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**PROSPECTUS**  
100% Book Built Issue  
Dated: May 30, 2024  
Please read Section 26 and 32 of the  
Companies Act, 2013



**VILAS TRANSCORE LIMITED**  
CIN: U31102GJ2006PLC049469

Registered Office/Corporate Office	Contact Person	Email and Telephone	Website
Plot No 435 To 437, Nr Galaxy Hotel, N H No 8, Village Por, Vadodara, Gujarat, 391243.	GANDHALI GURUNATH PALUSKAR, Company Secretary & Compliance Officer	<b>E-mail:</b> <a href="mailto:nilesh@vilastranscore.com">nilesh@vilastranscore.com</a> <b>Tel No:</b> +91- 9328026762	<a href="http://www.vilastranscore.com">www.vilastranscore.com</a>

<b>Promoters of the Company</b>	Nilesh Jitubhai Patel and Natasha Nilesh Patel
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DETAILS OF THE ISSUE				
Type	Fresh Issue Size (in ₹ lakhs)	OFS Size (by no. of Shares or by amount in ₹)	Total Issue Size (in ₹ lakhs)	Eligibility
Fresh Issue	64,80,000 Equity Shares aggregating up to ₹ 9525.60 lakhs	Nil	₹ 9525.60 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 74 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 Red Herring Prospectus. Specific attention of the investors is invited to the section **“Risk Factors”** beginning on page 26 of this Prospectus.


**ISSUER ABSOLUTE RESPONSIBILITY**

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this 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 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 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
 <b>HEM SECURITIES LIMITED</b>	Sourabh Garg	<b>Email:</b> <a href="mailto:ib@hemsecurities.com">ib@hemsecurities.com</a> <b>Tel. No.:</b> +91- 22- 4906 0000

**REGISTRAR TO THE ISSUE**

Name and Logo	Contact Person	Email & Telephone
 <b>Bigshare Services Pvt. Ltd.</b> <b>Bigshare Services Private Limited</b>	Ganesh Shinde	<b>Email:</b> <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> <b>Tel No.:</b> +91-91 22 6263 8200

**BID/ISSUE PERIOD**

ANCHOR PORTION ISSUE OPENED/ CLOSED ON:	BID/ISSUE OPENED ON:	BID/ISSUE CLOSED ON:
<b>FRIDAY, MAY 24, 2024</b>	<b>MONDAY, MAY 27, 2024</b>	<b>WEDNESDAY, MAY 29, 2024</b>

\*The Anchor Investor Bid/Issue date was on Friday, May 24, 2024, one Working Day prior to the Bid/Issue Opening Date



**VILAS TRANSCORE LIMITED**  
**CIN: U31102GJ2006PLC049469**

Our Company was originally incorporated as “Bravil Powercore Private Limited” on November 28, 2006 vide Registration Certificate No. 049469 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Gujarat, Dadra and Nagar Haveli (RoC). Further, pursuant to shareholder’s resolution passed at the Extra Ordinary General Meeting held on March 07, 2007, the name of our company was changed from “Bravil Powercore Private Limited” to “Vilas Transcore Private Limited” vide a fresh certificate of incorporation dated March 15, 2007 issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli (RoC). Subsequently pursuant to a takeover agreement dated April 23, 2007 the business of a proprietorship firm “M/s Vilas Transcore”, which was being carried out by our Promoter Mr. Nilesh Jitubhai Patel, was transferred to our Company as a going concern Further, pursuant to special resolution passed by the shareholders at the extra ordinary general meeting, held on February 22, 2011 our Company was converted into a Public Limited Company and the name of our Company was changed from “Vilas Transcore Private Limited” to “Vilas Transcore Limited” vide a fresh certificate of incorporation dated April 09, 2011, CIN: U31102GJ2006PLC049469 issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli (RoC).

**Registered Office:** Plot No 435 To 437, Nr Galaxy Hotel, N H No 8, Village Por, Vadodara, Gujarat, 391243.

**Tel No:** +91-91- 9328026762; **E-mail:** [nilesh@vilastranscore.com](mailto:nilesh@vilastranscore.com); **Website:** [www.vilastranscore.com](http://www.vilastranscore.com);

**Contact Person:** GANDHALI GURUNATH PALUSKAR, Company Secretary & Compliance Officer

**Promoters of our Company:** NILESH JITUBHAI PATEL AND NATASHA NILESH PATEL

**DETAILS OF THE ISSUE**

**INITIAL PUBLIC OFFER OF 64,80,000\* EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH (THE “EQUITY SHARES”) OF VILAS TRANSCORE LIMITED (“OUR COMPANY” OR “THE ISSUER”) AT AN ISSUE PRICE OF ₹ 147 PER EQUITY SHARE (INCLUDING SHARE PREMIUM OF 137 PER EQUITY SHARE) FOR CASH, AGGREGATING UP TO ₹ 9525.60 LAKHS (“PUBLIC ISSUE”) OUT OF WHICH 3,26,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN ISSUE PRICE OF ₹ 147 PER EQUITY SHARE FOR CASH, AGGREGATING ₹ 479.22 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 61,54,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN ISSUE PRICE OF ₹ 147 PER EQUITY SHARE FOR CASH, AGGREGATING UPTO ₹ 9046.38 LAKHS IS HEREIN AFTER REFERRED TO AS THE “NET ISSUE”. THE PUBLIC ISSUE AND NET ISSUE WILL CONSTITUTE 26.47% AND 25.14 % RESPECTIVELY OF THE POST- ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.**

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

**THE FACE VALUE OF THE EQUITY SHARES IS RS. 10/- EACH. THE ISSUE PRICE IS 14.70 TIMES WITH THE FACE VALUE OF THE EQUITY SHARES. THE ANCHOR INVESTOR ISSUE PRICE IS RS. 147 PER EQUITY SHARE. THE PRICE BAND AND THE MINIMUM BID LOT WERE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER (“BRLM”) AND WERE ADVERTISED IN ALL EDITIONS OF THE ENGLISH NATIONAL NEWSPAPER, “BUSINESS STANDARD”, ALL EDITIONS OF THE HINDI NATIONAL NEWSPAPER, “BUSINESS STANDARD” AND GUJARATI EDITION OF THE REGIONAL NEWSPAPER “AHMEDABAD EXPRESS” (GUJARATI), WHERE OUR REGISTERED OFFICE IS LOCATED, EACH WITH WIDE CIRCULATION, AT LEAST 2 (TWO) WORKING DAYS PRIOR TO THE BID/ ISSUE OPENING DATE AND WERE MADE AVAILABLE TO NATIONAL STOCK EXCHANGE OF INDIA LIMITED (“NSE”), REFERRED TO AS THE “DESIGNATED STOCK EXCHANGE”) FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE IN ACCORDANCE WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE “SEBI (ICDR) REGULATIONS”).**

The Issue was 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 was available for allocation on a proportionate basis to Qualified Institutional Buyers (“QIBs”, the “QIB Portion”), Our Company, in consultation with the Book Running Lead Manager, allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations (“Anchor Investor Portion”). Further, not less than 15% of the Net Issue was available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue was 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) were 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 SCBs or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors were not permitted to participate in the Issue through the ASBA process. For details, see “**Issue Procedure**” beginning on page 214 of this Prospectus.

**ELIGIBLE INVESTORS**

For details in relation to Eligible Investors, please refer to section titled “**Issue Procedure**” beginning on page 214 of this 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 74 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 Prospectus. Specific attention of the investors is invited to the section “**Risk Factors**” beginning on page 26 of this Prospectus.

**ISSUER ABSOLUTE RESPONSIBILITY**

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this 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 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 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 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 May 08, 2024 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- 4906 0000;  
**Email:** [ib@hemsecurities.com](mailto:ib@hemsecurities.com)  
**Investor Grievance Email:** [redressal@hemsecurities.com](mailto:redressal@hemsecurities.com)  
**Website:** [www.hemsecurities.com](http://www.hemsecurities.com)  
**Contact Person:** Sourabh Garg  
**SEBI Registration Number:** INM000010981  
**CIN:** U67120RJ1995PLC010390

**Bigshare Services Private Limited**  
**Address:** S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai –400093, India.  
**Telephone:** +91 22 6263 8200  
**Facsimile:** +91 22 6263 8299  
**Email:** [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)  
**Investor Grievance Email:** [investor@bigshareonline.com](mailto:investor@bigshareonline.com)  
**Website:** [www.bigshareonline.com](http://www.bigshareonline.com)  
**Contact Person:** Ganesh Shinde  
**SEBI Registration Number:** MB/INR000001385  
**CIN:** U99999MH1994PTC076534

**BID/ISSUE PERIOD**

**ANCHOR PORTION ISSUE OPENS/CLOSES ON:**  
**FRIDAY, MAY 24, 2024**

**BID/ISSUE OPENED ON: MONDAY, MAY 27, 2024**

**BID/ISSUE CLOSED ON:**  
**WEDNESDAY, MAY 29, 2024**

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**SECTION I: GENERAL****DEFINITIONS AND ABBREVIATIONS**

*This 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 or policy shall be to such legislation, act, regulation, rule, guideline or policy, as amended, supplemented or re-enacted from time to time, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.*

*The words and expressions used in this 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, 1992(“ 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” on page 79, 128 and 234 respectively, shall have the meaning ascribed to such terms in such sections.*

**General Terms**

<b>Term</b>	<b>Description</b>
“VTL”, “Vilas Transcore Limited”, “our Company” “the Company”, “the Issuer”	Vilas Transcore Limited, a company incorporated under the Companies Act, 1956 and having its Registered Office at Plot No 435 To 437 Near Galaxy Hotel N.H. No 8 Village-Por Vadodara Gujarat 391243 India.
“we”, “our” or “us”	Unless the context otherwise indicates or implies, refers to our Company
“you”, “your” or “yours”	Prospective investors in this Issue.

**Company Related Terms**

<b>Term</b>	<b>Description</b>
Articles or Articles of Association or AOA	The Articles of Association of our Company, as amended from time to time.
Audit Committee	The Audit Committee of our Board constituted in accordance with Section 177 of the Companies Act and as described in the chapter titled " <b>Our Management</b> " beginning on page 110 of this Prospectus.
Auditor/ Statutory Auditors	The Statutory Auditor of our Company, being <b>M/s. Naresh &amp; Co.</b> , Chartered Accountants holding a valid peer review certificate as mentioned in the chapter titled " <b>General Information</b> " beginning on page 48 of this Prospectus.
Bankers to our Company	ICICI Bank Limited
Board or Board of Directors or our Board	The Board of Directors of our Company, as constituted from time to time. For further details of our Directors, please refer to section titled " <b>Our Management</b> " beginning on page 110 of this Prospectus.
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company being Vipul Kumar Patel.
Company Secretary & Compliance Officer	The Company Secretary and Compliance Officer of our Company being Gandhali Gurunath Paluskar.
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 Director(s)	Director(s) on the Board of our Company, as appointed from time to time.
DIN	Directors Identification Number.
DP/ Depository Participant	A depository participant as defined under the Depositories Act
DP ID	Depository’s Participant’s Identity Number
Equity Shareholders	Persons/ Entities holding Equity Shares of our Company.
Equity Shares	Equity Shares of our Company of face value of Rs. 10/- each fully paid- up.
Executive Director	An Executive Director of our Company, as appointed from time to time
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)

<b>Term</b>	<b>Description</b>
GIR Number	General Index Registry Number
Independent Director	An Independent Director as defined under Section 2(47) of the Companies Act, 2013 and as defined under the Listing Regulations.
ISIN	International Securities Identification Number. In this case being INE0AZY01017.
Indian GAAP	Generally Accepted Accounting Principles in India
JV/ Joint Venture	A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities.
Key Managerial Personnel /KMPs	Key Managerial Personnel of our Company in terms of Regulation 2(1) (bb) of the SEBI (ICDR) Regulations and Section 2(51) of the Companies Act, 2013 as disclosed in the chapter titled “Our Management” beginning on page 110 of this Prospectus.
MD or Managing Director	The Managing Director of our Company is Nilesh Jitubhai Patel.
Materiality Policy	The policy adopted by our Board for identification of Group Companies, outstanding material litigation and outstanding dues to creditors in respect of our Company, pursuant to the disclosure requirements under the SEBI (ICDR) Regulations.
Non-Executive Director	A Director not being an Executive Director.
Memorandum of Association or Memorandum or MOA	The Memorandum of Association of our Company, as amended from time to time.
NRI/ 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.
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Board constituted under Section 178 of the Companies Act and as described in the chapter titled “Our Management” beginning on page 110 of this Prospectus.
Promoter, Promoters or our Promoters	Promoter of our Company being Nilesh Jitubhai Patel and Natasha Nilesh Patel, for further details, please refer to the chapter titled "Our Promoters and Promoter Group" beginning on page 123 of this Prospectus.
Promoter Group	Includes such Persons and companies constituting our promoter group covered under Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 as enlisted in the section “Our Promoters and Promoter Group” beginning on page 123 of this Prospectus.
RBI Act	The Reserve Bank of India Act, 1934 as amended from time to time.
Registered Office	The Registered office of our Company situated at Plot No 435 To 437 Near Galaxy Hotel N.H. No 8 Village-Por Vadodara Gujarat 391243 India.
Reserve Bank of India / RBI	Reserve Bank of India constituted under the RBI Act.
Restated Financial Information/ Restated Financial Statement	The Restated Financial Statement of our Company which comprises of the restated balance sheet, the restated profit and loss and the restated cash flow information for the period December 31, 2023 and for the financial years ended March 31, 2023, March 31, 2022 & March 31, 2021, together with the annexures and the notes thereto, which have been prepared in accordance with the Companies Act, the applicable Accounting Standards and restated in accordance with the SEBI (ICDR) Regulations.
ROC or Registrar of Companies	Unless the context requires otherwise, refers to Registrar of Companies situated ROC Bhavan, Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013, Gujarat.
Shareholder(s)	Equity shareholders of our Company, from time to time
Stock Exchange	Unless the context requires otherwise, refers to, National Stock Exchange of India
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.
Subscribers to MOA	Initial Subscribers to MOA & AOA being Nilesh Jitubhai Patel and Niriksha Patel.
Stakeholders Relationship Committee	The Stakeholders’ Relationship Committee of our Board constituted under Section 178 of the Companies Act and as described under the chapter titled “Our Management” beginning on page 110.
You, your or yours	Prospective investors in this Issue

## Issue Related Terms

Term	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by SEBI in this behalf
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application.
Allocation/ Allocation of Equity Shares	The Allocation of Equity Shares of our Company pursuant to Fresh Issue of Equity Shares to the retail individual investors and other than retail individual investors, including corporate bodies or institutions.
Allotment Advice	Note or advice or intimation of Allotment sent to the applicant who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allotment/ Allot/ Allotted	Unless the context otherwise requires, means the allotment of Equity Shares, pursuant to the Issue to the successful applicants.
Allottee(s)	Successful Applicants to whom Equity Shares are being/have been allotted.
Applicant	A prospective investor who makes an application for Equity Shares of our Company in terms of the Prospectus and Application
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of the Prospectus.
Application Form	The Form (with and without the use of UPI, as may be applicable), in terms of which the prospective investors shall apply for our Equity Shares in the Issue.
Anchor Investor(s)	A Qualified Institutional Buyer, applied under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Prospectus and who has Bid for an amount of at least ₹ 200 lakhs.
Anchor Investor Allocation Price	Rs. 147/- per equity share i.e. the price at which Equity Shares were made available for allocation to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which was decided by our Company in consultation with the Book Running Lead Manager during the Anchor Investor Bid/ Issue Period.
Anchor Investor Bid/ Issue Period	May 24, 2024 being one working Day prior to the Bid/ Issue Opening Date, on which Bids by Anchor Investors was submitted and allocation to the Anchor Investors was completed.
Anchor Investor Issue Price	Rs. 147/- per equity share being the final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Prospectus.
Anchor Investor Portion	Up to 60% of the QIB Portion consisting of 18,45,000 equity shares which were allocated by our Company, in consultation with the Book Running Lead Manager, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations.  <i>*Subject to finalization of the Basis of Allotment</i>
Application Supported by Blocked Amount/ ASBA	An application (whether physical or electronic) used by an ASBA Applicant to make an Application authorize an SCSB to block the Bid Amount in the ASBA Account and include applications made by RIIs using the UPI Mechanism where the Bid amounts were blocked by the SCSB upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism.
ASBA Account	Account maintained by the ASBA Bidders with an SCSB which were blocked by such SCSB to the extent of the appropriate bid amount in relation to a Bid by an ASBA Bidder.
ASBA Bidder	All Bidders 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 were considered as the application for Allotment in terms of the Red Herring Prospectus or this Prospectus.
Bankers to the Issue agreement	Agreement dated May 09, 2024 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 has been opened, in this case being ICICI Bank Ltd.
Basis of Allotment	The basis on which Equity Shares will be Allotted to the successful ASBA Applicants under the Issue and which is described under the chapter titled "Issue Procedure" beginning on page 214.
Broker Centers	Broker Centers notified by the Stock Exchanges, where the Applicants can submit the Application Forms to a Registered Broker. The details of such Broker Centre's, along with the name and contact details of the Registered Brokers, are available on the website of the NSE on

Term	Description
	the following link <a href="http://www.nseindia.com">www.nseindia.com</a>
Business Day	Monday to Friday (except public holidays).
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 revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the 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	1000 equity shares and in multiples of 1000 equity shares thereafter.
Bidder/ Investor	Any investor who has made a Bid pursuant to the terms of the Prospectus and the Bid cum Application Form, and unless otherwise stated or implied, includes an Anchor Investor.
Bid/ Issue Closing Date	Except in relation to any Bids received from the Anchor Investors, May 29, 2024.
Bid/ Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, May 27, 2024.
Bid/ Issue Period	Except in relation to any Bids received from the Anchor Investors, the period between May 27, 2024 the Bid/ Issue Opening Date and May 29, 2023 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 investor who has made a bid pursuant to the terms of the 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 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.
CAN or Confirmation of Allocation Note	The note or advice or intimation of Allotment, sent to each successful Applicant who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange.
Cap Price	Rs. 147/- per Equity Share
Client ID	Client Identification Number maintained with one of the Depositories in relation to Demat account.
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
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.
Controlling Branches of the SCSBs	Such branches of the SCSBs which co-ordinate applications under this Issue by the ASBA Applicants with the Book Running Lead Manager, Registrar to the Issue and the Stock Exchange and a list of which is available at <a href="https://www.sebi.gov.in">https://www.sebi.gov.in</a> , or at such other website as may be prescribed by SEBI from time to time.
Cut Off Price	Issue Price, that is Rs. 147 per Equity Share finalized by our Company in consultation with the BRLM. Only Retail Individual Investors were entitled to Bid at the Cutoff Price. QIBs (including Anchor Investor) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price.



Term	Description
	*Subject to finalization of basis of allotment
Demographic Details	The demographic details of the Applicants such as their address, PAN, occupation and bank account details.
Depositories	Depositories registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time, being NSDL and CDSL.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
Designated CDP Locations	Such locations of the CDPs where Applicants submitted the 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 Application Forms are available on the website of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a> .
Designated Date	The date on which the funds from the Anchor Escrow Accounts, the funds blocked by the SCSBs and Sponsor Bank are transferred from ASBA Accounts specified by the ASBA Bidder to the Public Issue Account and/or Refund Account and/or are unblocked, as applicable in terms of Red Herring Prospectus.
Designated Intermediaries/ Collecting Agent	An SCSB with whom the bank account to be blocked, is maintained, a Registered Broker, Designated CDP Locations for CDP, 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	Hem Finlease Private Limited
Designated RTA Locations	Such locations of the RTAs where Applicants submitted the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the website of the Stock Exchange, i.e. <a href="http://www.nseindia.com">www.nseindia.com</a>
Designated Stock Exchange	National Stock Exchange of India (SME Exchange) (“NSE EMERGE”)
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 <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> . Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time
DP	A depository participant as defined under the Depositories Act, 1996
DP ID	Depository Participant’s Identity number
Draft Red Herring Prospectus	Draft Red Herring Prospectus dated January 31, 2024 as being filed with NSE Emerge
Eligible NRI	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein.
Equity Shares	Equity Shares of our Company of face value Rs.10.00 each
Electronic Transfer of Funds	Refunds through NACH, NEFT, Direct Credit or RTGS as applicable.
Eligible QFIs	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares offered thereby and who have opened dematerialized accounts with SEBI registered qualified depository participants as QFIs and are deemed as FPIs under the SEBI (Foreign Portfolio Investors) Regulations, 2014.
Escrow Account(s)	The account(s) opened with the Escrow Collection Bank and in whose favour the Anchor Investors transferred money through NACH/direct credit/ NEFT/ RTGS in respect of the Bid Amount when submitting a Bid.
First Bidder/ Applicant/ Bidders	Bidder(s) whose name were 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.
FII/ Foreign Institutional Investor	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable law in India.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
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



Term	Description
	Institutional Investors) Regulations, 1995, as amended.
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);
Floor Price	Rs 139 per equity share
General Corporate Purpose	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 Issue 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.
HSL	Hem Securities Limited.
Issue/Offer/Issue Size/ Initial Public Issue / Initial Public Offer/Initial Public Offering/ Initial Public Offering/ IPO	Public Issue of 64,80,000 Equity Shares of face value of Rs.10 each fully paid of the Company for cash at a price of Rs. 147 per Equity Share (including a premium of Rs. 137 per Equity Share) aggregating to Rs. 9525.60 Lakhs.
Issue Agreement	The agreement dated January 29, 2024 between our Company and the Book Running Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Price	The price at which the Equity Shares are being issued by our Company under the Prospectus being Rs. 147 per Equity Share of face value of Rs.10 each fully paid up.
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 66 of this Prospectus
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the Stock Exchange.
Lot Size	1000 Equity Share
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 Making Agreement	Market Making Agreement dated May 09, 2024 between our Company, Book Running Lead Manager and Market Maker.
Market Maker Reservation Portion	The Reserved Portion of 3,26,000 Equity Shares of face value of Rs.10 each fully paid for cash at a price of Rs.147 per Equity Share aggregating Rs. 479.22 for the Market Maker in this Issue.
Mutual Fund(s)	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
NCLT	National Company Law Tribunal
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 61,54,000 Equity Shares of face value of Rs.10 each fully paid for cash at a price of Rs.147 Equity Share aggregating to Rs.9046.38 Lakhs by our Company.
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company. For further information about use of the Issue Proceeds and the Issue expenses, please refer to the chapter titled "Objects of the Issue" beginning on page 66 of this Prospectus.
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 9,24,000 Equity Shares, which was made be available for allocation on a proportionate basis to Non-Institutional Investors, subject to valid Bids being received at or above the Issue Price.
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).
OCB/ Overseas Corporate Body	A Company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange

Term	Description
	Management (Deposit) Regulations, 2000, as amended from time to time. OCBs are not allowed to invest in this Issue.
Other Investor(s)	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.
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.
Prospectus/Offer Document	This Prospectus dated May 30, 2024, 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(s)	Account(s) was opened with the Public Issue Bank/Banker for the Issue.
Public Issue Account Agreement	Public Issue Account Agreement dated May 09, 2024 entered into by our Company, the Registrar to the Issue, the Book Running Lead Manager, Sponsor Bank and the Public Issue Bank to the Issue for collection of the Application Amounts.
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 30,76,000 Equity Shares were made available for allocation to QIBs (including Anchor Investors) on a proportionate basis, (in which allocation to Anchor Investor were made available 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.
Qualified Institutional Buyers or QIBs	A Mutual Fund, Venture Capital Fund and Foreign Venture Capital Investor registered with the SEBI, a foreign institutional investor and sub-account (other than a sub-account which is a foreign corporate or foreign individual), registered with SEBI; a public financial institution as defined in Section 2(72) of the Companies Act, 2013; a scheduled commercial bank; a multilateral and bilateral development financial institution; a state industrial development corporation; an insurance company registered with the Insurance Regulatory and Development Authority; a provident fund with minimum corpus of Rs. 25.00 Crore; a pension fund with minimum corpus of Rs. 25.00 Crore; National Investment Fund set up by resolution No. F. No. 2/3/2005 – DDII dated November 23, 2005 of the Government of India published in the Gazette of India, 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 and systemically important non-banking financial companies.
Registrar / Registrar to the Issue	Registrar to the Issue, in this case being Bigshare Services Private Limited.
Share Transfer Agent / Registrar to the Company	Share Transfer Agent of the Company, in this case being Accurate Securities and Registry Private Limited.
Registrar Agreement	The agreement dated January 30, 2024 entered by 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.
Regulations/SEBI Regulations/ SEBI (ICDR) Regulations/ SEBI ICDR Regulations/ SEBI ICDR Regulations 2018	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time.
Regulation S	Regulation S under the U.S. Securities Act of 1933, as amended from time to time.
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 did not have completed particulars of the price at which the Equity Shares will be offered and the size of the Issue including any addenda or corrigenda thereto.  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.

<b>Term</b>	<b>Description</b>
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 has been opened, in this case being ICICI Bank Ltd.
Refund through electronic transfer of funds	Refunds through NECS, direct credit, RTGS or NEFT, as applicable.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
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 Portion	The portion of the Issue being not less than 35% of the Net Issue, consisting of 21,54,000 Equity Shares, which was made available for allocation to Retail Individual Bidders (subject to valid Bids having been received at or above the Issue Price).
Resident Indian	A person resident in India, as defined under FEMA
Retail Individual Investor	Individual Applicants, or minors applying through their natural guardians, including HUFs (applying through their Karta) and ASBA Applicants, who apply for an amount less than or equal to Rs.2,00,000.
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in any of their Bid-cum-Application Forms or any previous Revision Form(s), as applicable.  QIBs 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.
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 SAST / SEBI (SAST)Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended 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.
SCSB/ Self Certified Syndicate Banker	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 service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> or at such other website as may be prescribed by SEBI from time to time.
SEBI (Foreign Portfolio Investor) Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
SEBI LODR/SEBI (Listing Obligations and Disclosure Requirement) Regulations/ Listing Regulations/ SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement), Regulations 2015, as amended from time to time.
SME Exchange/ SME Platform	SME Platform of NSE (NSE EMERGE).
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.
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 service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> or at such other website as may be prescribed by SEBI from time to time.

Term	Description
SEBI(PFUTP) Regulations/PFUTP Regulations	Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
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.
Specified Securities	Equity shares offered through this Prospectus.
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 May 09, 2024 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 Hem Finlease Private Limited.
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 SCSB (only on demand) to the Applicant as proof of registration of the Application.
Underwriter	Underwriter in this case being Hem Securities Limited
Underwriting Agreement	The agreement dated May 09, 2024 entered into between the Underwriter, BRLM and our Company.
UPI	Unified Payments Interface as a payment mechanism through National Payments Corporation of India with Application Supported by Block Amount for applications in public issues by retail individual investors through SCSBs.
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.
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
UPI Mandate Request / Mandate Request	A request (intimating the RII by way of a notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Application Amount and subsequent debit of funds in case of Allotment.
UPI PIN	Password to authenticate UPI transaction
U.S. Securities Act	U.S. Securities Act of 1933, as amended from time to time
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 no. CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no.

Term	Description
	SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 SEBI Circular No: SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI in this regard.
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
Wilful Defaulter	A company or person, as the case may be, categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in terms of regulation 2(1)(III) of the SEBI ICDR Regulations.
Working Day	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulations, working days means, all days on which commercial banks in Mumbai are open for business. However, in respect of– <ul style="list-style-type: none"> <li>(a) announcement of Price Band; and</li> <li>(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;</li> <li>(c) the time period between the 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.</li> </ul>

#### Technical and Industry Related Terms

Term	Description
B2B	Business to Business
EBITDA	Earnings before interest, depreciation, tax, amortization and extraordinary items
MM	Millimeter
CT	Current Transformer
ISO	International Organization for Standardization
Mt	Metric Ton
R& D	Research & Development
CRGO	Cold Rolled Grain Oriented
BIS	Bureau of Indian Standards
GVA	Gross Value added
ISO	International Organization for Standardization
R&D	Research & development
QA	Quality Assurance
U.S	United States

#### Conventional and General Terms / Abbreviations

Term	Description
A/C	Account
AGM	Annual General Meeting
AIF	Alternative Investments Fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended
Amt / AMT	Amount
AS/ Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India.
A.Y.	Assessment Year
AOA	Articles of Association
Approx	Approximately
ASBA	Application Supported by Blocked Amount
BG / LC	Bank Guarantee / Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
Bn	Billion
BRLM	Book Running Lead Manager
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note

<b>Term</b>	<b>Description</b>
CC	Cash Credit
CDSL	Central Depository Services (India) Limited
CENVAT	Central Value Added Tax
CFO	Chief Financial Officer
CIN	Corporate Identification Number
CIS	Commonwealth of Independent States
CMD	Chairman and Managing Director
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections).
Companies Act	The Companies Act, 2013, to the extent in force pursuant to the notification of the notified sections
Competition Act	The Competition Act, 2002
Consolidated FDI Policy	Consolidated FDI Policy with effect from August 28, 2017 issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time.
CS	Company Secretary
CSR	Corporate Social Responsibility
CST	Central Sales Tax
Depositories	NSDL (National Securities Depository Limited) and CDSL (Central Depository Services Limited); Depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time
Depositories Act	The Depositories Act, 1996, as amended from time to time.
DGFT	Directorate General of Foreign Trade
DIN	Director Identification Number
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India ( <i>earlier known as the Department of Industrial Policy and Promotion</i> )
DP	Depository Participant
DP ID	Depository Participant 's Identity
EBIDTA	Earnings before interest, depreciation, tax, amortization and extraordinary items
ECS	Electronic Clearing Services
EGM/EOGM	Extra-Ordinary General Meeting
EPS	Earnings Per Share
ESIC	Employee State Insurance Corporation
ESOP	Employee Stock Option Plan
EXIM/EXIM Policy	Export-Import Policy
FCNR Account	Foreign Currency Non-Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act 1999, as amended from time to time and the regulations framed there under
FII(s)	Foreign Institutional Investors, as defined under the FII Regulations and
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
FIs	Financial Institutions
FPI(s)	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 Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
FV	Face Value
F.Y./FY/Fiscal	Financial Year
GAAP	Generally Accepted Accounting Principles
GDP	Gross Domestic Product
GoI/ Government	Government of India



<b>Term</b>	<b>Description</b>
GST	Goods and Services Tax
HNI	High Net Worth Individual
HUF	Hindu Undivided Family
ICAI	Institute of Chartered Accountants of India
ICMAI	The Institute of Cost Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IIP	Index of Industrial Production
IMF	International Monetary Fund
Indian GAAP	Generally Accepted Accounting Principles in India
INR/Rs. /Rupees/₹	Indian National Rupee
Income Tax Act or the I.T. Act	The Income Tax Act, 1961
IPO	Initial Public Offering
Ind AS	New Indian Accounting Standards notified by Ministry of Corporate Affairs on February 16, 2015, applicable from Financial Year commencing April 1, 2016.
ISIN	International Securities Identification Number
IST	Indian Standard Time
IT Authorities	Income Tax Authorities
Key Managerial Personnel/KMP	Key Managerial Personnel
Ltd.	Limited
MAPIN	Market Participants and Investors Database
MICR	Magnetic Ink Character Recognition
Mn	Million
MoA	Memorandum of Association
MoU	Memorandum of Understanding
Mtr	Meter
N.A.	Not Applicable
NACH	National Automatic Clearing House
NAV	Net Asset Value
NBFC	Non-Banking Finance Company
NECS	National Electronic Clearing Services
NEFT	National Electronic Fund Transfer
Net Worth	The aggregate of the paid-up share capital, share premium account, and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account
NOC	No Objection Certificate
NPV	Net Present Value
NR	Non-Resident
NRE Account	Non-Resident External Account
NRI	Non-Resident Indian, is a person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
NTA	Net Tangible Assets
p.a.	per annum
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
P/E Ratio	Price Earnings Ratio
POA	Power of Attorney
Pvt.	Private

<b>Term</b>	<b>Description</b>
RBI	Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended
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.
SCRR	Securities Contracts (Regulation) Rules, 1957 as amended.
SCSB	Self-Certified Syndicate Bank
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 2015, as amended.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternate 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, 2014, 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 Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.
SEBI (PFUTP) Regulations / PFUTP Regulations	Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
SEBI Regulations/ SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
SEBI Takeover Regulations / Takeover Regulations / Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended from time to time.
SME	Small Medium Enterprise
SSI Undertaking	Small Scale Industrial Undertaking
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.
Sq. mtr	Square Meter
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
TIN	Taxpayers Identification Number
u/s	Under Section
UIN	Unique Identification Number
US/ States U.S./ USA/ United States	United States of America
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, 1933	U.S. Securities Act of 1933, as amended
UOI	Union of India
VAT	Value Added Tax
VCF / Venture Capital Fund	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.
WDV	Written Down Value
w.e.f.	With effect from

<b>Term</b>	<b>Description</b>
WHO	World Health Organization
Wilful Defaulter	Willful Defaulter as defined under Regulation 2(1) (III) of the SEBI (ICDR) Regulations.
WTD	Whole-Time Director
YoY	Year over year

## **CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION & MARKET DATA & CURRENCY OF FINANCIAL PRESENTATION**

### **Certain Conventions**

All references in this Prospectus to “India” are to the Republic of India. All references in this Prospectus to the “U.S.,” “USA” or “United States” are to the United States of America.

In this Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, “Vilas Transcore Limited”, and “VTL”, and, unless the context otherwise indicates or implies, refers to Vilas Transcore Limited. In this 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 crores”. In this 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 Prospectus, all figures have been expressed in Rupees Lakh. Unless stated otherwise, the financial data in the Prospectus is derived from our restated financial statements prepared for the period December 31, 2023 and for the financial year ended March 31, 2023, 2022 and 2021 in accordance with Indian GAAP, the Companies Act and SEBI (ICDR) Regulations, 2018 included under Section titled “**Financial Information of the Company**” beginning on page 128 of this Prospectus.

There are significant differences between 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 Indian GAAP financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practice and Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this 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.

Our Company does not have any Associate or Subsidiary Company as on date of this Prospectus. Our fiscal year commences on April 1 of every year and ends on March 31<sup>st</sup> of every next year.

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 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, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, 2018, as stated in the report of our Statutory Auditor, set out in section titled “**Financial Information of the Company**” beginning on page 128 of this Prospectus.

For additional definitions used in this Prospectus, see the section “**Definitions and Abbreviations**” on page 1 of this Prospectus. In the section titled “**Main Provisions of the Articles of Association**”, on page 234 of the Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

### **Use of Industry & Market Data**

Unless stated otherwise, industry and market data used throughout this Prospectus has been obtained and derived 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 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 74 of the 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 "Rs" are to Indian Rupees, the official currency of the Republic of India. Except where specified, including in the section titled "*Industry Overview*" throughout this Prospectus all figures have been expressed in Lakhs/Lacs.

Any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Conditions and Results of Operation*" on page 26, 89 and 173 of this Prospectus, unless otherwise indicated, have been calculated based on our restated respectively financial statement prepared in accordance with Indian GAAP.

This Prospectus may contain 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. 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 Prospectus includes certain “forward-looking statements”. We have included statements in the 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 statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, plans, revenue and profitability (including, without limitation, any financial or operating projections or forecasts) and other matters discussed in this Prospectus that are not historical facts. However, these are not the exclusive means of identifying 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. Changes in consumer demand;
3. Fluctuations in operating costs;;
4. Any change in government policies resulting in increases in taxes payable by us
5. Any change in the Industry in which we operate;
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. Impact of covid-19 on our business and operations; and
22. Global distress due to pandemic, war or by any other reason.

For a further discussion of factors that could cause our actual results to differ, refer to section titled “**Risk Factors**” and chapter titled “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on pages 26 and 173 respectively. By their nature, certain market risk disclosures are only estimates’ and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

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 BRLM 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.

**SUMMARY OF OFFER DOCUMENT****A. OVERVIEW OF BUSINESS**

Incorporated in the year 2006, we are engaged in the manufacturing and supply of components used in the power distribution and transmission sector, primarily to transformer and other power equipments manufacturer in India and abroad. We manufacture and supply a different range of electrical lamination cold rolled grain oriented (C.R.G.O.) lamination core, CRGO slit coils, CRGO stacked (assembled cores), CRGO wound core and CRGO Toroidal core which are mainly used in power transformer, distribution transformer & dry type transformers, high voltage / medium voltage & low voltage current transformers.

**B. OVERVIEW OF THE INDUSTRY**

India is the third-largest producer and consumer of electricity worldwide, with an installed power capacity of 423.35 GW as of July 31, 2023. India was ranked fourth in wind power capacity and solar power capacity, and renewable energy fourth in installed capacity, as of 2021. India has been on a path to achieve 100% household electrification as envisaged under the Saubhagya scheme. As of March 2023, more than 2.86 crore households were electrified under the Saubhagya scheme. A total of 185.21 GW of capacity from non-fossil fuel sources has been installed in the country as of July 31, 2023.

**C. PROMOTERS**

Mr. Nilesh Jitubahi Patel and Natasha Nilesh Patel is the Promoter of our Company.

**D. DETAILS OF THE ISSUE**

This is an Initial Public Fresh Issue of 64,80,000 Equity Shares of face value of Rs. 10 each of our Company for cash at a price of Rs. 147 per Equity Share (including a share premium of Rs. 137 per Equity Share) aggregating to Rs. 9525.60 lakhs ("The Issue"), out of which 3,26,000 Equity Shares of face value of Rs. 10 each for cash at a price of Rs. 147 per Equity Share aggregating up to Rs. 479.22 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 61,54,000 Equity Shares of face value of Rs. 10 each, at an issue price of Rs. 147 per Equity Share for cash, aggregating to Rs. 9046.38 lakhs is hereinafter referred to as the "Net Issue". The Public Issue and Net Issue will constitute 26.47% and 25.14% respectively of the post- issue paid-up Equity Share capital of our Company.

**E. OBJECTS OF THE ISSUE**

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

Sr. No	Particulars	Amt (Rs. in Lacs)
1.	Funding for strategic investment and acquisitions	500.00
2.	Funding Capital Expenditure towards construction of factory building	2009.87
3.	Funding capital expenditure towards acquisition and installation of additional plant and machinery	4520.71
4.	General Corporate Purpose	1822.98
	<b>Total</b>	<b>8853.56</b>

\*

**F. PRE-ISSUE SHAREHOLDING OF PROMOTER AND PROMOTER GROUP**

Our Promoters and Promoter Group collectively holds 1,79,11,820 Equity shares of our Company aggregating to 99.51% 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 Prospectus: -

Sr. No.	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
	<b>Promoters</b>				
1.	Mr. Nilesh Jitubhai Patel	17873700	99.30	17873700	73.01
	<b>Sub Total (A)</b>	<b>17873700</b>	<b>99.30</b>	<b>17873700</b>	<b>73.01</b>
	<b>Promoters Group</b>				
2.	Tushar Somabhai Patel	32000	0.18	32000	0.13

3.	Mrs. Lilaben Jitubhai Patel	6000	0.03	6000	0.02
4.	Mr. Manish Patel	60	negligible	60	negligible
5.	Mrs. Kamini Patel	60	negligible	60	negligible
	<b>Sub Total (B)</b>	<b>38120</b>	<b>0.21</b>	<b>38120</b>	<b>0.16</b>
	<b>Grand Total (A+B)</b>	<b>17911820</b>	<b>99.51</b>	<b>17911820</b>	<b>73.17</b>

## G. SUMMARY OF FINANCIAL INFORMATION

Following are the details as per the restated financial statements for the period December 31, 2023 and financial years ended on March 31, 2023, 2022 and 2021: -

Sr. No	Particulars	Amt. (Rs. in lakhs)			
		December 31, 2023	March 31, 2023	March 31, 2022	March 31, 2021
1.	Share Capital	1800.00	300.00	300.00	300.00
2.	Net Worth	13725.33	12045.84	10023.41	8231.92
3.	Total Income (Revenue from operation)	23574.56	28260.51	23302.93	13265.15
4.	Profit/(loss) after tax	1679.49	2022.43	1791.49	523.42
5.	Earnings per Share*	9.33	11.24	9.95	2.91
6.	Net Asset Value per Share*	76.25	66.92	55.69	45.73
7.	Total Borrowings (including current maturities of long term borrowings)	499.95	489.62	346.72	757.83

\*based on weighted average number of shares after considering the effect of bonus issue made by the company on September 07, 2023 in the ratio of 5 equity share for every 1 equity shares held.

## H. AUDITOR QUALIFICATIONS

The Audited Financial Statement does not have any auditor qualification which require adjustment in the restated financial statement of the company.

Our Statutory Auditors have included certain emphasis of matter in the audit reports relating to the Financial Statements in recent fiscals. The emphasis of matter relate to disclosure regarding interest payment under MSMED Act 2006 and impact of covid 19 pandemic situation on the company in the fiscal 2021, 2022 and 2023, our Statutory Auditors have included the below emphasis of matters in the audit report –

- Fiscal year 2023, 2022 and 2021**

Attention is invited to Note 10 to the financial statements with reference to disclosures regarding interest payment under the MSMED Act, 2006, as explained to us, the Company deals with various Micro and Small Enterprises on mutually accepted terms and conditions. Accordingly, no interest is payable if the terms are adhered to by the Company. Further, as per information made available to us, no interest has been paid under MSMED Act, 2006 to any supplier for payment made beyond appointed date, neither any claim has been received from any such supplier. Further, no such provision has been made for any interest payable to such supplier.

- Fiscal year 2022 and 2021**

We draw your attention to Note 47 to the financial statements which explain the management's assessment of the financial impact due to lock-downs and other restrictions and conditions related to COVID-19 pandemic situation.

## I. SUMMARY OF OUTSTANDING LITIGATIONS

Our Company and group companies are involved in certain legal proceedings. A brief detail of such outstanding litigations as on the date of this Prospectus are as follows:

### Litigations/Matters involving our Company:-

Nature of Cases	No. of Outstanding Cases	(Rs. in Lakhs)
		Amount in dispute/demanded to the

		extent ascertainable
Criminal Matter against Company	3	411.55
Criminal Matter filed by Company	9	357.57
Tax Proceedings – Direct Tax	1	166.16
Tax Proceedings – Indirect tax	1	7.57

**Litigations involving the Promoter of the Company:-****(Rs. in Lakhs)**

Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable*
Criminal Case by Promoter	3	119.00
Tax Proceedings – Direct Tax	3	33.89
Other pending litigations	3	242.43

\*to the extent ascertainable

Amount mentioned to the extent quantifiable. The amount may be subject to additional interest/other charges being levied by the concerned authorities which are unascertainable as on date of this Prospectus.

For further details, please refer to the chapter titled “*Outstanding Litigations and Material Developments*” on page 184 of this Prospectus.

**J. RISK FACTORS**

For details on the risks involved in our business, please see the Chapter titled “*Risk Factors*” beginning on page 26 of this Prospectus.

**K. SUMMARY OF CONTINGENT LIABILITIES**

Details of our contingent liabilities that have not been provided for are as set out in the table below:

**(Amt in Rs. Lacs)**

Particular	December 31, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Claims against the company not acknowledged as debts	53.00	53.00	-	-
Other Money for which the company is contingently liable	18.51	18.51	26.42	18.61
<b>Total</b>	<b>71.51</b>	<b>71.51</b>	<b>26.42</b>	<b>18.61</b>

For further details, please refer to Note 21 – Contingent Liabilities and commitments of the chapter titled “*Financial Information of the Company*” on page 155 of this 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 period December 31, 2023 and financial years ended on March 31, 2023, 2022 and 2021: -

**Key Managerial Persons:**

Mr. Nilesh Patel - Managing Director

Mr. Manish Patel (Ceased to be director w.e.f. 30.09.2022)

Ms. Natasha Patel

Mr. Vipul Patel (Appointed w.e.f. 30.09.2022)

Gandhari Paluskar (Appointed w.e.f. 07.09.2023)

**Relatives of Key Managerial Persons:**

Mr. Manish Patel

**Enterprise over which Key Management Personnel exercise significant influence**

Atlas Transformers India Ltd (Formerly Jayesh Electricals Ltd)

Tashu Impex LLP

Pelton Power Technologies Private Limited

Nanocryst Transformer Private Limited

Atlas Composite Private Limited.

SMT Packaging Private Limited.

Name	Nature of Transaction	Amount of Transaction During 2020-21	Amount Outstanding as on 31.03.21 (Payable)/Receivable	Amount of Transaction During 2021-22	Amount Outstanding as on 31.03.22 (Payable)/Receivable	Amount of Transaction During 2022-23	Amount Outstanding as on 31.03.23 (Payable)/Receivable	Amount of Transaction During 01/04/2023 to 31st December 2023	Amount Outstanding as on 31st December 2023 (Payable)/Receivable
Mr Nilesh Patel	Director Remuneration	224.82	-	390.00	-	420.00	-	315.00	-
	Interest on Unsecured Loan	81.61	-	67.12	-	10.66	-	0.46	-
	<b>Unsecured Loan</b>								
	Loan received during the year/period	-	-	61.00	-	-	-	-	-
	Loan/Interest Paid during the year/period	147.08	(654.68)	436.08	(346.72)	341.40	(5.32)	0.57	(4.75)
	Sale of Immovable Property	-	-	-	-	73.51	-	-	-

	Receivable against Sale of Property	-	-	-	-	(3.51)	70.00	(25.00)	45.00
<b>Mr Manish Patel</b>	Director Remuneration	5.90	-	7.57	-	4.30	-	-	-
	Leave Encashment	0.28	-	0.28	-	0.33	-	0.36	-
	Salary	-	-	-	-	4.27	-	7.00	-
<b>Natasha Patel</b>	Directors Remuneration	3.97	-	4.80	-	15.90	-	13.50	-
	Leave Encashment	0.51	-	0.17	-	0.20	-	0.75	-
<b>Vipul Patel</b>	Directors Remuneration	-	-	-	-	3.83	-	6.86	-
	Leave Encashment							0.33	-
<b>Atlas Transformers India Ltd.</b>	Sales	1504.18	694.46	1295.66	632.31	1474.09	1296.89	2062.35	795.27
<b>(Formerly Known as Jayesh Electric Ltd)</b>	Purchase	243.29	-	704.26	-	1188.67	-	748.53	-
<b>Tashu Impex LLP</b>	Sales	-	-	208.44	-	48.31	-	42.79	0.87
<b>(Formerly Known as Tashu</b>	Purchases	171.18	-	215.08	-	14.24	-	2.02	-



<b>Impex Pvt. Ltd.)</b>									
<b>Pelton Power Technologies Pvt. Ltd.</b>	Sales	21.32	4.82	35.73	6.53	57.67	13.47	13.71	(0.34)
	Purchase	-	-	-	-	-	-	0.03	0.37
<b>Nanocryst Transformer Pvt. Ltd.</b>	Sales	1.10	0.22	0.50	-	1.89	-	5.26	2.74
	Purchase	-	-	-	-	-	-	-	-
<b>SMT Packaging Private Limited</b>	Sales	-	-	-	-	-	-	-	-
	Purchase	-	-	-	-	10.75	1.66	7.64	0.52
<b>Atlas Composite Private Limited</b>	Purchase							0.81	0.59

For further details, please refer to the Note 32 – Related Party Disclosures of chapter titled “*Financial Information of the Company*” on page 161 of this 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 Prospectus.

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

Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (in ₹)
1.	Mr. Nilesh Jitubhai Patel	1,48,74,750	-

**O. AVERAGE COST OF ACQUISITION OF SHARES**

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.	Mr. Nilesh Jitubhai Patel	1,78,73,700	0.81

**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 Allottees	No. of Shares Allotted
September 07, 2023	1,50,00,000	10	Nil	Bonus Issue in the ratio of 5:1	Capitalization of Reserves & Surplus	Nilesh Jitubhai Patel	1,49,94,750
						Manish Patel	50
						Kalpesh Shah	50
						Lilaben Jitubhai Patel	5000
						Sandeep Patel	50
						Neeraj Bharara	50
						Kamini Patel	50
						<b>Total</b>	<b>1,50,00,000</b>

**R. SPLIT/ CONSOLIDATION OF EQUITY SHARES**

Not Applicable

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

Not Applicable

### **SECTION III: RISK FACTORS**

*An investment in Equity Shares involves a high degree of risk. prospective investors should carefully consider all the information in this 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” beginning on pages 128, 89 & 173 respectively 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 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 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.*

#### **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 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” beginning on page 26 and “Management Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 173 unless otherwise indicated, has been calculated on the basis of the amount disclosed in the “Audited Financial Statements, as restated” prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP).*

- 1. Our business is dependent on the sale of our products to certain key customers. The loss of any such customers or a significant reduction in the sales made to such customers, could materially adversely affect our business, results of operations and financial condition.***

We are dependent on certain key customers especially Voltamp Transformers Limited. The abovementioned customer represented 41.93%, 42.82%, 53.76% and 53.15% of our revenues from sale of products for the period December 31, 2023, Fiscal year 2023, 2022 and 2021 respectively. Further, our top five customers accounted for 78.03%, 74.34%, 65.00%, and 66.96% of our revenues from sale of products fiscals 2021, 2022, 2023 and December 31, 2023. As we are dependent on certain key customers, the loss of such customers including as a result of a dispute with or disqualification raised by them may materially affect our business and results of operations. Further, many times these large manufacturers source their required components from a relatively limited number of vendors, any attempt by our customers towards consolidation of the vendor management related to procurement from multiple vendors may affect our business.

Also, the volume of sales to our customers may vary due to our customers’ attempts to manage their inventory, design changes and changes in our customers’ manufacturing strategy, which may result in a decrease in demand or lack of commercial success of a

particular component of which we are a major supplier. We do not generally have firm commitment or long-term purchase agreements with many of our key customers and instead rely on purchase orders issued by our customers from time to time. As we are dependent on certain key customers for a significant portion of our sales, the loss for any of the foregoing reasons of any one of our key customers, if not replaced, may materially adversely affect our business, results of operations and financial condition.

**2. *Pricing pressure from customers may adversely affect our gross margin, profitability and ability to increase our prices, which may in turn materially adversely affect our results of operations and financial condition.***

We manufacture and supply precision components which are used by the power distribution and transmission transformer manufacturers in India and internationally. We may in the future experience pressure from our customers to reduce our prices, which may affect our profit margins going forward. In addition, as any price reduction is the result of negotiations and factors which may be beyond our control, we, may be able to reduce operating costs and increase operating efficiencies in order to maintain profitability to some extent. If we are unable to offset customer price reductions in the future through improved operating efficiencies, new manufacturing processes, sourcing alternatives and other cost reduction initiatives, our results of operations and financial condition may be materially adversely affected. As our business is capital intensive, requiring us to maintain a large fixed cost base, our profitability is dependent, in part, on our ability to spread fixed costs over higher sales volume. However, we may not be able to spread such fixed costs effectively in case our customers negotiate for larger discounts in price as the volume of their orders increases. Further, substantially all of our products are customized to specific customer requirements, resulting in us incurring significant costs in setting up our capabilities to manufacture these products, which may not be fully recovered from our customers. If we are unable to generate sufficient production cost savings in the future to offset price reductions arising from pricing pressure from our customers, our results of operations and financial condition may be materially adversely affected.

**3. *We generally do not enter into any firm supply agreements with our customers. If our customers choose not to source their requirements from us, our business and results of operations may be materially adversely affected.***

We do not generally have firm supply agreements with most of our customers and instead we rely on the purchase orders issued by our customers from time to time that set out the volume and other terms of our sales of products. Many of the purchase orders we receive from customers specify the price per unit and delivery schedule, with the quantities to be delivered. However, such orders may be amended or cancelled prior to finalization, and in case of any such amendment or cancellation we may be unable to seek compensation for any surplus products that we manufacture that are unpurchased. Our customers do not typically place firm purchase orders until a short time before the products are required from us, making it difficult for us to forecast revenue, production volume or sales. In certain cases, the purchase orders may have general terms which do not bind customers to any specific products specifications, purchase volumes or duration and can be terminated by our customers with or without cause, with little or no advance notice and without compensation. Further, there is no commitment on the part of the customer to continue to place orders with us and accordingly, we may be unable to forecast our revenue, production volume or sales. Furthermore, our customers have high standards for product quality and delivery schedules. Any failure to meet customers' expectations could result in the cancellation or non-renewal of our orders with them. Further, there may be factors which are beyond our control and may cause the loss of a customer such as price reductions, change in production plans or replace their existing products with alternative products, any of which may have an adverse effect on our business and results of operations.

**4. *We are planning to expand our operations at survey no. 419 & 420, khata no. 466 Ganpatpura, taluka Karjan, Vadodara, Gujarat. We may face business or financial challenges which may adversely affect our profitability and results of operations.***

We are currently expanding our manufacturing facilities by setting up another manufacturing unit at survey no. 419 & 420, khata no. 466 Ganpatpura taluka Karjan, Vadodara, Gujarat for which we have entered into a lease with one of our promoter group Tashu Impex LLP vide an unregistered lease agreement dated May 13, 2024, for expanding the lamination plant facility at this new plant. Although, the Promoters of our Company have experience in the lamination manufacturing and transformer industry, but we may face new business and financial challenges including sales issues, marketing, production, cost optimization etc. which may adversely affect our profitability and results of operations.

Also, the fund utilized for the expansion at survey no. 419 & 420, khata no. 466 Ganpatpura, taluka Karjan, Vadodara, Gujarat including the construction of factory shed, office and cost of plant and machinery will be financed from the issue proceeds of this initial public offer, in case of any delay in raising funds from the initial public offer will impact our expansion plans or we might get delayed in implementation of this expansion plan.

Further, we have entered into an unregistered lease agreement for the said plot of land and we are yet to get the same registered with the relevant authorities, in case of any issue with regards to the occupancy of the said premises we may be subject to search of any new premises for the proposed expansion which may have an adverse effect on our business plans and growth. Also, we are yet to apply for

all the registrations and regulatory approvals required for the said unit. Any delay in receipt or non-receipt of such approvals, licenses, registrations and permits could result in cost and time overrun or which could affect our planned expansion and operations.

**5. *Economic cyclicality coupled with reduced demand in the power distribution sector, may materially adversely affect our business, results of operations and financial condition.***

Our business is heavily dependent on the requirements in the power distribution and transmission sector in India and abroad. Our operations are directly related to levels of demand in the power sector and therefore affected by manufacturing and use of the power, distribution and other transformers used in the power sector. The demand for power is sensitive to factors such as consumer demand, seasonal fluctuations, consumer confidence, disposable income levels and general economic conditions. The sales and volumes for the transformers sold by our customers are influenced by the cyclicality and seasonality of demand, which in turn affects the demand for and sales volume of our CGRO lamination and cores. Further, an increase in our customers' production may require us to commit more resources and cause a material increase in costs, including expedited shipping costs in order to meet our customers' schedules. In the event that these characteristics and trends adversely affect our customers, the overall demand for our products may be reduced, resulting in a material adverse effect on the volume of our sales. In the event of a decrease in demand for our customers' products, or any development that may affect the supply of these components to our customers becoming less profitable, we may experience a material adverse effect on our business, results of operations and financial condition.

**6. *Our failure to identify evolving industry trends and technologies and to develop new products to meet our customers' demands may materially adversely affect our business and results of operations.***

Any changes in customer's requirements, regulatory or industry requirements, or competitive technologies may render our products obsolete or less attractive. Customer preferences appear to be moving in favour of more energy efficient, low energy loss and environment friendly transformers. In addition, increased government regulations towards the safety and stability of transformers have brought significant pressure on the transformer manufacturers. Further, we may not have the ability to adequately respond to market trends or changes in technology in India and internationally. Accordingly, our ability to anticipate changes in technology and regulatory standards and to successfully develop and introduce new and enhanced products on a timely basis is a significant factor in our ability to remain competitive. However, there can be no assurance that we will be able to secure the necessary technological knowledge to enable us to develop our product portfolio as planned. Our failure to successfully adopt such technologies in a cost effective and a timely manner may increase our costs and lead to us being less competitive in terms of our prices or quality of products we sell. We could also face competition for potential future revenue if our competitors are able to commercialize certain innovations before we can do so. We may also be required to procure any license for the technology, which may not be available on reasonable terms, if at all, and may significantly increase our operating expenses or may require us to restrict our business activities in one or more respects. Any of these developments, alone or in combination, may have a material adverse effect on our business, results of operations and financial condition.

**7. *We have not placed orders for the construction of the factory shed, office building and purchase of plant and machinery for which part of the funds are being raised through the Issue.***

Our Company has identified the machineries to be acquired and has received the quotations from the suppliers, but we have not placed final orders for all the machineries, equipment's and utilities aggregating to Rs. 4520.71 lakhs which is approximately 47.46% of the Issue Proceeds are proposed to be acquired for our expansion plan by utilization of Issue Proceeds. Further, the company has also not placed order for the construction of factory shed and office building aggregating to Rs. 2009.87 lakhs. Our Company is further subject to risks on account of inflation in the price of construction material, labour, plant and machinery.

Since the part funding for the plant and machinery is from the IPO proceeds, any delay in access to IPO proceeds may eventually delay the process of placing the orders. The purchase of machineries and equipment's would require us to consider factors including but not limited to pricing, delivery schedule and after-sales maintenance. There may be a possibility of delay at the supplier's end in providing timely delivery of these machineries, equipment's and utilities, which in turn may delay the implementation of our expansion plan. Further, the quotations relied upon by us in arriving at the total cost of machineries, equipment's and utilities are valid for a specific period of time and may lapse after the expiry of the specific period. Consequent upon which, there could be a possible escalation in the cost of machineries and equipment's proposed to be acquired by us at the actual time of purchase, resulting in increase in the project cost, which may result in cost overruns, and may affect our profitability. For further details read section "Objects of the Issue" beginning on page 66 of the Prospectus

**8. *A decline in the financial condition of our customers or suppliers could have a material adverse effect on our business and results of operations.***

The financial condition of our customers is affected by the sales of their products to their respective customers, which may be impacted by several factors, including general economic conditions. Any material weakening of the sales of our material customers could directly impact our business due to the potential postponement or cancellation of their planned purchases. In addition, significantly lower global production levels, tightened liquidity and increased cost of capital have historically combined to cause financial distress among many of our customers and suppliers and could have similar impact in the future. Any similar decline in the creditworthiness of our customers in the future could result in an increased default risk with respect to our trade receivables and there can be no assurance that any financial arrangements provided to these companies, or even a successful reorganization of such companies through bankruptcy, will guarantee their continued viability. Any such increase in default risk or decline in the financial condition of our customers and our suppliers could have a material adverse effect on our business and results of operations.

***9. We are subject to strict quality requirements and any product defect issues or failure by us to comply with quality standards may lead to the cancellation of existing and future orders, recalls or warranty and liability claims.***

We face an inherent risk of exposure to product defects and subsequent liability claims in the event that the use of any of our products results in injury or damage to any person or property. We may face losses to the extent of the defect liability claims are not covered by insurance, any such event may have a material adverse effect on our business and results of operations. We may not meet regulatory quality standards or the quality standards imposed by our customers applicable to our manufacturing processes, which could have a material adverse effect on our business and results of operations.

Further, our customers' failure to comply with applicable regulations may cause adverse consequences to be imposed on us, including fines, injunctions, penalties, refusal of regulatory authorities to grant approvals, delays, suspensions or withdrawal of approvals, license revocation, seizures or recalls of products, operating restrictions and criminal prosecutions, all of which could materially harm our business and reputation. In the event that any of our products do not meet regulatory standards or are defective, we may be held responsible for damages relating to any defective products, replace, recall or redesign such products or incur significant costs to defend any such claims. In addition, our customers may not place orders with us in the future. We cannot assure you that we comply or can continue to comply with all regulatory requirements or the quality standards required by our customers.

***10. We are dependent on third party service providers for smooth supply, transportation and timely delivery of our products to customers.***

We rely on transportation service providers for the timely delivery of our products to our customers located in India and other countries. Therefore, we face a risk that there could be deficiency or interruption in these third-party services. Disruptions of transportation services because of weather related problems, strikes, lock-outs, inadequacy of road infrastructure or other events may affect our delivery schedules and impair our supply to our customers. To the extent that our losses are not covered by insurance, this may have a material adverse effect on our business and results of operations. Delays or non-delivery of our products may also have a material adverse effect on our business and results of operations. Although we do not enter into formal contracts with our third-party logistic service providers, and hence are also exposed to fluctuations in transportation costs. However, in the event that these logistic service providers are unable to continue to provide these necessary services for our operations for reasons which are beyond our control and we are unable to secure alternate transport arrangements in a timely manner and at an acceptable cost, or at all, our business, results of operations and reputation may be materially adversely affected.

***11. Our failure to compete effectively in the highly competitive power distribution components industry may have a material adverse effect on our business and prospects.***

We face competition in India and overseas market, which is based on many factors, including product quality and reliability, product design and innovation, manufacturing capabilities and price. We compete with the competitors to retain our existing business as well as to acquire new business. Some of our competitors may have certain advantages, including greater financial, technical and/or marketing resources, which could enhance their ability to respond more quickly to technological changes and customer demands. Further, some of our competitors may be able to produce similar or equivalent products at lower costs than we can produce them. Additionally, we face competitive price pressures from lower-cost manufacturers and we expect such price pressures to increase as our customers continue to expand their manufacturing footprints in emerging markets, thereby providing opportunities for local manufacturers to compete. Accordingly, we may not be able to compete effectively with our competitors, which may have an adverse impact on our business and prospects. In addition, manufacturers that do not currently compete with us could expand their product portfolios to include products that would compete directly with ours. Any of these factors could increase the competition in the business and have a material adverse effect on our business and results of operations.

***12. Excessive dependence on single or limited number of products may have an adverse effect on our operation and result of operations.***

We manufacture and supply different components that are critical for the manufacturing of the transformers used for distribution and transmission of electricity in the power sector including electrical lamination cold rolled grain oriented (C.R.G.O.) lamination core, CRGO slit coils, CRGO stacked (assembled cores), CRGO wound core and CRGO Toroidal core. Though, we have diversified into different products relating to the transformers lamination, core and coils but we rely on CRGO Electrical lamination for the major portion of our sale revenue. CRGO Electrical lamination accounts for more than 75% of our sales revenue. Thus, such reliance on a single product for major portion of our revenue or any change in the consumers requirements or preference, may have an adverse effect on our business operation in case the demand of the same is reduced due to any factor beyond our control. In case there is any reduction in the demand for the CRGO Electrical lamination which is our major product, may have an adverse effect on our business operations, results and financial conditions.

**13. *The Company has been dealing and will continue to deal with various Micro and Small Enterprises on mutually accepted terms and conditions. Going forward company may be held liable for interest payments in case of any delays in the payments made to such Micro and Small Enterprises.***

The Company deals with various Micro and Small Enterprises on mutually accepted terms and conditions. Hitherto, the Company was honouring the payments to such enterprises on such mutually agreed terms and there has been no dispute or interest demand raised on the Company till date. However, going forward, the Company plans to adhere to the terms as per the MSMED Act, 2006. Accordingly, as of 31st March, 2024 there are no outstanding dues to any Micro or Small Enterprises beyond 45 days. Further, starting from FY 2024-25, the company has adopted a new policy to clear dues of Micro and Small Enterprises in line with the MSMED Act, 2006. Hence, we believe that there will no longer be any risk on this front going forward. But, we may be held liable for any supplier claiming interest for the period upto 31.03.2024, in case of any delays in payment exceeding 45 days. Although, we have been making the payments consistently as per mutually agreed terms, we may be held liable for any interest demanded by such suppliers, which may have an adverse effect on our business operations and financial conditions.

**14. *Our Promoter Mr. Nilesh Patel was director of a company which has been struck off by RoC under provision of the Companies Act 2013.***

Our Promoter Mr. Nilesh Patel was director of Excellence Heavy Industries Private Limited which was struck off by RoC pursuant to the provisions of the Companies Act 2013. Pursuant to this notice of Strike off the abovementioned company stands dissolved. Excellence Heavy Industries Private Limited was incorporated for certain expected businesses which never materialized and the Company never started operations. Due to this issue Form 20A (Commencement Form) was not filed consequently the company was strike off by MCA. Although no further notice has been received by our promoter post-strike-off of the company, but there cannot be any assurance that the regulatory authority will not take any penal action against that company or our promoter. In case any such action is taken it may have an adverse effect on the operations of our Company and may affect the reputation of our Company.

**15. *We generally do not have any long-term supply contracts for the supply of raw materials. A loss of suppliers or interruptions in the delivery of raw materials or volatility in the prices of raw materials on which we rely may have a material adverse effect on our business and results of operations.***

We are dependent on third party suppliers for the supply of our raw materials i.e. CRGO coils. Our ability to identify and build relationships with reliable suppliers contributes to our growth and successful management of our inventory. In the absence of long-term contracts, we cannot assure you that a particular supplier will continue to supply us products in the future. Further, there can be no assurance that increased demand, capacity limitations or other problems if experienced by our suppliers will not result in occasional shortages or delays in their supply of raw materials. Although we strive to maintain optimum level of inventory for our operations but any change in the supply pattern of our raw materials can adversely affect our business and results of operations.

Further, any discontinuation of production by our suppliers, a failure by any of our suppliers to adhere to any delivery schedule or a failure to provide materials of the requisite specifications could also hamper our production schedule and affect our business operations. If we were to experience a significant or prolonged shortage of raw materials from any of our suppliers and cannot procure the raw materials from other sources, we may be unable to meet our production schedules in a timely manner, which may adversely affect our customer relations and reputation. We may also be required to replace a supplier if its products do not meet the requisite specifications or if a supplier unexpectedly discontinues operations due to reasons beyond its or our control, including financing constraints caused by credit market conditions.

In addition, prices of certain raw materials we rely on, CRGO steel coils, are linked to commodity markets and thus subject to fluctuation. In addition, we may not be able to pass all of our raw material price increases to our customers. Our ability to adjust pricing terms with customers varies based on our specific customer relationships and market practice. Our inability to adequately adjust our customer

pricing in response to increases in prices of raw materials in a timely manner, or at all, could have a material adverse effect on our business, prospects, results of operations, cash flows and financial condition.

**16. Our Statutory Auditors have included certain emphasis of matter in their audit reports on the Financial Statements in recent fiscals.**

Our Statutory Auditors have included certain emphasis of matter in the audit reports relating to the Financial Statements in recent fiscals. The emphasis of matter relate to disclosure regarding interest payment under MSMED Act 2006 and impact of covid 19 pandemic situation on the company in the fiscal 2021, 2022 and 2023, our Statutory Auditors have included the below emphasis of matters in the audit report –

- **Fiscal year 2023, 2022 and 2021**

Attention is invited to Note 10 to the financial statements with reference to disclosures regarding interest payment under the MSMED Act, 2006, as explained to us, the Company deals with various Micro and Small Enterprises on mutually accepted terms and conditions. Accordingly, no interest is payable if the terms are adhered to by the Company. Further, as per information made available to us, no interest has been paid under MSMED Act, 2006 to any supplier for payment made beyond appointed date, neither any claim has been received from any such supplier. Further, no such provision has been made for any interest payable to such supplier.

- **Fiscal year 2022 and 2021**

We draw your attention to Note 47 to the financial statements which explain the management's assessment of the financial impact due to lock-downs and other restrictions and conditions related to COVID-19 pandemic situation.

The management is take necessary corrective actions to rectify these weaknesses like actively identify Micro and Small Enterprises and to bring the credit terms in line with the MSMED Act to ensure that no such liability can arise in future and regarding the impact of covid-19, the same is no longer relevant and has not been covered by Auditors in FY 23 or Stub Period. However, we cannot assure you that our audit reports for any future fiscals will not contain any qualifications, remarks, comments, emphasis of matters or other observations, or that such qualifications, remarks, comments, emphasis of matters or other observations which will not require any adjustment in our financial statements for such future periods or otherwise affect our results of operations in such future periods. Investors should consider these matters in evaluating our financial position, cash flows and results of operations.

**17. We depend on our Promoters, senior management and skilled personnel, and if we are unable to recruit and retain skilled personnel, our business and our ability to operate or grow our business may be adversely affected.**

Our success depends to a large extent on the continued services of our Promoters, senior management, key employees and other skilled personnel. We could be adversely affected by the loss of any of these Promoter and other key employees. The market for such qualified professionals is competitive and we may not continue to be successful in our efforts to attract and retain qualified people. We may therefore need to increase compensation and other benefits in order to attract and retain personnel in the future which may affect our costs and profitability. The specialized skills we require in our industry are difficult and time-consuming to acquire. We require a long period of time to hire and train replacement personnel when we lose skilled employees. Our inability to hire, train and retain a sufficient number of qualified employees could delay our production plans and impair the success of our operations. This could have an adverse effect on our business and results of operations. Our success also depends, in part, on key customer relationships created overtime by our Promoter and senior management. If we were to lose these members of the senior management, we cannot assure you that we will be able to continue to maintain key customer relationships or renew them. If we are unable to retain our Promoter and the members of our senior management, our business and results of operations may be adversely affected.

**18. Our estimates of production volumes may not correspond to the actual demand for our products.**

We estimate our production volumes based on the purchase orders received from our customers, historical production volumes by our customers, our experience and general economic and market conditions. However, we are unable to assure that the demand for our products will develop in line with our estimates. The actual demand for our products for a few of our customers has varied significantly from their estimated sales volumes in the past. There is no assurance that we will be able to plan our production schedules to meet the actual requirements. In addition, regardless of the estimates, factors outside our control may require revision of our estimates. If we over-estimate the volume of products we expect to sell, we will have excess production capacity which may reduce operational efficiency and the margins on the products sold. If we underestimate the volume of products we may be unable to meet customer orders, which may affect our reputation or lead to a discontinuation of future orders from customers. Failure to meet customer orders may also occur



because existing manufacturing facilities and other equipment do not have sufficient capacity or we have an inaccurate level of inventory holding or the costs of transporting goods would be uneconomical.

**19. We require certain licenses, permits and approvals in the ordinary course of business, and the failure to obtain or retain them in a timely manner may materially adversely affect our operations.**

We are required to obtain and maintain a number of statutory and regulatory licenses, permits and approvals in India for carrying out our business and for each of our manufacturing facilities. For further details, see “Government and Other Approvals” on page 189. A majority of these approvals, are granted for a limited duration and require renewal from time to time. We may be required to apply for the renewal of the said registrations and approvals from time to time, we cannot assure you that such approvals will be issued or granted to us in a timely manner, or at all. Further, we have made an application for the inclusion in the registration under the Gujarat State Tax on Professions, Trade, Callings and Employments Act, 1976 and ESI registration for 283-285, GIDC, Por-Ramangamdi, N.H.No.8, Dist.: Vadodara - 391 243 (Gujarat) India. If we do not receive such approvals or are not able to renew the approvals in a timely manner, our business and operations may be materially adversely affected.

Further, the licenses, permits and approvals required by us are subject to several conditions and we cannot assure you that we will be able to continuously meet such conditions, which may lead to cancellation, revocation or suspension of the relevant licenses, permits and approvals. If there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased compliance costs, be subject to penalties, have our licenses, approvals and permits revoked or suffer a disruption in our operations, any of which may materially adversely affect our business and results of operations.

**20. There are outstanding legal proceedings involving our Company and our Promoter.**

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

**Litigations/Matters involving our Company:-**

(Rs. in Lakhs)

Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable
Criminal Matter against Company	3	411.55
Criminal Matter filed by Company	9	357.57
Tax Proceedings – Direct Tax	1	166.16
Tax Proceedings – Indirect tax	1	7.57

**Litigations involving the Promoter of the Company:-**

(Rs. in Lakhs)

Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable*
Criminal Case by Promoter	3	119.00
Tax Proceedings – Direct Tax	3	33.89
Other pending litigations	3	242.43

\*to the extent ascertainable

Amount mentioned to the extent quantifiable. The amount may be subject to additional interest/other charges being levied by the concerned authorities which are unascertainable as on date of this Prospectus.

We cannot assure you that any of these matters will be settled in our favour or in favour of our Company and Promoter, respectively, or that no additional liability will arise out of these proceedings. For further details, see “Outstanding Litigation and Material Developments” on page 184.

**21. We have substantial capital expenditure and working capital requirements and may require additional financing to meet those requirements, which could have an adverse effect on our results of operations and financial condition.**

Our business is capital intensive as we constantly seek to add new and upgrade our existing manufacturing facilities and invest in the research and development of new technologies and products, among others. For fiscals 2021, 2022, 2023 and period December 31, 2023, our additions to property, plant and equipment were ₹ 39.6 lakhs, 216.79 lakhs, 96.01 lakhs and Rs. 120.57 lakhs respectively. The actual amount of our future capital requirements may differ from estimates as a result of, among other factors, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, economic conditions, engineering design changes, weather related delays, technological changes, additional market developments and new opportunities. Our sources of additional financing, where required to meet our capital expenditure plans, may include the incurrence of debt, the issue of equity or debt securities or a combination of both. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, which may have a significant effect on our profitability and cash flows. We may also become subject to additional covenants, which could limit our ability to access cash flows from operations and undertake certain types of transactions. Any issuance of equity, on the other hand, would result in a dilution of the shareholding of existing shareholders.

Further, our working capital requirements may increase if the payment terms in our agreements or purchase orders include reduced advance payments or longer payment schedules. These factors may result, in increases in the amount of our receivables and short-term borrowings. Continued increases in our working capital requirements may have an adverse effect on our results of operations and financial condition.

***22. Our financing agreements contain covenants that limit our flexibility in operating our business.***

We are bound by restrictive and other covenants in our financing facility agreements with our lenders, including but not limited to, restrictions on the utilisation of the loan for certain specified purposes, timely provision of information and documents, timely creation of security, obtaining prior consent from existing lenders and maintenance of financial ratios, including debt to tangible net worth, debt-service coverage ratio and fixed assets coverage ratio. Further, our loan documents contain restrictive covenants which require us to obtain prior written approval from the appropriate lender for various corporate actions, including effecting any change in the management or control or the majority shareholding of the Company, any merger, amalgamation or other restructuring which affects the control of the existing shareholders over the Company, or any amendment or modification of the Memorandum of Association of the Company. In addition, our loans are secured by a charge on, among others, our immovable properties, fixed moveable assets and current assets. Our failure to comply with restrictive covenants or to obtain our lenders' consent to take such actions in a timely manner or at all could also result in an event of default, which may accelerate repayment of the relevant loans or increase applicable interest rates. Further, a breach of our facility agreements may also trigger a right of the lenders to enforce the security provided. An event of default may also affect our ability to raise new funds or renew maturing borrowings that may be needed to conduct our operations and pursue our growth initiatives. Any loan agreement termination and subsequent action taken by our lenders may individually or in aggregate have an adverse effect on our business, results of operations, cash flows and financial condition.

***23. We are exposed to counterparty credit risk of our customers and any significant delay in receiving payments or non-receipt of payments may materially adversely impact our results of operations.***

We are exposed to counterparty credit risk of our customers and any significant delay in receiving payments or non-receipt of payments may materially adversely impact our results of operations. For instance, we have write-off debtors to the tune of Rs. 2.89 lakhs, Rs. 1142.04 lakhs and Rs. 133.19 lakhs during the period March 31, 2023, March 31, 2022 and March 31, 2021 respectively. There is no assurance that we will accurately assess the creditworthiness of our customers. Macroeconomic conditions such as a credit crisis in the global financial system or global economic uncertainty could lead to deterioration in our customers' financial condition, including limiting their access to the credit markets and increasing their risk of insolvency or bankruptcy. Such conditions could cause our customers to delay payment, request modifications of their payment terms, or default on their payment obligations to us, all of which may increase our receivables. Timely collection of dues from customers also depends on our ability to complete our contractual commitments and subsequently bill for and collect from our clients. If we are unable to meet our contractual obligations, we may experience delays in the collection of, or be unable to collect, our customer balances, which may materially adversely affect our results of operations and cash flows.

***24. Any infringement of our corporate logo or brand name or failure to get it registered may adversely affect our business. Further, any kind of negative publicity or misuse of our brand name and our logo could hamper our brand building efforts and our future growth strategy could be adversely affected.***

Our Company has applied for its trademark with the Registrar of Trademark which are currently objected. For details of trademark applied by our company see chapter "Government and other approvals" beginning on page 189 of the Prospectus. Further, if we are unable to register the said trademark or any future intellectual property in our name or any objection on the same may require us to

change our logo and hence may loose on the goodwill created so far. Also, the same may involve costly litigations and penal provisions if some legal consequences arise if someone from outside use our name and logo of the Company. We believe that our future growth and competitiveness would depend on our ability to establish and strengthen our brand. We cannot guarantee that we will be able to make a lasting brand image with our clients and other people in the absence of a logo. Although, we believe that our present systems are adequate to protect our confidential information and intellectual property, there can be no assurance that our intellectual property data, trade secrets or proprietary technology will not be copied, infringed or obtained by third parties. Further, our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. This may lead to litigations and any such litigations could be time consuming and costly and their outcome cannot be guaranteed. Our Company may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property, which may adversely affect our business, financial condition and results of operations.

***25. Our operations are subject to risks of mishaps or accidents that could cause damage or loss to life and property and could also result in loss or slowdown in our business.***

Our business operations are subject to operating risks, including fatal accidents, mishaps failure of equipment, power supply issues, labour disputes, natural disasters or other force majeure conditions which are beyond our control. The occurrence of any of these factors could significantly affect our results of operations and financial condition. Long periods of business disruption could result in a loss of customers. Although we take precautions to minimize the risk of any significant operational problems at our factories, but there can be no assurance that we will not face such disruptions. Further, we may be exposed to various risks which we may not be able to foresee or may not have adequate insurance coverage. Further, in addition to the above, any such fatal accident or incident causing damage or loss to life and property, even if we are fully insured or held not to be liable, could negatively affect our reputation, thereby making it more difficult for us to conduct our business operations effectively, and could significantly affect our future orders and affect our results of operations.

***26. Our Group Company namely Pelton Power Technologies Private Limited & Nanocryst Transcore Private Limited are engaged in the similar line of business as of our Company. There are no non - compete agreements between our Company and such entities. We cannot assure that our Promoters will not favour the interests of such entities over our interest or that the said entities will not expand which may increase our competition and may adversely affect business operations and financial condition of our Company.***

Our Group Company, namely, Pelton Power Technologies Private Limited & Nanocryst Transcore Private Limited are engaged in the similar line of business of our Company. Further, we have not entered into any non-compete agreement with any of the said entities. We cannot assure that our Promoters who have common interest in said entities will not favour the interest of the said entities. As a result, conflicts of interests may arise in allocating business opportunities amongst our Company and aforesaid entities in circumstances where our respective interests diverge. In cases of conflict, our Promoters may favour other entities in which our Promoter has interests. There can be no assurance that our Promoters or our Promoter Group entities will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition which may adversely affect our profitability and results of operations.

***27. Our insurance policies provide limited coverage and may not adequately insure us against certain operating hazards which may have an adverse effect on our business.***

While we believe that we maintain insurance coverage in amounts consistent with industry norms, our insurance policies may not cover all risks and are subject to exclusions and deductibles. If any or all of our facilities are damaged in whole or in part and our operations are interrupted for a sustained period, there can be no assurance that our insurance policies will be adequate to cover the losses that may be incurred as a result of such interruption or the costs of repairing or replacing the damaged facilities. Further, we undertake different insurance based on the requirement of the business and plant operations like business guard - Bharat laghu udyam suraksha insurance policy against fire and burglary in relation to building, plant & machinery breakdown and stocks and other consumables and spares, vehicle insurance policies and employees compensation insurance policy for factory unit I, but we cannot assure you that the insurance taken by us will be adequate to cover all the possible losses which may occur. However, we are not insured against risk related to product's liability or third-party claims, cash in transit, employees compensation for factory unit II, domestic and export shipments covering comprehensive risks. Also, in case we are held liable for large uninsured losses or amounts and claims for insured losses significantly exceeding the limits of our insurance coverage, our business, results of operations and financial condition may be materially and adversely affected.

***28. We depend on skilled personnel and if we are unable to recruit and retain skilled personnel, our ability to operate or grow our business could be affected.***

Our operations involve engaging skilled labour for operation of the machineries and plant and we engage a considerable number of skilled personnel every year to sustain our growth. Further, we spend significant time and resources in training the manpower we hire. Our success is substantially dependent on our ability to recruit, train and retain skilled manpower. High attrition and competition for manpower may limit our ability to attract and retain the skilled manpower necessary for our future growth requirements. We cannot assure you that skilled manpower will continue to be available in sufficient numbers suitable to our requirements or that we will be able to grow our workforce in a manner consistent with our growth objectives, which may affect our business, financial condition, results of operations and prospects

**29. Misconduct or errors by manpower engaged by us could expose us to business risks or losses that could affect our business prospects, results of operations and financial condition.**

Misconduct or errors by manpower engaged by us could expose us to business risks or losses, including regulatory sanctions, penalties and serious harm to our business. Such misconduct includes breach of security requirements, misappropriation of funds, hiding unauthorized activities, failure to observe our stringent operational standards and processes and improper use of confidential information. Though our company has not experienced any misconduct mentioned above in past, it is not always possible to detect or deter such misconduct, and the precautions we take to prevent and detect such misconduct may not be effective. The risks associated with the deployment of manpower include possible claims relating to:

- a. actions or inactions, including matters for which we may have to indemnify our customers;
- b. Our failure to adequately verify personnel backgrounds and qualifications resulting in deficient services;
- c. failure of manpower engaged by us to adequately perform their duties or absenteeism; and
- d. errors or malicious acts or violation of security, privacy, health and safety regulations;

Any claims may give rise to litigation and claims for damages, which could be time-consuming. These claims may also result in negative publicity and effect our business. Any claims and proceedings for alleged negligence as well as regulatory actions may in turn materially and consequently, our business, financial condition, results of operations and prospects.

**30. Our Group Company have incurred losses in past and any operating losses in the future could adversely affect the results of operations and financial conditions of our group company.**

The details of profit and loss of our Group Company in past years are as follows: -

Group Company	For the year ended on (in Rs. Lakhs)		
	March 31, 2023	March 31, 2022	March 31, 2021
SMT Packaging Private Limited	(88.26)	0.19	0.73

Any operating losses could adversely affect the overall operations of the group and financial conditions and also divert the attention of the management and promoter towards the group company which could have an adverse effect on our operations and financials. For more information, regarding the Company, please refer chapter titled “**Our Group Companies**” beginning on page 192 of this Prospectus.

**31. A shortage or non-availability of electricity or power may adversely affect our manufacturing operations and have an adverse effect on our business, results of operations and financial condition.**

Our manufacturing operations require a significant amount and continuous supply of electricity and power and any shortage or non-availability may adversely affect our operations. We currently source our power requirements from state electricity boards for majority of our energy requirements. Although we have diesel generators to meet exigencies at our facility and to overcome electricity and power issues, but we cannot assure you that our facility will be operational during power failures. Any failure on our part to obtain alternate sources of electricity, fuel or power, in a timely fashion, and at an acceptable cost, may have an adverse effect on our business, results of operations and financial condition.

**32. Non-compliance with and changes in, safety, health and environmental laws and other applicable regulations, may adversely affect our business, results of operations and financial condition.**

We are subject to a broad range of safety, health, environmental, labour, workplace and related laws and regulations in the jurisdictions in which we operate, which impose controls on the disposal and storage of raw materials, air and water discharges and other aspects of our operations. Although no accidents /incidents occurred in past in our company and we also believe that we have implemented safety

related measures, any accidents at our facilities may result in personal injury or loss of life of our employees or other people, substantial damage to or destruction of property and equipment resulting in the suspension of operations. Any of the foregoing could subject us to litigation, which may increase our expenses in the event we are found liable, and could adversely affect our reputation. Additionally, adoption of stricter health and safety laws and regulations, stricter interpretations of existing laws, increased governmental enforcement of laws or other developments in the future may require that we make additional capital expenditures, incur additional expenses or take other actions in order to remain compliant and maintain our current operations. Complying with, and changes in, these laws and regulations or terms of approval may increase our compliance costs and adversely affect our business, prospects, results of operations and financial condition.

**33. *We do not make any provisions for decline in the value of investments made by our Company. Any continuous decline in the value of investments made by our company may impact our financial results and condition.***

The value of Investment made by our company as of December 31, 2023, March 31, 2023 and March 31, 2022 stood at Rs. 4587.83 Lakh, Rs. 1068.78 lakhs and Rs. 0.17 Lakh. There have been no provisions made by the management for fluctuation in the value of investments. Any future loss or profit on the sale of the said investment will be included in the account only when the said investments are sold which may have a material impact on our financial conditions and results of operations of the company.

**34. *We have had certain inaccuracy in relation to regulatory filings to be made with the RoC and our company has made non-compliances of certain provision under applicable law.***

Our company has missed to comply with certain statutory provisions in the past including but not limited to the details as mentioned in this risk factor There are few discrepancies noticed in some of our corporate records relating to e-forms filed with the Registrar of Companies, which includes non-filing of Form MGT-14 for appointment of Internal Auditor during 2020 however as on date the Company has duly appointed Internal Auditors under Section 138 of Companies Act, 2013.

Further, there were few discrepancies noticed in some of our corporate records relating to e-forms filed with the Registrar of Companies, which inter-alia includes clerical errors in the annual returns filed by our Company with the ROC in past years, for instance, Annual return filed in 2007-08 carry incorrect Annual Return, Date of Transfer was not mentioned in Annual Return filed by the Company during 2012-13, 2013-14 & 2014-15. Further, some of the corporate records like share transfer deeds are not available with the Company.

Further our Company has in the past not complied with some Accounting Standards for instance, Accounting Standards 15. However, now the Company has made necessary provision and has made necessary compliance in accordance with the Accounting Standards in the re-stated financial statements of the Company. Although no show cause notice have been issued against our Company till date in respect of above, in the event of any cognizance being taken by the concerned authorities in respect of above, actions may be taken against our Company and its directors, in which event the financials of our Company and our directors may be affected. Also, with the expansion of our operations there can be no assurance that deficiencies in our internal controls and compliances will not arise, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls, in a timely manner or at all.

**35. *If we are unable to manage our growth effectively or if our estimates or assumptions used in developing our strategic plan are inaccurate or we are unable to execute our strategic plan effectively, our business and prospects may be materially and adversely affected***

A number of factors, including, our execution capability, our ability to maintain customer satisfaction, macroeconomic factors beyond our control such as decline in global economic conditions, our inability to control our expenses and the availability of resources for our growth. There can be no assurance that we will not suffer from capital constraints, operational difficulties or difficulties in expanding existing business operations. Our development and expansion strategies will require substantial managerial efforts and skills and the incurrence of additional expenditures and may subject us to new or increased risks. We may not be able to efficiently or effectively implement our growth strategies or manage the growth of our operations and any failure to do so may limit future growth and have an adverse effect on our business. Further, revenues may not grow as quickly as we currently expect, and we may be incorrect in our assumptions and expectations of consumer requirements and changing technologies. Also, the fund requirement and deployment for our strategies are based purely on management estimates and assumptions considering the current market scenario and are subject to revision in the light of changes in external circumstances or costs. If we are unsuccessful in executing our strategic plan, or if the underlying estimates or assumptions used to develop our strategic plan are materially inaccurate, our business and financial condition would have an adverse impact.

**36. *Fluctuations in the exchange rate of foreign currencies could result in currency transactions losses.***

Our company is engaged in the import of raw material and also export finished products to our customer outside India, which are denominated in foreign currencies. The exchange rate between the Indian Rupee and Foreign currencies has fluctuated in the past and our results of operations have been impacted by such fluctuations and may be impacted by such fluctuations in the future as well the exchange rate between the Rupee and Foreign currencies is variable and may continue to fluctuate in future. Our Foreign Exchange loss for the F.Y. March 31, 2023 accounted for Rs. 52.89 lakhs. Fluctuations in the exchange rates may affect us to the extent of our foreign currency exposure. Adverse moves in exchange rates that we have not hedged may impact our profitability and financial condition. For further details of our financial statements, please refer to the chapter titled “Financial Information of our Company” on page 128 of this Prospectus.

**37. The average cost of acquisition of Equity Shares by our Promoters, could be lower than the price determined at time of filing the Prospectus.**

Our Promoters average cost of acquisition of Equity Shares in our Company may be lower than the Price discovered through the book building process and decided by the Company in consultation with the Book Running Lead Manager. For further details regarding the average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares of our Promoters in our Company, please see section titled “Capital Structure” beginning on page 56 of this Prospectus.

**38. We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.**

We have entered into various transactions with related parties. We cannot assure you that we could not have achieved more favorable terms. It is likely that we may enter into related party transactions in the future. Although, these transactions have been entered by the Company are undertaken at arm’s length and are in compliance with the Companies Act 2013 and other applicable laws but such related party transactions may potentially involve conflicts of interest. For details on our related party transactions, see “Related Party Transactions” on page 161. For details on the interest of our Promoter, Directors and key management personnel of our Company, see “Our Management – Interests of Directors” and “Our Management – Interests of Key Management Personnel” on pages 110 and 110, respectively. We cannot assure you that such transactions, individually or in the aggregate, will always be in the best interests of our shareholders and will not have an adverse effect on our business, results of operations, cash flows and financial condition.

**39. We have certain contingent liabilities that have not been provided for in our financial statements, which, if they materialize, may adversely affect our financial condition.**

Details of our contingent liabilities that have not been provided for are as set out in the table below:

Particular	(Amt in Rs. Lacs)			
	December 31, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Claims against the company not acknowledged as debts	53.00	53.00	-	-
Other Money for which the company is contingently liable	18.51	18.51	26.42	18.61
<b>Total</b>	<b>73.51</b>	<b>73.51</b>	<b>26.42</b>	<b>18.61</b>

If a significant portion of these liabilities materialize, it could have an adverse effect on our business, financial condition and results of operations. For details, see “Financial Statements – Contingent Liabilities and Commitments” on pages 155.

**40. Our Company has issued Equity Shares in the last 12 months at a price which may be lower than the Issue Price.**

Our Company has issued Equity Shares in the last 12 months, which may be at a price lower than the Issue Price. Below are the details of the shares issued at a price which may be lower than the issue price –

Date of Allotment	Number of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons for Allotment	Benefits Accrued to our Company
September 07, 2023	1,50,00,000	10	Nil	Bonus Issue in the ratio of 5:1	Capitalization of Reserves & Surplus

For further details, see “Capital Structure – Notes to the Capital Structure” on page 56.

**41. Our company have taken certain unsecured loans which can be recalled by the lenders at any time.**

Our company has availed unsecured loans from our Director namely Nilesh Jitubhai Patel which may be recalled by the lenders at any time. In the event that any lender seeks a repayment of any such loan, such company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. Further, our company may not have adequate working capital for repayment or arrange for new alternatives. As a result, any such demand may affect our business, cash flows, financial condition and results of operations. For further details, see “Statement of Financial Indebtedness” on page 171.

**42. Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.**

Our ability to pay dividends in the future will depend on our earnings, financial condition, future cash flows, working capital requirements, capital expenditure and restrictive covenants of our financing arrangements. The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act, 2013. For the details of dividend declared by our company refer to the Section “Dividend Policy” on page 127 of the Prospectus. We may retain all future earnings, if any, for use in the operations and expansion of the business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. We cannot assure you that we will be able to pay dividends in the future. For details of our Dividend history refer to the Section “Dividend Policy” on page 127 of the Prospectus.

**43. We will continue to be controlled by our Promoters after the completion of the Issue.**

After the completion of the Issue, our Promoters will hold majority of our outstanding Equity Shares. As a result, our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board and determine matters requiring shareholder approval or approval of our Board. Our Promoters may take or block actions with respect to our business, which may conflict with our interests or the interests of our minority shareholders. By exercising their control, our Promoters could delay, defer or cause a change of our control or a change in our capital structure, delay, defer or cause a merger, consolidation, takeover or other business combination involving us, discourage or encourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of us. We cannot guarantee that our Promoters and Promoter Group will act in our interest while exercising their rights

**44. Our Promoter and Promoter Group members has provided personal guarantees for loans availed by our Company. Our business, financial condition, results of operations and cash flows may be adversely affected by the invocation of all or any personal guarantees provided by our Promoter and Promoter Group members.**

Our Promoter and Promoter Group Members has provided personal guarantees to secure a significant portion of our existing borrowings, and may post listing continue to provide such guarantees and other security. In case of a default under our loan agreements, any of the personal guarantees provided by our Promoter and Promoter Group Members may be invoked, which could negatively impact the reputation of our Company. Also, we may face certain impediments in taking decisions in relation to our Company, which in turn would result in a material adverse effect on our financial condition, business, results of operations and prospects and would negatively impact our reputation. In addition, our Promoter and Promoter Group Members may be required to liquidate his shareholding in our Company to settle the claims of the lenders, thereby diluting his shareholding in our Company. We may also not be successful in procuring alternate guarantees satisfactory to the lenders, as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flows. For further details regarding loans availed by our Company, please refer “Statement of Financial Indebtedness” on page no. 171 of this Prospectus.

**45. Any Penalty or demand raise by statutory authorities in future will affect our financial position of the Company.**

Our company is engaged in the business of manufacturing of CRGO laminations, CRGO cores, CRGO/CRNGO coils toroidal coils etc., which attracts tax liability such as goods & Service Tax, Income Tax, Employees provident fund Act, ESI act and other applicable provision of the Acts. However, the Company has been filing the return under above applicable acts except for the Employees State Insurance and EPF return where the company has not timely filed certain return. Further, there have been certain delays in the return filed under the GST laws but the Company has now undertaken strict monitoring and improving the process of reconciliation for avoiding any such further delay. Any demand or penalty raise by concerned authority in future for any previous year and current year will affect the financial position of the Company. For detail, Please refer “Outstanding Litigation and Material Development” beginning on page 184 of Prospectus. Any such penalty arising in future may lead to financial loss to our Company.

**46. 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 our business expansion, as detailed in the section titled "Objects of the Issue" is to be funded from the proceeds of this IPO. 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 66 of this Prospectus.

**47. The Objects of the Issue for which funds are being raised have not been appraised by any bank or financial institution. Any variation between the estimation and actual expenditure as estimated by the management could result in execution delays or influence our profitability adversely.**

The deployment of funds as stated in the "Objects of the Issue" beginning on page 66 of the Prospectus is entirely at the discretion of our management and has not been appraised by any independent agency. Further, the purposes for which the Net Proceeds are to be utilized have not been appraised by an independent entity and are based on our estimates. In the event, for whatsoever reason, we are unable to execute our plans, we could have a significant amount of unallocated net proceeds.

In such a situation, we would have broad discretion in allocating these net proceeds from the Issue. In case the assumptions on which these estimates have been made are not correct or they become un-realistic then there will be a variation in the estimates and the actual expenditure incurred which could result in execution delays and have an adverse effect on our operations and profitability. The cost estimated by our management are based on their experience. However, we may have to reconsider our estimates or business plans due to changes in underlying factors, some of which are beyond our control, such as interest rate fluctuations, changes in input cost and other financial and operational factors. Accordingly, prospective investors in the issue will need to rely upon our management's judgment with respect to the use of proceeds. If we are unable to deploy the proceeds of the issue in a timely or an efficient manner, it may affect our business and results of operations

**48. 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 Rs.10,000.00 Lacs. 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.

**49. Any future issuance of Equity Shares, or convertible securities or other equity linked securities by us and any sale of Equity Shares by our significant shareholders may dilute your shareholding and adversely affect the trading price of the Equity Shares.**

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by us may dilute your shareholding in the Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. No assurance may be given that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our significant shareholders, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. We cannot assure you that we will not issue Equity Shares or that such shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

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

The issue price of the equity shares has been based on many factors and may not be indicative of the market price of our Equity Shares after the Issue. For further information please refer the section titled "**Basis for Issue Price**" beginning on page 74 of the Prospectus. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price.

**51. We have not independently verified certain data in this Prospectus.**



We have not independently verified data from the Industry and related data contained in this Prospectus and although we believe the sources mentioned in the report to be reliable, we cannot assure you that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regards to other countries. Therefore, discussions of matters relating to India, its economy or the industries in which we operate that is included herein are subject to the caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete, inaccurate or unreliable. Due to incorrect or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

## **EXTERNAL RISK FACTORS**

### ***52. Any changes in the regulatory framework could adversely affect our operations and growth prospects.***

Our Company is subject to various regulations and policies. For details see section titled “Key Industrial Regulations and Policies” beginning on page no. 100 of this Prospectus. Our business and prospects could be materially adversely affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that our Company will succeed in obtaining all requisite regulatory approvals in the future for our operations or that compliance issues will not be raised in respect of our operations, either of which could have a material adverse effect on our business, financial condition and results of operations.

### ***53. If there is any change in tax laws or regulations, or their interpretation, such changes may significantly affect our financial statements for the current and future years, which may have a material adverse effect on our financial position, business and results of operations***

The Government of India may implement new laws or other regulations that could affect the industry, which could lead to new compliance requirements. New compliance requirements could increase our costs or otherwise adversely affect our business, financial condition and results of operations. Further, the manner in which new requirements will be enforced or interpreted can lead to uncertainty in our operations and could adversely affect our operations. To the extent that we are entitled to certain tax benefits in India which are available for a limited period of time, our profitability will be affected if such benefits will no longer be available, or are reduced or withdrawn prematurely or if we are subject to any dispute with the tax authorities in relation to these benefits or in the event we are unable to comply with the conditions required to be complied with in order to avail ourselves of each of these benefits. Please see “Statement of Special Tax Benefits” on page no. 79 of this Prospectus. In the event that any adverse development in the law or the manner of its implementation affects our ability to benefit from these tax incentives, our business, results of operations, financial condition and prospects may be adversely affected.

### ***54. A decline in economic growth or political instability nationally or internationally or changes in the Government in India could adversely affect our business.***

Our performance and the growth of our business are necessarily dependent on the health and performance of the overall Indian economy. In the recent past, Indian economy has been affected by global economic uncertainties and liquidity crisis, domestic policy and political environment, volatility in interest rates, currency exchange rates, commodity and electricity prices, rising inflation rates and various other factors. Risk management initiatives by banks and lenders in such circumstances could affect the availability of funds in the future or the withdrawal of our existing credit facilities. The Indian economy is undergoing many changes and it is difficult to predict the impact of certain fundamental economic changes on our business. Conditions outside India, such as a slowdown or recession in the economic growth of other major countries, especially the United States, have an impact on the growth of the Indian economy. Additionally, an increase in trade deficit, a downgrading in India’s sovereign debt rating or a decline in India’s foreign exchange reserves could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and our business. Any downturn in the macroeconomic environment in India could adversely affect our business, financial condition, results of operation and the trading price of our Equity Shares. Changing demand patterns from economic volatility and uncertainty could have a significant negative impact on our results of operations. Further, our performance and the market price and liquidity of the Equity Shares may be affected by changes in exchange rates and controls, interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India.

### ***55. Terrorist attacks, civil unrest and other acts of violence or war involving India and other countries could adversely affect the financial markets and our business.***

Terrorist attacks and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares will trade and

also adversely affect the worldwide financial markets. These acts may also result in a loss of business confidence and other services and ultimately adversely affect our business. In addition, any deterioration in relations between India and any other country might result in investor concern about stability in the region, which could adversely affect the price of our Equity Shares. India has also witnessed civil disturbances in recent years and it is possible that future civil unrest as well as other\ adverse social, economic and political events in India could have a negative impact on the value of share prices generally as well as the price of our Equity Shares. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the price of our Equity Shares.

***56. 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. Indian financial markets have also in the past experienced the contagion effect of the global financial turmoil, evident from the sharp decline in the 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.

***57. Any downgrading of India's debt rating by a domestic or international rating agency could adversely affect our Company's business.***

Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely affect our Company's ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could harm our Company's business and financial performance and ability to obtain financing for capital expenditures.

***58. 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, acts of war, terrorist attacks 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 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.

**THE ISSUE**

<b>PRESENT ISSUE IN TERMS OF THIS PROSPECTUS</b>	
<b>Equity Shares Offered through Public Issue<sup>(1)(2)</sup></b>	Issue of 64,80,000 Equity Shares of ₹10 each for cash at a price of ₹147 (including a Share premium of ₹137 per Equity Share) per share aggregating to ₹9525.60 Lakhs.
<b>Out of which:</b>	
<b>Issue Reserved for the Market Makers</b>	3,26,000 Equity Shares of ₹10 each for cash at a price of ₹147 (including a Share premium of ₹137 per Equity Share) per share aggregating to ₹ 479.22 Lakhs
<b>Net Issue to the Public</b>	61,54,000 Equity Shares of ₹10 each for cash at a price of ₹147 (including a Share premium of ₹137 per Equity Share) per share aggregating to ₹9046.38 Lakhs
<b>Out of which*</b>	
<b>QIB Portion<sup>(3)(4)</sup></b>	Not more than 30,76,000 Equity Shares of ₹10 each for cash at a price of ₹147 (including a Share premium of ₹137 per Equity Share) per share aggregating to ₹4521.72 Lakhs
<b>Of which</b>	
<b>Anchor Investor Portion</b>	18,45,000 Equity Shares of ₹10 each for cash at a price of ₹ 147 (including a Share premium of ₹ 137 per Equity Share) per share aggregating to ₹ 2712.15 Lakhs
<b>Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)</b>	12,31,000 Equity Shares of ₹10 each for cash at a price of ₹ 147 (including a Share premium of ₹ 137 per Equity Share) per share aggregating to ₹ 1809.57 Lakhs
<b>Out Of which</b>	
<b>Non-Institutional Portion</b>	Not less than 9,24,000 Equity Shares of ₹10 each for cash at a price of ₹ 147 (including a Share premium of ₹ 137 per Equity Share) per share aggregating to ₹ 1358.28 Lakhs
<b>Retail Portion</b>	Not less than 21,54,000 Equity Shares of ₹ 10 each for cash at a price of ₹ 147 (including a Share premium of ₹ 137 per Equity Share) per share aggregating to ₹ 3166.38 Lakhs
<b>Pre and Post – Issue Equity Shares</b>	
<b>Equity Shares outstanding prior to the Issue</b>	1,80,00,000 Equity Shares of face value of Rs.10 each.
<b>Equity Shares outstanding after the Issue</b>	2,44,80,000 Equity Shares of face value Rs.10 each.
<b>Use of Net Proceeds by our Company</b>	Please see the chapter titled “ <i>Objects of the Issue</i> ” on page 66 of this 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 September 7, 2023 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 Annual General Meeting held on September 30, 2023.
- 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 Manager and the Designated Stock Exchange, subject to applicable laws.

Our Company, in consultation with the Book Running Lead Manager, has allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations. For further details, please refer section titled “***Issue Procedure***” beginning on page 214 of this Prospectus.

**SUMMARY OF FINANCIAL STATEMENTS****Restated Statement of Assets and Liabilities****(Rs. in lakhs)**

Particulars		As At 31st December 2023	As At 31st March 2023	As At 31st March 2022	As At 31st March 2021
<b>I.</b>	<b>EQUITY AND LIABILITIES</b>				
<b>1</b>	<b>Shareholders' funds</b>				
	(a) Share capital	1800.00	300.00	300.00	300.00
	(b) Reserves and surplus	13531.38	13404.08	11451.23	9729.31
	(c) Share Application Money	-	-	-	-
	Pending Allotment				
<b>2</b>	<b>Non-current liabilities</b>				
	(a) Long-term borrowings	4.75	5.32	346.72	653.23
	(b) Deferred tax liabilities (Net)	325.01	352.19	386.97	418.91
	(c) Other Long-term Liabilities	-	-	-	-
	(d) Long-term Provisions	-	-	-	-
<b>3</b>	<b>Current liabilities</b>				
	(a) Short Term Borrowings	495.20	484.30	-	104.60
	(b) Trade Payables				
	(i) Due to Micro and Small Enterprises	58.19	14.02	32.82	35.96
	(ii) Due to Others	3923.89	3433.42	4006.19	2740.02
	(c) Other Current Liabilities	89.76	136.36	82.44	58.93
	(d) Short-Term Provisions	592.32	750.14	659.27	225.32
<b>TOTAL</b>		<b>20820.50</b>	<b>18879.83</b>	<b>17265.64</b>	<b>14266.28</b>
<b>II</b>	<b>ASSETS</b>				
<b>1</b>	<b>Non-current assets</b>				
	(a) Property, Plant & Equipment and Intangible Assets				
	(i) Tangible assets	3343.40	3448.69	3707.39	3787.10
	(ii) Intangible Assets	0.58	0.62	1.31	2.47
	(iii) Capital Work in Progress	-	-	4.69	22.72
	(iv) Intangible Assets under Development	-	-	-	-
	(b) Non-Current Investments	-	-	-	-
	(c) Deferred Tax Assets (Net)	-	-	-	-
	(d) Long-term loans and advances	-	-	-	-
	(e) Other Non-Current Assets	141.41	126.08	25.58	23.51
<b>2</b>	<b>Current assets</b>				
	(a) Current Investments	4587.83	1068.78	0.17	12.91
	(b) Inventories	2980.04	5329.12	5117.87	2032.63
	(c) Trade receivables	5007.76	4238.54	2213.06	4263.79
	(d) Cash and Cash Equivalents	4096.40	3956.44	3753.62	3311.61
	(e) Short-term loans and advances	618.08	641.56	2441.95	809.54
	(f) Other Current Assets	45.00	70.00	-	-
<b>TOTAL</b>		<b>20820.50</b>	<b>18879.83</b>	<b>17265.64</b>	<b>14266.28</b>

**Restated Statement of Profit & Loss****(Rs. in lakhs)**

Particulars		For the period ended 31 December 2023	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
I.	Revenue From Operations	23574.56	28260.51	23302.93	13265.15
II.	Other Income	255.01	217.63	215.12	220.26
<b>III.</b>	<b>Total Income (I + II)</b>	<b>23829.57</b>	<b>28478.14</b>	<b>23518.05</b>	<b>13485.41</b>
IV.	Expenses:				
	Cost of Materials Consumed	17584.34	22426.21	21184.01	11798.04
	Purchase of Stock-in-Trade	-	-	-	-
	Changes in Inventories of Finished Goods Work-In-Progress and Stock-in-Trade	2346.11	1281.86	(3085.55)	(567.26)
	Employee Benefits Expense	776.54	938.64	848.51	668.8
	Finance Costs	110.72	195.50	255.79	162.99
	Depreciation and Amortization Expense	172.65	231.76	226.71	224.44
	Other Expenses	606.90	682.73	1683.38	494.27
	<b>Total expenses</b>	<b>21597.26</b>	<b>25756.70</b>	<b>21112.85</b>	<b>12781.28</b>
<b>V.</b>	<b>Profit before tax (III-IV)</b>	<b>2232.31</b>	<b>2721.44</b>	<b>2405.19</b>	<b>704.13</b>
VI	Exceptional Items (Prior Period Expense)	-	-	-	-
VII	Extraordinary Items	-	-	-	-
VIII	Tax expense:				
	(1) Current tax	580.00	733.80	645.63	212.66
	(2) Deferred tax	(27.18)	(34.79)	(31.93)	(31.95)
	(3) MAT credit entitlement	-	-	-	-
<b>IX</b>	<b>Restated Profit (Loss) after tax for the period/Year</b>	<b>1679.49</b>	<b>2022.43</b>	<b>1791.49</b>	<b>523.42</b>
	<b>Earnings Per Share (Basic/Diluted) (After adjustment of subsequent issue of Bonus Shares)</b>	<b>9.33</b>	<b>11.24</b>	<b>9.95</b>	<b>2.91</b>

**Restated Statement of Cash Flows**

(Rs. in lakhs)

Particulars	For The Period 01-04-23 to 31 December 2023		F.Y. 2022-23		F.Y. 2021-22		F.Y. 2020-21	
<b>Cash flow from Operating Activities</b>								
<b>Net Profit Before tax as per Statement of Profit &amp; Loss</b>		2232.31		2721.44		2405.19		704.13
Adjustments for:								
Depreciation & Amortisation Exp.	172.65		231.76		226.71		224.44	
Loss (Profit) on Sale of Assets	(0.89)		(19.58)		(0.15)		9.66	
Loss (Profit) on Sale of Investments	(39.10)		(22.56)		(2.47)		(1.45)	
Dividend On Mutual Fund	0.00		0.00		(0.38)		(1.66)	
Finance Cost	110.72	243.37	195.50	385.12	255.79	479.50	162.99	393.99
<b>Operating Profit before working capital changes</b>		2475.68		3106.56		2884.69		1098.12
<b>Changes in Working Capital</b>								
Trade receivable	(769.22)		(2025.48)		2050.74		469.88	
Other Loans and advances	256.71		2402.91		(1041.18)		(300.82)	
Other Current Assets	24.99		(70.00)		-		-	
Other Non-Current Assets	(15.33)		(100.50)		(2.07)		29.02	
Inventories	2349.08		(211.26)		(3085.23)		(570.19)	
Trade Payables	534.64		(591.57)		1263.02		1499.88	
Other Current Liabilities	(46.60)		53.92		23.51		(51.54)	
Short term Provisions	(737.83)		(642.93)		(211.68)		(88.78)	
		1596.45		(1184.90)		(1002.90)		987.45
<b>Net Cash Flow from Operation</b>		4072.13		1921.66		1881.79		2085.57
Less: Income Tax paid		233.23		602.52		591.23		109.82
<b>Net Cash Flow from Operating Activities (A)</b>		<b>3838.90</b>		<b>1319.14</b>		<b>1290.56</b>		<b>1975.75</b>
<b>Cash flow from investing Activities</b>								
Purchase of Fixed Assets (Net)	(120.57)		(91.32)		(198.76)		(39.26)	
Sale of Fixed Assets	1.97		73.64		1.52		0.27	
Purchase of Investment	(3479.95)		-		-		-	
Sale / Redemption of Investment	-		(1046.05)		15.59		(9.81)	
		(3598.55)		(1063.73)		(181.65)		(48.80)
<b>Net Cash Flow from Investing Activities (B)</b>		<b>(3598.55)</b>		<b>(1063.73)</b>		<b>(181.65)</b>		<b>(48.80)</b>
<b>Cash Flow from Financing Activities</b>								
Increase/(Decrease) in Short Term Borrowings	10.90		484.30		(104.6)		104.6	
Increase/(Decrease) in Long Term Borrowings	(0.57)		(341.40)		(306.51)		(64.93)	
Financial Cost	(110.72)		(195.50)		(255.79)		(162.99)	
		(100.38)		(52.6)		(666.9)		(123.32)
<b>Net Cash Flow from Financing Activities (C)</b>		<b>(100.38)</b>		<b>(52.6)</b>		<b>(666.9)</b>		<b>(123.32)</b>

<b>Net (Decrease)/ Increase in Cash &amp; Cash Equivalents (A+B+C)</b>		139.97		202.81		442.01	1803.64
Opening Cash & Cash Equivalents		3956.44		3753.62		3311.61	1507.98
<b>Cash and cash equivalents at the end of the period</b>		4096.41		3956.43		3753.61	3311.62
<b>Cash And Cash Equivalents Comprise:</b>							
Cash		6.37		4.88		5.83	5.03
<b>Bank Balance:</b>							
Current Account		545.43		673.93		459.38	298.65
Deposit Account		3544.60		3277.63		3288.41	3007.93
<b>Total</b>		<b>4096.40</b>		<b>3956.44</b>		<b>3753.62</b>	<b>3311.61</b>



## GENERAL INFORMATION

Our Company was originally incorporated as “Bravil Powercore Private Limited” on November 28, 2006 vide Registration Certificate No. 049469 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Gujarat, Dadra and Nagar Havelli (RoC). Further, pursuant to shareholder’s resolution passed at the Extra Ordinary General Meeting held on March 07, 2007, the name of our company was changed from “Bravil Powercore Private Limited” to “Vilas Transcore Private Limited” vide a fresh certificate of incorporation dated March 15, 2007 issued by the Registrar of Companies, Gujarat, Dadra and Nagar Havelli (RoC). Subsequently pursuant to a takeover agreement dated April 23, 2007 the business of a proprietorship firm “M/s Vilas Transcore”, which was being carried out by our Promoter Mr. Nilesh Jitubhai Patel, was transferred to our Company as a going concern Further, pursuant to special resolution passed by the shareholders at the extra ordinary general meeting, held on February 22, 2011 our Company was converted into a Public Limited Company and the name of our Company was changed from “Vilas Transcore Private Limited” to “Vilas Transcore Limited” vide a fresh certificate of incorporation dated April 09, 2011, CIN: U31102GJ2006PLC049469 issued by the Registrar of Companies, Gujarat, Dadra and Nagar Havelli (RoC).

For further details please refer to chapter titled “*History and Corporate Structure*” beginning on page 107 of this Prospectus.

Address of the Registered Office	Address of the RoC
<b>Vilas Transcore Limited</b> Plot No 435 To 437, Nr Galaxy Hotel, N H No 8, Village Por, Vadodara, Gujarat, 391243 <b>Tel. No.:</b> +91-9328026762 <b>Email:</b> <a href="mailto:accounts@vilastranscore.com">accounts@vilastranscore.com</a> <b>Website:</b> <a href="http://www.vilastranscore.com">www.vilastranscore.com</a> <b>CIN:</b> U31102GJ2006PLC049469 <b>Registration Number:</b> 049469	<b>Registrar of Companies, Ahmedabad</b> ROC-cum-Official Liquidator, ROC Bhavan, Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad – 380 013, Gujarat <b>Phone:</b> 079-27438531 <b>Email:</b> <a href="mailto:roc.ahmedabad@mca.gov.in">roc.ahmedabad@mca.gov.in</a> <b>Website:</b> <a href="http://www.mca.gov.in">www.mca.gov.in</a>

### Board of Directors:

The Board of Directors of our Company as on the date of filing of this Prospectus consists of:

Name of Directors	Designation	Address	DIN
Mr. Nilesh Jitubhai Patel	Chairman & Managing Director	82-83-Ankita Green Woods, Ankodiya, Sevasi Road, Vadodara, Gujarat, India, 391330	00447907
Mr. Vipul Kumar Patel	Whole Time Director & CFO	B-38, Satyanarayan Township, Opp. Ramdev Park, Undera Koyali, Vadodara, Gujarat, India, 391330	09732297
Ms. Natasha Nilesh Patel	Non-Executive Director	A-46, Mathura nagari society, Behind Nand Duplex, Behind Aims Oxygen, Old Padra Road, Vadodara, Gujarat, 390020	08757926
Mr. Hemang Harshadbhai Shah	Non-Executive Independent Director	5-3-80, Shamlani Sherry, Dabhoi, Vadodara, Gujarat, 390020	08740598
Mr. Sandeep Ambalal Patel	Non-Executive Independent Director	37, Dev Kutir Bungalows, B/H Swagat Plaza-1, Bhopal Road, Daskroi, Ambli, Ahmedabad, Gujarat-380058	10286535

For further details in relation to our Directors, please refer to chapter titled “*Our Management*” on page 110 of this Prospectus.

Chief Financial Officer	Company Secretary & Compliance Officer
Mr. Vipul Kumar Patel <b>Vilas Transcore Limited</b> Plot No 435 To 437, Nr Galaxy Hotel, N H No 8, Village Por, Vadodara, Gujarat, 391243 <b>Tel. No.:</b> +91-9328026762 <b>Email:</b> <a href="mailto:accounts@vilastranscore.com">accounts@vilastranscore.com</a> <b>Website:</b> <a href="http://www.vilastranscore.com">www.vilastranscore.com</a>	Gandhali Gurunath Paluskar <b>Vilas Transcore Limited</b> Plot No 435 To 437, Nr Galaxy Hotel, N H No 8, Village Por, Vadodara, Gujarat, 391243 <b>Tel. No.:</b> +91-9328026762 <b>Email:</b> <a href="mailto:accounts@vilastranscore.com">accounts@vilastranscore.com</a> <b>Website:</b> <a href="http://www.vilastranscore.com">www.vilastranscore.com</a>

### Investor Grievances:

**Investors can contact the Company Secretary and Compliance Officer, the BRLM 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, noncredit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode.**

All grievances relating to the 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. The Applicant should give full details such as name of the sole or first Applicant, ASBA Form number, Applicant DP ID, Client ID, PAN, date of the ASBA Form, details of UPI IDs (if applicable), address of the Applicant, number of Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the ASBA Applicant.

Further, the investors shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

**Details of Key Intermediaries pertaining to this Issue and Our Company:**

<b>Book Running Lead Manager of the Issue</b>	<b>Legal Advisor to the Issue</b>
<p><b>Hem Securities Limited</b> Address: 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai-400013, Maharashtra, India Tel No.: +91-22-4906 0000 Fax No.: +91-22-22625991 Email: <a href="mailto:ib@hemsecurities.com">ib@hemsecurities.com</a> Investor Grievance Email: <a href="mailto:redressal@hemsecurities.com">redressal@hemsecurities.com</a> Website: <a href="http://www.hemsecurities.com">www.hemsecurities.com</a> Contact Person: Mr. Sourabh Garg SEBI Reg. No.: INM000010981</p>	<p><b>Vedanta Law Chambers</b> Address: Ist Floor, SSK House, B-62, Sahakar Marg, Lal Kothi, Jaipur-302015 Rajasthan, India Tel: +91- 141 -2740911, 4014091 Fax: +91- 141 -2740911 Website: <a href="http://www.vedantalawchambers.com">www.vedantalawchambers.com</a> Email: <a href="mailto:vedantalawchambers@gmail.com">vedantalawchambers@gmail.com</a> Contact Person: Advocate Nivedita Ravindra Sarda</p>
<b>Registrar to the Issue</b>	<b>Statutory Auditor</b>
<p><b>Bigshare Services Private Limited</b> Address: S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai -400093, India. <b>Telephone:</b> +91 22 6263 8200 <b>Facsimile:</b> +91 22 6263 8299 <b>Email:</b> <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> <b>Investor Grievance Email:</b> <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a> <b>Website:</b> <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> <b>Contact Person:</b> Ganesh Shinde <b>SEBI Registration Number:</b> MB/INR000001385 <b>CIN:</b> U99999MH1994PTC076534</p>	<p><b>M/s. Naresh &amp; Co.</b> <b>Chartered Accountants,</b> Address: City Enclave, near Baroda High School, Opp. Polo Ground, Vadodara, 390001 Phone : +91 2652423386/7874423386 Email: <a href="mailto:consult@nareshchandco.com">consult@nareshchandco.com</a> Website: <a href="http://www.nareshandco.com">www.nareshandco.com</a> Firm Registration No.: 106928W Membership No: 107606 Peer Review Certificate Number: 106928W Contact Person: Mr. Harin Parekh</p>
<b>Bankers to the Company</b>	<b>Bankers to the Issue/ Sponsor Bank</b>
<p><b>ICICI Bank Limited</b> <b>Branch Address:</b> Jay House, Chakli Circle, O.P. Road, Vadodara - 390007 Tel: +91 9879077096 Email: <a href="mailto:rakhee.pithia@icicibank.com">rakhee.pithia@icicibank.com</a> Website: <a href="http://www.icicibank.com">www.icicibank.com</a> Contact Person: Rakhee Pithia</p>	<p><b>ICICI Bank Limited</b> <b>Branch Address:</b> Capital Market Division, 163, 5th Floor, H.T. Parekh Marg, Backbay Reclamation, Churchgate Mumbai 400 020, Maharashtra, India. Tel: +91 022 68052182 Email: <a href="mailto:varunbadai@icicibank.com">varunbadai@icicibank.com</a> Website: <a href="http://www.icicibank.com">www.icicibank.com</a> Contact Person: Varun Badai Designation: Chief Manager <b>SEBI Registration Number:</b> INBI000000004</p>
<b>Syndicate Member</b>	<b>Share Transfer Agent/Registrar to the Company</b>
<p><b>Hem Finlease Private Limited</b> <b>Address:</b> 203, Jaipur Tower, M I Road, Jaipur, Rajasthan 302001, India <b>Telephone:</b> 0141-4051000 <b>Email:</b> <a href="mailto:mbd@hemsecurities.com">mbd@hemsecurities.com</a></p>	<p><b>Accurate Securities and Registry Private Limited</b> Address: - B1105 - 1108, K P Epitome, Nr. Makarba Lake, Nr. Siddhi Vinayak Towers, Makarba, Ahmedabad - 380051. <b>Telephone:</b> +91 079-48000319 <b>Email:</b> <a href="mailto:investor@accuratesecurities.com">investor@accuratesecurities.com</a></p>

<b>Website:</b> <a href="http://www.hemsecurities.com">www.hemsecurities.com</a> <b>Contact Person:</b> Ashok Soni <b>SEBI Registration Number:</b> INZ000167734	<b>Website:</b> <a href="http://www accuratesecurities.com">www accuratesecurities.com</a>
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#### **Designated Intermediaries:**

#### **Self-Certified Syndicate Banks (SCSB's)**

The list of SCSBs, as updated till date, is available on website of Securities and Exchange Board of India at below link. <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>; and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>

Investors are requested to refer the SEBI website for updated list of SCSBs and their designated branches.

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

#### **Self-Certified Syndicate Banks eligible as Sponsor Banks for UPI**

The list of Self Certified Syndicate Banks that have been notified by SEBI to act as Investors Bank or Issuer Bank for UPI mechanism are provide on the website of SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=41>

#### **Registered Brokers**

The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the 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 RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of SEBI i.e. (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>), respectively, as updated from time to time

#### **Collecting Depository Participants**

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of SEBI at (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>), as 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.

### **Expert Opinion**

Except the report of the Auditor on statement of special tax benefits and report on restated financial statements prepared for the period ended December 31, 2023 and financial year ended March 31, 2023, 2022 and 2021 as included in this Prospectus, our Company has not obtained any expert opinion.

### **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 required.

### **Monitoring Agency**

Since the proceeds from the Fresh Issue do not exceed Rs. 1000 million, in terms of Regulation 262(1) of the SEBI (ICDR) Regulations, our Company is not required to appoint a monitoring agency for the purposes of 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**

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

### **Debenture Trustees**

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

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

The Prospectus is being filed with 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 was not 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 with the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 would be filed to the RoC through the electronic portal at <http://www.mca.gov.in>.

### **Book Building Process**

Book building, in the context of to the Issue, refers to the process of collection of Bids from bidders on the basis of the 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 Business Standard, all editions of Hindi national newspaper Business Standard and Gujarati Edition of Regional newspaper Ahmedabad Express (Gujarati) 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.

**All Bidders 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.**

In terms of SEBI ICDR Regulations, QIBs and Non-Institutional Investors were not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of number of Equity Shares or the Bid Amount) at any stage. RIIs Bidding could revise their Bid(s) during Bid/ Issue Period and withdraw their Bid(s) until Bid/ Issue Closing date. Allocation in the issue will be made on a proportionate basis.

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 214 of the 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 214 of this Prospectus.

### **Withdrawal of the Issue**

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Issue anytime after the Bid/ Issue Opening Date but before the allotment of Equity Shares, and in such case 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 BRLM, 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 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 Prospectus, which our Company will apply for only after Allotment; and (ii) the filing of Prospectus with RoC.

### **Underwriting**

The Company and the Book Running Lead Manager to the Issue hereby confirm that the Issue will be 100% Underwritten by the Underwriter Hem Securities Limited.

Pursuant to the terms of the Underwriting Agreement dated May 09, 2024 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
Hem Securities Limited Address: 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai 400013, India Tel No.: +91-22-4906 0000 Email: <a href="mailto:ib@hemsecurities.com">ib@hemsecurities.com</a> Investor Grievance Email: <a href="mailto:redressal@hemsecurities.com">redressal@hemsecurities.com</a> ; Website: <a href="http://www.hemsecurities.com">www.hemsecurities.com</a> ; Contact Person: Mr. Rohit Sharma SEBI Registration Number.: INM000010981	64,80,000	9525.60	100%

*\*Includes 3,26,000 Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker, Hem Securities Limited 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

there have been no changes in our Company's auditors in the last three (3) years.

#### Details of the Market Making arrangement for this Issue

Our Company and the BRLM has entered into Market Making Agreement dated May 09, 2024 with the following Market Maker, to fulfill the obligations of Market Making for this issue:

<b>Name</b>	Hem Finlease Private Limited
<b>Correspondence Address:</b>	203, Jaipur Tower, M. I. Road, Jaipur, Rajasthan, 302001, India.
<b>Tel No.:</b>	0141-4051000
<b>E-mail:</b>	<a href="mailto:mbd@hemsecurities.com">mbd@hemsecurities.com</a>
<b>Website:</b>	<a href="http://www.hemsecurities.com">www.hemsecurities.com</a>
<b>Contact Person:</b>	Ashok Soni
<b>SEBI Registration No.:</b>	INZ000167734
<b>NSE Market Maker Registration No.</b>	SMEMM0674109092020

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the NSE and SEBI regarding 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 NSE EMERGE 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 SME platform of NSE (NSE EMERGE) (in this case currently the minimum trading lot size is 1000 equity shares; however, the same may be changed by the NSE EMERGE from time to time).

- E. 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 Offer over and above 25% of Offer Size would not be taken in to consideration of computing the threshold of 25% of Offer Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Offer Size, the Market Maker will resume providing 2 way quotes.
- F. 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.
- G. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
- H. 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.
- I. 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.
- J. The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.
- K. 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
- L. 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 BRLM 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 BRLM 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.
- M. Risk containment measures and monitoring for Market Makers:** Stock Exchange will have all margins, which are applicable on 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.
- N. Punitive Action in case of default by Market Makers:** SME platform of NSE 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.
- O. 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.
- P. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the Offer size and as follows:**

Offer Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of the Offer Size)	Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Offer Size)
Up to ₹20 Crore	25%	24%
₹20 to ₹50 Crore	20%	19%

₹50 to ₹80 Crore	15%	14%
Above ₹80 Crore	12%	11%

The SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Offer size up to Rs. 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 Offer price.

Additionally, the securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for first 10 days from commencement of trading. The following spread will be applicable on the SME platform.

S. No.	Market Price Slab (in Rs.)	Proposed Spread (in % to sale price)
1.	Up to 50	9
2.	50 to 75	8
3.	75 to 100	6
4.	Above 100	5

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



**CAPITAL STRUCTURE**

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

(Rs. in Lacs, except share data)

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Issue Price
A	<b>Authorized Share Capital</b> 2,50,00,000 Equity Shares having Face Value of ₹ 10/- each	2500.00	-
B	<b>Issued, Subscribed &amp; Paid-up Share Capital prior to the Issue</b> 1,80,00,000 Equity Shares having Face Value of ₹10/- each	1800.00	-
C	<b>Present Issue in terms of this Prospectus<sup>(1)(2)</sup></b> 64,80,000 Equity Shares having Face Value of ₹ 10/-each at a Premium of ₹ 137 per share	648.00	9525.60
	<b>Which comprises of:</b>		
D	<b>Reservation for Market Maker Portion</b> 3,26,000 Equity Shares of ₹10/- each at a price of ₹ 147 per Equity Share reserved as Market Maker Portion	32.60	479.22
E	<b>Net Issue to Public</b> Net Issue to Public of 61,54,000 Equity Shares of ₹ 10/- each at a price of ₹ 147 per Equity Share to the Public	615.40	9046.38
	<b>Of which:</b>		
	i. At least 21,54,000 Equity Shares aggregating up to Rs. 3166.38 lakhs will be available for allocation to Retail Individual Investors	215.40	3166.38
	ii. At least 9,24,000 Equity Shares aggregating up to Rs. 1358.28 lakhs will be available for allocation to Non- Institutional Investors.	92.40	1358.28
	iii. Not more than 30,76,000 Equity Shares aggregating up to Rs. 4521.72 lakhs will be available for allocation to Qualified Institutional Buyers.	307.60	4521.72
F	<b>Issued, Subscribed and Paid up Equity Share Capital after the Issue</b> 2,44,80,000 Equity Shares of face value of ₹10/- each	2448.00	
G	<b>Securities Premium Account</b>		
	Before the Issue (as on date of this Prospectus)	30.00	
	After the Issue	8907.60	

<sup>1</sup> Subject to finalisation of the Basis of Allotment.

<sup>2</sup> The Issue of 64,80,000 Equity Shares in terms of this Prospectus has been authorized pursuant to a resolution of our Board of Directors dated September 07, 2023 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Annual General Meeting of the members held on September 30, 2023.

**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 of this Prospectus.

**NOTES TO THE CAPITAL STRUCTURE:****1. Changes in Authorised Equity Share Capital of our Company:**

Sr. No.	Particulars	Cumulative No. of Equity Shares	Face Value of Equity Share	Cumulative Authorized Share Capital ( Rs. in lakhs)	Date of Meeting	Whether AGM/EGM
1.	On incorporation	30,00,000	10/-	300.00	on Incorporation	N.A.
2.	Increase in Authorised Share Capital from ₹ 300.00 Lakhs to ₹ 2500.00 Lakhs	2,50,00,000	10/-	2500.00	July 31, 2023	EGM

## 2. Equity Share Capital History of our Company:

a) The following table sets forth details of the history of the Equity Share capital of our Company:

Date of Allotment of Equity Shares	No. of Equity Shares allotted	Face Value (₹)	Issue Price (including Premium if applicable (₹)	Consideration Cash / Other than Cash	Nature of Allotment	Cumulative No. of Equity Shares
Upon Incorporation	10,000	10	10	Cash	Subscription to MOA <sup>(i)</sup>	10,000
April 21, 2007	30,000	10	110	Cash	Right issue of shares <sup>(ii)</sup>	40,000
May 15, 2007	29,60,000	10	Nil	Other than cash	Further Issue <sup>(iii)</sup>	30,00,000
September 07, 2023	1,50,00,000	10	Nil	Other than cash	Bonus Issue in the ratio of 5:1 <sup>(iv)</sup>	1,80,00,000

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

(i) Initial Subscribers to the 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 Shares Subscribed
1.	Nilesh Jitubhai Patel	9000
2.	Niriksha Patel	1000
<b>Total</b>		<b>10,000</b>

(ii) Right Issue of 30,000 Equity Shares of Face Value of Rs. 10/- each fully paid up, details of which are given below:

Sr. No.	Name of Subscribers	Number of Shares Subscribed
1.	Niriksha Patel	30,000
<b>Total</b>		<b>30,000</b>

(iii) Further issue of 29, 60,000 Equity shares of face value of Rs. 10/- each fully paid up. Issued in consideration of acquisition of running business of Prop. Firm M/s Vilas Transcore proprietorship of our promoter Nilesh Jitubhai Patel, details of which are given below:

Sr. No.	Name of Subscribers	Number of Shares Subscribed
1.	Nilesh Jitubhai Patel	29,60,000
<b>Total</b>		<b>29,60,000</b>

(iv) Bonus Issue of 1,50,00,000 Equity Shares of Face Value of Rs. 10/- each fully paid up in the ratio of 5 (Five) equity shares for every 1 (One) equity shares held as per the details mentioned below:

Sr. No.	Name of Subscribers	Number of Shares Subscribed
1.	Nilesh Jitubhai Patel	1,49,94,750
2.	Manish Patel	50
3.	Kalpesh Shah	50
4.	Lilaben Jitubhai Patel	5000
5.	Sandeep Patel	50
6.	Neeraj Bharara	50
7.	Kamini Patel	50
<b>Total</b>		<b>1,50,00,000</b>

- b) As on the date of this Prospectus, our Company does not have any Preference Share Capital.
3. Except as mentioned in point number 4 below, the Company has not issued any Equity Share in the last two years preceding the date of the 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:

Date of Allotment	Number of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons for Allotment	Benefits Accrued to our Company	Name of Allottees	No. of Shares Allotted
September 07, 2023	1,50,00,000	10	Nil	Bonus Issue in the ratio of 5:1	Capitalization of Reserves & Surplus	Nilesh Jitubhai Patel	1,49,94,750
						Manish Patel	50
						Kalpesh Shah	50
						Lilaben Jitubhai Patel	5000
						Sandeep Patel	50
						Neeraj Bharara	50
						Kamini Patel	50
						<b>Total</b>	<b>1,50,00,000</b>

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 September 07, 2023 our Company has not issued Equity shares at price below the Issue price within last one year from the date of the Prospectus. (refer point no. 4 below for allottees list)
8. We have revalued our fixed assets including land and building during the Fiscal year 2018-19, however we 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 Prospectus:

**I - Our Shareholding Pattern:-**

SrNo	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	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	5	17911820	-	-	17911820	99.51	17911820	-	17911820	99.51	-	99.51	-	-	17911820		
(B)	Public	10	88180	-	-	88180	0.49	88180	-	88180	0.49	-	0.49	-	-	88170		
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C2)	Shares held by Emp. Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
	<b>Total</b>	<b>15</b>	<b>1,80,00,000</b>	-	-	<b>1,80,00,000</b>	<b>100.00</b>	<b>1,80,00,000</b>	-	<b>1,80,00,000</b>	<b>100.00</b>	-	<b>100.00</b>	-	-	<b>17999990</b>		

**Notes-**

\*As on date of this 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 form 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.

**II –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 Prospectus:-

Sr. No.	Names of Shareholders	Shares held (Face Value of Rs. 10 each)	% Pre Issue paid up Share Capital
1.	Mr. Nilesh Jitubhai Patel	1,78,73,700	99.30
	<b>Total</b>	<b>1,78,73,700</b>	<b>99.30</b>

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

Sr. No.	Names of Shareholders	Shares held (Face Value of Rs. 10 each)	% Pre Issue paid up Share Capital
1.	Mr. Nilesh Jitubhai Patel	1,78,73,700	99.30
	<b>Total</b>	<b>1,78,73,700</b>	<b>99.30</b>

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

Sr. No.	Names of Shareholders	Shares held (Face Value of Rs. 10 each)	% Pre Issue paid up Share Capital
1.	Mr. Nilesh Jitubhai Patel	29,98,950	99.97
	<b>Total</b>	<b>29,98,950</b>	<b>99.97</b>

\*Details of shares held on May 30, 2023 and percentage held has been calculated based on the paid up capital of our Company as on May 30, 2023.

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

Sr. No.	Names of Shareholders	Shares held (Face Value of Rs. 10 each)	% Pre Issue paid up Share Capital
1.	Mr. Nilesh Jitubhai Patel	29,98,950	99.97
	<b>Total</b>	<b>29,98,950</b>	<b>99.97</b>

\*Details of shares held on May 30, 2022 and percentage held has been calculated based on the paid up capital of our Company as on May 30, 2022.

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

11. 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 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 Prospectus, Our Promoters, Mr. Nilesh Jitubhai Patel and Natasha Nilesh Patel holds 1,78,73,700 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 made fully paid up/ Transfer	No. of Equity Shares	Face Value Per Share (₹)	Issue/ Acquisition/ Transfer Price (₹)	Consideration	Nature of Issue	Pre-Issue Shareholding % (adjusted as per face value)	Post-Issue Shareholding % (adjusted as per face value)
<b>(A) Mr. Nilesh Jitubhai Patel</b>							
At incorporation	9000	10	10	Cash	Subscriber to MOA	0.05	0.04
May 15, 2007	29,60,000	10	10	Other than cash	Acquisition of proprietorship firm	16.44	12.09
September 20, 2012	29,950	10	10	Cash	Acquisition by way of transfer	0.17	0.12
September 07, 2023	1,49,94,750	10	-	Other than Cash	Bonus Issue in the ratio of 5:1	83.30	61.25
May 15, 2024	(1,20,000)	10	130	Cash	Transfer of shares	(0.67)	(0.49)
<b>Total (A)</b>	<b>1,78,73,700</b>					<b>99.30</b>	<b>73.01</b>
<b>(B) Ms. Natasha Nilesh Patel</b>							
Nil							

Note: None of the Shares has been pledged by our Promoters.

### a) Details of Acquisition by Mr. Nilesh Jitubhai Patel by way of transfer of 29,950 Equity Shares dated September 20, 2012

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	December 29, 2012	Mrs. Niriksha Patel	29,950
		<b>Total</b>	<b>29,950</b>

### b) Details of transfer by Mr. Nilesh Jitubhai Patel of 1,20,000 Equity Shares dated May 15, 2024

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	May 15, 2024	Tushar Somabhai Patel	32,000
2.	May 15, 2024	Advait Arora	29,000
3.	May 15, 2024	Varsha Sawnani	20,000
4.	May 15, 2024	Kalpesh Shah	12,000
5.	May 15, 2024	Alaka Gupte	10,000
6.	May 15, 2024	Nimisha Ajaybhai Patel	8000
7.	May 15, 2024	Vipul Patel	4000
8.	May 15, 2024	Agam Akhilesh Shrivatava	4000
9.	May 15, 2024	Sandip Biyani	1000
		<b>Total</b>	<b>1,20,000</b>

## 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 ₹)
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1.	Mr. Nilesh Jitubhai Patel	1,78,73,700	0.81
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#### 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
	<b>Promoters</b>				
1.	Mr. Nilesh Jitubhai Patel	17873700	99.30	17873700	73.01
	<b>Sub Total (A)</b>	<b>17873700</b>	<b>99.30</b>	<b>17873700</b>	<b>73.01</b>
	<b>Promoters Group</b>				
2.	Tushar Somabhai Patel	32000	0.18	32000	0.13
3.	Mrs. Lilaben Jitubhai Patel	6000	0.03	6000	0.02
4.	Mr. Manish Patel	60	negligible	60	negligible
5.	Mrs. Kamini Patel	60	negligible	60	negligible
	<b>Sub Total (B)</b>	<b>38120</b>	<b>0.21</b>	<b>38120</b>	<b>0.16</b>
	<b>Grand Total (A+B)</b>	<b>17911820</b>	<b>99.51</b>	<b>17911820</b>	<b>73.17</b>

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 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)
September 07, 2023	Mr. Nilesh Jitubhai Patel	1,49,94,750	83.30	Bonus allotment	Promoters
September 07, 2023	Mr. Manish Patel	60	Negligible		Promoters group
September 07, 2023	Mrs. Lilaben Jitubhai Patel	6000	0.03		Promoters group
May 15, 2024	Mr. Nilesh Jitubhai Patel	1,20,000	0.67	Transfer	Promoter
May 15, 2024	Tushar Somabhai Patel	32000	0.18	Acquisition by way of transfer	Promoter Group

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 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 Prospectus, our Promoter hold 1,78,73,700 Equity Shares constituting 73.01% of the Post – Issued, subscribed and paid up Equity Share Capital of our Company, which are eligible for the Promoters’ contribution.

Our Promoter, Mr. Nilesh Jitubhai Patel, have given written consent to include 50,00,000 Equity Shares held by them and subscribed by them as part of Promoters Contribution constituting 20.42% 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
<b>Mr. Nilesh Jitubhai Patel</b>						
September 07, 2023	50,00,000	10.00	Nil	Bonus Issue	20.42	3 years
<b>Total</b>	<b>50,00,000</b>				<b>20.42</b>	

\*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 and are being locked in for 3 years as per Regulation 238(a) of the SEBI (ICDR) Regulations 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. <b><u>Hence Eligible</u></b>
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. <b><u>Hence Eligible</u></b>
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. <b><u>Hence Eligible.</u></b>
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. <b><u>Hence Eligible.</u></b>
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. <b><u>Hence Eligible.</u></b>

#### 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 share capital constituting 1,30,00,000 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:**

- a) In terms of Regulation 242 of the SEBI (ICDR) Regulations, 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 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.
  - b) In terms of Regulation 243 of the SEBI (ICDR) Regulations, 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, 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.
  - c) Further in terms of Regulation 243 of the SEBI (ICDR) Regulations, the specified securities held by the promoters and locked-in as per regulation 238 may be transferred to another promoter 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.
18. 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.
  19. As on the date of this 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.
  20. 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 Prospectus.
  21. As on the date of this 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.
  22. We have 15 (fifteen) shareholders as on the date of filing of this Prospectus.
  23. As on the date of filing of this 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
  24. Our Company has not raised any bridge loan against the proceeds of the Issue.
  25. As on the date of this Prospectus, none of the shares held by our Promoters / Promoters 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 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 crores, 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 Promoter 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. Allocation to all categories shall be made on a proportionate basis subject to valid applications received at or above the Issue Price. Under subscription, if any, in any of the categories, except for the QIB category, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the BRLM and Designated Stock Exchange i.e. NSE. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
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. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
31. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net issue to the public portion.
32. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
33. Our Company shall comply with such disclosure and accounting norms as may be specified by the stock exchange, SEBI and other regulatory authorities from time to time.
34. There are no Equity Shares against which depository receipts have been issued.
35. Other than the Equity Shares, there is no other class of securities issued by our Company.
36. There are no safety net arrangements for this public issue.
37. As per RBI regulations, OCBs are not allowed to participate in this issue.
38. Our Promoters and Promoter Group will not participate in this Issue.
39. This Issue is being made through Book building process.
40. Our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation.
41. 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.
42. 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/Prospectus with the Registrar of companies 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 upto 64,80,000 Equity Shares of our Company at an Issue Price of Rs. 147 per Equity Share. We intend to utilize the proceeds of the Issue to meet the following objects:-

1. Funding for strategic investment and acquisitions,
2. Funding Capital Expenditure towards construction of factory building,
3. Funding capital expenditure towards acquisition and installation of additional plant and machinery,
4. General Corporate Purpose,
5. To meet issue expenses.

(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.

Our company is engaged in the manufacturing and supply of components used in the power distribution and transmission sector, primarily to transformer and other power equipments manufacturer in India and abroad. We manufacture and supply a different range of electrical lamination cold rolled grain oriented (C.R.G.O.) lamination core, CRGO slit coils, CRGO stacked (assembled cores), CRGO wound core and CRGO Toroidal core which are mainly used in power transformer, distribution transformer & dry type transformers, high voltage / medium voltage & low voltage current transformers. We manufacture our products keeping in mind the industry standards and specifications given by the customer, with the use of latest technology to manufacture our products and offer our customers with the defined requirements based on the product dimensions and materials for application in the power & distribution equipment industry.

**Net Proceeds**

The details of the Net Proceeds are set forth below:

<b>Particulars</b>	<b>Amt (Rs. in Lacs)</b>
Gross Proceeds of the Issue	9525.60
Less: Issue related expenses in relation to Issue	672.04
<b>Net Proceeds</b>	<b>8853.56</b>

**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:

<b>Sr. No</b>	<b>Particulars</b>	<b>Amt (Rs. in Lacs)</b>
1.	Funding for strategic investment and acquisitions	500.00
2.	Funding Capital Expenditure towards construction of factory building	2009.87
3.	Funding capital expenditure towards acquisition and installation of additional plant and machinery	4520.71
4.	General Corporate Purpose	1822.98
	<b>Total</b>	<b>8853.56</b>

*The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.*

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:

<b>Sr. No</b>	<b>Particulars</b>	<b>Amt (Rs. in Lacs)</b>
1.	Net Issue Proceeds	8853.56
	<b>Total</b>	<b>8853.56</b>

*Since, the entire fund requirement are 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 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 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 66. However, we confirm that no 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 26 of this Prospectus.

#### **Details of Utilization of Net Proceeds**

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

##### **1. Funding for strategic investment and acquisitions**

Pursuant to our overall strategy to continue scaling our business, we intend to keep pursuing strategic investments and acquisitions which are complementary to our business and which will enhance our range of products and services. We continue to selectively pursue opportunities for evaluating potential targets for strategic investments, merger, acquisitions and partnerships, that complement and enhance our product offerings, strengthen or establish our presence in our targeted markets, or enable us to gain additional market share.

Our Board, by way of resolution passed in its meeting dated May 08, 2024, noted the requirement to utilize funds from the Net Proceeds amounting to Rs. 500 lakhs towards such potential strategic investment and acquisition. This amount is based on our management’s current estimates to be utilized towards this Object, considering our discussions, negotiations with potential targets and partners and other relevant terms.

As on the date of this Prospectus, we have not entered into any definitive agreements towards any such potential strategic acquisition. The actual deployment of funds will depend on a number of factors, including the timing and nature of strategic acquisition/initiative undertaken, as well as general factors affecting our results of operation, financial condition and access to capital. These factors will also determine the form of investment for these potential strategic initiatives, i.e., whether they will involve equity, debt or any other instrument or combination thereof. In the event that there is a shortfall of funds required for such strategic initiatives, such shortfall shall be met out of the portion of the Net Proceeds allocated for general corporate purposes and/or through our internal accruals or borrowings or any combination thereof. Further, in the event that there is a surplus, such amount shall be utilized towards general corporate purpose.

We confirm that, we will comply with the regulation 230 (3) SEBI ICDR and the cumulative amount of the general corporate purpose and the said amount proposed to be used for strategic investment and acquisitions will not exceed thirty-five per cent. of the amount being raised by the company.

##### **2. Funding Capital Expenditure towards construction of factory building:**

Our Company proposes to utilize Rs. 2009.87 lakhs for capital expenditure towards construction of factory shed & building at survey no. 419 & 420, Khata no. 466 Ganpatpura taluka Karjan, Vadodara, Gujarat to meet operational efficiencies. The addition of the new plant will increase the installed capacity of the company, which will help in increasing the customer base and undertake additional orders by the Company.

Construction of factory building and office will include: construction of new shed, air conditioning system in new shed, epoxy flooring, construction of compound wall, RCC road and underground water tank etc. The total estimated cost for said construction is ₹ 2009.87 lakhs, as per the Quotation dated May 13, 2024 received from Shree Maruti Engineers, Vadodara which is valid till June 30, 2024. The detailed break-down of these estimated costs is as below:

Sr. No.	Description	Amount
1	Construction of new shed	1284.88
2	Air conditioning system in new shed	131.92
3	Epoxy Flooring	32.98
4	Construction of compound wall	50.94
5	RCC road	297.73
6	Underground water tank	25.96
7	Labour Quarter	185.46
<b>Total</b>		<b>2009.87</b>

\*The company has already entered into an unregistered lease agreement with Tashu Impex LLP for the lease of the above land dated May 13, 2024, the lease is valid for a period of 3 years w.e.f. June 01, 2024 with an option to extend the lease term or a right to purchase of the said land by our Company after the completion of the 3 years term.

Our Company estimates to incur a cost of ₹ 2009.87 lakhs in connection with the proposed construction of factory shed and building during the Fiscal 2025.

Except for the lease agreement entered between our company and Tashu Impex LLP, we have not entered into definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged. All quotations received from the vendors mentioned above are valid as on the date of this Prospectus.

The Company propose to take the land parcel on lease basis from the abovementioned party. Upon taking the possession of the Target industrial Land Parcel only the process of applying for and obtaining the approvals can commence. The company will be required to apply and undertake the following approvals will be needed till commencement of production.

**The timelines for the application and approvals for the registrations have been mentioned below:**

Sr. No.	Approvals	Approximate Timeline
1	Site and Building Plan Approval from Rural Town Planning Office	30 days from the Date of Application post-possession of land
2	Application for Factory License under Factories Act, 1948	15 days from Receipt of Site and Building Plan Approval
3	Approval of Proposed Building Plan from Director of Factories	30 days from Receipt of Site and Building Plan Approval
4	Construction Permission from Local Authorities	15 days from Receipt of Approval of Proposed Building Plan from Director of Factories.
5	Water and Drainage Connection Approval from Local Authorities (Near to Completion of Construction)	Application approx. 15 days before Completion of Construction (Approval within 30 days)
6	Completion Certificate from Local Authorities	Application within 15 days from the date of Completion (Approval within 15 days)
7	Power Connection from Utility Companies	Application within 15 days from Receipt of 6. Above (Approval within 15 Days)

### **3. Funding capital expenditure towards acquisition and installation of additional plant and machinery**

We are currently expanding our manufacturing facility by setting up a new plant at survey no. 419 & 420, khata no. 466 Ganpatpura taluka Karjan, Vadodara, Gujarat. The proposed facility will be equipped with lamination machines including Hole Punch Unit, V Notch Punching Unit, Spares and Scrap Removal System and is proposed to be commissioned during the year F.Y. 2024-25.

A detailed breakup of estimated cost towards purchase of machineries, equipment's and utilities which are proposed to be funded from the net issue proceeds is set forth below:

S. No.	Machinery details	Qty.	Quotation details	Quotation amt.
				(In Rs. Lakhs)
1	Type HJX(D211)-600HL Cut-to-length Line for Transformer Lamination along with hole punching and V Notch Unit	1	Quotation dated January 30, 2024 from CECEP Xi'an Qiyuan Mechanical and Electric Equipment Co., Ltd (SDRI) for 6.49 lakhs USD valid till July 30, 2024	542.07
2	HJX(D211)-400GLC Cut-to-length line for Transformer Lamination along with Hole Punch Unit, V Notch Punching Unit, Spares & Scrap Removal System	1	Quotation dated January 30, 2024 from CECEP Xi'an Qiyuan Mechanical and Electric Equipment Co., Ltd (SDRI) for 4.84 lakhs USD valid till July 30, 2024	404.25
3	Type HJX((D216)-1000L Cut-to-length line for Transformer Lamination along with hole punching and V Notch Unit	1	Quotation dated January 30, 2024 from CECEP Xi'an Qiyuan Mechanical and Electric Equipment Co., Ltd (SDRI) for 12.38 lakhs USD valid till July 30, 2024	1034.02
4	Type HJX(D211)-600 Cut-to-length Line for Transformer Lamination along with hole punching and V Notch Unit	1	Quotation dated January 30, 2024 from CECEP Xi'an Qiyuan Mechanical and Electric Equipment Co., Ltd (SDRI) for 5.12 lakhs USD valid till July 30, 2024	427.64
5	HJX(D211)-400G Cut-to-length line for Transformer Lamination along with Hole Punch Unit, V Notch Punching Unit, Spares & Scrap Removal System	1	Quotation dated January 30, 2024 from CECEP Xi'an Qiyuan Mechanical and Electric Equipment Co., Ltd (SDRI) for 4.34 lakhs USD valid till July 30, 2024	362.49
6	ZJX (1005)-1250/180 B Slitting Line for Transformer Lamination	2	Quotation dated January 30, 2024 from CECEP Xi'an Qiyuan Mechanical and Electric Equipment Co., Ltd (SDRI) for 3.92 lakhs USD valid till July 30, 2024	654.82
7	Precision-cut TBA 400 Ecoline step-Lap Lamination cutting line	1	Quotation dated May 13, 2024 from Heinrich Georg GmbH Maschinenfabrik for 8.345 lakhs Euro valid for 3 months	750.88
<b>TOTAL</b>				<b>4176.17</b>
Add- estimated custom duty and incidental expenses				344.53
<b>Grand Total</b>				<b>4520.71</b>

(Source – (1 USD = 83.5234 INR), (1 EURO = 89.9792 INR) [www.rbi.org.in/scripts/ReferenceRateArchive.aspx](http://www.rbi.org.in/scripts/ReferenceRateArchive.aspx) dated May 13, 2024)

**Notes:**

- We have considered the above quotations for the budgetary estimate purpose and have not placed orders for them. The actual cost of procurement and actual supplier/dealer may vary.
- All quotations received from the vendors mentioned above are valid as on the date of this Prospectus. However, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the machineries/equipment's or at the same costs.
- 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 machinery or vendor or addition/deletion of any machinery) 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.
- We are not acquiring any second hand machinery.

- e) The quotations relied upon by us in arriving at the above cost 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 machineries proposed to be acquired by us at the actual time of purchase, resulting in increase in the project cost.

Further, cost can be escalated on account of freight expenses, installation charges, packaging & forwarding, custom duty, applicable taxes etc. Such cost escalation would be met out of either of surplus portion of net issue proceeds (if any) or our internal accruals.

#### 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 Rs. 1822.98 lakhs 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 Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

#### Public Issue Expenses

The total estimated Issue Expenses are Rs. 672.04 lakhs, which is 7.06% of the total Issue Size. The details of the Issue Expenses are tabulated below:

Activity	(Rs. in Lakh)*	As a % of Estimates Issue Expenses	As a % of Issue Size
Book Running Lead Manger Fees including Underwriting fees	122.26	18.19	1.28
Fees Payable to Registrar to the Issue	3.50	0.52	0.04
Fees Payable for Advertising and Publishing Expenses	40.00	5.95	0.42
Fees Payable to Regulators including Stock Exchange	15.00	2.23	0.16
Payment for Printing & Stationery, Postage, etc.	2.50	0.37	0.03
Fees Payable to Auditor, Legal Advisors and other Professionals	2.50	0.37	0.03
Others (Fees payable for Marketing & distribution expenses, Selling Commission, Brokerage, Processing Fees*, Uploading fees and Miscellaneous Expenses)	486.28	72.36	5.10
<b>Total</b>	<b>672.04</b>	<b>100.00</b>	<b>7.06</b>

(1) 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*	0.10% of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Bidders*	0.10% of the Amount Allotted* (plus applicable taxes)

\*Amount allotted is the product of the number of Equity Shares Allotted and the Offer Price. The selling commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of BSE or NSE.

(2) 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	Rs. 10 per valid Bid cum Application Form (plus applicable taxes)
Portion for Non-Institutional Bidders	Rs. 10 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.

(3) 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)	Rs. 10 per valid application (plus applicable taxes)
Sponsor Bank - [ICICI Bank Limited]	Rs. 6 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, the Syndicate Agreement 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 lakhs (plus applicable taxes) then uploading charges/ processing fees using UPI Mechanism will be paid on pro-rata basis.

(4) 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	0.10 % of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Bidders	0.10 % of the Amount Allotted* (plus applicable taxes)

\*Amount Allotted is the product of the number of Equity Shares Allotted and the Offer 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: Rs. 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*	Rs. 10 per valid Bid cum Application Form (plus applicable taxes)
Portion for Non-Institutional Bidders*	Rs. 10 per valid Bid cum Application Form (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 Bid cum 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 Bid cum 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: Rs. 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 BSE or NSE.

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and 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:

(Rs. In Lakhs)

S. No.	Particulars	Amount to be deployed and utilized in
		F.Y. 2024-25
1.	Funding for strategic investment and acquisitions	500.00
2.	Funding Capital Expenditure towards construction of factory building	2009.87
3.	Funding capital expenditure towards acquisition and installation of additional plant and machinery	4520.71
4.	General Corporate Purpose	1822.98
	<b>Total</b>	<b>8853.56</b>

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 Years 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 unsecured Loans.

### Bridge Financing Facilities

As on the date of the Prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds.

### Monitoring Utilization of Funds

The Audit committee & the Board of Directors of our Company will monitor the utilization of funds raised through this public issue. Pursuant to Regulation 32 of SEBI Listing Regulation 2015, our Company shall on half-yearly basis disclose to the Audit Committee the Applications 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 the 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. The statement of funds utilized will be certified by the Statutory Auditors of our Company.

### 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 is 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 26, 89 and 128 respectively of the 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.

The Issue Price will be determined by our Company in consultation with the BRLM on the basis of the quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹10.00 each and the Issue Price is ₹ 13.9 times of the face value at the lower end of the Price Band and 14.7 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:

1. Established player in manufacturing of transformer component and power equipment sector
2. Strong manufacturing capabilities
3. Longstanding relationships with customers
4. Skilled and experienced promoter and management team
5. Strong financial position with robust financial performance

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to sections titled “**Our Business**” beginning on page 89 of this Prospectus.

**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 128 of this 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 (after considering subsequent issue of Bonus Shares):

Sr. No	F.Y./Period	Basic & Diluted (₹)	Weights
1.	Financial Year ending March 31, 2023	11.24	3
2.	Financial Year ending March 31, 2022	9.95	2
3.	Financial Year ending March 31, 2021	2.91	1
	<b>Weighted Average</b>	<b>9.42</b>	
	For the Period Ended December 31, 2023	<b>9.33*</b>	

*\*Not Annualised*

**Notes:**

- i. The figures disclosed above are based on the Restated Financial Statements of the Company as adjusted with the effect of issue of Bonus Shares.
- ii. The face value of each Equity Share is ₹10.00.
- iii. Earnings per Share has been calculated in accordance with Accounting Standard 20 – “Earnings per Share” issued by the Institute of Chartered Accountants of India.
- iv. The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Annexure IV.
- v. 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/ period
- vi. 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/ period.

**2. Price Earning (P/E) Ratio in relation to the Price Band of ₹139 to ₹ 147 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, 2023	12.37	13.08
P/E ratio based on the Weighted Average EPS, as restated.	14.76	15.61

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

**Note:**

- i) 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, 2023	16.79%	3
2	Period ending March 31, 2022	17.87%	2
3	Period ending March 31, 2021	6.36%	1
	<b>Weighted Average</b>	<b>15.41%</b>	
	For the Period Ended December 31, 2023 (not annualized)	<b>12.24%</b>	

**Note:**

- i. The figures disclosed above are based on the Restated Financial Statements of the Company.
- ii. 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/period
- iii. 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 (after considering subsequent issue of Bonus Shares):**

Sr. No.	NAV per Equity Share	(Amount in ₹)
1.	As at March 31, 2021	45.73
2.	As at March 31, 2022	55.69
3.	As at March 31, 2023	66.92
4.	As at December 31, 2023	76.25
5.	NAV per Equity Share after the Issue	
	i) At Floor Price	92.86
	ii) At Cap Price	94.98
6.	Issue Price	147.00

**Notes:**

- i. The figures disclosed above are based on the Restated Financial Statements of the Company.
- ii. NAV per share = Restated Net worth at the end of the year/period divided by total number of equity shares outstanding at the end of the year. (Based on weighted average number of shares)
- iii. 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.
- iv. 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.

Name of Company	Current Market Price (Rs.)	Face Value	EPS Basic and Diluted	PE	RONW (%)	Book Value (Rs.)	Total Income (in Rs. Lakhs)
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Vilas Transcore Limited	147	10.00	11.24	13.08	16.79	66.92	28478.14
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- The EPS, NAV, RoNW and total Income of our Company are taken as per Restated Financial Statement for the Financial Year 2022-23.
- NAV per share is computed as the closing net worth divided by the weighted average number of paid up equity shares as on March 31, 2023.
- RoNW has been computed as net profit after tax divided by closing net worth.
- Net worth has been computed in the manner as specifies in Regulation 2(1) (hh) of SEBI (ICDR) Regulations, 2018.
- The face value of Equity Shares of our Company is ₹ 10/- per Equity Share and the Issue price is 14.7 times the face value of equity share.

## 6. Key Performance Indicators

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

The KPIs disclosed below have been approved by a resolution in the Board Meeting dated May 10, 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 Prospectus. Further, the KPIs herein have been certified by Naresh & Co. Chartered Accountants, by their certificate dated May 10, 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 89 and 173, respectively. We have described and defined the KPIs as applicable in “*Definitions and Abbreviations*” on page 1.

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

(₹ In Lakhs except percentages and ratios)

Key Financial Performance	As of and for the year/period ended			
	December 31, 2023*	FY 2022-23	FY 2021-22	FY 2020-21
Revenue from operations <sup>(1)</sup>	23,574.56	28,260.51	23,302.93	13,265.15
EBITDA <sup>(2)</sup>	2202.39	2851.31	2546.85	798.95
EBITDA Margin <sup>(3)</sup>	9.34%	10.09%	10.93%	6.02%
PAT <sup>(4)</sup>	1679.49	2022.43	1791.49	523.42
PAT Margin <sup>(5)</sup>	7.12%	7.16%	7.69%	3.95%
RoE(% <sup>(6)</sup> )	13.03%	18.33%	19.63%	12.61%
RoCE (% <sup>(7)</sup> )	16.10%	22.64%	24.74%	9.22%

\* Not Annualised

Notes:

<sup>(1)</sup> Revenue from operation means revenue from sales and other operating revenues

<sup>(2)</sup> EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

<sup>(3)</sup> ‘EBITDA Margin’ is calculated as EBITDA divided by Revenue from Operations

<sup>(4)</sup> PAT is calculated as Profit before tax – Tax Expenses

<sup>(5)</sup> ‘PAT Margin’ is calculated as PAT for the year divided by revenue from operations.

<sup>(6)</sup> Return on Equity is ratio of Profit after Tax and Average Shareholder Equity (excluding revaluation reserves)

<sup>(7)</sup> Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders’ equity (excluding revaluation reserves) plus total borrowings {current & non-current}

### 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 during the 18 months preceding the date of this 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.

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

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 Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

- c) Since there are no such transactions to report to under (a) and (b) therefore, information based on last 5 primary or secondary transactions (*secondary transactions where Promoter/ Promoter Group entities or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction*), not older than 3 years prior to the date of this Prospectus irrespective of the size of transactions, is as below:

#### Secondary Transactions:

Below are the details of the last 5 secondary transactions (*secondary transactions where Promoter/ Promoter Group entities or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction*), not older than 3 years preceding the date of this Prospectus:

Date of Transaction	No. of equity shares allotted	Face Value per equity shares (₹)	Issue Price per equity shares (₹)	Nature of Allotment	Nature of consideration	Total Consideration (in ₹ lakhs)
May 15, 2024	32000	10.00	130	Transfer	Cash	41.60
	29,000	10.00	130	Transfer	Cash	37.70
	20,000	10.00	130	Transfer	Cash	26.00
	12,000	10.00	130	Transfer	Cash	15.60
	10,000	10.00	130	Transfer	Cash	13.00

Weighted average cost of acquisition & Issue price

Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Floor price* (i.e. ₹ 139)	Cap Price* (i.e. ₹ 147)
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.	NA^^	NA^^	NA^^
Weighted average cost of acquisition of primary issuances/ secondary transactions as per paragraph 8(c) above	130.00	1.07	1.13

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 Prospectus.

^^There were no secondary transactions as mentioned in paragraph 8(b) above, in last 18 months from the date of this Prospectus.

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 Business Standard, all editions of Hindi national newspaper Business Standard and Gujarati edition of Regional newspaper Ahmedabad Express (Gujarati) where the registered office of the company is situated each with wide circulation.

The Price Band/ Floor Price/ Issue Price of ₹147 has been 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 abovementioned information along with **“Our Business”**, **“Risk Factors”** and **“Restated Financial Statements”** on pages 89, 26 and 128 respectively of this Prospectus 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,**  
**Vilas Transcore Limited**  
Plot No 435 to 43, Nr Galaxy Hotel,  
N.H. No 8, Village Por,  
Vadodara-391243, Gujarat

Dear Sirs,

**Sub: Statement of Tax Benefits (“The Statement”) available to Vilas Transcore 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 **Vilas Transcore 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.

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.



**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:**

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 2023-24. 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
6. 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.
  7. 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 from the Financial Year 2019-20.
  8. 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.

9. For the purpose of reporting here, we have not considered the general tax benefits available to the company or shareholders.
10. The above statement covers only certain relevant direct tax law benefits and indirect tax law benefits or benefit.
11. 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. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

Yours faithfully,

**For M/s Naresh & Co.**  
**Chartered Accountants**  
**Firm Registration No: 106928W**

**CA Abhijeet Dandekar**  
**Partner**  
**M. No. 108377**  
**Date: May 10, 2024**  
**Place: Vadodara**

## **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.*

Global economic activity continues to soften, amid the effects of tight monetary policies, restrictive financial conditions, and weak global trade growth. After a sharp slowdown in 2022 and another decline last year, global output growth is set to edge down in 2024, marking the third consecutive year of deceleration. The recent conflict in the Middle East has heightened geopolitical risks and raised uncertainty in commodity markets, with potential adverse implications for global growth. This comes while the world economy is continuing to cope with the lingering effects of the overlapping shocks of the past four years—the COVID-19 pandemic, the Russian Federation’s invasion of Ukraine, and the rise in inflation and subsequent sharp tightening of global monetary conditions. Near-term prospects are diverging. Growth in advanced economies as a whole and in China is projected to slow in 2024 to well below its 2010-19 average pace. Meanwhile, aggregate growth is set to improve in EMDEs with strong credit ratings, remaining close to pre-pandemic average rates. Although overall growth is also expected to firm somewhat from its 2023 low in EMDEs with weak credit ratings, the outlook for many such countries remains precarious, given elevated debt and financing costs, and idiosyncratic headwinds such as conflict. Global headline and core inflation have continued to decline from 2022 peaks. Nonetheless, inflation remains above target in most advanced economies and about half of inflation-targeting EMDEs. Global inflation is projected to remain above its 2015-19 average beyond 2024. Monetary tightening in advanced economies is concluding, but real policy interest rates are expected to remain elevated for some time, as inflation returns to target only gradually. This will keep the stance of advanced-economy monetary policies restrictive in the near-term, following the largest and fastest increase in U.S. real policy rates since the early 1980s. Long-term yields on advanced-economy government bonds were volatile in 2023, reflecting shifting expectations about the path of future interest rates and sizable movements in term premia. Although yields have retreated from their late-October peaks, they still imply increased fiscal vulnerabilities, given that median global government debt has risen by 20 percentage points of GDP since 2007, when U.S. yields were last at their current levels. The drag on growth from monetary tightening is expected to peak in 2024 in most major economies, assuming an orderly evolution of broader financial conditions. Thus far, headwinds to growth from elevated interest rates have been offset, to some degree, by households and firms spending out of savings buffers, resilient risk appetite, and extended maturities on stocks of low-cost debt, as well as by expansionary fiscal policy in some cases, most notably the United States.

Global trade growth in 2023 was the slowest outside global recessions in the past 50 years, with goods trade contracting amid anemic global industrial production. Services trade has continued to recover from the effects of the pandemic, but at a slower pace than previously expected. Global trade growth is projected to pick up to 2.3 percent in 2024, partly reflecting a recovery of demand for goods and, more broadly, in advanced-economy trade.

The recent conflict in the Middle East has so far had only a muted impact on commodity prices. In 2023 as a whole, most commodity prices weakened to varying degrees; however, they remain above pre-pandemic levels. Despite recent volatility triggered mainly by the conflict, and assuming hostilities do not escalate, average oil prices in 2024 are projected to edge down as global growth weakens and oil production increases. Metal prices are set to decline again as the slower growth in China further weighs on metal demand. Food prices are expected to soften further this year amid ample supplies for major crops but remain elevated.

Against this backdrop, global growth is estimated to have weakened last year to 2.6 percent. Although this is 0.5 percentage point higher than last June’s forecast, it is mainly due to better than-expected growth in the United States. Global growth is forecast to slow again, to 2.4 percent in 2024. This deceleration reflects softening labor markets, reduced savings buffers, waning pent-up demand for services, the lagged effects of monetary tightening, and fiscal consolidation.

Over 2020-24, the forecast entails the weakest start to a decade for global growth since the 1990s—another period characterized by geopolitical strains and a global recession. Global growth is projected to pick up to 2.7 percent in 2025, as inflation continues to slow, interest rates decline, and trade growth firms. Advanced-economy growth is set to bottom out at 1.2 percent in 2024 as growth in the United States slows, while euro area growth, which was feeble last year, picks up slightly as lower inflation boosts real wages. In 2025, growth in advanced economies is forecast to pick up to 1.6 percent as the euro area continues to recover and U.S. growth edges up toward its long-term trend rate amid declining inflation and more supportive monetary policy. Growth in EMDEs is forecast to average 3.9 percent a year over 2024-25. China’s growth is expected to slow notably this year, as tepid consumer sentiment and a continued downturn in the property sector weigh on demand and activity. Excluding China, EMDE growth is set to firm from 3.2 percent in 2023

to 3.5 percent this year and 3.8 percent in 2025. This pickup reflects a rebound in trade and improving domestic demand in several large economies, as inflation continues to recede. Nonetheless, elevated borrowing costs will continue to squeeze fiscal space in EMDEs: U.S. dollar-denominated bond yields are well above the growth rates of nominal GDP in many countries, especially those with weaker creditworthiness. Although growth in low income countries (LICs) is forecast to firm, this will follow a feeble recovery from 2020, with violence and political instability in some countries curtailing activity last year. In all, the EMDE recovery from the 2020 pandemic recession remains modest. This reflects the negative effects of headwinds such as tight global financial conditions, a weak recovery in global trade, sharp domestic monetary tightening to tame inflation, the marked slowdown in China, and increased conflict. It also reflects the longer term downtrend in EMDE potential growth, including in China, due to decelerating investment and productivity growth, slowing labor force growth amid population aging, and the diminishing growth benefits of improvements in education and health (Kose and Ohnsorge 2023). Aggregate EMDE output is projected to continue following a lower path than was expected before the pandemic. As such, progress closing the gap in per capita income with advanced economies will remain limited, with EMDEs excluding China and India making no relative gains between 2019 and 2025. Many vulnerable EMDEs are falling further behind—this year, per capita income is forecast to be below its 2019 level in over one third of LICs and more than half of countries marred by fragility and conflict. Risks to the outlook remain tilted to the downside, although they have become somewhat more balanced since June, following continued declines in inflation and the stabilization of advanced-economy banking systems after stresses early last year. The recent conflict in the Middle East, coming on top of Russia’s invasion of Ukraine, has sharply heightened geopolitical risks. Intensification of these conflicts, or increasing geopolitical tensions elsewhere, could have adverse global repercussions through commodity and financial markets, trade, and confidence. Recent attacks on commercial vessels transiting the Red Sea have already started to disrupt key shipping routes, eroding slack in supply networks and increasing the likelihood of inflationary bottlenecks. In a setting of escalating conflicts, energy supplies could also be substantially disrupted, leading to a spike in energy prices. This would have significant spillovers to other commodity prices and heighten geopolitical and economic uncertainty, which in turn could dampen investment and lead to a further weakening of growth. Moreover, a range of possible developments—including unexpectedly stubborn inflation in advanced economies requiring higher interest rates than assumed, or rising term premia in bond yields—could precipitate a souring of risk appetite in global financial markets and a sharp tightening of financial conditions, with adverse effects on EMDEs. Weaker-than-projected growth in China could cause a sharper deceleration in global economic activity than expected. The slowdown in global potential growth could be exacerbated by further increases in trade restrictions and escalating fragmentation of trade and investment networks. Furthermore, the adverse effects of climate change could worsen beyond current expectations, with changing weather patterns contributing to more frequent and severe natural disasters, as well as worsening the incidence of extreme poverty. On the upside, resilient economic activity and declining inflation in the United States could be sustained, even in the face of substantial headwinds, if aided by further labor supply improvements. There is therefore a possibility that U.S. growth continues to be stronger than projected as price pressures recede and monetary policy is eased, which would bolster global activity. If any of the aforementioned downside risks were to materialize, they could lead to weaker growth than projected in the baseline. Alternative downside scenarios—including higher oil prices due to an escalation of geopolitical tensions, financial stress in EMDEs that leads to surging sovereign spreads, and weaker growth in China resulting in adverse global spillovers via commodity and other channels—show that in each case global growth in 2024 would be reduced by 0.2 percentage point below the baseline. In contrast, an upside scenario with higher-than-expected U.S. growth due to continuing strong supply conditions could boost global growth by 0.2 percentage point this year. The weak global growth outlook and the various downside risks highlight the challenges facing policy makers around the world. At the global level, coordinated improvements in debt relief, especially for the poorest countries, will be necessary to free up resources for growth enhancing investments in human and physical capital. Otherwise, mounting debt-service costs and slow progress in debt restructuring could exacerbate the difficulties facing many EMDEs. Already, about half of LICs and many middle-income countries are either in, or at high risk of, debt distress. Enhanced international cooperation is also required to tackle the existential threat of climate change, including by accelerating the clean energy transition, helping countries improve energy security and affordability, and incentivizing the investments needed to pursue a path toward resilient, low-carbon growth. In addition, the global community needs to guard against the fragmentation of trade and investment networks, including by prioritizing a rules-based international trading system and expanding trade agreements. Furthermore, global cooperation is critical to address the pressing issues of mounting food insecurity and conflict. Policy makers at the national level also face formidable challenges, which will require careful calibration of competing priorities. With inflation projected to continue moderating, policy interest rates are set to ease across many EMDEs over 2024 and 2025. However, monetary policy easing in EMDEs could be constrained by narrowing interest rate differentials relative to advanced economies, which could heighten the risk of capital outflows and currency depreciations. Renewed surges in advanced economy yields—driven, for instance, by upside inflation surprises or rising term premia—could also trigger disruptions in EMDE financial markets. Careful attention to risks is therefore required to ensure that monetary policy supports sustainable growth while helping to durably bring down inflation, and to maintain financial stability, particularly in EMDEs with large fiscal and current account deficits. Fiscal policy space in EMDEs remains narrow amid weak revenues and rising debt-servicing costs. The crises of recent years—particularly the pandemic and the steep rise in living costs resulting partly from the invasion of Ukraine—have seen governments running up public debt and reprioritizing spending away from investment toward shorter-term support for households and firms. Elevated debt, combined with tight financial conditions and tepid growth, is putting further pressure on longer-term fiscal sustainability, while increasing vulnerability to external financial shocks. For EMDEs with weak credit ratings, these pressures have already crystallized such that international capital markets have effectively been closed to them for two years. In the face of exigent borrowing costs, governments in EMDEs, including LICs, need to scale up revenue mobilization and spending efficiency and bolster debt management.

Measures to strengthen government institutions more broadly can support these efforts. Commodity-exporting EMDEs face particular fiscal challenges from fluctuations in commodity prices (chapter 4). A sustainable, well designed, stability-oriented fiscal framework, combined with strong institutions, can help governments build buffers during commodity price booms that can be drawn upon during subsequent slumps. Reversing the ongoing weakening of potential growth and its underlying drivers, including investment and productivity growth, will require decisive structural reforms, including measures to promote trade and financial liberalization, develop human capital and infrastructure, close gender gaps, increase labor force participation, and promote innovation. Such reforms—together with policies that ensure macroeconomic stability, including the adoption of inflation targeting where not already credibly in place—can form comprehensive packages of beneficial policies. Implementing these policy packages, with judicious sequencing, can help to spark sustained investment accelerations, which have a strong track record of delivering transformative growth (chapter 3). The presence of well-functioning institutions also raises the chances of igniting an investment acceleration and securing improved long-term growth performance.

(Source - <https://openknowledge.worldbank.org/server/api/core/bitstreams/6e892b75-2594-4901-a036-46d0dec1e753/content>)

## Indian Economy overview

India is one of the fastest growing economies of the world and is poised to continue on this path, with aspirations to reach high middle-income status by 2047, the centenary of Indian independence. It is also committed to ensuring that its continued growth path is equipped to deal with the challenges of climate change, and in line with its goal of achieving net-zero emissions by 2070.

The growth of the past two decades has also led to India making remarkable progress in reducing extreme poverty. Between 2011 and 2019, the country is estimated to have halved the share of the population living in extreme poverty - below \$2.15 per person per day (2017 PPP) (World Bank Poverty and Inequality Portal and Macro Poverty Outlook, Spring 2023). In recent years, however, the pace of poverty reduction has slowed especially during the COVID-19 pandemic, but has since moderated in 2021-22.

Certain challenges persist. Inequality in consumption continues, with a Gini index of around 35 over the past two decades. Child malnutrition has remained high, with 35.5 percent of children under the age of 5 years being stunted, with the figure rising to 67 percent for children in the 6-59 months age group. Headline employment indicators have improved since 2020 but concerns remain about the quality of jobs created and the real growth in wages, as well as around the low participation of women in the laborforce.

India's aspiration to achieve high income status by 2047 will need to be realized through a climate-resilient growth process that delivers broad-based gains to the bottom half of the population. Growth-oriented reforms will need to be accompanied by an expansion in good jobs that keeps pace with the number of labor market entrants. At the same time, gaps in economic participation will need to be addressed, including by bringing more women into the workforce.

The World Bank is partnering with the government in this effort by helping strengthen policies, institutions, and investments to create a better future for the country and its people through green, resilient, and inclusive development.

## Economic Outlook

After real GDP contracted in FY20/21 due to the COVID-19 pandemic, growth bounced back strongly in FY21/22, supported by accommodative monetary and fiscal policies and wide vaccine coverage. Consequently, in 2022, India emerged as one of the fastest growing economies in the world, despite significant challenges in the global environment – including renewed disruptions of supply lines following the rise in geopolitical tensions, the synchronized tightening of global monetary policies, and inflationary pressures.

In FY22/23, India's real GDP expanded at an estimated 6.9 percent. Growth was underpinned by robust domestic demand, strong investment activity bolstered by the government's push for investment in infrastructure, and buoyant private consumption, particularly among higher income earners. The composition of domestic demand also changed, with government consumption being lower due to fiscal consolidation.

Since Q3 FY22/23, however, there have been signs of moderation, although the overall growth momentum remains robust. The persisting headwinds – rising borrowing costs, tightening financial conditions and ongoing inflationary pressures – are expected to weigh on India's growth in FY23/24. Real GDP growth is likely to moderate to 6.3 percent in FY23/24 from the estimated 6.9 percent in FY22/23.

Both the general government fiscal deficit and public debt to GDP ratio increased sharply in FY20/21 and have been declining gradually since then, with the fiscal deficit falling from over 13 percent in FY20/21 to an estimated 9.4 percent in FY22/23. Public debt has fallen from over 87 percent of GDP to around 83 percent over the same period. The consolidation has largely been driven by an increase in

revenues and a gradual withdrawal of pandemic-related stimulus measures. At the same time, the government has remained committed to increasing capital spending, particularly on infrastructure, to boost growth and competitiveness.

(Source - <https://www.worldbank.org/en/country/india/overview>)

## Power Sector

### 1. THIRD-LARGEST PRODUCER AND CONSUMER GLOBALLY

- India is the third-largest producer and consumer of electricity worldwide, with an installed power capacity of 423.35 GW as of July 31, 2023.
- India was ranked fourth in wind power capacity and solar power capacity, and renewable energy fourth in installed capacity, as of 2021.

### 2. ELECTRIFICATION ACHIEVEMENTS

- India has been on a path to achieve 100% household electrification as envisaged under the Saubhagya scheme. As of March 2023, more than 2.86 crore households were electrified under the Saubhagya scheme.
- A total of 185.21 GW of capacity from non-fossil fuel sources has been installed in the country as of July 31, 2023.

### 3. ROBUST GROWTH IN RENEWABLES

- As of July 31, 2023, India's installed renewable energy capacity (including hydro) stood at 177.73 GW, representing 41.9% of the overall installed power capacity.
- As of July 31, 2023, Solar energy contributed 71.14 GW, followed by 43.94 GW from wind power, 10.24 GW from biomass, 4.98 GW from small hydropower, 0.57 from waste to energy, and 46.85 GW from hydropower.
- The non-hydro renewable energy capacity addition stood at 15.5 GW in FY22, up from 7.7 GW in FY21.

### 4. FAVOURABLE POLICY ENVIRONMENT

- 100%FDI is allowed under the automatic route in the power segment renewable energy.
- Under the Union Budget 2022-23, the government announced the issuance of sovereign green bonds, as well as conferring infrastructure status to energy storage systems, including grid-scale battery systems.

## Advantage India

### 1. Growing demand

- Expansion in industrial activity to boost demand for electricity.
- Growing population along with increasing electrification and per-capita usage to provide further impetus.
- Power consumption in India in FY23 logged a 9.5% growth to 1,503.65 billion units (BU), as compared to 1,374.02 BU in FY22.
- India's electricity generation from renewable and non-renewable sources for FY21, FY22, and FY23 was 1,373.08 BU, 1,484.36 BU, and 1,617.72 BU, respectively.
- India ranked sixth in the list of countries to make significant investments in clean energy by allotting US\$ 90 billion between 2010 and the second half of 2019.

### 2. Higher investment

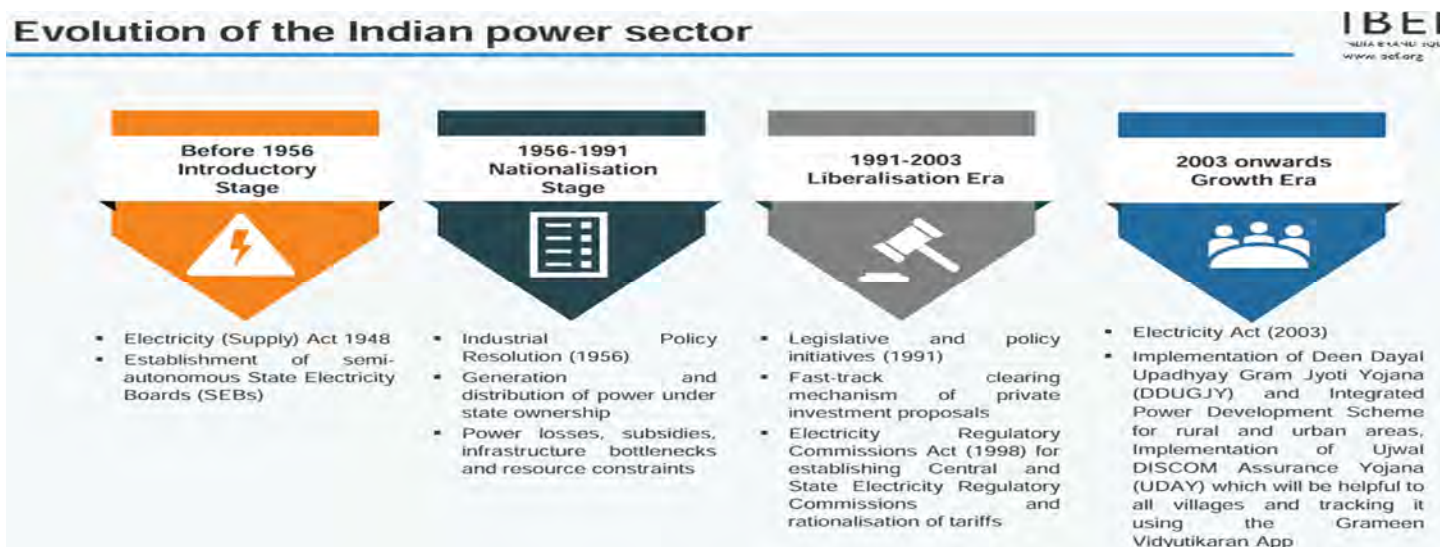
- India's power sector is expected to attract investment worth US\$ 128.24-135.37 billion (Rs. 9-9.5 trillion) between FY19-FY23.
- The power generation industry in India will require a total investment of Rs. 33 lakh crore (US\$ 400 billion) and 3.78 million power professionals by 2032 to meet the rising energy demands, as per the National Electricity Plan 2022-32.
- Total FDI inflows in the power sector reached US\$ 16.58 billion between April 2000-March 2023.
- India has the potential to attract an investment of over US\$ 20 billion in renewables in 2023.
- As per the National Infrastructure Pipeline 2019-2025, energy sector projects accounted for the highest share (24%) out of the total expected capital expenditure of US\$ 1.4 trillion (Rs. 111 lakh crore).

### 3. Policy support

- 100% FDI allowed in the power sector has boosted FDI inflow in this sector.
- Electrification in the country is increasing with support from schemes like Deen Dayal Upadhyay Gram Jyoti Yojana (DDUGJY), Ujwal DISCOM Assurance Yojana (UDAY), and Integrated Power Development Scheme (IPDS).

### Opportunities

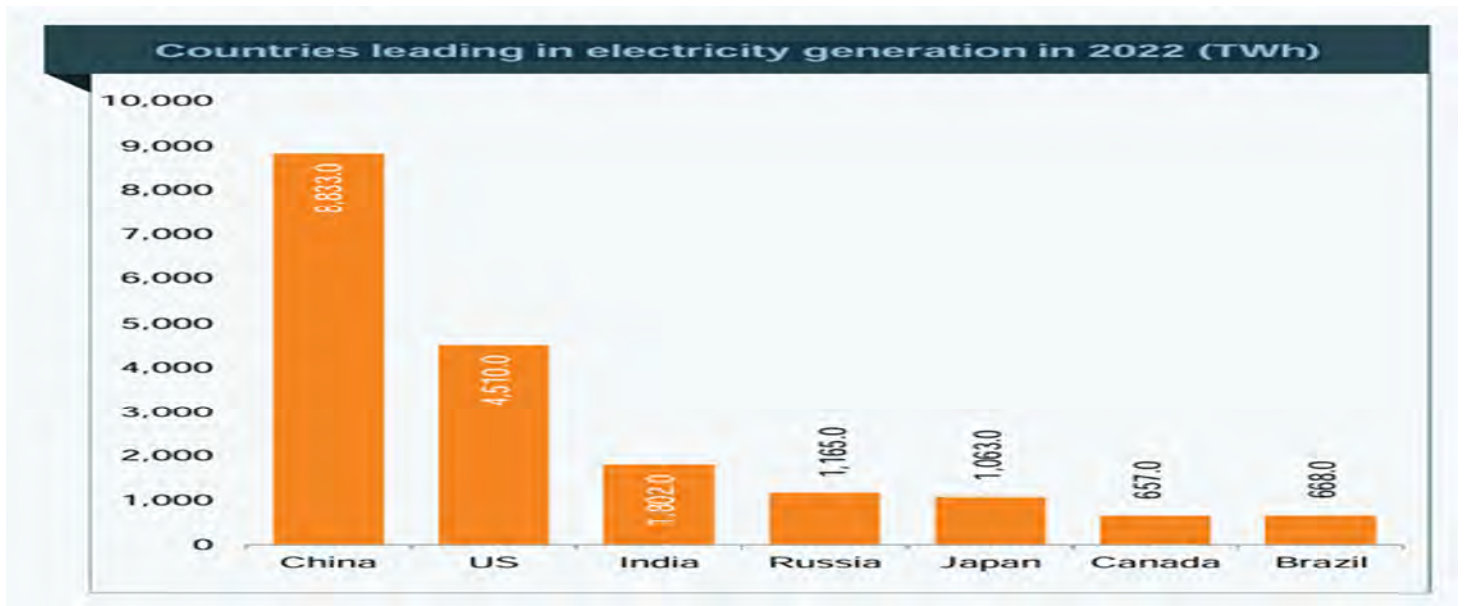
- In the Union Budget 2023-24, the government allocated US\$ 885 million (Rs. 7,327 crore) for the solar power sector including grid, off-grid, and PM-KUSUM projects.
- In order to meet India's 500 GW renewable energy target and tackle the annual issue of coal demand supply mismatch, the Ministry of Power has identified 81 thermal units which will replace coal with renewable energy generation by 2026.



### India among top four power generating nations

- With a generation capacity of 423.35 GW, India is the third-largest producer and consumer of electricity in the world. ▪ Although power generation has grown more than 100-fold since independence, growth in demand has been even higher due to accelerating economic activity.
- India's energy firms have made significant progress in the global energy sector. According to the S&P Global Platts Top 250 Global Energy Rankings 2022, Oil and Natural Gas Corp. Ltd. ranked 14th. ▪ In June 2021, the Export-Import Bank of India (Exim Bank) announced that it has extended a line of credit (LOC) worth US\$ 100 million to the Sri Lankan government for the purpose of funding projects in the solar energy sector and assuring that the country's 70% power requirements are met by renewable energy sources by 2030.





Power generation has grown rapidly over the years

- India's power generation witnessed its highest growth rate in over 30 years in FY23. Power generation in India increased by 8.87% to 1,624.15 billion kilowatt-hours (kWh) in FY23.
- In FY24 (until July 2023), the power generation in India was 585.47 BU.
- During FY10-FY23, electricity generation in India increased at a CAGR of 4.75%.
- In the Union Budget 2022-23, the government allocated US\$885 million (Rs.7,327 crore) for the solar power sector including grid, off grid, and PM-KUSUM projects
- For FY24, electricity generation target from conventional sources has been fixed at 1,750 BU, comprising of 1,324.11 BU of thermal energy, 156.70 BU of hydro energy, 46.19 BU of nuclear energy, 215 BU of RES (excluding hydro), and 8 BU to be imported from Bhutan.
- According to data from the Ministry of Power, India's power consumption stood at 130.57 BU in April, 2023.
- The Nathpa Jhakri Hydro Electricity Station of Satluj Jal Vidyut Nigam (SJVN) has set a new monthly power generation record, increasing from 1,213.10 million units to 1,216.56 million units on July 31, 2021.



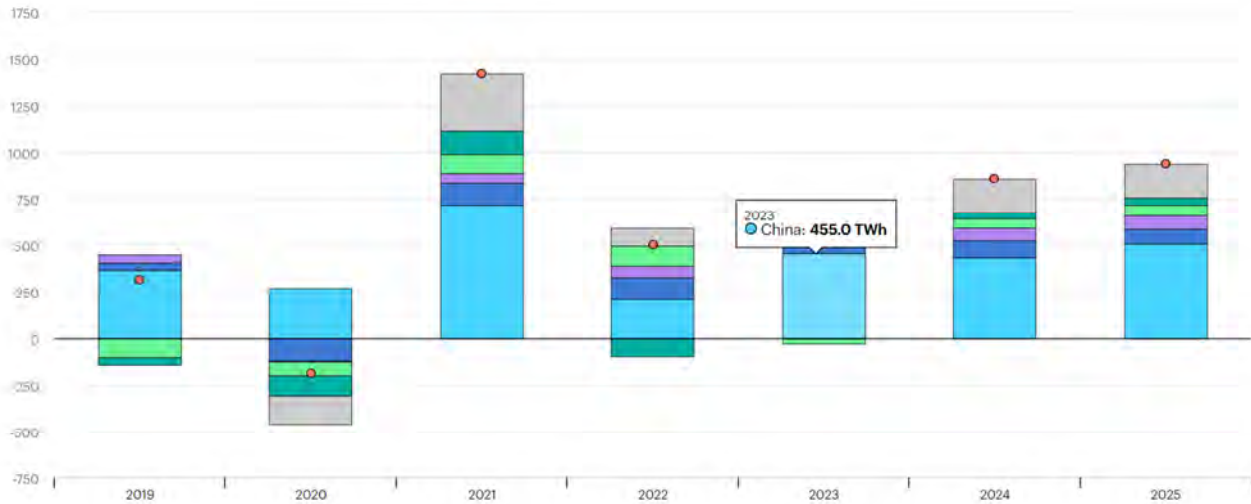


(Source - [https://www.ibef.org/download/1698297595\\_Power\\_August\\_2023.pdf](https://www.ibef.org/download/1698297595_Power_August_2023.pdf))

**Power Sector**

**World electricity demand remained resilient in 2022** amid the global energy crisis triggered by Russia’s invasion of Ukraine. Demand rose by almost 2% compared with the 2.4% average growth rate seen over the period 2015-2019. The electrification of the transport and heating sectors continued to accelerate globally, with record numbers of electric vehicles and heat pumps sold in 2022 contributing to growth. Nevertheless, economies around the world, in the midst of recovering from the impacts of Covid-19, were battered by record-high energy prices. Soaring prices for energy commodities, including natural gas and coal, sharply escalated power generation costs and contributed to a rapid rise in inflation. Economic slowdowns and high electricity prices stifled electricity demand growth in most regions around the world.

Electricity demand in India and the United States rose, while Covid restrictions affected China’s growth. China’s zero-Covid policy weighed heavily on its economic activity in 2022, and a degree of uncertainty remains over the pace of its electricity demand growth. We currently estimate it to be 2.6% in 2022, substantially below its pre-pandemic average of over 5% in the 2015-2019 period. Further data expected in due course will provide greater clarity on trends in China in 2022, which could also have implications for the global picture. Electricity demand in India rose by a strong 8.4% in 2022, due to a combination of its robust post-pandemic economic recovery and exceptionally high summer temperatures. The United States recorded a significant 2.6% y-o-y demand increase in 2022, driven by economic activity and higher residential use to meet both heating and cooling needs amid hotter summer weather and a colder-than-normal winter.



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China India Southeast Asia United States European Union Others Net change

(Source - <https://www.iea.org/reports/electricity-market-report-2023/executive-summary>)

## 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 “VTL”, “Company” or “we”, “us” or “our” means Vilas Transcore Limited.*

*All financial information included herein is based on our “Financial information of the Company” included on page 128 of this Prospectus.*

### **Business Overview**

Incorporated in the year 2006, we are engaged in the manufacturing and supply of components used in the power distribution and transmission sector, primarily to transformer and other power equipments manufacturer in India and abroad. We manufacture and supply a different range of electrical lamination cold rolled grain oriented (C.R.G.O.) lamination core, CRGO slit coils, CRGO stacked (assembled cores), CRGO wound core and CRGO Toroidal core which are mainly used in power transformer, distribution transformer & dry type transformers, high voltage / medium voltage & low voltage current transformers. We manufacture our products keeping in mind the industry standards and specifications given by the customer, with the use of latest technology to manufacture our products and offer our customers with the defined requirements based on the product dimensions and materials for application in the power & distribution equipment industry.

Prior to the incorporation of the company, our promoter Nilesh Jitubhai Patel was carrying on the business as a proprietorship concern under the name of “M/s Vilas Transcore” since the year 1996. Later, on April 23, 2007, the running business of the above proprietorship concern was taken-over by the company, along with the assets and liabilities of the proprietorship concern. Under the vision and guidance of our promoter, we have established ourselves by focusing on quality, timely delivery and undertaking customisation as per customer demands. Our growth has been driven by an increase in the business with our customers for our product, due to which from fiscal 2021 to fiscal 2023, our revenues from customers has grown at a compound annual growth rate (“CAGR”) of 45.96 % along with repeated orders from our top customers over the years.

We are majorly catering to the power distribution and power engineering industry. Our products, CRGO laminated Core, CRGO core and slit coils are one of the most important parts of different kinds of power transformer, distribution transformer & other current transformers. The core of a transformer is a very important part for the proper functioning of the transformer. The core of the transformer are made through laminated sheets which are used to minimize current losses and CRGO steel material is used to minimize hysteresis losses, it provides a low reluctance path for electromagnetic flux and supports the primary and secondary windings of transformer. The core is laminated to reduce these currents to a minimum as they interfere with the efficient transfer of energy from the primary coil to secondary coil. Considering the importance of core, many points are kept in mind while the designing and manufacturing of the laminations, like manufacturing, functional reliability, longer service life, economy etc. The use of proper material & optimization of the shape are also very important for the efficiency of the transformer.

Currently, we operate from our two manufacturing facilities located at Por near Vadodara, Gujarat. The manufacturing unit 1 is located at 283-285, GIDC, Por-Ramangamdi, N.H.No.8, Dist.: Baroda - 391 243 (Gujarat) India admeasuring an area of over 2200 sq. mtrs. The manufacturing Unit 2 located at Plot No 435 To 437, Nr Galaxy Hotel, N H No 8, Village Por, Vadodara, Gujarat, 391243 is also being used as the registered office for our Company is spread over an area of over 11000 sq. mtrs. Our plant configurations, allow us to produce the CRGO lamination and CRGO core based on the different requirements of our customers pertaining to the dimensions, size and material requirements. Both our manufacturing facilities are equipped with the latest machineries such as slitting machines for X’mer lamination, batch annealing furnaces, roller hearth annealing furnaces, EOT cranes (2MT to 10 MT), power presses, power shearing machines, power hole punching machines, automatic core winding machines, treadle shears, weighing machines, deburring and grinding machines and CNC cut to length lines with auto stacking system and a Laboratory for testing the material, electricity losses etc. We have a combined installed manufacturing capacity of 12000 MT including the CRGO laminations, coils, assemble and cores. Our manufacturing facility has been certified for conforming to the standards of quality management systems i.e., ISO 9001:2015 and has been approved for sourcing toroidal core for current transformers (CT) upto 400 KV class for Power Grid projects

We have over the years, established long standing relationships with several well-known Indian and global transformer manufacturers. Our customer base is well diversified over the transformer and power equipment manufacturers. While our top 5 customers contributed 10,350.7 Lacs, 17,323.4 Lacs, 18,370.6 Lacs and 15,786.25 Lacs, respectively, of our revenue from operations in Fiscal 2021, 2022 and

2023 and in the nine months ended December 31, 2023. Further, our single largest customer contributed 7,050.85 Lacs, 12,527.98 Lacs, 12,100.00 Lacs and 9885.39 Lacs, respectively, of our revenue from operations in Fiscal 2021, 2022 and 2023 and in the nine months ended December 31, 2023. Our major customers include companies like Voltamp Transformers Limited, Electrotherm India Limited, Atlas Transformers India Limited, Shilchar Technologies Limited etc. We strive to maintain the quality standards and requirements specified by our customers for the quality of our products.

The company also undertake job work activities which amounts to Rs. 271.22 Lakhs, Rs. 352.74 lakhs, Rs. 80.32 lakhs and Rs. 16.90 Lakhs which is approximately 1.23%, 1.25%, 0.34% and 0.13% of the Revenue from Operations for the period December 2023, March 2023, March 2022 and March 2021 respectively. The Job Work consists of cutting and slitting the materials received from customers according to their needs.

Our Company has been promoted by Mr Nilesh Jitubhai Patel, our Chairman and Managing Director, who have around three decades of experience in this business. Under his leadership and guidance, we have been able to expand our operations and have established our company among power equipment and transformer manufacturers in India and globally. We also have a qualified and experienced senior management team that has demonstrated its ability to anticipate and capitalize on changing market trends, manage and grow our operations and leverage and deepen customer relationships. Further, the management team is supported by a team of around 268 personnel. Our Company's maintain a prudent mix of the engineers with the required design and engineering capabilities for proper functioning of the organization.

### Key Performance Indicators of our Company

(₹ In Lakhs except percentages and ratios)

Key Financial Performance	As of and for the year/period ended			
	December 31, 2023*	FY 2022-23	FY 2021-22	FY 2020-21
Revenue from operations <sup>(1)</sup>	23,574.56	28,260.51	23,302.93	13,265.15
EBITDA <sup>(2)</sup>	2202.39	2851.31	2546.85	798.95
EBITDA Margin <sup>(3)</sup>	9.34%	10.09%	10.93%	6.02%
PAT <sup>(4)</sup>	1679.49	2022.43	1791.49	523.42
PAT Margin <sup>(5)</sup>	7.12%	7.16%	7.69%	3.95%
RoE(%) <sup>(6)</sup>	13.03%	18.33%	19.63%	12.61%
RoCE (%) <sup>(7)</sup>	16.10%	22.64%	24.74%	9.22%

\* Not Annualised

#### Notes:

<sup>(1)</sup> Revenue from operation means revenue from sales and other operating revenues

<sup>(2)</sup> EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

<sup>(3)</sup> 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations

<sup>(4)</sup> PAT is calculated as Profit before tax – Tax Expenses

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

<sup>(6)</sup> Return on Equity is ratio of Profit after Tax and Average Shareholder Equity (excluding revaluation reserves)

<sup>(7)</sup> Return on Capital Employed is calculated as EBIT divided by capital employed, which is which is defined as shareholders' equity (excluding revaluation reserves) plus total borrowings {current & non-current}

### Our Products:

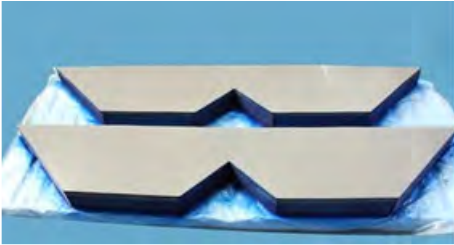
We manufacture and supply different components that are critical for the manufacturing of the transformers used for distribution and transmission of electricity in the power sector. These components become part of small transformer, distribution transformer or in large transformer & generator for the production of energy saving electrical equipment.

Details of the key product that we manufacture for our customers are as follows:

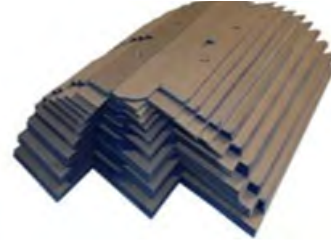
#### 1. CRGO Transformer Lamination

A CRGO lamination is a critical component of the power and distribution transformer. Grain oriented electrical steel CRGO, is a must for the production of energy saving electrical equipment. Grain oriented electrical steels are Eu iron-silicon alloys that provide low core loss and high permeability needed for more efficient and economical electrical transformers. Lamination are manufactured in various shapes & sizes depending on the customer requirements and international standards. CRGO coils are slitted and cut to size required with

accurate geometrical shapes through the cutting systems. We are capable of manufacturing distribution & power transformer laminations up to 920 mm width / 5000 mm Length with auto stacking facility from our machinery. The different laminations we manufacture are –



*CRGO Transformer Lamination*



*Step Lap CRGO Lamination*

## 2. CRGO stacked assembled core/Coil-Core Assembly

Based on the requirements of the customers, we manufacture complete CRGO assembled cores for distribution and power transformers for capacity of upto 10 MVA (10000 KVA) with minimum load losses which can be readily used for insertion of LV and HV coils. These assembled core are tested for CRGO core losses prior to the delivery of the same to the customers which helps the customers in attaining the exact requirements of the transformers. The CRGO assembled core is wrapped with cotton tape and cylinder made out of insulating press board/pressphan paper is wrapped on all the three limbs. Later, low voltage or high voltage coils are placed on the insulated core limbs. We supply different types of stacked assembled core/Coil-Core Assembly based on the requirements and specification provided by the customers.



*CRGO stacked assembled core*



*Coil-Core Assembly*

## 3. Wound core/ Toroidal core

Our company have been manufacturing single phase and three phase, wound cores for transformer manufacturers. High grade CRGO steel, having low core loss is used for making circular cores. Thereafter inner core mendrels are inserted and correct shape is achieved by hydraulic jacks. These formed wound cores are annealed in an inert environment which ensures that the original characteristic of the magnetic steel is retained. We are also manufacturing toroidal cores in CRGO materials for low, medium and high frequency, CTs, PTs and various types of transformers. We produce toroidal cores in many different dimensions made to order to customer specifications like minimum strip width: 5mm, minimum inside diameter: 20mm and maximum outside diameter: 1400mm. The toroidal cores are manufactured in material thickness 0.18mm, 0.23mm, 0.27mm, 0.30mm and 0.35mm which depends on the customer's specific requirements.



*Wound Core*



*Toroidal Core High Voltage CT*



*Toroidal Core High Voltage CT*



Toroidal Core High Voltage CT



Miniature Core



Rectangular Core

#### 4. Yuke shunt/tank shield

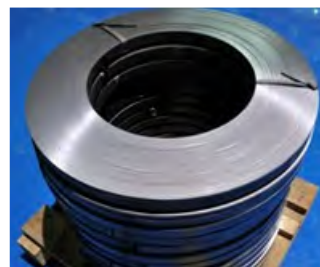
Tank Shield / Yoke Shunt are strips of CRGO coils, which are slitted and cut from the coils in different width and length based on the requirements of the customers, these are used mainly in large transformers to reduce losses in power transformers, reflects the leakage flux of transformer windings, controls structural stray losses, offers permeable path to leakage flux or acts as a shield.

#### 5. CRGO slit coils

We manufacture CRGO slit coils in different size from 5 mm to 1000 mm in various grade. These CRGO slit coils are produced to meet the customers specification from the required grade of materials. Carbide slitting lines are used in order to achieve a minimum formation of burr on the cutting edge of coils.



Yuke shunt/tank shield



CRGO slit coils

The following tables set forth a breakdown of the revenue from sale of different products –

(Amt in Rs. Lakhs)

Product details	For December 31, 2023	FY 2022-23	FY 2021-22	FY 2020-21
CRGO Electrical Lamination	20480.08	23345.35	18139.40	10054.16
Transformer Core	1414.29	1360.76	1073.66	965.09
Insulation Craft Paper	143.81	76.68	40.68	55.92
CRGO Electricals Steel in Coils	958.18	2710.43	3684.52	1899.26
Scrap and Others	578.20	767.29	364.66	138.16
Dry Transformers	0.00	0.00	0.00	152.56
<b>Total</b>	<b>23574.56</b>	<b>28260.51</b>	<b>23302.92</b>	<b>13265.15</b>

### OUR STRENGTH

#### 1. Established player in manufacturing of transformer component and power equipment sector

Our company have been engaged in the manufacturing of electrical lamination i.e., cold rolled grain oriented (C.R.G.O.) lamination, CRGO slit coils, CRGO stacked (assembled cores), CRGO wound core and CRGO toroidal core which are mainly used in power transformer, distribution transformer & dry type transformers, high voltage / medium voltage & low voltage current transformers. These precision components are manufactured using engineering processes and given the criticality of the use, require adherence to high levels of quality and exact customer's specifications. Our revenue from the sale of these components have grown 13,265.15 lacs to 28,260.51 lacs for a period from 2021 to 2023. During the same period. We believe that our market position is the result of our established presence



in the precision components manufacturing industry and our ability to manufacture and supply precision components according to our customers' specifications. We believe we are well positioned to leverage our strengths towards the expected growth in the transformer components industry due to increased demand for power.

## **2. Strong manufacturing capabilities**

As on the date of this Prospectus, we operate from our two manufacturing facilities located across the Ahmedabad Mumbai highway at Por near Vadodara spread over a combined area of over 13000 sq. mtrs. As on March 31, 2023, our aggregate installed capacity across these manufacturing facilities was 12000 metric tonne per annum. Our manufacturing capabilities allows us to service customer requirements from these locations, providing customers the benefit of regular supply and cost-competitive manufacturing operations. Over the years, we have built our manufacturing process capabilities, ranging from material testing, slitting, cutting, staking, winding, finishing etc. We believe with continued investments in our facilities and capabilities, we have been able to develop an efficient, technology-driven manufacturing process that has helped us to manufacture our products in accordance with the requirements and specifications of our customers in a cost-effective manner. Our presence in these locations allows us to service and grow in these markets more efficiently by becoming a trusted vendor for our customers. Proximity to our key customer groups provides us with an advantage in ensuring cost effectiveness, quicker delivery and faster turnaround times.

## **3. Longstanding relationships with customers**

We have over the year established long-standing relationships with several Indian and global transformer manufacturers. Between fiscals 2021 and 2023, our revenue from operations have increase from Rs. 13265.15 lakhs to Rs. 28260.51 lakhs and during the same period we have increased the number of customers with whom we have over Rs. 100 Lakhs annual sales from 3 to 6. Our customers typically have stringent selection, inspection and review procedures for procurement of components from manufacturers. The selection of vendors involve review of the manufacturer's expertise, available manufacturing facilities, processes, financial capabilities etc. We believe that our consistent delivery of quality and cost competitive products over the past years and our ability to continuously engineer our products to meet our customers' designs and specifications have helped us in receiving repeated orders. We also undertake product development initiatives for our customers based on their specifications which we believe enables us to deepen our customer relationships through cost optimization and reduction of development and testing time. Further, due to our quality commitment our manufacturing facility has been certified for conforming to the standards of quality management systems i.e., ISO 9001:2015 and has been approved for sourcing toroidal core for current transformers (CT) upto 400 KV class for Power Grid Projects.

## **4. Skilled and experienced promoter and management team**

Our Promoter has around three decades of experience in the business of manufacturing and supply of CRGO core and CRGO assembly. We benefit from the vision and strategic guidance of our Promoter. Our Promoter, Chairman and Managing Director, Nilesh Jitubhai Patel founded the Company in 2006. Prior to the incorporation of the company our promoter Nilesh Jitubhai Patel was carrying on the business as a proprietorship concern under the name of "M/s Vilas Enterprises" since the year 1996. Later, on April 23, 2007, the running business of the above proprietorship concern was taken-over by our company, along with the assets and liabilities of the proprietorship concern. Our promoter along with the management team oversees our overall business strategy, customer relationships, finance, human resource development, administration and manufacturing activities, apart from overseeing general performance of the Company. Under the guidance of our promoter our company has achieved new milestones and established its name among our customers engaged in the business of transformer manufacturing and power equipments manufacturing. The main reason for our success has been our management approach towards supplying reliable products & services, responsible approach to business & collaboration with our suppliers & customers. The Company's workforce along with the management team are dedicated & committed towards quality work. Our company believes in quality production and values client satisfaction as one of the most important aspects in customer vendor long term relationships.

## **5. Strong financial position with robust financial performance**

Our revenues from operations were ₹ 13265.15 lacs, ₹ 23302.93 lacs, ₹ 28260.51 lacs and ₹ 23574.56 lacs in Fiscal 2021, 2022 and 2023 and in the period December 31, 2023, respectively. Our EBITDA was ₹ 798.95 lacs, ₹ 2546.85 lacs, ₹ 2851.31 lacs and ₹ 2202.39 lacs in Fiscal 2021, 2022 and 2023 and in the period December 31, 2023, respectively while our EBITDA margin was 6.02%, 10.93%, 10.09% and 9.34%, respectively, for such periods. Our restated profit for the year / period was ₹ 523.42 lacs, ₹ 1791.49 lacs, ₹ 2022.43 lacs and ₹ 1679.49 lacs in Fiscal 2021, 2022 and 2023 and in the period December 31, 2023, respectively while our restated profit for the year / period margin was 3.95%, 7.69%, 7.16% and 7.12% respectively, for such periods. As of Fiscal 2021, 2022 and 2023 and in the period December 31, 2023, our RoCE was 9.22%, 24.74%, 22.64% and 16.10% (non-annualized), respectively. We have a strong balance sheet position with net worth of ₹ 13725.33 lacs as of December 31, 2023 and have been able to maintain a low debt position. As of Fiscal 2021, 2022 and 2023 and in the period December 31, 2023, our debt equity ratio was 0.08, 0.03, 0.04 and 0.03 respectively.

We have prudently utilized our resources, which has enabled us to fund our capital expenditure through internal accruals and have been able to reduce our total debt. We believe that our operating leverage, which impacts our EBITDA margins and cash flow generation, is driven by our efficient business model which promotes continuity in cash flows. Our net cash flow from / used in operating activities was ₹ 1975.75 lacs, ₹ 1290.56 lacs, ₹ 1319.14 and ₹ 3838.90 lacs, in Fiscal 2021, 2022 and 2023 and in the period December 31, 2023, respectively. We expect that our strong operational and financial performance will allow us to capitalize on the strong tailwinds in the engineering solutions industry.

## **OUR STRATEGIES**

Our business strategies include the following:

### ***1. Continue to focus on high growth business verticals and sectors in India and overseas***

During the last 3 fiscal year, we generate over 60% of our revenue from operation from repeated customer. Also, during the same period our revenue from operation have grown from Rs. 13265.15 lakhs to Rs. 28260.51 lakhs during the fiscal 2021 to fiscal 2023. Further, many transformer manufacturers focus on their final assembly of transformers and looking to suppliers for other components like laminations and cores. Accordingly, we intend to take advantage of this outsourcing trend that has led to an increase in dependency on suppliers that are capable of managing complex component production while maintaining high quality standards. We intend to focus in particular on increasing revenue from the sale of CRGO laminations and CRGO cores. Our manufacturing is capable of supplying the assembled core as per the description and the specification provided by the customers. Many of our customer demand for the assembled core along with winding and insulation placed, so that the product can be tested for energy loss and exact loss can be ascertained. In addition, we intend to focus on geographical expansion of our product with certain of our customers with whom we have long standing relationships.

### ***2. Continually seeking new customers to expand our customer base.***

Over the years, we have developed a long standing relationship with our customers by supplying quality products as per the requirements and specifications of the customers. During the Fiscal 2021, 2022 and 2023 and in the period December 31, 2023, the revenue from operation contributed by our top 5 customers was 10350.7 lacs, 17323.41 lacs, 18370.6 lacs and 15,786.25 lacs, respectively, However, the contribution of top 10 customers was 11,182.55 lacs, 19,742.69, 22,221.08 lacs and 18,656.43 lacs, respectively, of our revenue from operations in such periods. Our single largest customer contributed 7,050.85 lacs, 12527.98 lacs, 12100.00 lacs and 9885.39 lacs, respectively, of our revenue from operations in Fiscal 2021, 2022 and 2023 and in the period December 31, 2023. Although we have long customer base which includes companies like Voltamp Transformers Limited, Electrotherm India Limited, Atlas Transformers India Limited, Shilchar Technologies Limited etc. We strive to maintain good relations with the existing customers and expand our market share by attracting new customers by maintaining the quality standards and requirements specified by our customers for products. We will also strive to add new customers to grow and diversify our customer base into new verticals and geographical locations.

### ***3. Enhance engineering, innovation and design competence***

We endeavour to focus on process and product innovation and value engineering solutions in order to meet the requirements of a wider range of customer specifications, so as to strengthen and diversify our customer and product portfolio. Towards this objective, we seek to continue to improve our in-house value engineering, testing and designing capabilities through human resource and technical development, as well as continuing to work closely with our key customers to upgrade and customize our products while maintaining and improving our market share in the transformer component markets. Our customers' demand for higher performance and top quality products is growing. In response to this, we have to place a strong emphasis on continually improving our design and engineering capabilities so that we can focus on providing high value-added and technology-driven components which will present us with opportunities to capture shifts in customer preferences as well as evolving regulatory requirements. Further, this will increase opportunities for us to become a preferred supplier to our customers, thus giving us the opportunity to consolidate our position with our customers.

### ***4. Focus on operational efficiencies to improve returns***

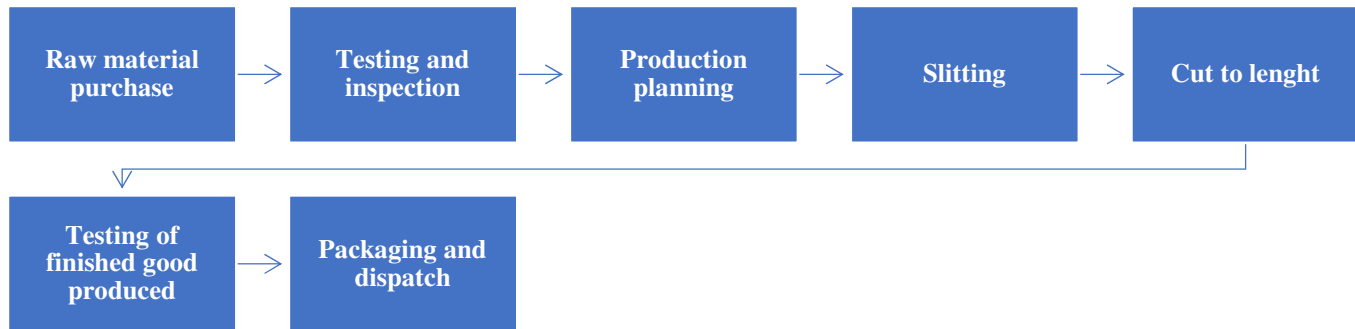
We have been able to deliver RoE of 12.61% in fiscal 2021, 19.63% in fiscal 2022, 18.33% in fiscal 2023 and 13.03% for the period December 31, 2023. This has occurred against the backdrop of our continued focus on improving operational efficiency, including by the following key initiatives:

- We carry most of our manufacturing processes in-house. This allows us to respond quickly and efficiently to any customer requirements or change in product specifications without the need to depend on any external vendors. This helps us in closely monitoring product quality, production costs and delivery schedules.
- We have adopted a number of initiatives to increase our operational efficiency such as inventory management, streamline people and material movement, streamlining manufacturing processes, and energy costs reduction through efficient power sourcing and reduction in consumption. This has helped improve productivity and reduced manpower, besides lower energy consumption and investments.
- We have implemented preventive maintenance initiatives across our manufacturing locations to reduce losses and rejections through preventive maintenance measures.

We intend to take a variety of other steps to continue to improve our operational efficiencies.

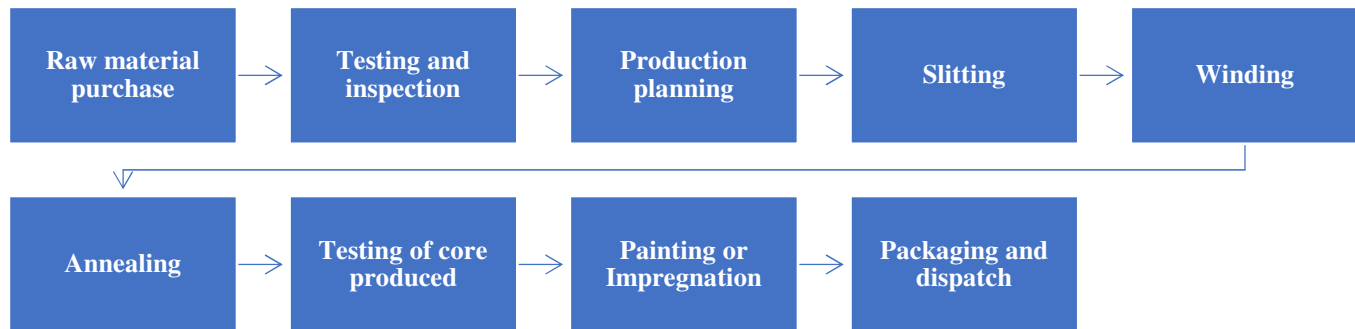
## MANUFACTURING PROCESS

### CRGO Lamination



The manufacturing process for CRGO lamination involves receipt of raw material and components i.e., CRGO electrical steel coils. The coils are majorly imported from countries like Poland etc. Once the material is received different tests are conducted to check the properties of the coils procured like physical inspection, magnetic material testing at our testing lab to ensure the receipt of material as per specification. Production plans are prepared based on the requirements of the customers like the specific length, width, thickness and magnetic properties of the material required. CRGO electrical steel comes in the form of wide coils having widths of 750 mm to 1200 mm. These coils are to be slit in various widths in steps ranging from 10 mm to 100 mm which is done with the help of different slitting machines. Once the slitting is completed the coils are then cut into the length and specific shapes as per the requirements of the customers along with shearing, holing and notching. This process is undertaken by our CNC machine which automatically cut to length the slitted coils and stake them in proper order. The lamination obtained are tested with help of soken core loss tester & epstein tester. Post the testing of the lamination packing of lamination on wooden pallets is done and they are covered with HDPP woven fabric/corrugated sheets and secured with steel strap.

### Wound core / Toroidal Core



The manufacturing process for wound core / toroidal core involves receipt of raw material which are then tested for physical properties and magnetic specification. A detailed slitting plan is prepared for optimum utilization of the coil. The mother coils are then slitted on



the slitting machines as per sizes and specifications of the customers. Post slitting winding of toroidal cores is done on the automatic core winding machine. During the winding process of CRGO, severe stresses are induced in the gains of the raw material. These stresses are relieved in specially designed annealing furnace equipped with automatic temperature controller, circulating fan and inner atmosphere. The annealing cycle (at 780-820°C) is properly controlled to get uniform and best annealing results. Since the CRGO electrical properties of cores are very critical, every core is tested on a specially designed test bench. The ampere turns/cm (magnetization current) are measured on every core to ensure that they are within the specified limits. After, testing the cores are painted with paint / impregnation (if required) / Varnished to prevent the CRGO toroidal cores from corrosion & to identify grade, as we do select paint grade wise. After all these processes the cores are packed in wooden or corrugated boxes with cushioning material to prevent stresses on the cores during transportation.

## PLANT & MACHINERY

**The major plant & machinery owned and installed at our manufacturing activities includes:**

Slitting machines for X'mer lamination for slitting up to 5 mm to 1200 mm, Automatic cut to length and automatic stacking facility with width specifications up to 920 mm, 600 mm, 440 mm & 250 mm, EOT Cranes & JIB Cranes, annealing furnaces, roller hearth annealing furnace, Power press for V knotch and hole punching, Automatic & Semi-Automatic Machines for toroidal core winding, Tunnel type & Batch type furnaces for process of annealing of cores and CT PT testing panels



*Slitting Machine*



*CNC Machine with cut to length and automatic stacking facility*



*Automatic winding machine*



*Wound Core machine*

## Quality Assurance and Quality Control

In the precision components manufacturing industry, adherence to quality standards is a critical factor as any defect in any of the products manufactured by us, or failure to comply with the design specifications of our customers, may lead to cancellation of purchase orders placed by our customers and loss of reputation. In order to maintain the quality standards and comply with the design specifications our customers, we follow a stringent quality control mechanism starting from the material receipt till the packaging of the finished goods. The material received are tested for Watt loss test, AC magnetization, IR test etc. At each stage of the manufacturing process, the

components are examined by our operators to ensure there is no defect from the previous stage operation till the products is packed and dispatched.

Our manufacturing facility has been certified for conforming to the standards of quality management systems i.e., ISO 9001:2015 and has been approved for sourcing toroidal core for current transformers (CT) upto 400 KV class for Power Grid Projects

### Installed Capacity and Its Utilization

(In MTs)

Product Category	Period	Installed Capacity	Actual Production	%
CRGO Lamination, CRGO and CRNGO Coils, CRGO Cores	December 2023	9,000	8,237.34	91.53%
	2022-23	12,000	8,991.61	74.93%
	2021-22	12,000	10,078.47	83.99%
	2020-21	12,000	9,401.32	78.34%

### COLLABORATIONS/TIE UPS/ JOINT VENTURES: -

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

### EXPORT OBLIGATION:

Our Company does not have any export obligation, as on date of this Prospectus.

### INFRASTRUCTURE & UTILITIES:

**Raw Material:** The main raw material required in our manufacturing process is CRGO steel coils (electrical steel). We procure raw materials from our suppliers based on purchase orders and we do not have any purchase agreements or firm commitments executed with them. We primarily purchase raw materials based on the customer requirements and in line with the terms and prices that are agreed with our suppliers. Further, major part of the raw material is purchased from overseas vendors. During the fiscal year 2023 our purchase of raw materials was 60.67% from indigenous sources and 39.33% was through imports. However, we have over the years, developed long standing relationships with multiple suppliers to ensure timely availability of raw materials of the desired quality and quantity. We have a diversified supplier base to reduce supplier concentration risk.

**Power:** The requirement of power for our operations at both our manufacturing facilities are met through Madhya Gujarat Vij Company Limited. Apart from the energy procured from the state electricity board, we have installed a solar panel with an electricity generation capacity of 100KW at our manufacturing unit II Plot No 435 To 437, Nr Galaxy Hotel, N H No 8, Village Por, Vadodara, Gujarat, 391243 and diesel generators at our manufacturing facilities as a power backup..

**Water:** Water requirement for our factories in very minimal and is met through local sources.

**Manpower:** We believe that our employees are key contributors to our business success and thus we focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for its kind of business. As on December 31, 2023, our Company has employed approximately 268 employees at various levels of the Organization. We also employ manpower on contractual basis as per our manufacturing requirements.

Please find below the department-wise break-up of the employees of the company –

Department	Employees as on December 31, 2023
Production & Manufacturing	241
Accounts & Finance	2
Human Resource	3
Sales & Marketing	10
Legal	4
Admin	5
Procurement	3
<b>Total</b>	<b>268</b>

## **SALES & MARKETING**

We have a sales and marketing team focusing on customer development and maintaining customer relationship. This team is also responsible for the marketing of our products, negotiating prices, procuring orders and ensuring timely dispatch and deliveries. Our sales team has over the years, built long-term relationships with a number of our customers.

We supply products to our customers on the basis of purchase orders, depending on the customer's preference and established practice. Many of our customers have their own vendor approval process, given the time and effort involved in the approval process, these customers typically do not switch vendors unless there are specific quality and cost issues. Therefore, we believe that our quality standards with reasonable priced products, together with our customized packing, timely delivery and other solutions are a key component of our sales and marketing initiatives and also effectively function as an entry barrier for other suppliers. As we expand into newer geographies, we would continuously evaluate the requirement of additional facilities and deployment of team or marketing representatives to increase our presence, so as to strengthen our customer relationships.

The geographical wise revenue breakup of the Company for the past three preceding financial years and stub period –

(Amt in Rs. Lakhs)

Particular	December 31, 2023		March 31, 2023		March 31, 2022		March 31, 2021	
	Amt.	%	Amt.	%	Amt.	%	Amt.	%
Domestic	23297.74	98.83	28220.36	99.86	23232.63	99.70	13063.53	98.48
Export	276.82	1.17	40.15	0.14	70.29	0.30	201.61	1.52
<b>Total</b>	<b>23574.56</b>		<b>28260.51</b>		<b>23302.92</b>		<b>13265.14</b>	

We have a sales and marketing team focusing on customer development and maintaining customer relationship. This team is also responsible for the marketing of our products, negotiating prices, procuring orders and ensuring timely dispatch and deliveries. Our sales team has over the years, built long-term relationships with a number of our customers. The sales team undertake the below mentioned activities –

- Market Research which includes understanding target market and customer personals. Analyze market trends, competition, and potential demand for our product or service.
- Set Clear Objectives and time-bound goals for our sales and marketing efforts and communicate the unique value your product or service offers to customers.
- Create a Marketing Plan which includes developing a comprehensive marketing strategy that includes online and offline channels and also utilize digital marketing, email marketing and other channels.
- Establish rate contracts on periodic basis with our major customers. This provides stability and predictability in pricing over a defined period for both of us and can save time in negotiating each order. With this facility, customer can place orders straight away and therefore can get delivery faster.
- Inquiries from other customers: We receive inquiries from different customers, we provide them with price offers that are valid for one month. During the month, these customers can place orders with us.
- Case-to-Case Orders: Beyond the structured rate contracts and monthly inquiries, we also engage with customers on a case-to-case basis. This involves proactive communication via email, phone calls, and even personal visits to understand their requirements and provide tailored offers accordingly. After sending our offers, we negotiate orders on case to case basis and finalizing orders depending on various aspects.

## **COMPETITION**

The precision components manufacturing industry is extremely competitive, but, we believe that our experience in different aspects of design, research, engineering and development, our ability to meet our customers' varying requirements, and the strong relationships that we have built with our customers over the years differentiate us from our competitors. Although, there are no specific legal or regulatory entry barriers in the industry, but we believe that precision components manufacturing being a capital-intensive business and involving complex technology, machinery and systems acts as barriers for new firms to entry into the market.



As the parameters of competition in this business are less firmly established than in certain other types of businesses and there are no standard methodologies to assess this industry thus, we believe that it is difficult to predict how the competitive landscape of our business will develop over the long term. General competitive factors in the market, which may affect the level of competition over the short and medium term, include vulnerability to overall macroeconomic factors, product quality and adherence to standards, design, price, delivery, general customer experience and relationships between producers and their customers.

## **INSURANCE**

Our operations are subject to accidents which are inherent to any manufacturing process such as risks of machinery/equipment failure, worker 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 insured all our factories including registered office with Business Guard - Bharat Laghu Udyam Suraksha Insurance Policy against fire and burglary in relation to building, plant & machinery breakdown and stocks and other consumables and spares. Also, we have obtained vehicle insurance policies for the vehicles used in business and Employees compensation Insurance policy for factory unit I. However, we are not insured against risk related to product's liability or third-party claims, cash in transit, Employees Compensation for factory unit II, domestic and export shipments covering comprehensive risks. For further details, please refer Risk factors beginning on page 26 of this Prospectus.

## INTELLECTUAL PROPERTIES

Below are the details of the trademark application made by our company with the Registrar. For details of our intellectual property rights, see **“Government and Other Statutory Approvals”** on page 189 of this Prospectus.

Sr. No.	Word/Label mark	Application no.	Class	Application date	Status
1	VILAS TRANSCORE LIMITED  Vilas Transcore Limited The Core People	6222470	9	16/12/2023	Objected
2	VILAS TRANSCORE LIMITED  Vilas Transcore Limited The Core People	6222471	35	16/12/2023	Objected

## IMMOVABLE PROPERTIES

Details of our immovable properties are as below: -

Sr. No	Details of the Property	Actual Use	Owned/ Leased	Details of Lessor/Licensor
1.	Plot No. P 435 to 437, P 440, 453, 457, Nr. Galaxy hotel, Beside Shriram Motors, N.H.No.08, Village-Por, Ta, Dist.-Vadodara, Gujarat.	Registered Office & Factory Unit II	Owned	Sale deed executed between the company and our promoter Nilesh Jitubhai Patel dated May 30, 2007. In consideration of the sum of Rs. 325 lakhs.
2.	Plot No. 283 to 285, GIDC, Ramangamdi Industrial Area, Por, Ta, District Vadodara, Gujarat.	Factory Unit I	Owned	Acquired pursuant to the business takeover agreement dated April 23, 2007 entered between the company and our promoter Nilesh Jitubhai Patel.
3.	Survey no. 419 & 420, Khata no. 466 taluka Karjan, Vadodara, Gujarat	Proposed Expansion	Leased	Pursuant to the unregistered lease agreement dated May 13, 2024 executed between our company and Tashu Impex LLP for a lease rent of Rs. 3 lakhs per month valid for a period of 3 years w.e.f. from June 01, 2024 with a right to purchase the said land.

## KEY INDUSTRY REGULATIONS AND POLICIES

*The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations and policies set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For details of such approvals, please see the section titled “Government and other Approvals” on page 189 of this Prospectus -*

**This chapter has been classified as under:**

- A. Corporate and Commercial laws**
- B. Labour and Employment Laws**
- C. Tax Laws**
- D. Foreign Regulations**
- E. Intellectual Property Laws**

### **A. CORPORATE AND COMMERCIAL LAWS**

#### **Companies Act, 2013**

Companies Act primarily regulates the formation, financing, functioning and restructuring of separate legal entity as companies. The Act provides regulatory and compliance mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. The provisions of the Act state the eligibility, procedure and execution for various functions of the company, the relation and action of the management and that of the shareholders. The law lays down transparency, corporate governance and protection of shareholders & creditors. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

#### **Competition Act, 2002**

The Competition Act, 2002 came into effect on June 1, 2011 and has been enacted to “prohibit 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 Act prohibits Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India. 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.

#### **Indian Contract Act, 1872**

Indian Contract Act codifies the way we enter into a contract, execute a contract, implementation of provisions of a contract and effects of breach of a contract. The Act consists of limiting factors subject to which contract may be entered into, executed and breach enforced as amended from time to time. It determines the circumstances in which promise made by the parties to a contract shall be legally binding on them.

#### **Negotiable Instruments Act, 1881**

In India, any negotiable instruments such as cheques are governed by this Act, Section 138 of the Act, makes dishonor of cheques a criminal offence if the cheque is dis honored on the ground of insufficiency of funds in the account maintained by a person who draws the cheque which is punishable with imprisonment as well as fine.

#### **The Registration Act, 1908 (“Registration Act”)**

The Registration Act was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

### **Indian Stamp Act, 1899 (the “Stamp Act”)**

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 Arbitration and Conciliation Act, 1996**

This act was enacted by Parliament in the Forty-seventh Year of the Republic of India 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.

### **The Insolvency and Bankruptcy Code, 2016**

The Insolvency and Bankruptcy Code, 2016 (the “code”) cover Insolvency of individuals, unlimited liability partnerships, Limited Liability partnerships (LLPs) and companies. The Insolvency Regulator (The Insolvency and Bankruptcy Board of India) has been established to exercise regulatory oversight over (a) Insolvency Professionals, (b) Insolvency Professional Agencies and (c) Information Utilities.

### **The Consumer Protection Act, 2019**

The Consumer Protection Act provides better protection to the interests of consumers. This is enabled with the establishment of consumer councils and other authorities for the settlement of consumers’ disputes and matters connected therewith. The Consumer Protection Act protects the consumers against any unfair/restrictive trade practice that has been adopted by any trader or service provider or if the goods purchased by him suffer from any defect or deficiency. In case of consumer disputes, the same can be referred to the redressal forums set up under the Act.

## **B. LABOUR AND EMPLOYMENT LAWS**

### **Industrial (Development and Regulation) Act, 1951**

This Act has been liberalized under the New Industrial Policy dated July 24<sup>th</sup>, 1991, and all industrial undertakings have been made 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 defense 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.

### **Factories Act, 1948 (“Factories Act”)**

The Factories Act, 1948 defines a “factory” to cover any premises which employs 10 or more workers and in which manufacturing process is carried on with the aid of power and any premises where there are at least 20 workers, where a manufacturing process is being carried on without the aid of power. State Governments have the authority to formulate rules in respect of matters such as prior submission of plans and their approval for the establishment of factories and registration and licensing of factories. The Factories Act provides that the person who has ultimate control over the affairs of the factory and in the case of a company, any one of the directors, must ensure the health, safety and welfare of all workers. It provides such safeguards of workers in the factories as well as offers protection to the exploited workers and improve their working conditions. The penalties for contravention of the Factories Act include fine and imprisonment for the ‘occupier’ or ‘manager’ as defined under the Factories Act, and enhanced penalties for repeat offences and contravention of certain provisions relating to use of the hazardous materials.

### **Gujarat Factories Rules, 1963.**

The Factories Act is a social legislation that has been enacted for occupational safety, health, and welfare of workers at work place. The State of Gujarat has formulated its rules as envisaged under the Act and they are known as The Gujarat Factories Rules, 1963. The Gujarat Labour and Employment Department issued the Gujarat Factories (Amendment) Rules, 2021 to further amend the Gujarat Factories Rules, 1963.

#### **The Micro, Small and Medium Enterprises Development Act, 2006**

The Act provides for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. The Central Government is empowered to classify by notification, any class of enterprises including inter-alia, a company, a partnership, firm or undertaking by whatever name called, engaged in the manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 as: (i) a micro enterprise, (ii) a small enterprise, or (iii) a medium enterprise, as per criteria mentioned in the said Act. The MSMED Act inter-alia stipulates that any person who intends to establish, a micro or small enterprise or a medium enterprise engaged in rendering of services, may at his discretion and a medium enterprise engaged in the manufacture or production of goods as specified hereinabove, file a memorandum of micro, small or medium enterprise, as the case may be, with the prescribed authority.

#### **The Gujarat Fire Prevention and Life Safety Measures Act, 2013 (Gujarat Act No. 11 of 2013)**

An Act to make effective provisions for the fire prevention, safety and protection of life and property, in various types of buildings and temporary structures or shamiyana or tents or mandap likely to cause a risk of fire in different areas in the State of Gujarat and for matters connected therewith or incidental thereto. Whereas it is expedient to make effective provisions for the fire prevention, safety and protection of life and property in various types of buildings and temporary structures or shamiyana or tents or mandap likely to cause a risk of fire, in different areas in the State of Gujarat, fire service fee, constitution of a special fund and for the purposes connected therewith or incidental thereto;

#### **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.

#### **The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“SHWW Act”)**

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 provides for the protection of women at work place and prevention of sexual harassment at work place. The Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behaviour namely, physical contact and advances or a demand or request for sexual favours or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to Rs. 50,000/- (Rupees Fifty Thousand Only).

#### **The Gujarat Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2019**

The Gujarat Shops & Establishments (Regulation of Employment and Conditions of Service) Act, 2019 (“2019 Act”) was published in the gazette of the State of Gujarat on Mar 7, 2019 and has been in force from May 1, 2019.

The shops and establishments already validly registered under the erstwhile 1948 Act are not required to register themselves afresh under the new Act until the expiry of the previous registration. Traders and businessmen having up to 9 workers are exempt from registration. Such employers are required to submit an online application along with self-certified documents within 60 days of commencement of business. As regards shops and establishments having 10 or more workers, an application for registration, self-declaration and self-certified documents must be submitted to the concerned Inspector along with prescribed fees within 60 days of commencement of business. Once registered under the 2019 Act, the shops/establishments shall remain validly registered until there is change in ownership or nature of business. This means the registration obtained shall not be required to be renewed.

**The Employees Provident Fund and Miscellaneous Provisions Act, 1952 (“EPF Act”) and the schemes formulated there under (“schemes”)**

The Employees Provident Funds and Miscellaneous Provisions Act, 1952 ("EPF Act") was introduced with the object to institute compulsory provident fund for the benefit of employees in factories and other establishments. The EPF Act provides for the institution of provident funds and pension funds for employees in establishments where more than 20 (twenty) persons are employed and factories specified in Schedule I of the EPF Act. Under the EPF Act, the Central Government has framed the "Employees Provident Fund Scheme", "Employees Deposit-linked Insurance Scheme" and the "Employees Family Pension Scheme". Liability is imposed on the employer and the employee to contribute to the funds mentioned above, in the manner specified in the statute. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

**The Employees State Insurance Act, 1948**

All the establishments to which the Employees State Insurance (ESI) Act applies are required to be registered under the Act with the Employees State Insurance Corporation. The Act applies to those establishments where 20 or more persons are employed. The Act requires all the employees of the factories and establishments to which the Act applies to be insured in the manner provided under the Act. Further, 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 ESI department. The Employees' State Insurance Rules, 1950 ensure implementation of the provisions of the Employees' State Insurance Act, 1948.

**The other labour laws applicable to the Company are:**

- Minimum Wages Act, 1948
- Payment Of Wages Act, 1936
- Employees' Compensation Act, 1923
- Payment Of Gratuity Act, 1972
- Payment Of Bonus Act, 1965
- Industrial Disputes Act, 1947
- The Maternity Benefit Act, 1961
- The Equal Remuneration Act, 1976 And Equal Remuneration Rules, 1976
- The Child and Adolescent Labour (Prohibition And Regulation) Act, 1986
- Apprentices Act, 1961

**The Government of India has consolidated 29 central Labour laws into four Codes namely Code of Wages 2019, The Code on Social Security, 2020, The Industrial Relations Code, 2020 and Occupational Safety, Health and Working Conditions Code, 2020. All these codes have received the assent of President of India but none of them has been made effective till date. Brief descriptions of each of the codes are given below:**

**Code of Wages, 2019**

The Code aims to consolidate the laws relating to wages and bonus and matters connected therewith or incidental thereto. It received the assent of President of India on August 08, 2019. The Code contains procedure for fixing minimum wage, limit for fines and deductions in wages, minimum and maximum bonus, calculation of allocable and available surplus, as well as gender neutral consideration in fixing wages. The Code has given the power to Central Government to fix a “floor wage” and the State governments cannot fix any minimum wage less than the “floor wage”. It amalgamates and subsumes four imperative labour laws - the Payment of Wages Act, 1936; the Minimum Wages Act, 1948; the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. The date of implementation of the Code is yet to be notified.

**The Code on Social Security, 2020**

This Code received the assent of President of India on September 28, 2020 though the implementation of the same is yet to be notified. The Code aims to provide better social security benefits such as provident fund, insurance and gratuity to workers. It extends the reach of the Employees' State Insurance Corporation and the Employees' Provident Fund Organization (which regulate benefits such as provident fund, insurance, pension, etc.) to the workers in the unorganized sector and the platform and gig workers. The Code further stipulates gratuity benefit for fixed term employees without any condition for minimum service period as envisaged under the current regime. The Code subsumes nine (9) labour laws relating to social security, namely, the Employees' Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Employment



Exchanges (Compulsory Notification of Vacancies) Act, 1959, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Cine-Workers Welfare Fund Act, 1981, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganized Workers Social Security Act, 2008.

### **The Industrial Relations Code, 2020**

This Code received the assent of President of India on September 28, 2020 though the implementation of the same is yet to be notified. The Code aims to streamline the laws regulating industrial disputes and trade unions in India. For the benefit of the employers, the Code has introduced various aspects such as increasing the threshold of workers to three hundred (300) for obtaining the consent of the concerned government in case of lay off, retrenchment or closure of the establishment, notice of change not required to be given subject to the conditions stipulated in the Code, increasing the wage threshold to INR 18,000 (Indian Rupees Eighteen Thousand) for exclusion from the definition of worker, etc. The Industrial Relations Code also introduces the concept of deemed certification of standing orders. The Code subsumes three labour laws relating to industrial relations, namely, the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947.

### **Occupational Safety, Health and Working Conditions Code, 2020**

The Occupational Safety, Health and Working Conditions Code, 2020 (OSH Code) is one of three new labor codes that will consolidate the bulk of labor legislation in India and streamline labor compliance besides expanding the social security net for workers. This Code received the assent of President of India on September 28, 2020 though the implementation of the same is yet to be notified. Rules to implement the Code are expected to be finalized in the next few weeks.

New establishments covered by the OSH Code must register themselves (within 60 days of commencement of the Code) with registering officers appointed by the appropriate government. Establishments already registered under any other federal law will not be required to register again.

Every employer is directed to undertake the following obligations by the OSH Code:

- Ensure that the workplace is free from hazards can cause injury or occupational disease to the employees and comply with the OSH Code and the government's directions on the same;
- Provide free annual health examination or testing, free of cost, to certain classes of employees;
- Provide and maintain, as reasonably practical, a working environment that is safe and without risk to the health of the employees;
- Issue letters of appointments to employees; and
- Ensure that no charge is levied on any employee for maintenance of safety and health at workplace, including the conduct of medical examination and investigation for the purpose of detecting occupational diseases.

Further, the Code directs employers with respect to factories, mines, dock work, building and other construction work, or plantations to ensure: (i) safety arrangements in the workplace and absence of risk to health in connection with the use, storage, and transport of articles and substances; (ii) provision of such information, instruction, training, and supervision as are necessary to ensure the health and safety of all employees at work, etc. This Code shall subsume more than 10 labour laws including Factories Act 1948, Contract Labour Act 1970 and Mines Act 1952.

## **C. TAX LAWS**

### **Income Tax Act, 1961**

The Income Tax Act, 1961 deals with the taxation of individuals, corporate, partnership firms and others. As per the provisions of this Act the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Act. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act. Filing of returns of Income is compulsory for all assesses. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act.

### **Gujarat State Tax on Profession, Trades, Callings and Employment Act, 1976**

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional taxes are classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted

by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner. Every person liable to pay tax under this Act (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.

### **Goods and Services Tax**

**The Central Goods and Services Tax Act, 2017** received assent of the President on 12<sup>th</sup> April 2017 and came into force from 1<sup>st</sup> July 2017. Goods and Service Tax (GST) is an indirect tax levied on the supply of goods and services. This law has replaced many indirect tax laws that previously existed in India such as Service tax, Central Excise Act, Entry Tax, Octroi, Additional customs duty and other draconian indirect taxes. There are 3 taxes applicable under this system- CGST, SGST, IGST.

**CGST:** is collected by the Central Government on an intra-state sale;

**SGST:** Collected by the State Government on an intra-state sale;

**IGST:** Collected by the Central Government for inter-state sale.

Therefore, in addition to the CGST Act, the company has to comply with the requirements of State GST laws as well in which it has operations.

**Following laws which have been subsumed in GST Act were applicable to the Company till 30th June 2017 and shall remain applicable here after as stated in the GST Act.**

### **Central Excise Act, 1944 and Excise Regulations**

The Central Excise Act, 1944 sought to impose an excise duty on excisable goods which are produced or manufactured in India. Excise duty was levied on production of goods but the Liability of excise duty arose only on removal of goods from the place of storage, i.e., factory or warehouse.

### **Central Sales Tax Act, 1956**

Central Sales Tax ("CST") was levied in accordance with the Central Sales Tax Act, 1956 on movable goods sold in the course of inter-state trade or commerce. CST was payable by a dealer (i.e. a person who carries on the business of buying, selling, supplying or distributing goods) on his sales turnover at the rate prescribed in the VAT statute of the State from where the movement of the goods originate.

### **State laws governing Entry Tax**

Entry Tax provides for the levy and collection of tax on the entry of goods into the local areas of the state for consumption, use or sale therein and matters incidental thereto and connected therewith. It was levied at such rate as may be specified by the State Government and different rates may be specified for different goods.

### **Service Tax, (the 'Finance Act, 1994')**

Service tax was charged on taxable services as defined in Chapter V of Finance Act, 1994, which required a service provider of taxable services to collect service tax from a service recipient and pay such tax to the Government.

There are other indirect taxes which are now subsumed under GST and these are Additional Duties of Excise, Cess, Purchase Tax, Taxes on advertisements.

### **The Gujarat Goods and Services Tax Act, 2017**

The Gujarat Goods and Services Tax Act, 2017 contains provisions for the levy and collection of tax on intra-state supply of goods or services or both. It lays down eligibility and conditions for taking input tax credit, provisions relating to audit, inspection, search, seizure, arrest, demands and recovery and also prescribes penalties for offences under the Act. It extends to the whole of Gujarat.

### **Customs Act, 1962**

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code).

#### **D. FOREIGN REGULATIONS**

##### **The Foreign Trade (Development & Regulation) Act, 1992**

The Foreign Trade (Development & Regulation) Act, 1992 [herein after FTA], 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 Act, including formulation and implementation of the Export-Import Policy. FTA read with the Indian Foreign Trade Policy inter-alia provides that no export or import can be made by a company without an Importer-Exporter Code number unless such company is specifically exempt. An application for an Importer-Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce.

##### **Foreign Exchange Management Act, 1999 (“the FEMA”) and Rules and Regulations thereunder**

Export of goods and services outside India is governed by the provisions of the Foreign Exchange Management Act, 1999 (“FEMA”), read with the applicable regulations. The Foreign Exchange Management (Export of goods and services) Regulations, 2000 have been superseded by the Foreign Exchange Management (Export of Goods and Services) Regulations, 2015 (“Export of Goods and Services Regulations 2015”) issued by the RBI on January 12, 2016 [last amended on June 23, 2017]. The RBI has also issued a Master Circular on Export of Goods and Services. The export is governed by these Regulations which make provisions such as declaration of exports, procedure of exports as well as exemptions.

#### **E. INTELLECTUAL PROPERTY LAWS**

##### **The Trademarks Act, 1999 (“Trademarks Act”)**

Under the Trademarks Act, a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. Section 18 of the Trademarks Act requires that any person claiming to be the proprietor of a trade mark used or proposed to be used by him, must apply for registration in writing to the registrar of trademarks. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is 10 (ten) years, which may be renewed for similar periods on payment of a prescribed renewal fee.

## HISTORY AND CORPORATE STRUCTURE

### Brief history of our Company:

Our Company was originally incorporated as “Bravil Powercore Private Limited” on November 28, 2006 vide Registration Certificate No. 049469 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Gujarat, Dadra and Nagar Havelli (RoC). Further, pursuant to shareholder’s resolution passed at the Extra Ordinary General Meeting held on March 07, 2007, the name of our company was changed from “Bravil Powercore Private Limited” to “Vilas Transcore Private Limited” vide a fresh certificate of incorporation dated March 15, 2007 issued by the Registrar of Companies, Gujarat, Dadra and Nagar Havelli (RoC). Subsequently pursuant to a takeover agreement dated April 23, 2007 the business of a proprietorship firm “M/s Vilas Transcore”, which was being carried out by our Promoter Mr. Nilesh Jitubhai Patel, was transferred to our Company as a going concern Further, pursuant to Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting, held on February 22, 2011 our Company was converted into a Public Limited Company and the name of our Company was changed from “Vilas Transcore Private Limited” to “Vilas Transcore Limited” vide a fresh certificate of incorporation dated April 09, 2011, CIN: U31102GJ2006PLC049469 issued by the Registrar of Companies, Gujarat, Dadra and Nagar Havelli (RoC).

Nilesh Jitubhai Patel and Niriksha Nilesh Patel were the initial subscribers to the Memorandum of Association of our Company. As on the date of this Prospectus, Nilesh Jitubhai Patel and Natasha Nilesh Patel are the Promoter of the Company.

### Address of the Registered Office:

<b>Registered Office</b>	Plot No 435 To 437, Nr Galaxy Hotel, N H No 8, Village Por, Vadodara, Gujarat, 391243
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### Address of Manufacturing Facilities

<b>Unit I</b>	283-285, GIDC, Por-Ramangamdi, N.H.No.8, Dist.: Baroda - 391 243 (Gujarat) India
<b>Unit II</b>	Plot No 435 To 437, Nr Galaxy Hotel, N H No 8, Village Por, Vadodara, Gujarat, 391243

### Changes in Registered Office of the Company since Incorporation:

Except for the details mentioned below, there has been no change in the Registered Office of our Company since inception till the date of this Prospectus.

Date of Change	From	To	Purpose
September 11, 2009	103, Wing A, Radha krishna Flats, Nr. Akota Garden, Vadodara, Gujarat, India, 390020	2nd Floor, Savorite Complex, Opp. Navneet Park, Nr SNDT College, Old Padra Road, Vadodara, Gujarat, 390020	For ease of operations of the Company.
June 22, 2015	2nd Floor, Savorite Complex, Opp. Navneet Park, Nr SNDT College, Old Padra Road, Vadodara, Gujarat, 390020	Plot No 435 To 437, Nr Galaxy Hotel, N H No 8, Village Por, Vadodara, Gujarat, 391243	For ease of operations of the Company.

### Main Objects of Memorandum of Association:

The main objects of our Company as contained in our Clause III (A) of Memorandum of Association of our Company are as follows:

- To carry on in India and elsewhere, the business to manufacture, produce, assemble, alter, acquire, build, construct, convert, commercialize, dismantle, design, develop, display, demonstrate, erect, equip, establish, fabricate, finish, hold, handle, install, hire, let on hire, lease, repair, maintain, modify, market, own, operate, protect, pulldown, reconstruct, renovate, recondition, remodel, import, export, buy, sell, resale, exchange, service, turn to account and to act as agent, broker, financier, stockists, turn key supplier, contractor, promotor, consultant, engineer, collaborator or otherwise to deal in all type of automatic, semi-automatic or manual and other type, kind, size and nature of transformers and cores and related products and its Machineries, instruments, equipments, implements, devices, systems apparatus, components, parts, fittings, tools, tackles and accessories used in India and abroad

### 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	Amendments
March 07, 2007	EGM	Change in name of our Company from “Bravil Powercore Private Limited” to “Vilas Transcore Private Limited” vide a fresh Certificate of Incorporation dated March 15, 2007 having CIN: U31102GJ2006PTC049469 issued by the Registrar of Companies, Ahmedabad.
February 22, 2011	EGM	Conversion of our Company from Private Limited to Public Limited Company. Consequently, Name of the Company has been changed from “Vilas Transcore Private Limited” to “Vilas Transcore Limited” vide a Fresh Certificate of Incorporation dated April 09, 2011, was issued by the Registrar of Companies, Ahmedabad, bearing CIN:U31102GJ2006PLC049469.
May 26, 2023	EGM	To adopt New Set of Memorandum of Association containing regulation in conformity with the Companies Act, 2013.
July 31, 2023	EGM	Clause V of the Memorandum of Association was amended to reflect increase in the authorized share capital of the company from Rs. 3,00,00,000/- divided into 30,00,000 Equity shares of Rs. 10/- Each to Rs. 25,00,00,000/- divided into 2,50,00,000 Equity Shares of Rs. 10/-Each.

**Major events and milestones 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
1996	Established a Proprietorship Firm in the name of M/s Vilas Transcore by Nilesh Jitubhai Patel
2006	Incorporation of our Company as “Bravil Powercore Private Limited” under the Companies Act, 1956.
2007	Change in the name of Company from “Bravil Powercore Private Limited” to “Vilas Transcore Private Limited”
2007	Takeover of the business of proprietorship firm M/s Vilas Transcore into Vilas Transcore Private Limited vide takeover agreement dated April 23, 2007.
2011	Received Approval from Powergrid Corporation of India Limited for sourcing Torodial Core for Current Transformers (CTs) upto 400 KV class for Powergrid Projects.
2011	Conversion of Company from Private Limited to Public Limited

**Other details about our Company:**

For details of our Company’s activities, products, growth, awards & recognitions, capacity, location of plants, 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 89, 173 and 74 respectively of this 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 110 and 56 of the Prospectus respectively.

**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 Prospectus.

**Our Holding Company:**

As on the date of the Prospectus, our Company is not a subsidiary of any company.

**Our Subsidiary Company**

As on the date of this Prospectus, We does not have any subsidiary Company:

**Joint Ventures:**

As on the date of this Prospectus, our Company does not have any Joint Ventures.

**Strategic Partners:**

Our Company does not have any strategic partners as on the date of this Prospectus.

#### **Financial Partners**

Apart from the arrangements with bankers and lenders which our Company undertakes in the ordinary course of business, as on the date of this Prospectus, our Company does not have any financial partner.

#### **Time and Cost Overruns in Setting up Projects:**

There have been no instances of time and cost overruns in setting up of our projects in the past.

#### **Defaults or Rescheduling of Borrowings with Financial Institutions/Banks:**

As on the date of this Prospectus, there have been no defaults or rescheduling/restructuring of borrowings with any of the financial institutions/banks or conversion of loans into equity in relation to our Company.

#### **Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamations, etc.:**

Our Company has not made any material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years preceding the date of this Prospectus.

#### **Revaluation of assets in the last 10 years**

Except as disclosed below, our Company has not revalued its assets.

<b>Sr. No.</b>	<b>Particular</b>	<b>Date of revaluation</b>	<b>Amount (in Rs. Lakhs)</b>
1.	Revaluation of immovable property	June 07, 2018	392.76
2.	Revaluation of immovable property	June 07, 2018	1613.50
3.	Revaluation of immovable property	June 07, 2018	200.00

#### **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 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.

#### **Other Material Agreements:**

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 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 Prospectus:

<b>Name, designation, age, date of birth, address, experience, occupation, qualification, current term, date of appointment and DIN</b>	<b>Other directorships</b>
<p><b>Nilesh Jitubhai Patel</b>  <b>Designation:</b> Chairman &amp; Managing Director  <b>Age:</b> 50 years  <b>Date of Birth:</b> October 28, 1973  <b>Address:</b> 82-83, Antika Green Woods, Ankodiya Sevasi Road, Vadodara, Gujarat-391330.  <b>Experience:</b> 27 years  <b>Occupation:</b> Business  <b>Qualification:</b> Diploma in Electricals (CME)  <b>Current Term:</b> For a period of 3 years, w.e.f. March 01, 2023 re-appointed as Managing Director of the company  <b>Period of Directorship:</b> Since incorporation  <b>DIN:</b> 00447907</p>	<p><b>Companies</b></p> <ul style="list-style-type: none"> <li>i. Pelton Power Technologies Private Limited</li> <li>ii. Nanocryst Transcore Private Limited</li> <li>iii. Atlas Transformers India Limited</li> <li>iv. PDH Composites Private Limited</li> <li>v. SMT Packaging Private Limited</li> <li>vi. Atlas Composites Private Limited</li> </ul> <p><b>LLP</b></p> <ul style="list-style-type: none"> <li>i. Tashu Impex LLP</li> <li>ii. Sphere Infracore LLP</li> </ul>
<p><b>Vipul Kumar Patel</b>  <b>Designation:</b> Whole-time Director &amp; CFO  <b>Age:</b> 44 years  <b>Date of Birth:</b> November 05, 1979  <b>Address:</b> B-38, Satyanarayan Township, Opp. Ramdev Park, Undera Koyali, Vadodara , Gujarat, India, 391330  <b>Experience:</b> 16 years  <b>Occupation:</b> Service  <b>Qualification:</b> Bachelor of Commerce (B.Com.), Bachelor of Education (B.Ed.)  <b>Current Term:</b> Appointed as Whole Time Director for a period of 3 years w.e.f. March 01, 2023  <b>Period of Directorship:</b> Since September 30, 2022  <b>DIN:</b> 09732297</p>	NIL
<p><b>Natasha Nilesh Patel</b>  <b>Designation:</b> Non-Executive Director  <b>Age:</b> 22 years  <b>Date of Birth:</b> December 14, 2001  <b>Address:</b> A-46, Mathura nagari society, Behind Nand Duplex, Behind Aims Oxygen, Old Padra Road, Vadodara, Gujarat, 390020  <b>Experience:</b> 3 Years  <b>Occupation:</b> Business  <b>Qualification:</b> International Bachelor of Business Administration with Honours  <b>Current Term:</b> Appointed as Non-Executive Director w.e.f. December 31, 2020  <b>Period of Directorship:</b> Since June 09, 2020  <b>DIN:</b> 08757926</p>	NIL
<p><b>Hemang Harshadbhai Shah</b>  <b>Designation:</b> Non-Executive Independent Director  <b>Age:</b> 35 years  <b>Date of Birth:</b> May 12, 1989  <b>Address:</b> 5-3-80, Shamlani Sherry, Dabhoi, Vadodara, Gujarat, 390020  <b>Experience:</b> 7 Years  <b>Occupation:</b> Professional  <b>Qualification:</b> Company Secretary</p>	<p><b>Companies</b></p> <ul style="list-style-type: none"> <li><u>i)</u> Shah Metacorp Limited</li> <li><u>ii)</u> Rotex Automation Limited</li> <li><u>iii)</u> One Global Service Provider Limited</li> </ul>

<p><b>Current Term:</b> Appointed as Non-Executive Independent Director for a term of 5 years w.e.f. December 31, 2020  <b>Period of Directorship:</b> Since June 09, 2020  <b>DIN:</b> 08740598</p>	
<p><b>Sandeep Ambalal Patel</b>  <b>Designation:</b> Non-Executive Independent Director  <b>Age:</b> 55 years  <b>Date of Birth:</b> August 10, 1968  <b>Address:</b> 37, Dev Kutir Bunglows, B/H Swagat Plaza-1, Bhopal Road, Daskroi, Ambli, Ahmedabad, Gujarat-380058  <b>Experience:</b> 35 Years  <b>Occupation:</b> Business  <b>Qualification:</b> Diploma in Electronics  <b>Current Term:</b> Appointed as Non-Executive Independent Director for a term of 5 years of w.e.f. September 07, 2023.  <b>Period of Directorship:</b> since September 07, 2023  <b>DIN:</b> 10286535</p>	<p><b>NIL</b></p>

**Brief Profile of Directors:**

- 1. Mr. Nilesh Jitubhai Patel**, aged 50 years, is the Promoter, Chairman and Managing Director of our Company. He has been associated with our Company since its inception. Prior to starting our Company he was running a proprietorship firm in the name M/s Vilas Transcore. He holds a certificate of diploma in electrical from the Maharaja Sayajirao University of Baroda, Gujarat in 1992. He has an experience of more than 27 years in manufacturing and processing of laminated cores, transformer components and sheets for transformer and power industry. He is the backbone of the Company. His role and responsibilities include material procurement, sales, marketing & distribution and overall business development of the Company. He is also responsible for new business planning and strategies. Under his leadership, the company is taking strides towards achieving a goal of making our company a renowned name in and around Gujarat.
- 2. Mr. Vipul Kumar Patel**, aged 44 years, is the Whole Time Director and CFO of our Company. He was originally appointed on the board of directors on September 30, 2022. Further he was re-designated as Whole Time Director of the Company w.e.f. March 01, 2023. He is also the Chief Financial Officer of the Company. He has completed his Bachelors of Commerce in 1999 from North Gujarat University, Gujarat and Bachelors of Education in 2007 from Hemchandracharya North Gujarat University. He has a total work experience of around 16 years in the field of Accounts and Finance. He has been entrusted with the responsibility of looking after the Accounts and Finance department & Admin & HR department of the Company.
- 3. Miss Natasha Nilesh Patel**, aged 22 years, is the Non-Executive Director of our Company. She was originally appointed on the board on June 09, 2020. She has completed her International Bachelor of Business Administration with Honours from New York University. She has a work experience of 3 years in the field of Manufacturing Industry.
- 4. Mr. Hemang Harshadbhai Shah**, aged 35 years, is the Non-Executive Independent Director of our Company. He has been appointed on the board of directors on June 09, 2020. He is a qualified Company Secretary from Institute of Company Secretaries of India. He has been working as Practicing Company Secretary since 2016. He has 7 years of post-qualification experience in the field of secretarial matters.
- 5. Sandeep Ambalal Patel**, aged 55 years, is the Non-Executive Independent Director of our Company. He was originally appointed on the board of directors on September 07, 2023. He has completed his Diploma in Electronics from SMIT College, Maharashtra. He holds a post qualification work experience of around 35 years.

**Confirmations:**

As on the date of this Prospectus:

- 1.** None of our Directors is or was a director of any listed company during the last five years preceding the date of this 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.



2. 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.
3. None of our Directors are categorized as a wilful defaulter or a fraudulent borrower, as defined under Regulation 2(1)(III) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 .
4. None of our Directors is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018.
5. 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 Directors or members 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 Annual General Meeting of our Company held on September 30, 2023 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Board of Directors of the Company be and are hereby 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 ₹ 100 Crore (Rupees One Hundred Crore )

**Compensation of our Managing Director and Whole-time Director:**

The compensation payable to our Managing Director and **Whole-time Director** will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2(54), 2(94), 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 for the time being in force).

**Terms of Appointment of our Managing Director and Whole Time Director**

Particulars	Nilesh Jitubhai Patel	Vipul Kumar Patel
Appointment/Change in Designation	Originally Appointed as Executive Director w.e.f. November 28, 2006; further reappointed as “Managing Director” w.e.f. March 01, 2023	Originally Appointed as Director w.e.f. September 30, 2022; designated as “Whole Time Director” w.e.f. March 01, 2023
Current Designation	Managing Director	Whole Time Director
Terms of Appointment	3 Years	3 Years

**The following compensation has been approved for Managing Director & Whole Time Director**

Particulars	Nilesh Jitubhai Patel	Vipul Kumar Patel
Salary	Rs. 75.00 Lakhs p.m. with an increment up to Rs. 5 Lakhs p.m.	Rs. 1.00 Lakhs p.m. with an increment up to Rs. 25 Thousand p.m.
Perquisite/Benefits/Allowances	In addition to the above remuneration, he shall be entitled to perquisite in respect of Provident	In addition to the above remuneration, he shall be entitled to perquisite in respect of Provident

	Fund, Gratuity, Leave Encashment and other allowance as applicable	Fund, Gratuity, Leave Encashment and other allowance as applicable a.
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**Payments or benefits to Directors:****Executive Director**

The following table sets forth the details of the remuneration paid by our Company to our Executive Directors during the Fiscal 2023:

Name of Director	Remuneration paid in F.Y. 2022-23 (Rs. In Lakhs)
Nilesh Jitubhai Patel	420.00
Vipul Kumar Patel	3.83

**Non-Executive Director**

Our Company has paid ₹ 15.90 lakhs to Natasha Nilesh Patel during the Fiscal 2023 in the capacity of Non-Executive Director of our Company and pursuant to resolution passed by our shareholders dated September 30, 2023, she will be entitled to get ₹12 lakhs per annum as remuneration.

**Bonus or Profit Sharing Plan for our Directors:**

We have no bonus or profit sharing plan for our Directors.

**Sitting Fees:**

The Articles of Association of our Company provides for payment of sitting fees to Directors (other than Managing Director & Whole-Time Director), not exceeding ₹ 1.00 Lakh to be fixed by Directors from time to time, for attending a meeting of the Board or a Committee thereof. Our Board of Directors have resolved in their meeting dated September 30, 2023 for payment of sitting fees of Rs. 10000 per board meeting and Rs. 5000 for every committee meeting as approved by the Board to all Independent Directors/Non-executive Directors for attending each such meeting of the Board or Committee thereof.

**Shareholding of our Directors as on the date of this Prospectus:**

Sr. No.	Name of the Directors	No. of Shares Held	Holding in %
1.	Nilesh Jitubhai Patel	1,78,73,700	99.30
2.	Vipul Kumar Patel	4000	0.02
3.	Sandeep Ambalal Patel	60	negligible

Except as stated above, none of the Independent Directors of the Company holds any Equity Shares of Company as on the date of this Prospectus

We do not have Subsidiary Company as defined under Section 2(6) 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 110 of this 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 Director 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 Directors towards Financial facilities of our Company please refer to “*Statement of Financial Indebtedness*” on

page 171 of this Prospectus.

Except as stated otherwise in this Prospectus, our Company has not entered into any Contract, Agreements or Arrangements during the preceding two years from the date of the 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 32- Related Party Disclosure**" beginning on page 110 and 161 respectively of this 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:**

Except as mentioned below, 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 Prospectus or proposed to be acquired by us as on date of Prospectus.

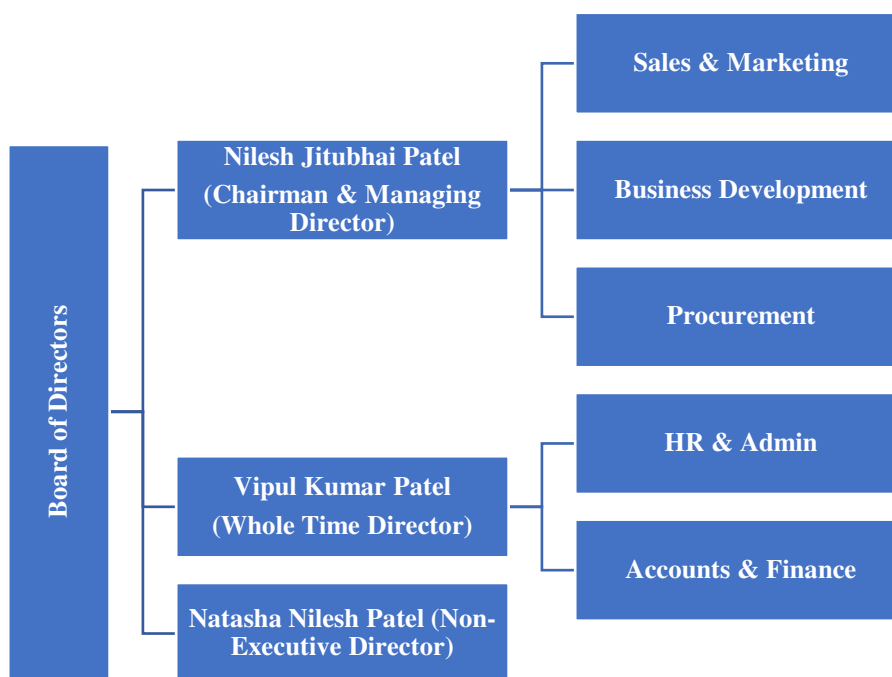
Sr. No	Details of the Property	Actual Use	Owned/ Leased	Details of Lessor/Licensor
1.	Plot No. P 435 to 437, P 440, 453, 457, Nr. Galaxy hotel, Beside Shriram Motors, N.H.No.08, Village-Por, Ta, Dist.-Vadodara, Gujarat.	Registered Office & Factory Unit II	Owned	Sale deed executed between the company and our promoter Nilesh Jitubhai Patel dated May 30, 2007. In consideration of the sum of Rs. 325 lakhs.
2.	Plot No. 283 to 285, GIDC, Ramangamdi Industrial Area, Por, Ta, District Vadodara, Gujarat.	Factory Unit I	Owned	Acquired pursuant to the business takeover agreement dated April 23, 2007 entered between the company and our promoter Nilesh Jitubhai Patel.
3.	Survey no. 419 & 420, Khata no. 466 taluka Karjan, Vadodara, Gujarat	Proposed Expansion	Leased	Pursuant to the unregistered lease agreement dated May 13, 2024 executed between our company and Tashu Impex LLP for a lease rent of Rs. 3 lakhs per month valid for a period of 3 years w.e.f. from June 01, 2024 with a right to purchase the said land.

**Changes in Board of Directors in last 3 Years**

Sr. No.	Name of Director	Designation (at the time of appointment/ Change in designation/ Cessation)	Date of Appointment/ Change in designation/ Cessation	Reasons for Change
1.	Nilesh Jitubhai Patel	Re-Appointment as Chairman & Managing Director	March 01, 2023	To ensure better Corporate Governance and compliance with Companies Act, 2013
2.	Vipul Kumar Patel	Appointment as Whole Time Director of The Company	March 01, 2023	To ensure better Corporate Governance and compliance with Companies Act, 2013
3.	Anirudh Bharara	Resignation as Independent Director of The Company	September 07, 2023	Due to their pre-occupation in other assignments
4.	Sandeep Ambalal Patel	Appointment as Additional Director of The Company	September 07, 2023	To ensure better Corporate Governance and compliance with Companies Act, 2013
5.	Vipul Kumar Patel	Appointment as Director of the Company	September 30, 2022	To ensure better Corporate Governance and compliance with Companies Act, 2013
6.	Manishbhai Jitubhai Patel	Resignation as Director of the Company	September 30, 2022	Due to their pre-occupation in other assignments
7.	Sandeep Ambalal Patel	Regularisation as Independent Director of Company	September 30, 2022	To ensure better Corporate Governance and compliance with Companies Act, 2013

**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 and 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 five (5) Directors of which two (2) are Independent Directors, and we have one women director 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 Prospectus are set forth below

#### **a. Audit Committee**

Our Company at its Board Meeting held on September 30, 2023 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 Director	Status in Committee	Nature of Directorship
Hemang Harshadbhai Shah	Chairman	Independent Director
Sandeep Ambalal Patel	Member	Independent Director
Nilesh Jitubhai Patel	Member	Chairman & Managing Director

The Company Secretary of the Company shall act as a Secretary to the Audit Committee. 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. 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.

**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.

#### **b. Nomination and Remuneration Committee**

Our Company at its Board Meeting held on September 30, 2023 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 re-constituted Nomination and Remuneration Committee comprises following members:

<b>Name of the Director</b>	<b>Status in Committee</b>	<b>Nature of Directorship</b>
Sandeep Ambalal Patel	Chairman	Independent Director
Hemang Harshadbhai Shah	Member	Independent Director
Natasha Nilesh Patel	Member	Non-Executive Director

The Company Secretary of the Company shall act as a Secretary to the Nomination and Remuneration Committee. 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 one third of the total strength of the committee or two members, whichever is higher.

**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.

**c. Stakeholders Relationship Committee**

Our Company at its Board Meeting held on September 30, 2023 has approved the 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 Director	Status in Committee	Nature of Directorship
Sandeep Ambalal Patel	Chairman	Independent Director
Nilesh Jitubhai Patel	Member	Managing Director

Vipul Kumar Patel	Member	Whole time Director & CFO
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The Company Secretary of our Company shall act as a Secretary to the Stakeholder Relationship Committee. 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 redressal 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.

**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

**d. Corporate Social Responsibility Committee –**

Our Company has reconstituted the Corporate Social Responsibility Committee as per the applicable provisions of the Section 135 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 vide Resolution dated September 30, 2023. The Corporate Social Responsibility Committee comprises the following:

Name of the Director	Status in Committee	Nature of Directorship
Sandeep Ambalal Patel	Member	Independent Director
Hemang Harshadbhai Shah	Member	Independent Director
Nilesh Jitubhai Patel	Chairman	Chairman & Managing Director

**A. Tenure:** The Corporate Social Responsibility 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 Corporate Social Responsibility Committee as approved by the Board.

**B. Meetings:** The Corporate Social Responsibility Committee shall meet at least once in a year. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher.



**C. Duties of the CSR Committee:** The CSR Committee will formulate and recommend a CSR policy to the Board. CSR policy shall point out the activities to be undertaken by the company as enumerated in Schedule VII of the Act. CSR Committee will recommend the amount of expenditure to be incurred on the CSR activities to be undertaken by the company. CSR Committee will monitor the CSR policy of the Company from time to time. The CSR Committee will establish a transparent controlling mechanism for the implementation of the CSR projects or programs or activities undertaken by the company.

**D. List of Permitted CSR Activities:** The Board of Directors shall ensure that the activities included by a company in its CSR Policy fall within the purview of the activities included in schedule VII of the Act.

#### 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	Age (Years)	Date of joining	Compensation paid for F.Y. ended 2022-23 (in ₹ Lakhs)	Overall experience (in years)	Previous employment
<b>Nilesh Jitubhai Patel</b> <b>Designation:</b> Chairman and Managing Director <b>Educational Qualification:</b> Diploma in Electricals <b>Term of office:</b> re-appointed as Managing director of the company for a period of 3 years w.e.f March 01, 2023	50	Since incorporation	420.00	27	Ms/Vilas Transcore (Proprietorship Concern)
<b>Vipul Kumar Patel</b> <b>Designation:</b> Whole Time Director & CFO <b>Educational Qualification:</b> B.Com, B.Ed <b>Term of office:</b> Appointed as CFO w.e.f. February 01, 2024, Whole Time Director for a period of 3 years w.e.f. March 01, 2023	44	September 30, 2022	7.80	17	Nil
<b>Gandhali Gurunath Paluskar</b> <b>Designation:</b> Company Secretary and Compliance Officer <b>Educational Qualification -</b> Company Secretary	33	September 07, 2023	Nil	4	Panacea Healing Private Limited

#### BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL

**Nilesh Jitubhai Patel-** Please refer to section “**Brief Profile of our Directors**” beginning on page 110 of this Prospectus for details.

**Vipul Kumar Patel -** Please refer to section “**Brief Profile of our Directors**” beginning on page 110 of this Prospectus for details.

**Gandhali Gurunath Paluskar** aged 33 years is the Company Secretary and Compliance officer of our Company. She is a qualified Company Secretary from Institute of Company Secretaries of India. She has 4 years of post-qualification experience in the field of secretarial and legal matters. She looks after the overall corporate governance and secretarial matters of 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 Nilesh Jitubhai Patel & Vipul Kumar Patel 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 year ended March 2023.
- 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 in our Company hold any shares of our Company as on the date of filing of this

Prospectus except as under: -

Sr. No.	Name of the KMP's	No. of Shares held
1.	Nilesh Jitubhai Patel	1,78,73,700
2.	Vipul Kumar Patel	4000
	<b>Total</b>	<b>1,78,77,700</b>

- h. Presently, we do not have ESOP/ ESPS scheme for our employees.
- i. The turnover of KMPs is not high, compared to the Industry to which our company belongs.

**Nature of any family relationship between our Directors and Key Managerial Personnel (KMP):**

Except as mentioned below, the Directors and KMPs of the Company are not related to each other within the meaning of Section 2 (77) of the Companies Act, 2013.

Name of Director	Name of Director	Relationship
Nilesh Jitubhai Patel	Natasha Nilesh Patel	Father and daughter

**Payment of benefits to officers of Our Company (non-salary related):**

Except as disclosed in this 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 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 Director	Designation (at the time of appointment/ Change in designation/ Cessation) and period	Appointment/ Cessation/Re-designation	Reasons
1.	Nilesh Jitubhai Patel	Change in Designation as Chairman & Managing Director w.e.f. March 01, 2023	Change in designation	To comply with the provisions of Companies Act 2013 and to ensure better Corporate Governance.
2.	Vipul Kumar Patel	Change in Designation as Whole time Director w.e.f. March 01, 2023; and designated as Chief Financial Officer w.e.f. February 01, 2023	Change in designation	
3.	Gandhali Gurunath Paluskar	Company Secretary & Compliance Officer w.e.f. September 07, 2023	Appointment	

**Interest of Our Key Managerial Persons:**

Apart from the shares held in the Company and to extent of remuneration allowed and reimbursement of expenses incurred by them for or on behalf of the Company and to the extent of loans and advances made to or borrowed from the Company, none of our key managerial personal are interested in our Company. For details, please refer section titled "**Financial information of the Company – Note 32 - Related Party Disclosures**" beginning on page 161 of this 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 filing of this Prospectus or proposed to be acquired by us as on date of filing the Prospectus with RoC.

Sr. No	Details of the Property	Actual Use	Owned/ Leased	Details of Lessor/Licensor
1.	Plot No. P 435 to 437, P 440, 453, 457, Nr. Galaxy hotel, Beside Shriram Motors, N.H.No.08, Village-Por, Ta, Dist.-Vadodara, Gujarat.	Registered Office & Factory Unit II	Owned	Sale deed executed between the company and our promoter Nilesh Jitubhai Patel dated May 30, 2007. In consideration of the sum of Rs. 325 lakhs.
2.	Plot No. 283 to 285, GIDC, Ramangamdi Industrial Area, Por, Ta, District Vadodara, Gujarat.	Factory Unit I	Owned	Acquired pursuant to the business takeover agreement dated April 23, 2007 entered between the company and our promoter Nilesh Jitubhai Patel.
3.	Survey no. 419 & 420, Khata no. 466 taluka Karjan, Vadodara, Gujarat	Proposed Expansion	Leased	Pursuant to the unregistered lease agreement dated May 13, 2024 executed between our company and Tashu Impex LLP for a lease rent of Rs. 3 lakhs per month valid for a period of 3 years w.e.f. from June 01, 2024 with a right to purchase the said land.

**Details of 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 32 – Related Party Disclosure*” page 161 of this Prospectus.

**ESOP/ ESPS Scheme to Employees:**



Presently, we do not have any ESOP/ ESPS Scheme for our employees.

**OUR PROMOTER & PROMOTER GROUP****OUR PROMOTER:**

The Promoter of our Company is Nilesh Jitubhai Patel and Natash Patel.

As on date of this Prospectus, Our Promoter holds 1,78,73,700 Equity shares of our Company, representing 99.30% of the pre-issue paid-up Equity Share capital of our Company. For details of the build-up of the Promoter's shareholding in our Company, see "**Capital Structure–History of the equity share capital held by our Promoters**" on page 56 of this Prospectus.

**Brief Profile of our Promoters is as under:**

	<b>Nilesh Jitubhai Patel- Chairman &amp; Managing Director</b>	
	<b>Qualification</b>	Diploma in Electricals (CME)
	<b>Age</b>	50 years
	<b>Date of Birth</b>	October 28, 1973
	<b>Address</b>	82-83, Antika Green Woods, Ankodiya Sevasi Road, Vadodara, Gujarat-391330.
	<b>Experience</b>	27 years
	<b>Occupation</b>	Business
	<b>PAN</b>	ACQPP6432M
	<b>No. of Equity Shares &amp;% of Shareholding (Pre-Offer)</b>	1,78,73,700 Equity Shares aggregating to 99.30% of Pre Issue Paid up Share Capital
	<b>Other Ventures</b>	<b>Directorships in other Companies:</b> <ol style="list-style-type: none"> <li>1. Pelton Power Technologies Private Limited</li> <li>2. Nanocryst Transcore Private Limited</li> <li>3. Atlas Transformers India Limited</li> <li>4. PDH Composites Private Limited</li> <li>5. SMT Packaging Private Limited</li> <li>6. Atlas Composites Private Limited</li> </ol> <b>LLP</b> <ol style="list-style-type: none"> <li>1. Tashu Impex LLP</li> <li>2. Sphere Infraventure LLP</li> </ol> <b>Partnership Firm:</b> Nil <b>HUF's:</b> NIL <b>Proprietorship Firm:</b> NIL
		<b>Natasha Patel- Non-Executive Director</b>
<b>Qualification</b>		International bachelor of business administration with honours.
<b>Age</b>		22 years
<b>Date of Birth</b>		December 14, 2001
<b>Address</b>		82-83, Antica Green Woods, Ankodiya Sevasi Road, Ankodiya, Vadodara, Gujarat-391330.
<b>Experience</b>		3 years
<b>Occupation</b>		Business.
<b>PAN</b>		FPVPP2103G
<b>No. of Equity Shares &amp;% of Shareholding (Pre-Offer)</b>		Nil
<b>Other Ventures</b>	Nil	

**Confirmations/Declarations:**

In relation to our Promoter, Nilesh Jitubhai Patel & Natasha Nilesh Patel, our Company confirms that the PAN, bank account numbers, passport numbers, Aadhaar card number and driving license number shall be submitted to NSE EMERGE at the time of filing of this Prospectus.

**Change in control of Our Company:**

There has not been any change in the control of our Company in the five years immediately preceding the date of this Prospectus.

**Undertaking/ Confirmations:**

None of our Promoters or Promoter Group or Group Company 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 Company 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 Company and Company promoted by the Promoters during the past three years.
- Our Company or any of our Promoters or Group Company 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 company and Company promoted by the Promoters is disclosed in chapter titled "***Outstanding Litigations and Material Developments***" beginning on page 184 of this Prospectus.
- None of our Promoters, person in control of our Company is or have ever been a Promoters, director 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/or their relatives. As on the date of this Prospectus, our Promoters, Nilesh Jitubhai Patel and Natasha Patel holds 1,78,73,700 Equity shares in our Company i.e. 99.30% of the pre-issued paid up Equity Share Capital. Our Promoters may also be deemed to be interested to the extent of the remuneration, perquisites, allowances as per the terms of their appointment and reimbursement of expenses payable to him. For details, please refer to **Note 32 – "Related Party Transactions"** beginning on page 161 of this Prospectus.

For details regarding the shareholding of our Promoters in our Company, please see "**Capital Structure**" on page 56 of this Prospectus

*ii. Interest in the property of Our Company:*

Except as mentioned hereunder, our Promoter does not have any other interest in any property acquired/rented by our Company in a period of two years before filing of this Prospectus or proposed to be acquired by us as on date of Prospectus.

Sr. No	Details of the Property	Actual Use	Owned/ Leased	Details of Lessor/Licensors
1.	Plot No. P 435 to 437, P 440, 453, 457, Nr. Galaxy hotel, Beside Shriram Motors, N.H.No.08, Village-Por, Ta, Dist.-Vadodara, Gujarat.	Registered Office & Factory Unit II	Owned	Sale deed executed between the company and our promoter Nilesh Jitubhai Patel dated May 30, 2007. In consideration of the sum of Rs. 325 lakhs.
2.	Plot No. 283 to 285, GIDC, Ramangamdi Industrial Area, Por, Ta, District Vadodara, Gujarat.	Factory Unit I	Owned	Acquired pursuant to the business takeover agreement dated April 23, 2007 entered between the company and our promoter Nilesh Jitubhai Patel.
3.	Survey no. 419 & 420, Khata no. 466 taluka Karjan, Vadodara, Gujarat	Proposed Expansion	Leased	Pursuant to the unregistered lease agreement dated May 13, 2024 executed between our company and

				Tashu Impex LLP for a lease rent of Rs. 3 lakhs per month valid for a period of 3 years w.e.f. from June 01, 2024 with a right to purchase the said land.
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**iii. Interest in transactions for acquisition of land, construction of building and supply of machinery**

Except as mentioned above under ii, none of our promoters or directors is interested in 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 32' on "Related Party Transactions" on page 161 forming part of "Financial Information of the Company" of this Prospectus. Further, our promoters may be interested to the extent of personal guarantees given by him 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 171 and 128 respectively of this Prospectus.

**Material Guarantees**

As on the date of this Prospectus, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares.

**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 110 also refer Note-32 on "Related Party Transactions" on page 161 forming part of "Financial Information of the Company" and Paragraph on "Interest of Promoters" in chapter titled "Our Promoters and Promoter Group" on page 123 of this Prospectus.

**Companies/Firms with which our Promoters has disassociated in the last (3) three years:**

Our promoters has not disassociated themselves from any of the Company, Firms or other entities during the last three years preceding the date of this Prospectus.

**Other ventures of our Promoters:**

Save and except as disclosed in this section titled "Our Promoters & Promoter Group" beginning on page 123 of this Prospectus, there are no other ventures, in which our Promoters 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 184 of this Prospectus.

**Experience of Promoters in the line of business:**

Our Promoter Nilesh Jitubhai Patel has an experience of around 27 years in the business of transformer lamination and electrical industry and Natasha Nilesh Patel has an experience of around 3 years in the business of transformer lamination and electrical industry. The Company shall also endeavor to ensure that relevant professional help is sought as and when required in the future.

**Related Party Transactions:**

For the transactions with our Promoter Group, please refer to section titled "Note 32- Restated Statement of Related Party Transactions" on page 161 of this Prospectus.

**OUR PROMOTER GROUP:**

In addition to the Promoters named above, the following natural persons are 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 Promoters) are as follows:

Relationship with Promoter	Nilesh Jitubhai Patel	Natasha Nilesh Patel
Father	Mr. Jitubhai Patel	Nilesh Jitubhai Patel
Mother	Mrs. Lilaben Jitubhai Patel	Niriksha Patel
Spouse	Meeta Somabhai Patel	NA
Brother	Mr. Manish Jitubhai Patel	Master Megh Nilesh Patel
Sister	Mrs. Shitalben Rajabhai Patel	NA
Son	Master Megh Nilesh Patel	NA
Spouse's Father	Somabhai Patel	NA
Spouse's Mother	Kokilaben Patel	NA
Spouse's Brother	Tushar Somabhai Patel	NA
Spouse's Sister	Hema Somabhai Patel and Meena Rajesh Patel	NA

### 2. 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:

Sr. No.	Nature of Relationship	Entities
1.	Any Body Corporate in which 20% or more of the share capital is held by the Promoter or an immediate relative of the Promoter or a firm or HUF in which the Promoter or any one or more of his immediate relatives is a member	<ul style="list-style-type: none"> <li>i. SMT Packaging Private Limited</li> <li>ii. Tashu Impex LLP</li> <li>iii. Sphere Infraventure LLP</li> <li>iv. Atlas Transformer India Limited</li> <li>v. Pelton Power Technologies Private Limited</li> <li>vi. PDH Composites Private Limited</li> <li>vii. Tushar Trans Equipment Private Limited</li> <li>viii. Atlas Composite Private Limited</li> </ul>
2.	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	<ul style="list-style-type: none"> <li>i. Nanocryst Transcore Private Limited</li> </ul>
3.	Any Hindu Undivided Family or firm in which the aggregate share of the promoter and their relatives is equal to or more than twenty per cent. of the total capital;	

### 3. Other persons included in Promoter Group:

Except as disclosed above and mentioned below, no other person 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.

Kamini Patel

### **DIVIDEND POLICY**

Under the Companies Act, 2013 our Company can pay dividends upon a recommendation by our 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 any formal dividend policy for the 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.

Our Company has not paid / declared any dividend in last three years from date of this Prospectus. Our Company's corporate actions pertaining to payment of dividends in the past are not to be taken as being indicative of the payment of dividends by our Company in the future.



**FINANCIAL INFORMATION OF THE COMPANY**

**INDEPENDENT AUDITOR'S REPORT ON RESTATED FINANCIAL INFORMATION**

To,  
**The Board of Directors,**  
**Vilas Transcore Limited**  
Plot No 435 to 43, Nr Galaxy Hotel,  
N.H. No 8, Village Por,  
Vadodara-391243, Gujarat.

Dear Sirs,

1. We have examined the attached Restated Financial Statements of **Vilas Transcore Limited**, comprising the Restated Statement of Assets and Liabilities as at December 31, 2023, March 31, 2023, March 31, 2022 and March 31, 2021, the Restated Statements of Profit and Loss, the Restated Cash Flow Statement for the period/ years ended December 31, 2023, March 31, 2023, March 31, 2022 and March 31, 2021, the Summary Statement of Significant Accounting Policies, the Notes and Annexures as forming part of these Restated Financial Statements (collectively, the "Restated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on May 08, 2024 for the purpose of inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus ("Offer Document") prepared by the Company in connection with its proposed SME Initial Public Offer of Equity Shares ("SME IPO") prepared in terms of the requirements of:
  - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
  - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
  - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended 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 Draft Red Herring Prospectus/Prospectus to be filed with Securities and Exchange Board of India, relevant stock exchange and Registrar of Companies in connection with the proposed SME IPO. The Restated Financial Information has been prepared by the management of the Company on the basis of preparation stated in Annexure IV of the Restated Financial Information. The Board of Directors 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, ICDR Regulations and the Guidance Note.
3. We, M/s Naresh & Co Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India ("ICAI") and hold the Peer Review Certificate dated 22<sup>nd</sup> October, 2021 valid till 31<sup>st</sup> July, 2024.
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 02<sup>nd</sup> December, 2023 in connection with the proposed SME IPO of the Company;
  - b) The Guidance Note. 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 Information; and
  - d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.
5. These Restated Financial Information have been compiled by the management from the Audited Financial Statements of the

Company for the period/ year ended December 31 2023, 31st March 2023, 31st March 2022 and 31st March 2021 which has been approved by the Board of Directors. The financial statements of the Company for the year/ period ended December 31, 2023, March 31, 2023 March 31, 2022 and March 31, 2021 has been audited by us.

6. For the purpose of our examination, we have relied on the,

Auditors' reports issued by us on the financial statements of the Company as at and for the year/ period ended December 31 2023, 31st March 2023, 31st March 2022 and 31st March 2021 as referred in Paragraph 5 above;

7. Based on our examination and according to the information and explanations given to us, we report that the Restated Financial Information have been prepared:

- a) after incorporating adjustments for the changes in accounting policies and regrouping/reclassifications retrospectively, if any in the financial years/period ended December 31, 2023, March 31, 2023, March 31, 2022 and March 31, 2021 to reflect the same accounting treatment as per the accounting policies and grouping/classifications; and
  - b) in accordance with the Act, ICDR Regulations and the Guidance Note.
8. We have also examined the following Notes to the Restated financial information of the Company set out in the Annexure V, prepared by the management and approved by the Board of Directors on 08th May, 2024 for the years/period ended December 31, 2023 March 31, 2023, March 31, 2022 and March 31, 2021.

Annexure V - Notes to the Restated Summary Financial Information;

- a) Restated Statement of Share Capital as appearing in Note 1 to this report
- b) Restated Statement Reserves and Surplus as appearing in Note 2 to this report;
- c) Restated Statement of Long Term Borrowings as appearing in Note 3 to this report;
- d) Restated Statement of Deferred Tax (Assets) / Liabilities as appearing in Note 4 to this report;
- e) Restated Statement of Long Term Liabilities as appearing in Note 5 to this report
- f) Restated Statement of Other Long Term Provisions as appearing in Note 6 to this report
- g) Restated Statement of Short term borrowings as appearing in Note 7 to this report;
- h) Restated Statement of principal terms of Secured Loans and Assets charged as security as appearing in Note 7(A) to this report
- i) Restated Statement of terms & conditions of unsecured loans as appearing in Note 7( B) to this report;
- j) Restated Statement of Trade Payables as appearing in Note 8 to this report;
- k) Restated Statement of Other Current Liabilities as appearing in Note 9 to this report;
- l) Restated Statement of Short Term Provisions as appearing in Note 10 to this report;
- m) Restated Statement of Fixed Assets as appearing in Note 11 to this report;
- n) Restated Statement of Non-Current Investments as appearing in Note 12 to this report
- o) Restated Statement of Long Term Loans & Advances as appearing in Note 13 to this report
- p) Restated Statement of Other Non Current Assets as appearing in Note 14 to this report
- q) Restated Statement of Current Investment Assets as appearing in Note 15 to this report
- r) Restated Statement of Inventories as appearing in Note 16 to this report
- s) Restated Statement of Trade Receivables as appearing in Note 17 to this report;
- t) Restated Statement of Cash and Cash Equivalents as appearing in Note 18 to this report;
- u) Restated Statement of Short-term Loans and Advances as restated as appearing in Note 19 to this report;
- v) Restated Statement of Other Current Assets as appearing in Note 20 to this report;
- w) Restated Statement of Revenue from Operations as appearing in Note 24 to this report;
- x) Restated Statement of Other Income as appearing in Note 25 to this report;
- y) Restated Statement of Cost of Material Consumed as appearing in Note 26 to this report;
- z) Restated Statement of Change in Inventories as appearing in Note 27 to this report;
- aa) Restated Statement of Employee Benefit Expenses as appearing in Note 28 to this report;
- bb) Restated Statement of Finance Cost as appearing in Note 29 to this report;
- cc) Restated Statement of Depreciation & Amortization as appearing in Note 11 to this report;
- dd) Restated Statement of Other Expenses as appearing in Note 30 to this report;
- ee) Restated Statement of Financial Ratios as appearing in Note 31 to this report;
- ff) Restated Statement of Related Party Transactions as appearing in Note 32 to this report;
- gg) Capitalisation Statement as appearing in Note 34 to this report;
- hh) Restated Statement of Tax Shelter as appearing in Note 35 to this report

- ii) Restated Statement of Other Disclosures as per Schedule-III as appearing in Note 36 to this report;
  - jj) Restated Statement of Contingent Liabilities as appearing in Note 21 to this report;
9. 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 in paragraph 4 above.
10. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
12. Our report is intended solely for use of the Board of Directors for inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus to be filed with Securities and Exchange Board of India, relevant stock exchange and Registrar of Companies in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.
13. In our opinion, the above financial information contained in Annexure I to Annexure V of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable.

**For Naresh & Co.**  
**Chartered Accountants**  
**Firm Registration No. - 106928W**

**CA Harin Parikh**  
**(Partner)**  
**Membership No.:-107606**  
**Place:- Vadodara**  
**Date.: 08 May, 2024**

**Restated Statement of Assets and Liabilities****(Rs. in lakhs)**

Particulars		As At 31st December 2023	As At 31st March 2023	As At 31st March 2022	As At 31st March 2021
<b>I.</b>	<b>EQUITY AND LIABILITIES</b>				
<b>1</b>	<b>Shareholders' funds</b>				
	(a) Share capital	1800.00	300.00	300.00	300.00
	(b) Reserves and surplus	13531.38	13404.08	11451.23	9729.31
	(c) Share Application Money	-	-	-	-
	Pending Allotment				
<b>2</b>	<b>Non-current liabilities</b>				
	(a) Long-term borrowings	4.75	5.32	346.72	653.23
	(b) Deferred tax liabilities (Net)	325.01	352.19	386.97	418.91
	(c) Other Long-term Liabilities	-	-	-	-
	(d) Long-term Provisions	-	-	-	-
<b>3</b>	<b>Current liabilities</b>				
	(a) Short Term Borrowings	495.20	484.30	-	104.60
	(b) Trade Payables				
	(i) Due to Micro and Small Enterprises	58.19	14.02	32.82	35.96
	(ii) Due to Others	3923.89	3433.42	4006.19	2740.02
	(c) Other Current Liabilities	89.76	136.36	82.44	58.93
	(d) Short-Term Provisions	592.32	750.14	659.27	225.32
<b>TOTAL</b>		<b>20820.50</b>	<b>18879.83</b>	<b>17265.64</b>	<b>14266.28</b>
<b>II</b>	<b>ASSETS</b>				
<b>1</b>	<b>Non-current assets</b>				
	(a) Property, Plant & Equipment and Intangible Assets				
	(i) Tangible assets	3343.40	3448.69	3707.39	3787.10
	(ii) Intangible Assets	0.58	0.62	1.31	2.47
	(iii) Capital Work in Progress	-	-	4.69	22.72
	(iv) Intangible Assets under Development	-	-	-	-
	(b) Non-Current Investments	-	-	-	-
	(c) Deferred Tax Assets (Net)	-	-	-	-
	(d) Long-term loans and advances	-	-	-	-
	(e) Other Non-Current Assets	141.41	126.08	25.58	23.51
<b>2</b>	<b>Current assets</b>				
	(a) Current Investments	4587.83	1068.78	0.17	12.91
	(b) Inventories	2980.04	5329.12	5117.87	2032.63
	(c) Trade receivables	5007.76	4238.54	2213.06	4263.79
	(d) Cash and Cash Equivalents	4096.40	3956.44	3753.62	3311.61
	(e) Short-term loans and advances	618.08	641.56	2441.95	809.54
	(f) Other Current Assets	45.00	70.00	-	-
<b>TOTAL</b>		<b>20820.50</b>	<b>18879.83</b>	<b>17265.64</b>	<b>14266.28</b>

**Restated Statement of Profit & Loss****(Rs. in lakhs)**

Particulars		For the period ended 31 December 2023	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
I.	Revenue From Operations	23574.56	28260.51	23302.93	13265.15
II.	Other Income	255.01	217.63	215.12	220.26
<b>III.</b>	<b>Total Income (I + II)</b>	<b>23829.57</b>	<b>28478.14</b>	<b>23518.05</b>	<b>13485.41</b>
IV.	Expenses:				
	Cost of Materials Consumed	17584.34	22426.21	21184.01	11798.04
	Purchase of Stock-in-Trade	-	-	-	-
	Changes in Inventories of Finished Goods Work-In-Progress and Stock-in-Trade	2346.11	1281.86	(3085.55)	(567.26)
	Employee Benefits Expense	776.54	938.64	848.51	668.8
	Finance Costs	110.72	195.50	255.79	162.99
	Depreciation and Amortization Expense	172.65	231.76	226.71	224.44
	Other Expenses	606.90	682.73	1683.38	494.27
	<b>Total expenses</b>	<b>21597.26</b>	<b>25756.70</b>	<b>21112.85</b>	<b>12781.28</b>
<b>V.</b>	<b>Profit before tax (III-IV)</b>	<b>2232.31</b>	<b>2721.44</b>	<b>2405.19</b>	<b>704.13</b>
VI	Exceptional Items (Prior Period Expense)	-	-	-	-
VII	Extraordinary Items	-	-	-	-
VIII	Tax expense:				
	(1) Current tax	580.00	733.80	645.63	212.66
	(2) Deferred tax	(27.18)	(34.79)	(31.93)	(31.95)
	(3) MAT credit entitlement	-	-	-	-
<b>IX</b>	<b>Restated Profit (Loss) after tax for the period/Year</b>	<b>1679.49</b>	<b>2022.43</b>	<b>1791.49</b>	<b>523.42</b>
	<b>Earnings Per Share (Basic/Diluted) (After adjustment of subsequent issue of Bonus Shares)</b>	<b>9.33</b>	<b>11.24</b>	<b>9.95</b>	<b>2.91</b>

**Restated Statement of Cash Flows**

(Rs. in lakhs)

Particulars	For The Period 01-04-23 to 31 December 2023		F.Y. 2022-23		F.Y. 2021-22		F.Y. 2020-21	
<b>Cash flow from Operating Activities</b>								
<b>Net Profit Before tax as per Statement of Profit &amp; Loss</b>		2232.31		2721.44		2405.19		704.13
Adjustments for:								
Depreciation & Amortisation Exp.	172.65		231.76		226.71		224.44	
Loss (Profit) on Sale of Assets	(0.89)		(19.58)		(0.15)		9.66	
Loss (Profit) on Sale of Investments	(39.10)		(22.56)		(2.47)		(1.45)	
Dividend On Mutual Fund	0.00		0.00		(0.38)		(1.66)	
Finance Cost	110.72	243.37	195.50	385.12	255.79	479.50	162.99	393.99
<b>Operating Profit before working capital changes</b>		2475.68		3106.56		2884.69		1098.12
<b>Changes in Working Capital</b>								
Trade receivable	(769.22)		(2025.48)		2050.74		469.88	
Other Loans and advances	256.71		2402.91		(1041.18)		(300.82)	
Other Current Assets	24.99		(70.00)		-		-	
Other Non-Current Assets	(15.33)		(100.50)		(2.07)		29.02	
Inventories	2349.08		(211.26)		(3085.23)		(570.19)	
Trade Payables	534.64		(591.57)		1263.02		1499.88	
Other Current Liabilities	(46.60)		53.92		23.51		(51.54)	
Short term Provisions	(737.83)		(642.93)		(211.68)		(88.78)	
		1596.45		(1184.90)		(1002.90)		987.45
<b>Net Cash Flow from Operation</b>		4072.13		1921.66		1881.79		2085.57
Less: Income Tax paid		233.23		602.52		591.23		109.82
<b>Net Cash Flow from Operating Activities (A)</b>		<b>3838.90</b>		<b>1319.14</b>		<b>1290.56</b>		<b>1975.75</b>
<b>Cash flow from investing Activities</b>								
Purchase of Fixed Assets (Net)	(120.57)		(91.32)		(198.76)		(39.26)	
Sale of Fixed Assets	1.97		73.64		1.52		0.27	
Purchase of Investment	(3479.95)		-		-		-	
Sale / Redemption of Investment	-		(1046.05)		15.59		(9.81)	
		(3598.55)		(1063.73)		(181.65)		(48.80)
<b>Net Cash Flow from Investing Activities (B)</b>		<b>(3598.55)</b>		<b>(1063.73)</b>		<b>(181.65)</b>		<b>(48.80)</b>
<b>Cash Flow from Financing Activities</b>								
Increase/(Decrease) in Short Term Borrowings	10.90		484.30		(104.6)		104.6	
Increase/(Decrease) in Long Term Borrowings	(0.57)		(341.40)		(306.51)		(64.93)	
Financial Cost	(110.72)		(195.50)		(255.79)		(162.99)	
		(100.38)		(52.6)		(666.9)		(123.32)
<b>Net Cash Flow from Financing Activities (C)</b>		<b>(100.38)</b>		<b>(52.6)</b>		<b>(666.9)</b>		<b>(123.32)</b>

<b>Net (Decrease)/ Increase in Cash &amp; Cash Equivalents (A+B+C)</b>		139.97		202.81		442.01	1803.64
Opening Cash & Cash Equivalents		3956.44		3753.62		3311.61	1507.98
<b>Cash and cash equivalents at the end of the period</b>		4096.41		3956.43		3753.61	3311.62
<b>Cash And Cash Equivalents Comprise:</b>							
Cash		6.37		4.88		5.83	5.03
<b>Bank Balance:</b>							
Current Account		545.43		673.93		459.38	298.65
Deposit Account		3544.60		3277.63		3288.41	3007.93
<b>Total</b>		<b>4096.40</b>		<b>3956.44</b>		<b>3753.62</b>	<b>3311.61</b>

## **ANNEXURE-IV**

### **SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS**

The company was originally incorporated in the November 2006 as Bravil Powercore Private Limited with the principal objects of dealing in Transformer Lamination and Cores. Subsequently, before commencement of business, the company changed its name to Vilas Transcore Private Limited on 15/03/2007. The Company then took over the running business of M/s. Vilas Transcore, a proprietary concern, of current Managing Director, Mr. Nilesh Patel, w.e.f. 01.04.2007. Thereafter pursuant to shareholder resolution dated 22th Feb 2011 the company was converted to a "Limited" company with fresh Certificate of Incorporation received on 9th April 2011. Since then, the company has been functioning as a Limited Company. The company is at present mainly engaged in business of manufacturing of CRGO Laminations, Cores and Coils. The Company has been consistently grossing more than ` 100 Crores since past many years and has broken the 200 Crores mark also. It has a healthy profitability record over the years.

#### **I SIGNIFICANT ACCOUNTING POLICIES:**

##### **Basis of preparation of financial statements**

These financial statements as restated are prepared under the historical cost basis of accounting and evaluated on a going concern basis, with revenues and expenses accounted for on their accrual to comply in all material aspects with the applicable accounting principles and applicable Accounting Standards notified under section 211 (3C) of the Companies Act, 1956 and read with general circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act 2013 and the relevant provisions of the Companies Act, 1956 (up to 31st March, 2014) and Companies Act, 2013, read with rule 7 of Companies (Accounts) Rules, 2014. The accounting policies have been consistently applied by the Company; and the accounting policies not referred to otherwise, are in conformity with Indian Generally Accepted Accounting Principles ('Indian GAAP').

The financial statements for the period 31<sup>st</sup> December 2017 and for the year ended 31<sup>st</sup> March 2016 and 2015 have been prepared in accordance with the schedule III of the companies Act, 2013. Financial statements for the year ended 41 March 2014 and 13 March 2015 in accordance with the revised schedule VI of the companies act, 1956. For the purpose of inclusion in the offer document, audited financial statements are prepared in accordance with Schedule III of the Companies Act, 2013. The adoption of Schedule III of the Companies Act, 2013 do not impact recognition and measurement principles followed for preparation of financial statements. However, adoption of Schedule III of the Companies Act, 2013 has significant impact on presentation and disclosures made in the financial statements for these years.

The accounting policies have been consistently applied by the Company; and the accounting policies not referred to otherwise, are in conformity with Indian Generally Accepted Accounting Principles ('Indian GAAP'). The accounting policies adopted in the preparation of financial statements are consistent with those of previous year, except for the change in the accounting policy explained below:

##### **Change in Accounting Policy**

The preparation of financial statements requires estimates and assumptions to be made that affect the reported balances of assets as on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Accounting estimates could change from period to period. Actual results could differ from these estimates. Appropriate changes in estimates are made as and when the Management becomes aware of the changes in the circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which the changes are made and if material, their effects are disclosed in the notes to the financial statements.

The following significant accounting policies are adopted in the preparation and presentation of these financial statements:

##### **1 Revenue recognition**

Revenue is recognized on transfer of property in goods or on transfer of significant risks and rewards of ownership to the buyer, for a consideration, without the seller retaining any effective control over the goods  
Sales are accounted on dispatch of goods (which generally coincides with the transfer of ownership) and are exclusive of GST.  
Other items of income including Interest, Discount etc. are accounted on accrual basis (depending on certainty of realization) and disclosed under the head "Other Income".

##### **2 Property, Plant & Equipment's.**



Property, Plants and Equipment's are stated at their cost of acquisition or revalued amount (from the period when revaluation was done) less accumulated depreciation. The cost of acquisition includes freight, installation cost, duties, taxes and other incidental expenses, identifiable with the asset, incurred during the installation / construction stage in order to bring the assets to their working condition for intended use, including borrowing costs capitalized, if any, but are net of Input Tax Credits (CENVAT, GST ITC and VAT) availed for the relevant element in the Cost.

### 3 Depreciation

Depreciation on assets is being provided on the Straight-Line Method on the basis of useful lives specified in Part C of Schedule II to the Companies Act, 2013. Normal Depreciation is normally debited to the Statement of Profit and Loss whereas the Depreciation on Revaluation Portion is adjusted against the respective Revaluation Reserve.

In case of those assets which were fully depreciated following the provisions of the Companies Act, 2013 and where such assets are in usable condition, the residual values of the said respective assets are considered at the maximum rate of 5%.

The details of useful life of an asset and its residual value estimated by the management are as follows: -

Type of Asset	Useful Life as per management's estimate
Factory Building	30 Years
Plant & Machineries	15 Years
Electric Fittings	10 Years
Vehicles	8 Years
Office Equipment's	5 Years
Furniture & Fixtures	10 Years
Computers & Software	3 Years

**In none of the case the residual value of an asset is more than five per cent of the original cost of the asset**

### 4 Inventory

Raw Materials are valued 'at Cost' or Net Realisable Value, whichever is lower on FIFO basis. 'Cost' includes all duties, taxes & other expenses incurred to bring the inventories to their present location and condition.

Finished products are valued at lower of cost or net realizable value.

Semi-Finished goods have been valued at Raw Material cost increased by a proportion of overheads in consonance with the stage of completion as certified by the management.

Stock of Scrap is value at its net realizable value.

### 5 Employee Benefits

Employee Benefits comprise short term as well as long term defined benefit as well as defined contribution plans.

Contributions to Provident Fund and Employee State Insurance are defined contributions. The Company's Contributions are charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due. There are no further obligations beyond the periodic contributions.

Retirement Benefits in form are Gratuity are defined benefit obligations and are provided for on the basis of actuarial valuation using projected unit credit method as at the balance sheet date. Actuarial gain / losses are immediately taken to the Statement of Profit and Loss and are not deferred.

Leave Encashment, though a defined benefit obligation, falls under short-term compensated absences in terms of the policy of the Company and is provided for based on the leave standing to the credit of the employees as at the end of the year.

### 6 Foreign Exchange Transactions

Transactions in foreign currency, to the extent not covered by forwards contracts, are recorded in Indian Rupees at the exchange rate prevailing on the date of the transactions. Exchange gains or losses on settlement, if any, are treated as income or expenditure respectively in the Statement of Profit and Loss. Liabilities in foreign currency as well as receivables in foreign currency as on the date of the Balance Sheet have been restated into Indian rupees at the rates of exchange prevailing as on the date of Balance Sheet.

## **7 Impairment**

The Management periodically assesses, using external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized. The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

## **8 Lease accounting**

Leases are classified as operating leases where the lesser effectively retains substantially all the risks and benefits of the ownership of the leased assets. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on accrual basis.

## **9 Borrowing costs**

According to AS-16, the borrowing costs directly attributable to the acquisition of qualifying assets are to be capitalized for the period until the asset is ready for its intended use. A qualifying asset being, an asset that necessarily takes a substantial period of time to get ready for its intended use. Other borrowing costs are to be recognized as an expense in the period in which they are incurred.

## **10 Taxes on income**

Provision for taxation for the year under report includes provision for current tax as well as deferred tax.

Provision for Current tax is made, based on tax estimated to be payable as computed under the various provisions of the Income Tax Act, 1961.

Deferred tax is recognized, subject to prudence, on timing differences between taxable income and accounting income that originate during the year and are capable of being reversed in one or more subsequent periods. Deferred tax assets are recognized only to the extent that there is a reasonable certainty that future taxable income will be available against which such deferred tax assets can be realized. Deferred Tax Liabilities / Assets are quantified using the tax rates and tax laws enacted or substantively enacted as on the balance sheet date.

## **11 Provisions and contingent liabilities**

Provisions requiring a substantial degree of estimation in measurement are recognized, if in the opinion of the Management, there is a probability that a present obligation as a result of past events will result in an outflow for the Company in the future. Contingencies, the outcome of which is not certain, have been disclosed in these notes as Contingent Liabilities. Contingent Assets are neither recognized nor disclosed in the financial statements.

## **12 Impairment of Assets**

Assessment of Impairment of Assets (as covered under AS-28 Impairment of Assets) is done as at the Balance Sheet Date considering external and internal impairment indicators. If there is an indication that an asset may be impaired, its recoverable amount is estimated and the impairment loss duly provided for.

## **13 Derivatives**

The Company is exposed to foreign currency fluctuations on foreign currency assets and forecasted cash flows denominated in foreign currency. The Company tries to limit the effects of foreign exchange rate fluctuations by following risk management policies including use of derivatives. For this the Company enters into forward exchange contracts, where the counter-party is a Bank. These forward contracts are not used for trading or speculation purposes.

In case of forward contracts, the gain or loss arising on exercise of option or settlement or cancellation are recognized in the Statement of profit and loss for the period. The forwards contracts outstanding as at the balance sheet date, if any, are marked-to-market and corresponding exchange gain or loss recognized on the same.

In case of derivative transactions in currency futures, the net gain or loss is recognized in the Statement of Profit and Loss on settlement. In case of outstanding contracts as at the balance sheet date, the same are also marked-to-market and corresponding gain / loss recognized on the same.

**14** Prior Period and Extra Ordinary items and Changes in Accounting Policies, having a material bearing on the financial affairs of the Company are disclosed separately.

## II NOTES TO RESTATED FINANCIAL STATEMENTS:

**1** Related party transactions are already reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in Note 32 of the enclosed restated financial statements.

### 2 Auditors' Remuneration: (Amt. Rs. in Lacs)

Particulars	31 December 2023	2022-23	2021-22	2020-21
a. As Auditors				
Statutory Audit Fees	2.00	3.50	3.00	3.00
Tax Audit & Other Matters	1.00	1.50	1.25	1.25
<b>Total</b>	<b>3.00</b>	<b>5.00</b>	<b>4.25</b>	<b>4.25</b>

\* Including Service Tax / GST

### 3 Earnings Per Share:

Earnings per Share have been calculated as under:

(Rs. in lacs)

Particulars	31 December 2023	2022-23	2021-22	2020-21
A. Number of Shares at the beginning of the year/period	180.00	30.00	30.00	30.00
Shares issued during the year/period				
- Allotment (Bonus Issue) *	-	-	-	-
B. Total Number of equity shares outstanding at the end of the year/period	180.00	30.00	30.00	30.00
C. Weighted average number of equities shares outstanding during the year/period (Considering Bonus Issue)	180.00	180.00	180.00	180.00
D. Net profit after tax available for equity shareholders (as restated)	1679.49	2022.43	1791.49	523.42
<b>E. Basic and Diluted earnings per share (Rs.) (D/C)</b>	<b>9.33</b>	<b>11.24</b>	<b>9.95</b>	<b>2.91</b>

For details, please refer to Note 33 of enclosed restated financial statements

**4** Figures have been rearranged and regrouped wherever practicable and considered necessary.

**5** The management has confirmed that adequate provisions have been made for all the known and determined liabilities and the same is not in excess of the amounts reasonably required to be provided for.

**6** The balances of trade payables, trade receivables, loans and advances are unsecured and considered as good are subject to confirmations of respective parties concerned.

### 7 Employee benefits:

The Company has adopted the Accounting Standard 15 (revised 2005) on Employee Benefits as per an actuarial valuation carried out by an independent actuary. The disclosures as envisaged under the standard are as under:

**(a) Defined Benefit Plan (Gratuity)****(Amt. Rs. in Lacs)**

<b>Particulars</b>	<b>31 December 2023</b>	<b>2022-23</b>	<b>2021-22</b>	<b>2020-21</b>
<b>Change in Present Value of Defined Benefit Obligation</b>				
Present Value of Obligations as at the beginning of the Year/Period	96.66	85.47	80.52	39.52
Interest Cost	5.26	5.98	5.64	2.87
Current Cost	7.60	8.38	7.97	9.48
Benefits Paid	(5.49)	(3.94)	(5.56)	(4.05)
Actuarial (gains) / losses on obligation	(28.30)	0.76	(3.10)	32.70
Present Value of Obligations as at the end of the Year/Period	75.73	96.66	85.47	80.53
<b>Change in Fair Value of Plan Assets</b>				
Fair Value of Plan Assets as at the beginning of the Year/Period	112.37	100.33	92.95	81.24
Prior Year's Adjustment	0	0	0	0
Expected Return on Plan Assets	6.11	7.09	12.94	5.83
Contributions	0	8.88	0	9.93
Benefits Paid	(5.49)	(3.94)	(5.56)	(4.05)
Actuarial (gains) / losses on Plan Assets	(6.11)	0	0	0
Fair Value of Plan Assets as at the end of the Year/Period	106.88	112.37	100.33	92.95
<b>Defined Benefit Obligation as recognized in Balance Sheet</b>				
Present Value of Obligations as at the Year/Period end	75.73	96.66	85.47	80.53
Unrecognised Past Service Cost	0	0	0	0
Fair Value of Plan Assets as at the Year/Period end	106.88	112.37	100.33	92.95
Net (Asset) / Liability recognized in Balance Sheet	(31.16)	(15.71)	(14.86)	(12.42)
<b>Net Gratuity Benefit Expenditure Recognised in P&amp;L Account</b>				
Current Service Cost	7.60	8.38	7.97	9.48
Interest Cost	5.26	5.98	5.64	2.87
Expected Return on Plan Assets	(6.11)	(7.09)	(12.94)	(5.83)
Net Actuarial (Gain) / Loss Recognised in the Year/Period	(22.19)	0.76	(3.10)	32.70
Net Expense Recognised in Statement of Profit and Loss	(15.44)	8.03	(2.43)	39.22
<b>Principal Assumptions Used</b>				
Discount Rate	7.25%	7.00%	7.00%	7.00%

Expected Return on Plan Assets	7.25%	7.00%	7.00%	7.00%
Salary Escalation Rate	5.00%	7.00%	7.00%	7.00%
<b>Major Categories of Plan Assets</b>				
<b>Insurer Managed Funds</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

**(b) Defined Contribution Plans**

The Company is registered with the Regional Provident Fund Commissioner for the Employees' Provident Fund Scheme. Contributions to Provident Fund are included under head Employee Benefit Expenses in the Statement of profit and loss.

(Amt. Rs. in Lacs)

Particulars	31 December 2023	2022-23	2021-22	2020-21
Provident Fund	25.75	27.93	25.55	24.85

**8 Realizations**

In the opinion of the Board and to the best of its knowledge and belief, the value on realization of current assets and loans and advances are approximately of the same value as stated.

**9 Contractual liabilities**

All other contractual liabilities connected with business operations of the Company have been appropriately provided for.

**10 Amounts in the financial statements**

Amounts in the financial statements are rounded off to nearest lakhs. Figures in brackets indicate negative values.

**11 Impact of Audit Qualifications/Observations in Statutory Auditor's Report on Financial Statements**

There have been no audit qualifications/observations in Statutory Auditor's Report for F.Y. 2020-21, 2021-22, 2022-23 and 31st December 2023, which requires adjustments in restated financial statements.

**12(I) Material Adjustments**

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 Schedule VI and Accounting Standards.

**Statement of Adjustments in the financial statements:**

(Amt. Rs. in Lacs)

Particulars	31 December 2023	2022-23	2021-22	2020-21
Net Profits after tax and extraordinary items as per audited accounts but before Adjustments: (A)	1685.69	2,021.11	1,788.96	521.19
<b>Adjustment on Account of:</b>				
Add/(Less): Difference in Income Tax as per audited Profit and Loss and restated Financial Statements	-	6.20	4.87	2.34
Add/(Less): Prior Period Expenditure adjusted	-	-	-	-
Add/(Less): Excess / (Shortfall) in IT Provision	(6.20)	(4.87)	(2.34)	(0.11)
Add / (Less): MAT Credit Adjustment as per Restated books	-	-	-	-
Add / (Less): Prior Period Adjustment as per audited books	-	-	-	-
<b>Total (B)</b>	<b>(6.20)</b>	<b>(1.33)</b>	<b>2.53</b>	<b>2.23</b>
<b>Net Profit as Restated (A+B)</b>	<b>1679.49</b>	<b>2,022.43</b>	<b>1,791.49</b>	<b>523.42</b>

**12(II) Reconciliation of Opening Reserves as on 1st April, 2020**

Particulars	Amt. (Rs. In Lacs)
<b>Surplus in Statement of Profit &amp; Loss</b>	
Balance as per last financial statements	7378.39
Add / (Less): Prior Period Adjustment as per audited books	-
Add / (Less): Adjustment in Opening Income Tax Provision	(0.11)
Surplus in Statement of Profit & Loss (Restated) Opening 1st April, 2020	7378.27

**13 Material Regrouping in Restated Financial Statements**

Appropriate adjustments have been made in the Restated Summary Statements, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financials of the Company prepared in accordance with Schedule III and the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 (as amended). However, no material regroupings carried out in restated financial statements:

**Note 1 SHARE CAPITAL**

<u>Share Capital</u>	As at 31st December 2023		As at 31st March 2023		As at 31st March 2022		As at 31st March 2021	
	Number (in lacs)	Amt. (Rs. in lacs)	Number (in lacs)	Amt. (Rs. in lacs)	Number (in lacs)	Amt. (Rs. in lacs)	Number (in lacs)	Amt. (Rs. in lacs)
<b>Authorised</b>								
Equity Shares of Rs.10 each	250	2500	30	300	30	300	30	300
<b>Issued</b>								
Equity Shares of Rs.10 each	180	1800	30	300	30	300	30	300
<b>Subscribed &amp; paid up</b>								
Equity Shares of Rs.10 each fully paid up	180	1800	30	300	30	300	30	300
<b>Total</b>	<b>180</b>	<b>1800</b>	<b>30</b>	<b>300</b>	<b>30</b>	<b>300</b>	<b>30</b>	<b>300</b>

**Note 1.1 RECONCILIATION OF NUMBER OF SHARES**

Particulars	As at 31st December 2023		As at 31st March 2023		As at 31st March 2022		As at 31st March 2021	
	Number (in lacs)	Amt. (Rs. in lacs)	Number (in lacs)	Amt. (Rs. in lacs)	Number (in lacs)	Amt. (Rs. in lacs)	Number (in lacs)	Amt. (Rs. in lacs)
Shares outstanding at the beginning of the year/period	30	300	30	300	30	300	30	300
Shares Issued during the year/period	150	1500	-	-	-	-	-	-
Shares bought back during the year/period	-	-	-	-	-	-	-	-
Shares outstanding at the end of the year/period	180	1800	30	300	30	300	30	300

**Note 1.2 Details of Shares held by shareholders holding more than 5% of the aggregate shares in the co.**

Name of Shareholder	As at 31st December 2023		As at 31st March 2023		As at 31st March 2022		As at 31st March 2021	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Nilesh J Patel	179.94	99.97%	29.99	99.97%	29.99	99.97%	29.99	99.97%

**Note 1.3 Terms and rights attached to equity shares**

The company has a single class of equity shares having par value of Rs. 10/- per equity share. All shares rank Pari passu with reference to all rights relating thereto. The dividend proposed, if any, by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all the preferential amounts, in proportions to their shareholding.

**Note 1.4 Details of Promoters Shareholding**

Name of Shareholder	As at 31st December 2023		As at 31st March 2023		As at 31st March 2022		As at 31st March 2021	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Nilesh J Patel	179.94	99.97%	29.99	99.97%	29.99	99.97%	29.99	99.97%
<b>% of change during the year/period</b>								
Nilesh J Patel		0%		0%		0%		0%

**Note 2 DETAILS OF RESERVE AND SURPLUS AS RESTATED**

Rs. in lakhs

Particulars	As At 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>A. Securities Premium Account</b>				
Opening Balance	30	30	30	30
Add: Securities premium credited on Share issue	-	-	-	-
Less: Premium Utilised	-	-	-	-
<b>Closing Balance</b>	<b>30</b>	<b>30</b>	<b>30</b>	<b>30</b>
<b>B. Surplus</b>				
Opening balance	11715.84	9693.41	7901.92	7378.39
(+) Net Profit/ (Net Loss) during the year/period	1679.49	2022.43	1791.49	523.42
(-) Preliminary Expenses Written off	-	-	-	-
(-) Transfer for Issue of Bonus Shares	1500.00	-	-	-
(-) Appropriations				
Income Tax of Earlier Years	-	-	-	-0.11
<b>Closing Balance</b>	<b>11895.33</b>	<b>11715.84</b>	<b>9693.41</b>	<b>7901.92</b>
<b>C. Revaluation Reserve</b>				
Opening Balance	1658.24	1727.82	1797.4	1866.98
Add: Revaluation of Land and Factory Building During the Year/period	-	-	-	-

Less: Depreciation of Revaluation	52.19	69.58	69.58	69.58
<b>Closing Balance</b>	<b>1606.05</b>	<b>1658.24</b>	<b>1727.82</b>	<b>1797.40</b>
<b>Total</b>	<b>13531.38</b>	<b>13404.08</b>	<b>11451.23</b>	<b>9729.31</b>

The Figures disclosed above are based on the restated statement of assets and liabilities of the Company. The above statement should be read with the restated statement of assets and liabilities, restated statement of Profit and Loss, restated Cash Flow Statement and significant accounting policies and notes on account for preparation of restated Financial Statements as appearing in Annexure-I, II, III and IV respectively.

**Note 3 DETAILS OF LONG-TERM BORROWINGS AS RESTATED****(Rs. in lakhs)**

Particulars	As At 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Secured</b>				
<b>(a) Term loans</b>				
<b>From Bank &amp; Financial Institutions</b>				
- Term Loan*	0	0	0	0
- Vehicle Loan**	0	0	0	0
<b>From Others</b>				
Sub-total (a)	0	0	0	0
<b>Unsecured</b>				
<b>(a) Loans and advances from related parties</b>				
From Directors	4.75	5.32	346.72	653.23
<b>(b) Loans and Advances from Bank &amp; Financial Institutions</b>				
- Business Loans from Banks	0	0	0	0
- Business Loans from Financial Institutions	0	0	0	0
Sub-total (a) + (b)	4.75	5.32	346.72	653.23
<b>Total</b>	<b>4.75</b>	<b>5.32</b>	<b>346.72</b>	<b>653.23</b>

**Details of Unsecured Loans**

PARTICULARS	As At 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>From Directors</b>				
Mr. Nilesh J Patel	4.75	5.32	346.72	653.23

The amount taken as Unsecured Loan from the Directors of the Company is usually payable on demand but the Company reserves its rights to defer the payment for a period exceeding 12 months. Interest is being paid @ 12 %

**Notes**

The Figures disclosed above are based on the restated statement of assets and liabilities of the Company. The above statement should be read with the restated statement of assets and liabilities, restated statement of Profit and Loss, restated Cash Flow



Statement and significant accounting policies and notes on account for preparation of restated Financial Statements as appearing in Annexure-I, II, III and IV respectively.

**Note 4 DETAILS OF DEFERRED TAX LIABILITIES (NET) AS RESTATED (Rs. in lakhs)**

Particulars	As At 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Deferred Tax Liabilities	325.01	352.19	386.97	418.91
<b>Total</b>	<b>325.01</b>	<b>352.19</b>	<b>386.97</b>	<b>418.91</b>

The Figures disclosed above are based on the restated statement of assets and liabilities of the Company. The above statement should be read with the restated statement of assets and liabilities, restated statement of Profit and Loss, restated Cash Flow Statement and significant accounting policies and notes on account for preparation of restated Financial Statements as appearing in Annexure-I, II, III and IV respectively.

**Note 5 DETAILS OF LONG-TERM LIABILITIES AS RESTATED (Rs. in lakhs)**

Particulars	As At 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Long term liabilities				
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

The Figures disclosed above are based on the restated statement of assets and liabilities of the Company. The above statement should be read with the restated statement of assets and liabilities, restated statement of Profit and Loss, restated Cash Flow Statement and significant accounting policies and notes on account for preparation of restated Financial Statements as appearing in Annexure-I, II, III and IV respectively.

**Note 6 DETAILS OF OTHER LONG-TERM PROVISIONS RESTATED (Rs. in lakhs)**

Particulars	As At 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Others	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Note 7 DETAILS OF SHORT-TERM BORROWINGS AS RESTATED (Rs. in lakhs)**

Particulars	As At 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>(a) Secured</b>				
<b>Working Capital</b>				
Buyers' Credit Facilities	495.20	123.49	-	104.60
Purchase Discount Facilities	-	360.81	-	-
<b>(b) Unsecured</b>				
<b>Total</b>	<b>495.20</b>	<b>484.30</b>	<b>-</b>	<b>104.60</b>

The Figures disclosed above are based on the restated statement of assets and liabilities of the Company. The above statement should be read with the restated statement of assets and liabilities, restated statement of Profit and Loss, restated Cash Flow Statement and significant accounting policies and notes on account for preparation of restated Financial Statements as appearing in Annexure-I, II, III and IV respectively.

**Note 7A: STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS**

<b>Secured Loan:</b>								<b>(Rs. in lacs)</b>
<b>Name of Lender</b>	<b>Purpose</b>	<b>Sanction Amount</b>	<b>Rate of interest</b>	<b>Re-payment Schedule</b>	<b>Balance as at 31/12/2023</b>	<b>Balance as at 31/03/2023</b>	<b>Balance as at 31/03/2022</b>	<b>Balance as at 31/03/2021</b>
ICICI Bank (CC/SLBC)	Working Capital	3780.00 Lacs	10.25%		495.20	484.30	-	104.60
HDFC Bank (CC)	Working Capital	2000.00 Lacs	9.78%		-	-	-	-

Since the year/period end balance in the Cash Credit Account with HDFC Bank and ICICI Bank was a debit amount, the same has been presented under the head of 'Balances lying with Bank in Current Accounts.'

**Assets Charged as Security**

Facilities from ICICI Bank: The Bank Facilities of Rs. 37.80 Crores sanctioned by ICICI Bank effectively consist of Cash Credit of Rs 15 Crore (with restriction of Drawing Power up to Rs. 1 Crore only and LC Sub Limit of Rs. 14 Crores), separate LC Limits and Sub Limits of Rs 19.98 Crores, LC Backed Pre-Acceptance Bill Discounting of Rs. 1 Crore and Derivatives of Rs 1.82 Crore which are secured by First Pari Passu Charge on the Current Assets and Moveable Fixed Assets of the Company as well as exclusive charge on certain Fixed Deposits of the Company. The facilities are further secured the Personal Guarantee of the Managing Director of the Company. The Applicable Rate of Interest for Cash Credit Facilities is Repo Rate 6.25% + Spread of 4% effective interest rate is 10.25%. Since the year/period end balance in the Cash Credit Account was a debit amount, the same has been presented under the head of 'Balances lying with Bank in Current Accounts.'

The Company has further availed Trade Credit (Buyers Credit) Facilities on a transactional and uncommitted basis in USD/EURO to the extent of INR equivalent of Rs. 15 Crores from ICICI Bank Gift City Branch as overseas branch of ICICI Bank Limited. These facilities are secured by unconditional and irrevocable bank guarantee / standby letter of Credit from ICICI India in form and manner acceptable to the Lender and with a validity that is at least 7 days more than the tenor / tranche of the Facility, covering at least 100% of the facility disbursed and the applicable margin to cover the foreign exchange fluctuations. The interest rate for each disbursement under the Facility is stipulated by the Lendor based on the tenor and SOFR/EURIBOR

Facilities from HDFC Bank: The Company has also availed Bank Facilities of Rs. 20 Crores from HDFC Bank Limited which inter-alia includes the facilities of Cash Credit of Rs 2 Crores with LC, Bank Guarantee and Buyer's Credit as sub-limits and LC limits of Rs 18 Crores with Buyers Credit (SBLC) and Bank Guarantee as its sub-limit. These facilities are secured by way of First pari-passu charge on entire current assets along with First pari-passu charge on entire movable fixed assets of the Company. Further the said facilities are secured by way of personal guarantee of the Managing Director of the Company. Applicable Rate of Interest is 9.78%. Since the year/period end balance in the Cash Credit Account with HDFC Bank was a debit amount, the same has been presented under the head of 'Balances lying with Bank in Current Accounts.'

**Note 7B: STATEMENT OF PRINCIPAL TERMS OF UNSECURED LOANS****Details of Unsecured Loans****(Rs. in lacs)**

<b>PARTICULARS</b>	<b>As At 31st December 2023</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
<b>From Directors</b>				
Mr. Nilesh J Patel	4.75	5.32	346.72	653.23

The amount taken as Unsecured Loan from the Directors of the Company is usually payable on demand but the Company reserves its rights to defer the payment for a period exceeding 12 months. Interest is being paid @ 12 %.

The Figures disclosed above are based on the restated statement of assets and liabilities of the Company. The above statement should be read with the restated statement of assets and liabilities, restated statement of Profit and Loss, restated Cash Flow Statement and significant accounting policies and notes on account for preparation of restated Financial Statements as appearing in Annexure-I, II, III and IV respectively.

**Note 8 DETAILS OF TRADE PAYABLES AS RESTATED****(Rs. in lakhs)**

<b>Particulars</b>	<b>As At 31st December 2023</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
(a) Micro, Small and Medium Enterprise	58.19	14.02	32.82	35.96
(b) Others	3923.89	3433.42	4006.19	2740.02
<b>Total</b>	<b>3982.08</b>	<b>3447.44</b>	<b>4039.01</b>	<b>2775.98</b>

The Figures disclosed above are based on the restated statement of assets and liabilities of the Company. The above statement should be read with the restated statement of assets and liabilities, restated statement of Profit and Loss, restated Cash Flow Statement and significant accounting policies and notes on account for preparation of restated Financial Statements as appearing in Annexure-I, II, III and IV respectively.

**Trade Payable Ageing Schedule****As On: 31/12/2023**

	<b>Particulars</b>	<b>Outstanding for following periods from due date of payment</b>				<b>Total (Rs.)</b>
		<b>&lt; 1 Yr</b>	<b>1 - 2 Yrs</b>	<b>2 - 3 Yrs</b>	<b>&gt; 3 Yrs</b>	
(a)	MSME	58.19	-	-	-	58.19
(b)	Others	3923.89	-	-	-	3923.89
(c)	Disputed MSME	-	-	-	-	-
(d)	Disputed Others	-	-	-	-	-
	<b>TOTAL</b>	<b>3982.08</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3982.08</b>

**As On: 31/03/2023**

	<b>Particulars</b>	<b>Outstanding for following periods from due date of payment</b>				<b>Total (Rs.)</b>
		<b>&lt; 1 Yr</b>	<b>1 - 2 Yrs</b>	<b>2 - 3 Yrs</b>	<b>&gt; 3 Yrs</b>	
(a)	MSME	14.02	-	-	-	14.02
(b)	Others	3,433.37	0.01	0.02	0.02	3,433.42
(c)	Disputed MSME	-	-	-	-	-
(d)	Disputed Others	-	-	-	-	-
	<b>TOTAL</b>	<b>3,447.39</b>	<b>0.01</b>	<b>0.02</b>	<b>0.02</b>	<b>3,447.44</b>

**As On: 31/03/2022**

	<b>Particulars</b>	<b>Outstanding for following periods from due date of payment</b>				<b>Total (Rs.)</b>
		<b>&lt; 1 Yr</b>	<b>1 - 2 Yrs</b>	<b>2 - 3 Yrs</b>	<b>&gt; 3 Yrs</b>	
(a)	MSME	32.77	0.05	-	-	32.82
(b)	Others	3,994.50	9.72	1.14	0.83	4,006.19
(c)	Disputed MSME	-	-	-	-	-
(d)	Disputed Others	-	-	-	-	-

	<b>Total</b>	<b>4,027.27</b>	<b>9.77</b>	<b>1.14</b>	<b>0.83</b>	<b>4,039.01</b>
<b>As On: 31/03/2021</b>						
	<b>Particulars</b>	<b>Outstanding for following periods from due date of payment</b>				
		<b>&lt; 1 Yr</b>	<b>1 - 2 Yrs</b>	<b>2 - 3 Yrs</b>	<b>&gt; 3 Yrs</b>	<b>Total (Rs.)</b>
(a)	MSME	35.96	-	-	-	35.96
(b)	Others	2,736.51	2.31	0.60	0.60	2,740.02
(c)	Disputed MSME	-	-	-	-	-
(d)	Disputed Others	-	-	-	-	-
	<b>TOTAL</b>	<b>2,772.47</b>	<b>2.31</b>	<b>0.60</b>	<b>0.60</b>	<b>2,775.98</b>

**Note 9 DETAILS OF OTHER CURRENT LIABILITIES AS RESTATED****(Rs. in lakhs)**

Particulars	As At 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
(i) Statutory Remittance	32.75	48.76	44.24	32.89
(ii) Other Payables				
Unpaid Expenses	22.70	17.78	13.20	14.32
Advance From Customer	34.31	69.82	25.00	11.72
<b>Total</b>	<b>89.76</b>	<b>136.36</b>	<b>82.44</b>	<b>58.93</b>

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**Note 10 DETAILS OF SHORT-TERM PROVISIONS AS RESTATED****(Rs. in lakhs)**

Particulars	As At 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Provision For</b>				
(a) Employee benefits	12.32	16.34	13.64	12.66
(b) Others				
Income Tax	580.00	733.80	645.63	212.66
<b>Total</b>	<b>592.32</b>	<b>750.14</b>	<b>659.27</b>	<b>225.32</b>

The Figures disclosed above are based on the restated statement of assets and liabilities of the Company. The above statement should be read with the restated statement of assets and liabilities, restated statement of Profit and Loss, restated Cash Flow Statement and significant accounting policies and notes on account for preparation of restated Financial Statements as appearing in Annexure-I, II, III and IV respectively.

**Note 12 DETAILS OF NON-CURRENT INVESTMENTS AS RESTATED****(Rs. in lakhs)**

Particulars	As At 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Non-Current Investments	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

The Figures disclosed above are based on the restated statement of assets and liabilities of the Company. The above statement should be read with the restated statement of assets and liabilities, restated statement of Profit and Loss, restated Cash Flow Statement and

significant accounting policies and notes on account for preparation of restated Financial Statements as appearing in Annexure-I, II, III and IV respectively.

**Note 13 DETAILS OF LONG-TERM LOANS AND ADVANCES AS RESTATED****(Rs. in lakhs)**

Particulars	As At 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Total</b>	-	-	-	-

The Figures disclosed above are based on the restated statement of assets and liabilities of the Company. The above statement should be read with the restated statement of assets and liabilities, restated statement of Profit and Loss, restated Cash Flow Statement and significant accounting policies and notes on account for preparation of restated Financial Statements as appearing in Annexure-I, II, III and IV respectively.

**Note 14 DETAILS OF OTHER NON-CURRENT ASSETS AS RESTATED****(Rs. in lakhs)**

Particulars	As At 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Security Deposit</b>	110.25	110.37	10.72	11.09
<b>Others</b>	-	-	-	-
<b>Excess of Fair Value of Gratuity Plan Assets over Obligation</b>	31.16	15.71	14.86	12.42
<b>Total</b>	<b>141.41</b>	<b>126.08</b>	<b>25.58</b>	<b>23.51</b>

The Figures disclosed above are based on the restated statement of assets and liabilities of the Company. The above statement should be read with the restated statement of assets and liabilities, restated statement of Profit and Loss, restated Cash Flow Statement and significant accounting policies and notes on account for preparation of restated Financial Statements as appearing in Annexure-I, II, III and IV respectively.

**Note 15 DETAILS OF CURRENT INVESTMENT****(Rs. in lakhs)**

Particulars	As At 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Investment in Mutual Fund	4587.83	1068.78	0.17	12.91
<b>Total</b>	<b>4587.83</b>	<b>1068.78</b>	<b>0.17</b>	<b>12.91</b>
<b>Market Value of Quoted Investments</b>	<b>4650.30</b>	<b>1079.91</b>	<b>0.17</b>	<b>12.92</b>

**Note 16 DETAIL OF INVENTORIES AS RESTATED****(Rs. in lakhs)**

Particulars	As At 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
a. Raw Materials and components	1499.08	1502.05	8.94	9.25
b. Work-in-progress	1020.81	3552.10	5010.41	1994.72
c. Finished goods	460.15	274.97	98.52	28.66
<b>Total</b>	<b>2980.04</b>	<b>5329.12</b>	<b>5117.87</b>	<b>2032.63</b>

The Figures disclosed above are based on the restated statement of assets and liabilities of the Company. The above statement should be read with the restated statement of assets and liabilities, restated statement of Profit and Loss, restated Cash Flow Statement and significant accounting policies and notes on account for preparation of restated Financial Statements as appearing in Annexure-I, II, III and IV respectively.

**Note 11 DETAILS OF PROPERTY PLANT AND EQUIPMENTS AS RESTATED****(Rs. in lacs)**

	Particulars	Assets Value				Upto 01.04. 2020	Depreciation			Total Upto 31.03.202 1	As At 31.03.202 1	Net Block As At 31.03.202 0
		Balance as at 01.04.202 0	Addition s	Disposal s	Balance as at 31.03.202 1		Depreciation charge for the year	Adjustment due to revaluation s	On disposal s			
<b>A</b>	<b>Tangible Assets</b>											
	Land	1000.59	-	-	1000.59	-	-	-	-	-	1000.59	1000.59
	Factory Building	1717.21	-	18.64	1698.58	311.35	22.77	69.58	8.87	394.83	1303.74	1405.86
	Air Conditioner	8.55	-	-	8.55	7.59	0.18	-	-	7.77	0.78	0.96
	Mobile Phone	6.01	0.18	-	6.20	4.88	0.33	-	-	5.21	0.99	1.13
	Office Equipment	14.11	0.50	-	14.61	11.06	1.20	-	-	12.27	2.35	3.05
	Plant & Machinery	2568.07	11.50	-	2579.57	1145.89	167.23	-	-	1313.13	1266.44	1422.18
	Roof Top Solar	60.76	-	-	60.76	6.11	3.85	-	-	9.95	50.81	54.66
	Dies, Blocks, Punches & Tools	3.77	-	-	3.77	1.33	0.24	-	-	1.58	2.19	2.43
	Electrical Installation	41.13	2.04	-	43.18	31.93	1.47	-	-	33.40	9.78	9.20
	Tools & Equipment's	57.21	4.50	-	61.71	17.21	3.73	-	-	20.94	40.77	40.00
	Vehicles	180.93	-	2.66	178.27	78.11	16.81	-	2.50	92.42	85.85	102.82
	Furniture & Fixture	46.03	1.82	-	47.85	22.48	4.13	-	-	26.60	21.24	23.55
	Computer	16.02	0.68	-	16.69	14.45	0.67	-	-	15.12	1.58	1.57
	<b>Total - A</b>	<b>5720.39</b>	<b>21.23</b>	<b>21.30</b>	<b>5720.32</b>	<b>1652.39</b>	<b>222.62</b>	<b>69.58</b>	<b>11.38</b>	<b>1933.22</b>	<b>3787.10</b>	<b>4068.00</b>
<b>B</b>	<b>Intangible Assets</b>											
	Computer Software	11.54	-	-	11.54	7.25	1.83	-	-	9.08	2.47	4.29
	<b>Total - B</b>	<b>11.54</b>	<b>-</b>	<b>-</b>	<b>11.54</b>	<b>7.25</b>	<b>1.83</b>	<b>-</b>	<b>-</b>	<b>9.08</b>	<b>2.47</b>	<b>4.29</b>
<b>C</b>	<b>Capital Work-In-Progress</b>											
		4.69	18.03	-	22.72	-	-	-	-	-	22.72	4.69
	<b>Total -C</b>	<b>4.69</b>	<b>18.03</b>	<b>-</b>	<b>22.72</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>22.72</b>	<b>4.69</b>
	<b>Total - A+B+C</b>	<b>5736.62</b>	<b>39.26</b>	<b>21.30</b>	<b>5754.58</b>	<b>1659.65</b>	<b>224.44</b>	<b>69.58</b>	<b>11.38</b>	<b>1942.29</b>	<b>3812.29</b>	<b>4076.98</b>

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	Particulars	Assets Value				Upto 01.04.2021	Depreciation			Total Upto 31.03.2022	As At 31.03.2022	Net Block As At 31.03.2021
		Balance as at 01.04.2021	Additions	Disposals	Balance as at 31.03.2022		Depreciation charge for the year	Adjustment due to revaluations	On disposals			
<b>A</b>	<b>Tangible Assets</b>											
	Land	1000.59	-	-	1000.59	-	-	-	-	-	1000.59	1000.59
	Factory Building	1698.58	50.42	0.92	1748.08	394.83	22.25	69.58	-	486.66	1261.42	1303.74
	Air Conditioner	8.55	17.61	-	26.16	7.77	1.47	-	-	9.24	16.92	0.78
	Mobile Phone	6.20	0.16	-	6.36	5.21	0.28	-	-	5.48	0.88	0.99
	Office Equipment	14.61	0.60	-	15.22	12.27	0.79	-	-	13.06	2.15	2.35
	Plant & Machinery	2579.57	24.91	-	2604.48	1313.13	168.31	-	-	1481.44	1123.04	1266.44
	Roof Top Solar	60.76	-	-	60.76	9.95	3.85	-	-	13.80	46.96	50.81
	Dies, Blocks, Punches & Tools	3.77	-	-	3.77	1.58	0.24	-	-	1.82	1.95	2.19
	Electrical Installation	43.18	33.34	-	76.51	33.40	2.03	-	-	35.43	41.08	9.78
	Tools & Equipment's	61.71	32.72	-	94.43	20.94	4.60	-	-	25.54	68.89	40.77
	Vehicles	178.27	-	9.02	169.25	92.42	16.75	-	8.57	100.60	68.64	85.85
	Furniture & Fixture	47.85	55.33	-	103.18	26.60	4.35	-	-	30.96	72.22	21.24
	Computer	16.69	1.69	-	18.39	15.12	0.63	-	-	15.75	2.64	1.58
	<b>Total - A</b>	<b>5720.32</b>	<b>216.79</b>	<b>9.94</b>	<b>5927.17</b>	<b>1933.22</b>	<b>225.55</b>	<b>69.58</b>	<b>8.57</b>	<b>2219.78</b>	<b>3707.39</b>	<b>3787.10</b>
<b>B</b>	<b>Intangible Assets</b>											
	Computer Software	11.54	-	-	11.54	9.08	1.16	-	-	10.23	1.31	2.47
	<b>Total</b>	11.54	-	-	11.54	9.08	1.16	-	-	10.23	1.31	2.47
	<b>Total - B</b>	<b>11.54</b>	<b>-</b>	<b>-</b>	<b>11.54</b>	<b>9.08</b>	<b>1.16</b>	<b>-</b>	<b>-</b>	<b>10.23</b>	<b>1.31</b>	<b>2.47</b>
<b>C</b>	<b>Capital Work-In-Progress</b>											
		22.72	32.39	50.42	4.69	-	-	-	-	-	4.69	22.72
	<b>Total -C</b>	<b>22.72</b>	<b>0.00</b>	<b>50.42</b>	<b>4.69</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>4.69</b>	<b>22.72</b>
	<b>Total - A+B+C</b>	<b>5754.58</b>	<b>216.79</b>	<b>60.36</b>	<b>5943.40</b>	<b>1942.29</b>	<b>226.71</b>	<b>69.58</b>	<b>8.57</b>	<b>2230.01</b>	<b>3713.39</b>	<b>3812.29</b>

The Figures disclosed above are based on the restated statement of assets and liabilities of the Company. The above statement should be read with the restated statement of assets and liabilities, restated statement of Profit and Loss, restated Cash Flow Statement and significant accounting policies and notes on account for preparation of restated Financial Statements as appearing in Annexure-I, II, III and IV respectively.

	Particulars	Assets Value				Depreciation				Net Block		
		Balance as at 01.04.2022	Additions	Disposals/Adjustments	Balance as at 31.03.2023	Upto 01.04.2022	Depreciated on charge for the year	Adjustment due to revaluations	On disposals	Total Upto 31.03.2023	As At 31.03.2023	As At 31.03.2022
<b>A</b>	<b>Tangible Assets</b>											
	Land	1000.59	-	1.33	999.25	-	-	-	-	-	999.25	1000.59
	Factory Building	1748.08	4.69	50.42	1702.34	486.66	22.23	69.58	0.15	578.32	1124.02	1261.42
	Air Conditioner	26.16	-	-	26.16	9.24	3.45	-	-	12.69	13.47	16.92
	Mobile Phone	6.36	-	-	6.36	5.48	0.27	-	-	5.75	0.60	0.88
	Office Equipment	15.22	0.82	-	16.04	13.06	0.54	-	-	13.60	2.43	2.15
	Plant & Machinery	2604.48	61.02	-	2665.50	1481.44	163.83	-	-	1645.26	1020.24	1123.04
	Roof Top Solar	60.76	-	-	60.76	13.80	3.85	-	-	17.65	43.12	46.96
	Dies, Blocks, Punches & Tools	3.77	-	-	3.77	1.82	0.22	-	-	2.04	1.73	1.95
	Electrical Installation	76.51	0.74	1.08	76.17	35.43	4.34	-	-	39.77	36.41	41.08
	Tools & Equipment's	94.43	15.96	-	110.39	25.54	6.60	-	-	32.14	78.25	68.89
	Vehicles	169.25	7.25	2.00	174.50	100.60	16.75	-	0.62	116.73	57.77	68.64
	Furniture & Fixture	103.18	3.69	-	106.87	30.96	8.09	-	-	39.05	67.82	72.22
	Computer	18.39	1.84	-	20.23	15.75	0.90	-	-	16.65	3.58	2.64
	<b>Total - A</b>	<b>5927.17</b>	<b>96.01</b>	<b>54.83</b>	<b>5968.34</b>	<b>2219.78</b>	<b>231.07</b>	<b>69.58</b>	<b>0.78</b>	<b>2519.65</b>	<b>3448.69</b>	<b>3707.39</b>
<b>B</b>	<b>Intangible Assets</b>											
	Computer Software	11.54	-	-	11.54	10.23	0.69	-	-	10.93	0.62	1.31
	<b>Total</b>	<b>11.54</b>	<b>-</b>	<b>-</b>	<b>11.54</b>	<b>10.23</b>	<b>0.69</b>	<b>-</b>	<b>-</b>	<b>10.93</b>	<b>0.62</b>	<b>1.31</b>
	<b>Total - B</b>	<b>11.54</b>	<b>-</b>	<b>-</b>	<b>11.54</b>	<b>10.23</b>	<b>0.69</b>	<b>-</b>	<b>-</b>	<b>10.93</b>	<b>0.62</b>	<b>1.31</b>
<b>C</b>	<b>Capital Work-In-Progress</b>											
	Capital Work-In-Progress	4.69	-	4.69	-	-	-	-	-	-	-	4.69
	<b>Total -C</b>	<b>4.69</b>	<b>-</b>	<b>4.69</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4.69</b>
	<b>Total - A+B+C</b>	<b>5943.40</b>	<b>96.01</b>	<b>59.52</b>	<b>5979.89</b>	<b>2230.01</b>	<b>231.76</b>	<b>69.58</b>	<b>0.78</b>	<b>2530.57</b>	<b>3449.31</b>	<b>3713.39</b>

The Figures disclosed above are based on the restated statement of assets and liabilities of the Company. The above statement should be read with the restated statement of assets and liabilities, restated statement of Profit and Loss, restated Cash Flow Statement and significant accounting policies and notes on account for preparation of restated Financial Statements as appearing in Annexure-I, II, III and IV respectively.



	Particulars	Assets Value				Upto 01.04. 2023	Depreciation			Total Upto 31.12.20 23	As At 31.12.20 23	Net Block As At 31.03.20 23
		Balance as at 01.04.20 23	Additio ns	Disposals/Adjus tments	Balance as at 31.12.20 23		Depreciat ion charge for the period	Adjustme nt due to revaluatio ns	On disposa ls			
<b>A</b>	<b>Tangible Assets</b>											
	Land	999.25	-	-	999.25	-	-	-	-	-	999.25	999.25
	Factory Building	1702.34	16.53	-	1718.88	578.32	16.99	52.19	-	647.50	1071.38	1124.02
	Air Conditioner	26.16	-	-	26.16	12.69	2.58	-	-	15.27	10.90	13.47
	Mobile Phone	6.36	-	-	6.36	5.75	0.12	-	-	5.87	0.49	0.60
	Office Equipment	16.04	0.09	-	16.13	13.60	0.42	-	-	14.03	2.10	2.43
	Plant & Machinery	2665.50	65.54	-	2731.04	1645.26	119.53	-	-	1764.79	966.25	1020.24
	Roof Top Solar	60.76	-	-	60.76	17.65	2.90	-	-	20.54	40.22	43.12
	Dies, Blocks, Punches & Tools	3.77	-	-	3.77	2.04	0.16	-	-	2.20	1.57	1.73
	Electrical Installation	76.17	4.21	-	80.38	39.77	3.34	-	-	43.11	37.27	36.41
	Tools & Equipment's	110.39	7.72	-	118.11	32.14	5.47	-	-	37.62	80.50	78.25
	Vehicles	174.50	25.61	19.31	180.80	116.73	14.03	-	18.23	112.53	68.28	57.77
	Furniture & Fixture	106.87	-	-	106.87	39.05	6.09	-	-	45.14	61.73	67.82
	Computer	20.23	0.86	-	21.09	16.65	0.97	-	-	17.62	3.47	3.58
	<b>Total - A</b>	<b>5968.34</b>	<b>120.57</b>	<b>19.31</b>	<b>6069.61</b>	<b>2519.65</b>	<b>172.60</b>	<b>52.19</b>	<b>18.23</b>	<b>2726.21</b>	<b>3343.40</b>	<b>3448.69</b>
<b>B</b>	<b>Intangible Assets</b>											
	Computer Software	11.54	-	-	11.54	10.93	0.04	-	-	10.97	0.58	0.62
	<b>Total</b>	11.54	-	-	11.54	10.93	0.04	-	-	10.97	0.58	0.62
	<b>Total - B</b>	<b>11.54</b>	<b>-</b>	<b>-</b>	<b>11.54</b>	<b>10.93</b>	<b>0.04</b>	<b>-</b>	<b>-</b>	<b>10.97</b>	<b>0.58</b>	<b>0.62</b>
<b>C</b>	<b>Capital Work-In-Progress</b>											
		-	16.53	16.53	-	-	-	-	-	-	0.00	-
	<b>Total -C</b>	<b>-</b>	<b>16.53</b>	<b>16.53</b>	<b>0.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00</b>	<b>-</b>
	<b>Total - A+B+C</b>	<b>5979.89</b>	<b>137.11</b>	<b>35.84</b>	<b>6081.15</b>	<b>2530.57</b>	<b>172.65</b>	<b>52.19</b>	<b>18.23</b>	<b>2737.17</b>	<b>3343.98</b>	<b>3449.31</b>

The Figures disclosed above are based on the restated statement of assets and liabilities of the Company. The above statement should be read with the restated statement of assets and liabilities, restated statement of Profit and Loss, restated Cash Flow Statement and significant accounting policies and notes on account for preparation of restated Financial Statements as appearing in Annexure-I, II, III and IV respectively.

## Note 17 DETAILS OF TRADE RECEIVABLES AS RESTATED

Particulars	As At 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
(Unsecured and Considered Good)				
<b>a. From Directors/Promoters/ Promoter Group/ Associates/ Relatives of Directors / Group Companies</b>				
Over Six Months	-	-	-	-
Others	798.88	1310.37	638.84	699.49
<b>b. From Others</b>				
Over Six Months	29.04	63.03	46.82	1234.22
Others	4179.84	2865.14	1527.40	2330.08
<b>Total</b>	<b>5007.76</b>	<b>4238.54</b>	<b>2213.06</b>	<b>4263.79</b>

The Figures disclosed above are based on the restated statement of assets and liabilities of the Company. The above statement should be read with the restated statement of assets and liabilities, restated statement of Profit and Loss, restated Cash Flow Statement and significant accounting policies and notes on account for preparation of restated Financial Statements as appearing in Annexure-I, II, III and IV respectively.

## Trade Receivable Ageing Schedule

As On: 31/12/2023

Particulars	Outstanding for following periods from due date of payment					Total (Rs.)
	< 6 Mths	6 Mts - 1 Yr	1 - 2 Yrs	2 - 3 Yrs	> 3 Yrs	
<b>Undisputed</b>						
Considered Good	4,978.71	2.74	1.19	-	6.61	4,989.25
Considered Doubtful	-	-	-	-	-	-
<b>Disputed</b>						
Considered Good	-	-	-	-	18.51	18.51
Considered Doubtful	-	-	-	-	-	-
<b>TOTAL `</b>	<b>4,978.71</b>	<b>2.74</b>	<b>1.19</b>	<b>-</b>	<b>25.12</b>	<b>5,007.76</b>

As On: 31/03/2023

Particulars	Outstanding for following periods from due date of payment					Total (Rs.)
	< 6 Mths	6 Mts - 1 Yr	1 - 2 Yrs	2 - 3 Yrs	> 3 Yrs	
<b>Undisputed</b>						
Considered Good	4,175.51	37.91	-	-	6.61	4,220.03
Considered Doubtful	-	-	-	-	-	-
<b>Disputed</b>						
Considered Good	-	-	-	-	18.51	18.51
Considered Doubtful	-	-	-	-	-	-
<b>TOTAL `</b>	<b>4,175.51</b>	<b>37.91</b>	<b>-</b>	<b>-</b>	<b>25.12</b>	<b>4,238.54</b>

As On: 31/03/2022

Particulars	Outstanding for following periods from due date of payment					Total (Rs.)
	< 6 Mths	6 Mts - 1 Yr	1 - 2 Yrs	2 - 3 Yrs	> 3 Yrs	
<b>Undisputed</b>						

Considered Good	2,166.24	7.15	1.06	7.70	4.49	2,186.64
Considered Doubtful	-	-	-	-	-	-
<b>Disputed</b>						
Considered Good	-	-	-	11.22	15.20	26.42
Considered Doubtful	-	-	-	-	-	-
<b>PY</b>	<b>2,166.24</b>	<b>7.15</b>	<b>1.06</b>	<b>18.92</b>	<b>19.69</b>	<b>2,213.06</b>

As On: 31/03/2021

Particulars	Outstanding for following periods from due date of payment					Total (Rs.)
	< 6 Mths	6 Mts - 1 Yr	1 - 2 Yrs	2 - 3 Yrs	> 3 Yrs	
<b>Undisputed</b>						
Considered Good	3,029.57	302.62	615.11	292.56	5.32	4,245.18
Considered Doubtful	-	-	-	-	-	-
<b>Disputed</b>						
Considered Good	-	-	-	5.12	13.49	18.61
Considered Doubtful	-	-	-	-	-	-
<b>TOTAL `</b>	<b>3,029.57</b>	<b>302.62</b>	<b>615.11</b>	<b>297.68</b>	<b>18.81</b>	<b>4,263.79</b>

**Note 18 DETAILS OF CASH AND BANK BALANCES AS RESTATED** (Rs. in lakhs)

Particulars	As At 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>a. Cash &amp; Bank Equivalent</b>				
Cash on Hand	6.37	4.88	5.83	5.03
Balances with Banks				
- In Current Accounts & Cash Credit Account	545.43	673.93	459.38	298.65
<b>b. Balance in Deposit Accounts (Maturity Less than 12 Months)</b>				
	3544.60	3277.63	3288.41	3007.93
<b>Total</b>	<b>4096.40</b>	<b>3956.44</b>	<b>3753.62</b>	<b>3311.61</b>

The Figures disclosed above are based on the restated statement of assets and liabilities of the Company. The above statement should be read with the restated statement of assets and liabilities, restated statement of Profit and Loss, restated Cash Flow Statement and significant accounting policies and notes on account for preparation of restated Financial Statements as appearing in Annexure-I, II, III and IV respectively.

**Note 19 DETAILS OF SHORT-TERM LOANS AND ADVANCES AS RESTATED** (Rs. in lakhs)

Particulars	As At 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
(Unsecured and Considered Good)				
Indirect Taxes Recoverable Balance with Revenue Authorities	187.82	19.11	327.82	253.72
Advance Tax & Refunds Receivable	251.98	602.55	591.23	109.82
Advance to Staff	3.89	2.85	3.02	1.50
Prepaid Expenses	14.64	9.48	7.26	9.44
Advance to Suppliers	65.34	6.98	1512.33	258.51
Others	0.06	0.59	0.29	176.55

Interest Accrued but Not Due	94.35	-	-	-
<b>Total</b>	<b>618.08</b>	<b>641.56</b>	<b>2441.95</b>	<b>809.54</b>

The Figures disclosed above are based on the restated statement of assets and liabilities of the Company. The above statement should be read with the restated statement of assets and liabilities, restated statement of Profit and Loss, restated Cash Flow Statement and significant accounting policies and notes on account for preparation of restated Financial Statements as appearing in Annexure-I, II, III and IV respectively.

**Note 20 DETAILS OF OTHER CURRENT ASSETS AS RESTATED**

(Rs. in lakhs)

Particulars	As At 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Receivable Against Sale of Asset	45.00	70.00	-	-
<b>Total</b>	<b>45.00</b>	<b>70.00</b>	<b>-</b>	<b>-</b>

The Figures disclosed above are based on the restated statement of assets and liabilities of the Company. The above statement should be read with the restated statement of assets and liabilities, restated statement of Profit and Loss, restated Cash Flow Statement and significant accounting policies and notes on account for preparation of restated Financial Statements as appearing in Annexure-I, II, III and IV respectively.

**Note 21 DETAILS OF CONTINGENT LIABILITIES AND COMMITMENTS AS RESTATED**

(Rs. in lakhs)

Particulars	As At 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>(a) Contingent Liabilities</b>				
a. Claims against the company not acknowledged as debts	53.00	53.00	-	-
b. Guarantees	-	-	-	-
c. Other Money for which the company is contingently liable (Legal Claims against Debtors Outstanding and not provided for)	18.51	18.51	26.42	18.61
<b>(b) Commitments</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>171.42</b>	<b>171.42</b>	<b>26.42</b>	<b>18.61</b>

The Figures disclosed above are based on the restated statement of assets and liabilities of the Company. The above statement should be read with the restated statement of assets and liabilities, restated statement of Profit and Loss, restated Cash Flow Statement and significant accounting policies and notes on account for preparation of restated Financial Statements as appearing in Annexure-I, II, III and IV respectively.

**Note 22** The Company has used the borrowings from Banks and Financial Institutions for the specific purpose for which it was taken at the Balance Sheet Date.

**Note 23** In the opinion of the Board, all assets which are considered good (other than Property Plant and Equipment's and Non- Current Investments) are expected to realise at least the amount at which they are stated, if realised in the ordinary course of business. Further in the opinion of the Board, provision for all known liabilities has been adequately made in the accounts and as per management experience and estimates, no additional provisions are required.

(Rs. in lacs)

**Note 24 DETAILS OF REVENUE FROM OPERATIONS AS RESTATED**

Particulars	As At 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Sales of goods				

- Domestic Sales	23026.52	27867.62	23152.32	13046.63
- Direct Export Sales	276.82	40.15	70.29	201.62
<b>Total (A)</b>	<b>23303.34</b>	<b>27907.77</b>	<b>23222.61</b>	<b>13248.25</b>
<b>Sale of services</b>				
Job Work	271.22	352.74	80.32	16.90
<b>Total (B)</b>	<b>271.22</b>	<b>352.74</b>	<b>80.32</b>	<b>16.90</b>
<b>GROSS TOTAL (A+B+C)</b>	<b>23574.56</b>	<b>28260.51</b>	<b>23302.93</b>	<b>13265.15</b>

(Rs. in lacs)

**Note 25 DETAILS OF OTHER INCOME AS RESTATED**

Particulars	As At 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
(i) Type of income				
Interest Income	152.93	172.96	163.02	154.99
Discounts & Write off's	0.60	-	0.01	13.65
Customs Duty Refund	-	-	-	2.52
Foreign Exchange Fluctuation	61.49	-	47.01	45.88
<b>Total</b>	<b>215.02</b>	<b>172.96</b>	<b>210.04</b>	<b>217.04</b>
Other Non-Operating Revenue				
(i) Type of income				
Dividend On Mutual Fund	-	-	0.38	1.66
Rent Income	-	2.20	-	-
Profit on Sale of Asset (Net)	0.89	19.91	0.15	0.11
Gain on Sale of Mutual Funds	39.10	22.56	2.47	1.45
Interest On Income Tax Refund			2.08	
<b>Total</b>	<b>39.99</b>	<b>44.67</b>	<b>5.08</b>	<b>3.22</b>
<b>Gross Total</b>	<b>255.01</b>	<b>217.63</b>	<b>215.12</b>	<b>220.26</b>

The Figures disclosed above are based on the restated statement of profit and loss of the Company. The above statement should be read with the restated statement of assets and liabilities, restated statement of Profit and Loss, restated Cash Flow Statement and significant accounting policies and notes on account for preparation of restated Financial Statements as appearing in Annexure-I, II, III and IV respectively.

**Note 26 DETAILS OF COST OF GOODS CONSUMED AS RESTATED**

Particulars	As At 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Opening Stock - Raw Material	1502.05	8.93	9.25	6.32
<b>ADD: Purchases</b>				
Domestic Purchase	9982.54	15054.97	14892.79	8461.33
Import Purchase	7527.36	8791.94	6198.60	3261.01
Packing Materials	57.75	60.04	82.87	70.87
Consumable Stores	13.72	12.38	9.43	7.76
<b>Total Purchases</b>	<b>19083.42</b>	<b>23928.26</b>	<b>21192.94</b>	<b>11807.29</b>
<b>Less: Closing Stock - Raw Material</b>	<b>1499.08</b>	<b>1502.05</b>	<b>8.93</b>	<b>9.25</b>

<b>Total</b>	<b>17584.34</b>	<b>22426.21</b>	<b>21184.01</b>	<b>11798.04</b>
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The Figures disclosed above are based on the restated statement of profit and loss of the Company. The above statement should be read with the restated statement of assets and liabilities, restated statement of Profit and Loss, restated Cash Flow Statement and significant accounting policies and notes on account for preparation of restated Financial Statements as appearing in Annexure-I, II, III and IV respectively.

(Rs. in lacs)

**Note 27 DETAILS OF CHANGES IN INVENTORY OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE AS RESTATED**

Particulars	As At 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Inventories at the end of Year/Period</b>				
Finished Goods	460.15	274.97	98.52	28.66
Work-in-Progress	1020.81	3552.1	5010.41	1994.72
<b>Inventories at the Beginning of the Year/Period</b>				
Finished Goods	274.97	98.52	28.66	14.30
Work-in-Progress	3552.10	5010.41	1994.72	1441.82
<b>Net (Increase)/Decrease</b>	<b>2346.11</b>	<b>1281.86</b>	<b>(3085.55)</b>	<b>(567.26)</b>

The Figures disclosed above are based on the restated statement of profit and loss of the Company. The above statement should be read with the restated statement of assets and liabilities, restated statement of Profit and Loss, restated Cash Flow Statement and significant accounting policies and notes on account for preparation of restated Financial Statements as appearing in Annexure-I, II, III and IV respectively.

**Note 28 DETAILS OF EMPLOYEE BENEFIT EXPENSES AS RESTATED**

Particulars	As At 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Salaries and Allowances	396.06	414.34	352.22	306.54
Provident Fund Contributions	25.75	27.93	25.55	24.85
Directors' Salary	335.36	443.61	402.05	234.69
Bonus	14.22	15.43	12.09	13.57
Gratuity / (Reversal due to Actuarial Gain) - Net	(15.44)	8.03	4.60	39.22
Leave Encashment	12.31	16.34	13.65	12.66
Staff Welfare	8.28	12.96	38.35	37.27
<b>Gross Total</b>	<b>776.54</b>	<b>938.64</b>	<b>848.51</b>	<b>668.8</b>

The Figures disclosed above are based on the restated statement of profit and loss of the Company. The above statement should be read with the restated statement of assets and liabilities, restated statement of Profit and Loss, restated Cash Flow Statement and significant accounting policies and notes on account for preparation of restated Financial Statements as appearing in Annexure-I, II, III and IV respectively.

**Note 29 DETAILS OF FINANCE COST AS RESTATED**

(Rs. in lacs)

Particulars	As At 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Bank Charges, Other borrowing costs & Interest	109.78	147.36	136.91	80.98
Interest on Other	0.52	0.26	0.10	0.40
Interest on Unsecured Loan	0.42	47.88	118.78	81.61
<b>Total</b>	<b>110.72</b>	<b>195.50</b>	<b>255.79</b>	<b>162.99</b>

The Figures disclosed above are based on the restated statement of profit and loss of the Company. The above statement should be read with the restated statement of assets and liabilities, restated statement of Profit and Loss, restated Cash Flow Statement and significant

accounting policies and notes on account for preparation of restated Financial Statements as appearing in Annexure-I, II, III and IV respectively.

**Note 30 DETAILS OF OTHER EXPENSES AS RESTATED**

(Rs. in lacs)

Particulars	As At 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Manufacturing \ Direct Expenses</b>				
Labour Charges	126.19	139.68	110.62	69.49
Repairs & Maintenance (Plant & Machinery)	82.92	85.07	62.91	33.82
Technical Fees	12.50	8.74	7.7	3.91
Testing Charges	0.22	0.36	0.19	0.10
Power Charges	87.88	80.72	76.73	63.40
Freight Expense	69.84	54.81	85.66	53.37
<b>Total (a)</b>	<b>379.55</b>	<b>369.38</b>	<b>343.81</b>	<b>224.09</b>
<b>Administrative &amp; Other Expenses</b>				
Audit Fees	3.00	5.00	4.25	4.25
Discount & Sundry Balances Written Off (Net)	0.02	2.89	1142.04	133.19
Donation	0.00	23.23	13.84	0.00
Electricity Expense	0.55	0.88	0.97	0.02
Foreign Exchange Fluctuation	0.00	52.89	0.00	0.00
Insurance Premium	11.55	13.7	17.33	20.54
Legal, Professional, Consultancy, License & Filing Fees	34.18	18.65	6.02	8.78
Membership Fees	0.92	0.97	0.75	0.78
Office Expenses	7.71	8.03	9.07	4.94
Postage Expense	2.38	2.84	2.81	2.62
Printing & Stationery Expense	3.49	4.30	3.03	2.05
Rent, Rate & Taxes Expense	3.10	7.12	9.45	2.91
Repairs & Maintenance (Others)	21.19	21.29	39.24	12.44
Security Expense	16.94	14.03	11.24	11.48
Telephone Expense	17.81	16.74	8.82	5.48
Water Charges	1.06	1.13	0.85	0.8
Loss on Sale of Asset	-	0.33	0.00	9.77
<b>Total</b>	<b>123.90</b>	<b>194.02</b>	<b>1269.71</b>	<b>220.05</b>
<b>Selling &amp; Distribution Expenses</b>				
Freight outward	85.81	101.91	64.67	46.78
Sales Commission	10.58	15.18	4.49	2.47
Advertisement Expense	0.42	0.06	0.07	0.31
Sales Promotion & Selling Expense	6.64	2.18	0.63	0.57
<b>Total</b>	<b>103.45</b>	<b>119.33</b>	<b>69.86</b>	<b>50.13</b>
<b>Gross Total</b>	<b>606.90</b>	<b>682.73</b>	<b>1683.38</b>	<b>494.27</b>

The Figures disclosed above are based on the restated statement of profit and loss of the Company. The above statement should be read with the restated statement of assets and liabilities, restated statement of Profit and Loss, restated Cash Flow Statement and significant accounting policies and notes on account for preparation of restated Financial Statements as appearing in Annexure-I, II, III and IV respectively.

**Note 31 - FINANCIAL RATIOS**

	Name of Ratio	Numerator/Denominator	As At 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
1	Current Ratio (in times)	Total Current Assets	3.36	3.18	2.83	3.30
		Total Current Liabilities				
2	Debt Equity Ratio (in times)	Short Term Borrowings + Long Term borrowings	0.03	0.04	0.03	0.08
		Total Equity				
3	Debt Service Coverage Ratio (In times)	Earning for Debt Service (PAT + Depreciation + Interest +Other Non-Cash Expenses)	35.93	5.18	4.92	5.45
		Total Debt Service (Interest + Finance Lease Payments + Principal Repayment)				
4	Return on Equity Ratio (%)	Profit after Tax	13.03%	18.33%	19.63%	12.61%
		Avg Shareholder's Equity				
5	Inventory Turnover Ratio (in times)	Net Sales	5.67	5.41	6.52	7.59
		Average Inventory				
6	Trade Receivables Turnover Ratio (In times)	Net Sales	5.10	8.76	7.20	2.95
		Average Trade Receivables				
7	Trade Payables Turnover Ratio (In times)	Net Purchase	5.14	6.39	6.22	5.83
		Average Trade Payables				
8	Net Capital Turnover Ratio (In times)	Net Sales	2.08	2.94	2.91	1.91
		Average Working Capital				
9	Net Profit Ratio (%)	Profit for the Year	7.05%	7.10%	7.62%	3.88%
		Total Revenue				
10	Return on Capital Employed (%)	PBT + Finance Cost (EBIT)	16.10%	22.64%	24.74%	9.22%
		Capital Employed				
11	Return on Investment	Net Profit	8.07%	10.71%	10.38%	3.67%
		Total Assets				

Variance Analysis for the FY 2022-23

Sr No	Ratio	Variance	Reason for more than 25% Variance
1	Current Ratio ( in times )	12.26%	-



2	Debt Equity Ratio (in times)	-21.09%	-
3	Debt Service Coverage Ratio (In times)	5.37%	-
4	Return on Equity Ratio (%)	-6.62%	-
5	Inventory Turnover Ratio (in times)	-16.99%	-
6	Trade Receivables Turnover Ratio (In times)	21.75%	-
7	Trade Payables Turnover Ratio (In times)	2.78%	-
8	Net Capital Turnover Ratio (In times)	0.97%	-
9	Net Profit Ratio (%)	-6.77%	-
10	Return on Capital Employed (%)	-8.51%	-
11	Return on Investment	3.24%	-

Variance Analysis for the FY 2021-22

Sr No	Ratio	Variance	Reason for more than 25% Variance
1	Current Ratio ( in times )	-14.15%	
2	Debt Equity Ratio (in times)	60.95%	Improvement in the ratio is due to reduction in borrowings and increase in profit.
3	Debt Service Coverage Ratio (In times)	-9.76%	
4	Return on Equity Ratio (%)	55.62%	There has been increase in Profits for the year resulting in improvement in the Ratio
5	Inventory Turnover Ratio (in times)	-14.13%	
6	Trade Receivables Turnover Ratio (In times)	144.04%	Improvement in the ratio is on account of decrease in Average Trade Receivable despite increase in Sales.
7	Trade Payables Turnover Ratio (In times)	6.72%	
8	Net Capital Turnover Ratio (In times)	52.29%	Improvement in the ratio is on account of increase in sales with similar Average Working Capital.
9	Net Profit Ratio (%)	96.26%	Improvement in the ratio is on account of substantially higher net profit.
10	Return on Capital Employed (%)	168.47%	Improvement in the ratio is on account of substantially higher net profit.
11	Return on Investment	182.81%	Improvement in the ratio is on account of substantially higher net profit.

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 equity 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 period or year / Total number of equity shares outstanding at the end of the year

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 the 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.

3) Net worth for ratios mentioned in note 1(c) and 1(d) is = 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 of the Company.

**Note: 32 - Related Party Transactions**

**Key Managerial Persons:**

Mr. Nilesh Patel - Managing Director

Mr. Manish Patel (Ceased to be director w.e.f. 30.09.2022)

Ms. Natasha Patel

Mr. Vipul Patel (Appointed w.e.f. 30.09.2022)

Gandhari Paluskar (Appointed w.e.f. 07.09.2023)

**Relatives of Key Managerial Persons:**

Mr. Manish Patel

**Enterprise over which Key Management Personnel exercise significant influence**

Atlas Transformers India Ltd (Formerly Jayesh Electricals Ltd)

Tashu Impex LLP

Pelton Power Technologies Private Limited

Nanocryst Transformer Private Limited

Atlas Composite Private Limited.

SMT Packaging Private Limited.

Name	Nature of Transaction	Amount of Transaction During 2020-21	Amount Outstanding as on 31.03.21 (Payable)/Receivable	Amount of Transaction During 2021-22	Amount Outstanding as on 31.03.22 (Payable)/Receivable	Amount of Transaction During 2022-23	Amount Outstanding as on 31.03.23 (Payable)/Receivable	Amount of Transaction During 01/04/2023 to 31st December 2023	Amount Outstanding as on 31st December 2023 (Payable)/Receivable
<b>Mr Nilesh Patel</b>	Director Remuneration	224.82	-	390.00	-	420.00	-	315.00	-
	Interest on Unsecured Loan	81.61	-	67.12	-	10.66	-	0.46	-
	<b>Unsecured Loan</b>								
	Loan received during the year/period	-	-	61.00	-	-	-	-	-
	Loan/Interest Paid during the year/period	147.08	(654.68)	436.08	(346.72)	341.40	(5.32)	0.57	(4.75)

	Sale of Immovable Property Receivable against Sale of Property	-	-	-	-	73.51	-	-	-
		-	-	-	-	(3.51)	70.00	(25.00)	45.00
<b>Mr Manish Patel</b>	Director Remuneration	5.90	-	7.57	-	4.30	-	-	-
	Leave Encashment	0.28	-	0.28	-	0.33	-	0.36	-
	Salary	-	-	-	-	4.27	-	7.00	-
<b>Natasha Patel</b>	Directors Remuneration	3.97	-	4.80	-	15.90	-	13.50	-
	Leave Encashment	0.51	-	0.17	-	0.20	-	0.75	-
<b>Vipul Patel</b>	Directors Remuneration	-	-	-	-	3.83	-	6.86	-
	Leave Encashment							0.33	-
<b>Atlas Transformers India Ltd. (Formerly Known as Jayesh Electric Ltd)</b>	Sales	1504.18	694.46	1295.66	632.31	1474.09	1296.89	2062.35	795.27
	Purchase	243.29	-	704.26	-	1188.67	-	748.53	-
<b>Tashu Impex LLP</b>	Sales	-	-	208.44	-	48.31	-	42.79	0.87

<b>(Formerly Known as Tashu Impex Pvt. Ltd.)</b>	Purchases	171.18	-	215.08	-	14.24	-	2.02	-
<b>Pelton Power Technologies Pvt. Ltd.</b>	Sales Purchase	21.32	4.82	35.73	6.53	57.67	13.47	13.71	(0.34)
		-	-	-	-	-	-	0.03	0.37
<b>Nanocryst Transformer Pvt. Ltd.</b>	Sales Purchase	1.10	0.22	0.50	-	1.89	-	5.26	2.74
		-	-	-	-	-	-	-	-
<b>SMT Packaging Private Limited</b>	Sales Purchase	-	-	-	-	-	-	-	-
		-	-	-	-	10.75	1.66	7.64	0.52
<b>Atlas Composite Private Limited</b>	Purchase							0.81	0.59

**Note 33: Summary of Significant Accounting Ratios as Restated**

(Rs. in lakhs)

<b>Ratios</b>	<b>For the period ended 31st December 2023</b>	<b>For the year ended 31st March 2023</b>	<b>For the year ended 31st March 2022</b>	<b>For the year ended 31st March 2021</b>
Face Value per equity Share (in Rs.)	10	10	10	10
Restated PAT as per Statement of Profit & Loss (Rs. in lakhs)	1679.49	2022.43	1791.49	523.42
Weighted Average Number of Equity Shares for calculating Basic and diluted EPS at the end of the Year/Period (after adjustment of bonus shares)	18,000,000	18,000,000	18,000,000	18,000,000

No. of equity shares at the end of the year/period	18,000,000	3,000,000	3,000,000	3,000,000
Restated Net Worth (Rs. in lakhs)	13725.33	12045.84	10023.41	8231.92
<b>Return on Net Worth (%)</b>	12.24%	16.79%	17.87%	6.36%
<b>Restated Basic &amp; Diluted Earnings Per Share (EPS)</b>	9.33	11.24	9.95	2.91
Net Asset Value Per Share (Rs) - based on actual number of shares outstanding at the end of the year/period	76.25	401.53	334.11	274.40
Net Asset Value Per Share (Rs) - based on weighted average number of shares outstanding at the end of the year/period	76.25	66.92	55.69	45.73
Current Assets (CA)	17335.11	15304.44	13526.67	10430.48
Current Liabilities (CL)	5159.35	4818.24	4780.72	3164.83
Current Ratio (CA/CL)	3.36	3.18	2.83	3.30

Notes -

1. The ratios have been Computed as per the following formulas

a) Basic and Diluted Earnings per Share

Restated Profit after Tax available to equity shareholders

Weighted average number of equities shares outstanding at the end of the year / period

b) Net Asset Value (NAV) per Equity Share

Restated Net worth of Equity Share Holders

Number of equities shares outstanding at the end of the year / period

c) Return on Net Worth (%)

Restated Profit after Tax available to equity shareholders

Restated Net worth of Equity Share Holders

2. Net Worth means the aggregate of the paid-up share capital, share premium account, and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account;

3. Earnings per share calculations are done in accordance with Accounting Standard 20 "Earning Per Share", issued by the Institute of Chartered Accountants of India.

4. Net Profit and Net worth as restated, as appearing in the statement of profit and losses, has been considered for the purpose of computing the above ratios. These ratios are computed on the basis of the restated financial information of the Company.

5. Basic and Diluted EPS for the period ended 31st December, 2023 are not annualized.

**NOTE 34  
CAPITALISATION STATEMENT**

(Amt. Rs. in Lacs)

Particulars	Pre-Issue	Post-Issue
	As on 31 December, 2023	
	Rs.	Rs.
Debt		
Short Term Debt	495.20	495.20
Long Term Debt	4.75	4.75
<b>Total Debt</b>	<b>499.95</b>	<b>499.95</b>
Shareholders' Fund (Equity)		
Share Capital	1800.00	2448.00
Reserves & Surplus	13531.38	22408.98
Less: Miscellaneous Expenses not w/off	0.00	0.00
<b>Total Shareholders' Fund (Equity)</b>	<b>15331.38</b>	<b>24856.98</b>
Long Term Debt/Equity	<b>0.00</b>	<b>0.00</b>
Total Debt/Equity	<b>0.03</b>	<b>0.02</b>

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 re stated statement of Assets and Liabilities of the Company as at 31st December 2023.

4. While calculating the post issue shareholder's funds, we have considered the impact of fresh issue of 64,80,000 equity shares being offered through IPO at a price of ₹ 147/- per share. We've not taken impact of estimated issue expenses.

**NOTE 35  
Statement of Tax Shelter**

(Amt. in Rs.)

	Period Ended December 31, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Restated Profit before tax (A)	2232.31	2721.44	2405.19	704.13
Tax Rate (%)	25.17%	25.17%	25.17%	25.17%
Tax at notional rate on profits	561.87	684.99	605.39	177.23
<b>Adjustments:</b>				
<b>Permanent Differences(B)</b>				
<b>Expenses disallowed under Income Tax Act, 1961</b>				
Disallowed/(Allowed) under Section 43B	14.22	(0.74)	(0.96)	-
Gratuity Provision and Leave Encashment	2.82	8.03	4.60	29.29
Donation/CSR	-	-	-	-
Loss / (Profit) on Sale of Asset	(0.89)	-	(0.15)	-
Prior Period Expense	-	-	-	-
Amount disallowable under Sec 37	-	23.23	13.84	0.23
Amount disallowable under Sec 36	-	2.45	0.14	-
Amount disallowable/(Allowed) under Sec 28 to 44AD	0.04	(41.91)	(6.07)	9.66
<b>Total Permanent Differences(B)</b>	<b>16.19</b>	<b>(8.94)</b>	<b>11.40</b>	<b>39.18</b>
<b>Income considered separately (C)</b>	<b>39.10</b>	<b>2.20</b>	<b>2.85</b>	<b>3.11</b>
<b>Total Income considered separately (C)</b>	<b>39.10</b>	<b>2.20</b>	<b>2.85</b>	<b>3.11</b>
<b>Timing Differences (D)</b>				
Book Depreciation	172.65	231.76	226.71	224.44
Income Tax Depreciation Allowed	116.05	163.22	169.27	176.74
<b>Total Timing Differences (D)</b>	<b>56.60</b>	<b>68.54</b>	<b>57.44</b>	<b>47.70</b>
<b>Net Adjustments E = (B+D)</b>	<b>33.69</b>	<b>57.40</b>	<b>65.99</b>	<b>83.78</b>
<b>Tax expense / (saving) thereon</b>	<b>8.48</b>	<b>14.45</b>	<b>16.61</b>	<b>21.09</b>
<b>Income from Other Sources (F)</b>	<b>39.10</b>	<b>2.20</b>	<b>2.85</b>	<b>3.11</b>
<b>Loss of P.Y. Brought Forward &amp; Adjusted(G)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Deduction under Chapter VIA(H)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Taxable Income/(Loss) (A+E+F+G-H)</b>	<b>2,305.10</b>	<b>2,781.04</b>	<b>2,474.03</b>	<b>791.01</b>
	Opted for 115BAA hence MAT is not applicable			
<b>Tax as per Normal Calculation</b>	<b>580.00</b>	<b>733.80</b>	<b>645.63</b>	<b>212.66</b>

**Note 36:****Additional information to the financial statements.**

Value of imports calculated on C.I.F basis by the company during the financial year in respect of

Sr No	Particulars	Period Ended December 31, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
1	Raw Materials	7,132.10	8,287.75	5,780.16	2,980.59

Expenditure In Foreign Currency: -

Sr No	Particulars	Period Ended December 31, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
1	Foreign Travel	7.84	7.07	-	-

Total value of all imported and Indigenous raw materials, spare parts and components consumed during the financial year/period and the total value of all raw materials, spare parts and components similarly Consumed and the percentage of each to the total consumption;

Sr No	Particulars	Period Ended December 31, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
1	Imported	7,527.36	8,791.94	6,198.60	3,261.01
2	Indigenous	10056.98	13634.27	14985.41	8537.03
		17584.34	22426.21	21184.01	11798.04

Earnings in foreign exchange

Sr No	Particulars	Period Ended December 31, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
1	Export of Goods on FOB basis	276.82	40.15	-	152.56

Disclosures related to Micro, Small and Medium Enterprises

The Company has made payments of dues to Micro, Small and Medium enterprises generally within stipulated period of 45 days as prescribed under Micro, small and Medium Enterprises Development Act

Sr No	Particulars	Period Ended December 31, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
1	The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year/period	58.19	14.02	32.82	35.96
2	The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year/period	-	-	-	-
3	The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year/period) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-	-	-
4	The amount of interest accrued and remaining unpaid at the end of each accounting year/period; and	-	-	-	-
5	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-	-	-

Leases



Sr No	Particulars	Period Ended December 31, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
1	Lease Payments recognized in the Statement of Profit and Loss	-	-	4.62	0.74

**Unhedged Foreign Exchange exposure as on year/period end are as under**

Sr No	Particulars	Period Ended December 31, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
1	Buyers Credit from Banks	499.35	123.49	-	104.6
2	Sundry Creditors	2,697.47	159.43	12.88	-
3	Sundry Debtors	1.01	-	-	150.29
4	Advance Received for Sale of Goods	0.24			
5	Advances for Purchases and Services	3.94	3.28	594.18	227.04

**Corporate Social Responsibility**

Sr No	Particulars	Period Ended December 31, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
1	Gross Amount Required to be spent by the Company during the year/period	39.07	23.23	13.83	-
2	(as per the provisions of S. 135 of the Companies Act, 2013 read with rules thereon)				
3	Amount of Expenditure Incurred	-	23.23	13.84	-
4	Shortfall, if any, at the end of the year/period	-	-	-	-
5	Total of Previous Years Shortfall	-	-	-	-
6	Reason for Shortfall	NA	NA	NA	NA
7	Details of Related Party Transactions in CSR	None	None	None	None
8	Provision Made for CSR and Movements therein	None	None	None	None

**Nature of CSR Activities**

The Company is required to spend Rs. 39.07 lacs, which the company spent in the last quarter of the current financial year through contributions made to Registered Trusts and Institutions involved in the activities specified in Schedule VII of the Companies Act, 2013 and with an established track record of more than three years.

**DERIVATIVE INSTRUMENTS: -**

Particulars	Period Ended December 31, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Outstanding Forward Contract (Hedge against Imports and Buyers Credit)	-	-	-	-
<b>TOTAL</b>				

Loss on currency fluctuation as a result of cancellation / closure of forward contracts as well as mark-to-market difference, if any, on forward contracts outstanding as at the year/period end have been included under Exchange Rate Difference.

**BORROWING COSTS:**

No Borrowing Costs were eligible for capitalization during the year/period.

**SEGMENT REPORTING:**

With respect to Accounting Standard-17, the Management of the Company is of the view that the products offered by the Company are in the nature of Transformer Laminations, Cores and its related products, having the same risks and returns, same type and class of customers and regulatory environment. Hence, the business of production of Lamination and its related products belong to one business segment only.

**IMPAIRMENT OF ASSETS: -**

In absence of any indications, external or internal, as to any probable impairment of assets, no provision has been made for the same during the year/period under report, in accordance with the requirement of Accounting Standard – 28 on “Impairment of Assets”

**CRYPTO CURRENCY / VIRTUAL CURRENCY: -**

The Company has not traded or invested in Crypto Currency or Virtual Currency during the Financial Year/Period.

**NO UNDISCLOSED INCOME: -**

There are no transactions which are not recorded in books and have been surrendered or disclosed as income during the year/period in Income Tax Assessments.

**OTHER FINANCIAL INFORMATION**

The audited financial statements of our Company for the stub period ended December 31, 2023 and for the financial year ended March 31, 2023, March 31, 2022 and March 31, 2021 and their respective Audit reports thereon (Audited Financial Statements) are available at [www.vilastranscore.com](http://www.vilastranscore.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 (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 Restated 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 Restated 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:

Particulars	For the stub period ended	For the year ended		
	December 31, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Profit After Tax (₹ in lakhs)	1679.49	2022.43	1791.49	523.42
Basic & Diluted Earnings per Share (Based in Weighted Average Number of Shares) (considering subsequent issue of Bonus Shares)	9.33	11.24	9.95	2.91
Return on Net Worth (%)	12.24%	16.79%	17.87%	6.36%
NAV per Equity Shares (Based on Actual Number of Shares)	76.25	401.53	334.11	274.40
NAV per Equity Shares (Based on Weighted Average Number of Shares)	76.25	66.92	55.69	45.73
Earnings before interest, tax, depreciation and amortization (EBITDA)	2202.39	2851.31	2546.85	798.95

## STATEMENT OF FINANCIAL INDEBTEDNESS

To,  
**The Board of Directors,**  
**Vilas Transcore Limited**  
 Plot No 435 to 43, Nr Galaxy Hotel,  
 N.H. No 8, Village Por,  
 Vadodara-391243, Gujarat

Dear Sirs,

Based on the independent examination of Books of Accounts, Audited Financial Statements and other documents of **Vilas Transcore 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<sup>st</sup> December, 2023 are mentioned below.

**A. SECURED LOANS****STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY**

Name of Lender	Loan/ Agreement A/c No./Ref. No.	Purpose	Sanctioned Amount (Rs. In Lakhs)	Rate of interest	Primary & Collateral Security	Re-Payment Schedule	Outstanding amount as on 31.12.2023 (Rs. In Lakhs)
ICICI Bank (Cash Credit)	0351000106	Working Capital	1500.00	10.25%	Current Assets and Moveable Fixed Assets of the Company as well as exclusive charge on certain Fixed Deposits of the Company.		Nil
HDFC Bank (Cash Credit)	0330330002348	Working Capital	200.00	9.78%	Current Assets along with First pari-passu charge on entire movable fixed assets of the Company. Personal Guarantee of the Managing Director.		Nil
ICICI Bank (SLBC)	CAL89975655307	Working Capital	1500.00	-	unconditional and irrevocable bank guarantee / standby letter of Credit from ICICI India		495.20

ICICI Bank (LC Backed Pre Acceptance Bill Discounting)	CAL89975655307	Working Capital	100.00	-	Current Assets and Moveable Fixed Assets of the Company as well as exclusive charge on certain Fixed Deposits of the Company	Nil
<b>TOTAL (Fund Based)</b>						<b>495.20</b>
<b>TOTAL (Non-Fund Based)</b>						<b>6578.53</b>
<b>GRAND TOTAL (Fund and Non fund Based)</b>						<b>7073.73</b>

**B. UNSECURED LOANS- FROM OTHERS**

Name of Lender	Loan/ Agreement A/c No./Ref. No	Purpose	Sanctioned Amount (Rs. In Lakhs)	Rate of Interest	Re-Payment Schedule	31-12-2023 (Rs. In Lakhs)
Nilesh J Patel	-	-	-	-	-	4.75
<b>TOTAL</b>						<b>4.75</b>

# Loan is Secured against mortgage of personal property of the Director.

Yours faithfully,

**For, Naresh & Co.**  
Chartered Accountants  
FRN: 106928W

CA Abhijeet Dandekar  
Partner  
Membership No. 108377  
Place: Vadodara  
Date: May 08, 2024

## **MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION 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 128. You should also read the section titled “Risk Factors” on page 26 and the section titled “Forward Looking Statements” on page 17 of this 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 January 29, 2024 which is included in this 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**

Incorporated in the year 2006, we are engaged in the manufacturing and supply of components used in the power distribution and transmission sector, primarily to transformer and other power equipments manufacturer in India and abroad. We manufacture and supply a different range of electrical lamination cold rolled grain oriented (C.R.G.O.) lamination core, CRGO slit coils, CRGO stacked (assembled cores), CRGO wound core and CRGO Toroidal core which are mainly used in power transformer, distribution transformer & dry type transformers, high voltage / medium voltage & low voltage current transformers. We manufacture our products keeping in mind the industry standards and specifications given by the customer, with the use of latest technology to manufacture our products and offer our customers with the defined requirements based on the product dimensions and materials for application in the power & distribution equipment industry.

Prior to the incorporation of the company, our promoter Nilesh Jitubhai Patel was carrying on the business as a proprietorship concern under the name of “M/s Vilas Transcore” since the year 1996. Later, on April 23, 2007, the running business of the above proprietorship concern was taken-over by the company, along with the assets and liabilities of the proprietorship concern. Under the vision and guidance of our promoter, we have established ourselves by focusing on quality, timely delivery and undertaking customisation as per customer demands. Our growth has been driven by an increase in the business with our customers for our product, due to which from fiscal 2021 to fiscal 2023, our revenues from customers has grown at a compound annual growth rate (“CAGR”) of 45.96 % along with repeated orders from our top customers over the years.

We are majorly catering to the power distribution and power engineering industry. Our products, CRGO laminated Core, CRGO core and slit coils are one of the most important parts of different kinds of power transformer, distribution transformer & other current transformers. The core of a transformer is a very important part for the proper functioning of the transformer. The core of the transformer are made through laminated sheets which are used to minimize current losses and CRGO steel material is used to minimize hysteresis losses, it provides a low reluctance path for electromagnetic flux and supports the primary and secondary windings of transformer. The core is laminated to reduce these currents to a minimum as they interfere with the efficient transfer of energy from the primary coil to secondary coil. Considering the importance of core, many points are kept in mind while the designing and manufacturing of the laminations, like manufacturing, functional reliability, longer service life, economy etc. The use of proper material & optimization of the shape are also very important for the efficiency of the transformer.

Currently, we operate from our two manufacturing facilities located at Por near Vadodara, Gujarat. The manufacturing unit 1 is located at 283-285, GIDC, Por-Ramangamdi, N.H.No.8, Dist.: Baroda - 391 243 (Gujarat) India admeasuring an area of over 2200 sq. mtrs. The manufacturing Unit 2 located at Plot No 435 To 437, Nr Galaxy Hotel, N H No 8, Village Por, Vadodara, Gujarat, 391243 is also being used as the registered office for our Company is spread over an area of over 11000 sq. mtrs. Our plant configurations, allow us to produce the CRGO lamination and CRGO core based on the different requirements of our customers pertaining to the dimensions, size and material requirements. Both our manufacturing facilities are equipped with the latest machineries such as slitting machines for X’mer lamination, batch annealing furnaces, roller hearth annealing furnaces, EOT cranes (2MT to 10 MT), power presses, power shearing machines, power hole punching machines, automatic core winding machines, treadle shears, weighing machines, deburring and grinding machines and CNC cut to length lines with auto stacking system and a Laboratory for testing the material, electricity losses etc. We have a combined installed manufacturing capacity of 12000 MT including the CRGO laminations, coils, assemble and cores. Our manufacturing facility has been certified for conforming to the standards of quality management systems i.e., ISO 9001:2015 and has been approved for sourcing toroidal core for current transformers (CT) upto 400 KV class for Power Grid projects

We have over the years, established long standing relationships with several well-known Indian and global transformer manufacturers. Our customer base is well diversified over the transformer and power equipment manufacturers. While our top 5 customers contributed

10,350.7 Lacs, 17,323.4 Lacs, 18,370.6 Lacs and 15,786.25 Lacs, respectively, of our revenue from operations in Fiscal 2021, 2022 and 2023 and in the nine months ended December 31, 2023. Further, our single largest customer contributed 7,050.85 Lacs, 12,527.98 Lacs, 12,100.00 Lacs and 9885.39 Lacs, respectively, of our revenue from operations in Fiscal 2021, 2022 and 2023 and in the nine months ended December 31, 2023. Our major customers include companies like Voltamp Transformers Limited, Electrotherm India Limited, Atlas Transformers India Limited, Shilchar Technologies Limited etc. We strive to maintain the quality standards and requirements specified by our customers for the quality of our products.

The company also undertake job work activities which amounts to Rs. 271.22 Lakhs, Rs. 352.74 lakhs, Rs. 80.32 lakhs and Rs. 16.90 Lakhs which is approximately 1.23%, 1.25%, 0.34% and 0.13% of the Revenue from Operations for the period December 2023, March 2023, March 2022 and March 2021 respectively. The Job Work consists of cutting and slitting the materials received from customers according to their needs.

Our Company has been promoted by Mr Nilesh Jitubhai Patel, our Chairman and Managing Director, who have around three decades of experience in this business. Under his leadership and guidance, we have been able to expand our operations and have established our company among power equipment and transformer manufacturers in India and globally. We also have a qualified and experienced senior management team that has demonstrated its ability to anticipate and capitalize on changing market trends, manage and grow our operations and leverage and deepen customer relationships. Further, the management team is supported by a team of around 268 personnel. Our Company's maintain a prudent mix of the engineers with the required design and engineering capabilities for proper functioning of the organization.

### Key Performance Indicators of our Company

(₹ In Lakhs except percentages and ratios)

Key Financial Performance	As of and for the year/period ended			
	December 31, 2023*	FY 2022-23	FY 2021-22	FY 2020-21
Revenue from operations <sup>(1)</sup>	23,574.56	28,260.51	23,302.93	13,265.15
EBITDA <sup>(2)</sup>	2202.39	2851.31	2546.85	798.95
EBITDA Margin <sup>(3)</sup>	9.34%	10.09%	10.93%	6.02%
PAT <sup>(4)</sup>	1679.49	2022.43	1791.49	523.42
PAT Margin <sup>(5)</sup>	7.12%	7.16%	7.69%	3.95%
RoE(%) <sup>(6)</sup>	13.03%	18.33%	19.63%	12.61%
RoCE (%) <sup>(7)</sup>	16.10%	22.64%	24.74%	9.22%

\* Not Annualised

#### Notes:

<sup>(1)</sup> Revenue from operation means revenue from sales and other operating revenues

<sup>(2)</sup> EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

<sup>(3)</sup> 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations

<sup>(4)</sup> PAT is calculated as Profit before tax – Tax Expenses

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

<sup>(6)</sup> Return on Equity is ratio of Profit after Tax and Average Shareholder Equity (excluding revaluation reserves)

<sup>(7)</sup> Return on Capital Employed is calculated as EBIT divided by capital employed, which is which is defined as shareholders' equity (excluding revaluation reserves) plus total borrowings {current & non-current}

### SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our financial performance and results of operations are influenced by a number of important factors, some of which are beyond our control, including without limitation, intense competition, general economic conditions, changes in conditions in the regional markets in which we operate, changes in costs of supplies and evolving government regulations and policies. Some of the more important factors are discussed below, as well as in the section titled "Risk Factors" on 26.

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. Fluctuations in operating costs;;
4. Any change in government policies resulting in increases in taxes payable by us
5. Any change in the Industry in which we operate;
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. Impact of covid-19 on our business and operations; and
22. Global distress due to pandemic, war or by any other reason.

#### **STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**

For details in respect of “**Statement of Significant Accounting Policies**”, please refer to **Annexure IV of Restated Financial Statements** beginning on page 128 of this Prospectus.

#### **RESULTS OF OPERATIONS INFORMATION BASED ON THE RESTATED FINANCIAL INFORMATION**

The following discussion on results of operations should be read in conjunction with the Restated Financial Statements for the period ended December 31, 2023 and for the financial years ended on March 31, 2023, March 31, 2022 and March 31, 2021.



Particulars	For the financial year ended							
	For the period ending 31.12.2023	% of Total Income	FY 2022-23	% of Total Income	FY 2021-22	% of Total Income	FY 2020-21	% of Total Income
<b>Income</b>								
Revenue From Operation	23,574.56	98.93%	28,260.51	99.24%	23,302.93	99.09%	13,265.15	98.37%
Other Income	255.01	1.07%	217.63	0.76%	215.12	0.91%	220.26	1.63%
<b>Total Income</b>	<b>23,829.57</b>	<b>100.00%</b>	<b>28,478.14</b>	<b>100.00%</b>	<b>23,518.05</b>	<b>100.00%</b>	<b>13,485.41</b>	<b>100.00%</b>
<b>Expenses</b>								
Cost of Materials Consumed	17,584.34	73.79%	22,426.21	78.75%	21,184.01	90.08%	11,798.04	87.49%
Changes in Inventories of Finished Goods Work-In-Progress and Stock-in-Trade	2,346.11	9.85%	1,281.86	4.50%	-3,085.55	-13.12%	-567.26	-4.21%
Employee Benefits Expense	776.54	3.26%	938.64	3.30%	848.51	3.61%	668.80	4.96%
Finance Costs	110.72	0.46%	195.50	0.69%	255.79	1.09%	162.99	1.21%
Depreciation and Amortization Expense	172.65	0.72%	231.76	0.81%	226.71	0.96%	224.44	1.66%
Other Expenses	606.90	2.55%	682.73	2.40%	1,683.38	7.16%	494.27	3.67%
<b>Total expenses</b>	<b>21,597.26</b>	<b>90.63%</b>	<b>25,756.70</b>	<b>90.44%</b>	<b>21,112.85</b>	<b>89.77%</b>	<b>12,781.28</b>	<b>94.78%</b>
<b>Profit/(Loss) Before Exceptional items &amp; Tax</b>	<b>2,232.31</b>	<b>9.37%</b>	<b>2,721.44</b>	<b>9.56%</b>	<b>2,405.19</b>	<b>10.23%</b>	<b>704.13</b>	<b>5.22%</b>
extraordinary items	-	-	-	-	-	-	-	-
<b>Profit/(Loss) Before Tax</b>	<b>2,232.31</b>	<b>9.37%</b>	<b>2,721.44</b>	<b>9.56%</b>	<b>2,405.19</b>	<b>10.23%</b>	<b>704.13</b>	<b>5.22%</b>
<b>Tax Expense:</b>								
Tax Expense for Current Year	580.00	2.43%	733.80	2.58%	645.63	2.75%	212.66	1.58%
Deferred Tax	-27.18	-0.11%	-34.79	-0.12%	-31.93	-0.14%	-31.95	-0.24%
<b>Net Current Tax Expenses</b>	<b>552.82</b>	<b>2.32%</b>	<b>699.01</b>	<b>2.45%</b>	<b>613.70</b>	<b>2.61%</b>	<b>180.71</b>	<b>1.34%</b>
<b>Profit/(Loss) for the Year</b>	<b>1,679.49</b>	<b>7.05%</b>	<b>2,022.43</b>	<b>7.10%</b>	<b>1,791.49</b>	<b>7.62%</b>	<b>523.42</b>	<b>3.88%</b>

### **Revenue from Operations**

Revenue from operations comprises revenue from manufacturing and supply of components used in the power distribution and transmission sector, primarily to transformer and other power equipments manufacturer in India and abroad. We manufacture and supply a different range of electrical lamination cold rolled grain oriented (C.R.G.O.) lamination core, CRGO slit coils, CRGO stacked (assembled cores), CRGO wound core and CRGO Toroidal core.

### **Other Income**

Other income includes (i) interest income on Margin Money deposits and income tax refunds; (ii) Gain on sale of Mutual Funds (iii) Gain on sale of Fixed assets (iv) Other Interest Income;

### **Expenses**

Our expenses comprise (i) purchases of stock-in-trade; (ii) changes in inventories of finished goods and work-in-progress; (iii) employee benefits expense; (iv) finance costs; (v) depreciation and amortisation expense; and (vii) other expenses.

### **Purchases of Stock-In-Trade**

Purchase of stock-in-trade consists primarily of our purchases of raw material such as CRGO steel coils (electrical steel) etc.

### **Changes in Inventories of Finished Goods and Work-in Progress**

Changes in inventories of finished goods and work-in-progress denotes increase/ decrease in inventories of finished goods and work in progress between opening and closing dates of a reporting period.

### **Employee Benefit Expense**

Employee benefit expenses primarily includes (i) salaries wages and other expenses; (ii) director remuneration (iii) contributions to statutory fund; and (iv) staff welfare expenses (v) gratuity expenses.

### **Depreciation and Amortization expenses**

Depreciation and amortization expenses primarily include depreciation expenses on our printing machinery and equipment's, office furniture and equipment's, computer.

### **Other Expenses**

Other expenses comprises (i) auditor remuneration; (ii) electricity expenses; (iii) repairs and maintenance expenses; (iv) rent expenses; (v) labor expenses; (vi) Technical expenses; (vii) Testing expenses; (viii) insurance expenses; (ix) legal and professional expenses; (x) commission expenses; (xi) loss on sale of assets; (xii) rates & taxes; (xiii) travelling & conveyance expenses; (xiv) selling and distribution expenses; (xv) bad debts; (xvi) Foreign expenses Fluctuation; (xvii) Donation; (xviii) postage and printing expenses; and (xiv) other miscellaneous expenses (xv) Freight outward expenses.

### **For the Period ended December 31, 2023 (Based on Restated Financial Statements)**

#### **Total Income:**

Total income for the period ending December 31, 2023 stood at ₹ 23829.57 Lakhs, which includes sale of finished goods amounting to Rs. 23303.34 lakhs and sale of services of Rs. 271.22 lakhs apart from this it also includes other income amounting to Rs. 255.01 lakhs.

#### **Revenue from Operations:**

During the period ending December 31, 2023 revenue from operations stood at ₹ 23574.56 Lakhs, , which includes sale of finished goods amounting to Rs. 23303.34 lakhs and sale of services of Rs. 271.22 lakhs

#### **Other Income:**

During the period ending December 31, 2023, other income was ₹ 255.01 Lakhs, which majorly includes interest income, Foreign exchange fluctuations and gain on sale of mutual funds.

**Total Expenses:**

The Total Expenses for the period ending December 31, 2023 stood at ₹ 21597.26 Lakhs which comprises of cost of materials consumed, changes in inventories of finished goods work-in-progress and stock-in-trade, employee benefits expense, finance costs, depreciation and amortization expense and other expenses.

**Employee benefits expense:**

Our Company has incurred ₹ 776.54 Lakhs as Employee benefits expense for the period ending December 31, 2023.

**Cost of Material Consumed:**

During the period ending December 31, 2023, cost of material consumed stood at ₹ 17584.34 lakhs which represents the major portion of the total expenses of the Company.

**Changes in inventories of finished goods, work in progress:**

During the period ending December 31, 2023, changes in inventories of finished goods and work in progress was ₹ 2346.11 lakhs

**Other Expenses:**

Other Expenses for the period ending December 31, 2023 stood at ₹ 606.90 Lakhs this includes manufacturing expenses, administrative expenses, selling and distribution expenses.

**Restated Profit before tax:**

The Company reported Restated profit before tax for period ending December 31, 2023 of ₹ 2232.31 Lakhs.

**Restated profit after tax:**

The Company reported Restated profit after tax for period ending December 31, 2023 of ₹ 1679.49 Lakhs.

**Comparison of Financial Year 2023 with Financial Year 2022 (Based on Restated Financial Statements)**

**Total Income**

Our total income has increased significantly by 21.09% to Rs. 28478.14 lakhs in Fiscal 2023 from Rs. 23518.05 lakhs in Fiscal 2022. The main reason for increase in the total income was due to the increase in the revenue from operation which increased from Rs. 23302.93 lakhs to Rs. 28260.51 lakhs representing an increase of 21.27% compared to previous year.

**Revenue from Operations**

Our total income has increased significantly by 21.27% to Rs. 28260.51 lakhs in Fiscal 2023 from Rs.23302.93 lakhs in Fiscal 2022. The main reason for increase in the revenue from operation was pursuant to the increase in the Domestic revenue which soar from Rs. 23152.32 lakhs to Rs. 27867.62 lakhs representing an increase of 20.36% due to the increase order flow, and increase in the job work charges received which increase form Rs. 80.32 lakhs in FY 2022 to Rs. 352.74 lakhs representing an increase of 339.18%.

**Other Income**

Our other income was Rs. 215.12 lakhs in Fiscal 2022, which has been increased by 1.17% to Rs.217.63 lakhs in Fiscal 2023. The major portion of the other income constitute of interest income which increased from Rs. 163.02 lakhs in FY 2022 to Rs. 172.96 lakhs in FY 2023, and the main reason for such increase was due to increase in investment made in the fixed deposit over the period.

**Expenses**

Our total expenses have also increased significantly by 22.00% to Rs.25756.70 lakhs in Fiscal 2023 from Rs. 21112.85 lakhs in Fiscal 2022. The main reason of increase was increase in the volume of business operations of the company due to which the material purchase cost have increased.

**Cost of material consumed**

The cost of material consumed increased by 5.86% from Rs. 21184.01 lakhs in Fiscal 2022 to Rs. 22426.21 lakhs in Fiscal 2023. Further, the changes in inventories of finished goods work-in-progress and stock-in-trade increased from Rs. (3085.55) lakhs in FY 2022 to Rs. 1281.66 lakhs in the FY 2023. The material to sales ratio for the period increased to 83.89% from 77.67% from the period FY2023 as compared with FY2022.

#### **Employee benefits expenses**

Employee benefit expenses increased by 10.62% from Rs.848.51 lakhs in Fiscal 2022 to Rs.938.64 lakhs in Fiscal 2023. Such increase was due to new employees hired in the company to generate increased target of sales. Also there was increase in the director remuneration by 41.56 lakhs.

#### **Finance Cost**

Finance cost expenses reduced by 23.57% from Rs. 255.79 lakhs in Fiscal 2022 to Rs. 195.50 lakhs in Fiscal 2023. Such decrease was due to decrease in the long term borrowings of the company.

#### **Depreciation and amortization expenses**

Depreciation, amortization and impairment expenses increased by 2.23% from Rs. 226.71 lakhs in Fiscal 2022 to Rs.231.76 lakhs in Fiscal 2023. Such increase was due to new Machinery purchased amounting to Rs. 96.01 lakhs in order to meet the requirements of business.

#### **Other expenses**

Other expenses decreased by 59.44% from Rs.1683.38 lakhs in Fiscal 2022 to Rs.682.73 lakhs in Fiscal 2023. Our Direct expenses have also increased significantly by 7.44% to Rs. 369.38 lakhs in Fiscal 2023 from Rs. 343.81 lakhs in Fiscal 2022. The main reason of increase was due to increase in the volume of business operations of the company due to which the direct expenses also increased. However, there was a decrease in discount & sundry balances written off (net) which reduced from Rs. 1142.04 lakhs to Rs. 2.89 lakhs from FY2022 to FY2023. Apart from this there were no major decrease in any other expenses.

#### **Profit before Tax**

For the reasons discussed above, profit before tax was significantly increased by 13.15% to Rs.2721.44 lakhs in Fiscal 2023 as compared to Rs.2405.19 lakhs in Fiscal 2022. Such increase was due to reason mentioned above.

#### **Tax Expenses**

Current tax increased by 14.91% from Rs. 613.70 lakhs in Fiscal 2022 to Rs. 699.01 lakhs in Fiscal 2023. Such increase is the resulting factor of increased profits.

#### **Profit after Tax**

We recorded significant increase of 12.54% in profit after tax from Rs.1791.49 lakhs in Fiscal 2022 as compared to Rs. 2022.43 lakhs in Fiscal 2023, reasons of which are explained as below:-

The prices of the principal products increased sharply during FY 2021 and 2022 which started stabilizing during the period FY2023 onwards. Hence, due to the sharp increase in the prices the Company could earn the benefits from the stock purchased by the company at lower prices during the earlier years which lead to increase in the Gross Profit margins because of the inventory management.

In the current year and stub period, as the rise in prices stabilized, the Company continues the growth in turnover due to the new customer base but the margins stabilized due to the slower increase in the raw material prices.

#### **Comparison of Financial Year 2022 with Financial Year 2021 (Based on Restated Financial Statements)**

##### **Total Income**

Our total income has increased significantly by 74.40% to Rs.23518.05 lakhs in Fiscal 2022 from Rs.13485.41 lakhs in Fiscal 2021.

The revenue from operation increased post the impact of covid due to which the revenue has fallen during the FY2021. Although, the company being supplier of materials to essential sector, company was permitted to operate with restrictions during lockdown post April 2020. Further, there were also challenges in terms of importing materials, longer turn-around times and liquidity cycle

delay. All this has resulted into loss of production and business, in the fiscal year 2021 which got compensated in FY 2022 which lead to the increase in the revenue by 74.40%.

### **Revenue from Operations**

Our revenue from operations increased by 75.67% to Rs.23302.93 lakhs in Fiscal 2022 from Rs.13265.15 lakhs in Fiscal 2021. The revenue from operation increased post the impact of covid due to which the revenue fall during the FY2021. Although, the company being supplier of materials to essential sector, company was permitted to operate with restrictions during lockdown post April 2020. Further, there were also challenges in terms of importing materials, longer turn-around limes and liquidity cycle delay. All this has resulted into loss of production and business, in the current fiscal year 2021.

### **Other Income**

Our other income was Rs. 220.26 lakhs in Fiscal 2021, which has been decreased by 2.33% to Rs.215.12 lakhs in Fiscal 2022. The major portion of the other income of the company comprised of interest on deposits, foreign exchange gain, profit on sale of assets and mutual funds.

### **Expenses**

Our total expenses has also increased significantly by 65.19% to Rs.21112.85 lakhs in Fiscal 2022 from Rs.12781.28 lakhs in Fiscal 2021. The reason for increase in total expenses was due to increase in the Direct expenses by 53.42%, cost of material consumed increased by 61.15% due to increase in business operation of the company.

### **Cost of material consumed**

The cost of material consumed increased by 79.56% from Rs. 11798.04 lakhs in Fiscal 2021 to Rs. 21184.01 lakhs in Fiscal 2022. Further, the changes in inventories of finished goods work-in-progress and stock-in-trade increased from Rs. (567.26) lakhs in FY 2021 to Rs. (3085.55) lakhs in the FY 2022. The material to sales ratio for the period decreased to 77.67% from 84.66% from the period FY2022 as compared with FY2021.

### **Employee benefits expenses**

Employee benefit expenses increased by 26.87% from Rs.848.51 lakhs in Fiscal 2021 to Rs.668.80 lakhs in Fiscal 2022. Such increase was due to increase in Salary expenses from Rs 305.64 Lakhs in Fiscal 2021 to Rs 352.22 Lakhs in Fiscal 2022 and the increase in the director remuneration by Rs. 167.36 lakhs.

### **Finance Cost**

Finance cost expenses increased by 56.94% to Rs. 255.79 lakhs in Fiscal 2022 from Rs. 162.99 lakhs in Fiscal 2023. Such an increase was due to an increase in the bank charges and interest cost of the company.

### **Depreciation and amortization expenses**

Depreciation, amortisation and impairment expenses decreased by 1.01% from Rs.224.44 lakhs in Fiscal 2021 to Rs.226.71 lakhs in Fiscal 2022.

### **Other expenses**

Other expenses increased by 240.58% from Rs.494.27 lakhs in Fiscal 2021 to Rs.1683.38 lakhs in Fiscal 2022. Our Direct expenses have also increased significantly by 53.42% to Rs. 343.81 lakhs in Fiscal 2022 from Rs. 224.09 lakhs in Fiscal 2021. The main reason of increase was due to increase in the volume of business operations of the company due to which the direct expenses also increased. However, there was an increase in discount & sundry balances written off (net) which increased to Rs. 1142.04 lakhs from Rs. 133.19 lakhs from FY2021 to FY2022.

### **Profit before Tax**

For the reasons discussed above, profit before tax was significantly increased by 241.58% to Rs.2405.19 lakhs in Fiscal 2022 as compared to Rs.704.13 lakhs in Fiscal 2021. Such increase was due to reason mentioned above.

### **Tax Expenses**

Current tax increased by 203.54% from Rs.180.71 lakhs in Fiscal 2021 as compared to Rs. 613.70 lakhs in Fiscal 2022 due to the increase in the profit before tax of the company.

### **Profit after Tax**

We recorded significant increase of 242.27% in profit after tax from Rs.523.42 lakhs in Fiscal 2021 as compared to Rs.1791.49 lakhs in Fiscal 2022, reasons of which are explained as below:-

The main reason for increase in PAT was the increase in margins post covid due to sharp rise in prices of the materials which benefitted the Company as it held substantial inventories. Also, the increase in the profits is the result of increase in the revenue post covid and correspondingly lower increase in the direct cost, employee benefit cost and others expenses, like the material to sales ratio for the period decreased to 77.67% from 84.66% from the period FY2022 as compared with FY2021 further, the other cost like Employee benefit expenses increased by 26.87%, Finance cost expenses increased by 56.94%, Depreciation, amortisation and impairment expenses decreased by 1.01% which coupled with the improvements in the margins of the Company leads to substantial increase in the profits of the Company.

### **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 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 26 of the 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 26, 89 and 173 respectively of this Prospectus, to our knowledge, no future relationship between expenditure and income is expected to have a material adverse impact on our operations and finances.

#### **5. Total turnover of each major industry segment in which our Company operates**

Our business activity primarily falls within a single business and sell its products to domestic and export market, as disclosed in “**Restated Financial Statements**” on page 128 of this Prospectus, 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**”, 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 82 and 89 of this Prospectus, respectively.

#### **8. Dependence on single or few customers**

Our top five customers accounted for 78.03%, 74.34%, 65.00%, and 66.96% of our revenues from sale of products for fiscals 2021, 2022, 2023 and December 31, 2023. For further information, see “**Risk Factors**” on page 26 of this Prospectus

#### **9. Competitive conditions**

Competitive conditions are as described under the Chapters “*Industry Overview*” and “*Our Business*” beginning on pages 82 and 89 respectively of this Prospectus.

***10. Details of material developments after the date of last balance sheet i.e. December 31, 2023.***

After the date of last Balance sheet i.e., December 31, 2023, no material events have occurred after the last audited period.

**CAPITALISATION STATEMENT**

(Amt. Rs. in Lacs)

Particulars	Pre-Issue	Post-Issue
	As on 31 December, 2023	
	Rs.	Rs.
Debt		
Short Term Debt	495.20	495.20
Long Term Debt	4.75	4.75
<b>Total Debt</b>	<b>499.95</b>	<b>499.95</b>
Shareholders' Fund (Equity)		
Share Capital	1800.00	2448.00
Reserves & Surplus	13531.38	22408.98
Less: Miscellaneous Expenses not w/off	0.00	0.00
<b>Total Shareholders' Fund (Equity)</b>	<b>15331.38</b>	<b>24856.98</b>
Long Term Debt/Equity	<b>0.00</b>	<b>0.00</b>
Total Debt/Equity	<b>0.03</b>	<b>0.02</b>

## 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 re stated statement of Assets and Liabilities of the Company as at 31.12.23.
4. While calculating the post issue shareholder's funds, we have considered the impact of fresh issue of 64,80,000 equity shares being offered through IPO at a price of ₹ 147/- per share. We've not taken impact of estimated issue expenses.



**SECTION VII – LEGAL AND OTHER INFORMATION****OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS**

Our Company, our Directors and our Promoters are subject to various legal proceedings from time to time, mostly arising in the ordinary course of our business. Except as stated in this section, there are no: (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) disciplinary action including penalty imposed by SEBI or stock exchanges in the last five financial years including outstanding action; (iv) claims relating to direct and indirect taxes; and (v) Material Litigation (as defined below); involving our Company, Directors or Promoters.

Our Board of Directors, in its meeting held on September 30, 2023, determined that outstanding litigation involving our Company, its directors and its promoters, shall be considered material (“**Material Litigation**”) if:

- a. the aggregate monetary claim made by or against the Company, Directors, or Promoters, as the case may be, in any such pending litigation or arbitration proceeding is in excess of 5% of the profit after tax of the Company, in the most recently completed Financial Year as per the Restated Financial Statements; or
- b. in such litigation the monetary liability is not quantifiable, or which does not fulfil the threshold specified in (a) above, but the outcome of which could, nonetheless, have a material adverse effect on the business, operations, performance, prospects, financial position or reputation of our Company.

Our Board of Directors, in its meeting held on September 30, 2023, determined that outstanding dues to the small-scale undertakings and other creditors exceeding 5% of the Company’s trade payables for the last audited Restated Financial Statements shall be considered material dues for the company for the purpose of disclosure in Prospectus. (“**Material Dues**”).

Details of outstanding dues to creditors (including micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006) as required under the SEBI (ICDR) Regulations have been disclosed on our website at [www.megatherm.com](http://www.megatherm.com).

Our Company, its Directors and its Promoters are not Willful Defaulters and there have been no violations of securities laws in the past or pending against them.

**A. LITIGATION INVOLVING THE COMPANY****(a) Criminal proceedings against the Company**

Except as mentioned below, there are no outstanding criminal proceedings initiated against the Company.

Case Title & filed before	Case Number	Filed Under Section	Next date	Case filed for	Amount Involved
Vijayalaxmi Narayan Prabhu & Ors. Vs. The State of Gujarat and M/s Villas Transcore Ltd.  Before Gujarat High Court	10713/2023	Section 138 and 141 of the Negotiable Instruments Act, 1881; Section 482 of Criminal Procedure Code, 1973 and under section 226 of the Constitution of India	18.06.2024 16	This case is filed for quashing of Criminal complaint being the Criminal case no. 40884/2017 and also for quashing the order dated 23.12.2017 passed by 2nd Additional Civil Judge and Judicial Magistrate, First Class, Vadodara	Rs. 141.77 Lakhs
Vijayalaxmi Narayan Prabhu & Ors. Vs. The State of Gujarat and M/s Villas Transcore Ltd.  Before Gujarat High Court	10691/2023	Section 138 and 141 of the Negotiable Instruments Act, 1881; Section 482 of Criminal Procedure Code, 1973 and under section 226 of the Constitution of India	18.06.2024	This case is filed for quashing of Criminal complaint being the Criminal case no. 40886/2017 and also for quashing the order dated 23.12.2017 passed by 2nd Additional Civil Judge and Judicial Magistrate, First Class, Vadodara	Rs. 110.96 Lakhs

Vijayalaxmi Narayan Prabhu & Ors. Vs. The State of Gujarat and M/s Villas Transcore Ltd.  Before Gujarat High Court	10700/2023	Section 138 and 141 of the Negotiable Instruments Act, 1881; Section 482 of Criminal Procedure Code, 1973 and under section 226 of the Constitution of India	18.06.2024	This case is filed for quashing of Criminal complaint being the Criminal case no. 40885/2017 and also for quashing the order dated 23.12.2017 passed by 2nd Additional Civil Judge and Judicial Magistrate, First Class, Vadodara	Rs. 158.81 Lakhs
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**(b) Criminal proceedings filed by the Company**

Except as mentioned below, there are no outstanding criminal proceedings initiated against the Company.

Case Title & filed before	Case Number	Filed Under Section	Next date	Amount Involved
Vilas Transcore Limited vs. Nucleo Spark Industries Partnership Firm & Ors.  Before 9-8 <sup>th</sup> Addl. Sr. Civil Judge & A.C.J.M, Civil Court, Vadodara	1931/2022	Section 138 and 141 of the Negotiable Instruments Act, 1881	24.06.2024	Rs. 11.26 Lakhs
Vilas Transcore Limited vs. Aurel Controls Pvt Ltd & Ors  Before 7-4 <sup>th</sup> Addl. Sr. Civil Judge & A.C.J.M, Civil Court, Vadodara	33070/2021	Section 138 and 141 of the Negotiable Instruments Act, 1881	29.06.2024	Rs. 2.82 Lakhs
Vilas Transcore Limited vs. M/s J and S Power Solutions & Ors  Before before 9-8 <sup>th</sup> Addl. Sr. Civil Judge & A.C.J.M, Civil Court, Vadodara	34026/2019	Section 138 of the Negotiable Instruments Act, 1881	01.06.2024	Rs. 5.11 Lakhs
Vilas Transcore Limited vs. Aaditya Vidhyut Appliances Limited & Ors  Before 18-Judicial Magistrate, First Class, Civil Court, Vadodara	40886/2017	Section 138 and 141 of the Negotiable Instruments Act, 1881	31.05.2024	Rs. 73.31 Lakhs
Vilas Transcore Limited vs. Aaditya Vidhyut Appliances Limited & Ors  Before 33-13 <sup>th</sup> Addl. Sr. Civil Judge & A.C.J.M, Civil Court, Vadodara	40885/2017	Section 138 and 141 of the Negotiable Instruments Act, 1881	29.06.2024	Rs. 141.78 Lakhs
Vilas Transcore Limited vs. Aaditya Vidhyut Appliances Limited & Ors  Before 33-13 <sup>th</sup> Addl. Sr. Civil Judge & A.C.J.M, Civil Court, Vadodara	40884/2017	Section 138 and 141 of the Negotiable Instruments Act, 1881	29.06.2024	Rs. 110.96 Lakhs
Vilas Transcore Limited vs. Wilton Telmag Ind Pvt Ltd & Ors  Before 44-4 <sup>th</sup> Addl. Civil Judge & JMFC, Civil Court, Vadodara	52653/2015	Section 138 of the Negotiable Instruments Act, 1881	04.07.2024	Rs. 4.07 Lakhs

Vilas Transcore Limited vs. Wilton Telmag Ind Pvt Ltd & Ors Before 31-2nd Addl. Sr. Civil Judge & A.C.J.M, Civil Court, Vadodara	52634/2015	Section 138 of the Negotiable Instruments Act, 1881	14.06.2024	Rs. 4.07 Lakhs
Vilas Transcore Limited vs. Wilton Telmag Ind Pvt Ltd & Ors Before 31-2nd Addl. Sr. Civil Judge & A.C.J.M, Civil Court, Vadodara	52524/2015	Section 138 of the Negotiable Instruments Act, 1881	14.06.2024	Rs. 4.19 Lakhs

**(c) Actions by statutory and regulatory authorities against the Company**

As on the date of this Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Company.

**(d) Tax Proceedings**

Except as disclosed below, there are no outstanding tax proceedings initiated against the Company –

(Amt in Rs. Lakhs)

Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable
Income Tax	1	166.16
Goods & Service Tax	1	7.57

\*The company has received demand notice from the Income tax authorities for the AY 2013-14 and notice under section 73 of the Goods and service Tax Act. The matters are pending with the tax department.

**(e) Other pending material litigations against the Company**

As on the date of this 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 Prospectus, there are no outstanding litigations initiated by the Company, which have been considered material by the Company in accordance with the Materiality Policy.

**B. LITIGATIONS INVOLVING THE DIRECTORS/ PROMOTERS OF THE COMPANY**

**(a) Criminal proceedings against the Directors/ Promoters of the Company**

As on the date of this Prospectus, there are no outstanding criminal proceedings initiated against the Directors/ Promoters of the Company.

**(b) Criminal proceedings filed by the Directors/ Promoters of the Company**

Except as mentioned below, as on the date of this Prospectus, there are no outstanding criminal proceedings initiated by the Directors/ Promoters of the Company.

Case Title & filed before	Case Number	Filed Under Section	Next date	Amount Involved
Nilesh Jitubhai Patel Power Attorney Holder Mr. Kalpeshkumar Rajnikant Shah vs Aaldiam Motors Pvt Ltd. Before 60-10th Addl. Civil Judge & JMFC, Civil Court, Vadodara	38325/2021	Section 138 of the Negotiable Instruments Act, 1881	18.06.2024	Rs. 50.00 Lakhs
Nilesh Jitubhai Patel Power Attorney Holder Mr.	39895/2021		27.06.2024	Rs. 20.00 Lakhs

Kalpeshkumar Rajnikant Shah vs Shreeji Enterprise Proprietor Mr. Jagdishbhai Patel Before 56-9th Addl. Civil Judge & JMFC, Civil Court, Vadodara		Section 138 of the Negotiable Instruments Act, 1881		
Nilesh Jitubhai Patel Power Attorney Holder Mr. Kalpeshkumar Rajnikant Shah vs Vipul Anandlal Shah 60-10th Addl. Civil Judge & JMFC, Civil Court, Vadodara	38326/2021	Section 138 of the Negotiable Instruments Act, 1881	18.06.2024	Rs. 49.00 Lakhs

**(c) Actions by statutory and regulatory authorities against the Directors/ Promoters of the Company**

As on the date of this Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Directors/ Promoters.

**(d) Tax Proceedings**

Except as mentioned below, there are no outstanding criminal proceedings initiated against the Directors/ Promoters of the Company.

(Amt in Rs. Lakhs)

Nature of Cases	Name of Director/ Company	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable
Income Tax	Nilesh Jitubhai patel	3	33.89

\*The director has received demand notice from the Income tax authorities for the AY 2009-10, 2010-11 and 2011-12, against which the company has filed appeals with the Income Tax authorities. The matters are pending with the income tax department.

**(e) Other pending material litigations against the Directors/ Promoters of the Company**

As on the date of this Prospectus, there are no Other pending material litigations against the Directors/ Promoters.

**(f) Other pending material litigations filed by the Directors/ Promoters of the Company**

As on the date of this Prospectus, there are no such outstanding litigations initiated by the Directors/ Promoters, which have been considered material by the Company in accordance with the Materiality Policy.

Case Title & filed before	Case Number	Filed Under Section	Next date	Amount Involved
Nilesh Patel vs M/s BPTP Limited Before High Court of Delhi	644/2022	section 11 of the Arbitration and Conciliation Act, 1996	29.05.2024	Rs. 212.24 Lakhs
Nilesh Jitubhai Patel vs Ravikumar Jitendrabhai Patel Before Savil Taluka Court, Gujarat	SPCS/76/2017	Section 034, 038 of the Specific Relief Act, 1934	08.07.2024	Rs. 15.54 Lakhs
Nilesh Jitubhai Patel vs Patel Jitendrabhai Govindbhai Before Civil Court, Vadodara, Gujarat	SPCS/68/2018	Section 034of the Specific Relief Act, 1934	08.07.2024	Rs. 14.65 Lakhs

**C. LITIGATIONS INVOLVING THE GROUP COMPANIES WHICH CAN HAVE A MATERIAL IMPACT ON OUR COMPANY**

As on the date of this Prospectus, there are no such outstanding litigations involving our Group company, which have been considered material by the Company in accordance with the Materiality Policy.

**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 December 31, 2023 were Rs. 3982.08 lakhs. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds Rs. 199.10 lakhs as on December 31, 2023. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on September 30, 2023. As on December 31, 2023, there are 4 creditor to each of whom our Company owes amounts exceeding 5% of our Company's total trade payables and the aggregate outstanding dues to them being approximately Rs. 3579.65 lakhs.

As per the above materiality policy, the outstanding amount owned to small scale undertakings and material creditors as on December 31, 2023, by our Company is as follows:

<b>Types of Creditors</b>	<b>Number of Creditors</b>	<b>Amount</b>
Micro and Small enterprises	36	58.19
Material Creditors	04	3579.65
Other Creditors	91	344.24
<b>Total</b>	<b>131</b>	<b>3982.08</b>

*\*Entities that are identified as "Micro, Small and Medium Enterprises" under the Restated 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 at [www.vilastranscore.com](http://www.vilastranscore.com).

#### **MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE:**

Except as disclosed in Chapter titled "**Management's Discussion & Analysis of Financial Conditions & Results of Operations**" beginning on page 173 of this 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 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.

**I. Incorporation related Approvals:**

S. No	Nature of Registration	Registration No.	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1	Certificate of Incorporation in the name of Bravil Powercore Private Limited	U31102GJ2006PTC049469	Companies Act, 1956	Registrar of Companies, Gujarat, Dadar & Nagar Haveli	November 28, 2006	Valid till cancelled
2	Certificate of Incorporation for change in name of Bravil Powercore Private Limited to Vilas Transcore Private Limited	U31102GJ2006PTC049469	Companies Act, 1956	Registrar of Companies, Gujarat, Dadar & Nagar Haveli	March 15, 2007	Valid till cancelled
3	Certificate of Incorporation for conversion of private company into public limited company (Vilas Transcore Limited)	U31102GJ2006PLC049469	Companies Act, 2013	Registrar of Companies, Gujarat, Dadar & Nagar Haveli	April 9, 2011	Valid till cancelled

**II. Issue related Approvals:**

The following approvals have been obtained or will be obtained in connection with the Issue:

1. The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a resolution passed at its meeting held on September 07, 2023 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of our Company have, pursuant to Section 62(1) (c) of the Companies Act, 2013, by a special resolution passed in the Annual General Meeting held on September 30, 2023 authorized the Issue.
3. Our company has obtained In-principle approval dated May 08, 2024 from the NSE to use the name of NSE for listing of the Equity Shares issued by our Company pursuant to the Issue.
4. The International Securities Identification Number (“ISIN”) of our Company is INE0AZY01017

**III. Corporate/General Authorizations:**

S.No	Nature of Registration	Registration No.	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
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1	Permanent Account Number (PAN)	AACCV4397A	Income Tax Act, 1961	Commissioner of Income Tax	March 15, 2007 Last Amended on May 23, 2011	Valid till cancelled
2	Tax deduction Account Number (TAN)	BRDV01119G	Income Tax Act, 1961	Income Tax Department	* Last Amended on July 13, 2011	Valid till cancelled
3	GST Registration Certificate (Gujarat HO)	24AACCV4397A1ZH	Central Goods and Services Tax Act, 2017	Government of India and Government of Gujarat	Date of Validity- September 19, 2017 Last Amended on- March 13, 2018	Valid till cancelled
4	Importer-Exporter Code Number-Registered as Manufacturer Exporter	3407000685	Foreign Trade (Development & Regulation) Act, 1992	Foreign Trade Development Officer, O/o Joint DGFT Vadodara	Date of Issue May 05, 2007	Valid till cancelled
5	Legal Entity Identifier (LEI)	254900JY6WTJEO4P2409	Payment and Settlement Systems Act 2007	Legal Entity Identifier India Limited	September 28, 2018	August 28, 2024

**IV. Business Related Certifications:**

S.No	Nature of Registration	Registration No.	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1	Factory License (283-285, GIDC, Por-Ramangamdi, N.H.No.8, Dist.: Vadodara – 391 243 (Gujarat) India)	4178/25999/1995 License No. 40970	Factories Act, 1948	Directorate Industrial Safety and Health, Gujarat.	August 01, 1995 and last renewed on June 09, 2022	December 31, 2026
2	Factory License (Plot No. 435 to 437, 440, 453, 457, Villas Transcore Ltd. NH no. 08, Village Por, Vadodara, Gujarat, 391243)	402/31909/2008 License No. 5521	Factories Act, 1948	Directorate Industrial Safety and Health, Gujarat.	January 01, 2008 and last Amended on June 10, 2022	December 31, 2026
3	ISO Certificate (Quality Management)	IS/2109VR/3483	ISO Standards	QFS MANAGEMENT SYSTEMS LLP	September 22, 2021	September 22, 2024
4	Udhyog Aadhaar Registration Certificate	GJ24C0026336	MSME Act 2006	Ministry of Micro, Small and Medium Enterprises	June 27, 2018	Valid till cancelled



**V. Labour Related Licenses**

S.No	Nature of Registration	Registration No.	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1	Registration Certificate for Employees''	VDBRD0022234000	Employees Provident Funds & Miscellaneous	Employees' Provident Fund	Amended for change	Valid till cancelled

	Provident Fund, Vadodara, Gujarat Address – 283-285, GIDC, Por- Ramangamdi, N.H.No.8, Dist.: Vadodara – 391 243 (Gujarat) India		Provisions Act 1952	Organisation, India	of name on May 12, 2011	
2	Registration under Employees’ State Insurance Corporation (ESIC), Vadodara , Gujarat Address – Plot No. 435 to 437, 440, 453, 457, Villas Transcore Ltd. NH no. 08, Village Por, Vadodara, Gujarat, 391243	38000476250000600	Employees’ State Insurance Corporation Act 1948	Employees’ State Insurance Corporation	August 28, 2019	Valid till cancelled

**VI. Intellectual Property related approvals: -**

Below is the list of trademarks used by our Company along with their status of registration:-

Sr. No.	Word/Label mark	Application no.	Class	Application date	Status
1	VILAS TRANSCORE LIMITED  Vilas Transcore Limited The Core People	6222470	9	16/12/2023	Objected
2	VILAS TRANSCORE LIMITED  Vilas Transcore Limited The Core People	6222471	35	16/12/2023	Objected

**Material licenses/approvals for which the company is yet to apply –**

Nil

**Licenses applied but yet to be approved –**

S. No	Nature of Registration	Applicable law	Issuing Authority	Date of application
1	ESIC Registration (Application for additional place of business in the existing certificate)	Employees’ State Insurance Act, 1948	ESIC Regional Office, Vadodara	March 18, 2024
2	Professional Tax Registration (Application for additional place of business in the existing certificate)	The Gujarat State Tax on Professions, Trades, Callings and Employment Act 1976	PT Regional Office, Vadodara	March 18, 2024



## OUR GROUP COMPANY

As per the SEBI (ICDR) Regulations, 2018, for the purpose of identification of Group Company, our Company has considered those Company 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 stub period (if any) and other as considered material by our Board. Further, pursuant to a resolution of our Board dated September 30, 2023 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 AS-18), 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.

Except as stated, there are no companies/entities falling under definition of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 which are to be identified as group company/entity.

1. Atlas Transformers India Limited
2. Pelton Power Technologies Private Limited
3. Nanocryst Transcore Private Limited
4. SMT Packaging Private Limited
5. Atlas Composites Private Limited
6. Tushar Trans Equipments Private Limited

### Details of our Group Company:

#### **1. Atlas Transformers India Limited (“ATIL”)**

Atlas Transformers India Limited was incorporated on March 12, 2007 as a private limited company under the Companies Act, 1956 with name “Jayesh Electricals Private Limited” pursuant to a certificate of incorporation issued by the Registrar of Companies, Ahmedabad. Subsequently, pursuant to Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting the Company was converted into a public limited company and consequently the name of company was changed from “Jayesh Electricals Private Limited” to “Jayesh Electricals Limited”. Further, the company has changed its name from “Jayesh Electricals Limited” to “Atlas Transformers India Limited” vide new certificate of incorporation dated November 4, 2020, issued by the Registrar of Companies, Ahmedabad pursuant to the change in name.

<b>CIN</b>	U31104GJ2007PLC050196
<b>PAN</b>	AABCJ8124C
<b>Registered Office</b>	Block No. 47 Por Ramangamdi, Vadodara, Gujarat 391243 India

#### **2. Pelton Power Technologies Private Limited (“PPTPL”)**

Pelton Power Technologies Private Limited was incorporated on May 08, 2010 under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, Ahmedabad.

<b>CIN</b>	U31900GJ2010PTC060585
<b>PAN</b>	AAF5364G
<b>Registered Office</b>	L-197-2, GIDC, Por Ramangamdi, Vadodara Gujarat 391243 India.

#### **3. Nanocryst Transcore Private Limited (“NTPL”)**

Nanocryst Transcore Private Limited was incorporated on January 21, 2014 under the provisions of the Companies Act, 2013 vide Certificate of Incorporation issued by the Registrar of Companies, Ahmedabad.

<b>CIN</b>	U31500GJ2014PTC078353
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<b>PAN</b>	AAECN5780D
<b>Registered Office</b>	103, Wing A, Radhakrishna Flat Nr. Akota Garden, Akota, Vadodara, Vadodara, Gujarat, India, 390020

#### 4. SMT Packaging Private Limited

SMT Packaging Private Limited was incorporated on April 03, 2019 under the provisions of the Companies Act, 2013 vide Certificate of Incorporation issued by the Registrar of Companies, Central Registration Centre.

<b>CIN</b>	U21093GJ2019PTC107454
<b>PAN</b>	ABBCS8647Q
<b>Registered Office</b>	29B Jayshree Mahakali Society, Manjalpur, Vadodara, Gujarat 390011 India.

5. **Atlas Composites Private Limited** – Atlas Composites Private limited was incorporated on 06 January 2023 under the provisions of the Companies Act, 2013 vide Certificate of Incorporation issued by the Registrar of Companies, Central Registration Centre.

<b>CIN</b>	U25209GJ2023PTC138210
<b>PAN</b>	AAAYCA1972C
<b>Registered Office</b>	SF 201, 202, Sevoraite Comp, Vinayak Society, Akota Vadodara - Gujarat 390020.

6. **Tushar Trans Equipments Private Limited** – Atlas Composites Private limited was incorporated on 05 December 2007 under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, Central Registration Centre.

<b>CIN</b>	U32109GJ2007PTC052277
<b>PAN</b>	AACCT8110B
<b>Registered Office</b>	29, Jayshree Mahakali Society, Near Deep Chamber, Manjalpur, Vadodara Gujarat 390001

#### Financial Information

In accordance with the SEBI (ICDR) Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, earnings per share, basis/diluted earnings per share and Net Asset Value, derived from the latest audited financial statements available of our group company are available on the website of our company at [www.vilastranscore.com](http://www.vilastranscore.com)

It is clarified that such details available on our Group Company websites do not form a part of this Prospectus. Anyone placing reliance on any other source of information, including our Group Company website, as mentioned above, would be doing so at their own risk.

#### Other Confirmations:

- None of our Group Company is listed on any stock exchange nor any of the Group Company has made any public and/or rights issue of securities in the preceding three years.
- None of the above-mentioned Group Company is in defaults in meeting any Statutory/bank/institutional dues and no proceedings have been initiated for economic offences against any of the Group Company.
- None of the above-mentioned Group Company is a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 or is under winding up/insolvency proceedings.
- Our Group Company has not been debarred from accessing the capital market for any reasons by the SEBI or any other authorities.

#### Common pursuits

As on the date of this Prospectus, our group company namely Pelton Power Technologies Private Limited & Nanocryst Transcore Private Limited are engaged inter-alia in similar line of business as of our Company. In case of any such situation arising in future involving conflict of interest between our company and the group company. This may adversely affect our business operations and financial condition of our Company.

We shall adopt the necessary procedures and practices as permitted by law to address any conflicting situations, as and when they may arise.

#### Nature and extent of interest of our Group Company

**a) Interest in the promotion of our Company**

None of our Group Company has any interest in the promotion of our Company.

**b) Interest in the property acquired or proposed to be acquired by the Company**

None of our Group Company is interested, directly or indirectly, in the properties acquired by our Company in the preceding three years or proposed to be acquired by our Company.

**c) Interest in transactions for acquisition of land, construction of building, or supply of machinery**

None of our Group Company is interested, directly or indirectly, in any transactions for acquisition of land, construction of building, supply of machinery, with our Company.

**Related business transactions and their significance on the financial performance of our Company**

Other than the transactions disclosed in the section “**Financial Information –Related Party Transactions**” on page 161, there is no related business transactions between the Group Company and our Company.

**Business interest of our Group Company in our Company**

Except as disclosed in the section “**Financial Information –Related Party Transactions**” on page 161, our Group Company has no business interests in our Company.

**Litigations**

Except as disclosed in the section “**Outstanding litigations and material developments**” on page 184 of this Prospectus there are no material outstanding litigations which may have an adverse effect on our Company.

**Undertaking / Confirmations by our Group Company**

None of our Promoters or Promoter Group or Group Company or person in control of our Company has been

- i. Prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority; or
- ii. Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.

None of our Promoters, person in control of our Company or have ever been a Promoter, Director 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.

Further, neither our Promoters, the relatives of our individual Promoters (as defined under the Companies Act) nor our Group Company/Promoter Group entities have been declared as a willful defaulter or economic offender by the RBI or any other government authority and there are no violations of securities laws committed by them or any entities they are connected with in the past and no proceedings for violation of securities laws are pending against them.

*The information as required by the SEBI (ICDR) Regulations with regards to the Group Company, is also available on the website of our company i.e. [www.vilastranscore.com](http://www.vilastranscore.com)*

## **OTHER REGULATORY AND STATUTORY DISCLOSURES**

### **Authority for the Issue**

#### **Corporate Approvals**

The Board of Directors, pursuant to a resolution passed at their meeting held on September 07, 2023 authorized the Issue, subject to the approval of the shareholders of our Company under Section 62(1) (c) of the Companies Act, 2013, and such other authorities as may be necessary. The shareholders of our Company have, pursuant to a special resolution passed under Section 62(1) (c) of the Companies Act, 2013 at an Annual General Meeting held on September 30, 2023 authorized the Issue.

#### **In-principle Approval**

Our Company has obtained in-principal approval from the SME Platform of NSE (NSE EMERGE) for using its name in this Draft Red Herring Prospectus/Red Herring Prospectus/ Prospectus pursuant to an approval letter dated May 08, 2024 NSE which is the Designated Stock Exchange.

#### **Prohibition by SEBI, RBI or governmental authorities**

As on date of this Prospectus, we confirm that our Company, our Promoters, our Promoter Group, our directors, person(s) in control of the promoter or the natural person(s) in control of our Company are not 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 regulator in any other jurisdiction or any other authority/court.

The companies, with which our directors are or were associated as promoter, directors or persons in control are not prohibited or debarred from accessing capital markets under any order or direction passed by SEBI or any other regulatory authority.

None of our Directors or the entities that our directors are associated with as promoter or directors is in any manner associated with the securities market and there has been no action taken by the SEBI against our Directors or any entity in which our directors are associated with as promoter or directors.

#### **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.

#### **Association with Securities Market:**

None of our Directors are associated with the securities market and there has been no action taken by the SEBI against the Directors in the 5 years preceding the date of the Prospectus.

#### **Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018**

Under the SBO Rules certain persons who are 'significant beneficial owners', are required to intimate their beneficial holdings to our Company in Form no. BEN-1. As on date of Prospectus, there are no such significant beneficial owners in our Company.

#### **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 less than and equal to twenty five crores rupees and we may hence issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange 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 48 of this 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 Emerge 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 48 of this Prospectus.
5. 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.
6. In accordance with Regulation 228(d) of the SEBI (ICDR) Regulations, None of the Issuer’s promoter or directors is a fugitive economic offender.
7. In accordance with Regulation 230(1)(a) of the SEBI (ICDR) Regulations, Application is being made to Emerge Platform of NSE (“**NSE Emerge**”) is the Designated Stock Exchange.
8. 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.
9. In accordance with Regulation 230(1)(c) of the SEBI (ICDR) Regulations, all the present Equity share Capital is fully Paid-up.
10. 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 shall mandatorily facilitate trading in Demat securities for which we have entered into an agreement with the Central Depository Services Limited (CDSL) dated October 16, 2019 and National Securities Depository Limited (NSDL) dated November 04, 2022 for establishing connectivity.
2. Our Company has a website i.e. [www.vilastranscore.com](http://www.vilastranscore.com).
3. The Equity Shares of our Company held by our Promoter are in dematerialized 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 Prospectus.
5. There has been no change in the promoter of the Company in the preceding one year from date of filing application to Emerge Platform of NSE.

We confirm that we comply with all the below requirements / conditions so as to be eligible to be listed on the Emerge Platform of NSE: -

- 1) Our Company was originally incorporated as “Bravil Powercore Private Limited” on November 28, 2006 vide Registration Certificate No. 049469 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Gujarat, Dadra and Nagar Havelli (RoC). Further, pursuant to shareholder’s resolution passed at the Extra Ordinary General Meeting held on March 07, 2007, the name of our company was changed from “Bravil Powercore Private Limited” to “Vilas Transcore Private Limited”

vide a fresh certificate of incorporation dated March 15, 2007 issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli (RoC). Subsequently pursuant to a takeover agreement dated April 23, 2007 the business of a proprietorship firm “M/s Vilas Transcore”, which was being carried out by our Promoter Mr. Nilesh Jitubhai Patel, was transferred to our Company as a going concern Further, pursuant to special resolution passed by the shareholders at the extra ordinary general meeting, held on February 22, 2011 our Company was converted into a Public Limited Company and the name of our Company was changed from “Vilas Transcore Private Limited” to “Vilas Transcore Limited” vide a fresh certificate of incorporation dated April 09, 2011, CIN: U31102GJ2006PLC049469 issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli (RoC).

- 2) As on the date of this Prospectus, the Company has a Paid-up Capital of Rs. 1800.00 Lakhs and the Post Issue Capital will be of Rs. 2448.00 Lakhs which is less than ₹25 Crores.
- 3) The Company has a track record of at least 3 years as on the date of filling Prospectus.
- 4) As on December 31, 2023, the Company has net tangible assets of Rs. 19213.87 Lakhs.
- 5) The Company confirms that it has operating profits (earnings before depreciation and tax) from operations for at least 2 financial years out of preceding three financial years and its net-worth for the period ended on December 31, 2023 and for the financial year ended on March 31, 2023, March 31, 2022 and March 31, 2021 is positive.

(In Rs. Lakhs)

Particular	As on	For the year ended		
	December 31, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Networth	13725.33	12045.84	10023.41	8231.92
EBITDA	2202.39	2851.31	2546.85	798.95
Net Tangible Assets*	19213.87	17220.98	15536.51	12466.41

\*Net tangible assets = Total assets (excluding revelation reserves) – Intangible assets

- 6) 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;
- 7) Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR);
- 8) There is no winding up petition against our Company that has been admitted by the Court or a liquidator has not been appointed of competent Jurisdiction against the Company.
- 9) No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the company
- 10) 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

We confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the Emerge Platform of NSE (“NSE Emerge”).

#### **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 JANUARY 31, 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 OFFER DOCUMENT/ OFFER DOCUMENT 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, Ahmedabad in terms of sections 26, 32 and 33 of the Companies Act, 2013

Below is the statement on 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 benchmark]- 30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180 <sup>th</sup> calendar days from listing
1.	Megatherm Induction Limited	53.91	108.00	February 05, 2024	198.00	168.89% [3.23%]	213.06% [3.08%]	N.A.
2.	Sona Machinery Limited	51.82	143.00	March 13, 2024	125.00	-8.71% [2.37%]	N.A.	N.A.
3.	Enfuse Solutions Limited	22.44	96.00	March 22, 2024	115.00	25.65% [1.08%]	N.A.	N.A.
4.	Aspire & Innovative Advertising Limited	21.97	54.00	April 03, 2024	56.50	37.87% [0.18%]	N.A.	N.A.
5.	Blue Pebble Limited	18.14	168.00	April 03, 2024	199.00	71.17% [0.18%]	N.A.	N.A.
6.	Amkay Products Limited	12.60	55.00	May 08, 2024	104.50	N.A.	N.A.	N.A.
7.	TGIF Agribusiness Limited	6.39	93.00	May 15, 2024	150.00	N.A.	N.A.	N.A.
8.	Energy-Mission Machineries (India) Limited	41.15	138.00	May 16, 2024	366.00	N.A.	N.A.	N.A.
9.	Aztec Fluids & Machinery Limited	24.12	67.00	May 17, 2024	90.00	N.A.	N.A.	N.A.
10.	Premier Roadlines Limited	40.36	67.00	May 17, 2024	87.00	N.A.	N.A.	N.A.

Source: Price Information [www.bseindia.com](http://www.bseindia.com) & [www.nseindia.com](http://www.nseindia.com), Issue Information from respective Prospectus.

- The scrip of Megatherm Induction Limited has not completed its 180<sup>th</sup> days from the date of listing; Sona Machinery Limited, Enfuse Solutions Limited, Aspire & Innovative Advertising Limited & Blue Pebble Limited have not completed its 90<sup>th</sup> day from the date of listing and Amkay Products Limited, TGIF Agribusiness Limited, Energy-Mission Machineries (India) Limited, Aztec Fluids & Machinery Limited & Premier Roadlines Limited have not completed its 30<sup>th</sup> day from the date of listing.

#### Summary statement of Disclosure:

Financial Year	Total no. of IPOs	Total amount of funds	No. of IPOs trading at discount- 30 <sup>th</sup> calendar days from listing	No. of IPOs trading at Premium- 30 <sup>th</sup> calendar days from listing	No. of IPOs trading at discount- 180 <sup>th</sup> calendar days from listing	No. of IPOs trading at Premium- 180 <sup>th</sup> calendar days from listing

		raised (₹ Cr.)	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 <sup>(1)</sup>	220.57	-	-	-	6	6	3	-	-	-	12	-	3
2023-24	21 <sup>(2)</sup>	680.45	-	-	1	12	5	3	-	-	1	6	2	2
2024-25	7 <sup>(3)</sup>	164.73	-	-	-	1	1	-	-	-	-	-	-	-

- 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 Machinerries (India) Limited was listed on May 16, 2024, Aztec Fluids & Machinery Limited was listed on May 17, 2024 and Premier Roadlines Limited was listed on May 17, 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 30<sup>th</sup> /90<sup>th</sup> /180<sup>th</sup> day is not a trading day, closing price on BSE/NSE of the next trading day has been considered.
- e) In case 30<sup>th</sup> /90<sup>th</sup> /180<sup>th</sup> 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 BRLM 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 BRLM at: [www.hemsecurities.com](http://www.hemsecurities.com)

**Disclaimer from our Company and the Book Running Lead Manager:**

Our Company, its Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than those contained in this Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

The BRLM accept no responsibility, save to the limited extent as provided in the agreement entered between the BRLM (Hem Securities Limited) and our Company on January 29, 2024 and the Underwriting Agreement dated May 09, 2024 entered into between the Underwriters and our Company and the Market Making Agreement dated May 09, 2024 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, 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, 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 Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares 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 Rs. 2,500.00 Lakhs and pension funds with a minimum corpus of Rs.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 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 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 Ahmedabad, Gujarat 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 Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this 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 National Stock Exchange of India Limited (NSE Emerge):**

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref: NSE/List/3405 dated May 08, 2024 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 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 Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than 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 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:**

The Equity Shares of our Company are proposed to be listed on NSE Emerge. Our Company has obtained in-principle approval from NSE by way of its letter dated May 08, 2024 for listing of equity shares on NSE Emerge (NSE SME platform).

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 NSE Emerge is not granted by NSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this 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 platform of NSE 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 (a) Our Directors, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Banker to the Company; (b) Book Running Lead Manager, Registrar to the Issue, Banker to the Issue (Sponsor Bank), Legal Advisor to the Issue, Syndicate Member, Underwriter to the Issue and Market Maker to the Issue to act in their respective capacities have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 26 of the Companies Act, 2013 and such consents was not been withdrawn up to the time of filing of the Prospectus with the RoC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s. Naresh & Co., Chartered Accountants, Statutory Auditor of the Company have agreed to provide their written consent to the inclusion of their respective reports on “Statement of Special Tax Benefits” relating to the possible tax benefits and Restated Financial Statements as included in this 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 this Prospectus with Roc.

### **Experts Opinion**

Except for the reports in the section titled “Financial information of the Company” and “Statement of Special Tax Benefits” on page 128 and 79 respectively of this Prospectus from the Statutory Auditor, our Company has not obtained any expert opinions. 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) Book Running Lead manager Agreement dated January 29, 2024 with the Book Running Lead Manager Hem Securities Limited, (ii) the Underwriting Agreement dated May 09, 2024 with Underwriter and (iii) the Market Making Agreement dated May 09, 2024 with Market Maker, a copy of which is available for inspection at our Corporate Office from 10.00 A.M. to 5.00 P.M. on Working Days from the date of the Prospectus until the 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 January 30, 2024 a copy of which is available for inspection at our Company’s Corporate 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 Prospectus.

### **Previous issues of Equity Shares otherwise than for cash:**

For detailed description please refer to section titled “*Capital Structure*” beginning on page 56 of this 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 in last five (5) years.

### **Particulars in regard to our Company and other listed subsidiaries/ associates under the same management within the meaning of Section 186 of the Companies Act, 2013 which made any capital issue during the last three years:**

Neither our Company nor any other companies under the same management within the meaning of Section 186 of the Companies Act, 2013, had made any public issue or rights issue during the last three years.

### **Performance vis-à-vis object**

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.

### **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.

**Outstanding Debentures or Bond Issues or Redeemable Preference Shares:**

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this Prospectus.

**Partly Paid-Up Shares:**

As on the date of this 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 Prospectus.

**Stock Market Data of the 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 agreement between the Registrar to the Issue and our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) years from the last date of dispatch of the letters of allotment and demat credit to enable the investors to approach the Registrar to the Issue for Redressal of their grievances.

We hereby confirm that there are no investors complaints received during the three years preceding the filing of this Prospectus. Since there is no investor complaint received, none are pending as on the date of filing of this Prospectus.

Investors may contact the BRLM for any complaint pertaining to the Issue. All grievances, may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary, where the Application Form was submitted, quoting the full name of the sole or first Applicant, Application Form number, Applicants’ DP ID, Client ID, PAN, address of the Applicant, number of Equity Shares applied for, date of Application Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number in which the amount equivalent to the Bid Amount was blocked. Further, the Applicant shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove. Our Company, BRLM and the Registrar accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI ICDR Regulations.

**Disposal of Investor Grievances by our Company:**

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the Redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Gandhali Gurunath Paluskar, as the Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer will be updated prior to filing of Prospectus with ROC and NSE:

Gandhali Gurunath Paluskar  
**Vilas Transcore Limited**  
Plot No 435 To 437, Nr Galaxy Hotel, N H No 8,  
Village Por, Vadodara, Gujarat, 391243  
**Tel. No.:** +91-9328026762  
**Email:** [accounts@vilatranscore.com](mailto:accounts@vilatranscore.com)  
**Website:** [www.vilatranscore.com](http://www.vilatranscore.com)

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system “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](http://www.scores.gov.in)

Our Board by a resolution on September 30, 2023 constituted a Stakeholders Relationship Committee. For further details, please refer to section titled “*Our Management*” beginning on page 110 of this Prospectus.

**Status of Investor Complaints:**

We confirm that we have not received any investor complaint during the three years preceding the date of this Prospectus and hence there are no pending investor complaints as on the date of this 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 79 of this Prospectus.

**Purchase of Property:**

Other than as disclosed in Section “*Our Business*” and “*Object of the Issue*” beginning on page 89 and 66 of this 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 Prospectus.

Except as stated elsewhere in this Prospectus, our Company has not purchased any property in which the Promoters and/or Directors have any direct or indirect interest in any payment made there under.

**Capitalization of Reserves or Profits:**

Except as disclosed under section titled “*Capital Structure*” beginning on page 56 of this Prospectus, our Company has not capitalized its reserves or profits at any time during the last five (5) years.

**Revaluation of Assets:**

Our Company has not revalued its assets in five (5) years preceding the date of this Prospectus.

**Servicing Behavior:**

Except as stated in this Draft, 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 in chapter titled “*Our Management*” beginning on page 110 and chapter titled “*Financial Information*” beginning on page 128 of this 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:**

Our Company has not undertaken any exemption with related to provision of securities law 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, 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 Application forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.*

#### **Authority for the Issue**

The present Public Issue of 64,80,000 Equity Shares has been authorized by a resolution of the Board of Directors of our Company at their meeting held on September 07, 2023 and was approved by the Shareholders of the Company by passing Special Resolution at the Annual General Meeting held on September 30, 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 234 of this 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 127 and 234 respectively of this 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 ₹139 per Equity Share (“Floor Price”) and at the higher end of the Price Band is ₹147 per Equity Share (“Cap Price”). The Anchor Investor Issue Price is ₹147 per Equity Share.

The Price Band and the minimum Bid Lot size were decided by our Company in consultation with the Book Running Lead Manager, and have been advertised, at least two Working Days prior to the Bid/ Issue Opening Date, in all editions of Business Standard, an English national daily newspaper and all editions of Business Standard, a Hindi national daily newspaper and Gujarati edition of Ahmedabad Express (Gujarati), 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*” beginning on page 234 of this 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 Share Transfer Agent.

- Tripartite Agreement dated November 04, 2022 between NSDL, Our Company and Share Transfer Agent; and
- Tripartite Agreement dated October 16, 2019 between CDSL, Our Company and Share Transfer Agent;

The trading of the Equity Shares will happen in the minimum contract size of 1000 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 1000 Equity Shares and is subject to a minimum allotment of 1000 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 Ahmedabad, Gujarat.

The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States 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.

### 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	May 27, 2024
Bid/ Issue Closed Date	May 29, 2024
Finalization of Basis of Allotment with the Designated Stock Exchange	On or about May 30, 2024
Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI Id Linked Bank Account*	On or about May 31, 2024
Credit of Equity Shares to Demat Accounts of Allottees	On or about May 31, 2024
Commencement of Trading of The Equity Shares on the Stock Exchange	On or about June 3, 2024

\*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/withdrawal/deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked; (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the blocked funds other than the original application amount shall be instantly revoked and the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the different amount (i.e., the blocked amount less the Bid Amount) shall



*be instantly revoked and the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding three Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding three Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, , SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI master circular no. SEBI/HO/CFD/PoD2/P/CIR/2023/00094 dated June 21, 2023 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.*

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.

Application Forms and any revisions to the same were 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.

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 SCBS / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

### **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 48 of this 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 48 of this Prospectus.

### **Arrangements for disposal of odd lots**

The trading of the Equity Shares will happen in the minimum contract size of 1000 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 56 of this 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**” beginning on page 234 of this Prospectus.

### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act 2013, our Company, after filing the Red Herring Prospectus with the ROC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) All Editions of English National Newspaper, “**Business Standard**”; (ii) All editions of Hindi National Newspaper “**Business Standard**” and (iii) Gujrati edition of Regional Newspaper, “**Ahmedabad express**” (Gujrati) each with wide circulation where the registered office of the company is situated. In the pre-Issue advertisement, we shall state the Bid/Issue 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.

In the pre-Issue advertisement, we stated the Bid/Issue 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, was in the format prescribed in Part A of Schedule X of the SEBI Regulations

### **Allotment Advertisement:**

Our Company, the BRLM and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of the English national newspaper i.e. “**Business Standard**”, all editions of Hindi national newspaper i.e. “**Business Standard**” and Gujrati Edition of Regional newspaper i.e. “**Ahmedabad express**” (Marathi), with wide circulation where our Registered office is located.

### **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.

**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 ten Crore rupees but less than twenty five crores 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 205 and 214 of this Prospectus.

**Issue Structure:**

Initial Public Issue of 64,80,000 Equity Shares of ₹10 each (*the “Equity Shares”*) for cash at a price of ₹147 per Equity Share (including a Share Premium of ₹137 per Equity Share), aggregating up to ₹9525.60 Lakhs (*the Issue*) by the issuer Company (the “Company”).

The Issue comprises a reservation of upto 3,26,000 Equity Shares of ₹10 each for subscription by the designated Market Maker (*the Market Maker Reservation Portion*) and Net Issue to Public of upto 61,54,000 Equity Shares of ₹10 each (*the Net Issue*). The Issue and the Net Issue will constitute 26.47% and 25.14 %, 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 <sup>(2)</sup>	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Investors	Retail Individual Investors
<b>Number of Equity Shares available for allocation</b>	3,26,000 Equity Shares	Not more than 30,76,000 Equity Shares	Not less than 9,24,000 Equity Shares	Not less than 21,54,000 Equity Shares
<b>Percentage of Issue Size available for allocation</b>	5.03 of the Issue Size	Not more than 50% of the Net Issue	Not less than 15% of the Net Issue	Not less than 35% of the Net Issue
<b>Basis of Allotment<sup>(3)</sup></b>	Firm Allotment	Proportionate as follows (excluding the Anchor Investor Portion): 30,76,000 Equity Shares has been made available for allocation on a proportionate basis to all QIBs of which 18,45,000 Equity Shares has been made available for allocation on a discretionary basis to Anchor Investors	Allotment to each Non-Institutional Bidder shall not be less than the Minimum NIB Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis. For details, see “Issue Procedure” beginning on page 214 of this Prospectus.	Allotment to each Retail Individual Bidder shall not be less than the maximum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares is any, shall be allotted on proportionate basis. For details, see “Issue Procedure” beginning on page 214 of this Prospectus.
<b>Mode of Allotment</b>	Compulsorily in dematerialized form.			
<b>Minimum Bid Size</b>	3,26,000 Equity Shares	Such number of Equity Shares and in multiples of 1000 Equity Shares that the Bid Amount exceeds ₹200,000	Such number of Equity Shares and in multiples of 1000 Equity Shares that the Bid Amount exceeds ₹200,000	1000 Equity Shares
<b>Maximum Bid Size</b>	3,26,000 Equity Shares	Such number of Equity Shares in multiples of 1000 Equity Shares not exceeding the size of the Net Issue, subject to applicable limits	Such number of Equity Shares in multiples of 1000 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 1000 Equity Shares so that the Bid Amount does not exceed ₹200,000
<b>Trading Lot</b>	1000 Equity Shares, However the Market Maker may accept odd lots	1000 Equity Shares and in multiples thereof	1000 Equity Shares and in multiples thereof	1000 Equity Shares and in multiples thereof

Particulars of the Issue <sup>(2)</sup>	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Investors	Retail Individual Investors
	if any in the market as required under the SEBI (ICDR) Regulations, 2018.			
<b>Terms of Payment</b>	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 <sup>(4)</sup>			
<b>Mode of Bid</b>	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

Subject to finalization of basis of allotment.

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

- <sup>(1)</sup> 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.
- <sup>(2)</sup> 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.
- <sup>(3)</sup> 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 Managers and the Designated Stock Exchange, subject to applicable laws.
- <sup>(4)</sup> Full Bid Amount was 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 214 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.

### 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

After Bid/Issue Opening but before allotment, and in such case 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 Date
Bid/ Issue Opened Date	May 27, 2024 <sup>1</sup>
Bid/ Issue Closed Date	May 29, 2024 <sup>2,3</sup>

Event	Indicative Date
Finalization of Basis of Allotment with the Designated Stock Exchange	On or about May 30, 2024
Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI Id Linked Bank Account*	On or about May 31, 2024
Credit of Equity Shares to Demat Accounts of Allottees	On or about May 31, 2024
Commencement of Trading of The Equity Shares on the Stock Exchange	On or about June 3, 2024

Note <sup>1</sup>Our Company, in consultation with the Book Running Lead Manager, considered participation by Anchor Investors in accordance with the SEBI (ICDR) Regulations. The Anchor Investor Bid/Issue Period closed one Working Day prior to the Bid/Issue Opening 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 three Working Days from the Bid/Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/withdrawal/deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked; (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the blocked funds other than the original application amount shall be instantly revoked and the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the different amount (i.e., the blocked amount less the Bid Amount) shall be instantly revoked and the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding three Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding three Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, , SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI master circular no. SEBI/HO/CFD/PoD2/P/CIR/2023/00094 dated June 21, 2023 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

## **ISSUE PROCEDURE**

All Applicants should review the General Information Document for Investing in Public Issue, prepared and issued in accordance with the SEBI circular no CIR/CFD/DIL/12/2013 dated October 23, 2013 notified by SEBI and updated pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and updated pursuant to SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 (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. The General Information Document is available on the websites of Stock Exchange, the Company and the Book Running Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Issue; (ii) maximum and minimum Issue size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Applicants; (v) Issuance of CAN and Allotment in the Issue; (vi) General instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint applications in cases of individual, multiple applications 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 (xiv) interest in case of delay in Allotment or refund.

SEBI through its UPI 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 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 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 RIIs 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.

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 is applicable for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”), with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter, the final reduced timeline of T+3 days may be made effective using the UPI Mechanism for applications by Retail Individual Investors (“UPI Phase III”), as may be prescribed by SEBI. Further, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, and circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, has 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 SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and the provisions of this circular are deemed to form part of this Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual Investors in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹ 500,000 shall use the UPI Mechanism.

Furthermore, SEBI vide press release bearing number 12/2023 has approved the proposal for reducing the time period for listing of shares in public issue from existing 6 working days to 3 working days from the date of the closure of the issue. The revised timeline of T+3 days shall be made applicable in two phases i.e. voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. 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. Accordingly, the Offer will be made under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time.

The list of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. The list of Stockbrokers, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that have been notified by SME Platform of National Stock Exchange of India Limited (“NSE EMERGE”) to act as intermediaries for submitting Application Forms are provided on [www1.nseindia.com/emerge](http://www1.nseindia.com/emerge) For details on their designated branches for submitting Application Forms, please see the above mentioned website of Platform of National Stock Exchange of India Limited (“NSE EMERGE”). Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Book Running Lead Manager would not be able

to include any amendment, modification or change in applicable law, which may occur after the date of Prospectus. Applicants are advised to make their independent investigations and ensure that their application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and this Prospectus. Further, the Company and the BRLM are not liable for any adverse occurrence's consequent to the implementation of the UPI Mechanism for application in this Issue.

### **Phased implementation of Unified Payments Interface**

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 ("Previous UPI Circulars") and the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by UPI Bidders through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars and the Previous UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase has become applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Retail Individual Applicant had the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

**Phase II:** This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Further, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount is continued till further notice. Under this phase, submission of the ASBA Form by RIIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

**Phase III:** This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("T+3 Notification"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law. The Offer will be made under UPI Phase III of the UPI Circular.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Book Running Lead Manager.

## **PART A**

### **Book Building Procedure**

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR") read with Regulation 252 of SEBI (ICDR) Regulations, 2018, the Issue is being made for at least 25% of the post-Issue Paid-up Equity Share capital of our Company. The Issue is being made under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process wherein not more than 50% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company and may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB



Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors 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 Book Running Lead Manager, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spillover from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

### **Bid cum Application Form**

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus were 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 was also 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 II 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 were not permitted to participate in the Offer through the ASBA process.**

The prescribed colour of the Bid cum Application Form for various categories is as follows:

<b>Category</b>	<b>Colour*</b>
Anchor Investor**	White
Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA)	White
Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA)	Blue

\*Excluding Electronic Bid cum Application Form

\*\* Bid cum application for Anchor Investor was 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 captured and uploaded the relevant details in the electronic bidding system of stock exchange(s) and

submitted/delivered 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 captured and uploaded 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 Prospectus.

The Bid Cum Application Form contains 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 were 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, submitted 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, were also required to enter their UPI ID in the Bid Cum Application Form.

The aforesaid intermediary shall, at the time of receipt of application, gave 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 was done by:

<b>For Applications submitted by Investors to SCSB</b>	After accepting the form, SCSB shall capture and uploaded the relevant details in the electronic bidding system as specified by the stock exchange and began blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries other than SCSBs</b>	After accepting the Bid Cum Application Form, respective Intermediary shall capture and uploaded the relevant details in the electronic bidding system of the stock exchange. Post uploading, they forwarded 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.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment</b>	After accepting the Bid Cum Application Form, respective intermediary captured and uploaded the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shared 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 initiated 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 validated 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 allowed 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 authorized our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Bidders.

The Sponsor Bank will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the Book Running Lead Managers in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

**Participation by Promoters and members of the Promoter Group of our Company, the Book Running Lead Manager and the Syndicate Members**

The Book Running Lead Managers and the Syndicate Member were not allowed to purchase Equity Shares in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Book Running Lead Managers and the Syndicate Member Could Bid for Equity Shares in the Issue, either in the QIB Portion or in the Non-Institutional Portion as was applicable to such Bidders, where the allocation is on a proportionate basis and such subscription could be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the Book Running Lead Managers and Syndicate Member, were required to be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the Book Running Lead Managers nor any associates of the Book Running Lead Managers could apply in the Issue under the Anchor Investor Portion:

- I. mutual funds sponsored by entities which are associate of the Book Running Lead Managers;
- II. insurance companies promoted by entities which are associate of the Book Running Lead Managers;
- III. AIFs sponsored by the entities which are associate of the Book Running Lead Managers; or
- IV. FPIs (other than individuals, corporate bodies and family offices) sponsored by the entities which are associate of the Book Running Lead Managers.

Further, persons related to our Promoters and Promoter Group did not apply in the Issue under the Anchor Investor Portion.

- I. rights under a shareholders' agreement or voting agreement entered into with our Promoters or Promoter Group;
- II. veto rights; or
- III. right to appoint any nominee director on the Board.

Further, an Anchor Investor was deemed to be an associate of the Book Running Lead Managers, if: (a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, amongst the Anchor Investor and the Book Running Lead Manager.

**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. The relevant Designated Intermediary could enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It was the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and

by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she was required to surrender the earlier Acknowledgement Slip and request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid. In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Book Running Lead Managers are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Red Herring Prospectus and this Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

#### **BIDS BY ANCHOR INVESTORS:**

Our Company in consultation with the Book Running Lead Manager, has considered 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 NRIS:**

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 was no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders were 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 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 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 paid-up 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 had to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager were not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this 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 ₹147 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 was sent, pursuant to which the details of the Equity Shares allocated to them in their respective names was notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account was drawn in favour of:

- a) In case of resident Anchor Investors: **“VILAS TRANSCORE LIMITED – ANCHOR ACCOUNT R”**
- b) In case of Non-Resident Anchor Investors: **“VILAS TRANSCORE LIMITED – ANCHOR ACCOUNT NR”**

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.

#### **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.

### **Signing of Underwriting Agreement and Filing of Prospectus with RoC**

- a) Our company has entered into an Underwriting Agreement dated May 09, 2024  
b) A copy of Prospectus was 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 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 disclosed 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.

### **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:**

1. Check if you are eligible to apply as per the terms of the Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that 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;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. 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;
7. 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;
8. 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.
9. 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 Centres), 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 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
  27. 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 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.

**Names of entities responsible for finalising the basis of allotment in a fair and proper manner**

The authorised employees of the Designated Stock Exchange, along with the BRLMs 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.

#### **Method of allotment as may be prescribed by SEBI from time to time**

Our Company will not make any allotment in excess of the Equity Shares offered through the Issue through the Issue document except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than 1% of the net Issue to public may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the Retail Individual Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Investor category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

#### **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.

a) .

#### **GROUNDS 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 as specified in the 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 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 Prospectus and as per the instructions in the 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 de facto 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 of the GID.

**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 Prospectus. For details in relation to allocation, the Bidder may refer to the 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 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 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 21,54,000 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 21,54,000 Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of 1000 Equity Shares and in multiples of 1000 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 9,24,000 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 9,24,000 Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of 1000 Equity Shares and in multiples of 1000 Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

**c. For QIBs**

Not more than 50% of the Net Issue shall be allocated on a proportionate basis to QIBs, provided that our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price.

In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price.

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 5% of the Net QIB Portion shall be determined as follows:
- In the event that Bids by Mutual Fund exceeds 5% of the Net QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for 5% of the QIB Portion.
  - In the event that the aggregate demand from Mutual Funds is less than 5% of the Net 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 (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price;

**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 2 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 2 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

**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 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 November 04, 2022 between NSDL, the Company and the Share Transfer Agent;
- Tripartite Agreement dated October 16, 2019 between CDSL, the Company and the Share Transfer Agent;

The Company's equity shares bear an ISIN: INE0AZY01017



## **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 20003/71/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 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 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 ARTICLES OF ASSOCIATION OF OUR COMPANY**

*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 May 26, 2023, in substitution for, and to the entire exclusion of, the earlier regulation comprised in the extant Articles of Association of the 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.

### **INTERPRETATION**

- I. 1. In these regulations-
  - a. "the Act" means the Companies Act, 2013,
  - b. "the seal" means the common seal of the company.
2. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations 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.
  - 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.

#### **LIEN**

9.
  - 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.
10. 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.
11.
  - 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.
12.
  - 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**

13.
  - 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. 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.
14. 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 instalments.
15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
16. 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.

17. 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.
18. 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**

19. 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. That a common form of transfer shall be used.
20. i. The Board may, subject to the right of appeal conferred by section 58 decline to register—
- ii. the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
  - iii. any transfer of shares on which the company has a lien.
21. 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.

22. 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**

23. 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.
24. 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.
25. 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.
26. 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**

27. 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.
28. 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.

29. 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.
30.     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.
31.     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.
32.     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.
33.     The provisions of these regulations as to forfeiture shall apply in the case of non-payment 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**

34.     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.
35.     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. Permission for sub-division / consolidation of share certificates.
36.     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.

37. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law-
- it shares capital;
  - any capital redemption reserve account; or
  - any share premium account.

#### **CAPITALISATION OF PROFITS**

38. The company in general meeting may, upon the recommendation of the Board, resolve-
- i. 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
  - ii. 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.
  - iii. 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);
  - iv. 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;
  - v. The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
39. 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**

40. 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**

41. All general meetings other than annual general meeting shall be called extraordinary general meeting.



42. 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**

43. 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.
44. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
45. 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.
46. 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**

47. 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**

48. 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
49. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
50. 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.
51. 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.

52. Any business other than that upon which a poll has been demanded maybe proceeded with, pending the taking of the poll.
53. 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.
54. 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**

55. 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.
56. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105
57. 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**

58. 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 following shall be the First Directors of the Company:
1. NILESH JITUBHAI PATEL and NIRIKSHA AMBALAL PATEL
59. The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

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-

- in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
  - in connection with the business of the company.
60. The Board may pay all expenses incurred in getting up and registering the company.
61. 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.
62. 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.
63. 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.
64. 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**

65. The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

66. 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.

67. 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.

68. i. The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

- ii. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

69. 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.

70. 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.

71. 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.

72. 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.

73. 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**

74. 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
75. 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**

76. 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**

77. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
78. 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.
79. 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.
80. 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.
81. 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.
82. i. Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- ii. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
83. 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.

84. 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.
85. No dividend shall bear interest against the company.

#### ACCOUNTS

86. 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

87. 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

88. 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.

### **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 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 Prospectus, will be filed with the Registrar of Companies. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the corporate office between 10 a.m. and 5 p.m. on all Working Days from the date of this Prospectus until the Issue Closing Date.

#### **Material Contracts**

1. Issue Agreement dated January 29, 2024 between our Company and the Book Running Lead Manager to the Issue.
2. Registrar Agreement dated January 30, 2024 executed between our Company and the Registrar to the Issue.
3. Banker to the Issue and Sponsor Bank Agreement dated May 09, 2024 among our Company, Book Running Lead Manager, Banker to the Issue and the Registrar to the Issue.
4. Underwriting Agreement dated May 09, 2024 between our Company, Book Running Lead Manager and Underwriter.
5. Market Making Agreement dated May 09, 2024 between our Company, Book Running Lead Manager and Market Maker.
6. Tripartite Agreement dated October 16, 2019 among CDSL, the Company and the Share Transfer Agent.
7. Tripartite Agreement dated November 04, 2022 among NSDL, the Company and the Share Transfer Agent.
8. Syndicate Agreement dated May 09, 2024 between the Company, BRLM and Syndicate Members.

#### **Material Documents**

1. Certified copies of the Memorandum and Articles of Association of the Company as amended.
2. Certificate of Incorporation dated November 28, 2006 issued by the Registrar of Companies Gujarat, Dadra and Nagar Havelli.
3. Fresh Certificate of Incorporation dated March 15, 2007 issued by the Registrar of Companies, Gujarat, Dadra and Nagar Havelli consequent upon change in name of the company.
4. Fresh Certificate of Incorporation dated April 09, 2011 issued by the Registrar of Companies, Gujarat, Dadra and Nagar Havelli consequent upon Conversion of the Company to Public Company.
5. Copy of the Board Resolution dated September 07, 2023 authorizing the Issue and other related matters.
6. Copy of Shareholder's Resolution dated September 30, 2023 authorizing the Issue and other related matters.
7. Copies of Audited Financial Statements of our Company for the nine months' period ended December 31, 2023 and financial year ended March 31, 2023, 2022 and 2021.
8. Copies of the Restated Financial Statement of our Company for the nine months' period ended Decemebr 31, 2023 and financial year ended March 31, 2023, 2022 and 2021.
9. Copy of the Statement of Possible Special Tax Benefits dated May 10, 2024 from the Statutory Auditor.
10. Certificate on KPI's issued by Statutory Auditor dated May 10, 2024.
11. Consents of the Book Running Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Share Transfer agent to the Company, Statutory Auditor of the Company, Market Maker, Underwriter, Bankers to our Company, Banker to the Issue/ Sponsor Bank, Syndicate Member, Promoter of our Company, Directors of our Company, Company Secretary and Compliance Officer and Chief Financial Officer, as referred to, in their respective capacities.
12. Board Resolution dated for approval of Draft Red Herring Prospectus dated January 31, 2024 and dated May 16, 2024 for approval of Red Herring Prospectus and dated May 30, 2024 for approval of Prospectus.
13. Due Diligence Certificate from Book Running Lead Manager dated January 31, 2024.
14. In-principle Approval from NSE vide letter dated May 08, 2024 to use the name of NSE in the Offer Documents for listing of Equity Shares on the SME Platform of 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 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 Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Mr. Nilesh Jitubhai Patel Chairman & Managing Director DIN: 00447907	Sd/-

Date: May 30, 2024

Place: Vadodara, Gujarat

**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 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 Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

Name and Designation	Signature
Mr. Vipul Kumar Patel Whole-time Director & Chief Financial Officer DIN: 09732297	Sd/-

Date: May 30, 2024

Place: Vadodara, Gujarat



**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 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 Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

Name and Designation	Signature
Ms. Natasha Nilesh Patel Non-Executive Director DIN: 08757926	Sd/-

Date: May 30, 2024  
Place: Vadodara, Gujarat

**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 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 Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

Name and Designation	Signature
Mr. Hemang Harshadbhai Shah Independent Director DIN: 08740598	Sd/-

Date: May 30, 2024

Place: Vadodara, Gujarat

**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 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 Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Mr. Sandeep Ambalal Patel Independent Director DIN: 10286535	Sd/-

Date: May 30, 2024

Place: Vadodara, Gujarat

**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 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 Prospectus are true and correct.

**SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER OF OUR COMPANY:**

Name and Designation	Signature
Gandhali Gurunath Paluskar Company Secretary & Compliance Officer	Sd/-

Date: May 30, 2024

Place: Vadodara, Gujarat