6,81,750	6.49	Bonus Issue (1:2)	Promoter
May 02, 2024	Bhaskar Transport Private Limited	3,35,000	3.19	Bonus Issue (1:2)	Promoter

16. None of our Promoters, Promoter Group, our Directors and their relatives has entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of the Draft Red Herring Prospectus.

17. Details of Promoters' Contribution Locked-in for Three Years

Pursuant to Regulation 236 and 238 of SEBI (ICDR) Regulations, 2018, an aggregate of 20.00% of the post issue capital held by our Promoters shall be considered as Promoter's Contribution ("**Promoters Contribution**") and shall be locked-in for a period of three years from the date of allotment of Equity Shares issued pursuant to this Issue. The lock in of Promoter's Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

As on the date of this Draft Red Herring Prospectus, our Promoters collectively hold 1,03,58,900 Equity Shares constituting [●]% of the Post – Issued, subscribed and paid up Equity Shares Share Capital of our Company, which are eligible for the Promoters’ contribution.

Our Promoters, Sumanth Badiga, Jasper Industries Private Limited, Bhaskar Transport Private Limited and Jasper Auto Services Private Limited, have given written consent to include 29,00,000 Equity Shares held by them as part of Promoters Contribution constituting [●]% of the post issue Equity Shares of our Company. Further, they have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters contribution, for a period of three years from the date of allotment in the Issue.

Date of Allotment/ Transfer and made fully Paid Up	No. of Equity Shares locked-in*	Face Value Per Share (₹)	Issue/ Acquisition/ Transfer Price (₹)	Nature of transaction	Post-Issue Shareholding %	Lock in Period
Jasper Auto Services Private Limited						
May 02, 2024	24,00,000	10	-	Acquisition by way of Bonus Issue (1:2)	[●]	3 years
Jasper Industries Private Limited						
May 02, 2024	2,00,000	10	-	Acquisition by way of Bonus Issue (1:2)	[●]	3 years
Bhaskar Transport Private Limited						
May 02, 2024	3,00,000	10	-	Acquisition by way of Bonus Issue (1:2)	[●]	3 years
Total	29,00,000				[●]	

*Assuming full subscription to the Issue.

The minimum Promoter’s contribution has been brought in to the extent of not less than the specified minimum lot and from persons defined as “**Promoter**” under the SEBI (ICDR) Regulations. All Equity Shares, which are being locked in are not ineligible for computation of Minimum Promoters Contribution as per Regulation 237 of the SEBI (ICDR) Regulations, 2018 and are being locked in for 3 years as per Regulation 238(a) of the SEBI (ICDR) Regulations, 2018 i.e. for a period of three years from the date of allotment of Equity Shares in this issue.

The entire pre-issue shareholding of the Promoters, other than the Minimum Promoters contribution which is locked in for three years, shall be locked in for a period of one year from the date of allotment in this Issue.

Eligibility of Share for “Minimum Promoters Contribution in terms of clauses of Regulation 237(1) of SEBI (ICDR) Regulations, 2018

Reg. No.	Promoters’ Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoter’s Contribution
237(1)(a)(i)	Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction	The minimum Promoter’s contribution does not consist of such Equity Shares. <u>Hence Eligible</u>
237(1)(a)(ii)	Specified securities acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against Equity Shares which are ineligible for minimum promoters’ contribution	The minimum Promoter’s contribution does not consist of such Equity Shares. <u>Hence Eligible</u>
237(1)(b)	Specified securities acquired by promoters during the preceding one year at a price lower than the price at which specified securities are being offered to public in the initial public offer	The minimum Promoter’s contribution does not consist of such Equity Shares. <u>Hence Eligible.</u>
237(1)(c)	Specified securities allotted to promoters during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the promoters of the issuer and there is no change in the management: Provided that specified securities, allotted to promoters against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible	The minimum Promoter’s contribution does not consist of such Equity Shares. <u>Hence Eligible.</u>

Reg. No.	Promoters' Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoter's Contribution
237(1)(d)	Specified securities pledged with any creditor.	Our Promoters have not Pledged any shares with any creditors. Accordingly, the minimum Promoter's contribution does not consist of such Equity Shares. Hence Eligible.

Details of Promoters' Contribution Locked-in for One Year

In terms of Regulation 238(b) and 239 of the SEBI (ICDR) Regulations, 2018, in addition to the Minimum Promoters contribution which is locked in for three years, as specified above, the entire pre-issue Equity Shares share capital constituting 76,00,000 Equity Shares shall be locked in for a period of one year from the date of allotment of Equity Shares in this Issue.

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, the Equity Shares which are subject to lock-in shall carry inscription '**non-transferable**' along with the duration of specified non-transferable period mentioned in the face of the security certificate. The shares which are in dematerialized form, if any, shall be locked-in by the respective depositories. The details of lock-in of the Equity Shares shall also be provided to the Designated Stock Exchange before the listing of the Equity Shares.

Other requirements in respect of lock-in:

- In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018 the locked in Equity Shares held by the Promoters, as specified above, can be pledged with any scheduled commercial bank or public financial institution or a systemically important non-banking finance company or a housing finance company as collateral security for loan granted by such bank or institution provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoter's contribution may be pledged only if, in addition to fulfilling the above requirements, the loan has been granted by such bank or institution, for the purpose of financing one or more of the objects of the Issue.
- In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.
- Further in terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 the specified securities held by the promoters and locked-in as per regulation 238 may be transferred to another promoters or any person of the promoter group or a new promoter or a person in control of the issuer subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.
- Neither, we nor our Promoters, Directors and the BRLM to this Issue have entered into any buyback and/ or standby arrangements and/ or similar arrangements for the purchase of our Equity Shares from any person.
- As on the date of this Draft Red Herring Prospectus, the entire Issued Share, Subscribed and Paid-up Share Capital of our Company is fully paid up. Since the entire issue price in respect of the issue is payable on application, all the successful applicants will be allotted fully paid-up Equity shares.
- The BRLM i.e., Hem Securities Limited and their associates do not hold any Equity Shares in our Company as on the date of filing of this Draft Red Herring Prospectus.
- As on the date of this Draft Red Herring Prospectus, we do not have any Employees Stock Option Scheme / Employees Stock Purchase Scheme and we do not intend to allot any shares to our employees under Employee Stock Option Scheme/ Employee Stock Purchase Plan from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.
- We have 12 (Twelve) shareholders as on the date of filing of this Draft Red Herring Prospectus.
- As on the date of filing of this Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoters or any shareholders or any other person any option to acquire our Equity Shares after this Initial Public Offer.
- Our Company has not raised any bridge loan against the proceeds of the Issue.

25. As on the date of this Draft Red Herring Prospectus, none of the shares held by our Promoters/ Promoter Group are subject to any pledge.
26. We here by confirm that there will be no further issue of capital 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 the Draft Red Herring Prospectus until the Equity Shares offered have been listed or application money unblocked on account of failure of Issue.
27. An over-subscription to the extent of 1% of the Issue subject to the maximum post issue paid up capital of Rs. 25 cr. can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 1% of the Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to 3-year lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
28. 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 a combination of categories at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines. Under-subscription, if any, in the QIB Category will not be allowed to be met with spill over from any category or combination thereof.
29. In case of over-subscription in all categories the allocation in the issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, 2018 and its amendments from time to time.
30. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
31. Our Company shall comply with such disclosure and accounting norms as may be specified by NSE, SEBI and other regulatory authorities from time to time.
32. There are no Equity Shares against which depository receipts have been issued.
33. Other than the Equity Shares, there is no other class of securities issued by our Company.
34. There are no safety net arrangements for this public issue.
35. As per RBI regulations, OCBs are not allowed to participate in this issue.
36. Our Promoter and Promoter Group will not participate in this Issue.
37. This Issue is being made through Book Building Method.
38. Our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation.
39. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Issue is being made for at least 25% of the post-issue paid-up Equity Share capital of our Company. Further, this Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.
40. No person connected with the Issue shall offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.

We shall ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of filing the Red Herring Prospectus with the RoC and the Issue Closing Date are reported to the Stock Exchanges within 24 hours of such transactions being completed.

OBJECTS OF THE ISSUE

The Issue includes a fresh Issue of up to 37,68,000 Equity Shares of our Company at an Issue Price of ₹ [●] per Equity Share. We intend to utilize the proceeds of the Issue to meet the following objects:

1. Funding the Capital Expenditure requirements towards Expansion of existing manufacturing unit;
2. Funding the Capital Expenditure requirements towards setting up of a new manufacturing unit at Jaipur, Rajasthan;
3. Funding to meet working capital requirements;
4. General Corporate Purpose

(Collectively referred as the “Objects”)

We believe that listing will enhance our corporate image and visibility of brand name of our Company. We also believe that our Company will receive the benefits from listing of Equity Shares on the SME Platform of NSE (NSE Emerge). It will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our Company.

Net Proceeds

The details of the Net Proceeds are set forth below:

		(₹ in Lakhs)
Particulars		Amount
Gross Proceeds of the Issue		[●]
Less: Issue related expenses in relation to Issue		[●]
Net Proceeds		[●]

Requirement of Funds and Utilization of Net Proceeds

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

			(₹ in Lakhs)
S. No.	Particulars		Amount
1.	Funding the Capital Expenditure requirements towards Expansion of existing manufacturing unit		871.68
2.	Funding the Capital Expenditure requirements towards setting up of a new manufacturing unit at Jaipur, Rajasthan		484.34
3.	Funding to meet working capital requirements		[●]
4.	General Corporate Purpose		[●]
	Total		[●]

Our fund requirements and deployment thereof are based on internal management estimates of our current business plans and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in light of changes in external circumstances or costs or in other financial conditions, business strategy, as discussed further below.

Means of Finance

We intend to finance our Objects of Issue through Net Issue Proceeds which is as follows:

			(₹ in Lakhs)
Sr. No	Particulars		Amount
1.	Net Issue Proceeds		[●]
	Total		[●]

Since, the entire fund requirement is to be funded from the proceeds of the Issue, there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue.

Subject to applicable law, if the actual utilization towards the Objects is lower than the proposed deployment, such balance will be used for general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 25% of the Gross Proceeds in accordance with Regulation 230 (2) of the SEBI ICDR Regulations. In case of a shortfall in raising the requisite capital from the Net Proceeds or an increase in the total estimated cost of the Objects, business considerations may require us to explore a range of options including utilizing our internal accruals and seeking additional debt from existing and/or future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilisation of funds earmarked for the purpose set forth above, increased funding requirements for a particular purpose may be financed by surplus funds, if any, available in respect of other purposes for which funds are being raised in the Fresh Issue. Any variation in the utilisation of the Net Proceeds as disclosed in this Draft Red Herring Prospectus shall be subject to certain compliance requirements, including prior approval of the shareholders of our Company. The Objects may be varied in the manner provided in “Objects of the Issue – Variation in Objects” on page 73. However, we confirm that bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

As we operate in competitive environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company's historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Company's management.

For further details on the risks involved in our business plans and executing our business strategies, please see the section titled "Risk Factors" beginning on page 25 of this Draft Red Herring Prospectus.

Details of Utilization of Net Proceeds

The details of utilization of the Net Proceeds are set forth herein below:

1. Funding the Capital Expenditure requirements towards Expansion of existing manufacturing unit

As on the date of this Draft Red Herring Prospectus, existing manufacturing unit of our company is located at Plot No T2, Tata Motors Eastern Complex, Vendors Industrial Park, Dewa Road, Chinhat Industrial Area, Lucknow – 226019, Uttar Pradesh, India admeasuring the total area of 30,000 sq. mtr. As a part of our strategy, we intend to expand our operations, therefore intend to utilize a part of the Net Proceeds towards expansion of our existing manufacturing unit on the vacant part of the same land of above-mentioned address. Our Company intends to make capital expenditure towards Civil construction work and installation of additional plant & machinery at our manufacturing unit.

Estimated Costs

A brief description of the estimated cost involved is provided below:

(Amount in Lakhs)			
Particulars	Estimated cost	Expenditure incurred till July 17, 2024	Balance amount to be incurred from IPO
Building and Civil Works	703.22	42.71	660.51
Plant and Machinery	211.17	-	211.17
Total	914.39	42.71	871.68

A detailed breakup of estimated cost towards the proposed capital expenditure to be funded from the net issue proceeds is set forth below:

Building and Civil Works

Building and civil works for the proposed manufacturing unit mainly includes Civil, PEB & Electrical works, Fire Hydrant and Sprinkler work, etc. The total estimated cost for Building and civil works amounts to ₹ 703.22 Lakhs. Our Company has received letter of intent from Vardhini Projects Private Limited dated June 03, 2024 for which we have opened work order dated June 17, 2024 vide work order no AAA/24-25/WC/002. The detailed break-up is hereunder:

(Amount in Lakhs)	
Specification of Work	Estimated Amount*
Civil, PEB & Electrical works	674.86
Fire Hydrant and Sprinkler work	28.36
Total	703.22

*Including GST

Plant and Machinery:

(Amount in lakhs)						
Date of Quotation	Name of Plant & Machinery	Use of Machine	Supplier Name	Valid upto from date of Quotation	No of Machinery	Estimated Cost
02-07-2024	Semi - Automatic Shot Blasting Mc along with primer painting & Trolley	Pre-Treatment of steel body before painting	BlastClean Systems Pvt. Ltd.	3 Months	1	101.10
02-06-2024	Single Girder EOT crane (for 10 MT x 30Mtr Span x 11mtr HOL)	Lifting & Handling of heavy materials	Ailas Engineered Solutions Pvt Ltd	90 days	1	27.91

Date of Quotation	Name of Plant & Machinery	Use of Machine	Supplier Name	Valid upto from date of Quotation	No of Machinery	Estimated Cost
02-06-2024	Single Girder EOT crane (for 8 MT x 30Mtr Span x 11mtr HOL)	Lifting & Handling of heavy materials	Ailas Engineered Solutions Pvt Ltd	90 days	1	25.28
24-06-2024	Hydraulic Shearing Machine	Cutting/Shearing of steel	Rajesh Machine Tools Pvt Ltd	90 days	1	28.45
06-01-2024	Welding Machines 400A @ 20Kw	Welding	Fairdeal Corporate Enterprises	Till 31.07.24	20	16.00
17-07-2024	Air Compressor	for compressed gas used in various application	Air Power Equipments	90 days	1	12.43
Total						211.17

As per Quotations received from respective Suppliers

Notes:

- a) Quotation received from the various vendors mentioned above is valid as on the date of this Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with any of the vendor and there can be no assurance that the same vendor would be engaged to eventually civil work and supply the Plant & Machinery or other works at the same costs. If there is any increase in the costs, the additional costs shall be paid by our Company from its internal accruals see **“Risk Factor– “If there are delays in setting up the Proposed manufacturing unit or if the costs of setting up and the possible time or cost overruns related to the Proposed manufacturing unit or the purchase of plant and machinery for the Proposed manufacturing unit are higher than expected, it could have a material adverse effect on our financial condition, results of operations and growth prospects”** on page 25 of this Draft Red Herring Prospectus.
- b) The machinery/equipment models and quantity to be purchased are based on the present estimates of our management. The Management shall have the flexibility to revise such estimates (including but not limited to change of machineries or vendors or addition/deletion/modification of any machinery/vendors) at the time of actual placement of the order. In such case, the Management can utilize the surplus of proceeds, if any, arising at the time of actual placement of the order, to meet the cost of such other machinery, equipment’s or utilities, as required for manufacturing. Furthermore, if any surplus from the proceeds remains after meeting the total cost of machineries, equipment’s and utilities for the aforesaid purpose, the same will be used for our general corporate purposes, subject to limit of 25% of the amount raised by our Company through this Issue.
- c) Our Company proposes to deploy the entire Net Proceeds towards the Objects. If the Net Proceeds are not utilized (in full or in part) for the Objects of the Offer during the period stated above due to factors such as (i) the timing of completion of the Offer; (ii) market conditions outside the control of our Company; and (iii) any other business and commercial considerations, the remaining Net Proceeds shall be utilized (in part or full) in subsequent periods as may be determined by our Company, in accordance with applicable laws.
- d) We are not acquiring any second-hand machinery.
- e) The quotations relied upon by us in arriving at the above estimated cost (which is excluding applicable taxes) are valid for a specific period of time and may lapse after the expiry of the said period expect specified above. Consequent upon which, there could be a possible escalation in the cost of machinery proposed to be acquired by us at the actual time of purchase, resulting in increase in the estimated cost. Further, cost could be escalated on account of freight expenses, installation charges, packaging & forwarding, exchange rate fluctuations, custom duty etc. Such cost escalation would be met out of our internal accruals.

2. Funding the Capital Expenditure requirements towards setting up of a new manufacturing unit

As on the date of this Draft Red Herring Prospectus, existing manufacturing unit of our company is located at Plot No T2, Tata Motors Eastern Complex, Vendors Industrial Park, Dewa Road, Chinhat Industrial Area, Lucknow – 226019, Uttar Pradesh, India admeasuring the total area of 30,000 sq. mtr. As a part of our strategy, we intend to expand our operations, we therefore intend to utilize a part of the Net Proceeds towards setting up of a new manufacturing unit on a property taken on lease for the period of 5 years, situated at Plot No. A-201-202(B), Industrial area, Bagru (Ext), Phase II, Ajmer Road, Jaipur, Rajasthan, India admeasuring the total area of 86,245 sq. feet out of which 56,245 sq. feet is shed area and 30,000 sq. feet is vacant land, vide Memorandum of Understanding dated June 29, 2024 at a monthly rent of Rs. 9.51 Lakhs plus GST.

This strategic step is driven by our objective of maximizing operational efficiency and reaping various economies of scale. At the proposed manufacturing unit, we will start manufacturing of Tipper, Trailer, Tip- Trailer, Load bodies and Tankers etc. which is recognized for its strength and durability.

The fund requirements, the deployment of funds and the intended use of the Net Proceeds, for setting up of manufacturing unit, as described herein are based on our current business plan, current and valid quotations from suppliers, and other commercial and technical factors. However, such total estimated cost and related fund requirements have not been appraised by any bank or financial institution or any other independent agency as on the date of this Draft Red Herring Prospectus.

Objectives of Capital Expenditure towards setting up of a new manufacturing unit is as follows:

- **Expansion of our operational capacity:** To cater to the growing demand from our existing customers and to meet requirements of new customers, we intend to expand manufacturing activities for existing products like Tipper, Trailer, Tip-trailer, load bodies and Tankers etc.
- **Widen our product portfolio:** We intend to explore opportunities to expand our operations as automotive application solution provider in our new manufacturing unit. Our Company aims to expand and diversify our product portfolio by increasing its product base. We plan to enter into new location i.e. Jaipur in order to capture future growth trends in northern region. We believe that maintaining a variety in range of products in our business provides us with an opportunity to cater to diverse needs of different customer segment.

Estimated Costs

Manufacturing setup unit

Our Company proposes to acquire plant & machinery, Electricals, Tools & fixtures and office equipment at the total estimated cost of ₹ 484.34 Lakhs. Our Company has identified the type of plant & machinery, Electricals, Tools & fixtures and office equipment to be purchased for the proposed manufacturing unit and obtained quotation from various vendors but we are yet to place order. The detailed of plant & machinery, Electricals, Tools & fixtures and office equipment to be acquired by our Company is provided below:

Date of Quotation	Particulars	Use of Machine	Supplier Name	Valid upto from date of Quotation	No of Machinery	Estimated Cost (Amount in lakhs)
17-07-2024	Electrical works	-	Vardhini Projects Private Limited	4 weeks	-	101.22
02-07-2024	Semi - Automatic Shot Blasting Mc along with primer painting & Trolley	Pre-Treatment of steel body before painting	BlastClean Systems Pvt. Ltd.	3 Months	1	101.10
24-06-2024	Press brake machine 5 mtr. X 350 Ton	Bending of steel	Rajesh Machine Tools Pvt Ltd	90 days	1	76.15
01-07-2024	Single Girder EOT crane (for 10 MT x 18Mtr Span x 9mtr HOL)	Lifting & Handling of heavy materials	Ailas Engineered Solutions Pvt Ltd	90 days	2	38.42
24-06-2024	N.C. Shearing Machine	Cutting/Shearing of steel	Rajesh Machine Tools Pvt Ltd	90 days	1	28.45
02-07-2024	CNC Profile cutting machine	Cutting of steel	Pro ARC	90 days	1	27.72
06-01-2024	Welding Machines 400A @ 20Kw	Welding	Fair deal	Till 31.07.24	30	24.00
22-06-2024	DG Set 250 KVA	Power supply	Rank solutions services	3 months	1	22.30
13-07-2024	Hydra crane 14-ton capacity	Material movement	Action Construction Equipment Ltd	90 days	1	16.15
21-06-2024	Radial Drill Machine	For drilling hole	Maan Techno Plus	90 days	1	10.54

02-07-2024	Air Compressor	for compressed gas used in various application	Auto win Controls	1 month	1	7.10
11-07 - 2024	Painting Equipment-PDI	For touch up	Blastclean System Pvt. Ltd.	3 months	1	9.25
17-07-2024	Air Compressor	for compressed gas used in various application	Air Power Equipments	90 days	1	12.43
03-07-2024	Laptop / Desktop	Office use	Rapid Infotech	3 Months	10	4.35
05-07-2024	Office Arrangement & Furniture including AC	Office use	Goel's Associates	90 days	-	5.16
Total						484.34

As per Quotations received from respective Suppliers

Notes:

- a) Quotation received from the various vendors mentioned above is valid as on the date of this Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with any of the vendor and there can be no assurance that the same vendor would be engaged to eventually civil work and supply the Plant & Machinery or other works at the same costs. If there is any increase in the costs, the additional costs shall be paid by our Company from its internal accruals see **“Risk Factor– “If there are delays in setting up the Proposed manufacturing unit or if the costs of setting up and the possible time or cost overruns related to the Proposed manufacturing unit or the purchase of plant and machinery for the Proposed manufacturing unit are higher than expected, it could have a material adverse effect on our financial condition, results of operations and growth prospects”** on page 25 of this Draft Red Herring Prospectus.
- b) The machinery/equipment models and quantity to be purchased are based on the present estimates of our management. The Management shall have the flexibility to revise such estimates (including but not limited to change of machineries or vendors or addition/deletion/modification of any machinery/vendors) at the time of actual placement of the order. In such case, the Management can utilize the surplus of proceeds, if any, arising at the time of actual placement of the order, to meet the cost of such other machinery, equipment's or utilities, as required for manufacturing. Furthermore, if any surplus from the proceeds remains after meeting the total cost of machineries, equipment's and utilities for the aforesaid purpose, the same will be used for our general corporate purposes, subject to limit of 25% of the amount raised by our Company through this Issue.
- c) Our Company proposes to deploy the entire Net Proceeds towards the Objects. If the Net Proceeds are not utilized (in full or in part) for the Objects of the Offer during the period stated above due to factors such as (i) the timing of completion of the Offer; (ii) market conditions outside the control of our Company; and (iii) any other business and commercial considerations, the remaining Net Proceeds shall be utilized (in part or full) in subsequent periods as may be determined by our Company, in accordance with applicable laws.
- d) We are not acquiring any second-hand machinery.
- e) The quotations relied upon by us in arriving at the above estimated cost (which is excluding applicable taxes) are valid for a specific period of time and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the cost of machinery proposed to be acquired by us at the actual time of purchase, resulting in increase in the estimated cost. Further, cost could be escalated on account of freight expenses, installation charges, packaging & forwarding, exchange rate fluctuations, custom duty etc. Such cost escalation would be met out of our internal accruals.

Other confirmations relating to the proposed expansion:

Estimation of the cost of Expansion of existing manufacturing unit and setting up of new manufacturing unit has been derived and provided by the Er. Amir Husain Rizvi, Regd. Engineer, vide certificate dated July 18, 2024. Any escalation in Building & Civil Work along with escalation in the cost of machinery and other assets to be purchased, will be met from Internal Accruals of our Company.

Our Promoters, Directors and Key Managerial Personnel do not have any interest in the proposed construction of building civil works, acquisition of the machinery and other assets or in the entities from whom we have obtained quotation in relation to such activities. Our Company has confirmed that such entities do not form part of our Promoter Group or Group Company.

3. Funding to meet working capital requirements

Our business requires working capital majorly for investment in trade receivables, inventories and payment to trade payables and funding day to day operations. The Company will meet the requirement to the extent of ₹[●] Lakhs from the Net Proceeds of the Issue and balance from borrowings at an appropriate time.

With the expansion of the business the company, we will be in the need of additional working capital requirements. The major capital will be invested in the trade receivables, inventories and payment to trade payables and funding day to day operations. The Company will meet the requirement to the extent of ₹[●] Lakhs from the Net Proceeds of the Issue and balance from borrowings at an appropriate time as per the requirement. Details of Estimation of Working Capital requirement are as follows:

<i>(Rs. In Lakhs)</i>					
S. No.	Particulars	Audited (Standalone Restated)			Estimated
		March 31, 2022	March 31, 2023	March 31, 2024	March 31, 2025
I	Current Assets				
	Inventories	966.38	848.35	1,244.49	2,052.18
	Trade Receivables	641.68	219.07	879.97	1,286.23
	Cash and Cash Equivalents	17.88	820.95	182.96	105.44
	Other Financial Assets	31.20	2.45	3.13	3.29
	Other Current Assets	80.33	130.24	126.48	130.46
	Total (A)	1,737.47	2,021.06	2,437.03	3,577.60
II	Current Liabilities				
	Trade Payables	866.35	619.96	849.49	1,063.03
	Other Financial Liabilities	6.59	3.60	5.49	4.39
	Other Current Liabilities	129.13	329.40	72.97	108.90
	Provisions	7.55	13.83	18.37	20.21
	Total (B)	1,009.62	966.79	946.32	1,196.53
III	Total Working Capital Gap (A-B)	727.85	1,054.27	1,490.71	2,381.07
IV	Funding Pattern				
	Short Term Borrowings & Internal accruals	687.40	1,015.01	1,454.04	[●]
	IPO Proceeds				[●]

Assumptions for working capital requirements

The following table sets forth the details of the holding period (with days rounded to the nearest whole number) considered for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, as well as estimated for financial year ended March 31, 2025.

Particulars	Unit	March 31, 2022	March 31, 2023	March 31, 2024	March 31, 2025
		Audited (Restated)			Estimated
Debtors	Days	20	10	10	14
Creditors	Days	39	19	15	13
Inventories	Days	31	21	19	21

Justification:

Debtors	The historical holding days of trade receivables has been ranging between 10 days to 20 days during Fiscal year 2022 to 2024. As per the current credit terms and in order to expand company's operations, the holding level for debtors is anticipated at 14 days of total revenue from operations during Fiscal 2024-25. The projected increase in trade receivables days is a strategic decision aimed at fostering higher sales growth. By offering this flexibility, we expect to stimulate increased sales volume and foster stronger customer relationships. Also, the company is setting up a new manufacturing facility in Jaipur, Rajasthan to target new market wherein the average credit terms is expected to be higher.
Creditors	Past trend of Trade payables holding days has been in the range of 15 days to 39 days approximately during Fiscal 2022 to 2024. However, with additional working capital funding, our Company intends to reduce trade payable to 13 days Fiscal 2025 to avail competitive purchase price to increase overall profitability of our Company. By reducing the time, to settle our payables we aim to negotiate more favourable terms and conditions with our suppliers, enabling us to access competitive pricing for the goods we procure.
Inventories	Inventories include inventory for raw-materials, WIP and finished goods. The historical holding days of inventories has been in range of 19 days to 31 days during Fiscal 2022 to 2024. With the perspective to maintain business operations, the Company estimates inventories holding days to be around 21 days for Fiscal 2024-25.

Note: The details mentioned above have been certified by our Peer Reviewed Auditors pursuant to their certificate dated July 20, 2024.

4. General Corporate Purpose

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy the balance Fresh Issue proceeds aggregating [●] towards the general corporate purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Net Proceeds, for general corporate purpose including but not restricted to, meeting operating expenses, initial development costs for projects other than the identified projects, and the strengthening of our business development and marketing capabilities, meeting exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act, 2013.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount for general corporate purposes, as mentioned in the Draft Red Herring Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

Public Issue Expenses

The total estimated Issue Expenses are ₹ [●] Lakhs, which is [●] % of the total Issue Size. The details of the Issue Expenses are tabulated below:

Activity	Amount (Rs. in Lakh)	As a % of Estimates Issue Expenses	As a % of Issue Size
Book Running Lead Manger Fees	[●]	[●]	[●]
Underwriting Commission	[●]	[●]	[●]
Brokerage and selling commission	[●]	[●]	[●]
Fees Payable to Registrar to the Issue	[●]	[●]	[●]
Fees Payable for Advertising and Publishing Expenses	[●]	[●]	[●]
Fees Payable to Regulators including Stock Exchanges	[●]	[●]	[●]
Payment for Printing & Stationery, Postage, etc.	[●]	[●]	[●]
Fees Payable to Statutory Auditor, Legal Advisors and other Professionals	[●]	[●]	[●]
Others (Commission/processing fee for SCSBs, Sponsor Bank and Banker(s) to the Issue and brokerage and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs and Miscellaneous Expenses)	[●]	[●]	[●]
Total	[●]	[●]	[●]

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

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

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

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

(3) No uploading/ processing fees shall be payable by our Company to the SCSBs on the applications directly procured by them. Processing fees payable to the SCSBs on the portion for Retail Individual Bidders and Non-Institutional Bidders which are procured by the members of the Syndicate/ sub-Syndicate/ Registered Broker/ CRTAs/ CDPs and submitted to SCSB for blocking, would be as follows:

Portion for Retail Individual Bidders	[●] per valid Bid cum Application Form (plus applicable taxes)
Portion for Non-Institutional Bidders	[●] per valid Bid cum Application Form (plus applicable taxes)

Notwithstanding anything contained above the total processing fee payable under this clause will not exceed ₹1 lakh (plus applicable taxes) and in case if the total processing fees exceeds ₹ 1 lakh (plus applicable taxes) then processing fees will be paid on pro-rata basis.

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

Members of the Syndicate/ RTAs/ CDPs (uploading charges)	₹ [●] per valid application (plus applicable taxes)
Sponsor Bank HDFC Bank Limited	₹ [●] 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, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, other agreements and other applicable laws.

*For each valid application by respective Sponsor Bank

Notwithstanding anything contained above in this clause the total Uploading charges/ Processing fees payable to Members of the Syndicate/ RTAs/ CDPs for applications made by RIBs (up to ₹200,000), Non-Institutional Bidders (for an amount more than ₹200,000 and up to ₹500,000) using the UPI Mechanism and in case if the total uploading charges/ processing fees exceeds ₹ 1 lakh (plus applicable taxes) then uploading charges/ processing fees using UPI Mechanism will be paid on pro-rata basis.

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

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

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

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

Bidding charges payable to the Registered Brokers, CRTAs/ CDPs on the portion for RIBs and Non-Institutional Bidders which are directly procured by the Registered Brokers or CRTAs or CDPs and submitted to SCSB for processing, would be as follows:

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

* Based on valid applications

Notwithstanding anything contained above the total uploading/ bidding charges payable under this clause will not exceed ₹ 1 lakh (plus applicable taxes) and in case if the total uploading/ bidding charges exceeds ₹ 1 lakh (plus applicable taxes) then uploading charges will be paid on pro-rata basis.

The Selling Commission payable to the Syndicate/ Sub-Syndicate Members will be determined on the basis of the application 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. Bidding Charges payable to members of the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs on the portion for RIBs and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking, would be as follows: ₹ 10 plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs.

The selling commission and bidding charges payable to Registered Brokers the CRTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of NSE.

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and/or Escrow and Sponsor Bank Agreement. Further, the processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with 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.

Proposed Schedule of Implementation:

The proposed year wise break up of deployment of funds and Schedule of Implementation of Net Issue Proceeds is as under:

(₹ In Lakhs)

S. No.	Particulars	Amount to be deployed and utilized in F.Y. 2024-25
1.	Funding the Capital Expenditure requirements towards Expansion of existing manufacturing unit	871.68
2.	Funding the Capital Expenditure requirements towards setting up of a new manufacturing unit at Jaipur, Rajasthan	484.34
3.	Funding to meet working capital requirements	[●]
4.	General Corporate Purpose	[●]
	Total	[●]

To the extent our Company is unable to utilize any portion of the Net Proceeds towards the Objects, as per the estimated schedule of deployment specified above, our Company shall deploy the Net Proceeds in the subsequent financial year towards the Objects.

Appraisal

None of the Objects have been appraised by any bank or financial institution or any other independent third-party organization. The funding requirements of our Company and the deployment of the proceeds of the Issue are currently based on available quotations and management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in the control of our management, including but not limited to variations in interest rate structures, changes in our financial condition and current commercial conditions of our Business and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

Shortfall of Funds

Any shortfall in meeting the fund requirements will be met by way of internal accruals and/or borrowings.

Bridge Financing Facilities

As on the date of this Draft Red Herring Prospectus, we have not entered into any bridge finance arrangements that will be repaid from the Net Proceeds. However, in case of delay in the IPO and consequent delay in accessing the net proceeds of the Issue, we may draw down such amounts, as may be required, from an overdraft arrangement / cash credit / term loan facility with our lenders or through unsecured loans to finance setting up of facilities as described in the section '*Objects of the Issue*' until completion of the Issue. Any amount that is drawn down from such facility availed from any Bank/NBFC or Financial Institution or through unsecured loans during this period to finance '*Objects of the Issue*' will be repaid from the Net Proceeds of the Issue.

Monitoring Utilization of Funds

As the size of the Issue will not exceed ₹10,000 Lakhs, the appointment of Monitoring Agency would not be required as per Regulation 262(1) of the SEBI ICDR Regulations. Our Board and the management will monitor the utilization of the Net Issue Proceeds through our audit committee. Pursuant to Regulation 32 of the SEBI Listing Regulations, our Company shall on half-yearly basis disclose to the Audit Committee the Application of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Draft Red Herring Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full.

Interim Use of Proceeds

Pending utilization of the Issue proceeds of the Issue for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in schedule II of the RBI Act.

Our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any listed company or for any investment in the equity markets or investing in any real estate product or real estate linked products.

Variation in Objects

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules there under. As per the current provisions of the Companies Act, our Promoters or controlling Shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

Other confirmations

There are no material existing or anticipated transactions with our Promoters, our Directors and our Company's key Managerial personnel, in relation to the utilization of the Net Proceeds.

BASIS FOR ISSUE PRICE

Investors should read the following summary with the section titled “**Risk Factors**”, the details about our Company under the section titled “**Our Business**” and its financial statements under the section titled “**Financial Information of the Company**” beginning on page 25, 97 and 145 respectively of the Draft Red Herring Prospectus. The trading price of the Equity Shares of Our Company could decline due to these risks and the investor may lose all or part of his investment.

Price Band/ Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager on the basis of the assessment of market demand for the Equity Shares through the Book Building Process and on the basis of the qualitative and quantitative factors as described in this section. The face value of the Equity Shares is ₹10/- each and the Issue Price is [●] times of the face value at the lower end of the Price Band and [●] times of the face value at the upper end of the Price Band.

QUALITATIVE FACTORS

We believe the following business strengths allow us to successfully compete in the industry:

- Long association of our promoters with Tata Motors Limited
- Stringent quality control mechanism ensuring standardized product quality
- Locational advantage of manufacturing unit
- In-house Manufacturing capabilities
- Stable financial performance

QUANTITATIVE FACTORS

The information presented below relating to our Company is based on the Restated Financial Statements. For details, please refer section titled “**Financial Information of the Company**” on page 145 of this Draft Red Herring Prospectus.

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

1. Basic & Diluted Earnings per share (EPS) (Face value of ₹10 each):

As per the Restated Financial Statements:

Sr. No	F.Y.	Basic & Diluted (₹)	Weights
1.	Financial Year ending March 31, 2024	5.19	3
2.	Financial Year ending March 31, 2023	2.88	2
3.	Financial Year ending March 31, 2022	1.42	1
	Weighted Average	3.79	6

Notes:

- The figures disclosed above are based on the Restated Financial Statements of the Company.
- The face value of each Equity Share is ₹10.00.
- Earnings per Share has been calculated in accordance with **Indian Accounting Standard 33 – “Earnings per Share”** issued by the Institute of Chartered Accountants of India.
- The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Note 1.
- Basic Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders / Weighted average number of equity shares outstanding during the year
- Diluted Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders / Weighted average number of diluted potential equity shares outstanding during the year

2. Price Earning (P/E) Ratio in relation to the Price Band of ₹[●] to ₹[●] per Equity Share of Face Value of ₹10/- each fully paid up:

Particulars	(P/E) Ratio at the Floor Price	(P/E) Ratio at the Cap Price
P/E ratio based on the Basic & Diluted EPS, as restated for period ending March 31, 2024	[●]	[●]
P/E ratio based on the Weighted Average EPS, as restated.	[●]	[●]

Note:

- The P/E ratio of our Company has been computed by dividing Issue Price with EPS.

3. Return on Net worth (RoNW)

Sr. No	Period	RONW (%)	Weights
1	Period ending March 31, 2024	20.00%	3
2	Period ending March 31, 2023	13.07%	2
3	Period ending March 31, 2022	7.40%	1
	Weighted Average	15.59%	6

Note:

- The figures disclosed above are based on the Restated Financial Statements of the Company.
- The RoNW has been computed by dividing restated net profit after tax (excluding exceptional items) with restated Net worth as at the end of the year.
- Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.

4. Net Asset Value (NAV) per Equity Share:

Sr. No.	NAV per Equity Share	(Amount in ₹)
1.	As at March 31, 2022	19.15
2.	As at March 31, 2023	22.02
3.	As at March 31, 2024	25.94
4.	NAV per Equity Share after the Issue	
	i) At Floor Price	[●]
	ii) At Cap Price	[●]
5.	Issue Price	[●]

Notes:

- The figures disclosed above are based on the Restated Financial Statements of the Company.
- NAV per share=Restated Net worth at the end of the year divided by total number of equity shares outstanding at the end of the year. (Based on weighted average number of shares)
- Net worth is computed as the sum of the aggregate of paid-up equity share capital, all reserves created out of the profits, securities premium account received in respect of equity shares and debit or credit balance of profit and loss account.
- Issue Price per Equity Share will be determined by our Company in consultation with the Book Running Lead Manager.

5. Comparison of Accounting Ratios with Industry Peers

There are no listed companies in India that are engaged in the business line similar to that of our company, thus it is not possible to provide an industry comparison in relation to our company.

6. Key Performance Indicators

The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which in result, help us in analyzing the growth of our company.

The KPIs disclosed below have been approved by a resolution in the Audit Committee Meeting dated July 16, 2024 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years' period prior to the date of filing of this Draft Red Herring Prospectus. Further, the KPIs herein have been certified by M/s Mundra & Co., Chartered Accountants, by their certificate dated July 16, 2024.

The KPIs of our Company have been disclosed in the sections titled **"Our Business"** and **"Management's Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators"** on pages 97 and 189, respectively. We have described and defined the KPIs as applicable in **"Definitions and Abbreviations"** on page 1 of this Draft Red Herring Prospectus.

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

Key Performance Indicators of our Company*(Rs. In Lakhs except percentages and ratios)*

Key Financial Performance	For the financial year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations ⁽¹⁾	20,026.40	15,420.02	9,634.65
EBITDA ⁽²⁾	906.09	588.04	351.94
EBITDA Margin ⁽³⁾	4.52%	3.81%	3.65%
Profit After Tax (PAT) ⁽⁴⁾	544.65	302.05	148.75
PAT Margin ⁽⁵⁾	2.72%	1.96%	1.54%
ROE ⁽⁶⁾	21.63%	13.98%	7.69%
ROCE ⁽⁷⁾	25.69%	17.14%	9.69%

Notes:⁽¹⁾ Revenue from operation means revenue from sales, service and other operating revenues⁽²⁾ EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income⁽³⁾ EBITDA Margin is calculated as EBITDA divided by Revenue from Operations⁽⁴⁾ PAT Margin is calculated as PAT for the year divided by revenue from operations.⁽⁵⁾ 'PAT Margin' is calculated as PAT for the year divided by revenue from operations.⁽⁶⁾ Return on Equity is ratio of Profit after Tax and Average Shareholder Equity⁽⁷⁾ Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as Shareholders Fund + Long term borrowing + Short term borrowing+ Deferred Tax Liability**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 to assess the overall financial performance of our Company and volume 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
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business.
RoE(%)	RoE provides how efficiently our Company generates profits from shareholders' funds.
RoCE (%)	RoCE provides how efficiently our Company generates earnings from the capital employed in the business.

7. Set forth below are the details of comparison of key performance of indicators with our listed industry peer:

There are no listed companies in India that engage in a business similar to that of our Company. Accordingly, it is not possible to provide a comparison of key performance indicators of industry with our Company

8. Weighted average cost of acquisition**a) The price per share of our Company based on the primary/ new issue of shares (equity/ convertible securities)**

There has been no issuance of Equity Shares other than Equity Shares issued pursuant to a bonus issue on May 02, 2024, 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-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days ("Primary Issue"):

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

Except as disclosed below, there have been no secondary sale/ acquisitions of Equity Shares, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts and transmission of shares), during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transaction").

Date of Transfer	Name of Transferor	Name of Transferee	No. of Equity Shares	Price per Equity shares	Nature of Transaction	Total Consideration (Rs. In Lakhs)
May 06, 2024	Bhaskar Transport Private Limited	Sumanth Badiga	500	45	Transfer of Shares	0.23
		Ramakrishna Badiga	500	45	Transfer of Shares	0.23
		Premalatha Badiga	500	45	Transfer of Shares	0.23
		Suryanarayana Murthy Metlapalli	100	45	Transfer of Shares	0.05
July 11, 2024	Jasper Industries Private Limited	Sumanth Badiga	7,34,500	45	Transfer of Shares	330.53
July 18, 2024	Jasper Industries Private Limited	Premalatha Badiga	15,000	45	Transfer of Shares	6.75
		Suryanarayana Murthy Metlapalli	25,000	45	Transfer of Shares	11.25
		Sridevi Badiga	30,000	45	Transfer of Shares	13.50
		Parvathi Badiga	40,000	45	Transfer of Shares	18.00
		Vuppala Satyanarayana Murty	10,000	45	Transfer of Shares	4.50
		Kotikalapudi Venkatasatya Nageswararao	10,000	45	Transfer of Shares	4.50
		Seethapathi Vaidyanathan	10,000	45	Transfer of Shares	4.50

Weighted average cost of acquisition & Issue price:

Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Floor price* (i.e. ₹ [●])	Cap Price* (i.e. ₹ [●])
Weighted average cost of acquisition of primary/new issue as per paragraph 8(a) above.	NA [^]	NA [^]	NA [^]
Weighted average cost of acquisition for secondary sale/ acquisition as per paragraph 8(b) above.	45	[●] times	[●] times

Note:

[^]There were no primary/ new issue of shares (equity/ convertible securities) as mentioned in paragraph 8(a) above, in last 18 months from the date of this Draft Red Herring Prospectus.

* To be updated at Prospectus stage.

This is a Book Built Issue and the price band for the same shall be published 2 working days before opening of the Issue in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Hindi edition of Regional newspaper [●] where the registered office of the company is situated each with wide circulation.

The Price Band/ Floor Price/ Issue Price shall be determined by our Company in consultation with the BRLM and will be justified by us in consultation with the BRLM on the basis of the above information. Investors should read the above mentioned information along with “**Our Business**”, “**Risk Factors**” and “**Restated Financial Statements**” on pages 97, 25 and 145 respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in “**Risk Factors**” or any other factors that may arise in the future and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

To,
The Board of Directors,
Adithya Automotive Applications Limited
Plot No T2, Tata Motors Eastern Complex,
Vendors Industrial Park, Dewa Road, Chin hat
Industrial Area, Lucknow, Uttar Pradesh – 226019

Dear Sirs,

Sub: Statement of Tax Benefits ('The Statement') available to Adithya Automotive Applications Limited ("The Company") and its shareholders under the Direct and Indirect Tax Laws in India

We hereby report that the enclosed annexure prepared by the management of Adithya Automotive Applications Limited, states the special tax benefits available to the Company and the shareholders of the Company under the Income-Tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively the "**GST Act**") presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and do not cover any general tax benefits available to the Company. Further, the preparation of enclosed statement and the contents stated therein is the responsibility of the Company's management. We are informed that, this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of Equity shares ("**the Issue**") by the Company.

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

- a) The Company or its shareholders will continue to obtain these benefits in future; or
- b) The conditions prescribed for availing the benefits have been/would be met.

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

Limitations:

Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein.

We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein. This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Offer Document/ Offer Document or any other issue related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

This statement has been prepared solely in connection with the Proposed Issue by the Company under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

For, Mundra & Co.
Chartered Accountants
Firm Registration No.: 013023C

Sd/-
Nitin Khandelwal
Partner
M. No. 414387
Place: Jaipur
Date: July 16, 2024
UDIN: 24414387BKERZP3471

ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS

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

A. SPECIAL DIRECT AND INDIRECT TAX BENEFITS TO THE COMPANY:

Under the Income Tax Act, 1961 (“the Act”)

Special tax benefits available to the Company

- The Company is not entitled to any special tax benefits under the Income Tax Act, 1961 and GST Act.

B. SPECIAL DIRECT AND INDIRECT TAX BENEFITS TO THE SHAREHOLDERS:

- The Shareholders of the Company are not entitled to any special tax benefits under the Income Tax Act, 1961 and GST Act.

NOTES:

1. The above Annexure of special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.
2. The above Annexure covers only the 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 Annexure also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company.
3. The above Annexure of special tax benefits is as per the current direct tax laws relevant for the assessment year 2024-25. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the 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. A new Section 115BAA has been inserted by the Taxation Laws (Amendment) Act, 2019 (“the Amendment Act, 2019”) with effect from Financial Year 2019-20 granting an option to domestic companies to compute corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and cess of 4%), provided such companies do not avail specified exemptions/ incentives. The option under section 115BAA of the Act once exercised cannot be subsequently withdrawn for any future financial year. The Amendment Act, 2019 further provides that domestic companies availing such option will not be required to pay Minimum Alternate Tax (‘MAT’) under Section 115JB. The CBDT has further issued Circular 29/2019 dated October 02, 2019 clarifying that since the MAT provisions under Section 115JB itself would not apply where a domestic company exercises option of lower tax rate under Section 115BAA, MAT credit would not be available.

In such a case, the Company is not allowed to claim any of the following deductions/ exemptions under the Act: -

- ✓ Deduction under the provisions of Section 10AA.
- ✓ Deduction under clause (iia) of sub- section (1) of Section 32 (additional depreciation).
- ✓ Deduction under section 32AD or Section 33AB or Section 33ABA
- ✓ Deduction under section 35AD or Section 35CCC
- ✓ Deduction under section 80G

Lower corporate tax rate under Section 115BAA of the Act and Minimum Alternate Tax (‘MAT’) credit under section 115JAA of the Act which are in general available and hence may not be treated as special tax benefits.

The Company has evaluated and decided to exercise the option permitted under Section 115BAA of the Act for the purpose of computing its income-tax liability for the Financial Year 2023-24 and onwards.

6. This Annexure is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his or her tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.

7. 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.

For, Mundra & Co.

Chartered Accountants

Firm Registration No.: 013023C

Sd/-

Nitin Khandelwal

Partner

M. No. 414387

Place: Jaipur

Date: July 16, 2024

UDIN: 24414387BKERZP3471

SECTION V – ABOUT THE COMPANY

INDUSTRY OVERVIEW

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

Investors should note that this is only a summary of the industry in which we operate and does not contain all information that should be considered before investing in the Equity Shares. Before deciding to invest in the Equity Shares, prospective investors should read this Draft Red Herring Prospectus, including the information in “Our Business” and “Financial Information” beginning on pages 97 and 145 respectively of this Draft Red Herring Prospectus. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with an investment in the Equity Shares, see “Risk Factors” beginning on page 25 of this Draft Red Herring Prospectus.

GLOBAL ECONOMIC OVERVIEW:-

The global economy remains remarkably resilient, with growth holding steady as inflation returns to target. The journey has been eventful, starting with supply-chain disruptions in the aftermath of the pandemic, a Russian-initiated war on Ukraine that triggered a global energy and food crisis, and a considerable surge in inflation, followed by a globally synchronized monetary policy tightening. Yet, despite many gloomy predictions, the world avoided a recession, the banking system proved largely resilient, and major emerging market economies did not suffer sudden stops. Moreover, the inflation surge—despite its severity and the associated cost-of living crisis—did not trigger uncontrolled wage-price spirals. Instead, almost as quickly as global inflation went up, it has been coming down.

On a year-over-year basis, global growth bottomed out at the end of 2022, at 2.3 percent, shortly after median headline inflation peaked at 9.4 percent. According to our latest projections, growth for 2024 and 2025 will hold steady around 3.2 percent, with median headline inflation declining from 2.8 percent at the end of 2024 to 2.4 percent at the end of 2025. Most indicators point to a soft landing.

Economic activity was surprisingly resilient through the global disinflation of 2022–23. As global inflation descended from its mid-2022 peak, economic activity grew steadily, defying warnings of stagflation and global recession. Growth in employment and incomes held steady, reflecting supportive demand developments— including greater-than-expected government spending and household consumption—and a supply-side expansion amid, notably, an unanticipated boost to labor force participation. The unexpected economic resilience, despite significant central bank interest rate hikes aimed at restoring price stability, also reflects the ability of households in major advanced economies to draw on substantial savings accumulated during the pandemic. Changes in mortgage and housing markets over the pre-pandemic decade of low interest rates moderated the near-term impact of policy rate hikes. As inflation converges toward target levels and central banks pivot toward policy easing in many economies, a tightening of fiscal policies aimed at curbing high government debt, with higher taxes and lower government spending, is expected to weigh on growth.

Global growth, estimated at 3.2 percent in 2023, is projected to continue at the same pace in 2024 and 2025. The forecast for 2024 is revised up by 0.1 percentage point from the January 2024 World Economic Outlook (WEO) Update, and by 0.3 percentage point from the October 2023 WEO. The pace of expansion is low by historical standards, owing to both near-term factors, such as still-high borrowing costs and withdrawal of fiscal support, and longer-term effects from the COVID-19 pandemic and Russia’s invasion of Ukraine; weak growth in productivity; and increasing geoeconomic fragmentation. Global headline inflation is expected to fall from an annual average of 6.8 percent in 2023 to 5.9 percent in 2024 and 4.5 percent in 2025, with advanced economies returning to their inflation targets sooner than emerging market and developing economies. The latest forecast for global growth five years from now—at 3.1 percent—is at its lowest in decades. The pace of convergence toward higher living standards for middle- and lower-income countries has slowed, implying a persistence in global economic disparities. The relatively weak medium-term outlook reflects lower growth in GDP per person stemming, notably, from persistent structural frictions preventing capital and labor from moving to productive firms.

Risks to the global outlook are now broadly balanced. On the downside, new price spikes stemming from geopolitical tensions, including those from the war in Ukraine and the conflict in Gaza and Israel, could, along with persistent core inflation where labor markets are still tight, raise interest rate expectations and reduce asset prices. A divergence in disinflation speeds among major economies could also cause currency movements that put financial sectors under pressure. High interest rates could have greater cooling effects than envisaged as fixed-rate mortgages reset and households contend with high debt, causing financial stress. In China, without a comprehensive response to the troubled property sector, growth could falter, hurting trading partners. Amid high government debt in many economies, a disruptive turn to tax hikes and spending cuts could weaken activity, erode confidence, and

sap support for reform and spending to reduce risks from climate change. Geoeconomic fragmentation could intensify, with higher barriers to the flow of goods, capital, and people implying a supply-side slowdown. On the upside, looser fiscal policy than necessary and assumed in projections could raise economic activity in the short term, although risking more costly policy adjustment later on. Inflation could fall faster than expected amid further gains in labor force participation, allowing central banks to bring easing plans forward. Artificial intelligence and stronger structural reforms than anticipated could spur productivity.

As the global economy approaches a soft landing, the near-term priority for central banks is to ensure that inflation touches down smoothly, by neither easing policies prematurely nor delaying too long and causing target undershoots. At the same time, as central banks take a less restrictive stance, a renewed focus on implementing medium-term fiscal consolidation to rebuild room for budgetary maneuver and priority investments, and to ensure debt sustainability, is in order. Cross-country differences call for tailored policy responses. Intensifying supply-enhancing reforms would facilitate inflation and debt reduction, allow economies to increase growth toward the higher prepandemic era average, and accelerate convergence toward higher income levels. Multilateral cooperation is needed to limit the costs and risks of geoeconomics fragmentation and climate change, speed the transition to green energy, and facilitate debt restructuring.

Growth Forecast for Emerging Market and Developing Economies

In *emerging market and developing economies*, growth is expected to be stable at 4.2 percent in 2024 and 2025, with a moderation in emerging and developing Asia offset mainly by rising growth for economies in the Middle East and Central Asia and for sub-Saharan Africa. *Low-income developing countries* are expected to experience gradually increasing growth, from 4.0 percent in 2023 to 4.7 percent in 2024 and 5.2 percent in 2025, as some constraints on near-term growth ease.

- Growth in *emerging and developing Asia* is expected to fall from an estimated 5.6 percent in 2023 to 5.2 percent in 2024 and 4.9 percent in 2025, a slight upward revision compared with the January 2024 WEO *Update*. Growth in *China* is projected to slow from 5.2 percent in 2023 to 4.6 percent in 2024 and 4.1 percent in 2025 as the positive effects of one-off factors—including the post pandemic boost to consumption and fiscal stimulus—ease and weakness in the property sector persists. Growth in *India* is projected to remain strong at 6.8 percent in 2024 and 6.5 percent in 2025, with the robustness reflecting continuing strength in domestic demand and a rising working-age population.
- Growth in *emerging and developing Europe* is projected at 3.2 percent in 2023 and 3.1 percent in 2024, with an easing to 2.8 percent in 2025, an upward revision of 0.5 percentage point for 2023 and 0.3 percentage point for 2024 and 2025 since January. The moderation reflects a prospective decline of growth in *Russia* from 3.2 percent in 2024 to 1.8 percent in 2025 as the effects of high investment and robust private consumption, supported by wage growth in a tight labor market, fade. In *Türkiye*, growth is projected at 3.1 percent in 2024 and 3.2 percent in 2025, with economic activity strengthening in the second half of 2024 as monetary tightening ends and consumption starts to recover.
- In *Latin America and the Caribbean*, growth is projected to decline from an estimated 2.3 percent in 2023 to 2.0 percent in 2024 before rising again to 2.5 percent in 2025, an upward revision of 0.1 percentage point for 2024 since January. In *Brazil*, growth is expected to moderate to 2.2 percent in 2024 on the back of fiscal consolidation, lagged effects of still-tight monetary policy, and a smaller contribution from agriculture. In *Mexico*, growth is projected at 2.4 percent in 2024, supported by a fiscal expansion, before declining to 1.4 percent in 2025 as the government is expected to tighten the fiscal stance. The forecast for Mexico is revised downward on account of weaker-than-expected outcomes for end-2023 and early 2024, with a contraction in manufacturing.
- Growth in the *Middle East and Central Asia* is projected to rise from an estimated 2.0 percent in 2023 to 2.8 percent in 2024 and 4.2 percent in 2025, with a downward revision of 0.1 percentage point for 2024 from the January 2024 projections. The revision reflects a downward adjustment in the 2024 growth forecast for *Iran* driven by lower non-oil activity and oil revenues, as well as for a number of smaller economies.
- In *sub-Saharan Africa*, growth is projected to rise from an estimated 3.4 percent in 2023 to 3.8 percent in 2024 and 4.0 percent in 2025, as the negative effects of earlier weather shocks subside and supply issues gradually improve. The forecast is unchanged for 2024 from the January 2024 WEO *Update*, as a downward revision to *Angola* owing to a contraction in the oil sector is broadly offset by an upward revision to *Nigeria*.

Source: <https://www.imf.org/en/Publications/WEO/Issues/2024/04/16/world-economic-outlook-april-2024>

OVERVIEW OF THE INDIAN ECONOMY:-

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. Nominal GDP or GDP at Current Prices in the year 2023-24 is estimated at Rs. 293.90 lakh crores (US\$ 3.52 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 269.50 lakh crores (US\$ 3.23 trillion). The growth in nominal GDP during 2023-24 is estimated at 9.1% as compared to 14.2% in 2022-23. Strong domestic demand for consumption and investment, along with Government's continued emphasis on capital expenditure are

seen as among the key driver of the GDP in the first half of FY24. During the period January-March 2024, India's exports stood at US\$ 119.10 billion, with Engineering Goods (25.01%), Petroleum Products (17.88%) and Organic and Inorganic Chemicals (7.65%) being the top three exported commodity. Rising employment and increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers. The contact-based services sector has demonstrated promise to boost growth by unleashing the pent-up demand. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.

India's appeal as a destination for investments has grown stronger and more sustainable because of the current period of global unpredictability and volatility, and the record amounts of money raised by India-focused funds in 2022 are evidence of investor faith in the "Invest in India" narrative.

MARKET SIZE

Real GDP or GDP at Constant (2011-12) Prices in the year 2023-24 is estimated at Rs. 172.90 lakh crores (US\$ 2.07 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 160.71 lakh crores (US\$ 1.92 trillion). The growth in real GDP during 2023-24 is estimated at 7.6% as compared to 7.0% in 2022-23. There are 113 unicorn startups in India, with a combined valuation of over US\$ 350 billion. As many as 14 tech startups are expected to list in 2024 Fintech sector poised to generate the largest number of future unicorns in India. With India presently has the third-largest unicorn base in the world. The government is also focusing on renewable sources by achieving 40% of its energy from non-fossil sources by 2030. India is committed to achieving the country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, 'Panchamrit'. Moreover, India ranked 3rd in the renewable energy country attractive index.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 to 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between same time period. India's current account deficit (CAD) narrowed to 1.2% of GDP in the October-December quarter. The CAD stood at US\$ 10.5 billion for the third quarter of 2023-24 compared to US\$ 11.4 billion or 1.3% of GDP in the preceding quarter. This was largely due to higher service exports.

Exports fared remarkably well during the pandemic and aided recovery when all other growth engines were losing steam in terms of their contribution to GDP. Going forward, the contribution of merchandise exports may waver as several of India's trade partners witness an economic slowdown. According to Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles Mr. Piyush Goyal, Indian exports are expected to reach US\$ 1 trillion by 2030.

RECENT DEVELOPMENTS

India is primarily a domestic demand-driven economy, with consumption and investments contributing to 70% of the economic activity. With an improvement in the economic scenario and the Indian economy recovering from the Covid-19 pandemic shock, several investments and developments have been made across various sectors of the economy. According to World Bank, India must continue to prioritise lowering inequality while also putting growth-oriented policies into place to boost the economy. In view of this, there have been some developments that have taken place in the recent past. Some of them are mentioned below.

- According to HSBC Flash India PMI report, business activity surged in April to its highest level in about 14 years as well as sustained robust demand. The composite index reached 62.2, indicating continuous expansion since August 2021, alongside positive job growth and decreased input inflation, affirming India's status as the fastest-growing major economy.
- As of April 12, 2024, India's foreign exchange reserves stood at US\$ 643.162 billion.
- In 2023, India saw a total of US\$ 49.8 billion in PE-VC investments.
- Merchandise exports in March 2024 stood at US\$ 41.68 billion, with total merchandise exports of US\$ 437.06 billion during the period of April 2023 to March 2024.

- India was also named as the 48th most innovative country among the top 50 countries, securing 40th position out of 132 economies in the Global Innovation Index 2023. India rose from 81st position in 2015 to 40th position in 2023. India ranks 3rd position in the global number of scientific publications.
- In March 2024, the gross Goods and Services Tax (GST) stood at second highest monthly revenue collection at Rs.1.78 lakh crore (US\$ 21.35 billion), of which CGST is Rs. 34,532 crore (US\$ 4.14 billion), SGST is Rs. 43,746 crore (US\$ 5.25 billion).
- Between April 2000–December 2023, cumulative FDI equity inflows to India stood at US\$ 971.52 billion.
- In February 2024, the overall IIP (Index of Industrial Production) stood at 147.2. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 139.6, 144.5 and 187.1, respectively, in February 2024.

GOVERNMENT INITIATIVES

Over the years, the Indian government has introduced many initiatives to strengthen the nation's economy. The Indian government has been effective in developing policies and programmes that are not only beneficial for citizens to improve their financial stability but also for the overall growth of the economy. Over recent decades, India's rapid economic growth has led to a substantial increase in its demand for exports. Besides this, a number of the government's flagship programmes, including Make in India, Start-up India, Digital India, the Smart City Mission, and the Atal Mission for Rejuvenation and Urban Transformation, is aimed at creating immense opportunities in India. In this regard, some of the initiatives taken by the government to improve the economic condition of the country are mentioned below:

- In February 2024, the Finance Ministry announced the total expenditure in Interim 2024-25 estimated at Rs. 47,65,768 crore (US\$ 571.64 billion) of which total capital expenditure is Rs. 11,11,111 crore (US\$ 133.27 billion).
- On January 22, 2024, Prime Minister Mr. Narendra Modi announced the 'Pradhan Mantri Suryodaya Yojana'. Under this scheme, 1 crore households will receive rooftop solar installations.
- On September 17, 2023, Prime Minister Mr. Narendra Modi launched the Central Sector Scheme PM-VISHWAKARMA in New Delhi. The new scheme aims to provide recognition and comprehensive support to traditional artisans & craftsmen who work with their hands and basic tools. This initiative is designed to enhance the quality, scale, and reach of their products, as well as to integrate them with MSME value chains.
- On August 6, 2023, Amrit Bharat Station Scheme was launched to transform and revitalize 1309 railway stations across the nation. This scheme envisages development of stations on a continuous basis with a long-term vision.
- On June 28, 2023, the Ministry of Environment, Forests, and Climate Change introduced the 'Draft Carbon Credit Trading Scheme, 2023'.
- From April 1, 2023, Foreign Trade Policy 2023 was unveiled to create an enabling ecosystem to support the philosophy of 'AtmaNirbhar Bharat' and 'Local goes Global'.
- To enhance India's manufacturing capabilities by increasing investment and production in the sector, the government of India has introduced the Production Linked Incentive Scheme (PLI) for Pharmaceuticals.

ROAD AHEAD:

In the second quarter of FY24, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2023. India's comparatively strong position in the external sector reflects the country's positive outlook for economic growth and rising employment rates. India ranked 5th in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in 2023-24, stood 37.4% higher than the same period last year. In the budget of 2023-24, capital expenditure took lead by steeply increasing the capital expenditure outlay by 37.4 % in BE 2023-24 to Rs.10 lakh crore (US\$ 120.12 billion) over Rs. 7.28 lakh crore (US\$ 87.45 billion) in RE 2022-23. The ratio of revenue expenditure to capital outlay increased by 1.2% in the current year, signalling a clear change in favour of higher-quality spending. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels. In February 2024, the Finance Ministry announced the total expenditure in Interim 2024-25 estimated at Rs. 47,65,768 crore (US\$ 571.64 billion) of which total capital expenditure is Rs. 11,11,111 crore (US\$ 133.27 billion).

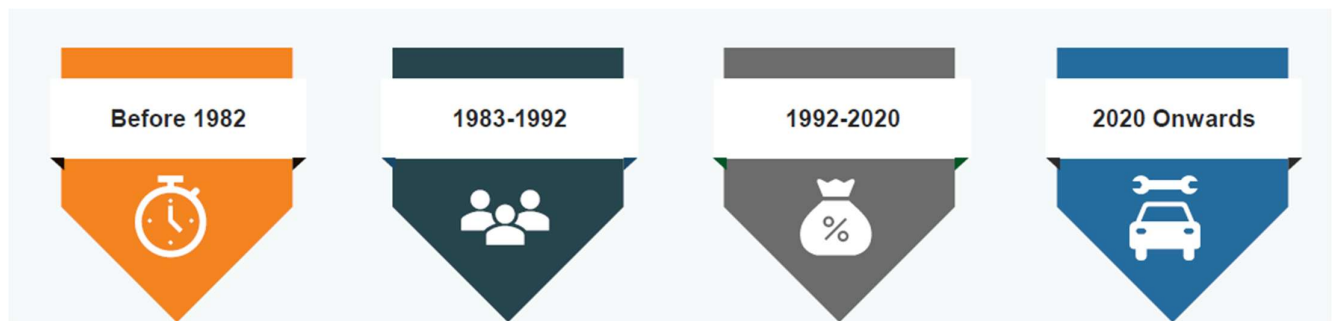
Since India’s resilient growth despite the global pandemic, India's exports climbed at the second-highest rate with a year-over-year (YoY) growth of 8.39% in merchandise exports and a 29.82% growth in service exports till April 2023. With a reduction in port congestion, supply networks are being restored. The CPI-C inflation reduction from June 2022 already reflects the impact. In September 2023 (Provisional), CPI-C inflation was 5.02%, down from 7.01% in June 2022. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

Source: <https://www.ibef.org/economy/indian-economy-overview>

AUTOMOBILE INDUSTRY IN INDIA:

The Indian automobile industry has historically been a good indicator of how well the economy is doing, as the automobile sector plays a key role in both macroeconomic expansion and technological advancement. The two-wheelers segment dominates the market in terms of volume, owing to a growing middle class and a huge percentage of India’s population being young. Moreover, the growing interest of companies in exploring the rural markets further aided the growth of the sector. The rising logistics and passenger transportation industries are driving up demand for commercial vehicles. Future market growth is anticipated to be fueled by new trends including the electrification of vehicles, particularly three-wheelers and small passenger automobiles.

India enjoys a strong position in the global heavy vehicles market as it is the largest tractor producer, second-largest bus manufacturer, and third-largest heavy truck manufacturer in the world. India’s annual production of automobiles in FY23 was 25.9 million vehicles. India has a strong market in terms of domestic demand and exports. In April 2024, the total production of passenger vehicles*, three-wheelers, two-wheelers, and quadricycles was 23,58,041 units. In FY23, total automobile exports from India stood at 47,61,487. This sector’s share of the national GDP increased from 2.77% in 1992-1993 to around 7.1% presently. It employs about 19 million people directly and indirectly. India is also a prominent auto exporter and has strong export growth expectations for the near future. In addition, several initiatives by the Government of India such as the Automotive Mission Plan 2026, scrappage policy, and production-linked incentive scheme in the Indian market are expected to make India one of the global leaders in the two-wheeler and four-wheeler market by 2022.



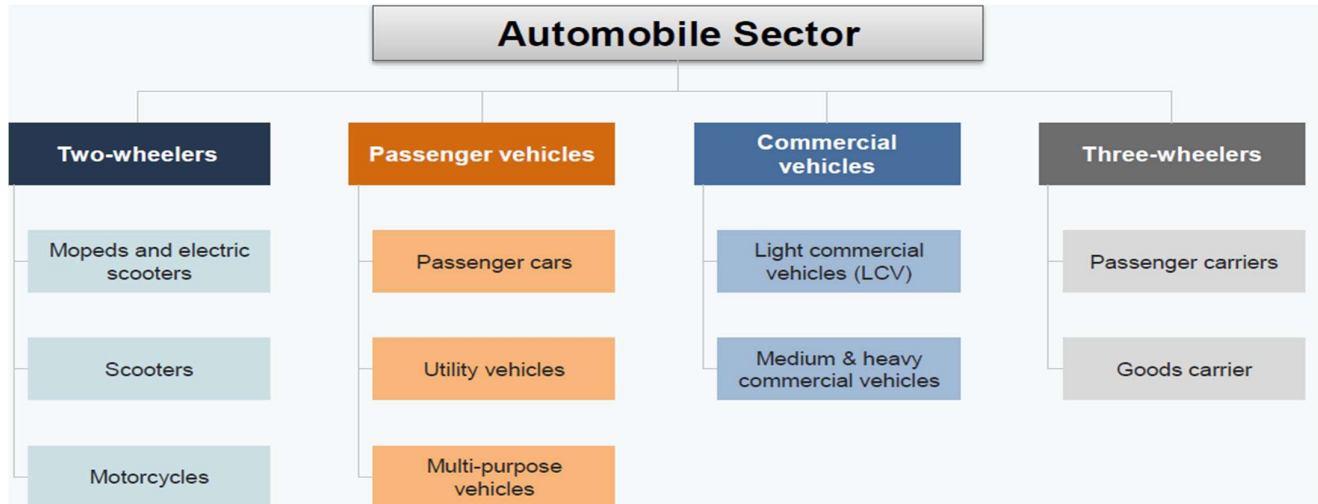
Closed market
 ▪ 5 players
 ▪ Long waiting periods & outdated models
 ▪ Seller’s market

- Indian Government & Suzuki formed Maruti Udyog and commenced production in 1983.
- Component manufacturers entered the market via a joint venture (JV).
- Buyer’s market.

- Sector de-licensed in 1993.
- Major OEMs started assembly operations in India.
- Imports permitted from April 2001.
- Introduction of value-added tax in 2005.
- Automotive Mission Plan 2016- 26 launched in 2015.
- Bharat Stage (BS) IV emission norms used since April 2017, and BSVI norms adopted from April 1, 2020.

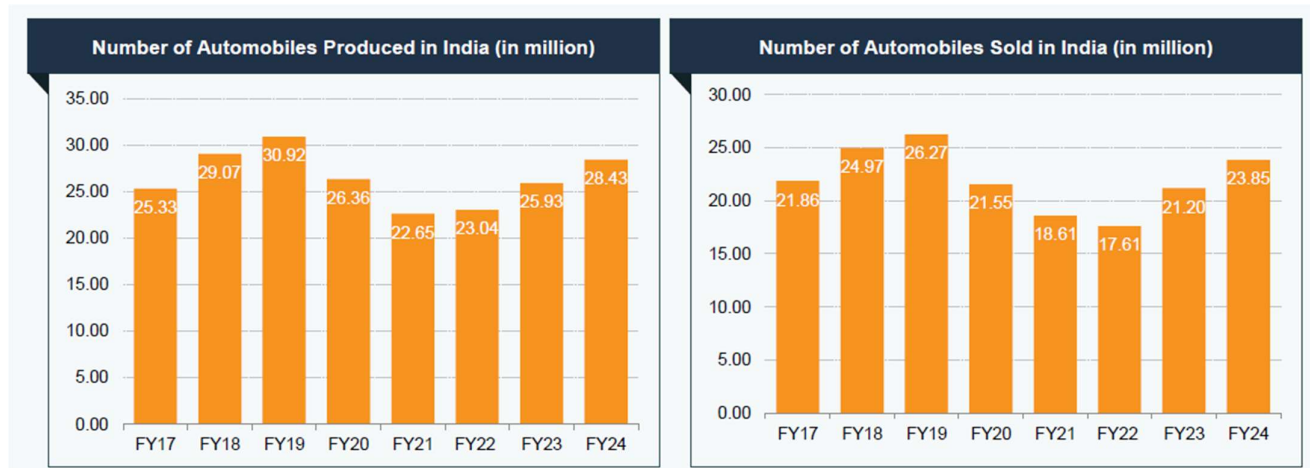
- In April 2024, three-wheeler sales stood at 49,116 units while two-wheeler sales stood at 17,51,393 units.
- In FY24, total commercial vehicle sales stood at 9,67,878 units, three-wheeler sales stood at 6,91,749 units and two-wheeler sales stood at 1,79,74,365 units.

MARKET OVERVIEW



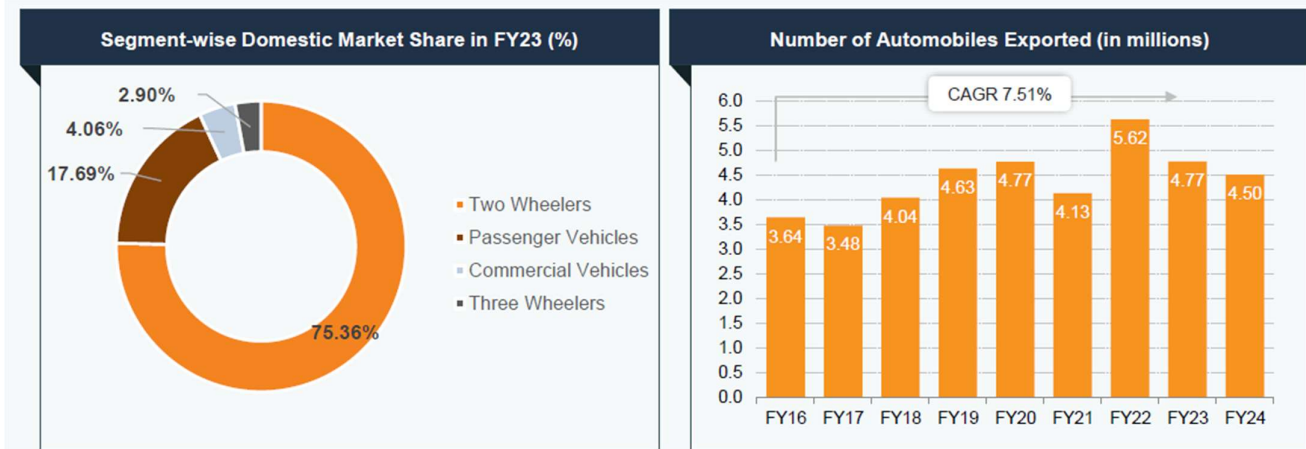
Source: Society of Indian Automobile Manufacturers (SIAM)

- The automotive manufacturing industry comprises the production of commercial vehicles, passenger vehicles, three-wheelers, and two-wheelers.
- In April-March FY24, the total production of passenger vehicles, commercial vehicles, three-wheelers, two-wheelers, and quadricycles was 2,84,34,742 units. India accomplished a significant milestone, with the sale 16,77,491 EVs in FY24.
- CY 2023 was satisfactory for Automobile Sector after recovering from the effects of the COVID-19 pandemic, posting single-digit growth across Passenger Vehicles, Commercial Vehicles, and Two Wheelers, along with a notable recovery in Three Wheelers, aided by supportive government schemes. The Indian auto industry anticipates continued growth in FY24 as well.
- A report by India Energy Storage Alliance estimated that the EV market in India is likely to increase at a CAGR of 36% until 2026. In addition, a projection for the EV battery market is forecast to expand at a CAGR of 30% during the same period.



Source: Society of Indian Automobile Manufacturers (SIAM), The Economic Times

- Two-wheelers and passenger vehicles dominate the domestic Indian auto market. Passenger car sales are dominated by small and mid-sized cars. Two-wheelers and passenger cars accounted for 75.36% and 17.69% of market shares, respectively, in FY23.
- Indian automobile exports of two-wheelers stood at 34,58,416 in FY24.



Source: Society of Indian Automobile Manufacturers (SIAM), Federation Of Automobile Dealers Associations (FADA), News Article

GOVERNMENT INITIATIVES

The Government of India encourages foreign investment in the automobile sector and has allowed 100% FDI under the automatic route. Some of the recent initiatives taken by the Government of India are:

- Under Electric Mobility Promotion Scheme 2024 government aims to support 3,72,215 EVs including e-2W (3,33,387) and e-3W (38,828 including 13,590 rickshaws & e-carts and 25,238 e-3W in L5 category).
- Ministry of Heavy Industries, Government of India with the approval of Department of Expenditure has launched Electric Mobility Promotion Scheme 2024 to further accelerate the adoption of EVs in the country which is a fund limited scheme with a total outlay of Rs. 500 crore for the period of 4 months, from 1st April 2024 to 31st July 2024.
- In January 2024, the Ministry of Heavy Industries extended the tenure of the Production Linked Incentive (PLI) Scheme for Automobile and Auto Components by one year. The incentive will now be applicable for a total of five consecutive financial years, until March 31, 2028.
- Ministry of Heavy Industries (MHI) officials revealed that India plans to launch a new scheme to incentivise electric vehicle purchases and improve charging infrastructure, aligning with the interim budget's focus on eco-friendly transportation. Also, the allocation of US\$ 321.5 million (Rs. 2,671.33 crore) for 2024-25 is expected to be utilized by March 31, 2024.
- Under phase-II of FAME India Scheme, subsidy amounting to US\$ 696.8 million (Rs. 5790 crores) has been awarded to EV manufacturers on sale of 13,41,459 number of electric vehicles till January 31, 2024.
- The FAME Scheme was extended for a further period of 2 years up to 31st March, 2024
- In January 2023, under the FAME-II scheme, the Centre approves US\$ 97.77 million (Rs. 800 crore) for 7,432 public fast charging stations.

ROAD AHEAD

The automobile industry is dependent on various factors such as the availability of skilled labour at low cost, robust R&D centres, and low-cost steel production. The industry also provides great investment opportunities and direct and indirect employment to skilled and unskilled labour. The electric vehicles industry is likely to create five crore jobs by 2030.

Addressing the automotive industry's needs, MHI has extended the tenure of the Production Linked Incentive (PLI) Scheme for Automobile and Auto Components by one year, offering incentives for determined sales over five consecutive financial years from 2023-24 to 2027-28, with disbursement occurring in the subsequent financial year. The scheme has proven successful, attracting proposed investments of US\$ 8.1 billion (Rs. 67,690 crore) against the target estimate of US\$ 5.1 billion (Rs. 42,500 crore) over five years, with US\$ 1.6 billion (Rs. 13,037 crore) already invested by December 31, 2023.

It is working to create an integrated electric vehicle (EV) mobility ecosystem with a low carbon footprint and high passenger density with an emphasis on urban transportation reform. The government's strategy and policies are intended to promote greater adoption of electric vehicles in response to growing customer demand for cleaner transportation options.

The Government of India expects the automobile sector to attract US\$ 8-10 billion in local and foreign investments by 2023. India could be a leader in shared mobility by 2030, providing opportunities for electric and autonomous vehicles.

In CY 23, the Indian Automobile Sector recovered from the effects of the COVID-19 pandemic, posting single-digit growth across Passenger Vehicles, Commercial Vehicles, and Two Wheelers, along with a notable recovery in Three Wheelers, aided by supportive government schemes. The Indian auto industry anticipates continued growth in FY24 as well.

Source: <https://www.ibef.org/industry/india-automobiles>

OUR BUSINESS

Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section "Forward-Looking Statements" for a discussion of the risks and uncertainties related to those statements and also the section "Risk Factors" for a discussion of certain factors that may affect our business, financial condition, or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the Twelve-month period ended March 31 of that year. In this section, a reference to the "Company" or "we", "us" or "our" means Adithya Automotive Applications Limited.

All financial information included herein is based on our "Financial information of the Company" included on page 145 of this Draft Red Herring Prospectus.

BUSINESS OVERVIEW:

We are engaged in the business of designing, manufacturing & supplying of Commercial Vehicle-Bodies like Tippers, Trailers, Load Bodies, Waste Handling etc. of various capacities, along with its components, for various types of goods transportation vehicles like trucks and pick-ups, where in the primary business is manufacturing of tipper bodies for the trucks of Tata Motors Limited. We provide quality Commercial Vehicle Bodies which are used across a wide range of industries such as Construction, Mining, Agriculture, Waste Management & Recycling, Oil & Gas etc.

Our Company was originally incorporated in the name of Adithya Body Builders Private Limited in 2006, Subsequently in 2008 the name of company was changed to Adithya Automotive Applications Private Limited. In year 2009, while the manufacturing facility at Lucknow was under construction, our company started its operations in outsourced model wherein fully built tipper bodies were sourced from the outsourced agency and the same were mounted on the chassis supplied by Tata Motors Limited in their plant itself by us. Thereafter, Commercial Production from the manufacturing facility of the company started in full phased manner from 2010.

Currently, we operate through our manufacturing facility in Lucknow which is strategically located at Plot No T2, Tata Motors Eastern Complex, Vendors Industrial Park, Dewa Road, Chinhat Industrial Area, Lucknow-226019, Uttar Pradesh, India, spreading in an area of 30,000 sq. meter, which is rented from Tata Motors Limited. Our company is certified with IATF 16949: 2016, ISO 14001:2015 & ISO 45001:2018 for meeting the International Automotive Quality Standards. We employ Quality Control Systems at each stage of the manufacturing process ensuring that the products meet the customer requirements and complies with engineering & safety standards adequately. We also have a Yard at Plot No 1055 & 1063, Village-Goila, Pargana-Mohana, Tehsil Bakshi Ka Talab, Deva Road, Chinhat Industrial Area, Lucknow – 226028, Uttar Pradesh, India spreading in an area of 1,08,887 Sq. Feet which we are using for Parking of finished products.

We had capacity of below 30 cubic meter and 40 cubic meters for tipper and trailer respectively till FY 2022-23 and now we have started producing tipper and trailer up to 34 cubic meter and 44 cubic meters respectively. In FY 2023-24, we had an installed annual capacity to manufacture around 4500 units of various vehicle bodies suitable for numerous applications. Further, we have sold 4329 units, 3618 units and 2834 units of various vehicle bodies in Fiscal Year ending 2024, 2023 and 2022 respectively.

We provide complete commercial vehicle body-building solution right from the designing of such vehicle bodies till its final fitment and dispatch to our customer, which is ready to be used by the ultimate user. This production process includes many steps such as cutting of sheets of raw material, Semi Knocked-Down (SKD), Completely Knocked-Down (CKD), Fabrication, shot blasting & priming, Body painting, Body Mounting, Final Fitment and Inspection which is done through our various machines like CNC Plasma Cutting Machine, Rotary screw Air compressor, Pipe cutting Machine Welding Machine, Hydraulic Shearing Machine, Hydraulic Mobile Crane Make ACE, Paint Booth Chamber etc.

Promoters of our Company are - Jasper industries Private limited, Jasper auto-services private limited and Bhaskar transport private limited (collectively known as Jasper Group) and Sumanth Badiga who is also the Managing Director of the company. Jasper industries Private limited is one of the authorized dealers of Tata Motors Limited since 1955 dealing in commercial and passenger vehicle categories, having 32 showrooms, 15 Service locations, 21 Showrooms cum Services location and 5 stock yards in State of Andhra Pradesh & Telangana. Further, it is also having an authorized dealership of Ather Energy Private Limited for EV two-wheelers through its subsidiary namely Sierra Plaza Private Limited. Sumanth Badiga has an experience of 14 years in the same industry wherein he is taking care of overall business operations of the company including Business Development, Corporate Governance, Financial management etc. The industry specific experience of our Promoter is supplemented by our experienced and qualified management team. Their understanding of the consumer difficulty, intuitive entrepreneurship and involvement in key aspects of our business has helped to accelerate and drive our profitable growth.

key performance indicators of our Company: -*(Rs. In Lakhs except percentages and ratios)*

Key Financial Performance	For the financial year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations ⁽¹⁾	20,026.40	15,420.02	9,634.65
EBITDA ⁽²⁾	906.09	588.04	351.94
EBITDA Margin ⁽³⁾	4.52%	3.81%	3.65%
Profit After Tax (PAT) ⁽⁴⁾	544.65	302.05	148.75
PAT Margin ⁽⁵⁾	2.72%	1.96%	1.54%
ROE ⁽⁶⁾	21.63%	13.98%	7.69%
ROCE ⁽⁷⁾	25.69%	17.14%	9.69%

Notes:

(1) Revenue from operation means revenue from sales, service and other operating revenues

(2) EBITDA is calculated as Profit before tax + Depreciation + Finance Cost - Other Income

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

(4) PAT is calculated as Profit before tax – Tax Expenses

(5) 'PAT Margin' is calculated as PAT for the year divided by revenue from operations.

(6) Return on Equity is ratio of Profit after Tax and Average Shareholder Equity

(7) Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as Shareholders Fund + Long term borrowing + Short term borrowing+ Deferred Tax Liability

Our Competitive Strengths: -***Long association of our promoters with Tata Motors Limited***

Our primary customer i.e. Tata Motors Limited is one of the largest commercial vehicle manufacturers in India, which witnessed a market share of ~40% in FY23 (*Source: Care Edge ratings dated June 30, 2023*). Our promoter, Jasper Industries Pvt Ltd, the flagship company of the Jasper group, is one of the authorised dealers of Tata Motors Limited dealing in commercial and passenger vehicles in the State of Andhra Pradesh and Telangana. Such an association with Tata Motors, contributed significantly in the growth of business operations of our Company by scaling our operating capabilities and taking advantage of market opportunities over time.

Stringent quality control mechanism ensuring standardized product quality

Our Company believes in maintaining the highest quality for our product offerings. We are dedicated towards quality of our products. We adhere to the quality standards as prescribed by our customers and employ an extensive and stringent quality control mechanism at each stage of the manufacturing process, which are required to ensure that our finished product conforms with the exact requirement of our customers and successfully passes all validations and quality checks. Further, as a certification of the quality assurance, our Company has received ISO 14001:2015 & ISO 45001:2018 for manufacturing & dispatch of tipper bodies, load bodies, fuel bowsers and trailer. We believe that our focus on quality of products has enabled us to sustain and grow our business model to benefit our customers.

Tata Motors Limited, our major customer, performs audit for regular Vendor Manufacturing process for quality check. There are 7 employees in quality assurance department in our company to ensure proper quality as per customer requirement.

Locational advantage of manufacturing unit

We were promoted as a backward integration unit for Tata Motors Limited to meet the requirement of Tippers for its manufacturing facility in Lucknow. Accordingly, our manufacturing facility is located inside the vendor park of Tata Motors Limited's plant in Lucknow which provides us various advantages including but not limited to lower logistic costs, frequent quality checks, fast delivery of goods etc.

In-house Manufacturing capabilities

As on the date of this Draft Red Herring Prospectus, we have the manufacturing facilities at Chinhat Industrial Area, Lucknow-226019, Uttar Pradesh, India, which has a cumulative production capacity of 4500 units of commercial vehicle body. The land where our manufacturing facilities have been established is rented. The in-house manufacturing operations enable us to stream line inventory management and production process resulting into maintenance of high-quality production standards, minimizing production time and bringing cost effectiveness.

Stable financial performance

We have demonstrated stable financial performance over the years with growth in terms of revenues and profitability. Over the last three years, we have focused our attention towards expanding our product portfolio which has resulted in an increase in our revenue from operations and profits. Our revenue from operations has grown from ₹ 9,634.65 lakhs in Fiscal 2022 to ₹ 20,026.40 lakhs in Fiscal 2024. Our profit for this period has also grown from ₹ 148.75 lakhs in the Fiscal 2022 to ₹ 554.65 lakhs in Fiscal 2024 with a CAGR of 91.35%. The stable growth in revenue, profits, ROCE enable us to fund our strategic initiatives and pursue opportunities for growth.

OUR STRATEGIES:

Setup of new integrated manufacturing unit along with expansion of existing unit

We are currently in process of setting up an additional manufacturing unit, in Jaipur, Rajasthan, which is scattered in an area of approx. 86245 sq. ft, in order to increase our manufacturing capabilities through manufacturing existing and new proposed products like tipper, trailer, load bodies, tankers etc. The total cost for setting up new manufacturing unit is estimated to be Rs. 484.34 Lakhs which includes, plant & machinery, Electricals, Tools & fixtures and office equipment to be carried out on said land. Further, we are also in the process of expansion of our existing manufacturing unit by doing civil construction along with installing new machineries which will be used for the production of existing products.

This cost is expected to be funded from the proceeds of IPO, for further details, see “*Objects of the Issue*” on page 73 of this Draft Red Herring Prospectus. The plant & machinery at the facility under expansion is targeted to be more automated to reduce human intervention and thus decreasing the scope of human error. We believe that the entire activity will lead to higher efficiency and production output.

Focus on consistently meeting quality standards

Our Company intends to focus on adhering to the quality standards of the components as we understand that curtailing cost without compromise on quality is an important factor to be considered for operation of business. This is necessary so as to make sure that we get repeat orders from our customers. Continuous quality review of products and timely corrective measures in case of quality diversion are keys for maintaining quality standards of the products. Providing the desired and good quality products help us in enhancing customer trust and creating goodwill of the Company. We intend to continue to build our image by providing quality products to the satisfaction of our clients. We believe that this can be achieved through detailed analysis of our processes and continuous process improvement along with keeping pace with technology development.

Maintaining cordial relationship with our Suppliers, Customer and Employees

We believe in maintaining good relationship with our suppliers, customers and employees which are the most important factor to keep our Company growing. Our dedicated and focused approach and efficient and timely delivery of products has helped us build strong relationships with our existing customers over a number of years.

Further, we will continually strive to maintain strong relationships with our suppliers in order to derive better insight into the markets for our raw materials, which helps us to manage our raw material supply chain, resulting in greater predictability of supply and, consequently, a greater ability to meet production schedules and achieve on time delivery for our customers. We believe that establishing strong, mutually beneficial long-term relationships with strategic suppliers & customers is a critical step generating greater cost efficiency and enabling the business to grow and develop.

Approaching new customers in the market

We are continuously approaching to different customers in the domestic market. Recently, we completed an order related to fabrication works for Tata Ace EV vehicles for Lucknow Swachhata Abhiyan Private Limited for 425 Vehicles in the month of April, 2024 having total order value Rs. 5.32 Crores. We believe that with our experience in designing, engineering, operations and maintenance of Projects along with technical capabilities, quality etc, we will be able to successfully get new projects in future.

OUR PRODUCTS:

Our product portfolio comprises of Tippers, Trailers, Load Bodies, Waste Handling etc. of various capacities, along with its components. The following table sets forth information on our product mix in terms of revenue contribution in the periods indicated:

Rs. in Lakhs

Particulars	31-Mar-24	% to total sales	31-Mar-23	% to total sales	31-Mar-22	% to total sales
Tipper	15,719.70	78.49	13,307.08	86.30	8,624.21	89.51
Trailer	3,777.35	18.86	1,454.40	9.43	0.00	0.00
Load bodies	14.08	0.07	219.32	1.42	375.31	3.90
Components	14.06	0.07	32.32	0.21	62.79	0.65
Others	501.21	2.50	406.90	2.64	572.34	5.94
Total	20,026.40	100.00	15,420.02	100.00	9,634.65	100.00

Below is the brief description of products manufactured by us:

1. Tipper

Tipper (including Tip-Trailers & Fixed-Body trailers, Flat-Bed & Side-Walled Trailers) is a commercial vehicle body attached on a truck. It is a tipping body to unload the material like Sand, Ore, Stones, Waste etc., easily by tilting the load-body with a hydraulic lift mechanism, widely used in various industries for material handling. We produce tipper in variety of sizes including 10cum, 10.5cum, 12cum, 14cum, 16cum, 20cum, 22cum, 23cum, 29cum, 30cum, 32cum, and 34cum.



2. Trailer:

A trailer on a truck refers to a large transportable container or platform that is attached to the back of a truck. It's used to carry goods and materials. They are not self-propelled and must be towed by a truck. Trailers come in various types such as Tip-Trailers, Flat-bed, Side-walled, Curtained and Containerized Trailers, each designed for specific cargo needs. By hitching a trailer to a motorized vehicle, individuals and businesses can expand their cargo capacity.



Side-walled Trailer



Tip-trailer

3. Load bodies:

The load body on a truck is fixed part of the truck where cargo is placed for transportation. It's essentially the bed of the truck and can vary in design depending on the type of cargo it's meant to carry. For instance, a dump truck will have a load body that can be tilted to unload its contents, while a tanker truck has a cylindrical load body designed for transporting liquids. Load bodies are task-specific assemblies that attach to a truck chassis for various purposes such as towing, dumping, or product storage and delivery.



OUR LOCATIONS:

Currently we are operating from the following business locations:

Registered Office and Manufacturing Unit	Plot No T2, Tata Motors Eastern Complex, Vendors Industrial Park, Dewa Road, Chinhat Industrial Area, Lucknow- 226019, Uttar Pradesh, India
Yard	Plot No 1055 & 1063, Village-Goila, Pargana-Mohana, Tehsil Bakshi Ka Talab, Deva Road, Chinhat Industrial Area, Lucknow – 226028, Uttar Pradesh, India



REGISTERED OFFICE AND MANUFACTURING UNIT

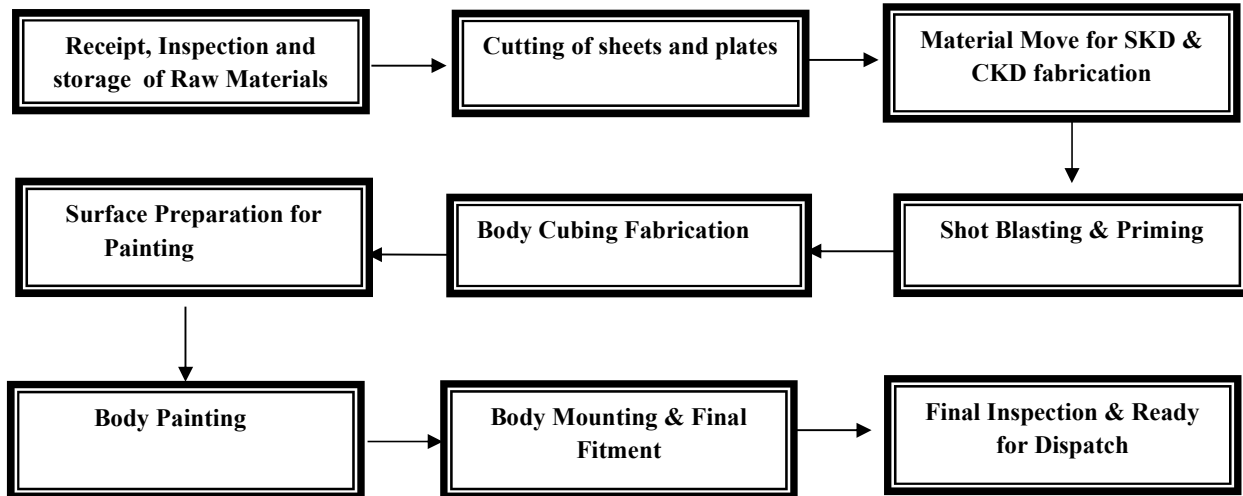


YARD

OUR MANUFACTURING PROCESS-

Set forth below is a brief description of the process carried out in our manufacturing unit to manufacture tipper, tip trailer, load bodies and components of truck

Manufacturing Process for Tipper



The manufacturing operations described through above diagram is explain as follows:

1. Receipt, Inspection and storage of Raw Materials :

- **Receiving the Materials:** The essential raw material used by our manufacturing unit for production of Tipper, Trailers, Load bodies and components are hydraulic kits, steel & steel related items, which we procure from various suppliers located across India.
- **Material Inspection:** Inspect the materials for any defects, damage, or contamination. Ensure that the materials meet the specified quality standards.
- **Storage of materials:** The storage of materials is a crucial aspect in any manufacturing or production process. Proper storage ensures that raw materials, components, and finished goods are well-organized, protected, and readily accessible for the manufacturing unit.

2. Cutting of sheets and plates:

The steel sheets are sent for cutting in foundry. Shearing is a common mechanical method used for cutting sheet, strip, and plate of metals like steel & steel related items. This process prepares the material for subsequent operations through cutting machines and Hydraulic Shearing machine. The goal of shearing is to ensure the accuracy and consistency of the final product.

3. Material Move for SKD & CKD fabrication:

- After cutting, sheets and plates are moved for SKD and CKD Fabrication.
- CKD Fabrication refers to the process of assembling sheets and plates using Completely Knocked Down (CKD) kits or components.
- SKD (Semi Knocked Down) refers to a method where components are partially assembled
- In this stage, Assembling of the sheets is done into main frame as per designed specification through drilling and welding, post which main frame would go for further processing of shot blasting and painting.

4. Shot Blasting & Priming:

- Shot blasting is a surface conditioning process used to improve the surface finish of tipper bodies.
- Priming prepares the surface for subsequent body cubing fabrication.

5. Body Cubing Fabrication:

- Body cubing fabrication in tipper manufacturing refers to the process of optimizing the internal volume and shape of the tipper body to maximize payload capacity while maintaining structural integrity.

6. Surface Preparation for Painting:

- Surface preparation is a critical step in the tipper body manufacturing process before applying paint or coatings. Proper surface preparation ensures better adhesion, durability, and overall quality of the final finish.

7. Body Painting:

- Body painting in tipper manufacturing refers to the process of applying paint or protective coatings to the exterior surfaces of tipper bodies.
- Paint allows manufacturers to apply logos, branding, and identification markings on the tipper body

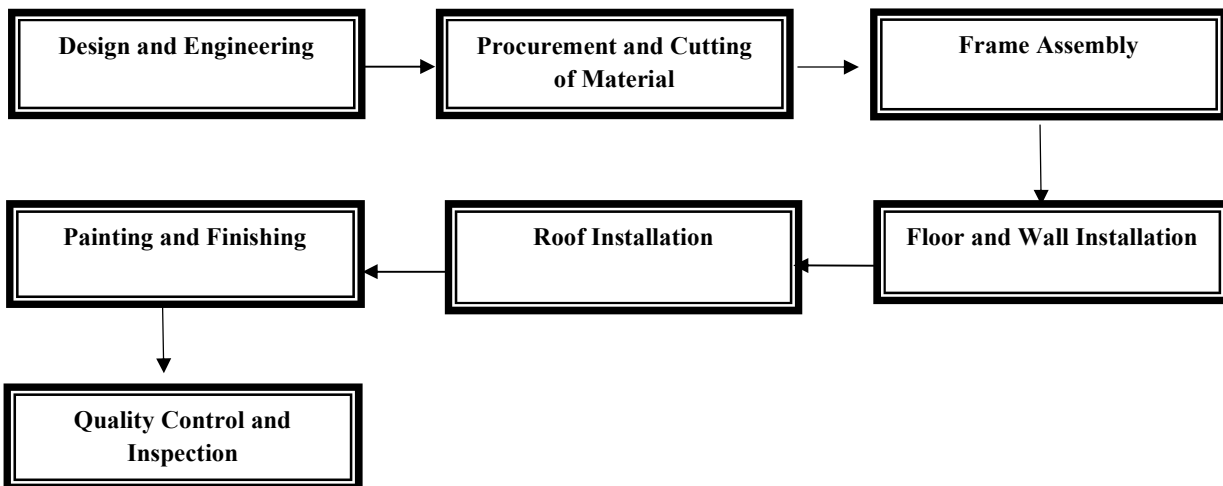
8. Body Mounting & Final Fitment:

- Body mounting refers to the process of attaching the tipper body to the truck chassis.
- Thorough quality checks are done to verify proper fitment, alignment, and functionality.

9. Final Inspection & Ready for Dispatch:

- It identifies and addresses any defects or issues that may have occurred during the manufacturing process.
- Once the tipper bodies pass the final inspection, they are ready for dispatch to customers. Proper inspection guarantees that the tipper bodies are reliable, durable, and fit for their intended purpose.

Manufacturing Process for Trailer and load bodies



The manufacturing operations described through above diagram is explain as follows:

1. Design and Engineering:

The initial stage involves designing the trailer with specifications such as size, weight capacity, axle type etc. Detailed plans and blueprints guide the manufacturing process.

2. Procurement and Cutting of Material:

Materials like steel, aluminium, or other alloys are procured and cut and shaped for the frame, floor, and sides of the trailer through machines like cutting & hydraulic shearing machines and Various components (axles, wheels, lights) are also prepared.

3. Frame Assembly:

The frame cut and shaped above from high-strength steel, is welded together to form a solid structure. Reinforcements (cross-members) provide additional support.

4. Floor and Wall Installation:

Floor and Walls (made from aluminium or steel) are attached to the frame. The floor (often marine-grade aluminium) is installed for durability and moisture resistance.

5. Roof Installation:

The roof, usually made from aluminium or steel sheets, is formed to fit the trailer shape. A strong and weather-resistant roof is essential.

6. Painting and Finishing:

A protective coating or paint is applied on Trailer. Proper surface preparation ensures better adhesion and longevity.

7. Quality Control, Inspection and despatch:

Inspectors check for defects, measurements, and overall quality. Any issues are addressed before the trailer is ready for use.

PLANT AND MACHINERY

We require various machines such as Hydraulic Shearing machine, Press Brake Machine, Rotary screw Air compressor, Welding Machine etc. for manufacturing of Vehicle-Bodies like Tippers, Trailers, Load Bodies, Waste Handling etc. of various capacities, along with its components.

PRODUCTION AND INSTALLED CAPACITY:

Particulars	FY-23-24	FY-22-23	FY-21-22
Tippers			
Installed Capacity	4200	4200	4200
Actual Production	4041	3398	2500
Capacity Utilization in %	96.21%	80.90%	59.52%
Trailer Products (Tip-Trailers/Side Wall Trailers)			
Installed Capacity	300	150	NA
Actual Production	288	113	NA
Capacity Utilization in %	96%	75.33%	NA
Other Products (Tankers/Load bodies)			
Installed Capacity	NA	150	400
Actual Production	NA	107	334
Capacity Utilization in %	NA	71.33%	83.50%
Overall capacity Utilized for Product Mix			
Installed Capacity (Nos.)	4500	4500	4600
Actual Production (Nos.)	4329	3618	2834
Capacity Utilization in %	96.20%	80.40%	61.61%

*Company shifted its resources from manufacturing of tanker/ load bodies to trailer manufacturing due to large order of trailer in F.Y. 2023-24.

As certified by Er. Amir Husain Rizvi, Regd. Engineer, through certificate dated 01/07/2024.

COLLABORATIONS/TIE UPS/ JOINT VENTURES

Except as disclosed in this Draft Red Herring Prospectus and in the normal course of business, we do not have any Collaboration/Tie Ups/ Joint Ventures as on date.

EXPORT OBLIGATION

As on date of the Draft Red Herring Prospectus our company has no outstanding export obligation

SALES AND MARKETING: -

The efficiency of the marketing and sales network is a critical success factor for the growth and expansion of our business operations. Our success lies in the strength of our relationship with our customers who have been associated with our Company for a long period. To retain our customers, our Promoters and senior management team, who have vast experience in this industry, regularly interact with them and focus on gaining an insight into the additional needs of such customers. We have a team of 03 employees for marketing activity who liaise with the customers on a regular basis for their inputs, market demands as well as positioning of our products vis-à-vis products of our competitors.

COMPETITION:

The tipper and trailer industry is competitive where the key factors of competition primarily comprise of product quality, cost, delivery, development and management. In this industry, we compete with other Tipper manufacturers and suppliers in India. Some of our competitors have better penetration in some of the geographical locations that we operate in. We believe that with our cost effective and integrated facility, our focus on customer satisfaction and our reliability combined with our quality consciousness provides us with competitive advantage in our products. While these factors are key parameters in-client's decisions matrix in purchasing goods; product range, product quality and product price is often the deciding factor in most of the deals. While there are various large and small manufacturers and distributors who sell similar products that we sell, we do not have any direct listed competitor of our business.

INFRASTRUCTURE & UTILITIES:

- **Raw Material:** The essential raw materials used by our manufacturing unit for production of Tipper, Trailers, Load bodies and components are hydraulic kits, steel & steel related items, which we procure from various domestic suppliers, primarily from Tata Steel Downstream Products Limited. Our purchases from Tata Steel Downstream Products Limited (Kanpur) for the period ending March 31, 2024 is Rs. 7671.21 Lakhs which comprises of 45.28% of total purchases for the said period.
- **Power:** We have made necessary arrangements for regular uninterrupted power supply at our manufacturing unit. The requirement of power for our operations, like power for lighting and operating the plant/machinery/equipment is met through the state electricity board i.e. Uttar Pradesh power corporation limited. having sanctioned electricity load of 540 KW. In addition to the said sanctioned power, we have 1 DG set of 380 KVA which is used in case of power fluctuation.
- **Water:** The existing water requirement for our manufacturing unit is met from Borewell.

HUMAN RESOURCES

We believe that our ability to maintain growth depends to a large extent on our strength in attracting, training, motivating and retaining employees. As on June 30, 2024, our company has employed 65 permanent full-time employees including managerial personnel. Our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth. Our service processes skilled/ semi-skilled resources together with our strong management team have enabled us to successfully implement our growth plans.


In addition, we contract with third-party manpower for labours for our manufacturing Unit. The number of contract labours varies from time to time based on the nature and extent of work.

INSURANCE

Our operations are subject to accidents which are inherent to any business such as risks of employee accidents, fire, earthquakes, flood and other force majeure events, acts of terrorism and explosions including accidents that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environment. We have taken Bharat Laghu Udyam Suraksha i.e. Standard Fire & Special Perils Insurance Policy from Tata AIG General Insurance Company Ltd for our Registered office & manufacturing unit and yard which provide insurance against loss from fire, explosion, lighting, earthquake, volcanic eruptions, riots, strike, malicious damage etc. We have also taken Marine Cargo Open Policy Insurance from Tata AIG General Insurance Company Ltd which covers expenses and financial liabilities that are incurred in the transportation of goods and other items along with Vehicle Insurance policy from United India Insurance Co Ltd., Group Accidental Guard Policy from Tata AIG General Insurance and Medical Insurance from SBI General Insurance. For further details, please refer to Risk factor ***“Our insurance coverage may not be adequate to protect us against certain operating hazards and this may have a material adverse effect on our business”*** on page 25 of this Draft Red Herring Prospectus.

INTELLECTUAL PROPERTIES

The details of trademark used by our Company are: -

S. No.	Brand name/ Logo Trademark	Class	TM Category	Owner	Trademark Number/ Certificate Number	Issuing Authority	Date of Application	Status
1.		12	Trade Mark	Adithya Automotive Applications Private Limited	Trademark No.: 3919581 Certificate No.: 2991764	Registrar of Trademark	August 18, 2018	Registered

IMMOVABLE PROPERTIES

The following table sets forth the locations and other details of the properties used by our Company:

S. No.	Details of the Properties	Actual use	Owned/ Leased/Rented
1.	Plot No T2, Tata Motors Eastern Complex, Vendors Industrial Park, Dewa Road, Chin hat Industrial Area, Lucknow – 227105, Uttar Pradesh, India, Area- 30,000 sq. meter.	Registered Office & Manufacturing Unit	Rented- The said property has been obtained on sub-lease vide agreement dated June 2, 2008 entered between the Company, Tata Motors Limited and Uttar Pradesh State Industrial Development Corporation (UPSIDC) for 15 years for the land on which the Company's plant is situated. This Lease expired on April 11, 2023.*
2	Plot No 1055 & 1063, Village-Goila, Pargana-Mohana, Tehsil Bakshi Ka Talab, Deva Road, Chinhat Industrial Area, Lucknow – 226028, Uttar Pradesh, India, Area – 1,08,887 Sq. Ft.	Yard	<p>Leave and License -</p> <p>The Plot No 1055 has been obtained on Leave and License basis vide Leave and License agreement dated September 01, 2023 entered into between Zrichard Judema and the Company for a period of 11 months w.e.f. September 01, 2023. (Area admeasuring 63,000 Sq. Ft.)</p> <p>The Plot No 1063 has been obtained on Leave and License basis vide Leave and License agreement dated January 06, 2024 entered into between Zrichard Judema and the Company for a period of 07 months w.e.f. January 06, 2024. (Area admeasuring 45,887 Sq. Ft.).</p>

The said sub-lease agreement has expired on April 11, 2023 and is yet to be renewed. Company is in process of renewal of sub-lease agreement with Tata Motors Limited. For further details, please refer to Risk factor **"The Registered office & manufacturing unit from where we carry out our business activities has been obtained by us on lease/rental basis" on page 25 of this Draft Red Herring Prospectus.*

KEY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the Government of India, and the respective bye laws framed by the local bodies, and others incorporated under the laws of India. The information detailed in this Chapter has been obtained from the various legislations, including rules and regulations promulgated by the regulatory bodies and the bye laws of the respective local authorities that are available in the public domain. The statements produced below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions and may not be exhaustive, and are only intended to provide general information to investors and is neither designed nor intended to be a substitute for professional legal advice. We are subject to a number of Central and State legislations which regulate substantive and procedural aspects of the business. Additionally, the business activities of our Company require sanctions, approval, license, registration etc. from the concerned authorities, under the relevant Central and State legislations and local bye-laws. For details of Government and Other Approvals obtained by the Company in compliance with these regulations, see section titled “Government and Other Approvals” of this DRHP. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business as a player in the business of designing, manufacturing & supplying of Commercial Vehicle-Bodies like Tippers, Trailers, Load Bodies, Waste Handling etc.

INDUSTRY SPECIFIC REGULATIONS

BUREAU OF INDIAN STANDARDS ACT, 2016

Bureau, processes, systems and services, and formatters connected therewith and incidental thereto. Functions of the BIS include, inter alia, (a) recognizing as an Indian standard, with the prior approval of the Central Government, the mark of any international body or institution at par with the standard mark, for such goods, articles, process, system or service in India or elsewhere; (b) specifying a standard mark to be called the Bureau of Indian Standards Certification Mark which shall be of such design and contain such particulars as maybe prescribed to represent a particular Indian standard; (c) providing training services in relation to inter alia, quality management, standards, conformity of Indian Standards Act, 2016 provides for the establishment of the Bureau of Indian Standards (“BIS”) for the development of the activities, inter alia, standardization, conformity assessment and quality assurance of goods, articles assessment; (d) publishing Indian standards; promotion of safety in connection with any goods, article, process, system or service; and (e) any such other functions as may be necessary for promotion, monitoring and management of the quality of goods, articles, processes, systems and services and to protect the interests of consumers and other stakeholders.

NATIONAL AUTO POLICY AND AUTOMOTIVE MISSION PLAN 2016-2026

The Department of Heavy Industry, Ministry of Heavy Industries and Public Enterprises released the draft National Auto Policy that envisages propelling India amongst the top three nations in the world in engineering, manufacturing and export of automotive vehicles and components. The key policy guidelines prescribed by the National Auto Policy include inter alia measures to increase exports of vehicles and components including by considering a phased increase of duty credit scrips (from 2%) for export of vehicles and auto components in line with comparable products to target countries under Merchandise Export from India Scheme. The Ministry of Heavy Industries and Public Enterprises, GoI released the Automotive Mission Plan 2016-26 (“AMP”) in September 2015 with the objective of making the Indian automotive industry an integral part of the “Make in India” initiative. This plan aims to, among others, promote safe, efficient and comfortable mobility for every person in the country along with environmental protection and affordability through both public and personal transport options.

STEEL AND STEEL PRODUCTS (QUALITY CONTROL) ORDER, 2012

The Steel and Steel Products (Quality Control) Order, 2012, as amended (the Quality Control Order), was passed in exercise of Section 14 of the Bureau of Indian Standard Act, 1986. The Quality Control Order provides that only those steel or steel products meeting the specified applicable standard of quality may be manufactured, sold, or distributed by any person. The Quality Control Order provides that all steel or steel products not meeting the specified standards shall be disposed of as scrap as per the scheme of testing and inspection under the Bureau of Indian Standards Act, 1986. The Quality Control Order requires manufacturers of steel or steel products to apply for certification under the Bureau of Indian Standards Act, 1986. The Quality Control Order further provides for testing of samples bearing the standard mark, to confirm if they meet the specified standards as per the Bureau of Indian Standards Act, 1986.

THE EXPLOSIVES ACT, 1884 AND THE EXPLOSIVES RULES, 2008

The Explosives Act, 1884 (“Explosives Act”) is a comprehensive law which regulates by licensing the manufacturing, possession, sale, transportation, export and import of explosives. Under the Explosives Act, “explosive” means inter alia any substance, whether a single chemical compound or a mixture of substances, whether solid or liquid or gaseous, used or manufactured with a view to produce a practical effect by explosion or pyrotechnic effect. The Central Government may, for any part of India, make rules consistent with this act to regulate or prohibit, except under and in accordance with the conditions of a license granted as provided by those rules, the manufacture, possession, use sale, transport, import and export of explosives, or any specified class of explosives. Extensive penalty provisions have been provided for manufacture, import or export, possession, usage, selling or transportation of explosives in contravention of the Explosives Act. In furtherance to the purpose of the Explosives Act, the Central Government has

notified the Explosive Rules, 2008 in order to regulate the manufacture, import, export, transport and possession for sale or use of explosives.

DUTY DRAWBACK SCHEME, 2020

The Duty Drawback Scheme is an option available to exporters. Under this scheme, an exporter of goods is entitled to a refund of the excise duty and integrated goods and services tax paid by him on the inputs used in the products exported by him. It neutralizes the duty impact on the goods exported by giving a relief on customs and central excise duties suffered on the inputs used in the manufacture of export product. The Customs and Central Excise Duties Drawback Rules, 2017, as amended have also been framed outlining the procedure to be followed for the purpose of grant of duty drawback (for both kinds of duties suffered) by the customs authorities processing export documentation. Under the Duty Drawback Scheme, an exporter can opt for either all industry rate of duty drawback scheme or brand rate of Duty Drawback Scheme.

THE INDUSTRIES (DEVELOPMENT AND REGULATION) ACT, 1951 (“I (D&R) ACT”)

The I (D&R) Act provides for the development and regulation of specified industrial undertakings. 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 such as distillation and brewing of alcoholic drinks, cigars and cigarettes of tobacco and manufactured tobacco substitutes, all types of electronic aerospace and defence equipment, industrial explosives including detonating fuses, safety fuses, gun powder, nitrocellulose and matches and hazardous chemicals and those reserved for the small scale sector. An industrial undertaking, which is exempt from licensing, is required to file an Industrial Entrepreneurs Memorandum (“IEM”) with the Secretariat for Industrial Assistance, Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and no further approvals are required under the I (D&R) Act.

NOTIFICATION NUMBER 477(E) DATED JULY 25, 1991 AND PRESS NOTE 9 DATED AUGUST 2, 1991 OF THE MINISTRY OF COMMERCE AND INDUSTRY, GOVERNMENT OF INDIA

The Ministry of Commerce and Industry, Government of India pursuant to its notification number 477(E) dated July 25, 1991 (“Notification”) exempted certain industrial undertakings from the provisions of the Industries (Development and Regulation) Act, 1951 (“Industries Act”) providing for licensing of industrial undertakings. Under the Industries Act an industrial undertaking means any undertaking pertaining to an industry (mentioned in the schedule to the Industries Act) that is carried on in one or more factories by any person or authority including the Government. Industries undertaking the manufacture of articles exempted from industrial license in terms of the Notification are required to submit an Industrial Entrepreneurs Memorandum (“IEM”) for undertaking the manufacture of such exempted articles under the provisions of the press note no. 9 dated August 2, 1991.

THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (“MSME”) the Micro, Small and Medium Enterprises Development Act, 2006 is enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and Regulation) Act, 1951. The Government, in the Ministry of Micro, Small and Medium Enterprises has issued a notification dated June 1, 2020 revising definition and criterion and the same came into effect from July 1, 2020. The notification revised the definitions as “Micro enterprise”, where the investment in plant and machinery or equipment does not exceed one crore rupees and turnover does not exceed five crore rupees; “Small enterprise”, where the investment in plant and machinery or equipment does not exceed ten crore rupees and turnover does not exceed fifty crore rupees; “Medium enterprise”, where the investment in plant and machinery or equipment does not exceed fifty crore and turnover does not exceed two hundred and fifty crore rupees.

THE CENTRAL MOTOR VEHICLE RULES, 1989

The Central Motor Vehicle Rules, 1989 governs various aspects related to motor vehicles in India, including but not limited to vehicle registration and licensing, safety standards and emissions, vehicle construction & approval, and road safety measures. Rule 126 of the central motor vehicle rules mandates every motor vehicle manufacturer to submit the authentic prototype of the concerned vehicle to be manufactured and such prototype undergoes testing by authorized certification and testing agencies. Additionally, the manufacturers must get the prototype of any part, component, or sub-assembly (for which standards have been notified) approved by the mentioned agencies. In cases where compliance with notified Indian Standards is applicable, approval can come from any laboratory duly authorized by the Bureau of Indian Standards.

THE PUBLIC LIABILITY INSURANCE ACT, 1991

The Public Liability Insurance Act (“PIL Act”) was constituted to provide for public liability insurance for the purpose of providing immediate relief to the persons affected by accident occurring while handling any hazardous substance and for matters connected therewith or incidental thereto. The PIL Act provides for the owner before handling hazardous substances to take insurance cover for protection against claims made by third parties for damages with respect to handling of hazardous substances. Under the PIL Act, the victims exposed to hazardous substances may file claims before the Collector within 5 years of the accident. The Collector,

shall, after giving notice of the application to the owner and after giving the parties an opportunity of being heard, hold an inquiry into the claim or, each of the claims, and may make an award determining the amount of relief which appears to him to be just and specifying the person or persons to whom such amount of relief shall be paid. The PIL Act also provides for the establishment of Environmental Relief Fund to be utilized for payment of reliefs under the award.

THE MUNICIPAL SOLID WASTES (MANAGEMENT AND HANDLING) RULES, 2000

The Municipal Solid Wastes Rules apply to every municipal authority responsible for the collection, segregation, storage, transportation, processing, and disposal of municipal solid wastes. The rules stress the Municipal Solid Wastes should be disposed by following proper scientific management. It gives more emphasis to proper collection, segregation, transportation, processing and disposal of solid waste so as to protect the environment and health of the public. The rules also lay emphasis to upgrade existing facilities to arrest contamination of soil and ground water.

LEGAL METROLOGY ACT, 2009 (“METROLOGY ACT”)

The Metrology Act aims to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. Any transaction/contract relating to goods/class of goods or undertakings shall be as per the weight/measurement/numbers prescribed by the Metrology Act. The specifications with respect to the exact denomination of the weight of goods to be considered in transactions are contained in rules by each state.

LAWS RELATING TO SPECIFIC STATE WHERE THE ESTABLISHMENT IS SITUATED

THE UTTAR PRADESH FACTORIES RULES, 1950

These rules are notified by the state government of Uttar Pradesh as per the authorization given under the Factories Act, 1948. These rules govern factory operations in the state, they cover aspects such as safety standards, working conditions and health measures. They apply to premises situated within the territorial jurisdiction of Uttar Pradesh where ten or more workers are employed and power is used for manufacturing processes. Compliance with these rules ensures a safe and conducive environment for factory workers. Factories in Uttar Pradesh must be registered and obtain a license from the chief inspector of labour department, and for the said purpose, the application for registration and licensing is submitted in Form No. 3. At least fifteen days before occupying or using the premises as a factory.

THE UTTAR PRADESH DOOKAN AUR VANIJYA ADHISTHAN ADHINIYAM, 1962

This act also known as The Uttar Pradesh Shops and Establishments Act, 1962 consolidates and amends the law related to the regulation of work conditions and employment in shops and commercial establishments across Uttar Pradesh. This act covers aspects including but not limited to working hours, safety and employment conditions for employees in these establishments. The act mandates every owner of shop or any commercial establishments shall within three months of commencement of such business shall apply for registration of his shop or commercial establishment to the chief inspector of the labour department, such certificate is to be renewed on time to time basis for facilitation and running of the shop or commercial establishment.

THE UTTAR PRADESH FIRE AND EMERGENCY SERVICES ACT, 2022

This act aims to strengthen the fire and emergency services in the state, ensuring better preparedness and response measures, the act broadly covers aspects related to organization, superintendence, control, maintenance, fire prevention, life safety measures, penalties, appeals, training of the fire officials and more. The act mandates the occupier or owner of the building to furnish to the fire officer, a certificate issued by a qualified agency in the prescribed form regarding the compliance of fire prevention, fire and life safety and fire protection system to prevent or extinguish fire as per the provisions of this act and also need to submit a certificate twice a year in January and July months regarding the maintenance of fire protection system in good repair and efficient condition as specified in the Act.

ENVIRONMENT RELATED LEGISLATIONS

ENVIRONMENT PROTECTION ACT, 1986

The Environment Act is an umbrella legislation designed to provide a framework for the Central Government to coordinate activities of various state and central authorities established under previous environmental laws. The Environment Act specifies that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environment pollutants in excess of such standards as may be prescribed. The Environment Act empowers the Central Government to make rules for various purposes viz., to prescribe: (i) the standards of quality of air, water or soil for various areas; (ii) the maximum allowable limits of concentration of various environmental pollutants for different areas; (iii) the procedures and safeguards for the prevention of accidents which may cause environmental pollution and remedial measures for such accidents.

ENVIRONMENT (PROTECTION) RULES, 1986

In exercise of powers conferred under the Environment Act, the Central Government notified the Environment Rules. Pursuant to Environment Rules, every person who carries on an industry, operation or process requiring consent under Water (Prevention and Control of Pollution) Act, 1974 or Air (Prevention and Control of Pollution) Act, 1981 or shall submit to the concerned Pollution Control Board (“PCB”) an environmental statement for that financial year in the prescribed form.

AIR (PREVENTION AND CONTROL OF POLLUTION) ACT, 1981

The Air Act requires any individual, industry or institution responsible for emitting smoke or gases by way of use as fuel or chemical reactions, apply in a prescribed form and obtain consent from the PCB prior to commencing any activity. The PCB is required to grant, or refuse, consent within four months of receipt of the application. The consent may contain conditions relating to specifications of pollution control equipment to be installed. Within a period of four months after the receipt of the application for consent the PCB shall, by order in writing and for reasons to be recorded in the order, grant the consent applied for subject to such conditions and for such period as may be specified in the order, or refuse consent.

WATER (PREVENTION AND CONTROL OF POLLUTION) ACT, 1974

The Water Act aims at prevention and control of water pollution as well as restoration of water quality through the establishment of a central PCB and state PCBs. Under the provisions of the Water Act, any individual, industry or institution discharging industrial or domestic wastewater or establishing any treatment or disposal system or the using of any new or altered outlet for the discharge of sewage is required to obtain the consent of the applicable state PCB, which is empowered to establish standards and conditions that are required to be complied with. The consent to operate is granted for a specific period after which the conditions stipulated at the time of granting consent are reviewed by the state PCB. Even before the expiry of the consent period, the state PCB is authorized to carry out random checks on any industry to verify if the standards prescribed are being complied with by the industry. In the event of non-compliance, the state PCB after serving notice to the concerned industry may close the mine or withdraw water supply to the industry or cause magistrates to pass injunctions to restrain such polluters.

HAZARDOUS WASTES (MANAGEMENT, HANDLING AND TRANSBOUNDARY MOVEMENT) RULES, 2008

The Hazardous Wastes Rules impose an obligation on every occupier of an establishment generating hazardous waste to recycle or reprocess or reuse such waste in a registered recycler or to dispose of such hazardous wastes in an authorized disposal facility. Every person engaged, inter alia, in the generation, processing, treatment, package, storage and destruction of hazardous waste is required to obtain an authorization from the relevant state PCB for collecting, recycling, reprocessing, disposing, storing and treating the hazardous waste.

LABOUR RELATED LEGISLATIONS

PAYMENT OF BONUS ACT, 1965

The Payment of Bonus Act, 1965 imposes statutory liability upon the employers of every establishment covered under this Act to pay bonus to their employees. It further provides for payment of minimum and maximum bonus and linking the payment of bonus with the production and productivity.

PAYMENT OF GRATUITY ACT, 1972

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

- a) On his/her superannuation;
 - b) On his/her retirement or resignation;
 - c) On his/her death or disablement due to accident or disease (in this case the minimum requirement of 5 (five) years does not apply).
- Gratuity is payable to the employee at the rate of 15 (fifteen) days’ wages for every completed year of service or part thereof in excess of 6 (six) months.

WORKMEN’S COMPENSATION ACT, 1923 (“WCA”)

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

MATERNITY BENEFIT ACT, 1961

The Maternity Benefit Act, 1961, as amended, regulates the employment of pregnant women and ensures that they get paid leave for a specified period during and after their pregnancy. The Maternity Benefit Act is applicable to establishments in which 10 or more employees are employed, or were employed on any day of the preceding 12 months. Under the Maternity Benefit Act, a mandatory period of leave and benefits should be granted to female employees who have worked in the establishment for a minimum period of 80 days in the preceding 12 months from the date of her expected delivery. Such benefits essentially include payment of average daily wage for the period of actual absence of the female employee. The maximum period for which any woman shall be entitled to maternity benefit shall be 12 weeks, of which not more than six weeks shall precede the date of her expected delivery. Entitlement of six weeks of paid leave is also applicable in case of miscarriage or medical termination of pregnancy.

MINIMUM WAGES ACT, 1948

The Minimum Wages Act, 1948 came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, and manual or clerical (including out-workers) in any employment listed in the schedule to this Act, in respect of which minimum rates of wages have been fixed or revised under the Act.

CONTRACT LABOUR (REGULATION AND ABOLITION) ACT, 1970, AS AMENDED (THE “CLRA ACT”)

The Contract Labour (Regulation and Abolition) Act, of 1970 (the “CLRA Act”) requires a company to be registered as a principal employer and prescribes certain obligations with respect to the welfare and health of contract labourers. The CLRA vests responsibility in the principal employer of an establishment, to which the CLRA applies, to make an application to the concerned officer for registration of the concerned establishment. In the absence of such registration, contract labour cannot be employed in the concerned establishment. Likewise, every contractor, to whom the CLRA applies, is required to obtain a license and may not undertake or execute any work through contract labour except under and in accordance with the license issued. To ensure the welfare and health of the contract labour, the CLRA imposes certain obligations on the contractor in relation to the establishment of canteens, restrooms, 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.

EMPLOYEES’ STATE INSURANCE ACT, 1948

It Employees’ State Insurance Act to provide for certain benefits to employees in case of sickness, maternity and employment injury and to make provision for certain other matters in relation thereto. Whereas it is expedient to provide for certain benefits to employees in case of sickness, maternity and employment injury and to make provision for certain other matters in relation thereto; this Act requires all the employees of the establishment to which this act applies to be insured to the manner provided there under. The Employer and Employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the Employee State Insurance department.

EMPLOYEES’ PROVIDENT FUNDS AND MISCELLANEOUS PROVISIONS ACT, 1952 (“EPF ACT”)

The EPF Act applies to factories employing over 20 employees and such other establishments and industrial undertakings as notified by the Government of India from time to time. It requires all such establishments to be registered with the State provident fund commissioner and requires such employers and their employees to contribute in equal proportion to the employees’ provident fund the prescribed percentage of basic wages and dearness and other allowances payable to employees. The EPF Act also requires the employer to maintain registers and submit a monthly return to the State provident fund commissioner.

PAYMENT OF WAGES ACT, 1936

The Payment of Wages Act, 1936 as amended (the Payment of Wages Act) has been enacted to regulate the payment of wages in a particular form at regular intervals without unauthorized deductions and to ensure a speedy and effective remedy to employees against illegal deductions and / or unjustified delay caused in paying wages. It applies to the persons employed in a factory, industrial or other establishment, whether directly or indirectly, through a sub-contractor and provides for the imposition of fines and deductions and lays down wage periods. The Payment of Wages Act is applicable to factories and industrial or other establishments where the monthly wages payable are less than Rs. 6,500 per month.

INDUSTRIAL DISPUTES ACT, 1947

The Industrial Disputes Act, 1947 (Industrial Disputes Act) provides for mechanism and procedure to secure industrial peace and harmony by investigation and settlement of industrial disputes by negotiations. The Industrial Disputes Act extends to whole of India and applies to every industrial establishment carrying on any business, trade, manufacture or distribution of goods and services irrespective of the number of workmen employed therein. Every person employed in an establishment for hire or reward including

contract labour, apprentices and part time employees to do any manual, clerical, skilled, unskilled, technical, operational or supervisory work, is covered by the Act. The Act also provides for (a) the provision for payment of compensation to the Workman on account of closure or layoff or retrenchment. (b) the procedure for prior permission of appropriate Government for laying off or retrenching the workers or closing down industrial establishments (c) restriction on unfair labour practices on part of an employer or a trade union or workers.

SEXUAL HARASSMENT AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (SHWPPR Act) provides for protection against sexual harassment at the workplace to women and prevention and redressal of complaints of sexual harassment. The SHWPPR Act defines-Sexual Harassment to include any unwelcome sexually determined behaviour (whether directly or by implication). Workplace under the SHWPPR Act has been defined widely to include government bodies, private and public sector organizations, non-governmental organizations, organizations carrying on commercial, vocational, educational, entertainment, industrial, financial activities, hospitals and nursing homes, educational institutes, sports institutions and stadiums used for training individuals. The SHWPPR Act requires an employer to set up an Internal Complaints Committee at each office or branch, of an organization employing at least 10 employees. The Government in turn is required to set up a Local Complaint Committee at the district level to investigate complaints regarding sexual harassment from establishments where our internal complaints committee has not been constituted.

APPRENTICES ACT, 1961

The Apprentices Act, 1961, as amended (the Apprentices Act) regulates and controls the programme of training of apprentices and matters connected there with. The term Apprentice means a person who is undergoing apprenticeship training in pursuance of a contract of apprenticeship. Apprenticeship Training means a course of training in any industry or establishment undergone in pursuance of a contract of apprenticeship and under prescribed terms and conditions which may be different for different categories of apprentices. Every person engaging as an apprentice is required to enter into a contract of apprenticeship with the employer which is reviewed and registered by the apprenticeship advisor.

EQUAL REMUNERATION ACT, 1976

The Equal Remuneration Act, 1976, as amended (ER Act) provides for the payment of equal remuneration to men and women workers for same or similar nature of work and prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. Under the ER Act, no discrimination is permissible in recruitment and service conditions, except where employment of women is prohibited or restricted by law. It also provides that every employer should maintain such registers and other documents in relation to the workers employed by him/ her in the prescribed manner.

EMPLOYEES DEPOSIT LINKED INSURANCE SCHEME, 1976

The scheme shall be administered by the Central Board constituted under section 5A of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under Section 8A of the act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the close of each month a return in the prescribed form. The register and other records shall be produced by every employer to Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as the employer's contribution and also Central Government's contribution to the insurance fund shall be credited to an account called as "Deposit-Linked Insurance Fund Account."

THE EMPLOYEES' PENSION SCHEME, 1995

Family pension in relation to this act means the regular monthly amount payable to a person belonging to the family of the member of the Family Pension Fund in the event of his death during the period of reckonable service. The scheme shall apply to all the employees who become a member of the EPF or PF of the factories provided that the age of the employee should not be more than 59 years in order to be eligible for membership under this act. Every employee who is member of EPF or PF has an option of the joining scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the entire employee who is member of the fund.

INTER-STATE MIGRANT WORKMEN (REGULATION OF EMPLOYMENT AND CONDITIONS OF SERVICE) ACT, 1979

Inter-State Migrant Workmen Act is an act enacted by the Parliament of India to regulate the employment of inter-state migrant workmen and to provide for their conditions of service. This Act is applicable to every establishment and contractor who has employed five or more inter-state of Pass-Book to every inter-state migrant workmen with full details, payment of displacement allowance equivalent to 50% of monthly wages of Rs. 75/-, whichever is higher, payment of journey allowance including payment

of wage during the period of the journey, suitable residential accommodation, medical facilities and protective clothing, payment of wages, equal pay for equal work irrespective of sex, etc. The main responsibility for the enforcement of the provisions of the Inter-State Migrant Workmen Act lies with the Central Government and the State Governments/Union Territories in the establishments falling in the Central and State sphere, respectively.

INDUSTRIAL EMPLOYMENT STANDING ORDERS ACT, 1946

The Industrial Employment Standing Orders Act, 1946 aims to provide for the fixation of minimum rates of wages, hours of work, holidays with pay and leave with pay in factories, workshops and other establishments or undertakings which employ ten or more workers.

It also provides for the regulation of facilities like medical aid and welfare schemes to be extended by employers to their employees. It was enacted to monitor and regulate the terms and conditions of industrial employment in India. It made provisions for the security of employment and payment of wages by cash or through cheque etc. The Act also provides for machinery for adjudicating disputes regarding violation of such terms and conditions. A Standing Order is a document setting out terms and conditions of employment for workers in an industry.

CHILD LABOUR (PROHIBITION AND REGULATION) ACT, 1986

This statute prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Under this Act the employment of child labour in the building and construction industry is prohibited.

TRADE UNION ACT, 1926 AND TRADE UNION (AMENDMENT) ACT, 2001

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

TAX RELATED LEGISLATIONS

INCOME TAX ACT, 1961

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the provisions of this Act or Rules made under it depending upon its Residential Status and-Type of Income involved. U/s 139(1) every Company is required to file its Income tax return for every Previous Year by 30th September of the Assessment Year. Other compliances like those relating to Tax Deduction at Source, Fringe Benefit Tax, Advance Tax, and Minimum Alternative Tax like are also required to be complied by every Company.

GOODS AND SERVICE TAX (GST)

Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as The Constitution (One Hundred and First Amendment) Act 2017 and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by central on intra-state supply of goods or services and by the States including Union territories with legislature/ Union Territories without legislature respectively. A destination based consumption tax GST would be a dual GST with the central and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made thereunder.

Every person liable to take registration under these Acts shall do so within a period of 30 days from the date on which he becomes liable to registration. The Central/State authority shall issue the registration certificate upon receipt of application. The Certificate shall contain fifteen digit registration numbers known as Goods and Service Tax Identification Number (GSTIN). In case a person has multiple business verticals in multiple locations in a state, a separate application will be made for registration of each and every location. The registered assessee is then required to pay GST as per the rules applicable thereon and file the appropriate returns as applicable thereon. GST has replaced following indirect taxes and duties at the central and state levels.

FDI POLICY

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. As per the provisions of the FTA, the Government:- (i) may make provisions for facilitating and controlling foreign trade; (ii) may prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exemptions; (iii) is authorised to formulate and announce an export and import policy and also amend the same from time to time, by notification in the Official Gazette; (iv) is also authorised to appoint a 'Director General of Foreign Trade' for the purpose of the FTA, including formulation and implementation of the Export-Import (“EXIM”) Policy. The FTA 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 of the FTA. Hence, every entity in India engaged in any activity involving import/export is required to obtain an IEC unless specifically exempted from doing so. Failure to mention IEC number attracts a penalty of not less than ₹10,000 and not more than five times the value of the goods or services or technology in respect of which any contravention is made or is attempted to be made, whichever is made. The IEC shall be valid until it is cancelled by the issuing authority.

FOREIGN TRADE POLICY

The Foreign Trade Policy provides that no export or import can be made by a person without an IEC unless such person is specifically exempted. The policy provides for all exports and imports made shall be governed by the Foreign Trade Policy, unless otherwise specified. FTP provides for handbook of procedures laying down the procedure to be followed by an exporter or importer or by any Licensing/Regional Authority or by any other authority for purposes of implementing provisions of FT (D&R) Act, the Rules and the Orders made there under and provisions of FTP. Under the Foreign Trade (Development and Regulation) Act, 1992, the Central Government is empowered to periodically formulate the Export Import Policy (the —EXIM Policy) and amend it thereafter whenever it deems fit. All exports and imports must be in compliance with the EXIM Policy. The iron and steel industry has been extended various schemes for the promotion of exports of finished goods and imports of inputs. The major schemes available are the Duty Exemption and Remission Scheme and the Export Promotion of Capital Goods (—EPCGI) Scheme. The Duty Exemption Scheme enables duty free imports of inputs required for the production of exports by obtaining an advance license. The Duty Remission Scheme enables post export replenishment/remission of duty on inputs used in the export product. This scheme consists of a Duty Free Import Authorisation Scheme (—DFIA), the Duty Drawback Scheme (—DBKI) and the Duty Entitlement Pass Book (the —DEPB). DFIA enables duty free replenishment of inputs used in manufacture of exports. Under the DEPB Scheme, exporters on the basis of notified entitled rates are granted duty credit, which would entitle them to import goods, except capital goods, without duty.

FOREIGN EXCHANGE MANAGEMENT ACT, 1999 (“FEMA”) AND REGULATIONS FRAMED THEREUNDER.

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

GENERAL STATUTORY LEGISLATIONS

COMPANIES ACT, 2013 (“COMPANIES ACT”)

The Companies Act, 2013, has replaced the Companies Act, 1956 in a phased manner. The Act received the assent of President of India on 29th August 2013. The Companies Act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure related to appointment of Directors. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the Act. Further, Schedule V (read with sections 196 and 197), Part I lays down the conditions to be fulfilled for the appointment of a managing or whole-time director or manager. It provides the list of Acts under which if a person is prosecuted, he cannot be appointed as the director or Managing Director or Manager of a Company. The provisions relating to remuneration of the director’s payable by the companies is under Part II of the said schedule.

COMPETITION ACT, 2002

The Competition Act, 2002 prohibits anti-competitive agreements, abuse of dominant positions by enterprises and regulates combinations in India. The Competition Act also established the Competition Commission of India (the —CCI) as the authority

mandated to implement the Competition Act. The provisions of the Competition Act relating to combinations were notified recently on March 4, 2011 and came into effect on June 1, 2011. Combinations which are Likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act. A combination is defined under Section 5 of the Competition Act as an acquisition, merger or amalgamation of enterprise(s) that meets certain asset or turnover thresholds. There are also different thresholds for those categorized as Individuals and Group. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is Likely to have an appreciable adverse effect on competition in India. Effective June 1, 2011, all combinations have to be notified to the CCI within 30 days of the execution of any agreement or other document for any acquisition of assets, shares, voting rights or control of an enterprise under Section 5(a) and (b) of the Competition Act (including any binding document conveying an agreement or decision to acquire control, shares, voting rights or assets of an enterprise); or the board of directors of a company (or an equivalent authority in case of other entities approving a proposal for a merger or amalgamation under Section 5(c) of the Competition Act. The obligation to notify a combination to the CCI falls upon the acquirer in case of an acquisition, and on all parties to the combination jointly in case of a merger or amalgamation.

INDIAN CONTRACT ACT, 1872

The Contract Act is the legislation which lays down the general principles relating to formation, performance and enforceability of contracts. The rights and duties of parties and the specific terms of agreement are decided by the contracting parties themselves, under the general principles set forth in the Contract Act. The Contract Act also provides for circumstances under which contracts will be considered as 'void' or 'voidable'. The Contract Act contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

SPECIFIC RELIEF ACT, 1963

The Specific Relief Act, 1963 is complimentary to the provisions of the Contract Act and the Transfer of Property Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. Specific performance means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

SALE OF GOODS ACT, 1930

The law relating to the sale of goods is codified in the Sale of Goods Act, 1930. It defines sale and agreement to sell as a contract whereby the seller transfers or agrees to transfer the property in goods to the buyer for a price and provides that there may be a contract of sale between part owner and another and that the contract of sale may be absolute or conditional.

CONSUMER PROTECTION ACT, 2019 (“CONSUMER PROTECTION ACT”) AND RULES MADE THEREUNDER

The Consumer Protection Act was designed and enacted to provide simpler and quicker access to redress consumer grievances. It seeks, amongst other things, to promote and protects the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of “consumer” under the Consumer Protection Act includes persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. It provides for the establishment of consumer disputes redressal forums and commissions for the purposes of redressal of consumer grievances. In addition to awarding compensation and/or passing corrective orders, the forums and commissions under the Consumer Protection Act, in cases of misleading and false advertisements, are empowered to impose imprisonment for a term which may extend to two years and fine which may extend to ten lakhs.

In line with the Consumer Protection Act, the Ministry of Consumer Affairs, Food and Public Distribution, Government of India (“Ministry of Consumer Affairs”) has also notified the Consumer Protection (E-Commerce) Rules, 2020 (“E-Commerce Rules”) on July 23, 2020, which provide a framework to regulate the marketing, sale and purchase of goods and services online. The E-Commerce Rules govern e-commerce entities which own, operate, or manage, a digital or electronic facility or platform for electronic commerce, but does not include a seller offering his goods or services for sale on a marketplace e-commerce entity. The Ministry of Consumer Affairs has also released draft amendments to the E-Commerce Rules for public comments. The aforesaid draft amendments require e-commerce entities to, amongst other things, register themselves with the Department for Promotion of Industry and Internal Trade, and appoint a chief compliance officer, a nodal contact person and a resident grievance officer. Additionally, the draft amendments prohibit e-commerce entities from misleading users by manipulating search results, prohibit flash sales and abuse of dominant position, and mandate e-commerce entities to identify sponsored listings of products and services with clear and prominent disclosures.

BHARTIYA NYAYA SANHITA, 2023

This act supersedes the Indian Penal Code, 1860, this comprehensive legal framework addresses various facets of criminal law, including offenses, penalties, defenses, and procedural guidelines. The Bhartiya Nyaya Sanhita Act largely retains provisions from the Indian Penal Code, 1860, but also introduced new offences including but not limited to cybercrimes, environmental violations, and removed invalidated offences that were earlier there, and enhances penalties for certain offences. Notably, community service replaced the sedition as a form of punishment and terrorism is also explicitly recognizes as an offence. The Bhartiya Nyaya Sanhita Act streamlines legal procedures, ensuring faster trials and emphasizes on witness protection and evidence collection.

BHARTIYA NAGRIK SURAKSHA SANHITA ACT, 2023

This act superseded the Code of Criminal Procedure, 1973, and became the main legislation on procedure for administration of substantive criminal law in India, this act received assent from the president of India on December 25, 2023 and came into effect from July 01, 2024. The Bhartiya Nagrik Suraksha Sanhita Act, introduces specific timelines for investigation and trial, ensures timely FIR registration for complaints submitted through electronic communication, mandates forwarding medical examination reports of rape victims within seven days, and empowers courts to conduct trial in absentia against proclaimed offenders. Additionally, the Act emphasizes prompt judgment pronouncement and requires audio-video recording of search and seizure during investigations. Notably, proceeds of crime can be attached by the court and distributed among victims. The Bhartiya Nagrik Suraksha Sanhita Act aims to expedite proceedings and enhance transparency in the criminal justice system.

BHARTIYA SAKSHYA ADHINIYAM ACT, 2023

This act superseded the Indian Evidence Act, 1872, this act modernizes evidence handling within the Indian legal system, addressing digital evidence and other contemporary issues. This act focuses on procedural aspect of law, governing how rights may be enforced before a court of law. This act introduces changes related to electronic evidence definitions and admissibility procedures. This act received presidential assent on December 25, 2023 and came into effect from July 01, 2024, this act has omitted certain terms which were earlier present in the Indian Evidence Act and the major change was to include electronic evidence as part of the definition of documentary records and also included the possibility of giving oral evidence electronically.

ARBITRATION & CONCILIATION ACT, 1996

The Arbitration and Conciliation Act, 1996 is an act to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation and for matters connected therewith or incidental thereto. It aims at streamlining the process of arbitration and facilitating conciliation in business matters. The Act recognizes the autonomy of parties in the conduct of arbitral proceedings by the arbitral tribunal and abolishes the scope of judicial review of the award and minimizes the supervisory role of Courts. A significant feature of the Act is the appointment of arbitrators by the Chief Justice of India or Chief Justice of High Court. The Chief Justice may either appoint the arbitrator himself or nominate a person or Institution to nominate the arbitrator. The autonomy of the arbitral tribunal has further been strengthened by empowering them to decide on jurisdiction and to consider objections regarding the existence or validity of the arbitration agreement.

NEGOTIABLE INSTRUMENTS ACT, 1881

In India, cheques are governed by the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonour of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two year, or with fine which may extend to twice the amount of the cheque, or with both.

INDIAN STAMP ACT, 1899

Under the Indian Stamp Act, 1899 (the "Stamp Act") stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state. Instruments chargeable to duty under the Stamp Act, which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein and it also provides for impounding of instruments that are not sufficiently stamped or not stamped at all.

THE DIGITAL PERSONAL DATA PROTECTION ACT, 2023 ("DPDP ACT")

The DPDP Act was notified on August 11, 2023 and is yet to come into effect. It replaces the existing data protection provision, as contained in Section 43A of the IT Act. The DPDP Act shall come into force on such date as the Central Government may, by

notification in the Official Gazette, appoint and different dates may be appointed for different provisions of the DPDP Act. The DPDP Act seeks to balance the rights of individuals to protect their digital personal data with the need to process personal data for lawful and other incidental purposes. The DPDP Act provides that personal data may be processed only for a lawful purpose after obtaining the consent of the individual. A notice must be given before seeking consent, except in case of legitimate uses as provided under the DPDP Act. It further imposes certain obligations on data fiduciaries including (i) make reasonable efforts to ensure the accuracy and completeness of data, (ii) build reasonable security safeguards to prevent a data breach, (iii) inform the Data Protection Board of India (the “DPB”) and affected persons in the event of a breach, and (iv) erase personal data as soon as the purpose has been met and retention is not necessary for legal purposes (storage limitation). In case of government entities, storage limitation and the right of the data principal to erasure will not apply. The DPDP Act imposes certain additional obligations on a significant data fiduciary, such as appointment of a data protection officer, appointment of an independent data auditor and undertaking of other measures namely, periodic data protection impact assessment, periodic audit and such other measures as may be prescribed under the DPDP Act. The Central Government will establish the DPB. Key functions of the DPB include: (i) monitoring compliance and imposing penalties, (ii) directing data fiduciaries to take necessary measures in the event of a data breach, and (iii) hearing grievances made by affected persons. The DPB members will be appointed for two years and will be eligible for re-appointment. The Central Government will prescribe details such as the number of members of the DPB and the selection process.

INTELLECTUAL PROPERTY RELATED LEGISLATIONS

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

- i. Trademarks Act, 1999
- ii. Indian Copyright Act, 1957
- iii. The Patents Act, 1970
- iv. Design Act, 2000

TRADE MARKS ACT, 1999 (“TRADE MARKS ACT”)

The Trade Marks Act governs the statutory protection of trademarks and prevention of the use of fraudulent marks in India. It provides for the application and registration of trademarks in India. It also provides for exclusive rights to marks such as brand, label, and heading and to obtain relief in case of infringement for commercial purposes as a trade description. Under the provisions of the Trade Marks Act, an application for trade mark registration may be made with the Controller General of Patents, Designs and Trademarks by any person or persons claiming to be the proprietor of a trade mark, whether individually or as joint applicants, and can be made on the basis of either actual use or intention to use a trade mark in the future. Once granted, a trade mark registration is valid for 10 years unless cancelled, subsequent to which, it can be renewed. If not renewed, the mark lapses and the registration is required to be restored to gain protection under the provisions of the Trade Marks Act. The Trade Marks Act prohibits registration of deceptively similar trademarks and provides penalties for infringement, falsifying or falsely applying for trademarks. Further, pursuant to the notification of the Trade Marks (Amendment) Act, 2010, simultaneous protection of trade mark in India and other countries has been made available to owners of Indian and foreign trade marks. It also seeks to simplify the law relating to the transfer of ownership of trade marks by assignment or transmission and to bring the law in line with international practices.

COPYRIGHT ACT, 1957

Copyright is a right given by the law to creators of literary, dramatic, musical and artistic works and producers of cinematograph films and sound recordings. In fact, it is a bundle of rights including, inter alia, and rights of reproduction, communication to the public, adaptation and translation of the work. There could be slight variations in the composition of the rights depending on the work.

THE PATENTS ACT, 1970 (“PATENTS ACT”)

The Patents Act governs the patent regime in India. India is a signatory to the Trade Related Agreement on Intellectual Property Rights and recognizes both product as well as process patents. The Patents Act provides for, inter alia, the following:

- Patent protection period of 20 years from the date of filing the patent application;
- Recognition of product patents in respect of food, medicine and drugs;
- Import of patented products will not be considered as an infringement; and
- Under certain circumstances, the burden of proof in case of infringement of process patents may be transferred to the alleged infringer.

THE DESIGN ACT, 2000

The Design Act, which came into force in May 2001, along with the rules made thereunder consolidate and amend the law relating to protection of designs. A design refers to the features of shape, configuration, pattern, ornamentation or composition of lines or colours applied to any article, in two or three dimensional or both forms, by an industrial process or means, whether manual, mechanical or chemical, separate or combined which in the finished article appeal to and is judged solely by the eye. In order to

register a design, it must be new or original and must not be disclosed to the public anywhere in India or any other country by publication in tangible form or by use or in any other way prior to the filing date. A design should be significantly distinguishable from known designs or combination of known designs in order for it to be registered. A registered design is valid for a period of 10 years after which the same can be renewed for a second period of five years, before the expiration of the original period of 10 years. After such period, the design is made available to the public by placing it in the public domain.

OTHER LAWS

MUNICIPALITY LAWS

Pursuant to the Seventy Fourth Amendment Act, 1992, the respective State Legislatures in India have the power to endow the Municipalities (as defined under Article 243Q of the Constitution of India) with the power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India which includes regulation of public health. The respective States of India have enacted laws empowering the Municipalities to regulate public health including the issuance of a health trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

POLICE LAWS

The State Legislatures in India are empowered to enact laws in relation to public order and police under Entries 1 and 2 of the State List (List II) to the Constitution of India. Pursuant to the same the respective States of India have enacted laws regulating the same along with prescribing penalties for non-compliance.

HISTORY AND CORPORATE STRUCTURE

Brief history of our Company:

Our Company was originally incorporated as “Adithya Body Builders Private Limited” a private limited company under the Companies Act, 1956 vide Certificate of Incorporation dated August 24, 2006 issued by the Registrar of Companies, Andhra Pradesh with CIN U34201AP2006PTC050969. Subsequently, pursuant to Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting, held on July 29, 2008, the name of our Company was changed from “Adithya Body Builders Private Limited” to “Adithya Automotive Applications Private Limited” vide fresh Certificate of Incorporation Consequent upon Change of Name dated August 21, 2008 issued by the Registrar of the Companies, Andhra Pradesh. Thereafter, the registered office of our Company was shifted from State of Andhra Pradesh to State of Uttar Pradesh and Certificate of Registration of Company Law Board order for Change of State dated July 23, 2010 was issued by Registrar of Companies, Uttar Pradesh and Uttarakhand with CIN U34201UP2006PTC041454. Subsequently, pursuant to Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting, held on April 23, 2024, our Company was converted into a Public Limited Company and consequently the name of our Company was changed from “Adithya Automotive Applications Private Limited” to “Adithya Automotive Applications Limited” vide a fresh certificate of incorporation consequent upon conversion from private company to public company dated July 09, 2024 issued by the Registrar of Companies, Central Processing Centre. Our Company’s Corporate Identity Number is U34201UP2006PLC041454.

Jasper Industries Private Limited and Hazaribagh Mining & Engineers Private Limited were the initial subscribers to the Memorandum of Association of our Company.

For information on our Company’s profile, activities, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major Vendors and suppliers, please refer the sections titled “*Our Business*”, “*Industry Overview*”, “*Our Management*”, “*Financial information of the Company*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 97, 89, 125, 145 and 189 respectively of this Draft Red Herring Prospectus.

Our Locations:

Registered Office & Manufacturing Unit	Vendors Industrial Park, Plot No. T2, Tata Motors Eastern Complex, Chinhat Industrial Area, Lucknow - 226019, Uttar Pradesh, India
Yard	Plot No 1055 & 1063, Village-Goila, Pargana-Mohana, Tehsil Bakshi Ka Talab, Deva Road, Chinhat Industrial Area, Lucknow – 226028, Uttar Pradesh, India

Changes in the Registered Office of the Company since Incorporation:

Except as mentioned below, there has not been any change in our Registered Office since inception till the date of the Draft Red Herring Prospectus.

Effective Date	From	To	Reason for Change
July 10, 2008	15-1-634, Dhaduvai Ramana Mansion III rd Floor, Feelkhana, Hyderabad, Andhra Pradesh – 0500012, India.	Golden Edifice, 1 st Floor, Opp: Visweswarayya Statute, Khairatabad Circle Hyderabad, Andhra Pradesh – 500004, India	For Operational Convenience
July 23, 2010	Golden Edifice, 1 st Floor, Opp: Visweswarayya Statute, Khairatabad Circle Hyderabad, Andhra Pradesh – 500004, India	Vendors Industrial Park, Plot No. T2, Tata Motors Eastern Complex, Chinhat Industrial Area, Lucknow - 226019, Uttar Pradesh, India	For ease of Administrative Convenience (Plant at Uttar Pradesh)

Main Objects of our Company as per the Memorandum of Association:

The main objects of our Company, as set forth in our Memorandum of Association, are as follows:

1. To carry on the business of Coach Builders and Body Builders of all kinds of motor vehicles such as luxury coaches, buses, lorries and trucks, trailers, tankers, garbage dumpers, motor cars, motor vans, tempos and containers and to carry on the business of manufacture of and running and plying of and dealers in vehicles, motor omnibuses, motor trucks, motor lorries and generally of all kinds of omnibuses and vehicles for the transport of goods or persons whether propelled or moved by petrol, electricity, steam, oil, vapour, hydrogen, hybrids or other motives or mechanical power and to deal by petrol, electricity, steam, oil, vapour or other motives or mechanical power.

2. To carry on the business of designing, manufacturing, fabricating, assembling, buying, selling, reselling, exchanging, altering, importing, exporting of coaches, vehicle bodies, trailers, wagons, tanks for all kinds of vehicles such as luxury coaches, buses, lorries and trucks, tippers, trailers, tankers, garbage dumpers, loaders, cranes, forklifts, tractors and bulldozers. To carry on the business of automobile engineers, structural mechanical engineers, sheet metal fabricators, steam structural fabricators, metal workers and electroplaters and to manufacture or deal in all kinds of precision tools, machinery and machine tools or assets whether propelled by means of petrol, diesel, spirit, steam, gas, electricity, atomic, hydrogen, hybrids or other powers and of engines, chassis, bodies, raw materials, semi-finished products, finished products, goods, articles and other things used for in or in connection with the above mentioned things including that of erection, installation, mounting of bodies or chassis and workshop engineers at all places within and outside India.
3. To design, manufacture, purchase, export, import and sell or otherwise deal in all kinds of motor vehicles, automobile parts, accessories, automobile tyres and tubes, rubber belts and to generally deal in all kinds of petroleum products
4. To construct, equip, maintain and work public transport vehicles, motor trucks, motor coaches or other vehicles appropriate for the carriage of passengers or goods and to carry on the business of proprietors and carriers of goods both in public conveyances and private vehicles.

Amendments to the Memorandum of Association:

Except as stated below there has been no change in the Memorandum of Association of our Company since its Incorporation:

Date of Meeting	Type of Meeting	Nature of Amendments
July 29, 2008	EGM	Alteration in Clause V by increase in the authorized share capital of the Company from ₹1.00 Lakhs divided into 10,000 Equity Shares of ₹10/- each to ₹150.00 Lakhs divided into 15,00,000 Equity Shares of ₹10/- each.
July 29, 2008	EGM	Clause I of the Memorandum of Association was amended to reflect change in name from “Adithya Body Builders Private Limited” to “Adithya Automotive Applications Private Limited” and a fresh Certificate of Incorporation Consequent upon Change of Name was issued by the Registrar of Companies, Andhra Pradesh vide letter dated August 21, 2008.
November 20, 2008	EGM	Alteration in Clause V by increase in the authorized share capital of the Company from ₹150.00 Lakhs divided into 15,00,000 Equity Shares of ₹10/- each to ₹700.00 Lakhs divided into 70,00,000 Equity Shares of ₹10/- each.
September 24, 2009	EGM	Alteration in Clause V by increase in the authorized share capital of the Company from ₹700.00 Lakhs divided into 70,00,000 Equity Shares of ₹10/- each to ₹ 1000.00 Lakhs divided into 1,00,00,000 Equity Shares of ₹10/- each.
February 22, 2010	EGM	Alteration in Clause II by shifting the Registered Office of the Company from the State of Andhra Pradesh to the State of Uttar Pradesh.
May 03, 2018	EGM	Adoption of new set of Memorandum of Association as per Companies Act, 2013.
April 23, 2024	EGM	Alteration in Clause V by increase in the authorized share capital of the Company from ₹1,000.00 Lakhs divided into 1,00,00,000 Equity Shares of ₹10/- each to ₹2,000.00 Lakhs divided into 2,00,00,000 Equity Shares of ₹10/- each.
		Conversion of our Company from Private Limited to Public Limited Company. Consequently, name of the Company was changed from “Adithya Automotive Applications Private Limited” to “Adithya Automotive Applications Limited” vide a Fresh Certificate of Incorporation consequent upon conversion of Company to Public Limited dated July 09, 2024 issued by the Registrar of Companies, Central Processing Centre bearing CIN U34201UP2006PLC041454.

Major Key Events, Milestone and Achievements of our Company:

The Table below sets forth some of the major events in the history of our company:

Year/ F.Y.	Key Events / Milestone / Achievements/ Awards/ Recognitions/ Accreditations
2006	Incorporation of the Company.
2009	Company had started organising the activity in a substantially outsourced mode
2010	Registered office of the company shifted from State of Andhra Pradesh to the State of Uttar Pradesh.
2010	Construction of plant completed and commercial operations started in full phased manner
2017	Crossed Revenue of ₹100 crores.
2023	Crossed Revenue of ₹150 crores.
2024	Crossed Revenue of ₹200 crores.
2024	Conversion of the Company from Private Limited to Public Limited Company.

Year/ F.Y.	Key Events / Milestone / Achievements/ Awards/ Recognitions/ Accreditations
2024	Updated ISO 14001:2015 & ISO 45001:2018 Certificate for Manufacture & Dispatch of Tipper Bodies, Load Bodies, Fuel Bowsers and Trailers
2024	Executed Memorandum of Understanding on June 29, 2024 for taking property on Lease in Jaipur for setting up of a new Manufacturing Unit at Jaipur, Rajasthan.

Other details about our Company:

For details of our Company's activities, products, growth, awards & recognitions, capacity, location of stores, technology, marketing strategy, competition and our customers, please refer section titled "**Our Business**", "**Management's Discussion and Analysis of Financial Conditions and Results of Operations**" and "**Basis for Issue Price**" on pages 97, 189 and 82 respectively of this Draft Red Herring Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to sections titled "**Our Management**" and "**Capital Structure**" beginning on page 125 and 61 of the Draft Red Herring Prospectus respectively.

Capital Raising (Debt / Equity):

For details in relation to our capital raising activities through equity, please refer to the chapter titled "**Capital Structure**" beginning on page 61 of the Draft Red Herring Prospectus. For details of our Company's debt facilities, see "**Statement of Financial Indebtedness**" on page 188 of the Draft Red Herring Prospectus.

Changes in activities of our Company during the last five (5) Years:

There has not been any change in the activity of our Company during the last five (5) years preceding the date of this Draft Red Herring Prospectus.

Our Holding Company:

As on the date of the Draft Red Herring Prospectus, Jasper Auto Services Private Limited is our Holding company. For further details please refer to the chapter titled "**Promoter and Promoter Group**" beginning on page 137 of the Draft Red Herring Prospectus.

Our Subsidiaries, Associates, and Joint Ventures

Our Company does not have any Subsidiaries, Associates or Joint Ventures as on the date of this Draft Red Herring Prospectus.

Details regarding Acquisition of Business/Undertakings, Mergers, Amalgamation, Revaluation of Assets etc.

Except as disclosed in this Draft Red Herring Prospectus, our Company has not made any material acquisitions or divestments of any business or undertakings, mergers, amalgamation or revaluation of assets in the last 10 years preceding the date of this Draft Red Herring Prospectus.

Injunction or Restraining Order:

Except as disclosed in the section titled "**Outstanding Litigation and Material Developments**" beginning on page 198 of this Draft Red Herring Prospectus, there are no injunctions/restraining orders that have been passed against the Company.

Number of shareholders of our Company:

Our Company has 12 (Twelve) shareholders as on the date of this Draft Red Herring Prospectus. For further details on the shareholding pattern of our Company, please refer to the chapter titled "**Capital Structure**" beginning on page 61 of the Draft Red Herring Prospectus.

Changes in the Management:

For details of change in Management, please see chapter titled "**Our Management**" on page 125 of the Draft Red Herring Prospectus.

Agreement with key managerial personnel or Directors or Promoters or any other employee of the Company:

There are no agreements entered into by key managerial personnel or Directors or Promoters or any other employee, 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 the Company.

Shareholders Agreements:

There are no subsisting shareholder's agreements among our shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same as on the date of the Draft Red Herring Prospectus.

Collaboration Agreements:

As on date of this Draft Red Herring Prospectus, Our Company is not a party to any collaboration agreements.

Material Agreement:

Except as disclosed below, our Company has not entered into any subsisting material agreements including with strategic partners, joint venture partners and/or financial partners, entered into, other than in the ordinary course of business of the Company.

Our company has entered into a Purchase Agreement on February 11, 2023 with Tata Motors Limited, Tata Motors Limited as the "Buyer", purchases goods from our Company "Supplier".

Strategic or Financial Partners:

Except as disclosed in this Draft Red Herring Prospectus, Our Company does not have any strategic or financial partners as on the date of this Draft Red Herring Prospectus.

Time and Cost Overruns in Setting up Projects:

There has been no time / cost overrun in setting up projects by our Company.

Defaults or Rescheduling of Borrowings with Financial Institutions/Banks:

There have been no defaults or rescheduling of borrowings with any financial institutions/banks as on the date of the Draft Red Herring Prospectus.

Other Agreements:

i. Non-Compete Agreement:

Our Company has not entered into any No- compete Agreement as on the date of filing of this Draft Red Herring Prospectus.

ii. Joint Venture Agreement:

Our Company has not entered into any Joint Venture Agreement as on the date of filing of this Draft Red Herring Prospectus.

OUR MANAGEMENT**Board of Directors:**

The following table sets forth the details regarding the Board of Directors of our Company as on the date of filing of this Draft Red Herring Prospectus:

Name, Designation, Age, Date of Birth, Address, Experience, Occupation, Qualification, Current term, Period of Directorship and DIN	Other directorships
<p>Sumanth Badiga Designation: Chairman & Managing Director Age: 56 years Date of Birth: March 19, 1968 Address: D3, MCH No-8-2-309/1/D3, Trendset Vantage, D Block, Road No-14, Banjara Hills, Khairatabad, Hyderabad - 500034, Telangana, India Experience: 32 Years Occupation: Business Qualification: Master of Business Administration (M.B.A) Current Term: Change in designation as Managing Director of the Company for a period of 3 years, w.e.f. May 01, 2024 Period of Directorship: since 2010 DIN: 00583806</p>	<ul style="list-style-type: none"> • Jasper Auto Services Private Limited • Jasper Industries Private Limited • Badiga Infratech Private Limited
<p>Noshir Italia Homi Designation: Non - Executive Director Age: 78 years Date of Birth: June 13, 1946 Address: 153/1, Sappers Lines, Balamrai, Secunderabad, - 500003, Telangana, India. Experience: 52 years Occupation: Professional Qualification: Chartered Accountant Current Term: Change in Designation as Non – Executive Director of the Company, w.e.f. July 11, 2024. Period of Directorship: since 2009 DIN: 00191611</p>	<ul style="list-style-type: none"> • Jasper Auto Services Private Limited • Jasper Industries Private Limited • Bulk Cement Corporation (India) Limited
<p>Vuppala Satyanarayana Murty Designation: Non-Executive Director Age: 73 years Date of Birth: April 15, 1951 Address: 15-12-16/1(1) Flat – 101, Vani Gardens, Krishna Nagar, Maharanieta, Visakhapatnam (urban) – 530002, Andhra Pradesh, India Experience: 48 years Occupation: Professional Qualification: Chartered Accountant Current Term: Appointed as Non – Executive Director of the Company w.e.f. February 05, 2018 Period of Directorship: since 2018 DIN: 00092348</p>	<ul style="list-style-type: none"> • Tayo Rolls Limited
<p>Ranaveer Sinha Designation: Non-Executive Director Age: 70 years Date of Birth: July 09, 1954 Address: Plot 36-A, Nildih Enclave, Telco Colony, Jamshedpur, Birshanagar, Chotta Gobindpur, Telco, Dist: East Singhbhu – 831004, Jharkhand, India</p>	<ul style="list-style-type: none"> • Ramkrishna Forgings Ltd

<p>Experience: more than 22 years Occupation: Professional Qualification: Bachelor of Engineering Current Term: Appointed as Non – Executive Director of the Company w.e.f. March 12, 2018 Period of Directorship: since 2018 DIN: 00103398</p>	
<p>Palepu Sucharita Rao Designation: Independent Director Age: 58 years Date of Birth: January 22, 1966 Address: Flat No. 1203, Baylaurel, the Botanika, Jayabheri Enclave, Gachibowli, K. V. Rangareddy – 500032, Telengana, India. Experience: More than 32 years Occupation: Professional Qualification: Chartered Accountant Current Term: Appointed as Independent Director for a period of 5 years w.e.f. July 11, 2024 not liable to retire by rotation Period of Directorship: since July 11, 2024 DIN: 07807717</p>	<ul style="list-style-type: none"> • Granules India Limited
<p>Gaurav Lath Designation: Independent Director Age: 38 years Date of Birth: March 28, 1986 Address: 202, Garden View Apartment, 8 Rana Pratap Marg, Hazaratganj, Lucknow – 226001, Uttar Pradesh, India Experience: 18 years Occupation: Business Qualification: Post Graduate Diploma in Business Management (Family Business) Current Term: Appointed as Independent Director for a period of 5 years w.e.f. July 11, 2024 not liable to retire by rotation Period of Directorship: since July 11, 2024 DIN: 00581405</p>	<ul style="list-style-type: none"> • Progota India Private Limited • Concord Lab To Market Innovations Private Limited • Ganga Young CEO Leadership Foundation • T and L Gases Private Limited • Rangetech Systems India Private Limited • Concord Control Systems Limited • Drivetrain Solutions Private Limited • Climbtech India Private Limited • Concord Global Engineers Private Limited • Tankup Engineers Private Limited • Advanced Rail Controls Private Limited

Brief Profile of Directors:

1. **Sumanth Badiga**, is Promoter, Chairman and Managing Director of our Company. He has been on the Board of Directors of the Company since 2010. He holds a Master’s degree in Business Administration from University of Rochester, New York. He has overall work experience of 32 years with more than 14 years in Automobiles and Automotive Applications Industry. He is also Managing Director in the Promoter Company i.e. Jasper Industries Private Limited. He has been instrumental in taking major policy decision of the Company. He is playing vital role in formulating business strategies and effective implementation of the same. He is responsible for the business development, Legal operations & Compliance and overall management of the business of our Company. Under his guidance, our Company has witnessed continuous growth. He drives the organization’s goals and visions with a keen eye on industry trends and business strategies.
2. **Noshir Italia Homi**, is Non - Executive Director of our Company. He has been on the Board of Directors of the Company since 2009. He is a Qualified Member of the Institute of Chartered Accountants of India since Year 1972. He has a work experience of more than 52 years in the field of Accounts, Finance, Human Resource and Administration functions in Cement, Glass and Automobile Industry.
3. **Vuppala Satyanarayana Murty**, is Non – Executive Director on the Board of Director of our Company. He has been on the Board of Directors of the Company since 2018. He is a Qualified Member of the Institute of Chartered Accountants of India since Year 1975. He has a work experience of more than 48 years in the field of Manufacturing Industry. Prior to his association with the company, he has worked with Tata Steel Limited in various Capacities including Chief Financial Controller, Chief Financial Offer & Director of Tata Steel Odisha Limited.

4. **Ranaveer Sinha** is Non - Executive Director on the Board of Director of our Company. He has been on the Board of Directors of the Company since 2018. He holds Bachelor of Engineering from University of Madras, since 1976. He has a work experience of more than 22 years in the field of Construction Equipment and Automotive Industry.
5. **Palepu Sucharita Rao** is the Independent Director of our Company. She is a Qualified Member of the Institute of Chartered Accountants of India. She has a work experience of more than 32 years in the field of Information Technology and Financial Services Industries with cross functional experience spanning Human Resources & Account Management.
6. **Gaurav Lath** is the Independent Director of our Company. He holds Post Graduate Diploma in Business Management from Narsee Monjee Institute of Management Studies, University of Bombay in 2008. He has a work experience of around 18 years in the field of Supply Chain Management, Material & Store, Accounts & finance and Administration & Human Resource.

Confirmations:

As on the date of this Draft Red Herring Prospectus:

- a) None of our Directors is or was a director of any listed company during the last five years preceding the date of this Draft Red Herring Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in such company.
- b) 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 tenure of their directorship in such company.
- c) None of our Directors are categorized as a wilful defaulter or a fraudulent borrower, as defined under Regulation 2(1)(III) of SEBI (ICDR) Regulation 2018 .
- d) None of our Directors are fugitive economic offender as defined under Regulation 2(1)(p) of SEBI (ICDR) Regulation 2018.
- e) None of our Directors have been debarred from accessing capital markets by the Securities and Exchange Board of India. Additionally, none of our directors are or were, associated with any other company which is debarred from accessing the capital market by the Securities and Exchange Board of India.

Arrangements with major Shareholders, Customers, Suppliers or Others:

We have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which any of our Directors were selected as Director or member of the senior management.

Service Contracts:

The Directors of our Company have not entered into any service contracts with our company which provides for benefits upon termination of their employment.

Details of Borrowing Powers of Directors

Pursuant to a special resolution passed at an Extra Ordinary General Meeting of our Company held on July 24, 2019 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company have been authorized to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹ 60 crores (Rupees Sixty Crores Only).

Compensation of our Managing Director

The compensation payable to our Managing Director will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2(54), 188, 196, 197, 198 and 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force).

The following compensation has been approved for Managing Director:

Sumanth Badiga: Managing Director

Pursuant to the resolutions passed by our Board and our Shareholders on April 23, 2024 and April 23, 2024 respectively, Sumanth Badiga was designated as Managing Director for a period of three years with effect from May 01, 2024 at a remuneration of Rs. 4,75,000/- per month, which includes, basic salary, dearness allowance, perquisites and other allowances or any other combination thereof.

Payments or benefits to Directors:

Except mentioned below, no other current directors have received remuneration during the Fiscal year 2024:

Name of Directors	Amount (Rs. in lakhs)
Sumanth Badiga	60.18
Noshir Italia Homi	21.28
Vuppala Satyanarayana Murty	3.16
Ranaveer Sinha	3.28

Bonus or Profit-Sharing plan for our Directors:

We have no bonus or profit sharing plan for our Directors.

Sitting Fees:

Pursuant to the provision of section 197(5) of the Companies Act, 2013 read with the rule 4 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the remuneration payable in terms of sitting fees to the Directors (including Independent Directors) of the Company, such sum as may be decided by the Board of Directors which shall not exceed ₹1,00,000/- (Rupees One Lakh Only) per meeting of the Board or Committee thereof.

Shareholding of our Directors as on the date of this Draft Red Herring Prospectus: -

Sr. No.	Name of the Directors	No. of Shares held	Holding in %
1.	Sumanth Badiga	7,35,000	7.00
2.	Vuppala Satyanarayana Murty	10,000	0.10
	Total	7,45,000	7.10

None of the Independent Directors of the Company holds any Equity Shares of Company as on the date of this Draft Red Herring Prospectus.

We do not have Subsidiary Company as defined under Section 2(87) of the Companies Act, 2013.

Our Articles of Association do not require our Directors to hold any qualification Equity Shares in the Company.

INTEREST OF DIRECTORS

All the Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses payable to them under the Articles, and to the extent of remuneration paid to them for services rendered as an officer or employee of the Company. For further details, please refer to Chapter titled **“Our Management”** beginning on page 125 of this Draft Red Herring Prospectus.

Our Directors may also be regarded as interested to the extent of their shareholding and dividend payable thereon, if any, and to the extent of Equity Shares, if any held by them in our Company or held by their relatives. Further our Directors are also interested to the extent of unsecured loans, if any, given by them to our Company or by their relatives or by the companies/ firms in which they are interested as directors/Members/Partners. Further our Directors are also interested to the extent of loans, if any, taken by them or their relatives or taken by the companies/ firms in which they are interested as Directors/Members/Partners and for the details of Personal Guarantee given by the Directors towards Financial facilities of our Company please refer to **“Statement of Financial Indebtedness”** on page 188 of this Draft Red Herring Prospectus.

Except as stated otherwise in this Draft Red Herring Prospectus, our Company has not entered into any Contract, Agreements or Arrangements during the preceding two years from the date of this Draft Red Herring Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be entered into with them.

Except as stated in this section **“Our Management”** or the section titled **“Financial information of the Company –Note – 29 -**

Related Party Disclosure" beginning on page 125 and 177 respectively of this Draft Red Herring Prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in our business.

Interest in the property of Our Company:

Our Directors do not have any interest in any property acquired/rented by our Company in a period of two years before filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on date of this Draft Red Herring Prospectus.

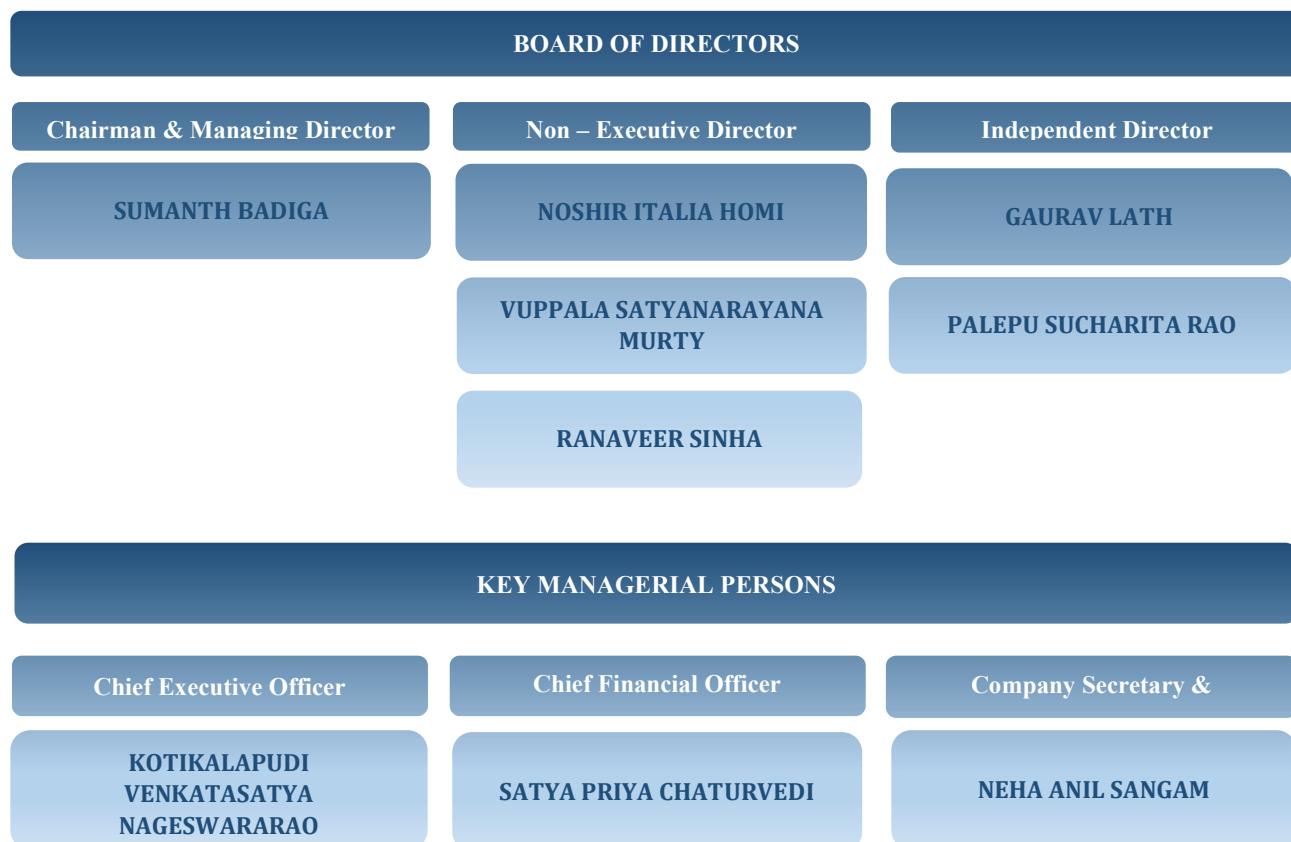
Changes in Board of Directors in last 3 Years

Except as mentioned hereunder, There is no change in Board of Directors of the Company in last 3 years :-

Sr. No.	Name of the Directors	Date of Appointment / Re- appointment/ Change in designation/ Cessation	Reasons for Change
1.	Dhaduvai Venkatram	Resignation w.e.f. March 24, 2021 due to resignation	Due to other commitments
2.	Sumanth Badiga	Change in designation as Managing Director w.e.f. May 01, 2024 & Chairman w.e.f. July 11, 2024	To ensure better Corporate Governance and compliance with the Companies Act, 2013
3.	Noshir Italia Homi	Change in designation as Non – Executive Director w.e.f. July 11, 2024	
4.	Palepu Sucharita Rao	Appointed as Additional Independent Director w.e.f. July 11, 2024 and regularized as Independent Director in the EGM dated July 12, 2024	
5.	Gaurav Lath	Appointed as Additional Independent Director w.e.f. July 11, 2024 and regularized as Independent Director in the EGM dated July 12, 2024	

MANAGEMENT ORGANISATION STRUCTURE

The following chart depicts our Management Organization Structure: -



COMPLIANCE WITH CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act, 2013, provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and SEBI (ICDR) Regulations, 2018 in respect of corporate governance will be applicable to our Company immediately upon the listing of our Company's Equity Shares on Stock Exchanges. We are in compliance with the requirements of corporate governance with respect to composition of Board and constitution of the committees of the Board, including the Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee, by our Company and formulation and adoption of policies, as prescribed under the SEBI Listing Regulations. Our Board undertakes to take all necessary steps to continue to comply with all the requirements of Listing Regulations and the Companies Act, 2013.

Our Board has been constituted in compliance with the Companies Act, the SEBI (LODR) Regulations. The Board of Directors function either as a full board or through various committees constituted to oversee specific operational areas.

Our Board of Directors consist of Six (6) Directors of which two (2) are Independent Directors, and we have one women directors on the Board. 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.

Committees of the Board:

The Board of Directors functions either as a full board or through various committees constituted to oversee specific operational areas. In addition to the Committees detailed below, our Board of Directors may, from time to time constitute Committees for various functions.

Details of the Committees as on the date of this Draft Red Herring Prospectus are set forth below

1. Audit Committee

Our Company at its Board Meeting held on July 11, 2024 has re-constituted an Audit Committee ("Audit Committee") in compliance with the provisions of the Section 177 of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) rules, 2014 and Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The constituted Audit Committee comprises following members:

Name of the Directors	Status in Committee	Nature of Directorship
Gaurav Lath	Chairman	Independent Director
Palepu Sucharita Rao	Member	Independent Director
Noshir Italia Homi	Member	Non – Executive Director

The Company Secretary of the Company shall act as a Secretary to the Audit Committee. The scope and function of the Audit Committee and its terms of reference shall include the following:

A. Tenure:

The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

B. Meetings of the Committee:

The committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher. The Chairman of the Audit Committee shall attend the Annual General Meeting of the Company to furnish clarifications to the shareholders on any matter relating to accounts.

C. Role and Powers:

The Role of Audit Committee together with its powers as per Part C of Schedule II of SEBI Listing Regulation, 2015 and Companies Act, 2013 shall be as under:

The Audit Committee shall have powers, including the following:

- a) to investigate any activity within its terms of reference;
- b) to seek information from any employee;
- c) to obtain outside legal or other professional advice;

- d) to secure attendance of outsiders with relevant expertise, if it considers necessary as may be prescribed under the Companies Act, 2013 (together with the rules thereunder) and SEBI Listing Regulations; and
- e) To have full access to information contained in records of Company.

The role of the Audit Committee shall include the following:

- 1) oversight the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
- 2) Recommending to the Board for the appointment, re-appointment, replacement, remuneration and terms of appointment of the statutory auditors of the Company;
- 3) Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
- 4) Approving payments to the statutory auditors for any other services rendered by the statutory auditors;
- 5) 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;
 - 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. Qualifications and modified opinions in the draft audit report.
- 6) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
- 7) Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed initial public offer by the Company;
- 8) Approval or any subsequent modifications 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 such conditions as may be prescribed;
- 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) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
- 13) Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
- 14) 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;
- 15) Discussing with internal auditors on any significant findings and follow up thereon;
- 16) 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;
- 17) Discussing 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;
- 18) Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- 19) Reviewing the functioning of the whistle blower mechanism;
- 20) Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;
- 21) Reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding ₹1,000 million or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
- 22) Considering and commenting on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
- 23) Such roles as may be delegated by the Board and/or prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law; and
- 24) Carrying out any other functions as is mentioned in the terms of reference of the audit committee or containing into SEBI (LODR) Regulations 2015.

Further, the Audit Committee shall mandatorily review the following information:

- 1) Management discussion and analysis of financial condition and results of operations;
- 2) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- 3) Management letters / letters of internal control weaknesses issued by the statutory auditors;

- 4) Internal audit reports relating to internal control weaknesses;
- 5) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
- 6) Statement of deviations:
 - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI ICDR Regulations;
 - b. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI ICDR Regulations.

2. Nomination and Remuneration Committee

Our Company at its Board Meeting held on July 11, 2024 has re-constituted the Nomination and Remuneration Committee in compliance with the provisions of Section 178, Schedule V and all other applicable provisions of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Power) Rules, 2014 and Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The constituted Nomination and Remuneration Committee comprises following members:

Name of the Directors	Status in Committee	Nature of Directorship
Palepu Sucharita Rao	Chairman	Independent Director
Gaurav Lath	Member	Independent Director
Ranaveer Sinha	Member	Non-Executive Director

The scope and function of the Committee and its terms of reference shall include the following:

A. Tenure:

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

B. Meetings:

The committee shall meet as and when the need arises, subject to at least one meeting in a year. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance. The Chairperson of the nomination and remuneration committee may be present at the annual general meeting, to answer the shareholders' queries; however, it shall be up to the chairperson to decide who shall answer the queries.

C. Scope and terms of reference:

The terms of reference of the Nomination and Remuneration Committee as per Regulation 19 and Part D of Schedule II of SEBI Listing Regulations and Companies Act, 2013 shall be as under:

- 1) Formulating 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;
- 2) For the appointment of an independent director, the committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the board of directors of the Company for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of 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 the performance of independent directors and the Board;
- 4) Devising a policy on diversity of our Board;
- 5) Identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director's performance;
- 6) Determining 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) Recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of our Company;
- 8) Recommending remuneration to non-executive directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;
- 9) Recommending to the Board, all remuneration, in whatever form, payable to senior management;
- 10) Performing such functions as are required to be performed by the compensation committee under the SEBI (Share Based

- Employee Benefits and Sweat Equity) Regulations, 2021, as amended;
- 11) Engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;
 - 12) Analyzing, monitoring and reviewing various human resource and compensation matters;
 - 13) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
 - 14) Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
 - a. The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended; or
 - b. The SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended; and
 - 15) Performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, Companies Act, each as amended or other applicable law.

3. Stakeholders Relationship Committee

Our Company at its Board Meeting held on July 11, 2024 has approved the re-constitution of the Stakeholders Relationship Committee in compliance with the provisions of the Section 178(5) and all other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder and Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The constituted Stakeholders Relationship Committee comprises the following:

Name of the Directors	Status in Committee	Nature of Directorship
Vuppala Satyanarayana Murty	Chairman	Non – Executive Director
Gaurav Lath	Member	Independent Director
Sumanth Badiga	Member	Managing Director

The scope and function of the Stakeholder Relationship Committee and its terms of reference shall include the following:

A. Tenure:

The Stakeholder Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholder Relationship Committee as approved by the Board.

B. Meetings:

The Stakeholder Relationship Committee shall meet at least once in a year, and shall report to the Board on a quarterly basis regarding the status of re-dressal of the complaints received from the shareholders of the Company. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. The Chairperson of the Stakeholders Relationship Committee shall be present at the annual general meetings to answer queries of the security holders.

C. Scope and terms of reference:

The terms of reference of the Stakeholders Relationship Committee as per Regulation 20 and Part D of Schedule II of SEBI Listing Regulations, 2015 and Companies Act, 2013 shall be as under:

- 1) Consider and resolve grievances of security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
- 2) Review of measures taken for effective exercise of voting rights by shareholders;
- 3) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;
- 4) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
- 5) Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
- 6) To approve, register, refuse to register transfer or transmission of shares and other securities;
- 7) To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
- 8) To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;
- 9) To dematerialize or rematerialize the issued shares;
- 10) Ensure proper and timely attendance and redressal of investor queries and grievances;
- 11) Carrying out any other functions contained in the Companies Act, 2013 and/or equity listing agreements (if applicable), as and when amended from time to time; and

- 12) To perform such functions as may be delegated by the Board and to further delegate all or any of its power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).
- 13) Such terms of reference as may be prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law

4. Corporate Social Responsibility Committee

Our company has pursuant to the provisions of Section 135 of the Companies Act 2013 and Schedule VII re-constituted a Corporate Social Responsibility Committee of the Board of Directors vide Resolution dated July 11, 2024. The Corporate Social Responsibility Committee comprises the following:

Name of the Directors	Status in Committee	Nature of Directorship
Vuppala Satyanarayana Murty	Chairman	Non – Executive Director
Palepu Sucharita Rao	Member	Independent Director
Sumanth Badiga	Member	Managing Director

The terms of reference of the CSR Committee include the following:

1. formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company in areas or subject, specified in Schedule VII of the Act;
2. formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy, which shall include the following, namely:
 - a) the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
 - b) the manner of execution of such projects or programmes as specified in sub-rule (1) of rule 4;
 - c) the modalities of utilisation of funds and implementation schedules for the projects or programmes;
 - d) monitoring and reporting mechanism for the projects or programmes; and
 - e) details of need and impact assessment, if any, for the projects undertaken by the company;
3. recommend the amount of expenditure to be incurred on the CSR activities; and
4. To Monitor the Corporate Social Responsibility policy of the Company from time to time;
5. To disclose the contents of such a policy in its report and to place it on the company's website;
6. Review and recommend to the Board the Business Responsibility Report and the Annual Report on CSR activities which is required to be included in the Boards' Report of the Company
7. Discharge such duties and functions as indicated in the section 135 of the Companies Act, 2013 and Rules made thereunder from time to time and such other functions as may be delegated to the Committee by the Board from time to time.
8. Take all necessary actions as may be necessary or desirable and also to settle any question or difficulty or doubts that may arise with regards to Corporate Social Responsibility activities/Policy of the Company.

KEY MANAGERIAL PERSONNEL

Our Company is supported by a team of professionals having exposure to various operational aspects of our business. A brief detail about the Key Managerial Personnel of our Company is provided below:

Name, Designation, Educational Qualification & Term of office	Age (Years)	Year of joining	Compensation paid for F.Y. ended 2023-24 (in Rs. Lakh)	Overall experience (in years)	Previous employment
Sumanth Badiga Designation: Managing Director Educational Qualification: Master of Business Administration Term of office: 3 years w.e.f. May 01, 2024	56	2010	60.18	32	-
Kotikalapudi Venkatasatya Nageswararao Designation: Chief Executive Officer Educational Qualification: Chartered Engineer	49	2022	48.90	29	Motor & General Sales Private Limited
Satya Priya Chaturvedi Designation: Chief Financial Officer Educational Qualification: Chartered Accountant	46	2024	NA	18	INFRES Methodex Private Limited

Neha Anil Sangam Designation: Company Secretary and Compliance Officer Educational Qualification - Company Secretary	30	2024	NA	7	Megha Engineering and Infrastructures Limited
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BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL

Sumanth Badiga - Please refer to section “*Brief Profile of our Directors*” beginning on page 125 of this Draft Red Herring Prospectus for details.

Kotikalapudi Venkatasatya Nageswararao is the Chief Executive Officer of our Company. He has completed his Chartered Engineering from Institute of Mechanical Engineers in 2000 He has a work experience of more than 29 years in the field of Construction Equipment & Automotive Applications Industry. He is responsible for handling the operational activities of the company including business development, Sales & Marketing, general operations, customer relations management of the Company.

Satya Priya Chaturvedi is the Chief Financial Officer of our Company. He is a Qualified Chartered Accountant and a Fellow member of Institute of Chartered Accountants of India. He has a work experience of 18 years in the field of Service and Manufacturing Industry. He is responsible for handling the overall accounts and financial activities of the company.

Neha Anil Sangam is the Company Secretary and Compliance Officer of our Company. She is a qualified Company Secretary and an associate member of the Institute of Company Secretaries of India and she has been appointed as Company Secretary and Compliance Officer in our Company w.e.f. May 27, 2024. She has experience of 7 years of experience in the field of secretarial and corporate law compliances. She is responsible for undertaking various functions in our Company including corporate governance and secretarial matters and ensuring conformity with the regulatory provisions applicable to our company.

We confirm that:

- All the persons named as our Key Managerial Personnel above are the permanent employees of our Company.
- There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the above mentioned Key Managerial Personnel have been recruited.
- None of our KMPs except Sumanth Badiga are also part of the Board of Directors.
- In respect of all above mentioned Key Managerial Personnel there has been no contingent or deferred compensation accrued for the period year ended March 31, 2024.
- Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements or service contracts (including retirement and termination benefits) with the issuer.
- Our Company does not have any bonus/profit sharing plan for any of the Key Managerial Personnel.
- None of the Key Managerial Personnel hold any shares of our Company as on the date of filing of this Draft Red Herring Prospectus except as under.

Sr. No.	Name of the KMPs	No of shares held
1.	Sumanth Badiga	7,35,000
2.	Kotikalapudi Venkatasatya Nageswararao	10,000
	Total	7,45,000

- Presently, we do not have Employee Stock Option Plan (ESOP)/ Employee Stock Purchase Scheme (ESPS) for our employees.

Nature of any family relationship between our Directors and Key Managerial Personnel (KMP)

None of our Key Management Personnel or Directors are related to each other, within the meaning of section 2(77) of the Companies Act, 2013

Payment of benefits to officers of Our Company (non-salary related)

Except as disclosed in this Draft Red Herring Prospectus and any statutory payments made by our Company to its officers, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees including amounts towards super-annuation, ex-gratia/rewards.

Except statutory benefits upon termination of employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer’s employment in our Company or superannuation. Contributions are made by our Company towards the Provident fund, Gratuity fund and Employee State Insurance

Changes in the Key Managerial Personnel in last three years:

There have been no changes in the Key Managerial Personnel of our Company during the last 3 (three) year except as stated below:

Sr. No.	Name of Directors/ KMP's	Designation and period	Appointment/ Cessation/Re-designation	Reasons
1.	Sameer Gupta	Appointed as Manager w.e.f. June 14, 2021	Appointment	To ensure better Corporate Governance
2.	Rajeev Khatri	Ceased to be Manager w.e.f. June 17, 2021	Cessation	Due to personal reasons
3.	Sushma Ammanabolu	Ceased to be Company Secretary w.e.f. December 14, 2021	Cessation	Due to health issues
4.	Sonali Chandra	Appointed as Company Secretary w.e.f. March 01, 2022	Appointment	To ensure better Corporate Governance
5.	Kotikalapudi Venkatasatya Nageswararao	Appointed as Chief Executive Officer w.e.f. September 28, 2022	Appointment	To ensure better Corporate Governance
6.	Sameer Gupta	Ceased to be Manager w.e.f. December 31, 2022	Cessation	Due to personal reasons
7.	Subhash Chandra Pandey	Ceased to be Chief Financial Officer w.e.f. January 06, 2024	Cessation	Due to personal reasons
8.	Satya Priya Chaturvedi	Appointed as Chief Financial Officer w.e.f. April 01, 2024	Appointment	To ensure better Corporate Governance
9.	Sumanth Badiga	Change in designation as Managing Director w.e.f. May 01, 2024	Change in designation	To ensure better Corporate Governance
10.	Sonali Chandra	Ceased to be Company Secretary & Compliance Officer w.e.f. May 16, 2024	Cessation	Due to personal reasons
11.	Neha Anil Sangam	Appointed as Company Secretary & Compliance Officer w.e.f. May 27, 2024	Appointment	To ensure better Corporate Governance

Interest of our Key Managerial Personnel

Apart to the extent of remuneration allowed and reimbursement of expenses incurred by them for or on behalf of the Company, none of our Key Managerial Personal is interested in our Company. For details, please refer section titled "**Financial information of the Company – Note - 29 - Related Party Disclosures**" beginning on page 177 of this Draft Red Herring Prospectus.

Interest in the property of our Company

Our KMPs do not have any interest in any property acquired by our Company in a period of two years before the filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on the date of filing the Red Herring Prospectus with RoC.

Details of the Service Contracts of the Key Managerial Personnel

Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

Loans given/availed by Directors / Key Managerial Personnel of our Company

For details of unsecured loan taken from or given to our Directors/KMPs and for details of transaction entered by them in the past please refer to "**Note - 29 – Related Party Disclosure**" page 177 of this Draft Red Herring Prospectus.

Employee Stock Option Plan ('ESOP')/ Employee Stock Purchase Scheme ('ESPS Scheme') to Employees

Presently, we do not have any ESOP/ESPS Scheme for our employees.

OUR PROMOTERS & PROMOTER GROUP


OUR PROMOTERS:

The Promoters of our Company are Sumanth Badiga, Jasper Auto Services Private Limited, Jasper Industries Private Limited and Bhaskar Transport Private Limited.

As on date of this Draft Red Herring Prospectus, our Promoters, in aggregate, hold 1,03,58,900 Equity shares of our Company, representing 98.66% of the pre-issue paid-up Equity Share capital of our Company. For details of the build-up of the Promoters shareholding in our Company, see “*Capital Structure – History of the Equity Share Capital held by our Promoters*” on pages 61 of this Draft Red Herring Prospectus.

Details of our Promoters:

A. Individual Promoter:

	<p>Sumanth Badiga – Chairman & Managing Director</p>
	<p>Sumanth Badiga, aged 56 years, is one of the Promoters and is also the Chairman & Managing Director of the Company. For Complete profile of Sumanth Badiga, i.e., his date of birth, residential address, educational qualifications, experience in business or employment, business and financial activities, special achievements, positions/posts held in the past and other directorships, see “<i>Our Management</i>” beginning on page 61 of this Draft Red Herring Prospectus.</p> <p>His permanent account number is AHQP8508F.</p>

B. Corporate Promoters:

1. Jasper Auto Services Private Limited (“JASPL”):

Corporate Information

Jasper Auto Services Private Limited was originally incorporated as ‘B. Seshagiri Rao Transport Contractors Private Limited’ as a Private Limited Company on March 31, 1987, Limited by Shares, under the Companies Act, 1956 and a Certificate of Incorporation was issued by Registrar of Companies, Andhra Pradesh at Hyderabad. Thereafter, its name was changed from ‘B. Seshagiri Rao Transport Contractors Private Limited’ to “Jasper Auto Services Private Limited” and a fresh certificate of incorporation consequent upon change of name was issued by Registrar of Companies, Andhra Pradesh at Hyderabad on July 07, 2010. Corporate Identity Number of JASPL is U63011AP1982PTC003450. There has been no change in the activities of JASPL since its incorporation.

Brief Description of Business	The Company is engaged in the business of Transportation and Commercial Real Estate Activities.
PAN	AACCB0196P
Registered Office	D.No 54-15-5, NH-5, Srinivasa Nagar Bank Colony, Srikakulam, Vijayawada – 520008, Andhra Pradesh, India.

Promoters

The promoters of Jasper Auto Services Private Limited are Ramakrishna Badiga, Premalatha Badiga, Jayalakshmi Badiga, Sridevi Badiga, Parvathi Badiga, Sumanth Badiga. As on the date of this Draft Red Herring Prospectus, Jasper Auto Services Private Limited holds 74,49,750 Equity shares, representing 70.95% of the pre-issued, subscribed, and paid-up equity share capital of our Company.

Board of Directors

As on date of this Draft Red Herring Prospectus, the board of directors of JASPL comprises of:

Sr. No.	Name of Director	Designation	DIN
1	Sumanth Badiga	Director	00583806
2	Padmanabhan Nagarajan	Director	00110344
3	Noshir Italia Homi	Director	00191611
4	Suryanarayana Murthy Metlapalli	Director	03490981

Change in control

There has been no change in the control of JASPL in the last three (3) years immediately preceding the filing of this Draft Red Herring Prospectus.

Shareholding Pattern

The Shareholding pattern of JASPL as on the date of this Draft Red Herring Prospectus is as follows:

a) Equity Shares

Sr. No.	Name of Shareholder	Number of Equity Shares of face value of ₹ 500 each held	Percentage of issued and paid up equity share capital (%)
1	Ramakrishna Badiga	1,85,902	27.03
2	Premalatha Badiga	1,77,520	25.81
3	Jayalakshmi Badiga	92,586	13.46
4	Sridevi Badiga	89,772	13.05
5	Parvathi Badiga	78,172	11.37
6	Sumanth Badiga	63,812	9.28
	Total	6,87,764	100.00

b) 0.1% Non-Convertible, Non-Cumulative Redeemable Preference Shares:

Sr. No.	Name of Shareholder	Number of Equity Shares of face value of ₹ 10 each held	Percentage of issued and paid up equity share capital (%)
1	Jasper Industries Private Limited	2,06,16,648	90.39
2	Galaxy Infra Services Private Limited	11,05,000	4.84
3	Bhasker Transport Private Limited	7,87,350	3.45
4	Blue Ridge Infrastructure Private Limited	3,01,150	1.32
	Total	2,28,10,148	100.00

2. Jasper Industries Private Limited (“JIPL”):**Corporate Information**

Jasper Industries Private Limited was originally incorporated as ‘B. Seshagiri Rao & Sons Industries Private Limited’ as a Private Company on November 30, 1987 Limited by Shares, under the Companies Act, 1956 and a Certificate of Incorporation was issued by Registrar of Companies, Andhra Pradesh at Hyderabad. Thereafter the Company became a public limited company under Section 43A (1A) of the Companies Act, 1956 with effect from July 1, 1991 and the word ‘Private’ was deleted and the certificate of incorporation of our Company was endorsed by the Registrar of Companies, Andhra Pradesh at Hyderabad. Thereafter its name was changed from “B. Seshagiri Rao & Sons Industries Limited” to “Jasper Industries Limited” and a fresh certificate of incorporation consequent on change of name was issued by Registrar of Companies, Andhra Pradesh at Hyderabad on March 26, 1998. Thereafter Company again became a private limited company under Section 43A (2A) of the Companies Act, 1956 on January 03, 2002 and the fresh certificate of incorporation consequent on change of name was endorsed by Registrar of Companies, Andhra Pradesh at Hyderabad. Corporate Identity Number of JIPL is U50300TG1987PTC008010. There has been no change in the activities of JIPL since its incorporation.

Brief Description of Business	The company is engaged in the business of dealing in Commercial and Passenger Vehicle Categories.
PAN	AAACJ5760H
Registered Office	Suite No.202, 2 nd Floor, Trendset Towers, 8-2-269/10, Road No.2, Banjara Hills, Hyderabad, Telangana, India, 500034

Promoters

The promoters of Jasper Industries Private Limited are Ramakrishna Badiga, Premalatha Badiga, Jayalakshmi Badiga, Sridevi Badiga, Parvathi Badiga and Sumanth Badiga. As on the date of this Draft Red Herring Prospectus, Jasper Industries Private Limited holds 11,70,750 Equity shares, representing 11.15% of the pre-issued, subscribed, and paid-up equity share capital of our Company.

Board of Directors

As on date of this Draft Red Herring Prospectus, the Board of Directors of JIPL comprises of:

Sr. No.	Name of Director	Designation	DIN
1.	Sumanth Badiga	Managing Director	00583806
2.	Venkata Satyanarayana Rao Pentapati	Whole Time Director	01608982
3.	Haren Satya Srikar Pentapati	Whole Time Director	07521541
4.	Noshir Italia Homi	Director	00191611
5.	Padmanabhan Nagarajan	Director	00110344
6.	Rajarathnam Suresh Kumar	Director	07536612
7.	Seethapathi Vaidyanathan	Additional Director	09592566
8.	Suryanarayana Murthy Metlapalli	Additional Director	03490981

Change in control

There has been no change in the control of JIPL in the last three (3) years immediately preceding the filing of this Draft Red Herring Prospectus.

Shareholding Pattern

The Shareholding pattern of JIPL as on the date of this Draft Red Herring Prospectus is as follows:

Equity Shares

Sr. No.	Name of Shareholder	Number of Equity Shares of face value of ₹ 10 each held	Percentage of issued and paid up equity share capital (%)
1	Ramakrishna Badiga	58,86,363	44.34
2	Premalatha Badiga	38,77,272	29.21
3	Jayalakshmi Badiga	9,80,000	7.38
4	Parvathi Badiga	9,80,000	7.38
5	Sridevi Badiga	9,80,000	7.38
6	Jasper Group Employee Welfare Trust	3,30,000	2.49
7	Sumanth Badiga	2,41,365	1.82
	Total	1,32,75,000	100.00

3. Bhaskar Transport Private Limited (“BTPL”):**Corporate Information**

Bhaskar Transport Private Limited was originally incorporated as ‘Krishna Transport Private Limited’ as a Private Company on December 04, 1987, Limited by Shares, under the Companies Act, 1956 and a Certificate of Incorporation was issued by Registrar of Companies, Andhra Pradesh at Hyderabad. Thereafter, its name was changed from ‘Krishna Transport Private Limited’ to ‘Bhaskar Transport Private Limited’ and a fresh certificate of incorporation consequent on change of name was issued by Registrar of Companies, Andhra Pradesh at Hyderabad on September 03, 2002. Corporate Identity Number of BTPL is U63011TG1987PTC008028. There has been no change in the activities of BTPL since its incorporation.

Brief Description of Business	BTPL is engaged in the business of transportation of goods, animals or passengers from place to place in any manner whatsoever and to carry on all or any of the following businesses, i.e. general carriers, transporters, railway and forwarding agents, warehousemen, store-keepers, bonded carmen, and common carmen, and any other business, manufacture or trade which can be conveniently be carried on in connection with the above.
PAN	AACCB0423F
Registered Office	Suite No.202, 2 nd Floor, Trendset Towers, 8-2-269/10, Road No.2, Banjara Hills, Hyderabad, Hyderabad – 500034, Telangana, India.

Promoters

The promoters of Bhaskar Transport Private Limited are Ramakrishna Badiga, Premalatha Badiga, Jayalakshmi Badiga, Sridevi Badiga and Parvathi Badiga. As on the date of this Draft Red Herring Prospectus, Bhaskar Transport Private Limited holds 10,03,400 Equity shares, representing 9.56% of the pre-issued, subscribed, and paid-up equity share capital of our Company.

Board of Directors

As on date of this Draft Red Herring Prospectus, the board of directors of BTPL comprises of:

Sr. No.	Name of Directors	Designation	DIN
1	Bade Veera Venkata Satya Vara Prasad	Director	00186731
2	Rajarithnam Suresh Kumar	Director	07536612
3	Suryanarayana Murthy Metlapalli	Director	03490981

Change in control

There has been no change in the control of Bhaskar Transport Private Limited in the last three (3) years immediately preceding the filing of this Draft Red Herring Prospectus.

Shareholding Pattern

The Shareholding pattern of Bhaskar Transport Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

Equity Shares

Sr. No.	Name of Shareholder	Number of Equity Shares of face value of ₹ 1000 each held	Percentage of issued and paid up equity share capital (%)
1	Ramakrishna Badiga	62	26.16
2	Premalatha Badiga	57	24.05
3	Jayalakshmi Badiga	29	12.24
4	Parvathi Badiga	44	18.57
5	Sridevi Badiga	45	18.99
	Total	237	100.00

Confirmations/Declarations:

In relation to our Individual Promoter Sumanth Badiga, our Company confirms that the PAN, Bank Account Numbers, Passport Number, Aadhaar Card Number and Driving License number shall be submitted to stock exchange at the time of filing of this Draft Red Herring Prospectus.

In relation to our Corporate Promoters Jasper Industries Private Limited, Bhaskar Transport Private Limited and Jasper Auto Services Private Limited, our Company confirms that the PAN, Bank Account Numbers, Corporate Registration Number, Address of the registrar of companies where our Corporate Promoters are Registered shall be submitted to stock exchange at the time of filing of this Draft Red Herring Prospectus.

Undertaking/ Confirmations:

None of our Promoters or Promoter Group or Group Companies or person in control of our Company has been:

- prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority or

- refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.
- No material regulatory or disciplinary action is taken by any by a stock exchange or regulatory authority in the past one year in respect of our Promoters, Group Companies and Company promoted by the Promoters of our company.
- There are no defaults in respect of payment of interest and principal to the debenture / bond / fixed deposit holders, banks, FIs by our Company, our Promoters, Group Companies and Company promoted by the Promoters during the past three years.
- Our Company or any of our Promoters or Group Companies or Directors are not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.
- The litigation record, the nature of litigation, and status of litigation of our Company, Promoters, Group Companies and Company promoted by the Promoters is disclosed in chapter titled "**Outstanding Litigations and Material Developments**" beginning on page 198 of this Draft Red Herring Prospectus.
- None of our Promoters, person in control of our Company is or have ever been a promoters, directors or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Interest of our Promoters:

i. Interest in promotion and shareholding of Our Company:

Our Promoters are interested in the promotion of our Company and also to the extent of their shareholding and shareholding of their relatives, from time to time, for which they are entitled to receive dividend payable, if any, and other distribution in respect of the Equity Shares held by them and their relatives. As on the date of this Draft Red Herring Prospectus, our Promoters, Sumanth Badiga, Jasper Auto Services Private Limited, Jasper Industries Private Limited and Bhaskar Transport Private Limited collectively holds 1,03,58,900 Equity Shares in our Company i.e. 98.66% of the pre issue paid up Equity Share Capital of our Company. Our Promoters may also be deemed to be interested to the extent of the remuneration, as per the terms of their appointment and reimbursement of expenses payable to them for the rent, purchase and sale transactions. For details, please refer to **Note 29 – "Related Party Disclosure"** beginning on page 177 of this Draft Red Herring Prospectus.

For details regarding the shareholding of our Promoters in our Company, please see "**Capital Structure**" on page 61 of this Draft Red Herring Prospectus.

ii. Interest in the property of Our Company:

Our Promoters do not have any other interest in any property acquired by our Company in a period of two years before filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on date of this Draft Red Herring Prospectus.

iii. In transactions for acquisition of land, construction of building and supply of machinery:

None of our Promoters or Directors is interested in any transaction for the acquisition of land, construction of building or supply of machinery.

iv. Other Interests in our Company:

For transactions in respect of loans and other monetary transactions entered in past please refer **Note - 29** on "**Related Party Disclosure**" on page 177 forming part of "**Financial Information of the Company**" of this Draft Red Herring Prospectus.

Further, our Promoters may be interested to the extent of personal guarantees given by them in favour of the Company, for the details of Personal Guarantee given by Promoters towards Financial facilities of our Company please refer to "**Statement of Financial Indebtedness**" and "**Financial Information of Our Company**" on page 188 and 145 respectively of this Draft Red Herring Prospectus.

Payment or Benefits to our Promoters and Promoter Group during the last 2 years:

For details of payments or benefits paid to our Promoters and promoter group, please refer to the paragraph "**Compensation of our Managing Director**" in the chapter titled "**Our Management**" beginning on page 125 also refer Note - 29 on "**Related Party Disclosure**" on page 177 forming part of "**Financial Information of the Company**" and Paragraph on "**Interest of Promoters**" in chapter titled "**Our Promoters and Promoter Group**" on page 137 of this Draft Red Herring Prospectus.

Companies/Firms with which our Promoters have disassociated in the last (3) three years

Our Promoters have not disassociated themselves from any companies or firms during the three immediately preceding years except as disclosed below:

S. No.	Name of Promoter	Name of Entity	Date of Disassociation	Reason
1.	Jasper Auto Services Private Limited	Jasper Auto Recyclers Private Limited	The Scheme of Merger become effective from May 23, 2023, with appointed date being April 01, 2022	Merger of Jasper Auto Recyclers Private Limited into Jasper Auto Services Private Limited
2.	Sumanth Badiga	Jasper Auto Recyclers Private Limited	The Scheme of Merger become effective from May 23, 2023, with appointed date being April 01, 2022	Ceased to be director of Jasper Auto Recyclers Private Limited

Other ventures of our Promoters

Save and except as disclosed in this section titled “*Our Promoters & Promoter Group*” beginning on page 137 of this Draft Red Herring Prospectus, there are no ventures promoted by our Promoters in which they have any business interests/ other interests.

Litigation details pertaining to our Promoters

For details on litigations and disputes pending against the Promoters and defaults made by the Promoters please refer to the section titled “*Outstanding Litigations and Material Developments*” beginning on page 198 of this Draft Red Herring Prospectus.

Experience of Promoters in the line of business

Our Individual Promoter Sumanth Badiga has an experience of more than 14 years, in the business of Automobiles and Automotive Applications Industry. The Company shall also endeavor to ensure that relevant professional help is sought as and when required in the future.

Related Party Transactions

Except as stated in “*Note – 29- Related Party Disclosure*” beginning on page 177 of this Draft Red Herring Prospectus, and as stated therein, our Promoters or any of the Promoter Group Entities do not have any other interest in our business.

OUR PROMOTER GROUP

In addition to the Promoters named above, the following natural persons and entities forms part of our Promoter Group:

1. Natural Persons who are part of the Promoter Group:

As per Regulation 2(1)(pp)(ii) of the SEBI (ICDR) Regulations, 2018, the Natural persons who are part of the Promoter Group (due to their relationship with the Promoter) are as follows:

Relationship	Name of the Relatives
	Sumanth Badiga
Father	Ramakrishna Badiga
Mother	Premalatha Badiga
Spouse	Gihan M Youssef
Brother	-
Sister	Parvathi Badiga
	Sridevi Badiga
	Jayalakshmi Badiga
Son	-
Daughter	-
Spouse’s Father	Late Abouel Magd Mahmoud Youssef
Spouse’s Mother	Sonson Hamed
Spouse’s Brother	Mahmoud Youssef
	Hassan Youssef
Spouse’s Sister	Eman Youssef

2. Corporate Entities forming part of the Promoter Group:

As per Regulation 2(1)(pp)(iii) of the SEBI (ICDR) Regulations, 2018, the following entities would form part of our Promoter Group:

S. No.	Nature of Relationship	Name of Entities
A.	A Subsidiary or Holding Company of such Body Corporate;	a. Amador Business Services Private Limited b. Galaxy Architects And Builders Private Limited c. Sierra Plaza Private Limited
B.	Any Body Corporate in which the Promoter holds 20% or more of the Equity Share Capital; and/or any Body Corporate which holds 20% or more of the Equity Share Capital of the Promoter;	a. Blue Ridge Infrastructure Private Limited

3. Corporate Entities or Firms forming part of the Promoter Group:

As per Regulation 2(1)(pp)(iv) of the SEBI (ICDR) Regulations, 2018, the following entities would form part of our Promoter Group:

S. No.	Nature of Relationship	Name of Entities
A.	Any Body Corporate in which 20% or more of the Equity Share Capital is held by Promoters or an immediate relative of the Promoters or a firm or Hindu Undivided Family (HUF) in which Promoters or any one or more of his immediate relatives are a member.	a. Jasper Auto Parts Private Limited b. JL Software Solutions Private Limited c. Galaxy Infra Services Private Limited d. Jasper JI Realty Private Limited e. Badiga Infratech Private Limited f. GEYO Consultants FZ-LLC
B.	Any Body Corporate in which a body corporate as provided in (A) above holds twenty per cent. or more, of the equity share capital; and	NIL
C.	Any Hindu Undivided Family or firm in which the aggregate share of the Promoters and their relatives is equal to or more than twenty per cent. of the total capital;	a. Sumanth Badiga - (Proprietorship firm)

4. Other persons included in Promoter Group:

None of other persons forms part of promoter group for the purpose of shareholding of the Promoter Group under Regulation 2(1)(pp)(v) of SEBI (ICDR) Regulations 2018.

DIVIDEND POLICY

Under the Companies Act, 2013, our Company can pay dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders at the General Meeting and as per provisions of Articles of Association of our Company. The shareholders of the Company have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both.

The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. No dividend shall be payable for any financial year except out of profits of our Company for that year or that of any previous financial year or years, which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013. All Dividends upon recommendation by our Board of Directors and approved by the shareholders at the General Meeting will be paid to credit of registered shareholders by way of cheque or warrant or in any electronic mode.

Our Company does not have a formal dividend policy for declaration of dividend in respect of Equity shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors. *For details in relation to risks involved in this regard, please refer to chapter titled “Risk Factors” on page 25 of this Draft Red Herring Prospectus.*

The details of the dividend paid by our Company on the Equity Shares during the last three Fiscals, are given below:

Particulars	For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Number of equity shares at year ended	70,00,000	70,00,000	70,00,000
Face value per equity share (in ₹)	10	10	10
Dividend paid (in ₹ Lakhs)	157.50	140.00	NA
Dividend per Equity Share (in ₹)	1.50	2.00	NA
Rate of dividend (%)	15.00%	20.00%	NA
Mode of payment of dividend	Online/Bank Transfer	Online	NA

* As on the dividend declaration date the company has 1,05,00,000 outstanding number of equity shares.

Note: The dividend for Fiscal Year 2023-2024 was paid in Fiscal Year 2024-2025 and the dividend for Fiscal Year 2022-2023 was paid in Fiscal Year 2023-2024 and no dividend was declared and paid for the Fiscal Years 2021-22.

SECTION VI

FINANCIAL INFORMATION OF THE COMPANY

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION

To,

The Board of Directors of

ADITHYA AUTOMOTIVE APPLICATIONS LIMITED

Vendors Industrial Park, Plot No. T2, Tata Motors Eastern Complex
Chinhat Industrial Area, Lucknow, Uttar Pradesh, India, 226019

Dear Sir,

Reference: - Proposed Public Issue of Equity Shares of **ADITHYA AUTOMOTIVE APPLICATIONS LIMITED**

1. We have examined the attached Restated Financial Information of **Adithya Automotive Applications Limited** (hereunder referred to "the Company", "Issuer") comprising the Restated Statement of Assets and Liabilities as at March 31, 2024, March 31, 2023, and March 31, 2022, the Restated Statement of Profit & Loss, the Restated Cash Flow Statement, the Restated Statement of Changes in Equity for the year ended March 31, 2024, March 31, 2023, and March 31, 2022, the statement of Significant Accounting Policies and other explanatory information (collectively, the "**Restated Financial Information**") as approved by the Board of Directors in their meeting held on July 16, 2024 for the purpose of inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus ("Offer Document") in connection with its proposed Initial Public Offering (IPO) of equity shares, prepared by the Company in connection with its Initial Public Offer of Equity Shares (IPO) prepared in terms of the requirement of:-
 - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 as amended (the "Act");
 - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 as amended ("SEBI ICDR Regulations"); and
 - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India as amended from time to time. ("The Guidance Note")
2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the offer document to be filed with Stock Exchange, Securities and Exchange Board of India, and Registrar of Companies, of relevant state in connection with the proposed IPO. The Restated Financial Information have been prepared by the management of the Company for the year ended on March 31, 2024, March 31, 2023, and March 31, 2022 on the basis of preparation stated in Note 1 to the Restated Financial Information. The Board of Directors of the company's responsibility includes designing, implementing, and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors is also responsible for identifying and ensuring that the Company complies with the Companies Act, SEBI (ICDR) Regulations and the Guidance Note.
3. We, M/s. Mundra & Co., Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and our peer review certificate is valid as on the date of signing of this report.
4. We have examined such Restated Financial Information taking into consideration:
 - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated June 03, 2024 in connection with the proposed IPO of equity shares of the Company;
 - b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
 - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Statements; and
 - d) The requirements of Section 26 of the Act and the SEBI ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the SEBI ICDR Regulations and the Guidance Note in connection with the IPO.
5. This Restated Financial Information have been compiled by the management from:

Audited financial statements of the company as at and for the year ended on March 31, 2024, March 31, 2023, and March 31, 2022 prepared in accordance with the India Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India which have been approved by the Board of Directors.

6. For the purpose of our examination, we have relied on:

Auditors' Report issued by the Auditor M/s Deloitte Haskins & Sells dated June 26, 2024, May 20, 2023 and June 18, 2022 for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively.

7. Based on our examination and according to the information and explanations given to us, we report that the Restated Financial Information:

- a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended 31 March 2023 and 31 March 2022 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended 31 March 2024.
- b) have been prepared after incorporating adjustments for prior period and other material amounts in the respective financial year to which they relate;
- c) Extra-ordinary items that need to be disclosed separately in the accounts has been disclosed wherever required;
- d) have been prepared in accordance with the Act, SEBI ICDR Regulations and the Guidance Note.
- e) does not contain any qualifications requiring adjustments.

8. In accordance with the requirements of Part I of Chapter III of Act including rules made there under, SEBI ICDR Regulations, Guidance Note and Engagement Letter, we report that:

- a) The “**Restated Statement of Assets and Liabilities**” as set out in Annexure I to this report, of the Company as at March 31, 2024, March 31, 2023, and March 31, 2022 is prepared by the Company and approved by the Board of Directors. These Restated Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Note 1 to this Report.
- b) The “**Restated Statement of Profit and Loss**” as set out in Annexure II to this report, of the Company for Financial year ended March 31, 2024, March 31, 2023, and March 31, 2022 is prepared by the Company and approved by the Board of Directors. These Restated Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Note 1 to this Report.
- c) The “**Restated Statement of Cash Flow**” as set out in Annexure III to this report, of the Company for Financial year ended March 31, 2024, March 31, 2023, and March 31, 2022 is prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Note 1 to this Report.
- d) The “**Restated Statement of Changes in Equity**” as set out in Annexure IV to this report, of the Company for Financial year ended March 31, 2024, March 31, 2023, and March 31, 2022 is prepared by the Company and approved by the Board of Directors. These Statement of Changes in Equity, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Note 1 to this Report.

9. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for Financial year ended March 31, 2024, March 31, 2023, and March 31, 2022 proposed to be included in the Offer Document for the proposed IPO.

Restated Significant Accounting Policies and Notes to Accounts	Note 1
Material Adjustment to the Restated Financial	Note 1A
Restated Statement of Property, Plant and Equipment, Capital Work-in-Progress and Right-of-use-Assets	Note 2A, 2B, 2C
Restated Statement of Tax Asset	Note 3
Restated Statement of Other Assets, Current & Non-Current	Note 4
Restated Statement of Inventory	Note 5
Restated Statement of Trade Receivables	Note 6
Restated Statement of Cash & Cash Equivalents	Note 7
Restated Statement of Other Financial Assets, Current & Non-Current	Note 8
Restated Statement of Share Capital	Note 9
Restated Statement of Other Equity and Dividend Paid and Proposed	Note 10, 10A
Restated Statement of Borrowings/ Statement of Principle Term of Secured Loan and Assets charges as security	Note 11, 11A

Restated Statement of Long-Term Provisions	Note 12
Restated Statement of Deferred Tax Liabilities	Note 13
Restated Statement of Trade Payables	Note 14
Restated Statement of Other Financial Liabilities	Note 15
Restated Statement of Other Current Liabilities	Note 16
Restated Statement of Revenue from Operations	Note 17A
Restated Statement of Other Income	Note 17B
Restated Statement of Cost of Materials and Components Consumed	Note 18
Restated Statement of Changes in inventory of finished goods and work-in-progress	Note 19
Restated Statement of Employee Benefits Expenses	Note 20
Restated Statement of Finance Cost	Note 21
Restated Statement of Other Expenses	Note 22
Restated Statement of Tax Expense	Note 23
Restated Statement of Capital Commitments & Contingent Liabilities	Note 24
Restated Statement of Disclosure under MSMED Act, 2006	Note 25
Restated Statement of Segment Reporting	Note 26
Restated Statement of Leases	Note 27
Restated Statement of Employee Benefit Plans	Note 28
Restated Statement of Related Party Disclosures & Transaction	Note 29
Restated Statement of Earnings Per Share	Note 30
Restated Statement of Warranty	Note 31
Restated Statement of Financial Instruments - Fair Value & Financial Risk Management	Note 32
Restated Statement of Liquidity Risk Management	Note 33
Restated Statement of Financial Ratio	Note 34
Restated Statement of Corporate Social Responsibility (CSR) activities	Note 35
Restated Statement of Other Statutory Information	Note 36
Restated Statement of Mandatory Accounting Ratios	Note 37
Restated Statement of Tax Shelter	Note 38
Restated Statement of Capitalization	Note 39

10. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.
11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
12. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements mentioned above.
13. In our opinion, the above Financial Statements along with Note 2 to Note 39 of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in Note 1 and 1A are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Companies Act, SEBI ICDR Regulations and Guidance Note issued by ICAI.
14. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the Proposed SME IPO of Equity Shares of the Company and our report should not be used, referred to or distributed for any other purpose without our prior consent in writing.

For Mundra & Co.
Chartered Accountant
FRN: 013023C

Sd/-
Nitin Khandelwal
Partner
M. No. 414387
Place: Jaipur
Date: July 16, 2024
UDIN: 24414387BKERZB2312

ANNEXURE I
RESTATED STATEMENT OF ASSETS AND LIABILITIES

(Rs. in Lakhs)

Particulars		Note No.	As at		
			March 31, 2024	March 31, 2023	March 31, 2022
I	ASSETS				
	Non-Current Assets				
(a)	Property, Plant and Equipment	2A	1,268.14	1,384.16	1,425.78
(b)	Capital work-in-progress	2B	-	2.52	3.04
(c)	Right-of-use-assets	2C	-	-	-
(c)	Financial assets				
	Other financial assets	8	16.82	16.82	15.54
(d)	Non-current tax assets (net)	3	55.60	13.60	4.80
(e)	Other Non-Current Assets	4	7.56	11.62	43.08
	Total Non-Current Assets		1,348.12	1,428.72	1,492.24
	Current Assets				
(a)	Inventories	5	1,244.49	848.35	966.38
(b)	Financial Assets				
	(i) Trade Receivables	6	879.97	219.07	641.68
	(ii) Cash and Cash Equivalents	7	182.96	820.95	17.88
	(iii) Other Financial Assets	8	3.13	2.45	31.20
(c)	Other Current Assets	4	126.48	130.24	80.33
	Total Current Assets		2,437.03	2,021.06	1,737.47
	Total Assets		3,785.15	3,449.78	3,229.71
II	EQUITY AND LIABILITIES				
	Equity				
(a)	Share Capital	9	700.00	700.00	700.00
(b)	Other Equity	10	2,023.80	1,611.79	1,310.65
	Total Equity		2,723.80	2,311.79	2,010.65
	Non-Current Liabilities				
(a)	Financial Liabilities				
	(i) Long Term Borrowings	11	-	36.66	75.91
	(ia) Lease Liabilities	27	-	-	-
(b)	Provisions	12	14.32	19.82	18.00
(c)	Deferred Tax Liabilities (Net)	13	64.05	75.46	75.07
	Total Non-Current Liabilities		78.37	131.94	168.98
	Current Liabilities				
(a)	Financial Liabilities				
	(i) Short Term Borrowings	11	36.67	39.26	40.45
	(ia) Lease Liabilities	27	-	-	-
	(ii) Trade Payables	14			
	(a) Total outstanding dues of micro enterprises and small enterprises		207.89	43.22	76.36
	(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		641.60	576.74	789.99
	(iii) Other Financial Liabilities	15	5.49	3.60	6.59
(b)	Other Current Liabilities	16	72.97	329.40	129.13
(c)	Provisions	12	18.37	13.83	7.55
	Total Current Liabilities		982.99	1,006.05	1,050.07
	Total Liabilities		1,061.36	1,137.99	1,219.05
	Total Equity and Liabilities		3,785.15	3,449.78	3,229.71

ANNEXURE II
RESTATED STATEMENT OF PROFIT AND LOSS

(Rs. In Lakhs)

Sl. No.	Particulars	Note No.	For the year ended		
			March 31, 2024	March 31, 2023	March 31, 2022
I	REVENUE				
	Revenue from Operations	17A	20,026.40	15,420.02	9,634.65
	Other Income	17B	10.23	3.00	21.24
	Total Revenue (I)		20,036.63	15,423.02	9,655.89
II	EXPENSES				
	Cost of Materials and Components Consumed	18	16,649.83	12,685.93	7,838.57
	Changes in Inventory of Finished Goods and Work-in-progress	19	(90.02)	47.25	(131.06)
	Sub-Contractors' Expense		846.97	622.41	422.96
	Employee Benefits Expense	20	429.31	381.36	306.68
	Finance Costs	21	20.85	16.66	34.78
	Depreciation and Amortisation Expense	2C	178.52	172.21	163.61
	Other Expenses	22	1,282.10	1,089.39	841.30
	Total Expenses (II)		19,317.56	15,015.21	9,476.84
III	Profit before Tax (I-II)		719.07	407.81	179.05
IV	Tax Expense	23			
	Current Tax		188.30	105.02	29.86
	Deferred Tax		(13.88)	0.74	0.44
	Total Tax Expense (IV)		174.42	105.76	30.30
V	Profit for the year (III-IV)		544.65	302.05	148.75
VI	Other Comprehensive Income				
	Items that will not be reclassified to Statement of Profit and Loss				
	- Remeasurement of defined employee benefit plans	28.2	9.83	(1.26)	4.21
	- Tax on above item		(2.47)	0.35	(1.17)
	Other Comprehensive Income (VI)		7.36	(0.91)	3.04
VII	Total Comprehensive Income for the year (V+VI)		552.01	301.14	151.79
VIII	Earnings per Equity Share				
	Basic and Diluted (in ₹)	30	5.19	2.88	1.42
	Par value of equity shares (in INR)		10.00	10.00	10.00

**ANNEXURE III
RESTATED CASH FLOW STATEMENT**

(Rs. In Lakhs)

Particulars	For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
A. Cash Flow from Operating Activities			
Profit before Tax	719.07	407.81	179.05
Adjustments for:			
Depreciation	178.52	172.21	163.61
Gain on Termination of Lease	-	-	(8.99)
Derecognition of financial asset	-	-	(1.03)
Provision for warranty (net)	4.10	5.49	1.30
Liabilities / Provisions no longer required Written Back	-	-	(1.40)
Unwinding of discount on security deposits	-	-	(0.62)
Finance Costs	20.85	16.66	34.78
Loss on Sale / Written Off of Property, Plant and Equipment	-	6.54	3.61
Capital Work-in Progress Assets Written Off	-	-	80.57
Operating Profit before Working Capital changes	922.54	608.71	450.88
Changes in Working Capital			
- Adjustments for (increase) / decrease in Operating Assets:			
Inventories	(396.14)	118.03	(294.94)
Trade Receivables	(660.90)	381.72	(204.83)
Financial Assets	(0.68)	88.51	158.55
Other Assets	7.82	(50.41)	(34.98)
- Adjustments for increase / (decrease) in Operating Liabilities:			
Trade Payables	229.53	(246.39)	(94.56)
Provisions	4.77	1.35	(1.17)
Other Current Liabilities	(256.43)	200.27	10.65
Cash (used) / generated from operating activities	(149.49)	1,101.79	(10.40)
Income taxes (paid)/refund	(230.27)	(113.82)	26.04
Net Cash generated from Operating Activities - (A)	(379.78)	987.97	15.64
B. Cash Flow from Investing Activities			
Capital Expenditure on Property, Plant and Equipment including Capital Advances	(58.03)	(132.49)	(63.92)
Proceeds from sale of Property, Plant and Equipment	-	4.76	7.39
Net Cash used in Investing Activities - (B)	(58.03)	(127.73)	(56.53)
C. Cash Flow from Financing Activities			
Dividend and dividend distribution tax paid	(140.00)	-	-
Repayment of Long-Term Borrowings	(39.26)	(40.44)	(3.46)
Payment of Lease Liabilities	-	-	(10.32)
Repayment of Short-Term Borrowings (net)	-	-	-
Finance Costs	(20.91)	(16.74)	(29.98)
Net Cash used in Financing Activities - (C)	(200.17)	(57.18)	(43.76)
Net increase / (decrease) in Cash and Cash Equivalents - (A+B+C)	(637.98)	803.06	(84.65)
Cash and Cash Equivalents at the beginning of the year (Refer Note 7)	820.95	17.88	102.53
Cash and Cash Equivalents at the end of the year (Refer Note 7)	182.96	820.95	17.88

Notes:

(Rs. In Lakhs)

Particular	For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
a) Cash in hand	-	-	0.19
b) Balance With banks	182.96	820.95	17.69
Total	182.96	820.95	17.88

(i) Reconciliation of liabilities from financing activities for the year ended March 31, 2024:**(Rs. In Lakhs)**

Particulars	As at	Interest on Lease Liabilities	Proceeds	Repayment	Derecognition	As at
	March 31, 2023					March 31, 2024
Long Term Borrowings (including current portion)	75.92	-	-	(39.26)	-	36.66
Total	75.92	-	-	(39.26)	-	36.66

(ii) Reconciliation of liabilities from financing activities for the year ended March 31, 2023:**(Rs. In Lakhs)**

Particulars	As at	Interest on Lease Liabilities	Proceeds	Repayment	Derecognition	As at
	March 31, 2022					March 31, 2023
Long Term Borrowings (including current portion)	116.36	-	-	(40.44)	-	75.92
Total	116.36	-	-	(40.44)	-	75.92

(ii) Reconciliation of liabilities from financing activities for the year ended March 31, 2022:**(Rs. In Lakhs)**

Particulars	As at	Interest on Lease Liabilities	Proceeds	Repayment	Derecognition	As at
	March 31, 2021					March 31, 2022
Long Term Borrowings (including current portion)	119.83	-	-	(3.46)	-	116.36
Short Term Borrowings	-	-	300.00	(300.00)	-	-
Lease Liabilities	100.44	4.79	-	(10.32)	(94.91)	-
Total	220.27	4.79	300.00	(313.78)	(94.91)	116.36

ANNEXURE IV
RESTATED STATEMENT OF CHANGES IN EQUITY

A. Equity Share Capital

(Rs. In Lakhs)

Particulars	No. of Shares	Amount
Balance as at April 1, 2021	7,000,000	700.00
Changes in Equity Share Capital during the year	-	-
Balance as at March 31, 2022	7,000,000	700.00
Changes in Equity Share Capital during the year	-	-
Balance as at March 31, 2023	7,000,000	700.00
Changes in Equity Share Capital during the period	-	-
Balance as at March 31, 2024	7,000,000	700.00

B. Other Equity

(Rs. In Lakhs)

Particulars	Reserves and Surplus		Items of Other Comprehensive Income	Total
	General Reserve	Retained Earnings	Remeasurements of the Defined Benefit Plans	
Balance as at April 1, 2021	59.48	1,081.80	17.58	1,158.86
Profit for the year	-	148.75	-	148.75
Other Comprehensive Income for the year, net of income tax	-	-	3.04	3.04
Balance as at March 31, 2022	59.48	1,230.55	20.62	1,310.65
Profit for the year	-	302.05	-	302.05
Other Comprehensive Income for the year, net of income tax	-	-	(0.91)	(0.91)
Balance as at March 31, 2023	59.48	1,532.60	19.71	1,611.79
Profit for the period	-	544.65	-	544.65
Payment of dividend	-	(140.00)	-	(140.00)
Other Comprehensive Income for the year, net of income tax	-	-	7.36	7.36
Balance as at March 31, 2024	59.48	1,937.25	27.07	2,023.80

NOTE-1

SIGNIFICANT ACCOUNTING POLICY AND NOTES TO THE RESTATED FINANCIAL INFORMATION

A. Corporate information

Adithya Automotive Applications Limited was originally incorporated as a Private Limited Company under the name of “Adithya Automotive Applications Private Limited” on August 24, 2006 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Kanpur. Subsequently, pursuant to Special Resolution passed by the Shareholders at the Extraordinary General Meeting, held on April 23, 2024, the Company was converted into a Public Limited Company and consequently the name of the Company was changed from “Adithya Automotive Applications Private Limited” to “Adithya Automotive Applications Limited” vide a fresh certificate of incorporation consequent upon conversion to public company dated July 09, 2024, issued by the Registrar of Companies, Central Processing Centre, Manesar, Gurgaon and bearing CIN: U34201UP2006PLC041454.

The objective of the Company is to engage in automotive applications and provide end-to-end solutions through fabrication and machining for tippers, load bodies, refrigerated bodies, etc. The Company is a subsidiary of Jasper Auto Services Private Limited.

B. Statement of significant accounting policies

Basis of preparation of financial statements

The Restated Statement of Assets and Liabilities as at March 31, 2024, March 31, 2023, and March 31, 2022, the Restated Statement of Profit & Loss (including other comprehensive income), the Restated Cash Flow Statement and the Restated Statement of Changes in Equity for the year ended March 31, 2024, March 31, 2023, and March 31, 2022 and the Notes thereto (collectively, the “**Restated Financial Information**”) have been extracted by the management from the Audited Financial Statements of the Company.

The Restated Financial Information of the Company have been prepared on historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and / or disclosure purposes in these Financial Statements is determined on such a basis and measurements that have some similarities to fair value but are not fair value, such as value in use in Ind AS 36.

Based on the nature of activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

These Restated Consolidated Financial Information are presented in Indian Rupees (Rs), which is also the Company’s functional currency. All amounts have been rounded to the nearest lakhs, unless otherwise indicated

The following significant accounting policies are adopted in the preparation and presentation of these financial statements:

1. Revenue Recognition

The Company generates revenue from body building of tipper, trailers etc., which includes fabrication and machining for tippers, trailers, load bodies etc.,

Revenue is recognized when promised goods or services are transferred to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services by following a five-step process:

- a) Identify the contract(s) with a customer.
- b) Identify the performance obligations in the contract.
- c) Determine the transaction price.
- d) Allocate the transaction price to the performance obligations in the contract.
- e) Recognize revenue when (or as) the company satisfies a performance obligation

The following describes the nature of Company’s revenue and related revenue recognition policies:

Revenue from contracts with customers is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. When a performance obligation

is satisfied, the revenue is measured at the transaction price which is consideration received or receivable, net of returns and allowances, trade discounts after taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The Company recognises revenue from body building of tipper, trailers etc., to customers against orders received. The majority of contracts that Company enters into relate to sales orders containing single performance obligations for the delivery of tipper bodies as per Ind AS 115. Revenue is recognised when control of the tippers, trailers etc., is passed to the customer. The point at which control passes is determined based on the terms and conditions by each customer arrangement, but generally occurs on delivery to the customer.

Contract Liabilities

A contract liabilities is the obligation to transfer goods or services to a customer for which the Company has received consideration (or the amount is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made, or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract

2. Leases

The Company's lease assets primarily consist of leases for Land and Buildings. The Company, at the inception of a contract, assesses whether the contract is a lease or not lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. This policy has been applied to contracts existing and entered into on or after April 1, 2019. The Company recognises a Right of Use Asset and a Lease Liability at the lease commencement date. The Right of Use Asset is initially measured at cost, which comprises the initial amount of the Lease Liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The Right of Use Asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term.

The Lease Liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate. It is re-measured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. When the Lease Liability is re-measured in this way, a corresponding adjustment is made to the carrying amount of the Right of Use Asset, or is recorded in the Statement of Profit and Loss if the carrying amount of the Right of Use Asset has been reduced to zero.

The Company has elected not to recognise Right of Use Assets and Lease Liabilities for short-term leases that have a lease term of 12 months or less. The Company recognises the lease payments associated with these leases as an expense over the lease term.

3. Foreign currency transactions

Foreign currency transactions are recorded at the exchange rates prevailing on the date of the transactions or at the rates that closely approximate the rate at the date of transaction i.e., at the average exchange rate for the month. Foreign currency denominated monetary assets and liabilities are restated into the functional currency using exchange rate prevailing on the balance sheet date. Gain and losses arising on settlement and restatement of foreign currency denominated monetary assets and liabilities are recognized in the Statement of Profit and Loss.

4. Inventories

Inventories are valued at the lower of cost (on weighted average basis) and the net realizable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including taxes and other levies and handling charges wherever applicable. Work-in-progress and finished goods include appropriate proportion of overheads.

5. Employee Benefits

- Defined Benefit Plans

For Defined Benefit Plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at the date of each statement of financial position. Actuarial gains and losses are recognised in full in the Other Comprehensive Income for the period in which they occur. Past service cost both vested and unvested is recognised as an

expense at the earlier of (a) when the plan amendment or curtailment occurs; and (b) when the entity recognises related restructuring costs or termination benefits.

The retirement benefit obligations recognised in the statement of financial position represents the present value of the defined benefit obligations reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme.

- Defined Contribution Plans

Contributions to Defined Contribution Plans are recognised as expense when employees have rendered services entitling them to such benefits.

- Compensated Absences

Compensated Absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the Balance Sheet date.

6. Borrowing Costs

Borrowing Costs are directly attributed to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowing pending their expenditure on qualifying is deducted from the borrowings costs eligible for capitalisation

All other borrowing costs are recognised in the Statement of Profit and Loss in the period in which they are incurred.

7. Earnings Per Share

The Company discloses 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 period. 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. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, share split and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

8. Income Taxes

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in Statement of Profit and Loss, except when they relate to items that are recognised in Other Comprehensive Income or directly in equity, in which case, the current and deferred tax are also recognised in Other Comprehensive Income or directly in equity, respectively.

- Current Income Taxes

The amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income-Tax Act, 1961 and other applicable tax laws.

Advance taxes and provisions for current income taxes are presented in the Balance Sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying units intends to settle the asset and liability on a net basis.

- Deferred Income Taxes

Deferred Income Tax is recognised using the Balance Sheet approach. Deferred Income Tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the year in which the temporary differences are expected to be received or settled.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

9. Property, Plant and Equipment

Property, Plant and Equipment are stated at cost, less accumulated depreciation and impairment loss, if any. Cost includes all expenses related to acquisition and installation of the related asset.

Property, Plant and Equipment which are individually costing Rs. 5,000 or less are fully depreciated in the year of capitalisation.

Capital Work-in-Progress is considered at cost comprising direct cost incurred and related incidental expenses.

Depreciation is provided for Property, Plant and Equipment so as to expense the cost less residual values over their estimated useful lives.

Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

An item of Property, Plant and Equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the Statement of Profit and Loss in the period in which the item is derecognized.

10. Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized when Company has a present obligation as a result of past event and it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions are determined based on best estimate of the expenditure required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes, forming part of the Restated Financial Statements.

Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised. A contingent asset is disclosed, in financial statements, where an inflow of economic benefits is probable.

11. Financial Instruments

Financial Assets and Financial Liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial Assets and Financial Liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of Financial Assets and Financial Liabilities (other than Financial Assets and Financial Liabilities at fair value through profit or loss) are added to or deducted from the fair value of the Financial Assets or Financial Liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of Financial Assets or Financial Liabilities at fair value through profit or loss are recognised immediately in Statement of Profit and Loss.

- Financial Assets at Amortised Cost

Financial Assets are subsequently measured at amortised cost if these Financial Assets are held within a business whose objective is to hold these assets in order 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.

- Financial Liabilities

Financial Liabilities are measured at amortized cost using the effective interest method.

12. Impairment

- Financial Assets (other than at fair value)

The Company assesses at each date of Balance Sheet as per Ind AS 109 whether a Financial Asset or a group of Financial Assets is impaired and an impairment loss (if any) is recognised in the Statement of Profit and Loss.

- Non-Financial Assets (other than at fair value)

Property, Plant and Equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e., 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.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the Statement of Profit and Loss.

13. Use of estimates and judgements:

In the application of the Company's Accounting Policies, the Directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the critical judgements, apart from those involving estimations, that the Directors have made in the process of applying the Company's Accounting Policies and that have the most significant effect on the amounts recognized in the Financial Statements.

Useful lives of Property, Plant and Equipment	The Company reviews the estimated useful lives of Property, Plant and Equipment at the end of each reporting period. During the current year, there has been no change in life considered for the assets.
Defined Benefit Obligation	The Company uses actuarial assumptions to determine the obligations for employee benefits at each reporting period. These assumptions include the discount rate, expected long-term rate of return on plan assets, rate of increase in compensation levels and mortality rates.
Provision for doubtful receivables	The Company makes provision for doubtful receivables based on certain contractual settlements with the customer.
Estimation of net realisable value of inventories	Inventories are stated at the lower of cost and net realisable value. In estimating the net realisable value of inventories, the Company makes an estimate of future selling prices and costs necessary to make the sale.
Provision for taxes	Significant judgments are required in determining the provision for income taxes, including the amount expected to be paid / recovered for uncertain tax positions.
Leases	The Company considers all the extension-options under the commercial contract for determining the lease-term which forms the basis for the measurement of right-of-use asset and the corresponding lease-liability, and also the future business plans and company's intention to continue such leases.

**14. Segment accounting
- Business Segment**

(a) The business segment has been considered as the primary segment.

(b) The Company's primary business segments are reflected based on principal business activities, the nature of service, the differing risks and returns, the organization structure and the internal financial reporting system.

(c) As the Company's business fall within a single primary segment viz-a-viz "Manufacturing of Tippers and Trailers Bodies." therefore the disclosure requirements of Ind AS 108: Operating Segments are not applicable. The Company sells its products mainly within India where the conditions prevailing are uniforms.

15. Cash flow statements:

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated

with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

16. New standards and interpretations not yet adopted

Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

C. Changes in accounting policies in the years covered in the restated financials

There was no change in accounting policies, which needs to be adjusted in the Restated Financial Statement.

D. Notes on restatements made in the restated financials

1. The financial statements including other financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.
2. Amount due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, have been reported to the extent of information memorandum received from the suppliers.

3. Auditors Qualifications

Details of Auditors qualifications and their impact on restated financial statement is given below.

- a) Qualification which required adjustment in restated financial statements:

Financial Year	Audit Qualifications	Remark
FY 2021-22	NIL	Not Applicable
FY 2022-23	NIL	Not Applicable
FY 2023-24	NIL	Not Applicable

- b) Qualification which does not require adjustment in restated financial statements:

Financial Year	Audit Qualifications	Management Reply
FY 2021-22	NIL	Not Applicable
FY 2022-23	NIL	Not Applicable
FY 2023-24	NIL	Not Applicable

NOTE - 1A
MATERIAL ADJUSTMENTS [AS PER THE SEBI ICDR REGULATIONS]

Appropriate adjustments have been made in the restated financial statements, whenever required, by reclassification of the corresponding items of assets, liabilities and cash flow statement, in order to ensure consistency and compliance with requirement of Company Act 2013, and Accounting Standards.

The Summary of results of restatements made in the audited financial statements of the Company for the respective years and their impact on the profit /(losses) of the Company is as under.

Statement of adjustments in the Financial Statements

Statement of Reserve and Surplus

(Amount in Lakhs Rs.)

Particulars	2023-24	2022-23	2021-22
Reserves and Surplus as per audited accounts but before adjustments for restated accounts	1,933.82	1,532.30	1,231.65
Add: Cumulative Adjustment made in Statement of Profit and Loss Account during the restated period	5.17	2.04	0.64
Add: Adjustment to the Opening Reserves as on 01-04-2021	(1.74)	(1.74)	(1.74)
Total Net Adjustment in Profit and Loss Account	3.43	0.30	(1.10)
Reserves and Surplus as per Restated Accounts:	1,937.25	1,532.60	1,230.55

Statement of Profit and Loss after Tax

The reconciliation of Profit/(loss) after tax as per audited results and the Profit/(loss) after tax as per Restated accounts is presented in below Table. This summarizes the results of restatements made in the audited accounts for the respective years and its impact on the respective year profit & losses of the company.

(Amount in Lakhs Rs.)

Particulars	2023-24	2022-23	2021-22
Net profit after tax as per audited accounts but before adjustments for restated accounts:	541.52	300.65	148.11
(Short)/excess provision for income tax	1.57	1.40	(0.39)
Prior period expenses restated – Tax demands	1.56	-	1.04
Net adjustment in profit and loss account	3.13	1.40	0.64
Net Profit after tax as per restated accounts	544.65	302.05	148.75

a) Provision of Income Tax (Current/Prior Period):

During the restatement, the Income tax provision was recalculated on restated Profit/(Loss) of respective year as per the prevailing tax rates, accordingly the effect of revised income tax provision has been made in the Restated Statement of Profit and Loss account. Short/(Excess) provision has adjusted in respective year.

b) Accounting of Prior Period Expenses:

During the restatement, expenses booking has been reconsidered based on the year to which such expenses is pertaining to and accordingly all prior period expenses has been charged to Restated Statement of Profit and Loss account of the respective financial year. It includes Tax demands of prior periods.

For Mundra & Co.
Chartered Accountant
FRN: 013023C

Sd/-
Nitin Khandelwal
Partner
M. No. 414387
Place: Jaipur
Date: July 16, 2024
UDIN: 24414387BKERZB2312

NOTE – 2A - RESTATED STATEMENT OF PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS

Note 2A. Property, Plant and Equipment

(Rs. in Lakhs)

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Carrying Amounts			
Buildings and Roads	876.51	934.13	978.60
Plant and Machinery	349.60	411.43	408.92
Furniture and Fixtures	4.50	4.20	5.25
Office Equipment	20.06	13.94	9.28
Vehicles	6.40	8.88	11.34
Electrical Installations	11.07	11.58	12.39
Total	1,268.14	1,384.16	1,425.78

Particulars	Buildings and Roads	Plant and Machinery	Furniture and Fixtures	Office Equipment	Vehicles	Electrical Installations	Total
Gross Block							
Opening Balance as on April 01, 2021	1,300.41	1,066.16	30.51	39.28	24.86	125.10	2,586.32
Add: Additions	21.56	39.54	0.17	1.63	-	-	62.90
Less: Disposals	-	(24.94)	-	(4.38)	(4.11)	-	(33.43)
Balance as at March 31, 2022	1,321.97	1,080.76	30.68	36.53	20.75	125.10	2,615.79
Add: Additions	24.37	106.78	-	10.73	-	0.01	141.89
Less: Disposals	-	(34.05)	-	(8.23)	-	(4.77)	(47.05)
Balance as at March 31, 2023	1,346.34	1,153.49	30.68	39.03	20.75	120.34	2,710.63
Add: Additions	13.45	35.41	0.99	12.65	-	-	62.50
Less: Disposals	-	-	-	(0.71)	-	-	(0.71)
Balance as at March 31, 2024	1,359.79	1,188.90	31.67	50.97	20.75	120.34	2,772.42
Accumulated Depreciation							
Opening Balance as on April 01, 2021	276.57	608.75	23.44	25.38	8.00	111.95	1,054.09
Add: Depreciation expense	66.80	80.19	1.99	5.90	2.70	0.76	158.34
Less: Eliminated on disposal of assets	-	(17.10)	-	(4.03)	(1.29)	-	(22.42)
Balance as at March 31, 2022	343.37	671.84	25.43	27.25	9.41	112.71	1,190.01
Add: Depreciation expense	68.84	94.21	1.05	5.07	2.46	0.58	172.21
Less: Eliminated on disposal of assets	-	(23.99)	-	(7.23)	-	(4.53)	(35.75)
Balance as at March 31, 2023	412.21	742.06	26.48	25.09	11.87	108.76	1,326.47
Add: Depreciation expense	71.07	97.24	0.69	6.53	2.48	0.51	178.52
Less: Eliminated on disposal of assets	-	-	-	(0.71)	-	-	(0.71)
Balance as at March 31, 2024	483.28	839.30	27.17	30.91	14.35	109.27	1,504.28
Carrying amount as at March 31, 2022	978.60	408.92	5.25	9.28	11.34	12.39	1,425.78
Carrying amount as at March 31, 2023	934.13	411.43	4.20	13.94	8.88	11.58	1,384.16
Carrying amount as at March 31, 2024	876.51	349.60	4.50	20.06	6.40	11.07	1,268.14

NOTE – 2B
RESTATED STATEMENT OF CAPITAL WORK IN PROGRESS

(Rs. in Lakhs)

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Capital Work-In Progress	-	2.52	3.04
Total Capital Work-In Progress	-	2.52	3.04

NOTE – 2C
RESTATED STATEMENT OF RIGHT OF USE ASSETS

(Rs. in Lakhs)

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Carrying Amounts			
Land	-	-	-
Buildings	-	-	-
Total	-	-	-

(Rs. In Lakhs)

Particulars	Land	Buildings	Total
Opening Balance as on April 01, 2021	108.13	0.68	108.81
Add: Additions	-	-	-
Less: Disposals	(108.13)	(0.68)	(108.81)
Balance as at March 31, 2022	-	-	-
Add: Additions	-	-	-
Less: Disposals	-	-	-
Balance as at March 31, 2023	-	-	-
Add: Additions	-	-	-
Less: Disposals	-	-	-
Less: Derecognition of lease	-	-	-
Balance as at March 31, 2024	-	-	-
Accumulated Depreciation			
Opening Balance as on April 01, 2021	17.09	0.54	17.63
Add: Depreciation expense	5.13	0.14	5.27
Less: Disposals	(22.22)	(0.68)	(22.90)
Balance as at March 31, 2022	-	-	-
Add: Depreciation expense	-	-	-
Less: Disposals	-	-	-
Balance as at March 31, 2023	-	-	-
Add: Depreciation expense	-	-	-
Less: Disposals	-	-	-
Less: Derecognition of lease	-	-	-
Balance as at March 31, 2024	-	-	-
Carrying amount as at March 31, 2022	-	-	-
Carrying amount as at March 31, 2023	-	-	-
Carrying amount as at March 31, 2024	-	-	-

NOTE – 2C
RESTATED STATEMENT OF DEPRECIATION AND AMORTISATION EXPENSE

(Rs. in Lakhs)

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Depreciation of Property, Plant and Equipment (Refer Note 2A)	178.52	172.21	158.34
Depreciation on Right of Use Assets (Refer Note 2C)	-	-	5.27
Total	178.52	172.21	163.61

NOTE – 3
RESTATED STATEMENT OF TAX ASSET

(Rs. in Lakhs)

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Income Tax Assets [Net of Provision for Income Tax]	55.60	13.60	4.80
Total	55.60	13.60	4.80

NOTE – 4
RESTATED STATEMENT OF OTHER ASSETS

(Rs. in Lakhs)

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
(Unsecured, considered good unless otherwise stated)			
Non - Current			
Capital Advances	-	-	29.69
Prepaid Expenses	7.56	11.62	13.39
Total	7.56	11.62	43.08
Current			
Balances with Government Authorities	9.23	9.44	7.32
Other Loans and Advances			
Advances to Suppliers	56.41	75.49	29.75
Advance towards Employees' Gratuity Scheme (Refer Note 28.2)	49.45	38.52	37.55
Prepaid Expenses	11.39	6.79	5.71
Total	126.48	130.24	80.33
Total	134.04	141.86	123.41

NOTE – 5
RESTATED STATEMENT OF INVENTORIES

(Rs. in Lakhs)

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Raw Materials and Components	782.01	491.64	547.32
Work-in-Progress	386.25	320.99	368.24
Stores and Spare Parts	51.47	35.72	50.82
Finished Goods	24.76	-	-
Total	1,244.49	848.35	966.38

NOTE – 6
RESTATED STATEMENT OF TRADE RECEIVABLES

(Rs. in Lakhs)

Particular	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Unsecured, Considered good	879.97	219.07	641.68
Credit Impaired	-	-	20.15
Total	879.97	219.07	661.83
Less: Expected Credit Loss allowance	-	-	20.15
Total	879.97	219.07	641.68

Trade Receivables ageing schedule for the year ended on March 31, 2024:

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	95.20	784.74	0.03	-	-	-	879.97
Undisputed Trade Receivables – credit Impaired	-	-	-	-	-	-	-
Disputed Trade Receivables- considered good	-	-	-	-	-	-	-
Disputed Trade Receivables - credit Impaired	-	-	-	-	-	-	-
Total Trade Receivables	95.20	784.74	0.03	-	-	-	879.97

Trade Receivables ageing schedule for the year ended on March 31, 2023:

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	126.12	92.72	0.23	-	-	-	219.07
Undisputed Trade Receivables – credit Impaired	-	-	-	-	-	-	-
Disputed Trade Receivables- considered good	-	-	-	-	-	-	-
Disputed Trade Receivables - credit Impaired	-	-	-	-	-	-	-
Total Trade Receivables	126.12	92.72	0.23	-	-	-	219.07

Trade Receivables ageing schedule for the year ended on March 31, 2022:

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	436.75	90.23	110.21	0.10	3.05	1.34	641.68
Undisputed Trade Receivables – credit Impaired	-	-	4.18	-	-	15.97	20.15
Disputed Trade Receivables- considered good	-	-	-	-	-	-	-
Disputed Trade Receivables - credit Impaired	-	-	-	-	-	-	-
Total Trade Receivables	436.75	90.23	114.39	0.10	3.05	17.31	661.83

Movement in expected credit loss allowance

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Balance at the end of the year	-	20.15	8.06
Movement in expected credit allowance on trade receivables	-	(20.15)	12.09
Balance at the end of the year	-	-	20.15

Note: The Company has used practical expedient by computing the expected credit loss allowance for doubtful trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking estimates. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates used in the provision matrix. In calculating expected credit loss, the Company has also considered credit information for its customers to estimate the probability of default in future

NOTE – 7
RESTATED STATEMENT OF CASH & CASH EQUIVALENTS

(Rs. in Lakhs)

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Cash on Hand	-	-	0.19
Balances with Banks			
- In Current Accounts	182.96	820.95	17.69
Total	182.96	820.95	17.88

NOTE – 8
RESTATED STATEMENT OF OTHER FINANCIAL ASSET

(Rs. in Lakhs)

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Non-Current			
Security Deposits	16.82	16.82	15.54
Total	16.82	16.82	15.54
Current			
Other Receivables			
Unsecured, considered good	-	-	28.75
Considered doubtful	-	17.90	17.90
Less: Provision for doubtful receivables	-	(17.90)	(17.90)
Total	-	-	28.75
Other Deposits	3.13	2.45	2.45
Total	3.13	2.45	31.20
Total	19.95	19.27	46.74

NOTE – 9
RESTATED STATEMENT OF SHARE CAPITAL

(Rs. in Lakhs)

Particulars	As at					
	March 31, 2024		March 31, 2023		March 31, 2022	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Authorised Capital*						
Equity Shares of ₹ 10 each	1,00,00,000	1,000.00	1,00,00,000	1,000.00	1,00,00,000	1,000.00
Issued, Subscribed and Fully Paid-up Capital						
Equity Shares of ₹ 10 each	70,00,000	700.00	70,00,000	700.00	70,00,000	700.00
Total	70,00,000	700.00	70,00,000	700.00	70,00,000	700.00

* Pursuant to Shareholders' resolution dated April 23, 2024, the Increase in the authorized share capital of the Company from ₹1000.00 Lakhs divided into 1,00,00,000 Equity Shares of ₹10/- each to ₹2000.00 Lakhs divided into 2,00,00,000 Equity Shares of ₹10/- each ranking pari-passu with the existing share capital.

Pursuant to shareholder's consent dated 23rd April, 2024 bonus issue of 35,00,000 equity shares of face value of Rs 10/- in the ratio 1:2 i.e. one (1) bonus equity shares for every two (2) equity share held by shareholder have been issued.

Notes:**(a) Reconciliation of the number of Equity Shares and amount outstanding at the beginning and at the end of the reporting year:**

Particulars	For the year ended					
	March 31, 2024		March 31, 2023		March 31, 2022	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the year	70,00,000	700.00	70,00,000	700.00	70,00,000	700.00
Issued during the year	-	-	-	-	-	-
Balance at the end of the year	70,00,000	700.00	70,00,000	700.00	70,00,000	700.00

(b) Rights, preferences and restrictions relating to Equity Shares:

The Company has one class of Equity Shares having a par value of ₹ 10 per share. Each equity share holder is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval to the shareholders in the ensuing Annual General meeting, except in case of interim dividend. In the event of Liquidation of the Company the holders of Equity Shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to number of Equity Shares held by the shareholders.

(c) Shares held by Holding Company

Name of the Shareholder	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
	No. of Shares	No. of Shares	No. of Shares
Jasper Auto Services Private Limited	49,66,500	49,66,500	49,66,500

(d) Details of shareholders, holding more than 5% shares in the Company

Name of the Shareholder	As at					
	March 31, 2024		March 31, 2023		March 31, 2022	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Jasper Auto Services Private Limited	49,66,500	70.95%	49,66,500	70.95%	49,66,500	70.95%
Jasper Industries Private Limited	13,63,500	19.48%	13,63,500	19.48%	13,63,500	19.48%
Bhaskar Transport Private Limited	6,70,000	9.57%	6,70,000	9.57%	6,70,000	9.57%
Total	70,00,000	100.00%	70,00,000	100.00%	70,00,000	100.00%

(e) Details of shares held by the promoters in the Company and change during the year ended March 31, 2024:

Name of the Promoters	As at		% change during the year	As at		% change during the year
	March 31, 2024			March 31, 2023		
	No. of Shares	% of total shares		No. of Shares	% of total shares	
Jasper Auto Services Private Limited	49,66,500	70.95%	-	49,66,500	70.95%	-
Jasper Industries Private Limited	13,63,500	19.48%	-	13,63,500	19.48%	-
Bhaskar Transport Private Limited	6,70,000	9.57%	-	6,70,000	9.57%	-
Total	70,00,000	100.00%	-	70,00,000	100.00%	-

(f) Details of shares held by the promoters in the Company and change during the year ended March 31, 2023:

Name of the Promoters	As at		% change during the year	As at		% change during the year
	March 31, 2023			March 31, 2022		
	No. of Shares	% of total shares		No. of Shares	% of total shares	
Jasper Auto Services Private Limited	49,66,500	70.95%	-	49,66,500	70.95%	-
Jasper Industries Private Limited	13,63,500	19.48%	-	13,63,500	19.48%	-
Bhaskar Transport Private Limited	6,70,000	9.57%	-	6,70,000	9.57%	-
Total	70,00,000	100.00%	-	70,00,000	100.00%	-

(g) Details of shares held by the promoters in the Company and change during the year ended March 31, 2022:

Name of the Promoters	As at		% change during the year	As at		% change during the year
	March 31, 2022			March 31, 2021		
	No. of Shares	% of total shares		No. of Shares	% of total shares	
Jasper Auto Services Private Limited	49,66,500	70.95%	-	49,66,500	70.95%	-
Jasper Industries Private Limited	13,63,500	19.48%	-	13,63,499	19.48%	-
Bhaskar Transport Private Limited	6,70,000	9.57%	-	6,70,000	9.57%	-
Total	70,00,000	100.00%	(0)	69,99,999	100.00%	-

NOTE – 10
RESTATED STATEMENT OF OTHER EQUITY

(Rs. In Lakhs)

Particulars	Reserves and Surplus		Other comprehensive income	Total
	General Reserve	Retained Earnings	Re-measurements of the Defined Benefit Plans	
As at April 01, 2021	59.48	1,081.80	17.58	1,158.86
Profit for the year	-	148.75	-	148.75
Remeasurements on net defined benefit liability net of tax	-	-	3.04	3.04
As at April 01, 2022	59.48	1,230.55	20.62	1,310.65
Profit for the year	-	302.05	-	302.05
Remeasurements on net defined benefit liability net of tax	-	-	(0.91)	(0.91)
As at March 31, 2023	59.48	1,532.60	19.71	1,611.79
Profit for the period	-	544.65	-	544.65
Dividend paid	-	(140.00)	-	(140.00)
Remeasurements on net defined benefit liability net of tax	-	-	7.36	7.36
As at March 31, 2024	59.48	1,937.25	27.07	2,023.79

Note:**a. General Reserve:**

This represents appropriation of profit by the Company. As per Companies Act, 2013, transfer of profits to General reserve is not mandatory. General reserve is a free reserve available to the Company.

b. Retained Earnings:

Retained earnings comprises of undistributed earnings after taxes.

c. Other comprehensive income

Other comprehensive income consists of re-measurement of net defined benefit liability.

NOTE – 10A**RESTATED STATEMENT OF DIVIDEND PAID & PROPOSED****(Rs. In Lakhs)**

Particulars	March 31, 2024		March 31, 2023		March 31, 2022	
	Dividend per equity share	Amount	Dividend per equity share	Amount	Dividend per equity share	Amount
Proposed dividends on equity shares:						
Dividend proposed for the year (face value of ₹ 10/- each)	1.50	157.50*	2.00	140.00**	0	0.00

* The Board of Directors of the Company in their meeting held on June 26, 2024 have proposed a dividend of ₹ 1.50 per share and the Company has fixed June 26, 2024 as "Record Date" for determining the eligibility of the Shareholders.

** The Board of Directors of the Company in their meeting held on May 20, 2023 have proposed a dividend of ₹ 2.00 per share and the Company has fixed June 19, 2023 as "Record Date" for determining the eligibility of the Shareholders.

NOTE – 11**RESTATED STATEMENT OF BORROWING****(Rs. In Lakhs)**

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Non - Current Borrowings (Secured at amortised costs)			
Hire Purchase Loan [Refer Note (a) below]	-	-	2.58
Working Capital Term Loan [Refer Note (b) below]	-	36.66	73.33
Total	-	36.66	75.91
Current Borrowings (Secured, amortised at cost)			
Current Maturities			
Hire Purchase Loan [Refer Note (a) below]	-	2.59	3.78
Working Capital Term Loan [Refer Note (b) below]	36.67	36.67	36.67
Total	36.67	39.26	40.45

Notes:

- (a) Hire Purchase Loan is taken from Tata Motors Finance Limited towards vehicle purchase at the interest rate of 8.75% p.a. and repayable in five years.
- (b) Working Capital Term Loan taken from HDFC Bank Limited is secured by 100% guaranteed from National Credit Guarantee Trustee Company Limited (NCGTC) and primary charge on stock and book debts. Interest rate is 9.25% per annum. Repayable in 36 equal monthly instalments starting from April, 2022.

NOTE 11A**RESTATED STATEMENT OF PRINCIPAL TERMS OF SECURED TERMS LOANS AND ASSETS CHARGED AS SECURITY****(Rs. In Lakhs)**

Name of Lender	Purpose	Sanctioned Amount	Rate of interest per annum	Prime Securities offered	Re-Payment Schedule		Outstanding amount as on (as per Books)			
					No of EMI	EMI Amount	Moratorium	March 31, 2024	March 31, 2023	March 31, 2022
Tata Motors Finance Ltd.	Vehicle Purchase	16.92	8.75%	Hypothecation of Vehicle	60 Months	Rs. 0.35 Lakh	-	-	2.59	6.36

HDFC Bank Limited (i)	Working Capital Limit	6,000.00	8.40%	Stock, Book Debts and Plant & Machinery	On Demand	-	-	-	-	-
HDFC Bank Limited (ii)	Working Capital Term Loan	110.00	9.25%	Stock and Book Debts	36 Months	Rs. 3.06 Lakh Principle + Interest	12 Months	36.67	73.33	110.00
Total								36.67	75.92	116.36

NOTE – 12

RESTATED STATEMENT OF PROVISION

(Rs. In Lakhs)

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Non-Current			
Compensated Absences	14.32	19.82	18.00
Total	14.32	19.82	18.00
Current			
Compensated Absences	3.89	3.44	2.65
Provision for Warranty	14.48	10.39	4.90
Total	18.37	13.83	7.55

NOTE – 13

RESTATED STATEMENT OF DEFERRED TAX LIABILITIES

(Rs. In Lakhs)

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Deferred Tax Liabilities	71.52	83.33	87.02
Deferred Tax Assets	(7.47)	(7.87)	(11.95)
Total	64.05	75.46	75.07

2023-24

Particulars	Opening balance as at April 1, 2023	Recognised in Statement of Profit and Loss	Recognised / reversed through Other Comprehensive Income	Closing balance as at March 31, 2024
Deferred Tax liabilities / (assets) in relation to				
Property, Plant and Equipment	79.08	(15.42)	-	63.66
Provision for Employee Benefits	4.25	1.14	2.47	7.86
Provision for Lease Rent	-	(3.83)	-	(3.83)
Provision for Warranty	(2.89)	(0.75)	-	(3.64)
Provision for Credit Impaired balances	(4.98)	4.98	-	0.00
Net Deferred Tax Liability	75.46	(13.88)	2.47	64.05

2022-23

Particulars	Opening balance as at April 1, 2022	Recognised in Statement of Profit and Loss	Recognised / reversed through Other Comprehensive Income	Closing balance as at March 31, 2023
Deferred Tax liabilities / (assets) in relation to				
Property, Plant and Equipment	82.32	(3.24)	-	79.08
Provision for Employee Benefits	4.70	(0.10)	(0.35)	4.25

Provision for Warranty	(4.73)	1.84	-	(2.89)
Provision for Credit Impaired balances	(7.22)	2.24	-	(4.98)
Net Deferred Tax Liability	75.07	0.74	(0.35)	75.46

2021-22

Particulars	Opening balance as at April 1, 2021	Recognised in Statement of Profit and Loss	Recognised / reversed through Other Comprehensive Income	Closing balance as at March 31, 2022
Deferred Tax liabilities / (assets) in relation to				
Property, Plant and Equipment	77.90	4.42	-	82.32
Provision for Employee Benefits	1.67	1.86	1.17	4.70
Provision for Warranty	(2.78)	(1.95)	-	(4.73)
Provision for Credit Impaired balances	(5.74)	(1.48)	-	(7.22)
Others	2.41	(2.41)	-	-
Net Deferred Tax Liability	73.46	0.44	1.17	75.07

NOTE – 14
RESTATED STATEMENT OF TRADE PAYABLES

(Rs. In Lakhs)

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Trade Payables			
Total outstanding dues of micro enterprises and small enterprises	207.89	43.22	76.36
Total outstanding dues of creditors other than micro enterprises and small enterprises	641.60	576.74	789.99
Total	849.49	619.96	866.35

Trade Payables ageing schedule for the year ended on March 31, 2024:

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Outstanding dues to MSME	-	207.89	-	-	-	-	207.89
Others	128.84	132.01	371.48	1.58	7.70	-	641.61
Disputed dues – MSME	-	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-	-
Total trade payables	128.84	339.90	371.48	1.58	7.70	-	849.50

Trade Payables ageing schedule for the year ended on March 31, 2023:

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Outstanding dues to MSME	-	43.22	-	-	-	-	43.22
Others	43.62	270.88	257.11	5.13	-	-	576.74
Disputed dues – MSME	-	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-	-
Total trade payables	43.62	314.10	257.11	5.13	-	-	619.96

Trade Payables ageing schedule for the year ended on March 31, 2022:

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Outstanding dues to MSME		69.58	6.78			-	76.36
Others	20.44	477.07	288.98	3.48		-	789.97
Disputed dues – MSME						-	-
Disputed dues - Others						-	-
Total trade payables	20.44	546.65	295.76	3.48	-	-	866.33

NOTE – 15
RESTATED STATEMENT OF OTHER FINANCIAL LIABILITIES

(Rs. In Lakhs)

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Interest Accrued but not due on Borrowings	0.06	0.12	0.20
Payables on Purchase of Property, Plant and Equipment	5.43	3.48	6.39
Total	5.49	3.60	6.59

NOTE – 16
RESTATED STATEMENT OF OTHER CURRENT LIABILITIES

(Rs. In Lakhs)

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Advance Received from Customers	19.18	59.80	2.06
Statutory Remittances	53.79	269.60	127.07
Total	72.97	329.40	129.13

NOTE – 17A
RESTATED STATEMENT OF REVENUE FROM OPERATIONS

(Rs. In Lakhs)

Particulars	For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from body building of Tippers, Trailers etc.	19,526.24	14,902.43	9,341.80
Revenue from Services	7.64	2.42	6.80
Other Operating Revenue			
Sale of Scrap	492.52	515.17	286.05
Total	20,026.40	15,420.02	9,634.65

NOTE – 17B
RESTATED STATEMENT OF OTHER INCOME

(Rs. In Lakhs)

Particulars	For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Gain on Termination of Lease	-	-	8.99
Interest on Income tax refund	0.53	-	6.85
Liabilities / Provisions no longer required Written Back	-	-	1.40
Unwinding of discount on security deposits	-	-	0.62
Interest Income on Fixed Deposit	3.74	-	-
Transportation Charges	3.31	-	-
Profit on Sale / Written Off of Property, Plant and Equipment	0.56	-	-
Miscellaneous Income	2.09	3.00	3.38
Total	10.23	3.00	21.24

NOTE – 18
RESTATED STATEMENT OF COST OF MATERIALS AND COMPONENTS CONSUMED

(Rs. In Lakhs)

Particulars	For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Opening Stock	491.63	547.31	392.50
Add: Purchases	16,940.20	12,630.24	7,993.38
Less: Closing Stock	782.00	491.63	547.31
Total	16,649.83	12,685.93	7,838.57

NOTE – 19
RESTATED STATEMENT OF CHANGES IN INVENTORY OF FINISHED GOODS AND WORK-IN-PROGRESS

(Rs. In Lakhs)

Particulars	For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Opening Stock:			
Work-in-Progress	320.99	368.24	161.11
Finished Goods	-	-	76.07
Closing Stock:			
Work-in-Progress	386.25	320.99	368.24
Finished Goods	24.76	-	-
Net (Increase)/decrease	(90.02)	47.25	(131.06)

NOTE – 20
RESTATED STATEMENT OF EMPLOYEE BANEFIT EXPENSE

(Rs. In Lakhs)

Particulars	For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Salaries and Wages	369.64	330.72	281.39
Company's contribution to provident fund and other funds	25.19	23.97	19.66
Workmen and Staff Welfare Expenses	34.48	26.67	5.63
Total	429.31	381.36	306.68

NOTE – 21
RESTATED STATEMENT OF FINANCE COST

(Rs. In Lakhs)

Particulars	For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Interest on			
- term loans	5.19	8.37	9.10
- working capital loans	13.37	2.25	15.25
- vehicle loans	0.07	0.40	0.71
- lease liabilities	-	-	4.79
- income Tax	-	-	0.67
- Other	0.10	-	-
Bank Charges	2.12	5.64	4.26
Total	20.85	16.66	34.78

NOTE – 22
RESTATED STATEMENT OF OTHER EXPENSES

(Rs. In Lakhs)

Particulars	For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Stores and spares consumed	644.33	579.55	356.02
Repairs and Maintenance:			
- Buildings	11.58	1.69	0.08
- Plant and Machinery	35.09	10.47	3.77
- Office Equipment	7.30	3.27	1.45
Power and Fuel Charges	203.90	175.38	143.55
Travelling, Conveyance and Car Running Expenses	37.19	21.39	8.55
Rent	62.93	53.99	54.55
Rates & Taxes	35.60	14.18	13.04
Insurance	13.39	5.60	5.57
Freight and Handling Charges	0.77	1.33	1.15
Professional Fees	105.12	91.60	91.09
Communication Expenses	2.67	2.82	2.42
Warranty Expenses	7.55	16.37	4.29
Credit impaired trade receivables write off.	-	28.17	-
Capital Work-in Progress Assets Written Off	-	-	80.57
Loss on Sale / Written Off of Property, Plant and Equipment	-	6.54	3.61
Director's Sitting Fees	12.90	8.20	6.20
Security Services Charges	41.05	23.38	17.78
Cleaning & Maintenance Charges	24.51	19.82	16.40
Auditors' Remuneration (Excluding GST)			
- Statutory Audit	7.00	7.00	7.00
- Out of Pocket Expenses	1.13	0.64	0.11
Expenditure on corporate social responsibility	-	-	3.00
Miscellaneous Expenses	28.09	17.99	21.10
Total	1,282.10	1,089.39	841.30

NOTE – 23
RESTATED STATEMENT OF TAX EXPENSE

(Rs. In Lakhs)

Particulars	For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Current Tax			
In respect of the current year	188.30	105.02	29.86
In respect of the prior years	-	-	-
Total	188.30	105.02	29.86
Deferred Tax			
In respect of the current year	(13.88)	0.74	0.44
Total	(13.88)	0.74	0.44

Note: During the year ended March 31, 2024, the Company elected to exercise the option permitted under Section 115BAA of the Income Tax Act, 1961, as introduced by the Taxation Law (Amendment) Ordinance, 2019. Accordingly, the Company has recognized provision for income tax for the year ended March 31, 2024 and remeasured the deferred tax assets / liabilities based on the rate prescribed in the said Section.

NOTE – 23.1

RESTATED STATEMENT OF RECONCILIATION OF TAX EXPENSE TO THE ACCOUNTING PROFIT

(Rs. In Lakhs)

Particulars	For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Profit before tax (A)	719.07	407.81	179.05
Statutory tax rate in India (B)	25.17%	27.82%	27.82%
Expected tax expense (C = A*B)	180.99	113.45	49.81
Permanent difference:			
Effect on expenses disallowed under Income Tax Act, 1961	3.83	3.35	25.34
Effect on income disallowed under Income Tax Act, 1961	-	-	(2.79)
Deferred tax assets on unabsorbed depreciation (Un-accrued)	-	-	(40.49)
Others	(10.40)	(11.04)	(1.57)
Total	174.42	105.76	30.30
Adjustment for current tax of prior years	-	-	-
Tax expenses reported in the Statement of Profit & Loss	174.42	105.76	30.30

NOTE – 23.2

RESTATED STATEMENT OF INCOME TAX RECOGNISED IN OTHER COMPREHENSIVE INCOME

(Rs. In Lakhs)

Particulars	For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Deferred Tax			
Remeasurement of Defined Benefit Obligation	(2.47)	0.35	(1.17)
Total Income Tax recognised in Other Comprehensive Income	(2.47)	0.35	(1.17)

NOTE – 24

RESTATED STATEMENT OF CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

(Rs. In Lakhs)

Particulars	For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
a. Capital Commitments:			
Estimated amount of contracts remaining to be executed on capital account and not provided for [Net of Capital Advances]	0.09	5.54	17.92
b. Contingent Liabilities:			
Bank Guarantee	168.50	-	-
Value Added Tax Matters	-	0.60	10.86
Total	168.59	6.14	28.78

NOTE – 25

RESTATED STATEMENT OF MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

Disclosure under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006, the amount of principal and interest outstanding is given below:

(Rs. In Lakhs)

Particulars		For the year ended		
		March 31, 2024	March 31, 2023	March 31, 2022
i.	Principal amount due to suppliers under MSMED Act, as at the end of the year	207.89	43.22	76.36
ii.	Interest accrued and due to suppliers under MSMED Act on the above amount as at the end of the year	-	-	0.02
iii.	Payment made to suppliers (other than interest) beyond the appointed day, during the year	-	-	-
iv.	Interest paid to suppliers under MSMED Act (other than Section 16)	-	-	-
v.	Interest paid to suppliers under MSMED Act (Section 16)	-	-	-
vi.	Interest due and payable to suppliers under MSMED Act, for payments already made	-	0.02	-
vii.	Interest accrued and remaining unpaid at the end of the year to suppliers under MSMED Act (ii) + (vi)	-	0.02	0.02

Dues to Micro, Small and Medium Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

NOTE – 26
RESTATED STATEMENT OF SEGMENT REPORTING

As the Company's business fall within a single primary segment viz-a-viz "Manufacturing of Tippers and Trailers Bodies." therefore the disclosure requirements of Indian Accounting Standard 108 Operating Segments are not applicable. The Company sells its products mainly within India where the conditions prevailing are uniforms.

Geographical Information

The Company operates in India and makes sales to customers situated in India. The revenue from external customers by location of customers is detailed below. All the non-current assets of the Company are situated within India.

(Rs. In Lakhs)

Revenue	For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
India	19,526.24	14,902.43	9,341.80
Outside India	Nil	Nil	Nil
Total	19,526.24	14,902.43	9,341.80

NOTE – 27
RESTATED STATEMENT OF LEASES

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.

Following are the changes in the carrying value of right of use assets for the year ended:

(Rs. In Lakhs)

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Opening Balance	-	-	91.18
Additions	-	-	-
Deletions	-	-	-
Depreciation	-	-	(5.27)
Derecognition	-	-	(85.91)
Closing Balance	-	-	-

The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the statement of profit and loss.

The Lease Agreement dated June 2, 2008 entered into between the Company, Tata Motors Limited and UPSIDC for 15 years for the land on which the Company's plant is situated, expired on April 11, 2023. The said Agreement provides an option to the Company to renew the Lease Agreement on mutually agreed terms for a further period of 15 years. Despite the ongoing discussions with Tata Motors Ltd. on the matter, the Lease Agreement did not stand renewed as on March 31, 2024.

However, subsequent to March 31, 2024, Tata Motors Ltd. has communicated to the Company that it has initiated the necessary action required for renewing of the subject Lease Agreement. Provision for lease rent expenditure has been adequately made in the books upto the year ended March 31, 2024 as per the existing terms.

Pending execution of the renewed Lease Agreement, the Company has not recorded right-of-use asset and corresponding lease liability as at March 31, 2024. Management is hopeful of consummating the renewed Lease Agreement in the near future and has assessed that the same will not have any material impact on the operations of the Company.

The following is the movement in lease liabilities:

(Rs. In Lakhs)

Particulars	For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Opening balance	-	-	100.44
Finance cost accrued during the year	-	-	4.79
Payment of lease liabilities	-	-	(10.32)
Derecognition	-	-	(94.91)
Closing Balance	-	-	-

The following is the break-up of current and non-current lease liabilities:

(Rs. In Lakhs)

Particulars	For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Non-current lease liabilities	-	-	-
Current lease liabilities	-	-	-
Total	-	-	-

NOTE – 28

RESTATED STATEMENT OF EMPLOYEE BENEFIT PLAN

28.1 Defined Contribution Plan

The Company has recognised in the Statement of Profit and Loss under the head Employee Benefits Expense towards Defined Contribution Plans.

(Rs. In Lakhs)

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Provident Fund	8.84	8.62	4.38
Employee State Insurance	1.37	1.93	1.87
Pension Fund	9.35	9.02	8.08
Total	19.56	19.57	14.33

28.2 Defined Benefit Plans

The Company provided the following employee benefits:

Plan

- Gratuity
- Compensated Absence

Funding Status

Funded by "New Group Gratuity Cash Accumulation Plan" with LIC

Non-Funded

Gratuity Plan**(i) Balance Sheet**

The assets, liabilities and surplus position of the Defined Benefit Plan at the Balance Sheet date:

(Rs. In Lakhs)

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Present value of funded defined benefit obligation	(40.66)	(46.66)	(40.70)
Fair value of plan assets	90.11	85.18	78.25
Amount recognised in Balance Sheet	49.45	38.52	37.55

(ii) Movement in present value of obligation and fair value of Plan Assets**(Rs. In Lakhs)**

Particulars	For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Opening defined benefit obligation	46.66	40.70	41.88
Current service cost	7.28	5.99	6.60
Interest cost	3.15	2.77	2.53
Actuarial (gains) / losses arising from experience adjustments	(8.98)	0.96	0.42
Actuarial (gains) / losses demographic assumptions	(1.85)	-	-
Actuarial (gains) / losses arising from changes in financial assumptions	0.32	(0.34)	(4.84)
Benefits paid out of plan assets and by employer	(5.92)	(3.42)	(5.89)
Closing defined benefit obligation	40.66	46.66	40.70

(iii) Expense recognized in the year in Statement of Profit and Loss

Particulars	For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Current service cost	7.28	5.99	6.60
Net interest expense	(2.96)	(2.85)	(2.28)
Components of defined benefit costs recognised in Statement of Profit and Loss	4.32	3.14	4.32

Expense recognized in the year in Other Comprehensive Income

Particulars	For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Actuarial (gains) / losses arising from experience adjustments	(8.98)	0.96	0.42
Actuarial (gains) / losses arising from changes in financial assumptions	(1.52)	(0.34)	(4.84)
Return on plan assets (greater) / lesser than discount rate	0.67	0.64	0.21
Components of defined benefit costs recognised in Other Comprehensive Income	(9.83)	1.26	(4.21)

(iv) Assets

The major categories of Plan Assets as a % of the total Plan Assets

Particulars	For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Funded with Life Insurance Corporation of India	100%	100%	100%

(v) The principal assumptions used for the purposes of the actuarial valuations were as follows

Particulars	For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Discount rate(s)	7.00%	7.20%	7.10%
Expected rate(s) of return on plan assets	6.90%	6.90%	6.90%
Rate of escalation in salary (per annum)	8.00%	8.00%	8.00%
Attrition rate	20.00%	10.00%	10.00%
Mortality rate	IALM 2006-08 (ultimate)	IALM 2006-08 (ultimate)	IALM 2006-08 (ultimate)

Note 28.3: Compensated Absences

The accrual for unutilized leave is determined for the entire available leave balance standing to the credit of the employees at year end. The value of such leave balance eligible for carry forward, is determined by an independent actuarial valuation and charged to the Statement of Profit and Loss in the period determined.

The key assumptions, as provided by an independent actuary, used in the computation of provision for compensated absences are as given below:

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Discount rate(s)	7.00%	7.20%	7.10%
Rate of escalation in salary (per annum)	8.00%	8.00%	8.00%
Attrition rate	20.00%	10.00%	10.00%
Mortality rate	IALM 2006-08 (ultimate)	IALM 2006-08 (ultimate)	IALM 2006-08 (ultimate)

**NOTE 29
RESTATEMENT OF RELATED PARTY DISCLOSURE**

Note 29.1: Names of the Related Parties and relationships:

Nature of Relationship		Names of the Related Party
1.	Holding Company	Jasper Auto Services Private Limited
2.	Entity which exercises significant influence on Company (in respect of which transactions have taken place)	Jasper Industries Private Limited Bhaskar Transport Private Limited
3.	Key Managerial Personnel	Sumanth Badiga - Managing Director
		Noshir Italia Homi - Director
		Vuppala Satyanarayana Murty - Director
		Ranaveer Sinha - Director
		Rajeev Khatri - Manager (up to June 17, 2021)
		Sameer Gupta- COO (up to December 31, 2022)
		Kotikalapudi Venkatasatya Nageswararao - CEO (w.e.f. September 28, 2022)
		Subhash Chandra Pandey - C.F.O. (up to January 06, 2024)
		Satya Priya Chaturvedi - C.F.O. (w.e.f. April 01, 2024)
		A Sushma - Company Secretary (up to December 14, 2021)
		Sonali Chandra - Company Secretary (up to May 16, 2024)
		Neha Sangam - Company Secretary (w.e.f. May 27, 2024)

Note: 29.2: Transactions during the year**(Rs. In Lakhs)**

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
- Advance Given			
Jasper Industries Private Limited	300.00	-	-
- Advance Received			
Jasper Industries Private Limited	300.00	-	-
	-	-	2.82
- Reimbursement of expenses			
Jasper Industries Private Limited	3.03	1.98	2.42
- Remuneration to Key Managerial Personnel*			
Rajeev Khatri	-	4.83	11.68
Sameer Gupta	-	24.20	24.63
Kotikalapudi Venkatasatya Nageswararao	48.90	24.96	-
Subhash Chandra Pandey	27.61	24.57	23.38
A Sushma			5.78
Sonali Chandra	9.96	8.86	0.74
- Consultancy Fee to Key Managerial Personnel			
Sumanth Badiga	57.00	57.00	57.00
Noshir Italia Homi	18.00	18.00	18.00
- Sitting Fee to Key Managerial Personnel			
Sumanth Badiga	3.18	1.72	1.52
Noshir Italia Homi	3.28	2.12	1.52
Vuppala Satyanarayana Murty	3.16	2.24	1.64
Ranaveer Sinha	3.28	2.12	1.52

*The Remuneration to Key Managerial Personnel does not include provision made for gratuity and leave benefits, as they are determined on actuarial basis for the Company as a whole.

Note 29.3: Balances outstanding at the end of the year**(Rs. In Lakhs)**

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
- Balance payable			
Jasper Industries Private Limited	5.59	2.56	0.58
- Balance receivable			
Kotikalapudi Venkatasatya Nageswararao	1.20	-	-

**NOTE 30
RESTATEMENT OF EARNING PER SHARE**

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Basic & diluted			
Profit for the year (₹ in Lakhs)	544.65	302.05	148.75
Weighted average number of equity shares	1,05,00,000	1,05,00,000	1,05,00,000
Earnings Per Share (Basic and Diluted) - (Face value ₹ 10 per share) (₹)	5.19	2.88	1.42

**NOTE 31
WARRANTY**

The Company has provided for anticipated warranty cost relating to products manufactured and sold by the Company on the basis of past estimate and best judgement of the Management.

(Rs. In Lakhs)

Particulars	For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Opening balance	10.39	4.9	15.69
Accruals made during the year	29.06	19.59	5.88
Warranty claim settled during the year / reimbursement received (Net)	(3.45)	(10.88)	(3.00)
Reversal of provision	(21.51)	(3.22)	(1.58)
Transfer to Trade receivables (Refer Note 6)	0	0	(12.09)
Closing balance	14.49	10.39	4.9

**NOTE 32
RESTATEMENT OF FINANCIAL INSTRUMENTS -FAIR VALUE & FINANCIAL RISK MANAGEMENT**

This section gives an overview of the significance of Financial Instruments for the Company and provides additional information on Balance Sheet items that contain Financial Instruments.

The details of Significant Accounting Policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized, in respect of each class of Financial Asset, Financial Liability and equity instrument are disclosed in Note 1 to the Financial Statements.

Note 32.1: Financial Instruments by category

(Rs. In Lakhs)

Particulars	Carrying Amounts		
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Financial Assets measured at amortised cost			
(i) Trade Receivables (Refer Note 6)	879.97	219.07	641.68
(ii) Cash and Cash Equivalents (Refer Note 7)	182.96	820.95	17.88
(iii) Other Financial Assets (Refer Note 8)			
- Security Deposits	16.82	16.82	15.54
- Other Receivables and Deposits	3.13	2.45	31.2
Total Financial Assets	1082.88	1059.29	706.3
Financial Liabilities measured at amortised cost			
(i) Borrowings (Refer Note 11)	36.67	75.92	116.36
(ii) Lease Liabilities	0	0	0
(iii) Trade Payables (Refer Note 14)	849.49	619.96	866.35
(iv) Other Financial Liabilities (Refer Note 15)			
- Payables on Purchase of Property Plant and Equipment	5.43	3.48	6.39
- Interest Accrued but not due on Borrowings	0.06	0.12	0.2
Total Financial Liabilities	891.65	699.48	989.3

Carrying amounts of Cash and Cash Equivalents, Trade Receivables, Trade Payables, Other Financial Assets and Liabilities approximate their fair values.

Note 32.2: Financial Risk Management

Note 32.2.1: Objective

During the course of its business, the Company is exposed primarily to a number of different financial risks arising from natural business exposure as well as its use of financial instruments including market risks, credit risk and liquidity risk. The exposure to these risks and the companies risk management have been summarised as below:

Note 32.2.2: Market Risk

Market risk is the risk of any loss in future earnings, in realisable fair values or in future cash flows that may result from a change in the price of a Financial Instrument. The value of a Financial Instrument may change as a result of changes in interest rates, foreign currency exchange rates, equity price fluctuations, liquidity and other market changes. Future specific market movements cannot be normally predicted with reasonable accuracy. The Company is not exposed to foreign currency risk as its business in local currency only.

Note 32.2.3: Credit Risk Management

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in a financial loss. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, when appropriate, as a means of mitigating the risk of financial loss from default. The Company regularly monitors its counterparty limits by reviewing the outstanding balance and ageing of the same.

Possible Credit Risk	Credit Risk Management
Credit risk relating to trade receivables	The Company's exposure to customers is relatively concentrated. However since majority of sales belongs to a group of customers and majorly on AP17-100% on 89 days BMS - HDFC Scheme and based on historical experience of collections from the customers, no significant credit risk is perceived in this regard.
Credit risk relating to bank balances and deposits	Company holds bank balances and deposits with reputed and creditworthy banking institutions within the approved exposure limits of each bank.

The Company has a credit policy that is designed to ensure that consistent processes are in place to measure and control credit risk. Credit risk is considered as a part of the risk-reward balance of doing business. On entering into any business contract, the extent to the arrangement exposes the Company to credit risk is considered.

NOTE 33
RESTATEMENT OF LIQUIDITY RISK MANAGEMENT

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements.

The Company invests its surplus funds in bank deposits which are highly liquid and carry no or low market risk.

The table below provides details regarding the contractual maturities of Financial Liabilities including estimated interest payments as at March 31, 2024:

Particulars		(Rs. In Lakhs)					
		Carrying amount	Contractual cash flows	Less than 1 year	Between 1 to 2 years	Between 2 to 5 years	More than 5 years
Financial Liabilities measured at amortised cost							
(i)	Borrowings (Refer Note 11)	36.67	36.67	36.67	-	-	-
(ii)	Trade Payables (Refer Note 14)	849.49	849.49	849.49	-	-	-
(iii)	Other Financial Liabilities (Refer Note 15)						
	- Payables on Purchase of Property Plant and Equipment	5.43	5.43	5.43	-	-	-
	- Interest Accrued but not due on Borrowings	0.06	0.06	0.06	-	-	-
Total Financial Liabilities		891.65	891.65	891.65	-	-	-

(Rs. In Lakhs)

Particulars		Carrying amount
Financial Assets measured at amortised cost		
(i)	Trade Receivables (Refer Note 6)	879.97
(ii)	Cash and Cash Equivalents (Refer Note 7)	182.96
(iii)	Other Financial Assets (Refer Note 8)	
	- Security Deposits	16.82
	- Other Receivables	3.13
Total Financial Assets		1,082.88

The table below provides details regarding the contractual maturities of Financial Liabilities including estimated interest payments as at March 31, 2023:

(Rs. In Lakhs)

Particulars		Carrying amount	Contractual cash flows	Less than 1 year	Between 1 to 2 years	Between 2 to 5 years	More than 5 years
Financial Liabilities measured at amortised cost							
(i)	Borrowings (Refer Note 11)	75.92	75.92	39.26	36.66	-	-
(ii)	Trade Payables (Refer Note 14)	619.96	619.96	619.96	-	-	-
(iii)	Other Financial Liabilities (Refer Note 15)						
	- Payables on Purchase of Property Plant and Equipment	3.48	3.48	3.48	-	-	-
	- Interest Accrued but not due on Borrowings	0.12	0.12	0.12	-	-	-
Total Financial Liabilities		699.48	699.48	662.82	36.66	-	-

(Rs. In Lakhs)

Particulars		Carrying amount
Financial Assets measured at amortised cost		
(i)	Trade Receivables (Refer Note 6)	219.07
(ii)	Cash and Cash Equivalents (Refer Note 7)	820.95
(iii)	Other Financial Assets (Refer Note 8)	
	- Security Deposits	16.82
	- Other Receivables	2.45
Total Financial Assets		1,059.29

The table below provides details regarding the contractual maturities of Financial Liabilities including estimated interest payments as at March 31, 2022:

(Rs. In Lakhs)

Particulars		Carrying amount	Contractual cash flows	Less than 1 year	Between 1 to 2 years	Between 2 to 5 years	More than 5 years
Financial Liabilities measured at amortised cost							
(i)	Borrowings (Refer Note 11)	116.36	116.36	40.45	39.24	36.67	-
(ii)	Trade Payables (Refer Note 14)	866.35	866.35	866.35	-	-	-
(iii)	Other Financial Liabilities (Refer Note 15)						
	- Payables on Purchase of Property Plant and Equipment	6.39	6.39	6.39	-	-	-
	- Interest Accrued but not due on Borrowings	0.20	0.20	0.20	-	-	-
Total Financial Liabilities		989.30	989.30	913.39	39.24	36.67	-

(Rs. In Lakhs)

Particulars		Carrying amount
Financial Assets measured at amortised cost		
(i)	Trade Receivables (Refer Note 6)	641.68
(ii)	Cash and Cash Equivalents (Refer Note 7)	17.88
(iii)	Other Financial Assets (Refer Note 8)	
	- Security Deposits	15.54
	- Other Receivables	31.20
Total Financial Assets		706.30

NOTE 34
RESTATEMENT OF OTHER FINANCIAL RATIOS

The following are analytical ratio:

S.No.	Particulars	Numerator	Denominator	For the year ended		
				March 31, 2024	March 31, 2023	March 31, 2022
i.	Current Ratio (times)	Current assets	Current liabilities	2.48	2.01	1.65
ii.	Debt – Equity Ratio (times)	Debt	Shareholder’s Equity	0.01	0.03	0.06
iii.	Debt Service Coverage Ratio (times)	Earnings available for debt service	Debt Service	15.28	10.45	10.85
iv.	Return on Equity (ROE)	Net Profits after taxes	Average Shareholder’s Equity	21.63%	13.98%	7.69%
v.	Inventory turnover ratio (times)	Revenue	Average Inventory	19.14	16.99	11.77
vi.	Trade receivables turnover ratio (times)	Revenue	Average Trade Receivable	36.44	35.83	18.72
vii.	Trade payables turnover ratio (times)	Cost of goods sold	Average Trade Payables	24.91	19.00	9.44
viii.	Net capital turnover ratio (times)	Revenue	Working Capital	13.77	15.19	14.02
ix.	Net profit ratio	Net Profit	Revenue	2.72%	1.96%	1.54%
x.	Return on capital employed (ROCE)	Earning before interest and taxes	Capital Employed	25.69%	17.14%	9.69%
xi.	Return on Investment (ROI)	Profit generated on sale of investment	Cost of investment	NA	NA	NA

(i) Reasons for Variance of more than 25% during year ended March 31, 2024 as compared to March 31, 2023:

S. No.	Particulars	March 31, 2024	March 31, 2023	Variance	Reason
i.	Current Ratio	2.48	2.01	23.41%	NA
ii.	Debt – Equity Ratio	0.01	0.03	(59.01%)	Decrease was primarily on account of decrease in term loan (mainly decrease in long term loans).
iii.	Debt Service Coverage Ratio	15.28	10.45	46.22%	Increase was primarily on account of increase in earnings during the year.
iv.	Return on Equity (ROE)	0.22	0.14	54.78%	Increase was primarily on account of increase in profit after tax.
v.	Inventory turnover ratio (times)	19.14	16.99	12.61%	NA
vi.	Trade receivables turnover ratio (times)	36.44	35.83	1.71%	NA

vii.	Trade payables turnover ratio (times)	24.91	19.00	31.08%	Increase was primarily on account of increase in cost of goods sold and other expenditure (mainly store & spares, sub-contract cost, power & fuel).
viii.	Net capital turnover ratio	13.77	15.19	(9.34%)	NA
ix.	Net profit ratio	0.03	0.02	38.84%	Higher profit margin attributable to increase in profit after tax and increase in total income.
x.	Return on capital employed (ROCE)	0.26	0.17	49.90%	Increase was primarily on account of increase in net profit before tax.
xi.	Return on Investment (ROI)	NA	NA	-	NA

(ii) Reasons for Variance of more than 25% during year ended March 31, 2023 as compared to March 31, 2022:

S.No	Particulars	March 31, 2023	March 31, 2022	Variance	Reason
i.	Current Ratio	2.01	1.65	21.41%	NA
ii.	Debt – Equity Ratio	0.03	0.06	(43.25%)	Decrease was primarily on account of decrease in term loan (mainly decrease in long term loans).
iii.	Debt Service Coverage Ratio	10.45	10.85	(3.71%)	NA
iv.	Return on Equity (ROE)	0.14	0.08	81.78%	Increase was primarily on account of increase in profit after tax.
v.	Inventory turnover ratio (times)	16.99	11.77	44.44%	Increase was primarily on account of increase in revenue
vi.	Trade receivables turnover ratio (times)	35.83	18.72	91.44%	Increase was primarily on account of increase in revenue
vii.	Trade payables turnover ratio (times)	19.00	9.44	101.25%	Increase was primarily on account of increase in cost of goods sold and other expenditure (mainly store & spares, sub-contract cost, power & fuel).
viii.	Net capital turnover ratio	15.19	14.02	8.39%	NA
ix.	Net profit ratio	0.02	0.02	26.87%	Higher profit margin attributable to increase in profit after tax and increase in total income.
x.	Return on capital employed (ROCE)	0.17	0.10	76.88%	Increase was primarily on account of increase in net profit before tax.
xi.	Return on Investment (ROI)	NA	NA	-	NA

NOTE 35
RESTATEMENT OF CORPORATE SOCIAL RESPONSIBILITY

As per Section 135 of the Companies Act, 2013, a Corporate Social Responsibility (CSR) committee has been formed by the Company and the amount that needs to be spent by the Company for the year is 2% of average net profits for previous three financial years, calculated as per Section 198 of the Companies Act, 2013. The areas for CSR activities are promoting sports, education, medical and other social projects. All these activities are covered under Schedule VII to the Companies Act, 2013. The details of amount spent are:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Amount required to be spent by the Company during the year	-	-	3.00
Amount of expenditure incurred	-	-	3.00
Shortfall at the end of the year	-	-	0
Total of previous years shortfall	-	-	0

Reason for shortfall	NA	NA	NA
Nature of CSR Activities	NA	NA	Contribution to Samaj Vikas Kendra
Details of related party transactions e.g. contribution to a trust controlled by the Company in relation to CSR expenditure as per relevant Accounting Standard	NA	NA	NA
Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision	NA	NA	NA

**NOTE 36
OTHER STATUTORY INFORMATION**

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (iii) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (iv) 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:
- a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (Ultimate Beneficiaries) or
- b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (v) The Company does not have any such transaction which is 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.
- (vi) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- (vii) The Company is not declared wilful defaulter by and bank or financials institution or lender during the year.
- (viii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (ix) Quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.
- (x) The Company has used the borrowings from banks and financial institutions for the specific purpose for which it was obtained.
- (xi) The title deeds of all the immovable properties, (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favor of the Company) disclosed in the financial statements included in property, plant and equipment and capital work-in progress are held in the name of the Company as at the balance sheet date.
- (xii) The Company does not have any transactions with companies struck off.
- (xiii) The Company has not revalued its property, plant and equipment.

**NOTE 37
RESTATED STATEMENT OF MANDATORY ACCOUNTING RATIOS
(Amount in Lakhs Rs. except Per Share Data)**

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Net Worth (A)	2,723.80	2,311.79	2,010.65
Restated Profit after tax	544.65	302.05	148.75
Less: Prior Period Item	-	-	-
Adjusted Profit after Tax (B)	544.65	302.05	148.75
Number of Equity shares (Face Value Rs 10) outstanding as on the end of Year (Refer Note 9)	70,00,000	70,00,000	70,00,000

Weighted Average Number of Equity shares (Face Value Rs 10) (c)	70,00,000	70,00,000	70,00,000
Weighted Average Number of Equity shares (Face Value Rs 10) after considering Bonus Issue of Shares (D)	1,05,00,000	1,05,00,000	1,05,00,000
Current Assets (E)	2,437.03	2,021.06	1,737.47
Current Liabilities (F)	982.99	1,006.05	1,050.07
Face Value per Share (Refer Note 6)	10.00	10.00	10.00
Restated Basic and Diluted Earnings Per Share (Rs.) (B/D) (After Bonus) Refer Note 6 & 7	5.19	2.88	1.42
Return on Net worth (%) (B/A)	20.00%	13.07%	7.40%
Net asset value per share (A/C) (Face Value of Rs. 10 Each) Based on actual number of shares	38.91	33.03	28.72
Net asset value per share (A/D) (Face Value of Rs. 10 Each) Based on after bonus number of shares	25.94	22.02	19.15
Current Ratio (E/F)	2.48	2.01	1.65
Restated Earnings Before Interest Tax Depreciation and Amortisation and Other Income (EBITDA)	906.09	588.04	351.94

Note:

1) The ratios have been computed as below:

(a) Basic earnings per share (Rs.) -: Net profit after tax as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the year

(b) Diluted earnings per share (Rs.) -: Net profit after tax as restated for calculating diluted EPS / Weighted average number of equities shares outstanding at the end of the year for diluted EPS

(c) Return on net worth (%) -: Net profit after tax (as restated) / Net worth at the end of the year

(d) Net assets value per share -: Net Worth at the end of the year / Total number of equity shares outstanding at the end of the or year

(e) EBITDA has been calculated as Profit before Tax + Depreciation + Interest Expenses - Other Income

2) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year. In case of Subdivision and Bonus issue, the event has been considered as if it had occurred at the beginning of restatement period.

3) Net worth for ratios mentioned is equals to Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss).

4) The figures disclosed above are based on the restated summary statements.

5) The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II, III and IV.

6. Pursuant to shareholder's consent dated 23rd April, 2024 bonus issue of 35,00,000 equity shares of face value of Rs 10/- in the ratio 1:2 i.e. one (1) bonus equity shares for every two (2) equity share held by shareholder have been issued.

NOTE 38
RESTATED STATEMENT OF TAX SHELTER

(Rs. In Lakhs)

Particulars	For the period ended		
	March 31, 2024	March 31, 2023	March 31, 2022
A Profit before taxes as restated	719.07	407.81	179.05
B Tax Rate Applicable %	25.17	27.82	27.82
C Tax Impact (A*B)	180.98	113.45	49.81
Adjustments:			
D Permanent Differences			
Expenses disallowed Under Section 36 of the IT Act 1961	0.03	0.97	5.09
Expenses disallowed Under Section 37 of the IT Act 1961	-	12.03	85.95
Expenses disallowed Under Section 40 of the IT Act 1961	-	-	1.31
Other deductions	-	(20.15)	(15.55)
Total Permanent Differences	0.03	(7.14)	76.79
E Timing Difference			
Difference between tax depreciation and book depreciation	38.69	4.64	4.16
Expenses Disallowed Under Section 43 B	(9.66)	3.51	1.07
Brought forward losses	-	-	(145.53)

	Total Timing Differences	29.04	8.15	(140.30)
F	Net Adjustment (F) = (D+E)	29.07	1.00	(63.51)
G	Tax Expenses/ (Saving) thereon (F*B)	7.32	0.28	(17.67)
H	Long Term Capital Gain tax @10%+ Surcharge			
I	Tax Liability, After Considering the effect of Adjustment (C+G)	188.29	113.73	32.14
J	Book Profit as per MAT *	Opted for	407.81	179.05
K	MAT Rate (%)	115BAA	16.69	16.69
L	Tax liability as per MAT (J*K)	NA	68.07	29.89
M	Current Tax being Higher of I or L	188.29	113.73	32.14
N	MAT Credit availed	-	8.72	2.43
O	Interest U/s 234A, B and C of Income Tax Act	-	-	0.14
P	Total Tax expenses (M+N+O)	188.29	105.01	29.86
Q	Tax Paid Under (Normal/MAT) in Income Tax Return Filed by Company	Normal	Normal	Normal

* MAT refers to Minimum Alternative Tax as referred to in section 115 JB of the Income Tax Act,1961

Notes:

1. The aforesaid statement of tax shelters has been prepared as per the restated Summary statement of profits and losses of the Company. The permanent/timing differences have been computed considering the acknowledged copies of the income-tax returns/Provisional computation of total income of respective years as stated above.
2. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows.

NOTE 39
RESTATED STATEMENT OF CAPITALISATION

(Rs. In Lakhs)

Particulars	Pre-Issue	Post Issue*
	March 31, 2024	
Debt		
Short Term Debt	-	-
Long Term Debt	36.67	*
Total Debt	36.67	*
Shareholders' Fund (Equity)		
Share Capital	700.00	*
Reserves & Surplus	2,023.80	*
Less: Miscellaneous Expenses not w/off		
Total Shareholders' Fund (Equity)	2,723.80	*
Long Term Debt/Equity	0.01	*
Total Debt/Equity	0.01	*

Notes:

- 1) Short term Debts represent which are expected to be paid/payable within 12 months and excludes installment of term loans repayable within 12 months.
- 2) Long term Debts represent debts other than Short term Debts as defined above but includes installment of term loans repayable within 12 months grouped under other current liabilities.
- 3) The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31/03/2024.
- 4) Pursuant to shareholder's consent dated 23rd April, 2024 bonus issue of 35,00,000 equity shares of face value of Rs 10/- in the ratio 1:2 i.e. one (1) bonus equity shares for every two (2) equity share held by shareholder have been issued.

* The corresponding post issue figures are not determinable at this stage.

OTHER FINANCIAL INFORMATION

The Audited Financial Statements of our Company as at and for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 and their respective Audit reports thereon (Audited Financial Statements) are available at <https://adithyaautomotive.com/>

Our Company is providing a link to this website solely to comply with the requirements specified in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018. The Audited Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) Red Herring Prospectus; or (iii) prospectus, a statement in lieu of a prospectus, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, 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 subscribing for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision. Neither our Company, nor BRLM, nor any of their respective Employees, Directors, Affiliates, Agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the 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 are given below: -

(Rs. In Lakhs except percentages and ratios)

Particulars	For the year ended on		
	March 31, 2024	March 31, 2023	March 31, 2022
Profit After Tax (Rs. In Lakhs)	544.65	302.05	148.75
Basic & Diluted Earnings per Share	5.19	2.88	1.42
Return on Net Worth (%)	20.00%	13.07%	7.40%
NAV per Equity Shares (Based on Actual Number of Shares)	38.91	33.03	28.72
NAV per Equity Shares (based on Weighted Average Number of Shares - With Bonus issue effect)	25.94	22.02	19.15
Earnings before interest, tax, depreciation and amortization (EBITDA)	906.09	588.04	351.94

STATEMENT OF FINANCIAL INDEBTEDNESS

To,
The Board of Directors,
Adithya Automotive Applications Limited
Plot No T2, Tata Motors Eastern Complex,
Vendors Industrial Park, Dewa Road, Chinhat
Industrial Area, Lucknow, Uttar Pradesh 226019

Dear Sir,

Based on the independent examination of Books of Accounts, Audited Financial Statements and other documents of **Adithya Automotive Applications Limited** and further explanations and information provided by the management of the Company, which we believe to be true and correct to the best of our information and belief, the sanction amount of financial indebtedness, principal terms of security for loan and other related details as on 31 March, 2024 are mentioned below.

SECURED LOANS**STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY**

Name of Lender	Purpose	Loan Reference No.	Sanctioned Amount (Rs. In Lakhs)	Rate of interest	Primary & Collateral Security	Re-Payment Schedule	Outstanding amount as on 31.03.2024 (Rs. In Lakhs)
HDFC Bank Ltd.	GECL Loan	CAM0118122 00021/GECL	110.00	8.25%	Secured against guarantee of National Credit Guarantee Trustee Company Ltd (Ministry of Finance, GOI)	Repayable on monthly equitable installment for 36 months. Interest payment for 48 months.	36.67
TOTAL (Fund Based)							36.67
HDFC Bank Ltd.	Working Capital Limit		6000.00	8.40%	Stock, Book Debts and Plant & Machinery	On Demand	168.50
TOTAL (Non-Fund Based)							168.50
GRAND TOTAL (Fund and Non fund Based)							205.17

For, M/s. Mundra & Co.
Chartered Accountants
Firm Registration Number: 013023C

CA Nitin Khandelwal
Partner
Membership No: 414387
Date: July 16, 2024
UDIN: 24414387BKERZT9922

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with our restated financial statements attached in the chapter titled “Financial Information of the Company” beginning on page 145. You should also read the section titled “Risk Factors” on page 25 and the section titled “Forward Looking Statements” on page 18 of this Draft Red Herring Prospectus, which discusses a number of factors and contingencies that could affect our financial condition and results of operations. The following discussion relates to us, and, unless otherwise stated or the context requires otherwise, is based on our Restated Financial Statements.

Our financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditor dated July 16, 2024, which is included in this Draft Red Herring Prospectus under “Financial Statements”. The Restated Financial Information has been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. Our financial year ends on March 31 of each year, and all references to a particular financial year are to the twelve-month period ended March 31 of that year.

Business Overview:

We are engaged in the business of designing, manufacturing & supplying of Commercial Vehicle-Bodies like Tippers, Trailers, Load Bodies, Waste Handling etc. of various capacities, along with its components, for various types of goods transportation vehicles like trucks and pick-ups, where in the primary business is manufacturing of tipper bodies for the trucks of Tata Motors Limited. We provide quality Commercial Vehicle Bodies which are used across a wide range of industries such as Construction, Mining, Agriculture, Waste Management & Recycling, Oil & Gas etc.

Our Company was originally incorporated in the name of Adithya Body Builders Private Limited in 2006, Subsequently in 2008 the name of company was changed to Adithya Automotive Applications Private Limited. In year 2009, while the manufacturing facility at Lucknow was under construction, our company started its operations in outsourced model wherein fully built tipper bodies were sourced from the outsourced agency and the same were mounted on the chassis supplied by Tata Motors Limited in their plant itself by us. Thereafter, Commercial Production from the manufacturing facility of the company started in full phased manner from 2010.

Currently, we operate through our manufacturing facility in Lucknow which is strategically located at Plot No T2, Tata Motors Eastern Complex, Vendors Industrial Park, Dewa Road, Chinhat Industrial Area, Lucknow-226019, Uttar Pradesh, India, spreading in an area of 30,000 sq. meter, which is rented from Tata Motors Limited. Our company is certified with IATF 16949: 2016, ISO 14001:2015 & ISO 45001:2018 for meeting the International Automotive Quality Standards. We employ Quality Control Systems at each stage of the manufacturing process ensuring that the products meet the customer requirements and complies with engineering & safety standards adequately. We also have a Yard at Plot No 1055 & 1063, Village-Goila, Pargana-Mohana, Tehsil Bakshi Ka Talab, Deva Road, Chinhat Industrial Area, Lucknow – 226028, Uttar Pradesh, India spreading in an area of 1,08,887 Sq. Feet which we are using for Parking of finished products.

We had capacity of below 30 cubic meter and 40 cubic meters for tipper and trailer respectively till FY 2022-23 and now we have started producing tipper and trailer up to 34 cubic meter and 44 cubic meters respectively. In FY 2023-24, we had an installed annual capacity to manufacture around 4500 units of various vehicle bodies suitable for numerous applications. Further, we have sold 4329 units, 3618 units and 2834 units of various vehicle bodies in Fiscal Year ending 2024, 2023 and 2022 respectively.

We provide complete commercial vehicle body-building solution right from the designing of such vehicle bodies till its final fitment and dispatch to our customer, which is ready to be used by the ultimate user. This production process includes many steps such as cutting of sheets of raw material, Semi Knocked-Down (SKD), Completely Knocked-Down (CKD), Fabrication, shot blasting & priming, Body painting, Body Mounting, Final Fitment and Inspection which is done through our various machines like CNC Plasma Cutting Machine, Rotary screw Air compressor, Pipe cutting Machine Welding Machine, Hydraulic Shearing Machine, Hydraulic Mobile Crane Make ACE, Paint Booth Chamber etc.

Promoters of our Company are - Jasper industries Private limited, Jasper auto-services private limited and Bhaskar transport private limited (collectively known as Jasper Group) and Sumanth Badiga who is also the Managing Director of the company. Jasper industries Private limited is one of the authorized dealers of Tata Motors Limited since 1955 dealing in commercial and passenger vehicle categories, having 32 showrooms, 15 Service locations, 21 Showrooms cum Services location and 5 stock yards in State of Andhra Pradesh & Telangana. Further, it is also having an authorized dealership of Ather Energy Private Limited for EV two-wheelers through its subsidiary namely Sierra Plaza Private Limited. Sumanth Badiga has an experience of 14 years in the same industry wherein he is taking care of overall business operations of the company including Business Development, Corporate Governance, Financial management etc. The industry specific experience of our Promoter is supplemented by our experienced and qualified management team. Their understanding of the consumer difficulty, intuitive entrepreneurship and involvement in key aspects of our business has helped to accelerate and drive our profitable growth.

key performance indicators of our Company: -*(Rs. In Lakhs except percentages and ratios)*

Key Financial Performance	For the financial year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations ⁽¹⁾	20,026.40	15,420.02	9,634.65
EBITDA ⁽²⁾	906.09	588.04	351.94
EBITDA Margin ⁽³⁾	4.52%	3.81%	3.65%
Profit After Tax (PAT) ⁽⁴⁾	544.65	302.05	148.75
PAT Margin ⁽⁵⁾	2.72%	1.96%	1.54%
ROE ⁽⁶⁾	21.63%	13.98%	7.69%
ROCE ⁽⁷⁾	25.69%	17.14%	9.69%

Notes:*(1) Revenue from operation means revenue from sales, service and other operating revenues**(2) EBITDA is calculated as Profit before tax + Depreciation + Finance Cost - Other Income**(3) 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations**(4) PAT is calculated as Profit before tax – Tax Expenses**(5) 'PAT Margin' is calculated as PAT for the year divided by revenue from operations.**(6) Return on Equity is ratio of Profit after Tax and Average Shareholder Equity**(7) Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as Shareholders Fund + Long term borrowing + Short term borrowing+ Deferred Tax Liability***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 to assess the overall financial performance of our Company and volume 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
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business.
RoE(%)	RoE provides how efficiently our Company generates profits from shareholders' funds.
RoCE (%)	RoCE provides how efficiently our Company generates earnings from the capital employed in the business.

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

For details in respect of Statement of Significant Accounting Policies, please refer to Restated Financial Statements beginning on page 145 of this Draft Red Herring Prospectus.

Factors Affecting our Results of Operations

1. General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
2. Changes in consumer demand;
3. Failure to successfully upgrade our product portfolio, from time to time;
4. Any change in government policies resulting in increases in taxes payable by us;
5. Our ability to successfully implement strategy, growth and expansion plans and technological initiatives;
6. Our ability to retain our key managements persons and other employees;
7. Changes in laws and regulations that apply to the industries in which we operate.
8. Our failure to keep pace with rapid changes in technology;
9. Our ability to grow our business;
10. Our ability to make interest and principal payments on our existing debt obligations and satisfy the other covenants contained in our existing debt agreements;
11. general economic, political and other risks that are out of our control;
12. Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
13. Company's ability to successfully implement its growth strategy and expansion plans;
14. failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;

15. inability to successfully obtain registrations in a timely manner or at all;
16. occurrence of Environmental Problems & Uninsured Losses;
17. conflicts of interest with affiliated companies, the promoter group and other related parties;
18. any adverse outcome in the legal proceedings in which we are involved;
19. Concentration of ownership among our Promoter;
20. The performance of the financial markets in India and globally;
21. Global distress due to pandemic, war or by any other reason.

Discussion on Result of Operations

The following discussion on results of operations should be read in conjunction with the Restated Financial Statements for the financial years ending March 31, 2024, March 31, 2023 and March 31, 2022.

Rs. in Lakhs

Particulars	For the year ended					
	March 31, 2024	% of Total Income	March 31, 2023	% of Total Income	March 31, 2022	% of Total Income
REVENUE						
Revenue from Operations	20,026.40	99.95%	15,420.02	99.98%	9,634.65	99.78%
Other Income	10.23	0.05%	3.00	0.02%	21.24	0.22%
Total Revenue	20,036.63	100.00%	15,423.02	100.00%	9,655.89	100.00%
EXPENSES						
Cost of Materials and Components Consumed	16,649.83	83.10%	12,685.93	82.25%	7,838.57	81.18%
Changes in Inventory of Finished Goods and Work-in-progress	(90.02)	-0.45%	47.25	0.31%	(131.06)	-1.36%
Sub-Contractors' Expense	846.97	4.23%	622.41	4.04%	422.96	4.38%
Employee Benefits Expense	429.31	2.14%	381.36	2.47%	306.68	3.18%
Finance Costs	20.85	0.10%	16.66	0.11%	34.78	0.36%
Depreciation and Amortisation Expense	178.52	0.89%	172.21	1.12%	163.61	1.69%
Other Expenses	1,282.10	6.40%	1,089.39	7.06%	841.30	8.71%
Total Expenses	19,317.56	96.41%	15,015.21	97.36%	9,476.84	98.15%
Profit before Tax	719.07	3.59%	407.81	2.64%	179.05	1.85%
Tax Expense						
Current Tax	188.30	0.94%	105.02	0.68%	29.86	0.31%
Deferred Tax	(13.88)	-0.07%	0.74	0.00%	0.44	0.00%
Total Tax Expense	174.42	0.87%	105.76	0.69%	30.30	0.31%
Profit for the year	544.65	2.72%	302.05	1.96%	148.75	1.54%

Revenue from operations:

We are a commercial load body manufacturing Company, primarily engaged in the business of manufacturing of Tippers, trailers (including Tip-Trailers & Fixed-Body trailers, Flat-Bed & Side-Walled Trailers), Load Bodies, Waste Handling etc. Revenue from operations mainly consists of Revenue from sales of Tippers, trailers etc. and sale of scrap.

Other Income:

Our other income primarily comprises of Interest & Transport income.

Total Expenses:

Company's expenses consist of cost of material consumed, sub-contractor expenses, Change in Inventories, employee benefit expenses, finance cost, depreciation and amortization expenses and other expenses

Cost of Materials and Components Consumed:

Our cost of goods sold comprises of purchase of raw Material, Transportation Charges Inward, Loading Charges and change in inventories of raw material.

Changes in Inventory of Finished Goods and Work-in-progress:

Our changes in the inventory comprises of Changes in inventories of finished goods and WIP.

Sub-Contractors' Expense:

Our Sub-Contractors' Expense primarily comprises of Contract Labour.

Employee benefits expense:

Our employee benefits expense primarily comprises of Salaries, wages, incentive and Director's Remuneration.

Finance Costs:

Our finance cost includes Interest on loan paid to Bank and other parties and other borrowing costs like bank charges, loan processing fees etc.

Depreciation and Amortization Expenses:

Depreciation includes depreciation on Property, Plant & Equipments, furniture & fixtures, office equipments etc.

Other Expenses:

Our other expenses include stores & spares consumed freight expenses, power & fuel charges, labour & job charges, legal & professional fees, office expenses, security services charges, rent expenses, repair & maintenance expenses etc.

Financial Year 2024 Compared to Financial Year 2023 (Based on Restated Financial Statements)

Total Income:

Total income for the financial year 2023-24 stood at Rs. 20,036.63 Lakhs whereas in Financial Year 2022-23 the same stood at Rs. 15,423.02 Lakhs representing an increase of 29.91%. The main reason for increase in total income was due to increase in the sale of our products, majorly due to increase in sale of trailer from Rs. 1,454.22 lakhs in FY 2022-23 to Rs. 3,777.35 lakhs in FY 2023-24, representing an increase of 159.75% and increase in sale of Tipper from Rs. 13,339.26 lakhs in FY 2022-23 to Rs. 15,871.06 lakhs in FY 2023-24 representing an increase of 18.98%.

Revenue from Operations

During the financial year 2023-24, the net revenue from operation of our Company increased to Rs. 20,026.40 Lakhs as against Rs. 15,420.02 Lakhs in the Financial Year 2022-23 representing an increase of 29.87%. The main reason for increase in total income was

due to increase in the sale of our products, majorly due to increase in sale of trailer from Rs. 1,454.22 lakhs in FY 2022-23 to Rs. 3,777.35 lakhs in FY 2023-24, representing an increase of 159.75% and increase in sale of Tipper from Rs. 13,339.26 lakhs in FY 2022-23 to Rs. 15,871.06 lakhs in FY 2023-24 representing an increase of 18.98%.

Other Income:

During the financial year 2023-24, the other income of our Company increased to Rs. 10.23 Lakhs as against Rs. 3.00 lakhs in the Financial Year 2022-23 representing a increase by 241.00%. The increase in other income was majorly due to increase in interest and transport income.

Total Expenses

The total expense for the financial year 2023-24 increased to Rs. 19,317.56 Lakhs from Rs. 15,015.21 lakhs in the Financial Year 2022-23 representing an increase of 28.65%. Such increase was due to increase in business operations of the Company. The cost of material and component consumed increased from Rs. 12,685.93 lakhs in Fiscal 2023 to Rs. 16,649.83 lakhs in Fiscal 2024 representing an increase of 31.25%, increase in employee benefit expenses from Rs.381.36 lakhs to Rs. 429.31 Lakhs representing an increase of 12.57%, increase in sub-contractor's expense from Rs. 622.41 Lakhs in Fiscal 2023 to Rs. 846.97 Lakhs in Fiscal 2024 representing an increase of 36.08%, increase in finance cost from Rs. 16.66 Lakhs in Fiscal 2023 to Rs. 20.85 Lakhs in Fiscal 2024 representing an increase of 25.15%, increase in Depreciation and Amortization Expense from Rs. 172.21 Lakhs in Fiscal 2023 to Rs. 178.52 in Fiscal 2024 representing an increase of 3.66% and increase in other expenses from Rs. 1,089.39 lakhs in fiscal 2023 to Rs. 1,282.10 lakhs in fiscal 2024 representing an increase of 17.69% as compared with previous year.

Cost of material and component consumed

Cost of material and component consumed increased to Rs. 16,649.83 lakhs in F.Y 2023-24 from Rs. 12685.93 lakhs in F.Y 2022-23 representing increase of 31.25%. Such increase was due to increase in business operations of the Company. Total purchase of raw Material, Transportation Charges Inward, Loading Charges increased from Rs.12,630.24 lakhs in FY 2022-23 to Rs. 16,940.20 lakhs in FY 2023-24 representing an increase of 34.12% which is in line with increase in sale of our products.

Sub – Contractor's expense:

Our company has incurred Rs. 846.97 Lakhs as sub-contractor's expense during the financial year 2023-24 as compared to Rs. 622.41 Lakhs in financial year 2022-23. The increase of 36.08% was mainly due to increase of business operation of the company.

Employee benefits expense:

Our Company has incurred Rs. 429.31 Lakhs as Employee benefits expense during the financial year 2023-24 as compared to Rs. 381.36 Lakhs in the financial year 2022-23. The increase of 12.57% was mainly due to increase in salary, wages & incentive expense.

Finance costs:

These costs were for the financial Year 2023-24 increased to Rs. 20.85 Lakhs as against Rs. 16.66 Lakhs during the financial year 2022-23. The increase of 25.15% in finance cost majorly due to increase in interest expense.

Depreciation and Amortization Expenses:

Depreciation for the financial year 2023-24 stood at Rs. 178.52 Lakhs as against Rs. 172.21 Lakhs during the financial year 2022-23. The increase in depreciation was around 3.66% in comparison to the previous year.

Other Expenses:

Our Company has incurred Rs. 1,282.10 Lakhs during the Financial Year 2023-24 on other expenses as against Rs. 1,089.39 Lakhs during the financial year 2022-23. There was an increase of 17.69% mainly due to increase in expenses like stores & spares consumed freight expenses, power & fuel charges, labour & job charges, legal & professional fees, office expenses, security services charges, rent expenses, repair & maintenance expenses etc.

Restated profit before tax:

Net profit before tax for the financial year 2023-24 increased to Rs. 719.07 Lakhs as compared to Rs. 407.81 Lakhs in the financial year 2022-23, which was majorly due to factors as mentioned above.

Restated profit for the year:

The Company reported Restated profit after tax for the financial year 2023-24 of Rs. 544.65 Lakhs in comparison to Rs. 302.05 lakhs in the financial year 2022-23. The increase of 80.32% was majorly due to factors mentioned above.

Financial Year 2023 Compared to Financial Year 2022 (Based on Restated Financial Statements)

Total Income:

Total income for the financial year 2022-23 stood at Rs. 15,423.02 Lakhs whereas in Financial Year 2021-22 the same stood at Rs. 9,655.89 Lakhs representing an increase of 59.73%. The main reason for increase in total income was due to increase in the sale of our products, majorly due to increase in sale of tipper from Rs. 8,874.42 lakhs in FY 2021-22 to Rs. 13,339.26 lakhs in FY 2022-23 representing an increase of 50.31%.

Revenue from Operations

During the financial year 2022-23, the net revenue from operation of our Company increased to Rs. 15,420.02 Lakhs as against Rs. 9,634.65 Lakhs in the Financial Year 2021-22 representing an increase of 60.05%. The main reason for increase was due to increase in the sale of our products, majorly due to increase in sale of tipper from Rs. 8,874.42 lakhs in FY 2021-22 to Rs. 13,339.26 lakhs in FY 2022-23 representing an increase of 50.31%.

Other Income:

During the financial year 2022-23 the other income of our Company decreased to Rs. 3.00 Lakhs as against to Rs. 21.24 lakhs in the Financial Year 2021-222 representing a decrease of 85.88%. The decrease was due to decrease in interest income and gain on termination of lease.

Total Expenses

The total expense for the financial year 2022-23 increased to Rs. 15,015.21 Lakhs from Rs. 9,476.84 lakhs in the Financial Year 2021-22 representing an increase of 58.44%. Such increase was due to increase in business operations of the Company. The cost of material and component consumed increased from Rs. 7,838.57 lakhs in Fiscal 2022 to Rs. 12,685.93 lakhs in Fiscal 2023 representing an increase of 61.84%, increase in cost of employee benefit expense from Rs. 306.68 lakhs in Fiscal 2022 to Rs. 381.36 Lakhs in Fiscal 2023 representing an increase of 24.35%, increase in sub-contractor's expense from Rs. 422.96 Lakhs in Fiscal 2022 to Rs. 622.41 Lakhs in Fiscal 2023 representing an increase of 47.16%, decrease in finance cost from Rs. 34.78 Lakhs in Fiscal 2022 to Rs. 16.66 Lakhs in Fiscal 2023 representing a decrease of 52.10%, increase in Depreciation and Amortization Expense from Rs. 163.61 Lakhs in Fiscal 2022 to Rs. 172.21 Lakhs in Fiscal 2023 representing an increase of 5.26% and increase in other expenses from Rs. 841.30 lakhs in fiscal 2022 to Rs. 1,089.39 lakhs in fiscal 2023 representing an increase of 29.49% as compared with previous year.

Cost of material and component consumed

The cost of material and component consumed increased from Rs. 7,838.57 lakhs in Fiscal 2022 to Rs. 12,685.93 lakhs in Fiscal 2023 representing an increase of 61.84%. Such increase was due to increase in business operations of the Company. Total purchase of raw Material, Transportation Charges Inward, Loading Charges from Rs. 7,993.38 lakhs in FY 2021-22 to Rs. 12,630.24 lakhs in FY 2022-23 representing an increase of 58.01% which is in line with increase in sale of our products.

Sub – Contractor's expense:

Our company has incurred Rs. 622.41 Lakhs as sub-contractor's expense during the financial year 2022-23 as compared to Rs. 422.96 Lakhs in financial year 2021-22. The increase of 47.16% was mainly due to increase of business operation of the company.

Employee benefits expense:

Our Company has incurred Rs. 381.36 Lakhs as Employee benefits expense during the financial year 2022-23 as compared to Rs. 306.68 Lakhs in the financial year 2021-22 representing an increase of 24.35% mainly due to increase in salary, wages & incentives and director's remuneration.

Finance costs:

These costs were for the financial Year 2022-23 decreased to Rs. 16.66 Lakhs as against Rs. 34.78 Lakhs during the financial year 2021-22. The decrease of 52.10% in finance cost majorly due to decrease in interest on working capital loan.

Depreciation and Amortization Expenses:

Depreciation for the financial year 2022-23 stood at Rs. 172.21 Lakhs as against Rs. 163.61 Lakhs during the financial year 2021-22. The increase in depreciation was around 5.26% in comparison to the previous year.

Other Expenses:

Our Company has incurred Rs. 1,089.39 Lakhs during the Financial Year 2022-23 on other expenses as against Rs. 841.30 Lakhs during the financial year 2021-22. There was an increase of 29.49% mainly due to increase in expenses like stores & spares consumed, power & fuel expenses, legal & professional fees, insurance expenses etc.

Restated profit before tax:

Net profit before tax for the financial year 2022-23 increased to Rs. 407.81 Lakhs as compared to Rs. 179.05 Lakhs in the financial year 2021-22, which was majorly due to factors as mentioned above.

Restated profit for the year:

The Company reported Restated profit after tax for the financial year 2022-23 of Rs. 302.05 Lakhs in comparison to Rs. 148.75 lakhs in the financial year 2021-22. The increase of 103.06% was majorly due to factors mentioned above.

Information required as per Item (II)(C)(iv) of Part A of Schedule VI to the SEBI Regulations:

An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:

1. Unusual or infrequent events or transactions

There has not been any unusual trend on account of our business activity. Except as disclosed in this Draft Red Herring Prospectus, there are no unusual or infrequent events or transactions in our Company.

2. Significant economic changes that materially affected or are likely to affect income from continuing operations.

There are no significant economic changes that may materially affect or likely to affect income from continuing operations.

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.

Apart from the risks as disclosed under Section “**Risk Factors**” beginning on page 25 of this Draft Red Herring Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. Future changes in relationship between costs and revenues

Other than as described in the sections “**Risk Factors**”, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on pages 25, 97 and 189 respectively, to our knowledge, no future relationship between expenditure and income is expected to have a material adverse impact on our operations and finances.

5. Segment Reporting

Our business activity primarily falls within a single business and geographical segment, other than as disclosed in “**Restated Financial Statements**” on page 145 we do not follow any other segment reporting

6. Status of any publicly announced New Products or Business Segment

Except as disclosed in the Chapter “**Our Business**” on page 97, our Company has not announced any new product or service.

7. Seasonality of business

Our business is not subject to seasonality. For further information, see “**Industry Overview**” and “**Our Business**” on pages 89 and 97, respectively.

8. Dependence on single or few customers

Our business and revenues are substantially dependent on the relationship with Tata Motors Limited. Our Company has derived a significant portion of its revenues from our top 3 customers including Tata Motors Limited for Fiscal 2024, Fiscal 2023 and Fiscal 2022, was Rs. 17,267.68 Lakhs, Rs. 13,670.15 Lakhs and Rs. 8,763.75 Lakhs respectively, which represents 86.23%, 88.63% and 90.96% of our total revenue from Operation respectively.

9. Competitive conditions

Competitive conditions are as described under the Chapters “**Industry Overview**” and “**Our Business**” beginning on pages 89 and 97 respectively of this Draft Red Herring Prospectus.

10. Details of material developments after the date of last balance sheet i.e. March 31, 2024.

After the date of last Balance sheet i.e. March 31, 2024, the following material events have occurred after the last audited period –

- 1) The Authorized Share Capital of the Company was increased from Rs. 10,00,00,000/- divided into 1,00,00,000 Equity Shares of Rs.10/- each to Rs. 20,00,00,000/- divided into 2,00,00,000 Equity Shares of Rs. 10/- vide Extra Ordinary General Meeting held on April 23, 2024.
- 2) The Board of Directors in their meeting held on May 02, 2024 allotted 35,00,000 Bonus shares in the ratio of 1:2 i.e. one (1) Equity shares for every two (2) Equity share held by each shareholder.
- 3) A special resolution has been passed by the shareholders at the Extra Ordinary General Meeting held on April 23, 2024 for change of name of our Company from “Adithya Automotive Applications Private Limited” to “Adithya Automotive Applications Limited” and a fresh certificate of incorporation was issued by the Registrar of Companies, Central Processing Centre vide its letter dated July 09, 2024.
- 4) The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on July 11, 2024 and approved by the shareholders of our Company vide a special resolution at the Extra Ordinary General Meeting held on July 12, 2024 pursuant to section 62(1)(c) of the Companies Act, 2013.
- 5) Our company has approved the restated audited financial statements for the financial year ending March 31, 2024, March 31, 2023, and March 31, 2022 in the Board meeting dated July 16, 2024
- 6) Our Company has approved the Draft Red Herring Prospectus vide resolution in the Board Meeting dated July 22, 2024

CAPITALISATION STATEMENT**(Amount in Rs. Lakhs)**

Particulars	Pre-Issue	Post-Issue*
Borrowings		
Short Term Debt (A)	-	[•]
Long Term Debt(B)	36.67	[•]
Total Debt (C)	36.67	[•]
Shareholders' Fund (Equity)		
Equity share capital	700.00	[•]
Reserves & Surplus - as restated	2,023.80	[•]
Less: Miscellaneous Expenses not w/off	-	[•]
Total Shareholders' Fund (Equity)	2,723.80	[•]
		[•]
Long Term Debt/ shareholders' funds (in ₹)	0.01	[•]
Total Debt/ shareholders' funds (in ₹)	0.01	[•]

* The corresponding post issue figures are not determinable at this stage.

Notes:

1. Short term Debts represent which are expected to be paid/payable within 12 months and excludes instalment of term loans repayable within 12 months.
2. Long term Debts represent debts other than Short Term Debts as defined above but includes instalment of term loans repayable within 12 months grouped under other current liabilities.
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at March 31, 2024.

SECTION VII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no: (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) outstanding claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoters in the last five financial years, including outstanding action; or (v) Material Litigation (as defined below); involving our Company, Directors, Promoters and its Group Company.

*Our Board, in its meeting held on July 11, 2024 determined that outstanding legal proceedings involving the Company, its Directors, Promoters and its Group Company will be considered as material litigation (“**Material Litigation**”) if the aggregate amount involved in such individual litigation exceeds 5% of profit after tax of the Company, as per the last restated financial statements of the Company or such litigations outcome could have a material impact on the business, operations, prospects or reputations of the Company.*

The Company has a policy for identification of Material Outstanding Dues to Creditors in terms of the SEBI (ICDR) Regulations, 2018 amended for creditors where outstanding due to any one of them exceeds 5.00% of the Company’s trade payables as per the last restated financial statements.

A. LITIGATION INVOLVING THE COMPANY

a) Criminal proceedings against the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Company.

b) Criminal proceedings filed by the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings filed by the Company.

c) Actions by statutory and regulatory authorities against the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Company.

d) Tax Proceedings: NIL

e) Other pending material litigations against the Company

Draft Red Herring Prospectus, there are no outstanding litigations initiated against the Company, which have been considered material by the Company in accordance with the Materiality Policy.

f) Other pending material litigations filed by the Company

As on the date of this Draft Red Herring Prospectus, there are no other pending material litigations against the Company.

B. LITIGATIONS INVOLVING THE PROMOTERS OF THE COMPANY

a) Criminal proceedings against the Promoters of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings against the Promoters of the company.

b) Criminal proceedings filed by the Promoters of the Company

As on the date of this Draft Red Herring Prospectus, except below, there are no outstanding criminal proceedings filed by the promoters of the Company.

I. Jasper industries Private Limited:

- i. A calendar case bearing no. CC/552/2017 was filed by Jasper Industries Private Limited (“**our Promoter**”) against Rishet Travels & Anr. (“**Respondents**”) before the Ld. Additional Metropolitan Magistrate, Hayathnagar (“**Ld. Court**”). The Respondents

approached our Promoter for engine oil changes for their buses and also some minor repairs was done on the request of Respondents and there was total due amounting Rs. 0.39 Lakhs to discharge such liability, a cheque amounting Rs.0.40 Lakhs was issued by the Respondent, but when the said cheque was deposited by our Promoter, it got returned due to **“problem in the bank”** and then the representatives of our Promoter has reached to the Respondent several times in regard to the above mentioned dues, then another cheque was issued by the Respondent amounting Rs. 0.39 Lakhs inclusive of cheque return fee, when the second cheque was deposited by our Promoter, the same got dishonoured due to **“exceeds arrangement”**, therefore this present case was filed. The present case is pending for adjudication before the Ld. Court and the next date of hearing is August 06, 2024.

- ii. A criminal petition bearing no. CRLP/14537/2016 was filed by Jasper Industries Limited (“our Promoter”) against The State of A.P. & Anr. (“Respondents”). The present petition is filed under section 482 of Code of Criminal Procedure, 1973 to quash the proceedings against our Promoter, our Promoter did not indulge in any criminal activity and registration of motor vehicles temporarily is only under Section 43 of the Motor Vehicles Act, where the dealer is required to produce the vehicle before RTA, therefore, non-production of vehicles is not a ground to fasten any criminal liability to our Promoter. Our Promoter preferred a stay application bearing no. CrI.P.M.P./16440/2016 before the Hon’ble Court and such application was allowed and even a stay order dated October 19, 2016 was passed in the favour of our Promoter, and the present petition is pending for adjudication.

c) Actions by statutory and regulatory authorities against the Promoters of the Company

As on the date of this Draft Red Herring Prospectus, except below, there are no outstanding actions by statutory or regulatory authorities initiated against the Promoters.

I. Jasper industries Private Limited:

- i. A case bearing no. E.S.I./100001/2017 was filed by Jasper Industries Private Limited (“our Promoter”) against the Employees Insurance Corporation (“Respondent”) before the Ld. Senior Civil Courts, Visakhapatnam, Andhra Pradesh (“Ld. Court”). It is stated that BRK Tourism and Travels Private Limited due to administrative reasons have amalgamated with our Promoter dated April 01, 2008 and as per the terms all the statutory liabilities were transferred to our Promoter, and all the permanent employees of the BRK Travels had become the employees of our Promoter, the intimation about the said amalgamation was given to the Respondent through letter dated August 24, 2010 which was duly acknowledged, and the ESI Dues for the time period June 2011 to November 2015 was paid by our Promoter to the Respondent, still an order dated June 17, 2016 was issued by the Respondent claiming amount of Rs.3.76 Lakhs from our Promoter, hence the present case was filed against the Respondent. The present suit is pending for adjudication..

d) Tax Proceedings

The details pertaining to **Tax Matters** are as below:

1. Direct Tax:

I. Jasper industries Private Limited:

S. No	Assessment Year	Demand Raised under Section	Matter	Amount involved (Rs. In Lakhs)	Current Status
1.	2011-12	143(3) of Income Tax Act, 1961	Notice dated May 11, 2017 was issued by the department of income tax stating demand of Rs. 210.13 Lakhs	210.13	An income tax tribunal appeal bearing no. ITTA/640/2018 was filed by The Principal Commissioner of Income Tax, before the Hon’ble High Court of Telangana, which is pending as on date.
2.	2012-13	156 of Income Tax Act, 1961	An order dated March 27, 2015 was issued by the department of income tax stating demand of Rs. 139.17 Lakhs	139.17	An income tax tribunal appeal bearing no. ITTA/4/2019 was filed by The Principal Commissioner of Income Tax, before the Hon’ble High Court of Telangana, which is pending as on date.

S. No	Assessment Year	Demand Raised under Section	Matter	Amount involved (Rs. In Lakhs)	Current Status
3.	2016-17	271(1)(c) of Income Tax Act, 1961	Notice dated February 03, 2022 was issued by the department of income tax stating demand of Rs.48.72 Lakhs	48.72	Appeal dated February 10, 2022 was filed by our Promoter to the appellate authority.
4.	2020-21	154 of Income Tax Act, 1961	Notice dated January 24, 2023 was issued by the income tax department stating demand of Rs.23.08 Lakhs the current interest applicable on the demand is Rs.4.85 Lakhs	27.92	Appeal dated March 14, 2024 has been filed by our Promoter before the appellate authority.
5.	2021-22	143(1)(a) of Income Tax Act, 1961	Notice dated November 13, 2022 has been issued by the department of income tax stating demand of Rs.633.92 Lakhs The current interest applicable on such demand is Rs.114.11 Lakhs	748.03	Appeal dated December 10, 2022 has been filed by our Promoter before the appellate authority.
6.	Prior years - 2024	201, 234E, 220(2) of Income Tax Act, 1961.	TDS payment default	4.54	The company has yet to pay the amount.

II. Jasper Auto Services Private Limited:

S. No	Assessment Year	Demand Raised under Section	Matter	Amount involved (Rs. In Lakhs)	Current Status
1.	2014-15	143(3) of Income Tax Act, 1961	Order dated September 30, 2021 issued by the department of income tax stating demand of Rs. 4.25 Lakhs	4.25	Rectification petition has been filed by our Promoter disagreeing with the demand.
2.	2016-17	153 C of Income Tax Act, 1961	Notice dated September 30, 2021 issued by the department of income tax stating demand of Rs. 1,117.79 Lakhs The current interest applicable on such demand is Rs. 240.91 Lakhs	1,358.70	Appeal dated October 20, 2021 has been filed by our Promoter before the appellate authority.
3.	2020-21	153 C of Income Tax Act, 1961	Notice dated September 30, 2021 issued by the department of income tax stating demand of Rs. 45.19 Lakhs The current	67.33	Rectification petition dated June 21, 2023 has been filed by the assessee, disagreeing with the demand.

S. No	Assessment Year	Demand Raised under Section	Matter	Amount involved (Rs. In Lakhs)	Current Status
			interest applicable on such demand is Rs. 22.14 Lakhs		
4.	Prior Years - 2024	201, 234E, 220(2) of Income Tax Act, 1961.	TDS payment default	0.31	The company has yet to pay the amount

III. Bhaskar Transport Private Limited

Sr. No.	Assessment Year	Demand Raised under Section	Matter	Amount involved (Rs. In Lakhs)	Current Status
1)	2020-Prior Years	201, 234E, 220(2) of Income Tax Act, 1961.	TDS payment default	1.58	The company has yet to pay the amount

IV. Sumanth Badiga:

Sr. No.	Assessment Year	Demand Raised under Section	Matter	Amount involved (Rs. In Lakhs)	Current Status
1)	2020-21	143(3) of Income Tax Act, 1961	Notice of demand dated September 02, 2022 issued by the department of income tax stating demand amounting Rs. 11.65 Lakhs and the current interest applicable on the demand is Rs. 4.04 Lakhs	15.69	The assessee has filed an appeal dated September 30, 2022 to the appellate tribunal.

2. Indirect Tax:

I. Jasper industries Private Limited:

Sr. No.	Financial Year	Demand Raised under Section	Matter	Amount involved (Rs. In Lakhs)	Current Status
1.	2005-2008	Form VAT -305 of Andhra Pradesh VAT Act, 2005	AAO Order dated May 20, 2011 was issued by the commercial tax department stating demand of Rs. 52.55 Lakhs	52.55	A writ petition bearing no. WP/22259/2011 was filed by our Promoter before the Hon'ble High Court of Telangana
2.	2008-09	Form VAT-305 of Andhra Pradesh VAT Act, 2005	AAO Order dated May 08, 2013 issued by the commercial tax department	141.21	A writ petition bearing no. WP/21670/2013 was filed by our Promoter before the Hon'ble High

Sr. No.	Financial Year	Demand Raised under Section	Matter	Amount involved (Rs. In Lakhs)	Current Status
			stating demand of Rs. 141.21 Lakhs		Court of Telangana which is pending as on date.
3.	November 2008	51(1) of Andhra Pradesh VAT Act, 2005	Notice of demand dated January 03, 2009 issued by the commercial taxes department stating demand amounting Rs. 7.00 Lakhs	7.00	A writ petition bearing no. WP/24917/2016 was filed by our Promoter before the Hon'ble High Court of Telangana which is pending as on date.
4.	2009-10	Form VAT-305 of Andhra Pradesh VAT Act, 2005	AAO Order dated April 20, 2013 was issued by the commercial taxes department stating demand of Rs.170.91 Lakhs	170.91	A writ petition bearing no. WP/21819/2013 was filed by our Promoter before the Hon'ble High Court of Telangana which is pending as on date.
5.	2009-2010	53(3) of Andhra Pradesh VAT Act, 2005	AO Penalty Order dated September 17, 2013 was issued by the commercial taxes department stating penalty of Rs.170.91 Lakhs	170.91	A writ petition bearing no. WP/35803/2013 was filed by our Promoter before the Hon'ble High Court of Telangana, which is pending as on date.
6.	2010-2013	53(3) of Andhra Pradesh VAT Act, 2005	Assessment Order dated March 31, 2015 was issued by the commercial taxes department stating demand of Rs.536.73 Lakhs	53.27	Our Promoter has paid Rs. 483.46 Lakhs under protest and also filed a writ petition bearing no. WP/22504/2015 was filed by our Promoter before the Hon'ble High Court of Telangana which is pending as on date.
7.	2010-2013	Section 53(3) of VAT Act, 2005	AO Penalty Order dated May 19, 2016 was issued by the commercial taxes department stating penalty of Rs.53.67 Lakhs	53.67	A writ petition bearing no. WP/20170/2016 was filed by our Promoter before the Hon'ble High Court of Telangana, which is pending as on date.
8.	2013-14*	Form VAT-305 of Andhra Pradesh VAT Act, 2005	Assessment Order dated November 30, 2016 was issued by the commercial taxes department stating demand of Rs. 196.71 Lakhs	-	A writ petition bearing no. WP/4444/2017 was filed by our Promoter before the Hon'ble High Court of Telangana which is pending as on date.
9.	2013-14	Section 53(1) of Telangana VAT Act, 2005	Penalty Order dated July 03, 2017 issued by the commercial taxes department stating penalty of Rs. 19.67 Lakhs	19.67	A writ petition bearing no. WP/33378/2017 was filed by our Promoter before the Hon'ble High Court of Telangana which is pending as on date.
10.	2013-14	Section 73(1) of Finance Act, 1994	Show Cause Notice dated October 24, 2018 was issued by the directorate general of goods and services tax intelligence,	-	A service tax appeal bearing no. ST/30149/2020 was filed by Principal Commissioner of Central Tax, Hyderabad before Hon'ble CESTAT, Hyderabad was filed, which is pending as on date.

Sr. No.	Financial Year	Demand Raised under Section	Matter	Amount involved (Rs. In Lakhs)	Current Status
			Hyderabad stating demand of Rs. 51.38 Lakhs. An order dated February 02, 2020 was issued by the Office of Principle Commissioner of Central Tax stating to drop all the proceedings contemplated in the aforementioned show cause notice.		
11.	2014-15*	Form VAT-305 of Telangana VAT Act, 2005	Assessment Order dated December 30, 2016 was issued by the commercial taxes department stating demand of Rs. 50.08 Lakhs	-	A writ petition bearing no. WP/5065/2017 was filed by our Promoter before the Hon'ble High Court of Telangana which is pending as on date.
12.	2014-15	Section 53(1) of Telangana VAT Act, 2005	Assessment Order dated July 03, 2017 issued by the commercial tax department stating penalty of Rs.5.01 Lakhs	5.01	A writ petition bearing no. WP/33375/2017 was filed by our Promoter before the Hon'ble High Court of Telangana which is pending as on date.
13.	2015-16	Form VAT-305 of Telangana VAT Act, 2005	Assessment Order dated March 01, 2019 issued by commercial taxes department stating demand of Rs. 46.22 Lakhs	3.14	Our Promoter has paid Rs.43.09 Lakhs under protest and also filed a writ petition bearing no. WP/15479/2020 was filed by our Promoter before the Hon'ble High Court of Telangana which is pending as on date.
14.	2016-2018 (up-to June 2017)	Form VAT-305 of Telangana VAT Act, 2005	Assessment Order dated March 12, 2020 issued by commercial tax department stating demand of Rs. 48.24 Lakhs	20.37	Our Promoter has paid Rs.27.87 Lakhs under protest and also filed a writ petition bearing no. WP/15474/2020 was filed by our Promoter before the Hon'ble High Court of Telangana which is pending as on date.
15.	2017-18	73 of CGST Act, 2017	Commercial Taxes Department Assessment Order dated June 20, 2022 issued by the department of GST stating demand of Rs.48.64 Lakhs, later appeal was filed to the Commissioner Appeals and as per order dated August 14, 2023, the amount was reduced to Rs. 1.08 Lakhs	1.08	The Promoter has not filed an appeal to the appellate tribunal yet.

Sr. No.	Financial Year	Demand Raised under Section	Matter	Amount involved (Rs. In Lakhs)	Current Status
16.	2018-19	73 of CGST Act, 2017	Commercial Taxes Department Assessment Order dated June 20, 2022 issued by the department of GST stating demand of Rs. 89.02 Lakhs, later, appeal was filed to the Commissioner Appeals, and as per order dated August 14, 2023, the amount was reduced to Rs. 3.76 Lakhs	3.76	The promoter is yet to file an appeal against the said order.
17.	2018-19	73 of CGST Act, 2017	Commercial Taxes Department Assessment Order dated April 10, 2024 issued by the department of GST stating demand of Rs. 344.98 Lakhs	344.98	The promoter has filed an appeal dated July 08, 2024 to the Commissioner Appeal.
18.	2019-20	73 of CGST Act, 2017	Commercial Taxes Department Assessment Order dated June 20, 2022 issued by the department of GST stating demand of Rs,121.34 Lakhs later appeal was filed before Commissioner Appeals and as per order dated August 14, 2023, the amount was reduced to Rs. 4.08 Lakhs	4.08	The promoter is yet to file an appeal against the said order.
19.	2019-20	73 of CGST Act, 2017	Show Cause Notice dated April 27, 2024 was issued by the department of GST stating demand of Rs. 169.64 Lakhs	169.64	A reply dated July 01, 2024 has been filed to such show cause notice, disagreeing with the demand.
20.	2020-21	73 of CGST Act, 2017	Commercial Taxes Department Assessment Order dated June 20, 2022 was issued by the department of GST stating demand of Rs. 108.55 Lakhs later appeal was filed to the Commissioner Appeals and as per order dated August 14, 2023 the amount was reduced to Rs. 4.69 Lakhs	4.69	The promoter is yet to file an appeal against the said order.

Sr. No.	Financial Year	Demand Raised under Section	Matter	Amount involved (Rs. In Lakhs)	Current Status
21.	2020-21	73 of CGST Act, 2017	Show Cause Notice dated April 27, 2024 was issued by the department of GST stating demand of Rs. 59.64 Lakhs	59.64	A reply has been filed to such show cause notice, disagreeing with the demand.
22.	2021-22	73 of CGST Act, 2017	Commercial Taxes Department Assessment Order dated June 20, 2022 was issued by the department of GST stating demand of Rs. 98.87 Lakhs later appeal was filed to the Commissioner Appeals and as per order dated August 14, 2023 the amount was reduced to Rs. 2.19 Lakhs	2.19	The promoter is yet to file an appeal against the said order.
23.	2018-19	73 of CGST Act, 2017	Rectification order dated March 27, 2024 was issued by the department of GST stating demand of Rs. 240.55 Lakhs	240.55	The promoter has filed an appeal dated June 25, 2024 before the joint additional commissioner.
24.	2020-21	73 of CGST Act, 2017	Show Cause Notice dated February 14, 2022 was issued by the department of GST stating demand of Rs. 4,429.72 Lakhs	4,429.72	Reply dated May 27, 2022 was filed by our Promoter to such show cause notice, disagreeing with the demand.

*2013-14 and 2014-15 – An amount of Rs.196.71 Lakhs (2013-14) and Rs.50.08 Lakhs (2014-15) has been paid by our Promoter under protest. Our Promoter has filed two writ petitions bearing no. WP/4444/2017 and WP/5065/2017 respectively before the Hon'ble High Court of Telangana which is pending as on date.

II. Jasper Auto Services Private Limited:

Sr. No.	Financial Year	Demand Raised under Section	Matter	Amount involved (Rs. In Lakhs)	Current Status
1.	2010-2013	Form VAT-305 of Andhra Pradesh VAT Act, 2005	Assessment Order dated May 28, 2014 was issued by the commercial taxes department stating demand of Rs. 36.10 Lakhs	36.10	A tax revision case bearing no. TREVC/52/2016 was filed by our Promoter before the Hon'ble High Court of Telangana which is pending as on date.

III. Bhaskar Transport Private Limited:

Sr. No.	Financial Year	Demand Raised under Section	Matter	Amount involved (Rs. In Lakhs)	Current Status
1.	2021-22	73 of CGST Act, 2017	Show Cause Notice dated April 25, 2023 was issued by the department of GST stating demand of Rs.38.02 Lakhs	38.02	Reply dated April 29, 2023 was filed by our Promoter to such show cause notice, disagreeing with the demand.

e) Other pending material litigations against the Promoters of the Company

As on the date of this Draft Red Herring Prospectus, expect below, there are no such outstanding litigations against the Promoter, which have been considered material by the Company in accordance with the Materiality Policy.

I. Jasper Industries Private Limited:

- i. A Motor Accident Civil Miscellaneous Appeal bearing no. MACMA/975/2023 was filed by Tata AIG General Insurance Co. Ltd (“**Appellant**”) against Jasper Industries Pvt. Ltd. & Ors. (“**our Promoter/Respondents**”) before the Hon’ble High Court of Telangana (“**Hon’ble Court**”). The appellant alleges that our Promoter was grossly negligent in handing over a vehicle involved in a crime to another respondent before obtaining the insurance policy and temporary registration. The appellant claims that Jasper Industries failed to perform its duties properly and attempted to evade liability by generating an insurance policy in the appellant's name. The appellant seeks to set aside the order and decree dated December 12, 2022. The case is currently pending adjudication.
- ii. A consumer case bearing no. CC/46/2023 was filed by Govindu Pentaiah (“**Complainant**”) against Jasper Industries Private Ltd. (“**our Promoter/ Respondents**”) before the Ld. District Consumer Disputes Redressal Commission, Mahabubnagar, Telangana (“**Ld. Forum**”) under Section 35 of the Consumer Protection Act, 2019. The complainant alleges that after paying Rs. 0.50 Lakhs in two installments for vehicle repairs, the engine overheated during a test drive. The vehicle was sent back for further repairs, but there has been no communication from Promoter/ Respondent since then. A legal notice sent by the complainant was marked "Refused." The case is currently pending for adjudication.
- iii. A consumer case bearing no. CC/102/2023 was filed by L. Nitish Kumar Reddy (“**Complainant**”) against Jasper Industries Private Ltd. and another (“**our Promoter/ Respondents**”) before the Ld. District Consumer Disputes Redressal Commission, Hyderabad (“**Ld. Forum**”) under Section 35 of the Consumer Protection Act, 2019. The complainant alleges a manufacturing defect in a tipper model purchased from our Promoter, delivered on February 20, 2020, which remains unresolved despite several visits. The case is currently pending for adjudication before the Ld. Forum, and the next date of hearing is July 22, 2024.
- iv. A consumer case bearing no. CC/149/2023 was filed by K. Uma Maheswara Rao (“**Complainant**”) against Jasper Industries Private Ltd. & Ors. (“**our Promoter/Respondents**”) before the Ld. District Consumer Disputes Redressal Commission, Guntur, Andhra Pradesh (“**Ld. Forum**”) under Section 35 of the Consumer Protection Act, 2019. The complainant alleges multiple issues and manufacturing defects in a vehicle purchased from our Promoter, which remain unresolved despite several reminders. The case is currently pending for adjudication before the Ld. Forum, and the next date of hearing is July 26, 2024.
- v. A consumer case bearing no. CC/98/2019 was filed by Shri Thadepally Srinivas Kishore (“**Complainant**”) against Jasper Industries Private Ltd. & Ors. (“**our Promoter/Respondents**”) before the Ld. State Consumer Disputes Redressal Commission, Telangana (“**Ld. Forum**”). The complainant alleges that the bus purchased from our Promoter broke down multiple times despite proper maintenance, had manufacturing defects, and required significant repair expenses. The case is currently pending for adjudication before the Ld. Forum, and the next date of hearing is July 26, 2024.
- vi. A civil suit bearing no. OS/34/2022 was filed by Kamatham Nagamani (“**Plaintiff**”) against Jasper Industries Private Limited & Anr. (“**our Promoter/Respondents**”) before the Ld. Chief Judges Courts, Hyderabad (“**Ld. Court**”). The Plaintiff purchased a vehicle with a 189-month warranty but alleges ongoing mechanical problems and manufacturing defects, despite replacements at our Promoter's service center. A legal notice was sent, and our Promoter guaranteed resolution for any justified defect, but no

action was allegedly taken.. The case is currently pending for adjudication before the Ld. Court, and the next date of hearing is September 23, 2024.

- vii. A first appeal bearing no. A/263/2024 was filed by Badvath Kishan (“**Appellant**”) against Jasper Industries Private Limited & Anr. (“**our Promoter/Respondents**”) before the Ld. State Consumer Dispute Redressal Commission (“**Ld. Forum**”). The appeal was filed against order passed by district consumer redressal forum, Khammam District dated April 13, 2023 in the consumer complaint case bearing no. CC/92/2021. The appellant alleges ongoing technical and other damages to a vehicle purchased from our Promoter, which persist despite multiple repairs. The present appeal is pending for adjudication before the Ld. Forum and the next date of hearing is August 14, 2024.
- viii. An execution application bearing no. EA/4/2024 was filed by Badvath Kishan (“**Complainant**”) against Jasper Industries P. Ltd. & Ors. (“**our Promoter/Respondents**”) before the Ld. District Consumer Disputes Redressal Commission, Khammam, Telangana (“**Ld. Forum**”). This application is filed to comply with the order of the Ld. Forum passed in the consumer complaint case bearing no. CC/92/2021 dated April 13, 2023 under section 72 of the Consumer Protection Act, 2019 directing the Respondents to pay an amount of Rs. 0.40 Lakhs within 45 days of the said order. The application is currently pending for adjudication before the Ld. Forum and the next date of hearing is July 24, 2024.

f) Other pending material litigations filed by the Promoters of the Company

As on the date of this Draft Red Herring Prospectus, except below there are no such outstanding litigations initiated filed by the Promoters, which have been considered material by the Company in accordance with the Materiality Policy.

I. Jasper Industries Private Limited:

- i. A first appeal bearing no. A/438/2019 was filed by Jasper Industries Private Limited (“**our Promoter**”) against Dammani Narayana & Ors. (“**Respondents**”) before the Ld. State Consumer Disputes Redressal Commission, Telangana (“**Ld. Forum**”) under Section 41 of the Consumer Protection Act, 1986. Respondent alleges that the vehicle purchased from our Promoter is defective. The District Consumer Forum-II, Hyderabad, ruled in favor of the respondents on June 17, 2019, in case no. CC/325/2016. Our Promoter seeks to set aside this order. The case is currently pending for adjudication before the Ld. Forum, and the next date of hearing is August 01, 2024.
- ii. An appeal bearing no. A/94/2024 was filed by Jasper Industries Private Limited (“**our Promoter**”) against Badavath Kishan & Ors. (“**Respondents**”) before the Ld. State Consumer Disputes Redressal Commission, Telangana (“**Ld. Forum**”) under Section 41 of the Consumer Protection Act, 2019. The Respondent alleges that the vehicle purchased from our Promoter is defective and required several repair visits within 15 months. The District Consumer Disputes Redressal Commission, Khammam, Telangana, ruled in favor of the respondents on April 13, 2023, in case no. CC/92/2021. Our Promoter seeks to set aside this order. The case is currently pending for adjudication before the Ld. Forum, and the next date of hearing is July 24, 2024
- iii. An appeal bearing no. A/124/2024 was filed by Jasper Industries Private Limited (“**our Promoter**”) against Metuku Mahender (“**Respondent**”) before the Ld. State Consumer Disputes Redressal Commission, Telangana (“**Ld. Forum**”) under Section 41 of the Consumer Protection Act, 2019. The Respondent alleges that the vehicle purchased from our Promoter has a manufacturing defect. The District Consumer Disputes Redressal Commission, Adilabad, Telangana, ruled in favor of the respondent on December 01, 2023, in case no. CC/12/2021. Our Promoter seeks to set aside this order. The case is currently pending for adjudication before the Ld. Forum, and the next date of hearing is July 24, 2024.
- iv. An appeal bearing no. A/283/2024 was filed by Jasper Industries Private Limited (“**our Promoter**”) against Anthoni Reddy Thumma & Anr. (“**Respondents**”) before the Ld. State Consumer Disputes Redressal Commission, Telangana (“**Ld. Forum**”) under Section 41 of the Consumer Protection Act, 2019. The Respondents alleges that the vehicle purchased from our Promoter has a manufacturing defect, although without presenting substantial evidence. The District Consumer Disputes Redressal Commission, Karimnagar, Telangana, in the order dated January 29, 2024 ruled in favor of the Respondents in consumer case no. CC/128/2016. Our Promoter seeks to set aside this order. The case is currently pending for adjudication.
- v. An appeal bearing no. A/817/2020 was filed by Jasper Industries Private Limited (“**our Promoter**”) against Mahesh Goud & Anr. (“**Respondents**”) before the Ld. State Consumer Disputes Redressal Commission, Telangana (“**Ld. Forum**”) under Section 41 of the Consumer Protection Act, 2019. The Respondent alleges that the vehicle purchased from our Promoter was of BS III norms, making it unable to be registered. Jasper Industries contends that there were no terms indicating the vehicle would be

registered in the future. The District Consumer Disputes Redressal Commission, Rangareddy, Telangana, in the order dated October 10, 2020 ruled in favor of the respondents in consumer case no. CC/28/2017. Our Promoter seeks to set aside this order. The case is currently pending for adjudication.

- vi. A civil suit bearing no. OS/1293/2022 was filed by Jasper Industries Private Limited (“**our Promoter**”) against SIBY Mining and Infrastructure Pvt. Ltd. and Ors.(“**Defendants**”) before the Ld. Junior Civil Court, Hyderabad (“**Ld. Court**”). The Defendants sent their vehicles for servicing to our Promoter’s workshop and made part payment, leaving Rs. 1.75 Lakhs outstanding. The defendants claimed GST benefits on the invoices but have not paid our Promoter. The case is currently pending for adjudication before the Ld. Court, and the next date of hearing is August 06, 2024.
- vii. A civil suit bearing no. OS/154/2021 was filed by Jasper Industries Private Limited (“**our Promoter**”) against Maheswarapu Srinivas Reddy (“**Defendant**”) before the Ld. Junior Civil Court, Hyderabad (“**Ld. Court**”).The Defendant sent their vehicles for servicing to our Promoter’s workshop but not made any payment for the same and there is due amounting ₹ 0.38 Lakhs Our Promoter demands the outstanding amount along with interest @ 24%, .The case is currently pending for adjudication before the Ld. Court, and the next date of hearing is July 23, 2024.
- viii. An execution petition bearing no. EP/700065/2018 was filed by Jasper Industries Private Limited (“**our Promoter**”) against Confra Furn Systems Private Limited (“**Respondent**”) before the Ld. Junior Civil Court, Hyderabad (“**Ld. Court**”) . A decree was passed on April 12, 2017, in Civil Suit No. OS/1455/2014, ordering the Respondent to pay ₹ 0.95 Lakhs. The Respondent has failed to pay the amount, and our Promoter seeks the court's direction to enforce payment through property attachment under Order XXI, Rule 43 of the Civil Procedure Code, 1908.The case is currently pending for adjudication before the Ld. Court, and the next date of hearing is July 23, 2024.
- ix. A civil suit bearing no. OS/362/2021 was filed by Jasper Industries Private Limited (“**our Promoter**”) against Dhanagari Vishnuvardhan Reddy (“**Defendant**”) before the Ld. Junior Civil Court, Hyderabad (“**Ld. Court**”) under Section 26 read with Order VII, Rule 1 of the Civil Procedure Code, 1908.The Defendant had sent there vehicle for servicing to our Promoter’s workshop. The Defendant has not made any payment for the same and ₹ 2.38 Lakhs is still outstanding. Our Promoter demands the outstanding amount along with interest @ 24%. The case is currently pending for adjudication before the Ld. Court, and the next date of hearing is August 20, 2024.
- x. A civil suit bearing no. OS/3504/2023 was filed by Jasper Industries Private Limited (“**our Promoter**”) against Shaik Nabhi (“**Defendant**”) before the Ld. Junior Civil Court, Hyderabad (“**Ld. Court**”) .The Defendant sent their vehicle for servicing to our Promoter’s workshop but has not made any payment, resulting in an outstanding amount of ₹ 2.73 Lakhs. Additionally, our Promoter claims parking charges of Rs. 200 per day, totaling ₹ 3.44 Lakhs, as the vehicle occupies valuable workshop space. Jasper Industries demands the outstanding amount along with interest at 24%. The case is currently pending for adjudication before the Ld. Court, and the next date of hearing is August 02, 2024.
- xi. A civil suit bearing no. OS/179/2021 was filed by Jasper Industries Private Limited (“**our Promoter**”) against Balagoni Yadaiah (“**Defendant**”) before the Ld. Junior Civil Courts, Mahbubnagar (“**Ld. Court**”). The Defendant purchased a vehicle from our Promoter on July 30, 2017, and subsequently availed check-up, adjustment, and minor repair services. After three consecutive services provided on credit, an outstanding amount of ₹ 0.95 Lakhs accrued. Despite multiple attempts, Defendant postponed payment, prompting our Promoter to issue a legal notice on February 18, 2020.The case is currently pending before the Ld. Court and the next date of hearing is August 30, 2024.
- xii. An appeal bearing no. A/664/2023 was filed by Jasper Industries Pvt. Ltd. (“our Promoter”) against N. Ravi Babu (“Respondent”) before the Ld. State Consumer Disputes Redressal Commission, Telangana (“Ld. Forum”). The present appeal was filed against an order dated April 06, 2016 by the Ld. District Dispute Redressal Commission in the consumer case bearing no. CC/02/2014 against our Promoter in relation to defects in the vehicle purchases by the Respondent from our Promoter. The present appeal is pending for adjudication before the Ld. Forum and the next date of hearing is August 01, 2024.

II. Bhaskar Transport Private Limited:

- i. A civil writ petition bearing no. WP (C)/5569/2019 was filed by Bhaskar Transport Private Limited & Ors. (“**our Promoter/Petitioners**”) against State of Jharkhand (“**Respondent**”) before the Hon’ble High Court of Jharkhand (“Hon’ble Court”). The Petitioners seeks to quash an order by the District Magistrate and Deputy Commissioner, East Singhbhum,

Jamshedpur, which fixed a minimum wage for convoy drivers engaged in transporting chassis on a contract basis. The Petitioners argue that convoy drivers are engaged under contractual terms and thus not entitled to minimum wage under the provisions of the Minimum Wages Act, 1948, and The Factories Act, 1948, due to the absence of a master-servant relationship. The present petition is pending for adjudication.

- ii. A civil writ petition bearing no. WP (C)/3701/2009 was filed by Bhaskar Transport Private Limited & Ors. (“**our Promoter/Petitioners**”) against State of Jharkhand (“**Respondent**”) before the Hon’ble High Court of Jharkhand (“**Hon’ble Court**”). The present petition seeks to quash a letter dated December 19, 1975, issued by the Additional District Magistrate, Singhbhum, Jamshedpur, which provided an approved list of convoy drivers for transporting chassis. The Petitioners request permission to transport chassis using drivers available in the market while adhering to safety and traffic regulations. They also seek to prevent the Respondent from interfering in their contractual obligations regarding the engagement of convoy drivers. The present petition is pending for adjudication.

C. LITIGATIONS INVOLVING THE DIRECTORS OF THE COMPANY

a) Criminal proceedings against the Directors of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings against the Directors of the company.

b) Criminal proceedings filed by the Directors of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings filed by the Directors of the Company.

c) Actions by statutory and regulatory authorities against the Directors of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Directors.

d) Tax Proceedings:

1. Direct Tax:

I. Noshir Italia Homi :

Sr. No.	Assessment Year	Demand Raised under Section	Matter	Amount involved (Rs. In Lakhs)	Current Status
1.	2017-18	154 of Income Tax Act, 1961	Notice dated August 03, 2023 issued by the department of income tax stating demand of Rs.16.46 Lakhs	16.46	The assessee has filed a response dated November 09, 2023, disagreeing with the demand.

II. Ranaveer Sinha :

Sr. No.	Assessment Year	Demand Raised under Section	Matter	Amount involved (Rs. In Lakhs)	Current Status
1.	2008-09	143(1) of Income Tax Act, 1961	Notice of demand dated August 26, 2009 issued by the department of income tax stating demand of Rs. 23.30 Lakhs, the current interest applicable on such demand is Rs. 15.42 Lakhs	38.72	The assessee has filed a response disagreeing with the demand.

2.	2016-17	154 of Income Tax Act, 1961	Notice of demand dated May 12, 2020 issued by the department of income tax stating demand of Rs.0.04 Lakhs	0.04	The assessee has not filed any response to such demand.
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2. Indirect Tax: NIL

e) Other pending material litigations against the Director of the Company

As on the date of this Draft Red Herring Prospectus, there are no such outstanding litigations against the Director, which have been considered material by the Company in accordance with the Materiality Policy.

f) Other pending material litigations filed by the Promoters of the Company

As on the date of this Draft Red Herring Prospectus, there are no such outstanding litigations initiated filed by the Director, which have been considered material by the Company in accordance with the Materiality Policy.

D. AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS:

The Board of Directors of our Company considers dues exceeding 5% of our Company's trade payables as per the last Restated financial statements, to small scale undertakings and other creditors, as material dues for our Company.

As per Restated Financial Statements, the trade payables of our Company as on March 31, 2024 were Rs. 849.49 lakhs. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds Rs. 42.47 lakhs as on March 31, 2024. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on July 11, 2024. As on March 31, 2024, there are 5 creditors to each of whom our Company owes amounts exceeding 5.00% of our Company's total trade payables and the aggregate outstanding dues to them being approximately Rs. 342.05 lakhs.

As per the above materiality policy, the outstanding amount owned to small scale undertakings and material creditors as on March 31, 2024 by our Company is as follows:

Type of Creditors	Number of Creditors	Total Amount Outstanding	No of Material Creditors	Amount of Material Creditors	Rs. in Lakhs	
					No of Other Creditors	Amount of Other Creditors
Micro, small and medium enterprises	24	207.89	01	59.86	23	148.03
Other Creditors	115	641.60	04	282.19	111	359.42
Total	139	849.49	05	342.05	134	507.45

*Entities that are identified as "Micro, Small and Medium Enterprises" under the Restated Consolidated Financial Statements are considered as micro small and medium enterprises.

The details pertaining to amounts due towards material creditors are available on the website of our Company

MATERIAL DEVELOPMENTS OCCURING AFTER LAST BALANCE SHEET DATE:

Except as disclosed in Chapter titled "*Management's Discussion & Analysis of Financial Conditions & Results of Operations*" beginning on page 189 of this Draft Red Herring Prospectus, there have been no material developments that have occurred after the Last Balance Sheet date.

GOVERNMENT AND OTHER APPROVALS

Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the issue or continue our business activities and except as mentioned below, no further approvals are required for carrying on our present or proposed business activities.

In view of the approvals listed below, we can undertake this issue and our current business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Red Herring Prospectus.

The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.

The Company has got following licenses / registrations / approvals /consents / permissions from the Government and various other Government agencies required for its present business.

For further details in connection with the regulatory and legal framework within which we operate, please refer to the chapter titled 'Key Industry Regulations and Policies' on page 109 of this Draft Red Herring Prospectus.

I. Approvals for the Issue:

The following approvals have been obtained or will be obtained in connection with the Issue

Corporate Approvals:

- a. The Board of Directors has, pursuant to a resolution dated July 11, 2024 under Section 62(1)(c) of the Companies Act, 2013 passed at its meeting held on authorized the Issue, subject to the approval of the shareholders of the Company and approvals by such other authorities, as may be necessary.
- b. The shareholders of the Company have, pursuant to a resolution passed in Extraordinary General Meeting held on July 12, 2024 authorized the Issue under Section 62(1)(c) of the Companies Act, 2013.
- c. Our Board approved the Draft Red Herring Prospectus pursuant to its resolution dated July 22, 2024.

Approval from the Stock Exchange:

- a. In-principle approval dated [●] from the NSE for listing of the Equity Shares on NSE Emerge Platform issued by our Company pursuant to the Issue.

Agreements with NSDL and CDSL:

- a. The company has entered into a Tripartite agreement dated with June 24, 2024 the Central Depository Services (India) Limited ("CDSL") and the Registrar and Transfer Agent, who in this case is KFin Technologies Limited for the dematerialization of its shares.
- b. Similarly, the Company has also entered into a Tripartite agreement dated September 25, 2017 with the National Securities Depository Limited ("NSDL") and the Registrar and Transfer Agent, who in this case is KFin Technologies Limited (*formerly: Kary Computer Share Private Limited*) for the dematerialization of its shares.
- c. The Company's International Securities Identification Number ("ISIN") is INE455Y01018.

II. Incorporation related Approvals:

Sr. No.	Nature of Registration/ License	CIN	Applicable Laws	Issuing Authority	Date of issue	Date of Expiry
1.	Certificate of Incorporation	U34201AP2006PTC050969	Companies Act, 1956	Registrar of Companies, Andhra Pradesh	August 24, 2006	Valid till Cancelled
2.	Fresh Certificate of Incorporation Consequent upon change of name of our Company	U34201AP2006PTC050969	Companies Act, 1956	Registrar of Companies, Andhra Pradesh	August 21, 2008	Valid till Cancelled
3.	Certificate of Registration of Company Law Board order for Change of State	U34201UP2006PTC041454	Companies Act, 1956	Registrar of Companies, Uttar Pradesh and Uttarakhand	July 23, 2010	Valid till Cancelled
4.	Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company	U34201UP2006PLC041454	Companies Act, 2013	Registrar of Companies, Central Processing Centre	July 09, 2024	Valid till Cancelled

III. Corporate/General Authorizations:

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue/Renewal	Date of Expiry
1.	Permanent Account Number	AAFCA8545E	Income Tax Act, 1961	Commissioner of Income Tax	August 21, 2008	Valid till Cancelled
2.	Tax Deduction and Collection Account Number (TAN)	HYDA08811F	Income Tax Act, 1961	Income Tax Department	January 12, 2013	Valid till Cancelled
3.	GST Registration Certificate	09AAFCA8545E1ZL	Central Goods and Service Tax Act, 2017	Government of India	March 03, 2023	Valid till Cancelled
4.	Certificate of Importer – Exporter Code (IEC)	0909012504	Foreign Trade (Development & Regulation) Act, 1992	Director General of Foreign Trade, Ministry of Commerce and Industry	November 06, 2009	Valid till Cancelled
5.	LEI Certificate	98450069F4DCB65D A710	Payment and Settlement Systems Act, 2007	LEI Register India Private Limited	February 19, 2024	March 09, 2025
6.	Udyam Registration Certificate (Medium Enterprise)	UDYAM-UP-50-0001376	Micro, Small and Medium Enterprises Development Act, 2006	Ministry of Micro, Small and Medium Enterprises	July 30, 2020	Valid till Cancelled
7.	Registration under Employees' Provident Funds And Miscellaneous Provisions Act, 1952	UPLKO0051511000	Employees' Provident Funds & Miscellaneous Provisions Act, 1952	Employee Provident Fund Organisation	May 25, 2024	Valid till Cancelled
8.	Registration under Employees' State Insurance Corporation (ESIC)	30000402660000699	Employee's State Insurance Act, 1948	Regional Office, Employees State Insurance Corporation, Lucknow	February 09, 2011	Valid till Cancelled

IV. Quality Certifications:

Sr. No	Nature of Registration/ Certification	Registration/ Certification No.	Description	Issuing Authority	Date of Issue	Date of Expiry
1	BSI Certificate	BSI Certificate Number: 738524 IATF Number: 0493341	Quality Management System - IATF 16949: 2016	BSI	December 22, 2023	December 21, 2026
2	Bureau Veritas Certification (Manufacture & Dispatch of Tipper Bodies, Load Bodies, Fuel Bowsers and Trailers)	IND.23.5543/IM/U	ISO 14001:2015 & ISO 45001:2018	Bureau Veritas Certification	June 21, 2024	March 16, 2026
3.	Certificate for Compliance to Central Motor Vehicle Rules	COQS0126	Compliance for AIS-093(Rev.1)-2015	International Centre for Automotive Technology	February 12, 2021	-
4.	Certificate for Compliance to Central Motor Vehicle Rules	NASN0020/ NASN0021/ NASN0022	Compliance for AIS 113:2013	NATRAX, National Automotive Board, Ministry of heavy Industries, Government of India	May 09, 2023	-
5.	Certificate for Compliance to Central Motor Vehicle Rules	NASN0036/ NASN0037/ NASN0038	Compliance for AIS 113:2013	NATRAX, National Automotive Board, Ministry of heavy Industries, Government of India	June 12, 2023	-

V. Business Related Certifications:

Manufacturing Unit: Vendors Industrial Park, Plot No. T2, Tata Motors Eastern Complex, Chinhat Industrial Area, Lucknow - 226019, Uttar Pradesh, India:


Sr. No	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue/ Renewal	Date of Expiry
1.	Factory Licence	UPFA28001263	Factories Act, 1948	Director of Factories, Uttar Pradesh	August 18, 2021	December 31, 2026
2.	Fire & Life Safety Certificate	UPFS/2021/38323/ LCK/LUCKNOW/ 2270/CFO	-	Chief Fire Officer,	October 10, 2021	October 09, 2024
3.	Certificate of Registration – Contract Labour	LKO-269	Contract Labour (Regulation and Abolition) Act, 1970	Office of Labour Commissioner	March 16, 2010	Valid till Cancelled
4.	Consolidated Consent to Operate and Authorisation	17784713	Water (Prevention and Control of Pollution) Act, 1974, Air (Prevention and Control of Pollution) Act, 1981 and Hazardous and Other Waste (Management and Transboundary Movement) Rules, 2016 notified under Environment (Protection) Act, 1986	Regional officer, Uttar Pradesh Pollution Control Board, Lucknow	October 11, 2022	July 31, 2027

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue/ Renewal	Date of Expiry
5.	Acknowledgement of Part I of Entrepreneur Memorandum – Details of items to be manufactured/ service to be provided	09-027-13-00213	Industrial Development and Regulation Act, 1951	District Industry centre	June 26, 2008	Valid till Cancelled
6.	Acknowledgement of Part II of Entrepreneur Memorandum – Details of items to be manufactured/ service to be provided	09-027-13-01240	Industrial Development and Regulation Act, 1951	District Industry centre	November 11, 2011	Valid till Cancelled

Yard: Plot No 1055 & 1063, Village-Goila, Pargana-Mohana, Tehsil Bakshi Ka Talab, Deva Road, Chihat Industrial Area, Lucknow – 226028, Uttar Pradesh, India:

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue/ Renewal	Date of Expiry
1.	Registration certificate for Shop or Commercial Establishment	UPSA28760140	Uttar Pradesh Shops and Commercial Establishment Act, 1962	Labour Department, Uttar Pradesh	June 05, 2024	Valid till Cancelled

VI. Intellectual property related approvals:

S. No.	Brand name/ Logo Trademark	Class	TM Category	Owner	Trademark Number/ Registration Certificate Number	Issuing Authority	Date of Application	Status
1.		12	Trade Mark	Adithya Automotive Applications Private Limited	Trademark No.: 3919581 Certificate No.: 2991764	Registrar of Trademark	August 18, 2018	Registered

VII. Licenses/ Approvals are yet to be applied by Company:

- The Company is yet to apply for change of its name in all permits, licenses and approvals, which has been obtained under the Company's former name.

VIII. Licenses/ Approvals for which applications have been made by our Company and are pending: NIL

OUR GROUP COMPANY

In accordance with the provisions of the SEBI (ICDR) Regulations, 2018, for the purpose of identification of Group Company, our Company has considered those companies as our Group Company with which there were related party transactions as per the Restated Financial Statements of our Company in any of the last three financial years and other Company as considered material by our Board. Further, pursuant to a resolution of our Board dated July 11, 2024 for the purpose of disclosure in relation to Group company in connection with the Issue, a company shall be considered material and disclosed as a Group company if such company fulfills both the below mentioned conditions: -

- a. the companies with which there were related party transactions (in accordance with Ind AS - 24), as disclosed in the Restated Financial Statements (“**Restated Financial Statements**”); or
- b. if such company fulfills both the below mentioned conditions: -
 - i. such company that forms part of the Promoter Group of the Company in terms of Regulation 2(1)(pp) of the SEBI(ICDR) Regulations; and
 - ii. the Company has entered into one or more transactions with such company in preceding fiscal or audit period as the case may be exceeding 10.00% of total revenue of the Company as per Restated Financial Statements.

Accordingly, based on the parameters outlined above, as on the date of this Draft Red Herring Prospectus, there are no company/entity falling under definition of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 which are to be identified as group company/entity (“**Group Company**”)

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

Corporate Approvals

The Board of Directors has, pursuant to a resolution passed at its meeting held on July 11, 2024 authorized the Issue, subject to the approval of the shareholders of the Company under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

The shareholders of the Company have, pursuant to a special resolution passed in Extra Ordinary General Meeting held on July 12, 2024 authorized the Issue under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

In-principal Approval

Our Company has received an In-Principle Approval letter dated [●] from NSE for using its name in this Draft Red Herring Prospectus for listing our shares on the SME Platform of NSE. NSE is the Designated Stock Exchange for the purpose of this Issue.

Prohibition by SEBI or Governmental Authorities

We confirm that our Company, Promoters, Promoter Group and Directors have not been declared as wilful defaulter(s) or fraudulent borrowers by the RBI or any other governmental authority. Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

We confirm that our Company, Promoters, Promoter Group or Directors have not been prohibited from accessing or operating in the capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

- Neither our Company, nor Promoters, nor Promoter Group, nor any of our Directors or persons in control of our Company are /were associated as promoter, directors or persons in control of any other Company which is debarred from accessing or operating in the capital markets under any order or directions made by the SEBI or any other regulatory or Governmental Authorities.
- None of our Directors are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as Promoter or Director.
- Neither our Promoters, nor Promoter Group, nor any of our Directors is declared as Fugitive Economic Offender.
- Neither our Company, nor our Promoters, nor Promoter Group nor our Directors, are Wilful Defaulters or fraudulent borrowers.

Prohibition by RBI

Neither our Company, nor Promoters, nor Promoter Group, nor any of our Directors or the person(s) in control of our Company have been identified as a wilful defaulter or fraudulent borrowers by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided under chapter titled “***Outstanding Litigations and Material Developments***” beginning on page 198 of this Draft Red Herring Prospectus.

Neither our Company, nor our Promoters, nor the relatives (as defined under the Companies Act) of our Promoters, nor Group Companies/Entities have been identified as wilful defaulters or Fraudulent Borrowers by the RBI or any other governmental authority.

Prohibition by Securities Market Regulators:

Our Company, our Promoters, our Directors and our Promoter’s Group, person(s) in control of the promoters or issuer, have not been prohibited from accessing the capital market or debarred from buying, selling, or dealing in securities under any order or direction passed by the Board or any securities market regulators in any other jurisdiction or any other authority/court.

Prohibition with respect to wilful defaulter or a fraudulent borrower

Neither our Company, our Promoter, our Directors, Group Companies, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as wilful defaulter or a fraudulent borrower as defined by the SEBI (ICDR) Regulations, 2018.

Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018

Our Company, Promoter and Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent applicable to each of them as on the date of the Draft Red Herring Prospectus.

Confirmations

- i. Neither our company, nor any of its promoters, promoter group or directors are debarred from accessing the capital market by the Board.
- ii. Neither our promoters, nor any directors of our company are a promoter or director of any other company which is debarred from accessing the capital market by the Board
- iii. Neither our Company, nor our Promoters or our directors, is a Wilful Defaulter or a fraudulent borrower.
- iv. Neither our Promoters nor any of our directors is declared as Fugitive Economic Offender.

Eligibility for the Issue

Our Company is eligible in terms of Regulations 230 of SEBI (ICDR) Regulations for this issue.

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations; and this issue is an Initial Public Issue in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, as we are an Issuer whose post issue paid up capital is more than ten crore rupees and we may hence issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange {in this case being the "SME Platform of NSE (“NSE Emerge”)}

We confirm that:

1. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this issue will be 100% underwritten and that the Book Running Lead Manager to the Issue shall underwrite minimum 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to section titled “**General Information – Underwriting**” beginning on page 51 of this Draft Red Herring Prospectus.
2. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or Equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within eight (8) Working Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act, 2013.
3. In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, we shall ensure that our Book Running Lead Manager submits a copy of the Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies. Further, in terms of Regulation 246(2), SEBI shall not issue observation on the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus.
4. In accordance with Regulation 261(1) of the SEBI (ICDR) Regulations, we hereby confirm that we will enter into an agreement with the Book Running Lead Manager and with Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the SME Platform of NSE (“NSE Emerge”). For further details of the arrangement of market making please refer to section titled “**General Information- Details of the Market Making Arrangements for this Issue**” beginning on page 51 of this Draft Red Herring Prospectus.
5. In accordance with Regulation 228(a) of the SEBI (ICDR) Regulations, our Company, its promoters, promoter group or directors are not debarred from accessing the capital markets by the Board.
6. In accordance with Regulation 228(b) of the SEBI (ICDR) Regulations, the companies with which our promoters or directors are associated as a promoter or director are not debarred from accessing the capital markets by the Board.

7. In accordance with Regulation 228(c) of the SEBI (ICDR) Regulations, Neither the issuer nor any of its promoter or directors is a wilful defaulter or a fraudulent borrower.
8. In accordance with Regulation 228(d) of the SEBI (ICDR) Regulations, None of the Issuer's promoter or directors is a fugitive economic offender.
9. In accordance with Regulation 230(1)(a) of the SEBI (ICDR) Regulations, Application is being made to SME Platform of NSE ("NSE Emerge") is the Designated Stock Exchange.
10. In accordance with Regulation 230(1)(b) of the SEBI (ICDR) Regulations, our Company has entered into agreement with depositories for dematerialisation of specified securities already issued and proposed to be issued.
11. In accordance with Regulation 230(1)(c) of the SEBI (ICDR) Regulations, all the present Equity share Capital is fully Paid-up.
12. In accordance with Regulation 230(1)(d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoter is already in dematerialised form.

We further confirm that we shall be complying with all the other requirements as laid down for such an Offer under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

1. Our Company has facilitated trading in demat securities and has entered into an agreement with both the depositories. Our Company has entered into an agreement with Central Depository Services Limited (CDSL) dated June 24, 2024 and National Securities Depository Limited (NSDL) dated September 25, 2017 for dematerialization of its Equity Shares already issued and proposed to be issued.
2. Our Company has a website i.e. <https://adithyaautomotive.com/>
3. The Equity Shares of our Company held by our Promoters are in dematerialised form; and
4. 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.
5. There has been no change in the promoter(s) having significant change in control over the affairs of the Company in the one year preceding the date of filing application to SME Platform of NSE.

Our Company also complies with the eligibility conditions laid by the SME Platform of National Stock Exchange of India Limited for listing of our Equity Shares. The point wise Criteria for SME Platform of National Stock Exchange of India Limited and compliance thereof are given hereunder;

- 1) Our Company was originally incorporated as "Adithya Body Builders Private Limited" a private limited company under the Companies Act, 1956 vide Certificate of Incorporation dated August 24, 2006 issued by the Registrar of Companies, Andhra Pradesh with CIN U34201AP2006PTC050969. Subsequently, pursuant to Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting, held on July 29, 2008, the name of our Company was changed from "Adithya Body Builders Private Limited" to "Adithya Automotive Applications Private Limited" vide fresh Certificate of Incorporation consequent upon Change of Name dated August 21, 2008 issued by the Registrar of the Companies, Andhra Pradesh. Thereafter, the registered office of our Company was shifted from State of Andhra Pradesh to State of Uttar Pradesh and Certificate of Registration of Company Law Board order for Change of State dated July 23, 2010 was issued by Registrar of Companies, Uttar Pradesh and Uttarakhand with CIN U34201UP2006PTC041454. Subsequently, pursuant to Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting, held on April 23, 2024, our Company was converted into a Public Limited Company and consequently the name of our Company was changed from "Adithya Automotive Applications Private Limited" to "Adithya Automotive Applications Limited" vide a fresh certificate of incorporation consequent upon conversion from private company to public company dated July 09, 2024, issued by the Registrar of Companies, Central Processing Centre. Our Company's Corporate Identity Number is U34201UP2006PLC041454.
- 2) As on the date of this Draft Red Herring Prospectus, the Company has a Paid-up Capital of ₹ 1050.00 Lakhs comprising 1,05,00,000 Equity shares and the Post Issue Paid up Capital (face value) of the company will be ₹ [●] Lakh comprising [●] Equity Shares, which is less than ₹25 Crores.
- 3) Our Company has track record of more than three years as on date of filing of this Draft Red Herring Prospectus.

- 4) The Company confirms that it has operating profit (earnings before interest, depreciation and tax) from operations for atleast any 2 out of 3 financial years preceding the application and its net-worth for financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 is positive.

(In Rs. Lakhs)

Particulars	for the financial year ended on		
	March 31, 2024	March 31, 2023	March 31, 2022
Networth	2,723.80	2,311.79	2,010.65
Operating Profit (EBITDA)	906.09	588.04	351.94

- 5) Our Company confirms that there is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoter, Group Companies, companies promoted by the promoter of the Company;
- 6) The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR) or no proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.
- 7) Our Company has not been referred to the National Company Law Tribunal (NCLT) under Insolvency and Bankruptcy Code, 2016.
- 8) None of the Directors of our Company have been categorized as a Wilful Defaulter or fraudulent borrowers.
- 9) There is no winding up petition against the company, which has been admitted by a Court of competent jurisdiction or a liquidator has not been appointed.
- 10) No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the company
- 11) The directors of the issuer are not associated with the securities market in any manner, and there is no outstanding action against them initiated by the Board in the past five years
- 12) We confirm that:
- There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) of the applicant company.
 - There is no default in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the applicant, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) during the past three years.
 - There are no litigations record against the applicant, promoters/promoting company(ies), group companies, companies & promoted by the promoters/promoting company(ies) except as stated in the section titled **“Outstanding Litigation and Material Developments”** beginning on page 198 of this Draft Red Herring Prospectus.
 - There are no criminal cases/investigation/offences filed against the director of the company except as stated in the section titled **“Outstanding Litigation and Material Developments”** beginning on page 198 of this Draft Red Herring Prospectus.

We further confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the SME Platform of NSE.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF DRAFT OFFER DOCUMENT/ OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGER, HEM SECURITIES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING.

THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT, THE BOOK RUNNING LEAD MANAGER, HEM SECURITIES LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, HEM SECURITIES LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED JULY 22, 2024. IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/ OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT.

All legal requirements pertaining to the Issue will be complied with at the time of filing of the Red Herring Prospectus/ Prospectus with the Registrar of Companies, Kanpur in terms of sections 26, 30, 32 and 33 of the Companies Act, 2013.

Below are the details of the Price Information of past issues handled by Hem Securities Limited (SME IPO's):

Sr. No.	Issue name	Issue size (₹ in Cr.)	Issue Price (₹)	Listing date	Opening Price on listing date	+/- % change in closing price, [+/- % change in closing price, benchmark]-30 th calendar days from listing	+/- % change in closing price, [+/- % change in closing price, benchmark]-90 th calendar days from listing	+/- % change in closing price, [+/- % change in closing price, benchmark]-180 th calendar days from listing
1.	Aspire & Innovative Advertising Limited	21.97	54.00	April 03, 2024	56.50	37.87% [0.18%]	N.A.	N.A.
2.	Blue Pebble Limited	18.14	168.00	April 03, 2024	199.00	71.17% [0.18%]	N.A.	N.A.
3.	Amkay Products Limited	12.60	55.00	May 08, 2024	104.50	15.91% [4.39%]	N.A.	N.A.
4.	TGIF Agribusiness Limited	6.39	93.00	May 15, 2024	150.00	1.61% [5.49%]	N.A.	N.A.
5.	Energy-Mission Machineries (India) Limited	41.15	138.00	May 16, 2024	366.00	218.62% [5.15%]	N.A.	N.A.
6.	Aztec Fluids & Machinery Limited	24.12	67.00	May 17, 2024	90.00	10.18% [4.58%]	N.A.	N.A.
7.	Premier Roadlines Limited	40.36	67.00	May 17, 2024	87.00	104.18% [4.86%]	N.A.	N.A.
8.	Vilas Transcore Limited	95.26	147.00	June 03, 2024	215.00	252.79% [4.40%]	N.A.	N.A.
9.	Aimtron Electronics Limited	87.02	161.00	June 06, 2024	241.00	310.93% [6.17%]	N.A.	N.A.
10.	Ganesh Green Bharat Limited	125.23	190.00	July 12, 2024	361.00	N.A.	N.A.	N.A.

Source: Price Information www.bseindia.com & www.nseindia.com, Issue Information from respective Prospectus.

- 1) The scrip of Aspire & Innovative Advertising Limited, Blue Pebble Limited, Amkay Products Limited, TGIF Agribusiness Limited, Energy-Mission Machineries (India) Limited, Aztec Fluids & Machinery Limited, Premier Roadlines Limited, Vilas Transcore

Limited & Aimtron Electronics Limited have not completed its 90th day from the date of listing and Ganesh Green Bharat Limited has not completed its 30th day from the date of listing.

Summary statement of Disclosure:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ Cr.)	No. of IPOs trading at discount- 30th calendar days from listing			No. of IPOs trading at Premium- 30th calendar days from listing			No. of IPOs trading at discount- 180th calendar days from listing			No. of IPOs trading at Premium- 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2022-23	15 ⁽¹⁾	220.57	-	-	-	6	6	3	-	-	-	12	-	3
2023-24	21 ⁽²⁾	680.45	-	-	1	12	5	3	-	-	2	9	3	3
2024-25	10 ⁽³⁾	472.24	-	-	-	5	1	3	-	-	-	-	-	-

- 1) The scrip of Krishna Defence and Allied Industries Limited was listed on April 6, 2022; Eighty Jewellers Limited was listed on April 13, 2022; Kesar India Limited was listed on July 12, 2022; Silicon Rental Solutions Limited was listed on October 10, 2022; Cargosol Logistics Limited was listed on October 10, 2022; Cargotrans Maritime Limited was listed on October 10, 2022; Concord Control Systems Limited was listed on October 10, 2022; Lloyds Luxuries Limited was listed on October 11, 2022; Vedant Asset Limited was listed on October 12, 2022; Baheti Recycling Industries Limited was listed on December 08, 2022; Chaman Metallics Limited was listed on January 16, 2023; Earthstahl & Alloys Limited was listed on February 08, 2023; Macfos Limited was listed on March 01, 2023; Systango Technologies Limited was listed on March 15, 2023 and Labelkraft Technologies Limited was listed on March 23, 2023;
- 2) The scrip of Vasa Denticity Limited was listed on June 02, 2023; Hemant Surgical Industries Limited was listed on June 05, 2023; Greenchef Appliances Limited was listed on July 06, 2023; Kaka Industries Limited was listed on July 19, 2023; Asarfi Hospital Limited was listed on July 26, 2023; Kahan Packaging Limited was listed on September 15, 2023; Madhusudan Masala Limited was listed on September 26, 2023; Saakshi Medtech And Panels Limited was listed on October 03, 2023; Arabian Petroleum Limited was listed on October 09, 2023, E Factor Experiences Limited was listed on October 09, 2023, Paragon Fine and Speciality Chemical Limited was listed on November 03, 2023, Deepak Chemtex Limited was listed on December 06, 2023, S J Logistics (India) Limited was listed on December 19, 2023, Siyaram Recycling Industries Limited was listed on December 21, 2023, Shanti Spintex Limited was listed on December 27, 2023, Shri Balaji Valve Components Limited was listed on January 03, 2024, New Swan Multitech Limited was listed on January 18, 2024, Harshdeep Hortico Limited was listed on February 05, 2024, Megatherm Induction Limited was listed on February 05, 2024, Sona Machinery Limited was listed on March 13, 2024 and Enfuse Solutions Limited was listed on March 22, 2024;
- 3) The scrip of Aspire & Innovative Advertising Limited was listed on April 03, 2024, Blue Pebble Limited was listed on April 03, 2024, Amkay Products Limited was listed on May 08, 2024, TGIF Agribusiness Limited was listed on May 15, 2024, Energy-Mission Machineries (India) Limited was listed on May 16, 2024, Aztec Fluids & Machinery Limited was listed on May 17, 2024, Premier Roadlines Limited was listed on May 17, 2024, Vilas Transcore Limited was listed on June 03, 2024, Aimtron Electronics Limited was listed on June 06, 2024 and Ganesh Green Bharat Limited was listed on July 12, 2024.

Note:

- a) Based on date of listing.
- b) BSE SENSEX and CNX NIFTY have been considered as the benchmark index.
- c) Prices on BSE/NSE are considered for all of the above calculations.
- d) In case 30th /90th /180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered.
- e) In case 30th /90th /180th day, scrips are not traded then last trading price has been considered.
- f) N.A. – Period not completed.
- g) As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect max. 10 issues (initial public offerings) managed by the Book Running Lead Manager. Hence, disclosures pertaining to recent 10 issues handled by Book Running Lead Manager are provided.

Track Record of past issues handled by Hem Securities Limited

For details regarding track record of Book Running Lead Manager to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the Book Running Lead Manager at www.hemsecurities.com.

Disclaimer from our Company, our Directors and the Book Running Lead Manager

Our Company, the Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than those contained in this Draft Red Herring Prospectus or, in case of the Company, in the advertisements or any other material issued by or at the instance of the Company and anyone placing reliance on any other source of information would be doing so at their own risk.

The Book Running Lead Manager accept no responsibility, save to the limited extent as provided in the Agreement entered between the Book Running Lead Manager, and our Company on July 13, 2024 and the Underwriting Agreement dated [●] entered into between the Underwriter, and our Company and the Market Making Agreement dated [●] entered into among the Market Maker and our Company.

All information shall be made available by our Company, and the Book Running Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The Book Running Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, Group Companies, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Companies, and our affiliates or associates for which they have received and may in future receive compensation.

Note:

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company, and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriter 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 in the issue.

Disclaimer in Respect of Jurisdiction

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹ 2,500.00 Lakhs and pension funds with a minimum corpus of ₹ 2,500.00 Lakhs, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Draft Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe for Equity Shares offered hereby in any jurisdiction other than India 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 this Issue will be subject to jurisdiction of the competent court(s) in Lucknow, Uttar Pradesh only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, 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 sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Disclaimer Clause of the SME Platform of NSE

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as “NSE Emerge”). NSE has given vide its letter [●] permission to the Issuer to use the Exchange’s name in this Offer Document as one of the stock exchanges on which this Issuer’s securities are proposed to be listed. The Exchange has scrutinized draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood

that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its Promoter, its management or any scheme or project of this Issuer. Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

Disclaimer Clause under Rule 144A of the U.S. Securities Act

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

Accordingly, the Equity Shares will be offered and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any offshore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

Filing of Offer Document with the Designated Stock Exchange/SEBI/ROC

The Draft Red Herring Prospectus is being filed with Emerge Platform of National Stock Exchange of India Limited, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra, India.

The Draft Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Red Herring Prospectus/ Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

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

Listing

Application is to be made to the SME Platform of NSE for obtaining permission to deal in and for an official quotation of our Equity Shares. NSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

Our Company has received an In-Principle Approval letter dated [●] from NSE for using its name in this offer document for listing our shares on the SME Platform of NSE.

NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform is not granted by NSE, our Company shall forthwith repay, all moneys received from the applicants in pursuance of the Draft Red Herring Prospectus. If such money is not repaid within the prescribed time, then our Company becomes liable to repay it, then our Company and every officer in default shall, shall be liable to repay such application money, with interest, as prescribed under the applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the NSE Emerge mentioned above are taken within Three (3) Working Days of the Issue Closing Date. If Equity Shares are not Allotted pursuant to the Offer within Three (3) Working Days from the Issue Closing Date or within such timeline as prescribed by the SEBI, our Company shall repay with interest all monies received from applicants, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period Subject to applicable law.

Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who-

- i. Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- ii. 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
- iii. 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 to action under section 447 of the Companies, Act 2013

Consents

Consents in writing of Our Directors, Our Promoter, Our Company Secretary & Compliance Officer, Chief Executive Officer, Chief Financial Officer, Our Statutory Auditor, Our Banker to the Company, Book Running Lead Manager, Registrar to the Issue, Legal Advisor to the Issue, Banker to the Issue/ Sponsor Bank*, Syndicate Members*, Underwriter to the Issue* and Market Maker to the Issue* to act in their respective capacities have been obtained as required under section 26 and 32 of the Companies Act, 2013 and shall be filed along with a copy of the Red Herring Prospectus/ Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of filing of the Red Herring Prospectus/ Prospectus for filing with the RoC.

**To be obtained prior to the filing of the Red Herring Prospectus with RoC.*

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s. Mundra & Co., Chartered Accountants, Peer Review Auditor of the Company has agreed to provide their written consent to the inclusion of their respective reports on Statement of Possible Tax Benefits relating to the possible tax benefits and restated financial statements as included in this Draft Red Herring Prospectus / Red Herring Prospectus /Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of filing of the Red Herring Prospectus/ Prospectus for filing with the RoC.

Experts Opinion

Except for the reports in the section “**Statement of Special Tax Benefits**”, “**Financial Information of the Company**” “**Statement of Financial Indebtedness**” on page 86, 145 and 188 respectively of this Draft Red Herring Prospectus from the Peer Review Auditor, our Company has not obtained any expert opinions. We have received written consent from the Peer Review Auditor for inclusion of their name in this Draft Red Herring Prospectus, as required under Companies Act read with SEBI (ICDR) Regulations as “Expert”, defined in section 2(38) of the Companies Act and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “**expert**” shall not be construed to mean an “**expert**” as defined under the U.S. Securities Act, 1933.

Fees, Brokerage and Selling Commission payable

The total fees payable to the Book Running Lead Manager will be as per the (i) Issue Agreement dated July 13, 2024 with the Book Running Lead Manager, (ii) the Underwriting Agreement dated [●] with the Underwriter and (iii) the Market Making Agreement [●] with the Market Maker, a copy of which is available for inspection at our Registered Office from 10.00 AM to 5.00 PM on Working Days from the date of the Draft Red Herring Prospectus until the Bid/Issue Closing Date.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue for processing of applications, data entry, printing of CAN, tape and printing of bulk mailing register will be as per the agreement between our Company, and the Registrar to the Issue dated July 16, 2024, a copy of which is available for inspection at our Company's Registered Office.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty, and communication expenses. Adequate funds will be provided to the Registrar to the Issue to enable it to send allotment advice by registered post/speed post.

Particulars regarding Public or Rights Issues during the last five (5) years

Our Company has not made any previous public or rights issue in India or Abroad the five (5) years preceding the date of this Draft Red Herring Prospectus.

Previous issues of Equity Shares otherwise than for cash

For detailed description please refer to the section titled "*Capital Structure*" beginning on page 61 of this Draft Red Herring Prospectus.

Underwriting Commission, brokerage and selling commission on Previous Issues

Since this is the initial public offering of our Company's Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since our incorporation.

Previous capital issue during the last three years by listed Group Companies of our Company

We do not have any Listed Group Company.

Performance vis-à-vis objects

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us.

Outstanding Debentures or Bond Issues or Redeemable Preference Shares

As on the date of this Draft Red Herring Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

Partly Paid-Up Shares

As on the date of this Draft Red Herring Prospectus, there are no partly paid-up Equity Shares of our Company.

Outstanding Convertible Instruments

Our Company does not have any outstanding convertible instruments as on the date of filing this Draft Red Herring Prospectus.

Option to Subscribe

- a. Investors will get the allotment of specified securities in dematerialization form only.
- b. The equity shares, on allotment, shall be traded on stock exchange in Demat segment only.

Stock Market Data for our Equity Shares

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

Mechanism for Redressal of Investor Grievances:

The Registrar Agreement provides for the retention of records with the Registrar to the Issue for a minimum period of three years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, subject to agreement with our Company

for storage of such records for longer period, to enable the investors to approach the Registrar to the Issue for redressal of their grievances. The Registrar Agreement provides for the retention of records with the Registrar to the Issue for a minimum period of three years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, subject to agreement with our Company for storage of such records for longer period, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

In terms of SEBI Master Circular, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI/HO/CFD/DIL2/CIR/P/2022/51 date April 20, 2021 and SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs at the rate higher of ₹100 per day or 15% per annum of the application amount in the events of delayed or withdrawal of applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for nonallotted/partially allotted applications for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the Book Running Lead Manager shall compensate the investors at the rate higher of ₹100 per day or 15% per annum of the application amount. SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days). 'T' being issue closing date. In partial modification to circulars dated March 16, 2021 and April 20, 2022, the compensation to investors for delay in unblocking of ASBA application monies (if any) shall be computed from T+3 day. The provisions of this circular shall be applicable, on voluntary basis for public issues opening on or after September 1, 2023 and on mandatory basis for public issues opening on or after December 1, 2023. Our Company shall follow the timeline prescribed under the SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023. The timelines prescribed for public issues as mentioned in SEBI circulars dated November 1, 2018, June 28, 2019, November 8, 2019, March 30, 2020, March 16, 2021, June 2, 2021, and April 20, 2022 shall stand modified to the extent stated in this Circular.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, Bid application number, number of Equity Shares Bid for, amount paid on Bid application 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 Issue with a copy to the relevant SCSB or the member of the Syndicate (in Specified Cities) or the Sponsor Bank, as the case may be, where the Application Form was submitted by the ASBA Bidder or through UPI Mechanism, giving full details such as name, address of the Bidder, Bid application number, UPI Id, number of Equity Shares applied for, amount blocked on application and designated branch or the collection center of the SCSBs or the member of the Syndicate (in Specified Cities), as the case may be, where the Application Form was submitted by the ASBA Bidder or Sponsor Bank.

Our Company has obtained authentication on the SCORES in terms of SEBI circular no. CIR/OIAE/1/2013 dated April 17, 2013 and complied with the SEBI circular (CIR/OIAE/1/2014/CIR/OIAE/1/2013) dated December 18, 2014 in relation to redressal of investor grievances through SCORES. Our Company has not received any complaints as on the date of this Draft Red Herring Prospectus.

Disposal of Investor Grievances by our Company:

The Company has appointed Registrar to the Issue, to handle the investor grievances in co-ordination with our Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to the Issue to ensure that the investor grievances are settled expeditiously and satisfactorily. The Registrar to the Issue will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be coordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process and UPI may be addressed to the SCSBs, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven (7) business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA

applicants or UPI Payment Mechanism Applicants. Our Company, the Book Running Lead Manager and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs / Sponsor Bank including any defaults in complying with its obligations under applicable SEBI (ICDR) Regulations.

Our Company will obtain authentication on the SCORES in compliance with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013, SEBI Circular (CIR/OIAE/1/2014) dated December 18, 2014, and SEBI circular (SEBI/HO/OIAE/IGRD/CIR/P/2021/642) dated October 14, 2021 in relation to redressal of investor grievances through SCORES. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in

Our Company has re-constituted a Stakeholders Relationship Committee of the Board vide resolution passed on July 11, 2024 for further details, please refer to section titled "**Our Management**" beginning on page 125 of this Draft Red Herring Prospectus.

Our Company has also appointed Neha Anil Sangam as the Company Secretary and Compliance Officer of our Company, for this Issue she may be contacted in case of any pre-issue or post-issue related problems at the following address:

Neha Anil Sangam

Company Secretary & Compliance Officer

Adithya Automotive Applications Limited

Vendors Industrial Park, Plot No. T2, Tata Motors Eastern Complex,
Chinhat Industrial Area, Lucknow – 226019, Uttar Pradesh, India

Tel. No.: 0522-2982325

Email: companysecretary@aaapl.in

Website: www.adithyaautomotive.com

Till date of this Draft Red Herring Prospectus, our Company has not received any investor complaint and no complaints is pending for resolution

Status of Investor Complaints

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Draft Red Herring Prospectus.

Disposal of investor grievances by listed companies under the same management as our Company

We do not have any listed company under the same management.

Tax Implications

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled "**Statement of Special Tax Benefits**" beginning on page 86 of this Draft Red Herring Prospectus.

Purchase of Property

Other than as disclosed in Section "**Our Business**" beginning on page 97 of this Draft Red Herring Prospectus there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Draft Red Herring Prospectus.

Except as stated elsewhere in this Draft Red Herring Prospectus, our Company has not purchased any property in which the Promoter and/or Directors have any direct or indirect interest in any payment made there under.

Capitalization of Reserves or Profits

Save and except as stated in "**Capital Structure**" on page 61 of this Draft Red Herring Prospectus, our Company has not capitalized its reserves or profits at any time since inception.

Revaluation of assets

There has not been any revaluation of assets since incorporation of the Company.

Servicing Behavior

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

Payment or benefit to officers of Our Company

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation.

Except as disclosed under chapter titled ***“Our Management”*** beginning on page 125 and chapter ***“Financial Information”*** beginning on page 145 of this Draft Red Herring Prospectus none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

Exemption from complying with any provisions of securities laws, if any

As on date of the Draft Red Herring Prospectus, Our Company has not applied or received any exemption from complying with any provisions of securities laws granted by SEBI.

SECTION VIII: ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being Issued are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of the Draft Red Herring Prospectus, Prospectus, Application Form, any Confirmation of Allocation Note (“CAN”), the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the Allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the GoI, the Stock Exchange, the RoC, the RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, RBI, the GoI, the Stock Exchange, the RoC and/or any other authorities while granting its approval for the Issue.

Please note that in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Bid-cum-Application forms. Investor may visit the official website of the concerned for any information on operational utilization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.

Authority for the Issue

The present Public Issue of upto 37,68,000 Equity Shares has been authorized by a resolution of the Board of Directors of our Company at their meeting held on July 11, 2024 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra Ordinary General Meeting held on July 12, 2023 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

Ranking of Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013 and our MOA and AOA and shall rank pari-passu in all respects with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees, upon Allotment of Equity Shares under this Issue, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to section titled, “**Main Provisions of Article of Association**”, beginning on page 271 of this Draft Red Herring Prospectus.

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors. For further details, please refer to section titled “**Dividend Policy**” and “**Main Provisions of Article of Association**” beginning on page 144 and 271 respectively of this Draft Red Herring Prospectus.

Face Value and Issue Price

The face value of each Equity Share is ₹10.00 and the Issue Price at the lower end of the Price Band is ₹[●] per Equity Share (“Floor Price”) and at the higher end of the Price Band is ₹[●] per Equity Share (“Cap Price”). The Anchor Investor Issue Price is ₹[●] per Equity Share.

The Price Band and the minimum Bid Lot size will be decided by our Company in consultation with the Book Running Lead Manager, and will be advertised, at least two Working Days prior to the Bid/ Issue Opening Date, in all editions of [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper and Hindi edition of [●], a regional newspaper each with wide circulation and shall be made available to the Stock Exchange for the purpose of uploading on its website. The Price Band, along with

the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre filled in the Bid cum Application Forms available on the website of the Stock Exchange. The Issue Price shall be determined by our Company and in consultation with the Book Running Lead Manager, after the Bid/ Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

Compliance with SEBI (ICDR) Regulations, 2018

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

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 the Articles of Association, the equity shareholders shall have the following rights:

- a) Right to receive dividend, if declared;
- b) Right to receive Annual Reports and notices to members;
- c) Right to attend general meetings and exercise voting rights, unless prohibited by law;
- d) Right to vote on a poll either in person or by proxy;
- e) Right to receive offer for rights shares and be allotted bonus shares, if announced;
- f) Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- g) Right of free transferability of the Equity Shares; and
- h) Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/ or consolidation/ splitting, etc., please refer to section titled “*Main Provisions of the Articles of Association of our company*” beginning on page 271 of this Draft Red Herring Prospectus.

Minimum Application Value, Market Lot and Trading Lot

As per regulations made under and Section 29(1) of the Companies Act, 2013 the Equity Shares to be allotted must be in Dematerialized form i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. Hence, the Equity Shares being issued can be applied for in the dematerialized form only. In this context, two agreements shall be signed among our Company, the respective Depositories and Registrar to the Issue.

- Tripartite Agreement dated June 24, 2024 between CDSL, Our Company and Registrar to the Issue; and
- Tripartite Agreement dated September 25, 2017 between NSDL, Our Company and Registrar to the Issue;

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the NSE (Emerge platform of NSE) from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this issue will be done in multiples of [●] Equity Shares and is subject to a minimum allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Minimum Number of Allottees

In accordance with Regulation 268 of SEBI (ICDR) Regulations, 2018 the minimum number of allottees in the Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies collected shall be unblocked forthwith.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/ authorities in Lucknow, Uttar Pradesh.

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the “Securities Act”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Joint Holders

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in 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 of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013 any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- a) to register himself or herself as the holder of the Equity Shares; or
- b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

Issue Program

Event	Indicative Date
Bid/Issue Opened Date	[●] ¹
Bid/Issue Closed Date	[●] ²
Finalization of Basis of Allotment with the Designated Stock Exchange (T+1)	On or about [●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account (T+2)	On or about [●]
Credit of Equity Shares to Demat accounts of Allottees (T+2)	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchange (T+3)	On or about [●]

The above time table is indicative and does not constitute any obligation on our Company. 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 NSE is taken within Three Working Days from the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period by our Company or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Note ¹Our Company, in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI (ICDR) Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI (ICDR) Regulations⁷

²Our Company, in consultation with the Book Running Lead Manager, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI (ICDR) Regulations.

*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.

The above timetable is indicative and does not constitute any obligation on our Company 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 Exchange are taken within three Working Days of the Bid/Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bid-Cum Application Forms and any revisions to the same will be accepted only between 10.00 A.M. to 5.00 P.M. (IST) during the Issue Period (except for the Bid/ Issue Closing Date). On the Bid/ Issue Closing Date, the Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for retail and non-retail Applicants. The time for applying for Retail Individual Applicants on Bid/ Issue Closing Date maybe extended in consultation with the Book Running Lead Manager, RTA and NSE taking into account the total number of applications received up to the closure of timings.

On the Bid/ Issue Closing Date, the Bids shall be uploaded until:

- (i) 4.00 P.M. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- (ii) until 5.00 P.M. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Retail Individual Bidders.

On the Bid/ Issue Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Retail Individual Bidders after taking into account the total number of Bids received and as reported by the Book Running Lead Manager to the Stock Exchange.

The Registrar to the Issue shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/ Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the Book Running Lead Manager and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchange, 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 the limitation of time available for uploading the Bid-Cum-Application Forms on the Bid/ Issue Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Issue Closing Date and, in any case, not later than 3.00 P.M. (IST) on the Bid/ Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid-Cum- Application Forms are received on the Bid/ Issue Closing Date, as is typically experienced in public Issue, some Bid-Cum- Application Forms may not get uploaded due to the lack of sufficient time. Such Bid-Cum- Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the Book Running Lead Manager is liable for any failure in uploading

the Bid-Cum- Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI (ICDR) Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Bidders can revise or withdraw their Bid-Cum- Application Forms prior to the Bid/ Issue Closing Date. Allocation to Retail Individual Bidders, in this Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid-Cum- Application Form, for a particular Bidder, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid-Cum- Application Form, for a particular ASBA Bidder, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

Our Company in consultation with the Book Running Lead Manager, reserves the right to revise the Price Band during the Bid/ Issue Period. The revision in the Price Band shall not 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. The Floor Price shall not be less than the face value of the Equity Shares.

In case of any revision to the Price Band, the Bid/ Issue Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/ Issue Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the Book Running Lead Manager, for reasons to be recorded in writing, extend the Bid/ Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the Book Running Lead Manager and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

Minimum Subscription and Underwriting

This Issue is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the stated minimum amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In terms of Regulation 272(2) of SEBI (ICDR) Regulations, in case the Company fails to obtain listing or trading permission from the stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four days after the issuer becomes liable to repay it, the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will be allotted will not be less than 50 (Fifty).

In terms of Regulation 260 of the SEBI (ICDR) Regulations, 2018, the Issue is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled "**General Information - Underwriting**" on page 51 of this Draft Red Herring Prospectus.

Further, in accordance with Regulation 267 of the SEBI (ICDR) Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

Migration to Main Board

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of NSE from the SME Exchange on a later date subject to the following:

If the Paid-up Capital of the company is likely to increase above ₹25 crores by virtue of any further issue of capital by way of rights,

preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), we shall have to apply to NSE for listing our shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

If the Paid-up Capital of the company is more than ₹10 crores but below ₹25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Market Making

The shares offered through this Issue are proposed to be listed on the NSE (Emerge platform of NSE), wherein the Book Running Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of 3 (three) years from the date of listing on the Emerge platform of NSE.

For further details of the agreement entered into between the Company, the Book Running Lead Manager and the Market Maker please refer to section titled **“General Information - Details of the Market Making Arrangements for this Issue”** on page 51 of this Draft Red Herring Prospectus.

Arrangements for disposal of odd lots

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the Emerge platform of National Stock Exchange of India Limited.

As per the extent Guideline of the Government of India, OCBs cannot participate in this Issue

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

Allotment of Equity Shares in Dematerialized Form

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares in the Issue shall be allotted only in dematerialized form. Further, as per the SEBI (ICDR) Regulations, the trading of the Equity Shares shall only be in dematerialized form on the Stock Exchange.

New Financial Instruments

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this Issue.

Application by Eligible NRI's, FPI's, VCF's, AIF's registered with SEBI

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

Restrictions on transfer and transmission of shares or debentures and on their consolidation or splitting

Except for lock-in of the Pre- Issue Equity Shares and Promoter minimum contribution in the Issue as detailed under section titled **“Capital Structure”** beginning on page 61 of this Draft Red Herring Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfers of Equity Shares. There are no restrictions on transfer and transmission of shares/ debentures and on their consolidation/ splitting except as provided in the Articles of Association. For further details, please refer to

section titled “**Main Provisions of the Articles of Association of our company**” beginning on page 271 of this Draft Red Herring Prospectus.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013 our Company shall, after filing the Red Herring Prospectus/ Prospectus with the RoC publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the Registered Office of our Company is situated.

Withdrawal of the Issue

Our Company in consultation with the Book Running Lead Manager, reserve the right to not to proceed with the issue after the Bid/ Issue Opening date but before the Allotment. In such an event, our Company would issue a public notice in the newspaper in which the pre-issue advertisements were published, within two days of the Bid/ Issue Closing date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the issue. The Book Running Lead Manager through, the Registrar of the issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one working day from the date of receipt of such notification. Our Company shall also inform the same to the stock exchange on which equity shares are proposed to be listed.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws and regulations.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is more than or equal to ten Crore rupees but less than twenty-five crore rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“*SME Exchange*”, in this case being the NSE Emerge i.e. Emerge platform of NSE). For further details regarding the salient features and terms of such an issue please refer chapter titled “*Terms of the Issue*” and “*Issue Procedure*” on page 229 and 240 of this Draft Red Herring Prospectus.

Issue Structure:

Initial Public Issue of upto 37,68,000 Equity Shares of ₹10 each (*the “Equity Shares”*) for cash at a price of ₹[●] per Equity Share (including a Share Premium of ₹[●] per Equity Share), aggregating up to ₹[●] Lakhs (*“the Issue”*) by the issuer Company (*the “Company”*). The Issue comprises a reservation of [●] Equity Shares of face value of ₹10.00/- each for cash at a price of ₹[●] per equity share including a share premium of ₹[●] per equity share aggregating to ₹[●] Lakhs will be reserved for subscription by Market Maker to the issue (*the “Market Maker Reservation Portion”*).

The Issue less the Market Maker Reservation Portion i.e., Net Issue to Public of [●] Equity Shares of face value of ₹10.00/- each at a price of ₹[●] per equity share including a share premium of ₹[●] per equity share aggregating to ₹[●] lakhs (*“the Net Issue”*). The Issue and the Net Issue will constitute 26.41% and [●]%, respectively of the post Issue paid up equity share capital of the Company. The Issue is being made through the Book Building Process.

Particulars of the Issue ⁽²⁾	Market Maker Reservation Portion	QIBs ⁽¹⁾	Non-Institutional Investors	Retail Individual Investors
Number of Equity Shares available for allocation	Upto [●] Equity Shares	Not more than [●] Equity Shares	Not less than [●] Equity Shares	Not less than [●] Equity Shares
Percentage of Issue Size available for allocation	[●] of the Issue Size	Not more than 50% of the Net Issue being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion.	Not less than 15% of the Net Issue	Not less than 35% of the Net Issue
Basis of Allotment ⁽³⁾	Firm Allotment	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to 60% of the QIB Portion (of up to [●] Equity	Proportionate basis subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares	Proportionate basis subject to minimum allotment of [●] Equity Shares Allotment.

Particulars of the Issue ⁽²⁾	Market Maker Reservation Portion	QIBs ⁽¹⁾	Non-Institutional Investors	Retail Individual Investors
		Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price		
Mode of Allotment	Compulsorily in dematerialized form.			
Minimum Bid Size	[●] Equity Shares	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000	[●] Equity Shares
Maximum Bid Size	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue (excluding the QIB portion), subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹200,000
Trading Lot	[●] Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form. In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids ⁽⁴⁾			
Mode of Bid	Only through the ASBA process.	Only through the ASBA process. (Except for Anchor investors)	Only through the ASBA process	Through ASBA Process via Banks or by using UPI ID for payment

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

- ⁽¹⁾ 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. 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 price Anchor Investor Allocation Price.
- ⁽²⁾ In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an Issue for at least 25% of the post issue paid-up Equity share capital of the Company. This Issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.
- ⁽³⁾ Subject to valid Bids being received at or above the Issue Price, undersubscription, 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.
- ⁽⁴⁾ Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Bid-cum- Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

The Bids by FPIs with certain structures as described under **“Issue Procedure - Bids by FPIs”** on pages 240 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.

If the Bid is submitted in joint names, 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 depository account held in joint names. The signature of only the 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. Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Withdrawal of the Issue

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Bid/Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Bid/Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (*one each in English and Hindi*) and one in regional newspaper.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly.

If our Company withdraws the Issue after the Bid/Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) filing of the Red Herring Prospectus/ Prospectus with ROC.

Issue Program

Event	Indicative Dates
Bid/Issue Opening Date ¹	[●] ¹
Bid/Issue Closing Date ²	[●] ²
Finalization of Basis of Allotment with the Designated Stock Exchange (T+1)	[●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account (T+2)	[●]
Credit of Equity Shares to Demat accounts of Allottees (T+2)	[●]
Commencement of trading of the Equity Shares on the Stock Exchange (T+3)	[●]

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

²Our Company, in consultation with the Book Running Lead Manager, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI (ICDR) Regulations.

Applications and any revisions to the same will be accepted only between 10.00 A.M. to 5.00 P.M. (Indian Standard Time) during the Issue Period at the Application Centers mentioned in the Bid-Cum Application Form.

Standardization of cut-off time for uploading of applications on the Bid/ Issue Closing Date:

- A standard cut-off time of 3.00 P.M. for acceptance of applications.
- A standard cut-off time of 4.00 P.M. for uploading of applications received from other than retail individual applicants.
- A standard cut-off time of 5.00 P.M. for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by NSE after taking into account the total number of applications received up to the closure of timings and reported by Book Running Lead Manager to NSE within half an hour of such closure.

It is clarified that Applications not uploaded would be rejected. In case of discrepancy in the data entered in the electronic form vis-à-vis the data contained in the physical Bid-Cum Application form, for a particular applicant, the details as per physical Bid-Cum application form of that Applicant may be taken as the final data for the purpose of allotment.

Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding bank holidays).

ISSUE PROCEDURE

All Bidders should read the 'General Information Document for Investing in Public Issues' prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the SEBI UPI Circulars (**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 which is 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 BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders/Applicants; (v) issuance of Confirmation of Allocation Note and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) Designated Date; (viii) disposal of applications; (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 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 through the UPI Circulars has proposed to introduce an alternate payment mechanism using Unified Payments Interface ("UPI") and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism with the ASBA for applications by Retail Individual Investors through intermediaries from January 1, 2019. The UPI Mechanism for Retail Individual Investors applying through Designated Intermediaries, in phase I, was effective along with the prior process and existing timeline of T+6 days ("UPI Phase I"), until June 30, 2019. Subsequently, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days was applicable until further notice pursuant to SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 ("UPI Phase II"). Thereafter, the final reduced timeline of T+3 days for the UPI Mechanism for 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 ("T+3 Notification"). Accordingly, the Issue 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 pursuant to the T+3 Notification.

Further, pursuant to SEBI master circular bearing reference no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 ("SEBI RTA Master Circular") and circular (SEBI/HO/CFD/DIL2/P/CIR/2022/75) dated May 30, 2022, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. The provisions of these circulars are deemed to form part of this Draft Red Herring Prospectus. Furthermore, pursuant to circular (SEBI/HO/CFD/DIL2/P/CIR/P/2022/45) dated April 5, 2022, all individual bidders in initial public offerings whose Bid sizes are up to ₹500,000 shall use the UPI Mechanism for submitting their bids. Additionally, pursuant to circular (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).

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 Retail Individual Investors 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 RIIs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("UPI Phase II"). Subsequently, however, 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 will be made effective using the UPI Mechanism for applications by RIIs ("UPI Phase III"), as may be prescribed by SEBI. The Issue will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20,

2022, introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular is effective for initial public offers opening on or after May 1, 2021, except as amended pursuant to SEBI circular no. EBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021. The provisions of these circulars are deemed to form part of this Draft Red Herring Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/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.

Further, SEBI vide its circular bearing reference number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Accordingly, Stock Exchanges shall, for all categories of investors viz. Retail, QIB, NII and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

Further, SEBI has vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 reduced the time taken for listing of specified securities after the closure of a public issue to three Working Days. This shall be applicable voluntarily for all public issues opening on or after September 1, 2023 and shall be mandatory for all public issues opening on or after December 1, 2023. The Draft Red Herring Prospectus has been drafted in accordance with phase II of the UPI framework, and also reflects additional measures for streamlining the process of initial public offers. Please note that we may need to make appropriate changes in the Red Herring Prospectus and the Prospectus depending upon the prevailing conditions at the time of the opening of the Issue.

Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed by the Registrar along with the SCSBs only after application monies are blocked in the bank accounts of investors (all categories). Accordingly, Stock Exchanges shall, for all categories of investors and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

Our Company and the BRLM 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 the Red Herring Prospectus and the Prospectus.

The BRLM shall be the nodal entity for any issues arising out of public issuance process.

Further, our Company and the Syndicate are not liable for any adverse occurrence's consequent to the implementation of the UPI Mechanism for application in this Issue.

PART A

Book Building Procedure

The Issue is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 252 of the SEBI ICDR Regulations, through the Book Building Process in accordance with Regulation 229(2) of the SEBI ICDR Regulations wherein not more than 50% of the Issue shall be available for allocation on a proportionate basis to QIBs, provided that our Company, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, 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-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, 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 Issue Price. Further, not less than 15% of the Issue shall be available for allocation to Non-Institutional Investors in accordance with the SEBI ICDR Regulations; and not less than 35% of the Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company, in consultation with the BRLM, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges. All potential Bidders (except Anchor Investors) are required to mandatorily utilize the ASBA process providing details of their respective ASBA accounts, and UPI ID (in case of UPI Bidders) if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or under the UPI Mechanism, as applicable.

Bidder must ensure that their PAN is linked with Aadhaar and are in compliance with the notification by the Central Board of Direct Taxes dated February 13, 2020, read with press releases dated June 25, 2021, and September 17, 2021 and 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 dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN, and UPI ID, for UPI Bidders Bidding using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialised subsequent to Allotment of the Equity Shares in the issue, subject to compliance with Applicable Law.

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. The SEBI in its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, has reduced the time period for listing of equity shares pursuant to a public issue from six Working Days to three Working Days. The timeline was applicable on a voluntary basis for public issues opening on or after September 1, 2023 and has been made applicable on a mandatory basis for public issues opening on or after December 1, 2023. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RIIs 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 became applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever was later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II until further notice. Under this phase, submission of the ASBA Form by RIIs 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.

SEBI through its circular SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, prescribed that all individual bidders applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹500,000, shall use UPI. Individual investors bidding under the Non-Institutional Portion bidding for more than ₹200,000 and up to ₹500,000, using the UPI Mechanism, shall provide their UPI ID in the Bid cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

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 Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The processing fees for applications made by UPI Bidders 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.

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 the Sponsor Bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders.

Pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular 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 (“**UPI Streamlining Circular**”), SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Streamlining Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders 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 relevant securities 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 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 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/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 NPCI vide circular reference no. NPCI/UPI/OC No. 127/ 2021-22 dated December 09, 2021, inter alia, has enhanced the per transaction limit in UPI from more than ₹200,000 to ₹500,000 for UPI based ASBA in initial public offerings.

The Issue will be made under UPI Phase II of the UPI Circular, unless UPI Phase III of the UPI Circular becomes effective and applicable on or prior to the Bid/Issue Opening Date. If the Issue is made under UPI Phase III of the UPI Circular, the same will be advertised in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Hindi Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites.

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 Sponsor Banks to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/or payment instructions of the UPI Bidders using the UPI.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLM. Additionally, if there is any delay in the redressal of investors’ complaints, the relevant SCSB as well as the BRLM will be required to compensate the concerned investor.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the Book Running Lead Manager, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the NSE, at least one day prior to the Bid/Issue Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the Book Running Lead Manager.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the RIIs using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Offer through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Offer is made under Phase III of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

- i. RIIs (other than the RIIs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- ii. RIIs using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- iii. QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

Anchor Investors are not permitted to participate in the Offer through the ASBA process.

For Anchor Investors, the Anchor Investor Application Form will be available at the office of the Book Running Lead Manager. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

Category	Colour*
Anchor Investor**	[•]
Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA)	[•]
Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA)	[•]

*Excluding Electronic Bid cum Application Form

** Bid cum application for for Anchor Investor shall be made available at the Office of the Book Running Lead Manager.

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Draft Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – Designated Intermediaries’)

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by Investors to SCSB	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs	After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment	After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Draft Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

Availability of Draft Red Herring Prospectus and Bid Cum Application Forms

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the Book Running Lead Manager, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and NSE (www.nseindia.com) at least one day prior to the Bid/Issue Opening Date.

Bid cum application for Anchor Investor shall be made available at the Office of the Book Running Lead Manager.

Who can Bid?

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies.

Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the Draft Red Herring Prospectus for more details.

Subject to the above, an illustrative list of Bidders is as follows:

- a) Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: -Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Kartal. Applications by HUFs would be considered at par with those from individuals;
- c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d) Mutual Funds registered with SEBI;

- e) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- f) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- g) FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
- h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- i) Sub-accounts of FIIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Bidder 's category;
- j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- k) Foreign Venture Capital Investors registered with the SEBI;
- l) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- o) Provident Funds with minimum corpus of ₹25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p) Pension Funds and Pension Funds with minimum corpus of ₹25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- r) Multilateral and bilateral development financial institution;
- s) Eligible QFIs;
- t) Insurance funds set up and managed by army, navy or air force of the Union of India;
- u) Insurance funds set up and managed by the Department of Posts, India;
- v) Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications not to be made by:

- 1. Minors (except through their Guardians)
- 2. Partnership firms or their nominations
- 3. Foreign Nationals (except NRIs)
- 4. Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.

MAXIMUM AND MINIMUM APPLICATION SIZE

1. For Retail Individual Bidders

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Bidder does not exceed ₹2,00,000. In case of revision of Applications, the Retail Individual Bidders have to ensure that the Application Price does not exceed ₹2,00,000.

2. For Other than Retail Individual Bidders (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹2,00,000 and in multiples of [●] Equity Shares thereafter. An Application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Amount is greater than ₹2,00,000 for being considered for allocation in the Non-Institutional Portion.

Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.

The above information is given for the benefit of the Bidders. The Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

METHOD OF BIDDING PROCESS

Our Company in consultation with the Book Running Lead Manager will decide the Price Band and the minimum Bid lot size for the Issue and the same shall be advertised in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Hindi Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation at least two Working Days prior to the Bid/ Issue Opening Date. The Book Running Lead Manager and the SCSBs shall accept Bids from the Bidders during the Bid/ Issue Period.

- a) The Bid / Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Issue Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, will be published in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Hindi Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager.
- b) During the Bid/ Issue Period, Retail Individual Bidders, should approach the Book Running Lead Manager or their authorized agents to register their Bids. The Book Running Lead Manager shall accept Bids from Anchor Investors and ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid/ Issue Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the Book Running Lead Manager (for the Bids to be submitted in the Specified Cities) to register their Bids.
- c) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Issue Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- d) The Bidder/ Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a Book Running Lead Manager or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another Book Running Lead Manager or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “Buildup of the Book and Revision of Bids”.
- e) Except in relation to the Bids received from the Anchor Investors, the Book Running Lead Manager /the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form
- f) The Book Running Lead Manager shall accept the Bids from the Anchor Investors during the Anchor Investor Bid/ Issue Period i.e. one working day prior to the Bid/ Issue Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.
- g) Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in “Escrow Mechanism - Terms of payment and payment into the Escrow Accounts” in the section “**Issue Procedure**” beginning on page 240 of this Draft Red Herring Prospectus
- h) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form prior to uploading such Bids with the Stock Exchange.

- i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
- j) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
- k) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS

- a. Our Company in consultation with the Book Running Lead Manager, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.
- b. Our Company in consultation with the Book Running Lead Manager, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- c. The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- d. Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.
- e. The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other applicants.

Participation by Associates /Affiliates of Book Running Lead Manager and the Syndicate Members

The Book Running Lead Manager and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Book Running Lead Manager and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Neither the Book Running Lead Manager nor any persons related to the Book Running Lead Manager (other than Mutual Funds sponsored by entities related to the Book Running Lead Manager), Promoters and Promoter Group can apply in the Issue under the Anchor Investor Portion.

Option to Subscribe in the Issue

- a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

Information for the Bidders

1. Our Company and the Book Running Lead Manager shall declare the Bid/ Issue Opening Date and Bid/ Issue Closing Date in the Red Herring Prospectus to be file with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) days before the Bid/ Issue Opening Date.
3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
4. Any Bidder who would like to obtain the Draft Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.
5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Bidders.
10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

BIDS BY ANCHOR INVESTORS:

Our Company in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in the Issue for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

- 1) Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices 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 is at least ₹200.00 lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹200.00 lakhs
- 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/ Issue Opening Date and 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 and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
 - where allocation in the Anchor Investor Portion is up to ₹ 200.00 Lakhs, maximum of 2 (two) Anchor Investors.
 - where the allocation under the Anchor Investor Portion is more than ₹ 200.00 Lakhs but upto ₹ 2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of ₹ 100.00 Lakhs per Anchor Investor; and
 - where the allocation under the Anchor Investor portion is more than ₹ 2500.00 Lakhs:(i)minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto ₹ 2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of ₹ 2500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of ₹ 100.00 Lakhs per Anchor Investor.
- 6) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Issue Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the Book Running Lead Manager before the Bid/Issue Opening Date, through intimation to the Stock Exchange.
- 7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- 8) If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/ Issue Closing Date. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.
- 9) At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
- 10) 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.
- 11) The Book Running Lead Manager, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the Book Running Lead Manager) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the Book Running Lead Manager and made available as part of the records of the Book Running Lead Manager for inspection by SEBI.
- 12) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
- 13) Anchor Investors are not permitted to Bid in the Issue through the ASBA process.

BIDS BY ELIGIBLE NRI'S:

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the Book Running Lead Manager and the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non- Resident Forms should authorize their SCSB to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) ASBA Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB 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.

- Eligible NRIs bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

- Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

BIDS BY FPI INCLUDING FII'S:

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Issue, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Issue, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Bids made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

In terms of the SEBI FPI Regulations, the Issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10% and 24% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non- Residents (blue in colour).

BIDS BY SEBI REGISTERED VCF'S, AIF'S AND FVCI'S:

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIF's.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the Book Running Lead Manager will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

BIDS BY HUFs:

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Application is being made in the name of the HUF in the Bid cum Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bid cum Applications by HUFs may be considered at par with Bid cum Applications from individuals.

BIDS BY MUTUAL FUNDS:

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Bid cum Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple applications provided that the Bids clearly indicate the scheme concerned for which the Bids has been made.

The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

BIDS BY SYSTEMATICALLY IMPORTANT NON BANKING FINANCIAL COMPANIES:

In case of Applications made by Systemically Important Non-Banking Financial Companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid cum Application Form. Failing this, our Company reserve the right to reject any Application, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Issue shall comply with all applicable legislations, regulations, directions, guidelines and circulars issued by RBI from time to time.

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 reserves the right to reject any bid without assigning any reason thereof. Limited liability partnerships can participate in the Issue only through the ASBA process.

BIDS BY INSURANCE COMPANIES:

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid by Insurance Companies without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

- 1) equity shares of a company: the least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- 2) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever

is lower; and

- 3) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (1), (2) and (3) above, as the case may be. Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

BIDS UNDER POWER OF ATTORNEY:

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹2500 Lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- a) With respect to Bids by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form.
- b) With respect to Bids by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Bid cum Application Form.
- c) With respect to Bids made by provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Bid cum Application Form.
- d) With respect to 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
- e) Our Company in consultation with the Book Running Lead Manager in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application form, subject to such terms and conditions that our Company and the Book Running Lead Manager may deem fit.

The above information is given for the benefit of the Bidders. Our Company, the Book Running Lead Manager and the Syndicate Members are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and Bidders are advised to ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Draft Red Herring Prospectus.

BIDS BY PROVIDENT FUNDS / PENSION FUNDS:

In case of Bids made by provident funds with minimum corpus of ₹25 Crore (subject to applicable law) and pension funds with minimum corpus of ₹25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Bid cum Application Form. Failing this, the Company reserves the right to accept or reject any bid in whole or in part, in either case, without assigning any reason thereof.

BIDS BY BANKING COMPANY:

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 reserves the right to reject any Bid by a banking company without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, 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 banks' own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paidup share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a nonfinancial services company in excess of 10% of such investee company's paid up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

BIDS BY SCSB'S:

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making Bid cum 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 Bid cum application in public issues and clear demarcated funds should be available in such account for such Bid cum applications.

ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE ISSUE:

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the Book Running Lead Manager or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder

Issue Procedure for Application Supported by Blocked Account (ASBA) Bidders

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

Terms of payment

The entire Issue price of ₹[●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

Payment mechanism

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of

Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Payment into Escrow Account for Anchor Investors

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

- a) In case of resident Anchor Investors: [●]
- b) In case of Non-Resident Anchor Investors: [●]

Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections from the Anchor Investors.

Electronic Registration of Applications

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 5.00 p.m. of the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
 - a) the applications accepted by them,
 - b) the applications uploaded by them
 - c) the applications accepted but not uploaded by them or
 - d) With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
 - (i) The applications accepted by any Designated Intermediaries
 - (ii) The applications uploaded by any Designated Intermediaries or
 - (iii) The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.
6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall

forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

S. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

**Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into in the on-line system:
 - Name of the Bidder;
 - IPO Name;
 - Bid Cum Application Form Number;
 - Investor Category;
 - PAN (of First Bidder, if more than one Bidder);
 - DP ID of the demat account of the Bidder;
 - Client Identification Number of the demat account of the Bidder;
 - Number of Equity Shares Applied for;
 - Bank Account details;
 - Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
 - Bank account number.
8. In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Bidders and Retail Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Draft Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the 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 any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
13. The Designated Intermediaries will be given time till 5.00 p.m. on the Bid/Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are

liable to be rejected.

14. The SCSBs shall be given one day after the Bid/Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

Build of the Book

- a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the Book Running Lead Manager at the end of the Bid/ Issue Period.
- b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centres during the Bid/ Issue Period.

Withdrawal of Bids

- a) RIIs can withdraw their Bids until Bid/ Issue Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

Price Discovery and Allocation

- a) Based on the demand generated at various price levels, our Company in consultation with the Book Running Lead Manager, shall finalise the Issue Price and the Anchor Investor Issue Price.
- b) The SEBI (ICDR) Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the Red Herring Prospectus. For details in relation to allocation, the Bidder may refer to the Red Herring Prospectus.
- c) Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the Book Running Lead Manager and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- d) In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the Red Herring Prospectus.
- e) In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.
- f) Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the Book Running Lead Manager, subject to compliance with the SEBI Regulations.

Illustration of the Book Building and Price Discovery Process: Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹22.00 in the above example. The Issuer, in consultation with the Book Running Lead Manager, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

Signing of Underwriting Agreement and Filing of Red Herring Prospectus/ Prospectus with RoC

- Our company has entered into an Underwriting Agreement dated [●]
- A copy of Red Herring Prospectus will be filed with the RoC and copy of Prospectus will be filed with RoC in terms of Section 32 of Companies Act, 2013 and Section 26 of Companies Act, 2013.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act 2013, our Company shall, after filing the Red Herring Prospectus with the ROC, publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation. In the pre-Issue advertisement, we shall state the Bid Opening Date and the Bid/Issue Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI (ICDR) Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

ADVERTISEMENT REGARDING ISSUE PRICE AND PROSPECTUS:

Our Company will issue a statutory advertisement after the filing of the Red Herring Prospectus/ Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Issue Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

GENERAL INSTRUCTIONS:

Please note that the NIIs are not permitted to withdraw their bids or lower the size of Bids in terms of quantity of Equity Shares or Bid Amount) at any stage. Retail Individual Investor can revise their Bids during the Bid/Issue period and withdraw their Bids until Bid/issue Closing date.

Anchor investors are not allowed to withdraw their Bids after Anchor Investors bidding date.

Do's:

- Check if you are eligible to apply as per the terms of the Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
- Ensure that you have Bid within the Price Band;
- Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
- Ensure that the details about the PAN, DP ID, Client ID, UPI ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
- Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
- If the first applicant is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
- In case of Joint bids, ensure the first bidder is the ASBA Account holder (or the UPI linked bank account holder, as the case may be) and the signature of the first bidder is included in the Bid cum Application Form;
- QIBs, Non-Institutional Bidders and the Retail Bidders should submit their Bids through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, RII may submit their bid by using UPI mechanism for payment.
- Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary

account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

10. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options;
11. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
12. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
14. Ensure that the Demographic Details are updated, true and correct in all respects;
15. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
16. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
17. Ensure that the category and the investor status is indicated;
18. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
19. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
20. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;
21. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
22. Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Bid cum Application Form;
23. Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Issue;
24. Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
25. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
26. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
6. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
7. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not Bid for a Bid Amount exceed ₹ 2,00,000/- (for Applications by Retail Individual Bidders);
10. Do not fill up the Bid cum Application Form such that the Equity Shares Application exceeds the Issue size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;

11. Do not submit the General Index Register number instead of the PAN;
12. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;
13. 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 Applicant;
14. 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;
15. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
16. Do not submit a Bid by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Bids made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Other instructions for the Bidders

Joint Bids

In the case of Joint Bids, the Bids should be made in the name of the Bidders whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidders would be required in the Bid cum Application Form/Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

Multiple Bids

Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

Investor Grievance

In case of any pre-issue or post issue related problems regarding demat credit/ refund orders/ unblocking etc. the Investors can contact the Compliance Officer of our Company.

Nomination Facility to Bidders

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

Submission of Bids

- a) During the Bid/Issue Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- b) In case of Bidders (excluding NIIs and QIBs) Bidding at cut-off price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- c) For details of the timing on acceptance and upload of Bids in the Stock Exchange platform Bidders are requested to refer to the Draft Red Herring Prospectus.

GROUND OF TECHNICAL REJECTIONS

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;

- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Bid cum Application Form;
- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
- GIR number furnished instead of PAN;
- Bid for lower number of Equity Shares than specified for that category of investors;
- Bids at Cut-off Price by NIIs and QIBs;
- Bids for number of Equity Shares which are not in multiples of Equity Shares which are not in multiples as specified in the Draft Red Herring Prospectus;
- The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Bids as defined in the Draft Red Herring Prospectus;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Bid accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Bidder is missing;
- Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid/Issue Opening Date advertisement and the Draft Red Herring Prospectus and as per the instructions in the Draft Red Herring Prospectus and the Bid cum Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bid by OCBs;
- Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock Exchanges;
- Where no confirmation is received from SCSB for blocking of funds;
- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form. Bids not duly signed by the sole/First Bidder;
- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; and
- Details of ASBA Account not provided in the Bid cum Application form.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the BID.

BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.

BASIS OF ALLOCATION

- a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the Draft Red Herring Prospectus. For details in relation to allocation, the Bidder may refer to the Red Herring Prospectus.

- b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the Book Running Lead Manager and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.
- c) In case of under subscription in the issue, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the Red Herring Prospectus.

ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to Draft Red Herring Prospectus. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue. However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

BASIS OF ALLOTMENT

a. For Retail Individual Bidders

Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price.

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

b. For Non-Institutional Bidders

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

c. For QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI (ICDR) Regulations or Red Herring Prospectus / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

- a) In the first instance allocation to Mutual Funds for [●]% of the QIB Portion shall be determined as follows:
 - In the event that Bids by Mutual Fund exceeds [●]% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●]% of the QIB Portion.

- In the event that the aggregate demand from Mutual Funds is less than [●]% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.
- Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;

b) In the second instance Allotment to all QIBs shall be determined as follows:

- In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●]% of the QIB Portion.
- Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
- Under-subscription below [●]% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

d. ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the Book Running Lead Manager, subject to compliance with the following requirements:

- i) not more than 60% of the QIB Portion will be allocated to Anchor Investors;
- ii) 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 price at which allocation is being done to other Anchor Investors; and
- iii) allocation to Anchor Investors shall be on a discretionary basis and subject to:
 - a maximum number of two Anchor Investors for allocation up to ₹ 2 crores;
a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2 crores and up to ₹ 25 crores subject to minimum allotment of ₹ 1 crores per such Anchor Investor; and
 - in case of allocation above twenty five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty five crore rupees and an additional 10 such investors for every additional twenty five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.

b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the Book Running Lead Manager, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

c) In the event that the Issue Price is higher than the Anchor Investor Allocation Price:

Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors

d) In the event the Issue Price is lower than the Anchor Investor Allocation Price:

Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

e) Basis of Allotment for QIBs (other than Anchor Investors) and NIIs in case of Over Subscribed Issue:

In the event of the Issue being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the NSE Emerge (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- c) For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
 - Each successful Bidder shall be allotted [●] equity shares; and
 - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this Draft Red Herring Prospectus.

Retail Individual Investor' means an investor who applies for shares of value of not more than ₹2,00,000/-Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director/ Managing Director of NSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

Allotment will be made in consultation NSE (The Designated Stock Exchange).

In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
 - a. Each successful applicant shall be allotted [●] equity shares; and
 - b. The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
5. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.

Post receiving approval of Basis of Allotment from Exchange – Steps followed by RTA

- The entire Basis of allotment is based on Reverse Application number so that the lottery system allotment is truly random and there is absolutely no scope of discretion.
- The lucky numbers are shared by the Exchange as per the ratio arrived for each category .
- Application numbers of valid bids for each category in HNI/RETAIL are reversed i.e. if the application no. is 12345678, after reversal it will become 87654321.
- All the application no's are then arranged in ascending order for that category
- If the ratio is 2 : 5, then 2 lucky no's in the range of 1 to 5 will be given by the exchange.
- Then total no. of applications received in this category will be segregated into buckets of 5 each.
- Every 3rd & 4th applications in this bucket will get the allotment from every bucket, Assuming that the lucky numbers given by the Exchange are 3 & 4 for this category.
- This Process gets repeated for all the categories where allotment needs to be done on lottery basis.

BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100.00% of the Issue size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorized employees of the Designated Stock Exchange, along with the BRLM and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

Issuance of Allotment Advice

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue.

The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.

- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

Designated Date:

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Bid/Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any

Instructions for Completing the Bid Cum Application Form

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected.

Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No.CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com. With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect front January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com.

Bidder's Depository Account and Bank Details

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain front the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Submission of Bid Cum Application Form

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

Communications

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

Disposal of Application and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at NSE Emerge where the Equity Shares are proposed to be listed are taken within 3 (three) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (three) days of the Issue Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2(two) working days of the Issue Closing Date, would be ensured; and

3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

Right to Reject Applications

In case of QIB Bidders, the Company in consultation with the Book Running Lead Manager may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Retail Individual Bidders who applied, the Company has a right to reject Applications based on technical grounds.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who-

- (a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- (b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- (c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”

Undertakings by Our Company

We undertake as follows:

1. That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading on Stock Exchange where the Equity Shares are proposed to be listed within three working days from Issue Closure date.
3. That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;
4. Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within two Working Days from the Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
5. That our Promoter 's contribution in full has already been brought in;
6. That no further Issue of Equity Shares shall be made till the Equity Shares Issued through the Prospectus are listed or until the Application monies are refunded on account of non-listing, undersubscription etc.;
7. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;
8. If our Company does not proceed with the Issue after the Bid/Issue Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/Issue Closing Date. The public notice shall be issued in the same newspapers where the Pre-Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
9. If our Company withdraws the Issue after the Bid/Issue Closing Date, our Company shall be required to file a fresh Draft Red Herring Prospectus with the Stock exchange/RoC/SEBI, in the event our Company subsequently decides to proceed with the Issue;
10. If allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/ unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period.

Utilization of Issue Proceeds

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- 2) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and
- 4) Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
- 5) Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- 6) The Book Running Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

Equity Shares in Dematerialized Form with NSDL or CDSL

To enable all shareholders of our Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- Tripartite Agreement dated June 24, 2024 between CDSL, the Company and the Registrar to the Issue;
- Tripartite Agreement dated September 25, 2017 between NSDL, the Company and the Registrar to the Issue;

The Company's equity shares bear an ISIN: INE455Y01018.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 (“FEMA”). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India (“RBI”) and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”).

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated Foreign Direct Investment Policy notified by the DPIIT File No. 5(2)/2020-FDI Policy dated October 15, 2020, with effect from October 15, 2020 (the “FDI Policy”), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT or the DPIIT that were in force and effect prior to October 15, 2020. The Government of India proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DPIIT issues an updated circular.

In terms of the FEMA NDI Rules, a person resident outside India may make investments into India, subject to certain terms and conditions, and provided that an entity of a country, which shares land border with India or the beneficial owner of an investment into India who is situated in or is a citizen of any such country, shall invest only with government approval.

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 Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/ RBI.

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. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. 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 Issue Period.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

Investment conditions/ restrictions for overseas entities

Under the current FDI Policy 2020, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Foreign Exchange Management. (Non-debt Instruments) Rules, 2019. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49% or sectoral/ statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions

of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

Investment by FPIs under Portfolio Investment Scheme (PIS)

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

Investment by NRI or OCI on repatriation basis

The purchase/ sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as “Capital Instruments”) of a listed Indian company on a recognised stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Foreign Exchange Management (Non-debt Instruments) Rules, 2019.

The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

Investment by NRI or OCI on non-repatriation basis

As per current FDI Policy 2020, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non- repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“US Securities Act”) or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of “US Persons” as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no offer to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the “Prospectus Directive”) has been or will be made in respect of the Issue in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorized. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Draft Red Herring Prospectus.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

SECTION IX - MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION OF OUR COMPANY

Pursuant to Schedule I of the Companies Act, and the SEBI ICDR Regulations, the Main provisions of the Articles of Association relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and Transmission of equity shares or debentures, their consolidation or splitting are as provided below. Each provision below is numbered as per the corresponding article number in the articles of association and defined terms herein have the meaning given to them in the Articles of Association.

The following regulations comprised in the Articles of Association were adopted pursuant to the member's special resolution passed at the Extra Ordinary General Meeting held on July 12, 2024. In substitution for, and to the entire exclusion of, the earlier regulation comprised in the extant Articles of Association of the Company.

INTERPRETATION

- I
1. In these regulations-
 - a. "the Company" means "Adithya Automotive Applications Limited".
 - b. "the Office" means the Registered Office of the Company.
 - c. "the Act" means the Companies Act, 2013, and any statutory modification thereof.
 - d. "the Seal" means the Common Seal of the Company.
 - e. "Directors" means the Directors of the Company and includes persons occupying the position of the Directors by whatever names called.
 2. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

SHARE CAPITAL AND VARIATION OF RIGHTS

- II. 1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
2.
 - i. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,-
 - a. one certificate for all his shares without payment of any charges; or
 - b. several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
 - ii. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid - up thereon and shall be signed by two directors or by a director and the company secretary, wherever the company has appointed a company secretary:

Provided that in case the company has a common seal, it shall be affixed in the presence of the persons required to sign the certificate.
 - iii. In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
 3.
 - i. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
 - ii. The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.

4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
5.
 - i. The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
 - ii. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
 - iii. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
6.
 - i. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
 - ii. To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari-passu therewith.
8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

DEMATERIALISATION OF SECURITIES

9. Notwithstanding anything contained herein the Company shall be entitled to dematerialise its shares debentures and other securities pursuant to the Depositories Act 1996 and to offer its shares debentures and other securities for subscription in a dematerialised form.
10. Notwithstanding anything contained herein the Company shall be entitled to treat the person whose names appear in the register of members as a holder of shares or whose names appear as beneficial owners of shares in the records of the depository as the absolute owner thereof and accordingly shall not (except as ordered by a Court of competent jurisdiction or as required by law) be bound to recognise any claim on or interest in such share on the part of any other person whether or not it has express or implied notice thereof.
11. Notwithstanding anything contained herein in the case of transfer of shares or other securities where the Company has not issued any certificates and where such shares or other securities are being held in an electronic and fungible form provisions of the Depositories Act 1996 shall apply.
12. Further the provisions relating to progressive numbering shall not apply to the shares of the Company which have been dematerialised.
13. Rights of depositories beneficial owners:
 - a) Notwithstanding anything to the contrary contained in the Act or these Articles a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of securities on behalf of the beneficial owner.
 - b) Save as otherwise provided in (a) 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.

LIEN

14.
 - i. The company shall have a first and paramount lien

- a. on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 - b. on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:
Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
- ii. The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
 - iii. That fully paid shares shall be free from all lien and that in the case of partly paid shares the Issuer's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.
15. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien: Provided that no sale shall be made-
- a. unless a sum in respect of which the lien exists is presently payable; or
 - b. until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
- 16.
- i. To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof
 - ii. The purchaser shall be registered as the holder of the shares comprised in any such transfer.
 - iii. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
- 17.
- i. The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
 - ii. The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

18. i. The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:
- Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.
- ii. Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
 - iii. A call may be revoked or postponed at the discretion of the Board.
 - iv. That any amount paid up in advance of calls on any share may carry interest but shall not in respect thereof confer a right to dividend or to participate in profits
19. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.
20. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
21. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.

The Board shall be at liberty to waive payment of any such interest wholly or in part.

22. i. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- ii. In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
23. The Board -
- a. may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him and
- b. upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

TRANSFER OF SHARES

24. i. The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
- ii. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
- iii. That a common form of transfer shall be used
25. The Board may, subject to the right of appeal conferred by section 58 decline to register—
- i. the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- ii. any transfer of shares on which the company has a lien.
26. The Board may decline to recognise any instrument of transfer unless—
- a. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- b. the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- c. the instrument of transfer is in respect of only one class of shares.

That registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Issuer on any account whatsoever

27. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

TRANSMISSION OF SHARES

28. i. On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares
- ii. Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

- iii. That a common form of transmission shall be used
- 29.
- i. Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either-
 - a. to be registered himself as holder of the share; or
 - b. to make such transfer of the share as the deceased or insolvent member could have made.
 - ii. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
- 30.
- i. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
 - ii. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
 - iii. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
31. 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.

FORFEITURE OF SHARES

32. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
33. 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.
34. 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.
- 35.
- i. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
 - ii. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
- 36.
- i. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

- ii. The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
37.
 - i. A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
 - ii. The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
 - iii. The transferee shall thereupon be registered as the holder of the share; and
 - iv. The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
38. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

ALTERATION OF CAPITAL

39. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
40. Subject to the provisions of section 61, the company may, by ordinary resolution-
 - i. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - ii. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - iii. sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; and
 - iv. 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.
 - v. Permission for sub-division/ consolidation of share certificates
41. Where shares are converted into stock,—
 - the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

 - 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.
 - such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.
42. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law-
 - its share capital;
 - any capital redemption reserve account; or

- any share premium account.

CAPITALISATION OF PROFITS

43. i. The company in general meeting may, upon the recommendation of the Board, resolve-
- a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the, profit and loss account, or otherwise available for distribution; and
 - b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- ii. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards-
- a. paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - b. paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - c. partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
 - d. A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
 - e. The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
44. i. Whenever such a resolution as aforesaid shall have been passed, the Board shall-
- a. make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all
 - b. allotments and issues of fully paid shares if any; and
 - c. generally do all acts and things required to give effect thereto.
- ii. The Board shall have power-
- a. to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
 - b. to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- iii. Any agreement made under such authority shall be effective and binding on such members

BUY-BACK OF SHARES

45. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

GENERAL MEETINGS

46. All general meetings other than annual general meeting shall be called extraordinary general meeting.
47. i. The Board may, whenever it thinks fit, call an extraordinary general meeting.
- ii. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

PROCEEDINGS AT GENERAL MEETINGS

48. i. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

- ii. Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
49. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
50. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
51. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

ADJOURNMENT OF MEETING

52. i. The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- ii. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- iii. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- iv. Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING RIGHTS

53. Subject to any rights or restrictions for the time being attached to any class or classes of shares,
- i. on a show of hands, every member present in person shall have one vote;
 - ii. and on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
 - iii. That option or right to call of shares shall not be given to any person except with the sanction of the Issuer in general meetings
54. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
55. i. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- ii. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
56. 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.
57. Any business other than that upon which a poll has been demanded maybe proceeded with, pending the taking of the poll.
58. 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
59. i. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

- ii. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

PROXY

60. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
61. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105
62. 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

63. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them. The first Directors of the Company shall be:
 1. Shri T V N Bhaskar Rao
 2. Shri D Venkatram
64.
 - i. The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
 - ii. In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them-
 - a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
 - b) in connection with the business of the company.
65. The Board may pay all expenses incurred in getting up and registering the company.
66. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
67. 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.
68. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
69.
 - i. Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
 - ii. Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

PROCEEDINGS OF THE BOARD

70.
 - i. The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

- ii. A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
- 71.
- i. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
 - ii. In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
72. 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.

73. **Chairman of the Board**

- i. The Board may at any time and from time to time elect one of their number to be the Chairman or Vice-Chairman of the Board and may determine the period for which he is to hold office.
- ii. Any Director so appointed to the office of Chairman shall not be deemed to have vacated the said office of Chairman, by reason only that he retires or vacates at any Annual General Meeting of the Company and is re-elected at the same meeting.
- iii. At all meetings of the Board of Directors, the Chairman and in his absence the Vice-Chairman shall preside over the meetings. If no person has been appointed as Chairman or Vice-Chairman or if at any meeting of the Board of Directors neither the Chairman or Vice-Chairman is present within five minutes of the time appointed for holding the same or being present, neither of them is willing to preside over the said meeting, then in that case the directors present may choose one of their number to preside over that meeting.

Appointment of Managing Director as Chairman:

- i. The Managing Director of the Company may also be appointed as Chairman of the Company by complying with the necessary formalities as may be required by the law for the time being in force.
- 74.
- i. The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
 - ii. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
- 75.
- i. A committee may elect a Chairperson of its meetings.
 - ii. If no such Chairperson is elected, or if at any meeting the 72 Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
- 76.
- i. A committee may meet and adjourn as it thinks fit.
 - ii. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
77. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
78. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

79. Subject to the provisions of the Act,
- i. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
 - ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer
80. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

THE SEAL

81.
 - i. The Board shall provide for the safe custody of the seal.
 - ii. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

DIVIDENDS AND RESERVE

82. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
83. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
84.
 - i. The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.
 - ii. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
85.
 - i. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
 - ii. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
 - iii. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly. That there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.
86. 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.

87. i. Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic transfer or cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- ii. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
88. 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.
89. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
90. No dividend shall bear interest against the company.

ACCOUNTS

91. i. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.
- ii. No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

WINDING UP

92. Subject to the provisions of Chapter XX of the Act and rules made thereunder-
- i. If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
- ii. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- iii. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

93. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by the Company or entered into more than two years before the date of the Draft Red Herring Prospectus) which are or may be deemed material have been entered or to be entered into by the Company which are or may be deemed material will be attached to the copy of the Red Herring Prospectus/Prospectus, delivered to the Registrar of Companies, for filing. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from the date of this Red Herring Prospectus until the Bid/ Issue Closing Date.

Material Contracts

1. Issue Agreement dated July 13, 2024 between our Company and the Book Running Lead Manager to the Issue.
2. Registrar Agreement dated July 16, 2024 executed between our Company and the Registrar to the Issue.
3. Banker to the Issue Agreement dated [●] among our Company, Book Running Lead Manager, Banker to the Issue and the Registrar to the Issue.
4. Market Making Agreement dated [●] between our Company, Book Running Lead Manager and Market Maker.
5. Underwriting Agreement dated [●] between our Company, Book Running Lead Manager and Underwriter.
6. Syndicate Agreement dated [●] among our Company, the BRLM and Syndicate Member.
7. Tripartite Agreement dated June 24, 2024 among CDSL, the Company and the Registrar to the Issue.
8. Tripartite Agreement dated September 25, 2017 among NDSL, the Company and the Registrar to the Issue.

Material Documents

1. Certified copies of the Memorandum and Articles of Association of the Company as amended.
2. Certificate of Incorporation dated August 24, 2006 issued by the Registrar of Companies, Andhra Pradesh.
3. Fresh Certificate of Incorporation consequent upon change of Name from “Adithya Body Builders Private Limited” to “Adithya Automotive Applications Private Limited” dated August 21, 2008 issued by the Registrar of the Companies, Andhra Pradesh.
4. Certificate of Registration of Company Law Board order for Change of State from “State of Andhra Pradesh” to “State of Uttar Pradesh” dated July 23, 2010 issued by Registrar of Companies, Uttar Pradesh and Uttarakhand.
5. Fresh Certificate of Incorporation dated July 09, 2024 issued by the Registrar of Companies, Central Registration Centre consequent upon conversion from private company to public company.
6. Copy of the Board Resolution dated July 11, 2024 authorizing the Issue and other related matters.
7. Copy of Shareholder’s Resolution dated July 12, 2024 authorizing the Issue and other related matters.
8. Copies of Audited Financial Statements of our Company for the financial year ended March 31, 2024, 2023 and 2022.
9. Peer Review Auditors Report dated July 16, 2024 on the Restated Financial Statements for the financial years ended March 31, 2024, 2023 and 2022.
10. Copy of the Statement of Special Tax Benefits dated July 16, 2024 from the Peer Review Auditor.
11. Certificate on Key Performance Indicators (KPI’s) issued by Peer Review Auditor dated July 16, 2024.
12. Consents of the Book Running Lead Manager to the Issue, Legal Advisor to the Issue, Registrar to the Issue, Market Maker, Syndicate Member, Underwriter, Banker to the Issue/ Sponsor Bank, Peer Review Auditor, Statutory Auditor of the Company, Bankers to our Company, Directors, Promoters, Chief Executive Officer, Chief Financial Officer and Company Secretary and Compliance Officer, as referred to, in their respective capacities.
13. Board Resolution dated July 22, 2024 for approval of Draft Red Herring Prospectus and dated [●] for approval of Red Herring Prospectus and dated [●] for approval of Prospectus.
14. Due Diligence Certificate from Book Running Lead Manager dated July 22, 2024.
15. Approval from NSE vide letter dated [●] to use the name of NSE in the Prospectus for listing of Equity Shares on the NSE Emerge (SME Platform) of the National Stock Exchange of India Limited.

DECLARATION

I 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 regulations or 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 statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Sumanth Badiga Chairman & Managing Director DIN: 00583806	Sd/-

Date: July 22, 2024

Place: Dubai

DECLARATION

I 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 regulations or 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 statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Noshir Italia Homi Non Executive Director DIN: 00191611	Sd/-

Date: July 22, 2024

Place: Hyderabad

DECLARATION

I 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 regulations or 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 statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Ranaveer Sinha Non Executive Director DIN: 00103398	Sd/-

Date: July 22, 2024

Place: Manchester

DECLARATION

I 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 regulations or 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 statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Vuppala Satyanarayana Murty Non Executive Director DIN: 00092348	Sd/-

Date: July 22, 2024

Place: Visakhapatnam

DECLARATION

I 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 regulations or 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 statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Gaurav Lath Independent Director DIN: 00581405	Sd/-

Date: July 22, 2024

Place: Lucknow

DECLARATION

I 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 regulations or 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 statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Palepu Sucharita Rao Independent Director DIN: 07807717	Sd/-

Date: July 22, 2024

Place: Hyderabad

DECLARATION

I 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 regulations or 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 statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF EXECUTIVE OFFICER OF OUR COMPANY:

Name and Designation	Signature
Kotikalapudi Venkata Satya Nageswara Rao Chief Executive Officer PAN: ADEPN5850A	Sd/-

Date: July 22, 2024

Place: Lucknow

DECLARATION

I 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 regulations or 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 statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY:

Name and Designation	Signature
Satya Priya Chaturvedi Chief Financial Officer PAN: AHFPC5751L	Sd/-

Date: July 22, 2024

Place: Lucknow

DECLARATION

I 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 regulations or 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 statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE COMPANY SECRETARY OF OUR COMPANY:

Name and Designation	Signature
Neha Anil Sangam Company Secretary & Compliance officer M. No.: A46052	Sd/-

Date: July 22, 2024

Place: Hyderabad