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DRAFT RED HERRING PROSPECTUS
Dated August 11, 2023
Please read section 32 of the Companies Act, 2013
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Offer

EPACK DURABLE LIMITED

CORPORATE IDENTITY NUMBER: U74999UP2019PLC116048

REGISTERED AND CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
61-B, Udyog Vihar, Surajpur, Kasna Road, Greater Noida, Gautam Buddha Nagar 201 306, Uttar Pradesh, India **Telephone:** +91 120 256 9077	**Esha Gupta** *Company Secretary and Compliance Officer*	**Email:** investors_ed@epack.in **Telephone:** +91 120 256 9078	www.epackdurable.com

NAMES OF THE PROMOTERS OF OUR COMPANY: BAJRANG BOTHRA, LAXMI PAT BOTHRA, SANJAY SINGHANIA AND AJAY DD SINGHANIA

DETAILS OF THE OFFER

TYPE	FRESH ISSUE SIZE	OFFER FOR SALE SIZE	TOTAL OFFER SIZE	ELIGIBILITY – 6(1) & SHARE RESERVATION AMONG QIB, NIB & RIB
Fresh Issue and Offer for Sale	Up to [●] Equity Shares aggregating up to ₹ 4,000.00 million	Up to 13,067,890 Equity Shares aggregating up to ₹ [●] million	Up to [●] Equity Shares aggregating up to ₹ [●] million	The Offer is being made pursuant to Regulation 6(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"). For further details, see *"Other Regulatory and Statutory Disclosures – Eligibility for the Offer"* on page 360. For details of share reservation among Qualified Institutional Buyers ("**QIBs**"), Non-Institutional Bidders ("**NIBs**") and Retail Individual Bidders ("**RIBs**"), see "*Offer Structure*" on page 381.

DETAILS OF THE OFFER FOR SALE BY THE SELLING SHAREHOLDERS

NAME OF SELLING SHAREHOLDER	TYPE	NUMBER OF SHARES OFFERED / AMOUNT (₹ IN MILLION)	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE (IN ₹)^
Bajrang Bothra	Promoter	Up to 1,172,976 Equity Shares aggregating up to ₹ [●] million	14.94
Laxmi Pat Bothra	Promoter	Up to 666,798 Equity Shares aggregating up to ₹ [●] million	12.10
Sanjay Singhania	Promoter	Up to 748,721 Equity Shares aggregating up to ₹ [●] million	11.04
Ajay DD Singhania	Promoter	Up to 748,721 Equity Shares aggregating up to ₹ [●] million	17.16
Pinky Ajay Singhania	Promoter Group	Up to 286,351 Equity Shares aggregating up to ₹ [●] million	Nil
Preity Singhania	Promoter Group	Up to 286,351 Equity Shares aggregating up to ₹ [●] million	Nil
Nikhil Bothra	Promoter Group	Up to 442,905 Equity Shares aggregating up to ₹ [●] million	10.00
Nitin Bothra	Promoter Group	Up to 442,905 Equity Shares aggregating up to ₹ [●] million	Nil
Rajjat Kumar Bothra	Promoter Group	Up to 379,633 Equity Shares aggregating up to ₹ [●] million	11.57
India Advantage Fund S4 I	Other	Up to 72,61,127 Equity Shares aggregating up to ₹ [●] million	101.36*
Dynamic India Fund S4 US I	Other	Up to 6,31,402 Equity Shares aggregating up to ₹ [●] million	101.36*

* *Assuming the conversion of Preference Shares.*
^ *As certified by the ICA by way of their certificate dated August 11, 2023.*

RISKS IN RELATION TO THE FIRST OFFER

This being the first public offer of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10 each. The Floor Price, Cap Price and Offer Price determined by our Company, the Promoter Selling Shareholders and the Investor Selling Shareholders, in consultation with the Book Running Lead Managers, in accordance with the SEBI ICDR Regulations and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "*Basis for the Offer Price*" on page 119, 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 active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

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

ISSUER'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Each of the Selling Shareholders severally, and not jointly, accepts responsibility for and confirms the statements made or confirmed by such Selling Shareholder in this Draft Red Herring Prospectus to the extent of information specifically pertaining to them and their portion of the Offered Shares, and assumes responsibility that such statements are true and correct in all material respects and are not misleading in any material respect.

LISTING

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

BOOK RUNNING LEAD MANAGERS ("BRLMs")

NAME OF BRLM AND LOGO	CONTACT PERSON	EMAIL AND TELEPHONE
Axis Capital Limited	Sagar Jatakiya / Mayuri Arya	**Email:** epack.ipo@axiscap.in **Telephone:** +91 22 4325 2183
DAM Capital Advisors Limited	Gunjan Jain	**Email:** epack.ipo@damcapital.in **Telephone:** +91 22 4202 2500
ICICI Securities Limited#	Ashik Joisar / Gaurav Mittal	**Email:** epack.ipo@icicisecurities.com **Telephone:** +91 22 6807 7100

REGISTRAR TO THE OFFER

NAME OF REGISTRAR	CONTACT PERSON	EMAIL AND TELEPHONE
KFin Technologies Limited	M Murali Krishna	**Email:** epack.ipo@kfintech.com **Telephone**: +91 40 6716 2222 / 1800 3094001

BID/OFFER PERIOD

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

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

*** *Our Company, the Promoter Selling Shareholders and the Investor Selling Shareholders, in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*

In compliance with the proviso to regulation 21A and explanation (iii) to regulation 21A of the SEBI (Merchant Bankers) Regulations, 1992, and regulation 23(3) of the SEBI ICDR Regulations, ICICI Securities Limited will be involved in only the marketing of the Offer. ICICI Securities Limited has signed the due diligence certificate and has been disclosed as a BRLM for the Offer.

UPI Mandate end time shall be at 5:00 pm on the Bid/Offer Closing Date.

DRAFT RED HERRING PROSPECTUS
Dated August 11, 2023
Please read section 32 of the Companies Act, 2013
(*This Draft Red Herring Prospectus will be updated upon filing with the RoC*)
100% Book Built Offer

EPACK DURABLE LIMITED

Our Company was incorporated on April 20, 2019, as 'EPACK Durables Solutions Private Limited' in Greater Noida, Uttar Pradesh, as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated May 6, 2019, issued by the RoC, upon the conversion of M/s E-Vision, a partnership firm, into a private limited company. Subsequently, pursuant to a resolution passed by our Shareholders in the extraordinary general meeting held on July 30, 2021, the name of our Company was changed from 'EPACK Durables Solutions Private Limited' to 'EPACK Durable Private Limited', as part of the corporate rebranding of our Company to reflect the principal business being undertaken by our Company, and consequently, a fresh certificate of incorporation dated September 17, 2021, was issued by the RoC to our Company. Thereafter, our Company was converted from a private limited company to a public limited company, pursuant to a resolution passed by our Shareholders in the extraordinary general meeting held on June 13, 2023, and the name of our Company was changed to 'EPACK Durable Limited', and a fresh certificate of incorporation dated June 28, 2023, was issued to our Company by the RoC. For details of changes in the name and the registered office address of our Company, see *"History and Certain Corporate Matters – Brief history of our Company"* and *"History and Certain Corporate Matters – Change in registered office of our Company"* on page 195.

Corporate Identity Number: U74999UP2019PLC116048; **Website:** www.epackdurable.com

Registered and Corporate Office: 61-B, Udyog Vihar, Surajpur, Kasna Road, Greater Noida, Gautam Buddha Nagar 201 306, Uttar Pradesh, India; **Telephone:** +91 120 256 9077

Contact Person: Esha Gupta, Company Secretary and Compliance Officer; **Telephone:** +91 120 256 9078; **Email:** investors_ed@epack.in

THE PROMOTERS OF OUR COMPANY ARE BAJRANG BOTHRA, LAXMI PAT BOTHRA, SANJAY SINGHANIA AND AJAY DD SINGHANIA

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION ("OFFER"). THE OFFER COMPRISES A FRESH ISSUE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 4,000.00 MILLION ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 13,067,890 EQUITY SHARES ("OFFERED SHARES") AGGREGATING UP TO ₹ [●] MILLION, COMPRISING UP TO 1,172,976 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY BAJRANG BOTHRA, UP TO 666,798 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY LAXMI PAT BOTHRA, UP TO 748,721 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY SANJAY SINGHANIA, UP TO 748,721 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY AJAY DD SINGHANIA (COLLECTIVELY, THE "PROMOTER SELLING SHAREHOLDERS"), UP TO 286,351 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY PINKY AJAY SINGHANIA, UP TO 286,351 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY PREITY SINGHANIA, UP TO 442,905 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY NIKHIL BOTHRA, UP TO 442,905 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY NITIN BOTHRA, UP TO 379,633 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY RAJJAT KUMAR BOTHRA (COLLECTIVELY, THE "PROMOTER GROUP SELLING SHAREHOLDERS"), UP TO 7,261,127 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY INDIA ADVANTAGE FUND S4 I AND UP TO 631,402 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY DYNAMIC INDIA FUND S4 US I (COLLECTIVELY, THE "INVESTOR SELLING SHAREHOLDERS", AND TOGETHER WITH THE PROMOTER SELLING SHAREHOLDERS AND THE PROMOTER GROUP SELLING SHAREHOLDERS, THE "SELLING SHAREHOLDERS", AND SUCH OFFER FOR SALE OF EQUITY SHARES BY THE SELLING SHAREHOLDERS, THE "OFFER FOR SALE"). THE OFFER WILL CONSTITUTE [●]% OF THE POST-OFFER PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

OUR COMPANY, IN CONSULTATION WITH THE BRLMS, MAY CONSIDER A FURTHER ISSUE OF SPECIFIED SECURITIES THROUGH EITHER A PRIVATE PLACEMENT, PREFERENTIAL OFFER OR ANY OTHER METHOD AS MAY BE PERMITTED UNDER APPLICABLE LAW, AGGREGATING UP TO ₹ 800.00 MILLION, TO ANY PERSON(S), AT ITS DISCRETION, PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC ("PRE-IPO PLACEMENT"). IF THE PRE-IPO PLACEMENT IS COMPLETED, THE SIZE OF THE FRESH ISSUE WILL BE REDUCED TO THE EXTENT OF SUCH PRE-IPO PLACEMENT, SUBJECT TO THE OFFER COMPLYING WITH RULE 19(2)(B) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED ("SCRR").

THE FACE VALUE OF THE EQUITY SHARE IS ₹ 10 EACH. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY, THE PROMOTER SELLING SHAREHOLDERS AND THE INVESTOR SELLING SHAREHOLDERS IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS AND WILL BE ADVERTISED IN [●] EDITIONS OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND [●] EDITIONS OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, HINDI ALSO BEING THE REGIONAL LANGUAGE OF UTTAR PRADESH WHERE OUR REGISTERED AND CORPORATE OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS").

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

This Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations and in compliance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**", and such portion, the "**QIB Portion**"), provided that our Company, the Promoter Selling Shareholders and the Investor Selling Shareholders, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis ("**Anchor Investor Portion**"). One-third of the Anchor Investor Portion shall be reserved for the domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the price at which allocation will be made to Anchor Investors ("**Anchor Investor Allocation Price**") in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) (the "**Net QIB Portion**"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, subject to valid Bids being received at or above the Offer Price, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to QIB Bidders (other than Anchor Investors) including Mutual Funds subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders (out of which one-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million and two-thirds shall be reserved for Bidders with an application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category) and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All Bidders, other than Anchor Investors, are required to participate in the Offer by mandatorily utilising the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective ASBA Account (as defined hereinafter) and UPI ID in case of UPI Bidders (as defined hereinafter), as applicable, pursuant to which their corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("**SCSBs**") or by the Sponsor Bank(s) under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For further details, see "*Offer Procedure*" on page 384.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue by our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10 each. The Offer Price, Floor Price or the Price Band as determined by our Company, the Promoter Selling Shareholders and the Investor Selling Shareholders, 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 the Offer Price*" on page 119, should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares have not been recommended or approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 34.

ISSUER'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Each of the Selling Shareholders severally, and not jointly, accepts responsibility for and confirms the statements made or confirmed by such Selling Shareholder in this Draft Red Herring Prospectus to the extent of information specifically pertaining to them and their portion of the Offered Shares, and assumes responsibility that such statements are true and correct in all material respects and are not misleading in any material respect.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively. For the purposes of the Offer, [●] is the Designated Stock Exchange. A copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus until the Bid/Offer Closing Date, see "*Material Contracts and Documents for Inspection*" on page 489.

BOOK RUNNING LEAD MANAGERS			REGISTRAR TO THE OFFER
Axis Capital Limited 1st Floor, Axis House C-2 Wadia International Centre Pandurang Budhkar Marg, Worli Mumbai 400 025, Maharashtra, India **Telephone:** +91 22 4325 2183 **Email:** epack.ipo@axiscap.in **Investor grievance email**: complaints@axiscap.in **Website:** www.axiscapital.co.in **Contact Person**: Sagar Jatakiya / Mayuri Arya **SEBI Registration No.**: INM000012029	**DAM Capital Advisors Limited** One BKC, Tower C, 15th Floor, Unit No. 1511 Bandra Kurla Complex, Bandra (East) Mumbai 400 051, Maharashtra, India **Telephone:** +91 22 4202 2500 **Email:** epack.ipo@damcapital.in **Investor grievance email:** complaint@damcapital.in **Website:** www.damcapital.in **Contact Person:** Gunjan Jain **SEBI Registration No.:** MB/INM000011336	**ICICI Securities Limited^** ICICI Venture House, Appasaheb Marathe Marg, Prabhadevi Mumbai 400 025, Maharashtra, India **Telephone:** + 91 22 6807 7100 **Email:** epack.ipo@icicisecurities.com **Investor grievance email**: customercare@icicisecurities.com **Website:** www.icicisecurities.com **Contact Person**: Ashik Joisar / Gaurav Mittal **SEBI Registration No**.: INM000011179	**KFin Technologies Limited** Selenium, Tower B, Plot No – 31 and 32 Gachibowli, Financial District Nanakramguda, Serilingampally Hyderabad 500 032, Telangana, India **Telephone:** + 91 40 6716 2222 / 1800 3094001 **Email**: epack.ipo@kfintech.com **Investor grievance email**: einward.ris@kfintech.com **Website**: www.kfintech.com **Contact person**: M Murali Krishna **SEBI Registration No**: INR000000221

BID/OFFER PERIOD

BID/OFFER OPENS ON	[●]*	BID/OFFER CLOSES ON#	[●]**

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

** *Our Company, the Promoter Selling Shareholders and the Investor Selling Shareholders, in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*

^ *In compliance with the proviso to regulation 21A and explanation (iii) to regulation 21A of the SEBI (Merchant Bankers) Regulations, 1992, and regulation 23(3) of the SEBI ICDR Regulations, ICICI Securities Limited will be involved in only the marketing of the Offer. ICICI Securities Limited has signed the due diligence certificate and has been disclosed as a BRLM for the Offer.*

\# *UPI Mandate end time shall be at 5:00 pm on the Bid / Offer Closing Date.*

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SECTION I - GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines, circular, notification, direction, clarification or policy shall be to such legislation, act, regulation, rule guidelines, circular, notification, direction, clarification or policy as amended from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Draft Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meanings ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

Notwithstanding the foregoing, terms in "Basis for the Offer Price", "Statement of Special Tax Benefits", "Industry Overview", "Key Regulations and Policies", "History and Certain Corporate Matters", "Restated Financial Information", "Outstanding Litigation and Other Material Developments", and "Main Provisions of the Articles of Association" on pages 119, 127, 134, 190, 195, 236, 348 and 407 respectively, will have the meaning ascribed to such terms in those respective sections.

General terms

Term	Description
our Company / the Company / the Issuer	EPACK Durable Limited, a public limited company incorporated under the Companies Act, 2013, and having its Registered and Corporate Office at 61-B, Udyog Vihar, Surajpur, Kasna Road, Greater Noida, Gautam Buddha Nagar 201 306, Uttar Pradesh, India
we / us / our	Unless the context otherwise indicates or implies, our Company, together with our Subsidiary, on a consolidated basis, as applicable on the respective dates

Company-related terms

Term	Description
AoA / Articles of Association / Articles	The articles of association of our Company, as amended from time to time
Associate	The associate of our Company, namely Epavo
Audit Committee	Audit committee of the Board of Directors, described in "*Our Management – Corporate Governance*" on page 215
Auditors / Statutory Auditors	The statutory auditors of our Company, currently being Deloitte Haskins & Sells, Chartered Accountants
Bhiwadi Manufacturing Facility	The manufacturing facility of our Company located at A-1, A-2, D-6, D-7 and D-8, RIICO Industrial Area Salarpur (Elcina Cluster), Bhiwadi, Alwar, Rajasthan
Board / Board of Directors	The board of directors of our Company, as constituted from time to time or any duly constituted committee thereof
CCPS(s)	The compulsorily convertible preference shares of our Company of face value ₹ 10 each
Chairman	The chairman of the Board of Directors, namely Bajrang Bothra. For details, see *"Our Management – Board of Directors"* on page 206
Chartered Engineer	Ocean Tech Engineering Consultancy Service
Chief Financial Officer / CFO	Chief financial officer of our Company, namely Rajesh Kumar Mittal. For details, see "*Our Management – Key Managerial Personnel and Senior Management*" on page 225
Company Secretary and Compliance Officer	Company secretary and compliance officer of our Company, namely Esha Gupta. For details, see "*Our Management – Key Managerial Personnel and Senior Management*" on page 225
Corporate Social Responsibility Committee	The corporate social responsibility committee of the Board of Directors, described in "*Our Management – Corporate Governance*" on page 215
Dehradun Manufacturing Facility	Collectively, Dehradun Unit I, Dehradun Unit II, Dehradun Unit III and Dehradun Unit IV
Dehradun Unit I	The manufacturing facility of our Company located at C-6-7, UPSIDC Industrial Area, Selaqui, Dehradun, Uttarakhand

Term	Description
Dehradun Unit II	The manufacturing facility of our Company located at Unit II, B-1 UPSIDC Industrial Area, Selaqui, Dehradun, Uttarakhand
Dehradun Unit III	The manufacturing facility of our Company located at Unit III, Khasra no. 122-Min, Central Hope Town, Dehradun, Uttarakhand
Dehradun Unit IV	The manufacturing facility of our Subsidiary located at C-5, UPSIDC Industrial Area Selaqui, Dehradun, Uttarakhand
Director(s)	The director(s) on our Board
ECPL	EPACK Components Private Limited
Epavo	Epavo Electricals Private Limited
ESOP Scheme	The EPACK Employee Stock Option Scheme 2023. For details, see "*Capital Structure – ESOP Scheme*" on page 98
Equity Share(s)	The equity shares of our Company of face value of ₹ 10 each
F&S	Frost & Sullivan (India) Private Limited
F&S Report	Report titled "*Industry report for IPO – ODM opportunities in Indian Room Air Conditioner and Small Domestic Appliance segments*" dated August 1, 2023, commissioned by our Company, and issued by F&S
Group Company(ies)	Our group companies in terms of the SEBI ICDR Regulations, as disclosed in the section "*Group Companies"* on page 357
ICA	N B T and Co, Chartered Accountants
Independent Director	The independent director(s) of our Company, namely Kailash Jain, Jyotin Mehta, Krishnamachari Narasimhachari, Priyanka Gulati, Sameer Bhargava and Shashank Agarwal
Investor Selling Shareholder(s)	Collectively, India Advantage Fund S4 I and Dynamic India Fund S4 US I
IPO Committee	IPO committee of the Board of Directors, comprising Bajrang Bothra, Ajay DD Singhania, Sanjay Singhania, Nikhil Mohta and Vibhav Niren Parikh
KMP / Key Managerial Personnel	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and as described in "*Our Management – Key Managerial Personnel and Senior Management*" on page 225
Managing Director and Chief Executive Officer	The managing director and chief executive officer of our Company, namely Ajay DD Singhania, as described in *"Our Management – Board of Directors"* on page 206
Manufacturing Facility(ies)	Collectively, the Bhiwadi Manufacturing Facility and the Dehradun Manufacturing Facility
Materiality Policy	The policy adopted by our Board on August 7, 2023, for identification of material (a) outstanding litigation proceedings of our Company, our Subsidiary, our Promoters and our Directors; (b) group companies; and (c) creditors, pursuant to the disclosure requirements under the SEBI ICDR Regulations
MoA / Memorandum of Association	The memorandum of association of our Company, as amended from time to time
Non-Executive Director(s)	The non-executive director(s) of our Company, including our Independent Directors, namely Laxmi Pat Bothra, Sanjay Singhania, Nikhil Mohta, Vibhav Niren Parikh, Kailash Jain, Jyotin Mehta, Krishnamachari Narasimhachari, Priyanka Gulati, Sameer Bhargava and Shashank Agarwal
Nomination and Remuneration Committee	The nomination and remuneration committee of the Board of Directors, described in "*Our Management – Corporate Governance*" on page 215
Nominee Director(s)	The nominee director(s) of our Company, namely Nikhil Mohta and Vibhav Niren Parikh. For further details, see *"Our Management – Arrangement or understanding with major Shareholders, customers, suppliers or others"* on page 212
Preference Shares	The preference shares of our Company, which includes the CCPSs and the Series A CCPSs
Project Report	Report titled "*Project Report for Bhiwadi & Sri City Expansion*" dated August 9, 2023 issued by Kayron Technologies (OPC) Private Limited in relation to the project proposed to be undertaken by the Company
Project Report Provider	Kayron Technologies (OPC) Private Limited
Promoter(s) / Promoter Selling Shareholder(s)	The Promoter(s) of our Company, who are also Selling Shareholders, namely Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania and Ajay DD Singhania
Promoter Group	The persons and entities constituting the promoter group of our Company, pursuant to Regulation 2(1)(pp) of the SEBI ICDR Regulations and as disclosed in "*Our Promoters and Promoter Group*" on page 230
Promoter Group Selling Shareholder(s)	The Selling Shareholders who are also members of our Promoter Group (other than the Promoter Selling Shareholders) namely Pinky Ajay Singhania, Preity Singhania, Nikhil Bothra, Nitin Bothra and Rajjat Kumar Bothra
Registered and Corporate Office	The registered and corporate office of our Company, situated at 61-B, Udyog Vihar, Surajpur, Kasna Road, Greater Noida, Gautam Buddha Nagar 201 306, Uttar Pradesh, India

Term	Description
Restated Financial Information	The restated financial information of our Company, as at and for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, comprising the restated consolidated statement of assets and liabilities as at March 31, 2023 and March 31, 2022 and the restated statement of assets and liabilities as at March 31, 2021, restated consolidated statement of profit and loss, restated consolidated statement of cash flows and restated consolidated statement of changes in equity for the financial years ended March 31, 2023, March 31, 2022, and restated statement of profit and loss, restated statement of cash flows and restated statement of changes in equity for the financial year ended March 31, 2021, together, with the summary statement of significant accounting policies and other explanatory information referred to as "Restated Financial Information", compiled from the audited consolidated financial statements of the Company as at and for the financial years ended March 31, 2023 and March 31, 2022 and special purpose Ind AS financial statements as at and for the financial year ended March 31, 2021, prepared in accordance with Ind AS and restated in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, relevant provisions of the SEBI ICDR Regulations, and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI, as amended
Risk Management Committee	The risk management committee of the Board of Directors, described in "*Our Management – Corporate Governance*" on page 215
RoC / Registrar of Companies	The Registrar of Companies, Uttar Pradesh at Kanpur
Selling Shareholder(s)	Together, the Promoter Selling Shareholders, the Promoter Group Selling Shareholders and the Investor Selling Shareholders
Senior Management	The senior management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as described in "*Our Management – Key Managerial Personnel and Senior Management*" on page 225
Series A CCPS(s)	The series A compulsorily convertible preference shares of our Company of face value ₹ 10 each
Shareholders' Agreement	The amended and restated shareholders' agreement dated August 8, 2022, entered into by and amongst our Company, India Advantage Fund S4 I (acting through its investment manager ICICI Venture Funds Management Company Limited), Dynamic India Fund S4 US I, Augusta Investments Zero Pte. Ltd., Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania, Ajay DD Singhania, Rajjat Kumar Bothra, Nitin Bothra, Nikhil Bothra, Pinky Ajay Singhania and Preity Singhania (the "**Parties**"), which is to be read with the first addendum to the amended and restated shareholders' agreement dated March 30, 2023 entered into by and amongst the Parties and the second addendum to the amended and restated shareholders' agreement dated May 31, 2023 entered into by and amongst the Parties, and as amended by the amendment agreement to the amended and restated shareholders' agreement dated August 9, 2023, entered into by and amongst the Parties. For further details, see *"History and Certain Corporate Matters – Shareholders' agreements"* on page 201
Shareholder(s)	The shareholders of our Company from time to time
Stakeholders' Relationship Committee	The stakeholders' relationship committee of the Board of Directors, described in "*Our Management – Corporate Governance*" on page 215
Subsidiary or Material Subsidiary	The subsidiary of our Company, namely EPACK Components Private Limited, which is also a material subsidiary of our Company in terms of the SEBI ICDR Regulations. For further details, please see *"History and Certain Corporate Matters – Details of our Subsidiary and Associate"* on page 198
Whole-time Director(s)	The whole-time director(s) of our Company, namely Bajrang Bothra and Ajay DD Singhania

Offer-related terms

Term	Description
Abridged Prospectus	The memorandum containing such salient features of a prospectus as may be specified by the SEBI in this regard
Acknowledgement Slip	The slip or document issued by a Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
Allot / Allotment / Allotted	Unless the context otherwise requires, allotment or transfer, as the case may be of Equity Shares offered pursuant to the Fresh Issue and transfer of the Offered Shares by the Selling Shareholders pursuant to the Offer for Sale to the successful Bidders
Allotment Advice	A note or advice or intimation of Allotment sent to the Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted

Term	Description
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus, and who has Bid for an amount of at least ₹ 100 million
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to Anchor Investors in terms of the Red Herring Prospectus, which will be decided by our Company, the Promoter Selling Shareholders and the Investor Selling Shareholders, in consultation with the BRLMs during the Anchor Investor Bidding Date
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus
Anchor Investor Bidding Date	The date, being one Working Day prior to the Bid / Offer Opening Date, on which Bids by Anchor Investors shall be submitted, and prior to and after which the BRLMs will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	Final price at which the Equity Shares will be issued and Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company, the Promoter Selling Shareholders and the Investor Selling Shareholders, in consultation with the BRLMs
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than two Working Days after the Bid / Offer Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, the Promoter Selling Shareholders and the Investor Selling Shareholders, in consultation with the BRLMs, to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorize an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB or to block the Bid Amount upon acceptance of the UPI Mandate Request by UPI Bidders using the UPI Mechanism
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder for the blocking of the Bid Amount by such SCSB or the account of the UPI Bidders blocked upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism to the extent of the Bid Amount of the ASBA Bidder
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Axis	Axis Capital Limited
Banker(s) to the Offer	Collectively, the Escrow Collection Bank(s), Refund Bank(s), Sponsor Bank(s) and Public Offer Account Bank(s)
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer, as described in "*Offer Procedure*" on page 384
Bid	An indication to make an offer during the Bid / Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares of our Company at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations, in terms of the Red Herring Prospectus and the Bid cum Application Form. The term "Bidding" shall be construed accordingly
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of Retail Individual Bidders Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidders, as the case maybe, upon submission of the Bid in the Offer, as applicable
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid / Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper) and [●] editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Uttar Pradesh where our Registered and Corporate Office is located). In case of any revisions, the extended Bid / Offer Closing Date shall also be notified on the websites of

Term	Description
	the BRLMs and terminals of the Syndicate Members, as required under the SEBI ICDR Regulations and communicated to the Designated Intermediaries and the Sponsor Bank(s), and shall also be notified in an advertisement in the same newspapers in which the Bid/Offer Opening Date was published, as required under the SEBI ICDR Regulations. Our Company, the Promoter Selling Shareholders and the Investor Selling Shareholders, in consultation with the Book Running Lead Managers may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.
Bid / Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper) and [●] editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Uttar Pradesh where our Registered and Corporate Office is located)
Bid / Offer Period	Except in relation to Anchor Investors, the period between the Bid / Offer Opening Date and the Bid / Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations and in accordance with the terms of the Red Herring Prospectus. Provided that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors Our Company, the Promoter Selling Shareholders and the Investor Selling Shareholders, may, in consultation with the BRLMs, consider closing the Bid / Offer Period for the QIB Category one Working Day prior to the Bid / Offer Closing Date in accordance with the SEBI ICDR Regulations
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
Bidding Centres	Centres at which at the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branches for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
Book Running Lead Managers / BRLMs	The book running lead managers to the Offer, namely Axis Capital Limited, DAM Capital Advisors Limited and ICICI Securities Limited
Broker Centres	Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
CAN / Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on / after the Anchor Investor Bidding Date
Cap Price	The higher end of the Price Band, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted. The Cap Price shall be at least 105% of the Floor Price and shall not be more than 120% of the Floor Price
Cash Escrow and Sponsor Bank Agreement	Agreement dated [●] to be entered into by our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Syndicate Members and the Banker(s) to the Offer for, among other things, the appointment of the Sponsor Bank(s), the collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account(s) and, where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof
Client ID	Client identification number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant(s) / CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of the SEBI circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the UPI Circulars issued by SEBI, and as per the list available on the websites of BSE and NSE, as updated from time to time
Cut-off Price	Offer Price, finalised by our Company, the Promoter Selling Shareholders and the Investor Selling Shareholders, in consultation with the BRLMs, which shall be any price within the Price Band

Term	Description
	Only Retail Individual Bidders are entitled to Bid at the Cut-off Price. QIBs, including Anchor Investors, and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price
DAM Capital	DAM Capital Advisors Limited
Demographic Details	Details of the Bidders including the Bidder's address, name of the Bidder's father / husband, investor status, occupation, PAN and demat account and bank account details and UPI ID, where applicable
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) as updated from time to time
Designated Date	The date on which funds are transferred from the Escrow Account(s) and the amounts blocked are transferred from the ASBA Accounts, as the case may be, to the Public Offer Account(s) or the Refund Account(s), as appropriate, in terms of the Red Herring Prospectus and the Prospectus, after the finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange in terms of the Red Herring Prospectus, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Offer
Designated Intermediaries	In relation to ASBA Forms submitted by RIBs (not using the UPI Mechanism) by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, Sub-Syndicate / agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean the Syndicate, Sub-Syndicate Members / agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	[●]
Draft Red Herring Prospectus / DRHP	This draft red herring prospectus dated August 11, 2023, issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto
Eligible NRI(s)	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the ASBA Form and the Red Herring Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares
Escrow Account(s)	Account(s) opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors will transfer money through direct credit / NEFT / RTGS / NACH in respect of the Bid Amount when submitting a Bid
Escrow Collection Bank(s)	The bank(s) which are clearing members and registered with SEBI as bankers to an issue under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, and with whom the Escrow Account(s) will be opened, in this case being [●]
First Bidder	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted
Fresh Issue	The fresh issue component of the Offer comprising an issuance by our Company of up to [●] Equity Shares at ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating up to ₹ 4,000.00 million. Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement aggregating up to ₹ 800.00 million. If the Pre-IPO Placement is completed, the size of the

Term	Description
	Fresh Issue will be reduced to the extent of such Pre-IPO Placement, subject to the offer complying with Rule 19(2)(b) of the SCRR.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
General Information Document / GID	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020, and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLMs
Gross Proceeds	The Offer proceeds from the Fresh Issue
I-Sec	ICICI Securities Limited
Mobile App(s)	The mobile applications listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 or such other website as may be updated from time to time, which may be used by UPI Bidders to submit Bids using the UPI Mechanism as provided under 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019
Monitoring Agency	[●]
Monitoring Agency Agreement	The agreement dated [●] to be entered into between our Company and the Monitoring Agency
Mutual Fund Portion	5% of the Net QIB Portion, or [●] Equity Shares, which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Net Proceeds	The proceeds from the Fresh Issue less the Offer related expenses applicable to the Fresh Issue. For further details regarding the use of the Net Proceeds and the Offer related expenses, see "*Objects of the Offer*" on page 102
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors
Non-Institutional Bidder / NIBs	All Bidders that are not QIBs or Retail Individual Bidders and who have Bid for Equity Shares for an amount more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Offer being not less than 15% of the Offer, consisting of [●] Equity Shares, which shall be available for allocation to Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million, and (ii) two-thirds of the portion available to Non-Institutional Bidders shall be reserved for Bidders with application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Bidders
Non-Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
Offer	The initial public offering of up to [●] Equity Shares for cash at a price of ₹ [●] each, aggregating up to ₹ [●] million comprising the Fresh Issue and the Offer for Sale. Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, aggregating up to ₹ 800.00 million. If the Pre-IPO Placement is completed, the size of the Fresh Issue will be reduced to the extent of such Pre-IPO Placement, subject to the offer complying with Rule 19(2)(b) of the SCRR
Offer Agreement	The agreement dated August 11, 2023 amongst our Company, the Selling Shareholders and the BRLMs, pursuant to the requirements of the SEBI ICDR Regulations, based on which certain arrangements are agreed to in relation to the Offer
Offer for Sale	The offer for sale component of the Offer of up to 13,067,890 Equity Shares aggregating up to ₹ [●] million, comprising up to 1,172,976 Equity Shares aggregating up to ₹ [●] million by Bajrang Bothra, up to 666,798 Equity Shares aggregating up to ₹ [●] million by Laxmi Pat Bothra, up to 748,721 Equity Shares aggregating up to ₹ [●] million by Sanjay Singhania, up to 748,721 Equity Shares aggregating up to ₹ [●] million by Ajay DD Singhania, up to 286,351 Equity Shares aggregating up to ₹ [●] million by Pinky Ajay Singhania, up to 286,351 Equity Shares aggregating up to ₹ [●] million by Preity Singhania, up to 442,905 Equity Shares aggregating up to ₹ [●] million by Nikhil Bothra, up to 442,905 Equity Shares aggregating up to ₹ [●] million by Nitin Bothra, up to 379,633 Equity Shares aggregating up to ₹ [●] million by Rajjat Kumar Bothra, up to 7,261,127 Equity Shares aggregating up to ₹ [●] million by India Advantage Fund S4 I and up to 631,402 Equity Shares aggregating up to ₹ [●] million by Dynamic India Fund S4 US I
Offer Price	The final price at which Equity Shares will be Allotted to ASBA Bidders, in terms of the Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus and the Prospectus.

Term	Description
	The Offer Price will be decided by our Company, the Promoter Selling Shareholders and the Investor Selling Shareholders, in consultation with the BRLMs on the Pricing Date, in accordance with the Book Building Process and in terms of the Red Herring Prospectus
Offer Proceeds	The proceeds of the Fresh Issue which shall be available to our Company and the proceeds of the Offer for Sale which shall be available to the Selling Shareholders. For further information about use of the Offer Proceeds, see "*Objects of the Offer*" on page 102
Offered Shares	Up to 13,067,890 Equity Shares aggregating up to ₹ [●] million, comprising up to 1,172,976 Equity Shares aggregating up to ₹ [●] million by Bajrang Bothra, up to 666,798 Equity Shares aggregating up to ₹ [●] million by Laxmi Pat Bothra, up to 748,721 Equity Shares aggregating up to ₹ [●] million by Sanjay Singhania, up to 748,721 Equity Shares aggregating up to ₹ [●] million by Ajay DD Singhania, up to 286,351 Equity Shares aggregating up to ₹ [●] million by Pinky Ajay Singhania, up to 286,351 Equity Shares aggregating up to ₹ [●] million by Preity Singhania, up to 442,905 Equity Shares aggregating up to ₹ [●] million by Nikhil Bothra, up to 442,905 Equity Shares aggregating up to ₹ [●] million by Nitin Bothra, up to 379,633 Equity Shares aggregating up to ₹ [●] million by Rajjat Kumar Bothra, up to 7,261,127 Equity Shares aggregating up to ₹ [●] million by India Advantage Fund S4 I and up to 631,402 Equity Shares aggregating up to ₹ [●] million by Dynamic India Fund S4 US I
Pre-IPO Placement	A further issue of specified securities through either a private placement, preferential offer or any other method as may be permitted under applicable law, aggregating up to ₹ 800.00 million, to any person(s), at our Company's discretion, which may be undertaken by our Company, in consultation with the BRLMs, prior to the filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the size of the Fresh Issue will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR
Price Band	Price band ranging from a minimum price of ₹ [●] per Equity Share (Floor Price) to the maximum price of ₹ [●] per Equity Share (Cap Price) including any revisions thereof. The Price Band and the minimum Bid Lot for the Offer will be decided by our Company and the Selling Shareholders in consultation with the BRLMs, and will be advertised in [●] editions of [●] (a widely circulated English national daily newspaper) and [●] editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Uttar Pradesh, where our Registered and Corporate Office is located) at least two Working Days prior to the Bid / Offer Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites
Pricing Date	The date on which our Company, the Promoter Selling Shareholders and the Investor Selling Shareholders in consultation with the BRLMs, will finalise the Offer Price
Promoters' Contribution	Aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company that is eligible to form part of the minimum promoters' contribution, as required under the provisions of the SEBI ICDR Regulations, held by our Promoters, which shall be locked-in for a period of 18 months from the date of Allotment
Prospectus	The prospectus dated [●] to be filed with the RoC in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations containing, *inter alia*, the Offer Price that is determined in accordance with the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto
Public Offer Account(s)	Bank account(s) to be opened with the Public Offer Account Bank(s) under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account(s) and ASBA Accounts on the Designated Date
Public Offer Account Bank(s)	The bank(s) which are clearing members and registered with SEBI as bankers to an issue under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, and with which the Public Offer Account(s) is opened for collection of Bid Amounts from Escrow Account(s) and ASBA Accounts on the Designated Date, in this case being [●]
Qualified Institutional Buyers / QIBs	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
QIB Bidders	QIBs who Bid in the Offer
QIB Bid/Offer Closing Date	In the event that our Company, the Promoter Selling Shareholders and the Investor Selling Shareholders, in consultation with the BRLMs, decide to close Bidding by QIBs one day prior to the Bid/Offer Closing Date, the date one day prior to the Bid/Offer Closing Date. Otherwise, it shall be the same as the Bid/Offer Closing Date
QIB Category / QIB Portion	The portion of the Offer (including the Anchor Investor Portion) being not more than 50% of the Offer, consisting of [●] Equity Shares which shall be Allotted to QIBs (including Anchor Investors) on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company, the Promoter

Term	Description
	Selling Shareholders and the Investor Selling Shareholders, in consultation with the BRLMs), subject to valid Bids being received at or above the Offer Price
Red Herring Prospectus / RHP	The red herring prospectus dated [●] to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid / Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date
Refund Account(s)	The account(s) opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to the Anchor Investors shall be made
Refund Bank(s)	The Banker(s) to the Offer with whom the Refund Account(s) will be opened, in this case being [●]
Registered Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub-Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 4, 2012, issued by SEBI
Registrar Agreement	The agreement dated August 9, 2023, amongst our Company, the Selling Shareholders and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Registrar and Share Transfer Agents / RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI and in terms of the UPI Circulars
Registrar to the Offer / Registrar	KFin Technologies Limited
Retail Individual Bidder(s) / RIB(s)	Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹ 200,000 in any of the bidding options in the Offer (including HUFs applying through their *karta* and Eligible NRIs and does not include NRIs other than Eligible NRIs)
Retail Portion	The portion of the Offer being not less than 35% of the Offer consisting of up to [●] Equity Shares, which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s), as applicable QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid / Offer Period and withdraw their Bids until Bid / Offer Closing Date
SCORES	Securities and Exchange Board of India Complaints Redress System, a centralized web based complaints redressal system launched by SEBI
Self-Certified Syndicate Bank(s) / SCSB(s)	The banks registered with SEBI, offering services: (a) in relation to ASBA (other than through the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable or such other website as may be prescribed by SEBI from time to time; and (b) in relation to UPI Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40, or such other website as may be prescribed by SEBI from time to time 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, UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time
Share Escrow Agent	Escrow agent to be appointed pursuant to the Share Escrow Agreement, namely [●]
Share Escrow Agreement	Agreement dated [●] to be entered into amongst the Selling Shareholders, our Company and the Share Escrow Agent in connection with the transfer of Equity Shares under the Offer for Sale by the Selling Shareholders and credit of such Equity Shares to the demat account of the Allottees

Term	Description
Specified Locations	Bidding Centres where the Syndicate shall accept ASBA Forms from Bidders
Sponsor Bank(s)	The Banker(s) to the Offer registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended, which has been appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and / or payment instructions of the UPI Bidders, using the UPI Mechanism and carry out any other responsibilities in terms of the UPI Circulars, in this case being [●]
Stock Exchanges	Collectively, BSE and NSE
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect ASBA Forms and Revision Forms.
Syndicate	Together, the BRLMs and the Syndicate Members
Syndicate Agreement	Agreement dated [●] to be entered into amongst our Company, the Selling Shareholders, the BRLMs, the Syndicate Members and the Registrar in relation to collection of Bid cum Application Forms by Syndicate
Syndicate Members	Intermediaries (other than the BRLMs) registered with SEBI who are permitted to accept bids, applications and place order with respect to the Offer and carry out activities as an underwriter, in this case being [●]
Systemically Important Non-Banking Financial Company / NBFC-SI	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
Underwriters	[●]
Underwriting Agreement	The agreement dated [●] to be entered into among the Underwriters, our Company and the Selling Shareholders prior to the filing of the Red Herring Prospectus or the Prospectus with the RoC, as applicable. For further details, see *"General Information – Underwriting Agreement"* on page 85
UPI	Unified Payments Interface, which is an instant payment mechanism developed by NPCI
UPI Bidder	Collectively, individual investors applying as (i) Retail Individual Bidders, in the Retail Portion, and (ii) Non-Institutional Bidders with an application size of up to ₹ 500,000 in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 500,000 shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL-2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI master circular with circular number SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent that such circulars pertain to the UPI Mechanism), SEBI master circular with circular number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, and any subsequent circulars or notifications issued by SEBI in this regard, along with the circulars issued by the Stock Exchanges in this regard, including the circular issued by the NSE having reference no. 25/2022 dated August 3, 2022, and the circular issued by BSE having reference no. 20220803-40 dated August 3, 2022
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI Mobile App and by way of a SMS directing the UPI Bidder to such UPI Mobile App) to the UPI Bidder initiated by the Sponsor Bank(s) to authorise blocking of funds in the relevant ASBA Account through the UPI Mobile App equivalent to the Bid Amount and subsequent debit of funds in case of Allotment

Term	Description
UPI Mechanism	The mechanism that may be used by a UPI Bidder to make a Bid in the Offer in accordance with the UPI Circulars
UPI PIN	Password to authenticate UPI transaction
Wilful Defaulter or a Fraudulent Borrower	A person or company who or which is categorised as a wilful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by the RBI
Working Day	All days on which commercial banks in Mumbai are open for business; provided, however, with reference to (a) announcement of Price Band; and (b) Bid / Offer Period, the expression "Working Day" shall mean all days, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; (c) the time period between the Bid / Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, the expression "Working Day" shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays in Mumbai, India, as per the circulars issued by SEBI

Conventional and general terms and abbreviations

Term	Description
AIF(s)	Alternative investment funds as defined in, and registered with SEBI under, the SEBI AIF Regulations
Bn	Billion
BSE	BSE Limited
CAGR	Compound Annual Growth Rate, which is computed by dividing the value as at the year-end by its value at the beginning of that period, raise the result to the power of one divided by the period length, and subtract one from the subsequent result ((End Value / Start Value) ^ (1 / Periods) - 1)
Cash and Cash Equivalents	The balance with bank in current accounts, cheques and cash on hand
CCI	Competition Commission of India
Cashflow from/ (used in) Operations	Cashflow from/ (used in) operations as appearing in the Restated Financial Information
Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as "Category I Foreign Portfolio Investors" under the SEBI FPI Regulations
Category II AIF	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations
Category III AIF	AIFs who are registered as "Category III Alternative Investment Funds" under the SEBI AIF Regulations
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Companies Act, 1956	The erstwhile Companies Act, 1956, along with the relevant rules made thereunder
Companies Act / Companies Act, 2013	Companies Act, 2013, along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder, as amended to the extent currently in force
Competition Act	Competition Act, 2002
Consolidated FDI Policy	The consolidated foreign direct policy bearing DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020, and effective from October 15, 2020, issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
CSR	Corporate social responsibility
Debt to Equity Ratio	Total debt divided by total equity, where total debt is the sum of current borrowings, non-current borrowings (including current maturities) and interest accrued but not due on borrowings
Depositories	NSDL and CDSL, collectively
Depositories Act	The Depositories Act, 1996
DGFT	Directorate General of Foreign Trade
DIN	Director Identification Number
DP ID	Depository Participant's identity number
DPIIT	The Department for Promotion of Industry and Internal Trade (earlier known as Department of Industrial Policy and Promotion)
EBITDA	Restated profit before tax plus share of profit/(loss) of associate, exceptional items, finance costs, depreciation and amortisation expense minus other income
EBITDA CAGR	The compounded annual growth rate of EBITDA
EBITDA Growth (year on year)	The annual growth in EBITDA

Term	Description
EBITDA Margin	EBITDA divided by Revenue from Operations
EGM	Extraordinary general meeting
EPS	Earnings per share
ESI Act	Employees’ State Insurance Act, 1948
ESIC	Employees’ State Insurance Corporation
Euro	Euro, the official currency of the European Union
FCNR Account	Foreign Currency Non Resident (Bank) account established in accordance with the FEMA
FDI	Foreign direct investment
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA NDI Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year / Fiscal / Fiscal Year	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FIR	First information report
FPIs	Foreign Portfolio Investors, as defined under SEBI FPI Regulations
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GAAR	General anti-avoidance rules
GDP	Gross Domestic Product
GoI / Government / Central Government	Government of India
Gross Asset Turnover	Revenue from Operations divided by average Gross Block of Assets
Gross Block of Assets	Gross block of property, plant and equipment, other intangible assets and right of use assets
Gross Profit	Revenue from Operations minus Cost of Goods Sold
Gross Profit CAGR	The compounded annual growth rate of Gross Profit
Gross Profit Margin	Gross Profit divided by Revenue from Operations
GST	Goods and Services Tax
HUF(s)	Hindu Undivided Family(ies)
ICAI	Institute of Chartered Accountants of India
ICDS	Income Computation and Disclosure Standards
IFRS	International Financial Reporting Standards as issued by the International Accounting Standards Board
IFSC	Indian Financial System Code
IGST	Integrated Goods and Services Tax
Income Tax Act	Income Tax Act, 1961
Ind AS	The Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013
Ind AS 24	Indian Accounting Standard 24, notified by the Ministry of Corporate Affairs under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013
Indian GAAP	Accounting standards notified under section 133 of the Companies Act, 2013, read with Companies (Accounting Standards) Rules, 2006, as amended and the Companies (Accounts) Rules, 2014, as amended
INR / Rupee / ₹ / Rs.	Indian Rupee, the official currency of the Republic of India
Inventory Days	365 divided by (cost of goods sold / average inventory).Cost of good sold is the sum of Cost of materials consumed, Purchases of stock-in-trade and Change in inventories of finished goods and work-in-progress
IRDAI	Insurance Regulatory and Development Authority of India
IT	Information Technology
IT Act	The Income Tax Act, 1961
KYC	Know Your Customer
MAT	Minimum Alternate Tax
MCA	The Ministry of Corporate Affairs, Government of India
MCLR	Marginal Cost of Funds Based Landing Rate
Mn	Million
MoU	Memorandum of Understanding
MSMEs	Small scale undertakings as per the Micro, Small and Medium Enterprises Development Act, 2006
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
N.A.	Not applicable

Term	Description
NACH	National Automated Clearing House
NAV	Net Asset Value
NBFC	Non-Banking Financial Company
NEFT	National Electronic Fund Transfer
NPCI	National Payments Corporation of India
NR / Non-resident	A person resident outside India, as defined under the FEMA and includes an NRI
NRI	Non-Resident Indian
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
Number of Contract Labourers	Number of contract labourers of our Company as on March 31 of the respective Fiscal
Number of employees	Number of employees of our Company as on March 31 of the respective Fiscal
Number of employees in Research and Development department	The number of employees in the research and development department of our Company as on March 31 of the respective Fiscal
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 and which was in existence on October 3, 2003, and immediately before such date was eligible to undertake transactions pursuant to general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
PAN	Permanent account number
PAT	Profit after tax
PAT Margin	Restated profit for the year divided by Revenue from Operations
PDP Bill	The Digital Personal Data Protection Bill, 2022
PLI	Production linked incentive
Profit for the year	The profit for the year as appearing in the Restated Financial Information
Profit for the year CAGR	The compounded annual growth rate of profit for the year
RBI	The Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
Revenue CAGR	The compounded annual growth rate of Revenue from Operations
Revenue contribution from top 10 customers	The revenue generated from our top 10 customers for a particular Fiscal as a percentage of the revenue from operations for that Fiscal
Revenue from Operations	Revenue from contracts with customers and other operating income such as Scrap Sales, Government grants, Export Incentive and Service charges
Revenue from Operations (in India)	The revenue from operations generated domestically as appearing in the Restated Financial Information
Revenue from Operations (outside India)	The revenue from operations generated from export as appearing in the Restated Financial Information
Revenue from top 10 customers	The revenue generated from our top 10 customers for the respective Fiscal.
Revenue growth	The annual growth in Revenue from Operations
ROCE	EBIT divided by Average capital employed. Where EBIT is sum of restated profit before tax, share of profit/(loss) of associate, exceptional items and finance costs. Capital employed is calculated as the sum of Total Equity, Current Borrowings, Non-Current Borrowings, Interest accrued but not due on borrowings
ROE	Restated profit for the year divided by average total equity (net worth)
RTGS	Real Time Gross Settlement
Rule 144A	Rule 144A under the U.S. Securities Act
SCRA	Securities Contract (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI (Merchant Bankers) Regulations, 1992	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended

Term	Description
SEBI SBEB & SE Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
STT	Securities Transaction Tax
Trademarks Act	Trademarks Act, 1999
Total Income	The sum of Revenue from Operations and other income
Trade Payable Days	365 divided by (total purchase of raw material and stock in trade / average trade payables)
Trade Receivables Days	365 divided by (Revenue from Contracts with Customers (excluding scrap sales)/ average trade receivables).
US$ / USD / US Dollar	United States Dollar, the official currency of the United States of America
USA / U.S. / US	United States of America and its territories and possessions, including any state of the United States, and the District of Columbia
U.S. GAAP	Generally Accepted Accounting Principles in the United State of America
U.S. Securities Act	U.S. Securities Act of 1933, as amended
VAT	Value Added Tax
VCFs	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be
Working capital cycle days	Working capital multiplied by 365 and divided by Revenue from Operations, where working capital is defined as trade receivables plus inventories minus trade payables.

Business, technical and industry-related terms

Term	Description
BEE	Bureau of Energy Efficiency
CBU	Completely built-up unit
CFF	Cross flow fan
ICT	Induction cook top
IDU	Indoor unit
IEC	International Electrotechnical Commission
IQC	Incoming quality control
ISO	International Organization for Standardization
LQC	Line quality control
NABL	National Accreditation Board for Testing and Calibration Laboratories
ODM	Original design manufacturer
ODU	Outdoor unit with compressor
ODU Kits	Outdoor unit without compressor
OEM	Original equipment manufacturer
OQC	Outgoing quality control
PCB	Printed circuit board
PCBA	Printed circuit board assembly
R32	Refrigerant 32
R&D	Research and development
RAC	Room air conditioner
SAC	Split air conditioner
SDA	Small domestic appliance
VOC	Volatile organic compound
WAC	Window air conditioner

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

Certain conventions

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

All references herein to the "US", the "U.S.", the "USA", or the "United States" are to the United States of America and its territories and possessions, including any state of the United States, and the District of Columbia.

Page Numbers

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

Financial data

Unless stated otherwise or the context otherwise requires, the financial information in this Draft Red Herring Prospectus is derived from the Restated Financial Information.

The restated financial information of our Company, as at and for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, comprises the restated consolidated statement of assets and liabilities as at March 31, 2023 and March 31, 2022 and the restated statement of assets and liabilities as at March 31, 2021, restated consolidated statement of profit and loss, restated consolidated statement of cash flows and restated consolidated statement of changes in equity for the financial years ended March 31, 2023, March 31, 2022, and restated statement of profit and loss, restated statement of cash flows and restated statement of changes in equity for the financial year ended March 31, 2021, together, with the summary statement of significant accounting policies and other explanatory information referred to as "Restated Financial Information", compiled from the audited consolidated financial statements of the Company as at and for the financial years ended March 31, 2023 and March 31, 2022 and special purpose Ind AS financial statements as at and for the financial year ended March 31, 2021, prepared in accordance with Ind AS and restated in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, relevant provisions of the SEBI ICDR Regulations, and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI, as amended.

For further information on our Company's financial information, please see "*Financial Information*" on page 236.

Our Company acquired EPACK Components Private Limited, our wholly-owned Subsidiary, with effect from August 1, 2021. Accordingly, EPACK Components Private Limited became a Subsidiary of our Company on August 1, 2021, and it is included in the Restated Financial Information from that date for Fiscal 2022 and for the entirety of Fiscal 2023. Further, Epavo Electricals Private Limited, has become our Associate on July 22, 2022, and has accordingly been accounted for in the Restated Financial Information for Fiscal 2023. Our Restated Financial Information does not include financial information of EPACK Components Private Limited prior to it becoming a Subsidiary of our Company. Accordingly, our results of operations and financial condition as set forth in the Restated Financial Information may not be comparable on a period-to-period basis. For further details regarding the acquisition of our Subsidiary and Associate, see *"History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business or undertakings"* on page 199.

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

Our Company's financial year commences on April 1 and ends on March 31 of the next calendar year. Accordingly, all references in this Draft Red Herring Prospectus to a particular Financial Year, Fiscal or Fiscal Year, unless stated otherwise, are to the 12-month period ended on March 31 of that particular calendar year.

The degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act, 2013, and the SEBI ICDR Regulations. Any reliance by persons not familiar with Ind AS, the Companies Act 2013, the SEBI ICDR Regulations and Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. There are significant differences between Ind AS, Indian GAAP, US GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or US GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our Company's financial data. For details in connection with risks involving differences between Ind AS, U.S. GAAP and IFRS, please see *"Risk Factors – Significant differences exist between Indian Accounting Standards ("Ind AS") and other accounting principles, such as the generally accepted accounting principles in the US ("US GAAP") and International Financial Reporting Standards ("IFRS"), which may be material to investors' assessment of our financial condition"* on page 70.

Unless the context otherwise indicates, any percentage amounts (excluding certain operational metrics), with respect to the financial information of our Company in this Draft Red Herring Prospectus have been derived from the Restated Financial Information.

Non-GAAP financial measures

Certain non-GAAP measures presented in this Draft Red Herring Prospectus such as Return on Net Worth, Net Asset Value per Equity Share, EBITDA, Net Worth, Capital Expenditure and Total Borrowings are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, or IFRS and should not be considered in isolation or construed as an alternative to cash flows, profit / (loss) for the year / period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, or IFRS. In addition, these Non-GAAP Measures, and other statistical and other information relating to our operations and financial performance, may not be computed on the basis of any standard methodology that is applicable across the industry and, therefore, a comparison of similarly titled Non-GAAP Measures or statistical or other information relating to operations and financial performance between companies may not be possible. Other companies may calculate the Non-GAAP Measures differently from us, limiting their usefulness as a comparative measure. Although the Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, we compute and disclose them as our Company's management believes that they are useful information in relation to our business and financial performance.

Industry and market data

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus has been derived from a report titled "*Industry report for IPO – ODM opportunities in Indian Room Air Conditioner and Small Domestic Appliance segments*" and dated August 1, 2023 (the "**F&S Report**") that has been commissioned and paid for by our Company and prepared by F&S exclusively for the purpose of understanding the industry our Company operates in, in connection with the Offer, and has been obtained from publicly available information, as well as various government publications and industry sources. The F&S Report is available on the website of our Company at www.epackdurable.com/investor-relations, until the Bid/Offer Closing Date. F&S has confirmed vide its letter dated August 7, 2023, that it is an independent agency, and is not related to our Company, our Directors, our Promoters, our Key Managerial Personnel, our Senior Management or the BRLMs.

Although we believe that the industry and market data used in this Draft Red Herring Prospectus is reliable, industry sources and publications may base their information on estimates and assumptions that may prove to be incorrect. The data used in these sources may also have been reclassified by us for the purposes of presentation and may also not be comparable. Further, industry sources and publications are also prepared based on information as of a specific date and may no longer be current or reflect current trends. The extent to which the industry and market data presented in this Draft Red Herring Prospectus is meaningful depends upon the reader's familiarity with, and understanding of, the methodologies used in compiling such information. There are no standard data gathering methodologies in the industry in which our Company conducts business and methodologies and assumptions may vary widely among different market and industry sources. Such information involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "*Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information from the industry report which has been commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risk*." on page 56.

In accordance with the SEBI ICDR Regulations, the section "*Basis for the Offer Price*" on page 119 includes information relating to our peer group companies, which has been derived from publicly available sources.

Disclaimer of F&S

This Draft Red Herring Prospectus contains data and statistics from the F&S Report, which is subject to the following disclaimer:

"Industry report for IPO – ODM opportunities in Indian Room Air Conditioner and Small Domestic Appliance segments" dated August 1, 2023 has been prepared for the proposed initial public offering of equity shares by EPACK Durable Limited (the "Company").

This study has been undertaken through extensive primary and secondary research, which involves discussing the status of the industry with leading market participants and experts, and compiling inputs from publicly available sources, including official publications and research reports. Estimates provided by Frost & Sullivan (India) Private Limited ("Frost & Sullivan") and its assumptions are based on varying levels of quantitative and qualitative analyses, including industry journals, company reports and information in the public domain.

Frost & Sullivan has prepared this study in an independent and objective manner, and it has taken all reasonable care to ensure its accuracy and completeness. We believe that this study presents a true and fair view of the industry within the limitations of, among others, secondary statistics and primary research, and it does not purport to be exhaustive. The results that can be or are derived from these findings are based on certain assumptions and parameters/conditions. As such, a blanket, generic use of the derived results or the methodology is not encouraged.

Forecasts, estimates, predictions, and other forward-looking statements contained in this report are inherently uncertain because of changes in factors underlying their assumptions, or events or combinations of events that cannot be reasonably foreseen. Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements.

In making any decision, the recipient should conduct its own investigation and analysis of all facts and information and the recipient must rely on its own examination, as and when discussed. The recipients should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors.

Currency and Units of Presentation

All references to:

- '**Rupees**' or '**₹**' or '**Rs.**' or **INR** are to Indian Rupees, the official currency of the Republic of India.
- '**U.S.$**', '**U.S. Dollar**', '**USD**' or '**U.S. Dollars**' are to United States Dollars, the official currency of the United States of America.
- '**Chinese Yuan'** or '**CNY**' or '**¥**' are to the Chinese Yuan Remnimbi, the official currency of the People's Republic of China.

In this Draft Red Herring Prospectus, our Company has presented certain numerical information. All figures have been expressed in millions, unless otherwise specified. One million represents '10 lakhs' or 1,000,000. However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than millions, such figures appear in this Draft Red Herring Prospectus expressed in such denominations as provided in their respective sources.

Figures sourced from third-party industry sources may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Draft Red Herring Prospectus in such number of decimal points as provided in such respective sources. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given, and (ii) the sum of the figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

Time

All references to time in this Draft Red Herring Prospectus are to Indian Standard Time. Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

Exchange rates

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

The exchange rates of USD into Indian Rupees for the periods indicated are provided below:

(in ₹)

Currency	**Exchange Rate as on**		
	March 31, 2023	**March 31, 2022**	**March 31, 2021**
1 USD	82.22	75.81	73.50
1 CNY	11.95	11.97	11.17

Source: www.fbil.org.in and www.xe.com
Note: The exchange rates are rounded off to two decimal places and in case March 31 of any of the respective years is a public holiday, the previous Working Day not being a public holiday has been considered.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain statements which are not statements of historical fact and may be described as "forward-looking statements". These forward looking statements include statements which can generally be identified by words or phrases such as "aim", "anticipate", "are likely", "believe", "continue", "can", "could", "expect", "estimate", "intend", "may", "likely", "objective", "plan", "project", "propose", "seek to", "strive to", "will", "will achieve", "will continue", "will likely", "will pursue" or other words or phrases of similar import. Similarly, statements that describe the strategies, objectives, plans or goals of our Company are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements.

By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. These statements are based on our management's belief and assumptions, current plans, estimates, presumptions and expectations, which in turn are based on currently available information. As a result, actual results could be materially different from those that have been estimated. Forward-looking statements reflect our current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance.

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

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

- The loss of one or more key customers, the deterioration of their financial condition or prospects, or a reduction in their requirement for our products;
- Cancellation or change in the production requirements of our customers;
- Dependence on our manufacturing facilities and risks in the manufacturing process, such as any slowdown or shutdown in our manufacturing operations;
- Inability to introduce new products and respond to changing customer requirements, including due to changing customer preferences and regulatory requirements in a timely and effective manner;
- Seasonal variations in, and cyclicality of, our RAC business;
- Failure to comply with the quality standards and technical specifications prescribed by our customers;
- Pricing pressure from customers; and
- Dependence on third parties for the supply of raw materials and the impact of the failure of such parties to meet their obligations.

For a further discussion of factors that could cause our actual results to differ from our estimates and expectations, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 34, 167 and 316, respectively.

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

In accordance with the SEBI ICDR Regulations, our Company will ensure that investors in India are informed of material developments pertaining to our Company and the Equity Shares from the date of the Red Herring Prospectus until the date of Allotment. In accordance with the requirements of SEBI, each of the Selling

Shareholders (through our Company and the BRLMs) shall, severally and not jointly, to the extent of statements specifically made or confirmed by them in relation to themselves and their respective portion of Offered Shares in this Draft Red Herring Prospectus, ensure that investors in India are informed of material developments until the date of Allotment.

SECTION II - SUMMARY OF THE OFFER DOCUMENT

This section is a general summary of certain disclosures included in this Draft Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including "Risk Factors", "The Offer", "Capital Structure", "Our Business", "Industry Overview", and "Outstanding Litigation and Other Material Developments" on pages 34, 72, 88, 167, 134 and 348 respectively of this Draft Red Herring Prospectus.

Primary business of our Company

We are the fastest growing room air conditioner original design manufacturers based on growth in volume manufactured between Fiscals 2020 and 2023 in India (*Source: F&S Report*). In addition, we currently design and manufacture induction cooktops, mixer-grinders, and water dispensers. Further, we manufacture heat exchangers, cross flow fans, axial fans, sheet metal press parts, injection moulded components, copper fabricated products, PCBAs, universal motors and induction coils for captive consumption as well as part of our product offerings to our customers.

Summary of the industry in which our Company operates

The Indian economy is the fifth largest in the world, with a gross domestic product (GDP) of USD 3.75 trillion in Fiscal 2023 (MoSPI estimates). Over the past five years, the consumer durables market in India has experienced significant growth. In the near future, the market is anticipated to experience growth acceleration fuelled by rising rural consumption, a shorter replacement cycle, increased retail penetration, and the availability of numerous brands and products at various price points. The overall market size of consumer durables market for Fiscal 2023 is estimated at INR 1,303 billion, and the market is expected to grow at an 13.7% CAGR until Fiscal 2028. (*Source: F&S Report*)

Name of Promoters

As on the date of this Draft Red Herring Prospectus, our Promoters are Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania and Ajay DD Singhania. For further details, see "*Our Promoters and Promoter Group*" on page 230.

The Offer

The following table summarizes the details of the Offer. For further details, see "*The Offer*" and "*Offer Structure*" on pages 72 and 381, respectively.

Offer(1)	Up to [●] Equity Shares for cash at price of ₹ [●] per Equity Share (including a premium of [●] per Equity Share), aggregating up to ₹ [●] million
of which	
(i) Fresh Issue(1)^	Up to [●] Equity Shares aggregating up to ₹ 4,000.00 million
(ii) Offer for Sale(2)*	Up to 13,067,890 Equity Shares aggregating up to ₹ [●] million (comprising up to 1,172,976 Equity Shares aggregating up to ₹ [●] million by Bajrang Bothra, up to 666,798 Equity Shares aggregating up to ₹ [●] million by Laxmi Pat Bothra, up to 748,721 Equity Shares aggregating up to ₹ [●] million by Sanjay Singhania, up to 748,721 Equity Shares aggregating up to ₹ [●] million by Ajay DD Singhania, up to 286,351 Equity Shares aggregating up to ₹ [●] million by Pinky Ajay Singhania, up to 286,351 Equity Shares aggregating up to ₹ [●] million by Preity Singhania, up to 442,905 Equity Shares aggregating up to ₹ [●] million by Nikhil Bothra, up to 442,905 Equity Shares aggregating up to ₹ [●] million by Nitin Bothra, up to 379,633 Equity Shares aggregating up to ₹ [●] million by Rajjat Kumar Bothra, up to 7,261,127 Equity Shares aggregating up to ₹ [●] million by India Advantage Fund S4 I and up to 631,402 Equity Shares aggregating up to ₹ [●] million by Dynamic India Fund S4 US I)

(1) *The Offer has been authorized by a resolution of our Board dated July 13, 2023, and the Fresh Issue has been authorized by a special resolution of our Shareholders, dated July 29, 2023.*

(2) *Each of the Selling Shareholders, severally and not jointly, confirm that their respective portion of the Offered Shares are eligible for being offered for sale in terms of Regulation 8 of the SEBI ICDR Regulations. Each Selling Shareholder has, severally and not jointly, approved the sale of their respective portion of the Offered Shares in the Offer for Sale. For details on the authorisation of the Selling Shareholders in relation to the Offered Shares, see "Other Regulatory and Statutory Disclosures – Authority for the Offer" on page 360.*

^ *Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement aggregating up to ₹ 800.00 million. If the Pre-IPO Placement is completed, the size of the Fresh Issue will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR.*
* *26,318,375 Equity Shares will be issued pursuant to the conversion of 18,823,529 CCPSs and 11,034,484 Series A CCPSs. As on the date of this Draft Red Herring Prospectus, (i) India Advantage Fund S4 I holds 17,317,647 CCPSs, which will be converted into 14,522,253 Equity Shares, (ii) Dynamic India Fund S4 US 1 holds 1,505,882 CCPSs, which will be converted into 1,262,804 Equity Shares and (iii) Augusta Investments Zero Pte. Ltd. holds 11,034,484 Series A CCPSs which will be converted into 10,533,318 Equity Shares. The conversion of the Preference Shares will be undertaken prior to the filing of the Red Herring Prospectus with the RoC in compliance with the requirements of Regulation 5(2) of the SEBI ICDR Regulations.*

The Offer shall constitute [●]% of the post Offer paid up Equity Share capital of our Company.

Objects of the Offer

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

(in ₹ million)

Objects	Amount
Funding capital expenditure for the expansion / setting up of manufacturing facilities	2,300.00
Repayment and / or prepayment, in part or in full, of certain outstanding loans of our Company	800.00
General corporate purposes*^	[●]
Net Proceeds*	[●]

* *To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.*
^ *Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement aggregating up to ₹ 800.00 million prior to filing the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the size of the Fresh Issue will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR. Upon allotment of specified securities issued pursuant to the Pre-IPO Placement and after compliance with requirements prescribed under the Companies Act, our Company shall utilise the proceeds from such Pre-IPO Placement towards one or more of the Objects.*

For further details, see "*Objects of the Offer*" on page 102.

Aggregate pre-Offer Shareholding of our Promoters, the members of our Promoter Group (other than our Promoters) and the Selling Shareholders

The aggregate pre-Offer Equity shareholding of our Promoters, the members of our Promoter Group (other than our Promoters), and the Selling Shareholders, as a percentage of the pre-Offer paid-up Equity Share capital of our Company is set out below:

S. No.	Name of Shareholder	No. of Equity Shares held as on the date of this Draft Red Herring Prospectus	% of paid-up Equity Share capital as on the date of this Draft Red Herring Prospectus	No. of Equity Shares (assuming the conversion of Preference Shares)*	% of pre-Offer paid up Equity Share capital on a fully diluted basis*
Promoters (also the Promoter Selling Shareholders)					
1.	Bajrang Bothra	9,656,558	18.54	9,656,558	12.32
2.	Laxmi Pat Bothra	5,489,437	10.54	5,489,437	7.00
3.	Sanjay Singhania	9,245,800	17.75	9,245,800	11.79
4.	Ajay DD Singhania	9,245,800	17.75	9,245,800	11.79
	Total (A)	**33,637,595**	**64.58**	**33,637,595**	**42.90**
Promoter Group members (including the Promoter Group Selling Shareholders)					
5.	Pinky Ajay Singhania	3,536,099	6.79	3,536,099	4.51
6.	Preity Singhania	3,536,099	6.79	3,536,099	4.51
7.	Nikhil Bothra	3,646,231	7.00	3,646,231	4.65
8.	Nitin Bothra	3,646,231	7.00	3,646,231	4.65
9.	Rajjat Kumar Bothra	3,125,341	6.00	3,125,341	3.99
10.	Hridaya Chordia	120,888	0.23	120,888	0.15
	Total (B)	**17,610,889**	**33.81**	**17,610,889**	**22.46**
Investor Selling Shareholders					
11.	India Advantage Fund S4 I	-	0.00	14,522,253	18.52
12.	Dynamic India Fund S4 US I	-	0.00	1,262,804	1.61
	Total (C)	**-**	**0.00**	**15,785,057**	**20.13**
	Grand Total (A + B + C)	**51,248,484**	**98.39**	**67,033,541**	**85.49**

* *Includes 26,318,375 Equity Shares to be issued pursuant to the conversion of 18,823,529 CCPSs and 11,034,484 Series A CCPSs. As on the date of this Draft Red Herring Prospectus, (i) India Advantage Fund S4 I holds 17,317,647 CCPSs, which will be converted into 14,522,253 Equity Shares, (ii) Dynamic India Fund S4 US 1 holds 1,505,882 CCPSs, which will be converted into 1,262,804 Equity Shares and (iii)*

Augusta Investments Zero Pte. Ltd. holds 11,034,484 Series A CCPSs which will be converted into 10,533,318 Equity Shares. The conversion of the Preference Shares will be undertaken prior to the filing of the Red Herring Prospectus with the RoC in compliance with the requirements of Regulation 5(2) of the SEBI ICDR Regulations.

For further details, please see *"Capital Structure"* on page 88.

Summary of select financial information derived from the Restated Financial Information

The following information has been derived from our Restated Financial Information for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021:

(₹ in million, except per share data)

Particulars	As at and for the Fiscal ended		
	March 31, 2023	March 31, 2022	March 31, 2021
Equity Share capital	520.89	520.89	481.72
Net worth	3,136.18	1,218.65	689.13
Revenue from operations	15,388.32	9,241.62	7,362.45
Restated profit for the year	319.72	174.34	78.03
Restated earnings per Equity Share (basic)	4.71	3.47	1.62
Restated earnings per Equity Share (diluted)	4.64	3.47	1.62
Net Asset Value per Equity Share	46.21	24.25	14.31
Total Borrowings	4,924.45	3,839.81	2,622.66

For further details, see *"Restated Financial Information"* on page 236.

Auditor qualifications

There are no qualifications by the Statutory Auditors which have not been given effect to in the Restated Financial Information.

Summary of outstanding litigation

A summary of outstanding litigation proceedings involving our Company, Subsidiary, Directors and Promoters, as on the date of this Draft Red Herring Prospectus as disclosed in "*Outstanding Litigation and Other Material Developments*" in terms of the SEBI ICDR Regulations is provided below:

Category of individuals / entities	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters in the last five years, including outstanding action	Material civil litigation	Aggregate amount involved* (₹ in million)
Company						
By our Company	Nil	7	Nil	-	Nil	16.27
Against our Company	Nil	3	Nil	-	Nil	3.11
Directors						
By the Directors	Nil	Nil	Nil	-	Nil	Nil
Against the Directors	Nil	Nil	Nil	-	Nil	Nil
Promoters						
By the Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Subsidiary						
By the Subsidiary	Nil	Nil	Nil	-	Nil	Nil

Category of individuals / entities	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters in the last five years, including outstanding action	Material civil litigation	Aggregate amount involved* (₹ in million)
Against the Subsidiary	Nil	3	Nil	-	Nil	1.26

**To the extent quantifiable.*

Further, as on the date of this Draft Red Herring Prospectus, there are no pending litigation proceedings involving any of our Group Companies which will have a material impact on our Company. For further details, see "*Outstanding Litigation and Other Material Developments*" on page 348.

Risk factors

Investors are advised to carefully read "*Risk Factors*" on page 34, to have an informed view before making an investment decision in the Offer.

Summary of contingent liabilities

As of March 31, 2023, our contingent liabilities derived from the Restated Financial Information are as follows:

Particulars	Amount (₹ in million)
Income tax matters	6.30
GST matters	0.75
Total	**7.05**

For further information on such contingent liabilities, see "*Restated Financial Information – Note 35 – Commitments and contingencies*" on page 286.

Summary of related party transactions

A summary of the related party transactions entered into by our Company in Fiscals 2023, 2022 and 2021 as per Ind AS 24, derived from the Restated Financial Information is detailed below:

(₹ in million)

Nature of transaction	Name of the related party	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Purchase of goods (net)	EPACK Components Private Limited	-	518.33	1,725.49
	EPACK Polymers Private Limited	196.98	143.93	160.83
	East India Technologies Private Limited	0.47	-	15.30
	East India Auto Traders Private Limited	1.34	-	-
Revenue from operations	EPACK Polymers Private Limited	2.38	116.55	0.14
	Bhagwan Mahavir Relief Foundation Trust	-	0.03	0.02
	East India Technologies Private Limited	55.24	4.40	6.12
	Mr. Bajrang Bothra	-	-	0.04
Finance cost	EPACK Polymers Private Limited	-	0.03	2.67
Interest income	Epavo Electricals Private Limited	3.78	-	-
Miscellaneous income	EPACK Components	-	-	2.00

Nature of transaction	Name of the related party	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
	Private Limited			
Power and fuel – recovery	EPACK Components Private Limited	-	-	5.55
Miscellaneous expenses	EPACK Polymers Private Limited	1.17	1.03	1.08
	Mool Chand Eatables Private Limited	0.81	-	-
	East India Technologies Private Limited	-	0.07	-
Rent expenses	EPACK Polymers Private Limited	1.58	1.56	0.33
Rent income	EPACK Polymers Private Limited	1.91	1.85	0.77
Legal and professional charges	EPACK Polymers Private Limited (IT support charges)	4.23	0.94	1.41
	Shantanu Das Gupta	-	1.00	1.76
Power and fuel	EPACK Polymers Private Limited	0.46	0.34	-
Insurance	EPACK Polymers Private Limited	1.02	-	-
Remuneration	Mr. Ajay DD Singhania	8.71	8.71	5.77
	Mr. Rajesh Kumar Mittal	8.19	6.72	5.17
	Mohammad Lateef Chaudhary	5.18	4.60	2.44
	Mr. Laxmi Pat Bothra	-	0.48	-
	Avishi Singhania	0.03	-	-
	Arpita Rawat	-	-	0.14
Purchase of property, plant and equipment	Epavo Electricals Private Limited	1.24	-	-
	EPACK Polymers Private Limited	575.15	403.70	13.61
	East India Auto Traders Private Limited	3.50	-	-
	East India Technologies Private Limited	-	85.95	-
Loan given	Epavo Electricals Private Limited	46.13	-	-
Loan taken and repaid	EPACK Polymers Private Limited	-	30.00	81.00
Purchase of shares of associate from	Ennov Techno Tools Private Limited	10.43	-	-
Investment in shares of associate	Epavo Electricals Private Limited (rights issue)	15.31	-	-
Sale of property, plant and equipment	EPACK Polymers Private Limited	3.60	-	-
Repayment of unsecured loan	Mr. Laxmi Pat Bothra	-	1.18	-

For further details, see "*Restated Financial Information – Note 36 – Related party disclosures*" on page 287.

Financing arrangements

There have been no financing arrangements whereby our Promoters, members of the Promoter Group, our Directors and their relatives (as defined in Companies Act, 2013) have financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity, during a period of six months immediately preceding the date of this Draft Red Herring Prospectus.

Weighted average price at which specified securities were acquired by the Promoters and the Selling Shareholders in the one year preceding the date of this Draft Red Herring Prospectus

No Equity Shares or Preference Shares were acquired by the Promoters and the Selling Shareholders in the one year preceding the date of this Draft Red Herring Prospectus.

Weighted average cost of acquisition of all shares transacted in the 1 year, 18 months and 3 years preceding the date of this Draft Red Herring Prospectus

Period	Weighted average cost of acquisition per Equity Share** (in ₹)^#	Cap Price is 'x' times the weighted average cost of acquisition*^	Range of acquisition price per Equity Share: lowest price – highest price (in ₹)**^#
Last 1 year preceding the date of this Draft Red Herring Prospectus	154.91	[●]	151.90 – 227.00
Last 18 months preceding the date of this Draft Red Herring Prospectus	158.00	[●]	151.90 – 227.00
Last 3 years preceding the date of this Draft Red Herring Prospectus	120.92	[●]	90.90 – 227.00

^ As certified by the ICA by way of their certificate dated August 11, 2023.
** To be updated in the Prospectus, following finalisation of the Cap Price.*
*** Assuming conversion of Preference Shares. As on the date of this Draft Red Herring Prospectus, (i) India Advantage Fund S4 I holds 17,317,647 CCPSs, which will be converted into 14,522,253 Equity Shares, (ii) Dynamic India Fund S4 US 1 holds 1,505,882 CCPSs, which will be converted into 1,262,804 Equity Shares and (iii) Augusta Investments Zero Pte. Ltd. holds 11,034,484 Series A CCPSs which will be converted into 10,533,318 Equity Shares. The conversion of the Preference Shares will be undertaken prior to the filing of the Red Herring Prospectus with the RoC in compliance with the requirements of Regulation 5(2) of the SEBI ICDR Regulations.*
 # Excluding gift transactions.

Details of price at which specified securities were acquired in the three years preceding the date of this Draft Red Herring Prospectus

Except as set out below, no specified securities have been acquired in the three years preceding the date of this Draft Red Herring Prospectus, by our Promoters, Promoter Group, Selling Shareholders and Shareholders with the right to nominate directors or with any other rights.

(i) Equity Shares

S. No.	Name of the acquirer/shareholder	Date of acquisition of Equity Shares	Number of Equity Shares acquired	Acquisition price per Equity Share^(in ₹)
Promoters (also the Promoter Selling Shareholders)				
1.	Bajrang Bothra	September 20, 2021	589,317	90.90
2.	Laxmi Pat Bothra	September 20, 2021	971,130	90.90
			10,231	-*
			4,748,430	-*
3.	Sanjay Singhania	September 16, 2021	12,043,065	-*
		September 20, 2021	1,122,509	90.90
4.	Ajay DD Singhania	September 20, 2021	835,866	90.90
			143,321	-*
Promoter Group (including the Promoter Group Selling Shareholders)				
5.	Pinky Ajay Singhania	January 4, 2022	911,558	-*
		January 20, 2022	2,734,673	-*
6.	Preity Singhania	February 18, 2022	3,646,231	-*
7.	Nitin Bothra	September 20, 2021	3,646,231	-*
8.	Rajjat Kumar Bothra	September 20, 2021	397,929	90.90
			2,727,412	-*
9.	Hridaya Chordia	June 22, 2022	120,888	223.00

^As certified by the ICA by way of their certificate dated August 11, 2023.
** Transfers by way of a gift,*

(ii) Preference Shares

S. No.	Name of the acquirer/shareholder	Date of acquisition of Preference Shares	Number of Preference Shares acquired	Acquisition price per Preference Share^(in ₹)
Shareholders with the right to nominate directors or with any other rights (including the Investor Selling Shareholders)				
CCPSs				
1.	India Advantage Fund S4 I	September 24, 2021	17,317,647	85.00
2.	Dynamic India Fund S4 US I	September 24, 2021	1,505,882	85.00
Series A CCPSs				
3.	Augusta Investments Zero Pte. Ltd.	September 7, 2022	11,034,484	145.00

^As certified by the ICA by way of their certificate dated August 11, 2023.

Average cost of acquisition

The average cost of acquisition of Equity Shares by our Promoters and the Selling Shareholders as at the date of this Draft Red Herring Prospectus is set forth below:

S. No.	Name	Number of Equity Shares, assuming conversion of the Preference Shares	Average cost of acquisition per Equity Share*^ (in ₹)
Promoters (also the Promoter Selling Shareholders)			
1.	Bajrang Bothra	9,656,558	14.94
2.	Laxmi Pat Bothra	5,489,437	12.10
3.	Sanjay Singhania	9,245,800	11.04
4.	Ajay DD Singhania	9,245,800	17.16
Selling Shareholders (other than the Promoter Selling Shareholders)			
5.	Pinky Ajay Singhania	3,536,099	Nil
6.	Preity Singhania	3,536,099	Nil
7.	Nikhil Bothra	3,646,231	10.00
8.	Nitin Bothra	3,646,231	Nil
9.	Rajjat Kumar Bothra	3,125,341	11.57
10.	India Advantage Fund S4 I^	14,522,253	101.36
11.	Dynamic India Fund S4 US I^	1,262,804	101.36

** As certified by the ICA by way of their certificate dated August 11, 2023.*

^ Assuming conversion of Preference Shares. As on the date of this Draft Red Herring Prospectus, (i) India Advantage Fund S4 I holds 17,317,647 CCPSs, acquired at a price of ₹ 85.00 per CCPS, which will be converted into 14,522,253 Equity Shares and (ii) Dynamic India Fund S4 US 1 holds 1,505,882 CCPSs, acquired at a price of ₹ 85.00 per CCPS, which will be converted into 1,262,804 Equity Shares. The conversion of the Preference Shares will be undertaken prior to the filing of the Red Herring Prospectus with the RoC in compliance with the requirements of Regulation 5(2) of the SEBI ICDR Regulations.

For further details of the cost of acquisition of our Promoters, see "*Capital Structure – Build-up of the Promoters' shareholding in our Company*" on page 91.

Details of Pre-IPO Placement

Our Company, in consultation with the BRLMs, may consider a further issue of specified securities through either a private placement, preferential offer or any other method as may be permitted under applicable law, aggregating up to ₹ 800.00 million, to any person(s), at the Company's discretion, which may be undertaken prior to the filing of the Red Herring Prospectus. If the Pre-IPO Placement is completed, the size of the Fresh Issue will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR.

Issue of Equity Shares for consideration other than cash in the last one year

Our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Draft Red Herring Prospectus.

Split or consolidation of Equity Shares in the last one year

Our Company has not undertaken a split or consolidation of Equity Shares in the one year preceding the date of this Draft Red Herring Prospectus.

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

Our Company has not sought any exemptions from complying with any provisions of securities laws by SEBI as on the date of this Draft Red Herring Prospectus.

SECTION III - RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks described below may not be exhaustive or the only ones relevant to us or our Equity Shares or the industry segments in which we currently operate or the jurisdictions in which we operate including India. Additional risks and uncertainties, not presently known to us or that we currently do not deem material may also adversely affect our business, results of operations, cash flows and/or financial condition. 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 mentioned below. If any or a combination of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the trading price of our Equity Shares could decline, and investors may lose all or part of their investment. Furthermore, some events may be material collectively rather than individually.

We have described the risks and uncertainties that our management believes are material, but these risks and uncertainties are not the only risks relevant to us, or the Equity Shares or the industry and the segments in which we currently operate or propose to operate. In addition, the risks set out in this section are not exhaustive, and if any or a combination of any of the following risks actually occur, or if any of the risks that are not currently known or are currently deemed to be not relevant or material now, actually occur or become material in the future, our business, prospects, results of operations and financial condition could suffer, the trading price of the Equity Shares could decline, and you may lose all, or part of your investment. Furthermore, some events may be material collectively rather than individually and some risks may have an impact which is qualitative in nature but cannot be quantified. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Issue including the merits and risks involved.

In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with "Industry Overview", "Our Business", "Key Regulations and Policies", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Outstanding Litigation and Other Material Developments" on pages 134, 167, 190, 316 and 348, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Offer, including the merits and risks involved. Prospective investors should consult their tax, financial and legal advisors about the consequences of investing in the Offer. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to legal and regulatory environment which may differ in certain respects from that of other countries.

This Draft Red Herring Prospectus also contains forward-looking statements, which refer to future events that involve known and unknown risks, uncertainties and other factors, many of which are beyond our control, which may cause the actual results to be materially different from those expressed or implied by the forward-looking statements. See "Forward-Looking Statements" on page 24.

Unless the context requires otherwise, all financial information included herein is derived from our Restated Financial Information included in "Financial Information" on page 236. Our fiscal year ends on March 31 of each year, and references to a particular fiscal are to the twelve months ended March 31 of that year. We have also included various operational and financial performance indicators in this Draft Red Herring Prospectus, some of which have not been derived from our Restated Financial Information. The manner of calculation and presentation of some of the operational and financial performance indicators, and the assumptions and estimates used in such calculation, may vary from that used by other companies in India and other jurisdictions.

Our Company acquired EPACK Components Private Limited, our wholly-owned Subsidiary, with effect from August 1, 2021. Accordingly, EPACK Components Private Limited became a Subsidiary of our Company on August 1, 2021, and it is included in the Restated Financial Information from that date for Fiscal 2022 and for the entirety of Fiscal 2023. Further, Epavo Electricals Private Limited, has become our Associate on July 22, 2022, and has accordingly been accounted for in the Restated Financial Information for Fiscal 2023. Our Restated Financial Information does not include financial information of EPACK Components Private Limited prior to it becoming a Subsidiary of our Company. Accordingly, our results of operations and financial condition as set forth in the Restated Financial Information may not be comparable on a period-to-period basis.

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus is derived from the *report titled "Industry report for IPO – ODM opportunities in Indian Room Air Conditioner and Small Domestic Appliance segments" dated August 1, 2023 ("**F&S Report**") prepared and released by Frost & Sullivan (India) Private Limited, appointed by our Company pursuant to engagement letter dated March 12, 2023, and such F&S Report has been commissioned by and paid for by our Company exclusively in connection with the Offer. The F&S Report is available on the website of our Company at www.epackdurable.com/investor-relations. Unless otherwise indicated, financial, operational, industry and other related information derived from the F&S Report and included herein with respect to any particular year refers to such information for the relevant calendar year. The data included herein includes excerpts from the F&S Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Offer), that has been left out or changed in any manner.*

Unless the context otherwise requires, references to our "customer" or "customers" shall be deemed to include affiliates or group companies of our customers, as applicable.

Internal Risk Factors

1. ***A significant portion of our revenue is generated from certain key customers, and the loss of one or more such customers, the deterioration of their financial condition or prospects, or a reduction in their requirement for our products could adversely affect our business, results of operations, financial condition and cash flows.***

We have developed long standing relationships with certain key customers. Accordingly, we are dependent on our arrangements with such customers and our business depends on the continuity of our relationship with them. A majority of our revenue is derived from our top five customers. The contribution to the revenue from operations of our Company by our top five customers is as set out below:

Particulars	Fiscal 2023	Fiscal 2022	Fiscal 2021
Contribution by our top five customers (₹ million)	12,720.25	7,099.85	5,243.56
Contribution by our top five customers as a percentage of our revenue from operations (%)	82.66	76.82	71.22

Since we are largely dependent on certain key customers for a significant portion of our sales, the loss of any one of our key customers or a significant reduction in demand from such customers could have a material adverse effect on our business, financial condition, results of operations and cash flows.

There are a limited number of brands in the Indian room air conditioners ("**RAC**") and small home appliances ("**SHA**") market to whom we supply our products. We face the risk of the loss of all or any of our customers, including on account of delays on our part with respect to completion of the orders placed, quality issues in our products and inadequate supplies against demand, if such instances occur frequently; failure to renew sales contracts with one or more of our significant customers; and failure to renegotiate favourable terms with our key customers, all of which could have an adverse effect on our business, financial condition, results of operations and cash flows. Our reliance on a select set of customers may also constrain our ability to negotiate our commercial arrangements, which may have an impact on our profit margins and financial performance. The deterioration of the financial condition or business prospects of these customers could reduce their requirement of our products and result in a significant decrease in the revenues we derive from these customers. We cannot assure you that we will be able to maintain historic levels of business from our significant customers, or that we will be able to significantly reduce customer concentration in the future. In addition, our revenues may be adversely affected if there is an adverse change in any of our customers supply chain strategies or a reduction in their outsourcing of products we offer, or if our customers decide to choose our competitors over us or if there is a significant reduction in the volume of our business with such customers. Maintaining strong relationships with our customers is, therefore, essential to our business strategy and to the growth of our business. Further, while we have not experienced any such reduction in the past, since our business is presently concentrated among a few significant customers, we may also experience reduction in cash flows and liquidity if we lose one or more of our top customers due to any dispute with respect to our contractual arrangements.

Additionally, the loss of any key customer may significantly affect our revenues and we may have difficulty securing comparable levels of business from other customers or may not be able to secure new customers in a timely manner or at all to offset any loss of revenue from the loss of any of our key customers. We may also not be able to easily re-allocate our resources and assets in a timely or efficient manner. Additionally, in order to retain some of our significant customers we may also be required to offer terms to them which may place restraints on our resources and reduce our profitability.

In addition, our contracts with our customers and / or the purchase orders issued by them to us, depending on the customer, may contain terms and conditions which include among others the nature and specification of products to be manufactured and supplied by us, manner of inspection and testing of products manufactured, representation and warranties made by us in relation to our manufacturing capabilities, process to be followed in case of defects, steps to ensure compliance with applicable laws, quality of products, undertakings in relation to protection of intellectual property of our customers, indemnification of our customers due to our negligence or breach of any term of the agreement, defect warranties in relation to the products manufactured by us]. In the event we agree to any onerous terms laid down by our customers, such onerous terms may have an effect on our future growth including expansion of customer base. Additionally, non-compliance with the terms of the contractual arrangements may lead to among others damages or penalties, termination of the agreements and will also result in us being unable to attract further business in the future.

The occurrence of any of the above may have a significant adverse effect on our business, financial condition, results of operations and future prospects.

2. Our customers do not make long-term commitments to us and may cancel or change their production requirements. Such cancellations or changes may adversely affect our financial condition, cash flows and results of operations.

We primarily follow a business-to-business model which is typically purchase order based. While we have long standing relationships with various of our customers, we generally do not enter into long-term arrangements, or arrangements with firm commitments of quantities with such customers, and frequently do not have visibility as to their future demand for our services. Our customers may also cancel, change or delay production quantities and schedules, or fail to meet their forecasts for a number of reasons beyond our control. Our customer's expectations can also change rapidly, requiring us to take on additional commitments or risks. In addition, customers may fail to meet their payment commitments to us. Cancellations, reductions or delays by a significant customer, or by a group of customers, could adversely affect our operating results and negatively affect our working capital levels. For instance, various customers had cancelled orders placed with us on account of the onset of the COVID-19 pandemic in April 2020. Such cancellations, reductions or delays may continue to occur in the future. The volume and timing of sales to our customers can vary due to, changes in demand for their products, their attempts to manage their inventory, design changes, changes in their manufacturing or sourcing strategies, or acquisitions of, or consolidations among, customers. If any such event happens in the future, it may adversely affect our Company's business.

In addition, we make significant decisions based on our estimates of customers' demand, including determining the levels of business that we will seek and accept, manufacturing schedules, raw material and component procurement commitments, working capital (including inventory) management, facility and capacity requirements, personnel needs and other resource requirements. Our business depends on our estimate of the demand for our products from customers. If we underestimate demand or have inadequate capacity due to which we are unable to meet the demand for our products, we may manufacture fewer quantities of products than required, which could result in the loss of business. Further, we are not necessarily be the exclusive supplier to our customers and our competitors may also be supplying their products to our customers. The absence of long-term arrangements, or arrangements with firm commitments of quantities with from our customers' and the possibility of rapid changes in demand for their products affect our ability to accurately estimate their future requirements. Considering that certain of our operating expenses are fixed, a reduction in customer demand can harm our operating results. Moreover, because our margins vary across customers and specific programs, a reduction in demand with higher margin customers can have a more significant adverse effect on our operating results. Low utilization of our manufacturing facilities could also result in our realizing lower margins. While we forecast the demand and price for our products and accordingly plan our raw material procurement and production volumes, any error in our forecast could result in a reduction in our profit margins and surplus stock, which may result in additional storage cost and such surplus stock may not be sold in a timely manner, or at all. If we overestimate demand, we may incur costs to build capacity or purchased more raw materials and manufacture more products than required.

Customers may demand, among others, price reductions, set-off any payment obligations, require indemnification for themselves or their affiliates, or change their outsourcing strategy by moving more work in-house or to other outsourcing partners, any of which may have an adverse effect on our business, results of operations and financial condition. Cancellations, reductions or instructions to delay manufacturing (thereby delaying delivery of products manufactured by us) by a significant customer could adversely affect our results of operations by reducing our sales volume, as well as by possibly causing delay in our customers' paying us for the order placed for purchasing the inventory with us which we would have manufactured for them.

A customer's decision to outsource is affected by its ability and capacity for internal manufacturing and the competitive advantages of outsourcing. There can be no assurance that our customers will continue to outsource or increase the share of outsourcing. If such customers do not continue to outsource the manufacturing of their products or reduce the amount of manufacturing outsourced by them or if our customers decide to perform these functions internally or because they use other providers of these services, our future growth could be limited, and our sales and operating results may suffer. We may need to increase staffing, increase capacity, engage sub-contractors and incur other expenses to meet the anticipated demand of our customers, which could cause reductions in our margins if a customer order gets delayed or cancelled or modified. Rapid increases in customer demand may also stress personnel and other capacity resources. We may not have sufficient resources, at any given time to meet all of our customers' demands, which could result in a loss of business from such customers.

3. Our business is dependent on our manufacturing facilities, and we are subject to certain risks in our manufacturing process. Any slowdown or shutdown in our manufacturing operations could have an adverse effect on our business, financial condition and results of operations.

We conduct our operations through our manufacturing facilities situated at Dehradun, Uttarakhand and Bhiwadi, Rajasthan. We are also in the process of commissioning a new manufacturing facility at Sri City, Andhra Pradesh. Our business is dependent upon our ability to manage our manufacturing facilities and run them at certain utilization levels, which are subject to various operating risks, including those beyond our control, such as the breakdown and failure of equipment, industrial accidents, labour disputes or shortage of labour, severe weather conditions and natural disasters. While there have been no such instances in the last three Fiscals, any significant malfunction or breakdown of our machinery, our equipment, our automation systems, our IT systems or any other part of our manufacturing processes or systems (together, our "**Manufacturing Assets**") may entail significant repair and maintenance costs and cause delays in our operations. If we are unable to repair Manufacturing Assets in a timely manner or at all, our operations may need to be suspended until we procure the appropriate Manufacturing Assets to replace the same and we cannot assure you that the new Manufacturing Assets will be procured and/or integrated in a timely manner. In addition, we may be required to carry out planned shutdowns of our facilities for maintenance, statutory inspections, testing, capacity expansion and equipment upgrades.

In particular, outbreak of a pandemic or any materially adverse social, political or economic development, civil disruptions, or changes in the policies of the national, state or local governments in any of the jurisdictions where our manufacturing facilities are situated, could adversely affect operations of our integrated production facility. In the future, we may also experience plant shutdowns or periods of reduced production because of regulatory issues, power outage, severe weather conditions, natural disaster, equipment failure, employee-related incidents that result in harm or death, delays in raw material deliveries or as a result of an escalation of the COVID-19 pandemic or related response measures.

In addition, we also may face protests from local citizens at our existing facilities or while setting up new facilities, which may delay or halt our operations. Further, we may be subject to manufacturing disruptions due to contraventions by us of any of the conditions of our regulatory approvals, which may require our manufacturing facilities to cease, or limit, production until the disputes concerning such approvals are resolved. While we have not experienced such instances, in the event such instances occur in the future, it may have an adverse effect on our business, financial condition and results of operations.

Our business operations were temporarily disrupted on account of the temporary shutdown of our manufacturing facilities pursuant to the directives from the central / local authorities on account of COVID-19 from March 22, 2020 to May 21, 2020, and then again in May 2021. We resumed operations at our manufacturing facilities in a phased manner as per the Government of India and state government's directives after making arrangements to meet the government's requirements on sanitization, people movement and social distancing. Except as stated above, we have not experienced any significant disruptions at our manufacturing facilities in the past. However, we cannot assure you that there will not be any disruptions in our operations in the future and that we will not experience any shortage of skilled / unskilled personnel or work stoppages caused by disagreements with employees in the future. For further details, see "– *We engage contract labour for our manufacturing operations. In the event of non-availability of such contract labour or any adverse regulatory orders, it may have a material adverse impact on our operations.*" on page 47. Our inability to effectively respond to such events and rectify any disruption, in a timely manner and at an acceptable cost, could lead to the slowdown or shut-down of our operations or the under-utilization of our manufacturing facilities, which in turn may have an adverse effect on our business, results of operations and financial condition. In addition, we depend on domestic and international vendors to supply necessary equipment, material and services that we require for our operations. Our inability to continue to obtain equipment and material in a timely manner, or at all, could adversely affect our manufacturing operations, and thereby our business and results of operations.

We currently operate through two manufacturing facilities in Dehradun, Uttarakhand and Bhiwadi, Rajasthan. For details of our manufacturing facilities, see "*Our Business – Our Manufacturing Facilities*" on page 179. There are no instances in the past linked to the location of the Company's manufacturing facilities in these states, that have materially and adversely affected business and operations of the Company. However, due to the geographic concentration of our manufacturing operations, our operations are susceptible to local and regional factors, such as accidents, system failures, economic and weather conditions, natural disasters, and demographic and population changes, the outbreak of infectious diseases and other unforeseen events and circumstances. We experienced temporarily disruption of our business operations were on account of the pandemic induced shutdown of our manufacturing facilities, pursuant to the directives issued by the local authorities. We resumed operations at our manufacturing facilities in a phased manner as per the Government of India and state government's directives after making arrangements to meet the government's requirements on sanitization, people movement and social distancing. Such disruptions could result in the damage or destruction of a significant portion of our manufacturing abilities, significant delays in the transport of our products and raw materials and/or otherwise adversely affect our business, financial condition and results of operations. Further, such disruptions, damage or destruction of those facilities may severely affect our ability to meet our customers' demand and the loss of any one of our key customers or a significant reduction in demand from such customers could have an adverse effect on our business, results of operations and financial condition.

4. If we are unable to introduce new products and respond to changing customer requirements, including due to changing customer preferences and regulatory requirements in a timely and effective manner, the demand for our products may decline, which may have an adverse effect on our business, results of operations and financial condition.

The success of our business depends upon our ability to anticipate and identify changes in customer preferences and offer products that customers require. We continuously endeavour to further enhance our research and development capabilities to enable us to introduce new products and different variant of our existing products, based on customer preferences and demand. The details of our research and development expenditure as salaries towards R&D employees in the last three Fiscals are set out below:

Particulars	Fiscal 2023	Fiscal 2022	Fiscal 2021
R&D employee costs (₹ million)	30.74	23.41	17.26
R&D employee costs as a percentage of our employee benefits expense (%)	9.21	10.07	10.15

Although we seek to identify such trends and introduce new products, we cannot assure you that we will be able to introduce such products or that our products would gain customer acceptance or that we will be able to successfully compete in such new product segments. For example, if our customers require updated energy efficiency and consumption requirements in respect of RACs, our current RAC product portfolio may no longer be suitable for such needs.

Before we can introduce a new product, we must successfully execute several steps, including successful research and development, effective marketing strategies for our target customers, while scaling our manufacturing infrastructure, if required, to increase or change the nature of our manufacturing capacity. We also depend on the successful introduction of new production and manufacturing processes, raw material and component sourcing to create innovative products, achieve operational efficiencies, and adapt to advances in, or obsolescence of our technology. We cannot assure you that we will be able to successfully make timely and cost-effective enhancements and additions to our technological infrastructure, keep up with technological improvements in order to meet our customers' needs or that the technology developed by others will not render our products less competitive or attractive. Our failure to successfully adopt such technologies in a cost effective and a timely manner could increase our costs and lead to us being less competitive in terms of our prices or quality of products we sell. The development and commercialization process of a new product would require us to spend considerable time and money. Our ongoing investments in research and development for new products and processes may result in higher costs without a proportionate increase in revenues. Delays in any part of the process, or failure of a product to be successful at any stage could adversely affect our business. Consequently, any failure on our part to successfully introduce new products and processes may have an adverse effect on our business, results of operations results and financial condition.

5. Our RAC business is subject to seasonal variations and cyclicality that could result in fluctuations in our results of operations.

The demand for RACs typically peak during the first half of the calendar year and reduce in the second half of the calendar year. Erratic weather conditions impacting the warm weather during the peak sales season of summer, may adversely affect our sales volumes, results of operations and financial condition, and could therefore have a disproportionate impact on our results of operations in the relevant year. Such fluctuations have in the past, and may in the future, result in our customers modifying or reducing the orders for RACs placed with us.

As a result of such fluctuations, our sales and results of operations may vary by fiscal quarter, and the sales and results of operations of any given fiscal quarter may not be relied upon as indicators of the sales or results of operations of other fiscal quarters or of our future performance. Such varying fluctuations and seasonality in demand in some quarters may lead to operational losses. In addition, most of our revenue is from customers whose businesses are similarly cyclical in nature and subject to changes in general economic conditions. As a result, any adverse developments in such industries could adversely affect our business and results of operations.

6. We are subject to precise technical specifications and quality requirements. Our failure to comply with the quality standards and technical specifications prescribed by such customers may lead to loss of business from such customers and could negatively impact our reputation, which would have an adverse impact on our business prospects and results of operations.

Our customers have specific product and quality requirements. Adherence to quality standards is a critical factor in our manufacturing process as any defects in the products manufactured by our Company or failure to comply with the technical specifications of our customers may lead to cancellation of the orders placed by them. Any failure on our part to manufacture our products according to prescribed specifications, may lead to loss of reputation and goodwill of our Company, rejection of the product, which will require us to incur additional cost, which will not be borne by the customer, to replace the rejected product, and loss of customers which could have adverse effect on our reputation, business and our financial condition. While such instances have not resulted in any material and adverse impact on us in the past, should such instance take place in the future, it could expose us to significant monetary liability including litigation.

While we have not experienced any cancellation due to such reasons in the past, failure to adhere to the specifications set out by our customers may lead to cancellation of existing and future orders or expose us to warranty claims. In addition, prior to placing the orders, there is a review process that is undertaken by certain customers. This may involve inspection of our manufacturing facilities and equipment, review of the manufacturing processes and raw materials, and inspections and reviews of prototypes of the product. As a result, we are required to incur expenses to maintain our quality assurance systems such as forming a separate team of engineers responsible for quality and assurance in our manufacturing facilities, and in the manufacturing processes. This is undertaken by an independent quality control department in our Company which is responsible for ensuring quality in respect of all aspects of our operations. There have been no instances in the last three Fiscals and the current Fiscal, where our Company has failed to meet the relevant quality requirements in respect of the products manufactured by it, that have materially impacted the Company's business and operations. However, if any such event were to occur in future, it may have a material adverse effect on our financial condition, cash flows and results of operations. Any shortfall in meeting the technical specifications or manufacturing defects can lead to pandemic failure and may result in recall of the whole batch leading to loss of revenues and reputation.

7. Pricing pressure from customers may adversely affect our gross margin, profitability and ability to increase our prices.

Our customers often pursue price reduction initiatives and objectives with their suppliers including us. While we have not experienced such instances in the past, any reduction in prices for our products while maintaining stringent quality standards may lead to a decrease in our margins, which may have a material adverse effect on our business, financial condition, results of operations and future prospects. Our business is capital intensive, requiring us to maintain a substantial fixed asset base. Therefore, our profitability is dependent, in part, on our ability to spread fixed production costs over higher production volume. Our customers typically negotiate for larger discounts in price as the volume of their orders increases. While we have not experienced such instances in the past, if we are unable to efficiently undertake manufacturing and generate sufficient cost savings in the future to offset price reductions or if there is any reduction in customer demand for our products, our sales, gross margin and profitability may reduce, which may have a material adverse effect on our business, financial condition, results of operations and future prospects.

8. We depend on third parties for the supply of raw materials and such parties could fail to meet their obligations, which may have a material adverse effect on our business, results of operations and financial condition.

We are dependent on third party suppliers for our raw materials. The raw materials used by us include copper tubes, steel, aluminium sheets, plastic granules, compressors, controllers and RAC motors. The details of our cost of goods sold for the last three Fiscals are set out below:

Particulars	Fiscal 2023	Fiscal 2022	Fiscal 2021
Cost of goods sold (₹ million)	13,240.82	7,943.41	6,490.91
Cost of goods sold as a percentage of our revenue from operations (%)	86.04	85.95	88.16

Note: Cost of goods sold comprises costs of material consumed, purchase of stock in trade and change in inventories of finished goods and work in progress.

Discontinuation of production by our suppliers or a failure of these suppliers to adhere to the delivery schedule or the required quality could hamper our manufacturing schedule and therefore affect our business and results of operations. This dependence may also adversely affect the availability of key materials at reasonable prices thus affecting our margins and may have an adverse effect on our business, results of operations and financial condition. There can be no assurance that strong demand, capacity limitations or other problems experienced by our suppliers will not result in occasional shortages or delays in their supply of raw materials.

There can be shortages or oversupply (as the case maybe) of key materials or components. A shortage of any of these components generally increases their prices, and may depress our margins to the extent that it is not possible to pass these higher component prices on to our customers. In our experience, such shortages can quickly end and result in oversupply as suppliers ramp up manufacturing following capital expenditures to increase capacity. If we fail to anticipate customer demand properly, a temporary oversupply could result in excess or obsolete components which could affect our gross margin and may also affect our working capital management. Our Company has not been materially and adversely affected in the past three Fiscals due to shortage of, or increase in the cost of raw materials, as our Company, in many instances has been able to pass on the increase in the cost of raw materials to its customers. However, such volatility in supply of raw materials or components may adversely affect our business if we cannot manage our supply of such components and react quickly to market changes. We believe that shortages and oversupply are integral to our business cycle, and hence there can be no assurance that shortages or oversupply of key components (among others) will not occur in the future or that any such shortages or oversupply will not be a major contributing factor to our results of operations.

If we were to experience a significant or prolonged shortage of raw materials from any of our suppliers, and we are unable procure the raw materials from other sources, we would be unable to meet our manufacturing schedules and to deliver to our customers in timely fashion, which would adversely affect our sales, profit margins and customer relations. We cannot assure you that a particular supplier will continue to supply the required components or raw materials to us in the future.

The details of the cost of materials imported in the last three Fiscals is set out below:

Particulars	Fiscal 2023	Fiscal 2022	Fiscal 2021
Cost of materials imported (₹ million)	5,268.81	3,457.98	2,754.84
Cost of materials imported as a percentage of our total cost of materials purchased (including purchase of stock-in-trade) (%)	39.31	37.83	40.47

Any restrictions, either from the Central or state governments of India, or from countries which we import from, on such imports may adversely affect our business, prospects, financial condition and results of operations. Any restriction on import of raw materials could have an adverse effect on our ability to deliver products to our customers, business and results of operations. Further, any increase in import tariff will increase expenses which in turn may impact our business and results of operations. We currently also import raw materials from China where in the past there have been conditions imposed by the government in relation to the commerce and trade.

The details of the amount of materials imported from China in the last three Fiscals is set out below:

Particulars	Fiscal 2023	Fiscal 2022	Fiscal 2021
Cost of materials imported from China (₹ million)	2,817.76	1,640.49	1,497.82
Cost of materials imported from China as a percentage of our total cost of materials purchased (including purchase of stock-in-trade)(%)	21.02	17.95	22.00

While we have not faced any material instances in the past where such restrictions have adversely affected our operations, there can be no assurance that such restrictions / regulations would not be made more stringent which would consequently restrict our ability to import raw materials from other jurisdictions. Further, there can be no assurance that, under these circumstances, we will be successful in identifying alternate suppliers for raw materials or we will be able to source the raw materials at favourable terms in a timely manner.

We order raw materials from suppliers based on demand forecasts and orders. Cancellation by customers or any delay or reduction in their orders can result in a mismatch between the inventory of components and raw materials and the manufactured product that we hold and could result in excess inventory and stretch our working capital, pending sales of such products. This could have an adverse effect on the orderly management of our inventory and could adversely affect our operating cash flow. In such cases, our Company is also exposed to the fluctuations and volatility of commodity prices which may affect the costing of the inventory held leading to adjustments in the financial statements.

We use third parties for the supply of our raw materials and for delivery of finished and unfinished products to our domestic and overseas customers, as well as between manufacturing facilities. While we have not faced any instances of transportation strikes in the past, any such instances in the future could have an adverse effect on our supplies and deliveries to and from particular manufacturing facilities on a timely and cost-efficient basis. An increase in freight costs or the unavailability of adequate port and shipping infrastructure for transportation of our products to our markets may have an adverse effect on our business and results of operations. However, our cash flows may still be adversely affected because of any unanticipated delay between the date of procurement of those primary raw materials and date on which we can reset the component prices for our customers, to account for the increase in the prices of such raw materials. Our need to maintain a continued supply of raw materials may make it difficult to resist price increases and surcharges.

Additionally, we have long standing relationships with our suppliers, although we do not enter into any long-term contracts with such suppliers. We procure all of our raw materials by way of purchase orders on an ongoing basis and therefore, are required to pay the market price of such products. We cannot assure that our existing suppliers would continue to agree enter into such contracts with us. Any variation in the agreed terms of such contracts would create an adverse impact on our business. Further, our suppliers may not be the exclusive suppliers to us and may also be supplying the raw materials to our competitors. The loss of any of our existing supplier because of termination of existing contracts and increased competition may adversely affect our flow of operations. We are also subject to the risk that one or more of our existing suppliers may discontinue their operations, which may adversely affect our ability to source raw materials at a competitive price.

9. Any reduction in or termination of tax incentives we enjoy or change in other favorable government policies may affect our business, results of operations, cash flows and financial condition.

We are entitled to certain benefits under the Income tax Act, 1961, the Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2015-20), Central Goods and Services Act, 2017, the respective State Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017 (read with relevant Rules prescribed thereunder), among others. For disclosure of special tax benefits available to our Company, its shareholders and Material Subsidiary, see "*Statement of Special Tax Benefits*" on page 127. We have also been selected as beneficiaries for grant of incentives under the '*PLI for White Goods (Air Conditioners & LED Lights)*' notified by the Ministry of Commerce & Industry on April 16, 2021. Any newly introduced or revised policies in relation to the tax, duties or other such levies issued by relevant tax authorities, may deprive us of our existing benefits which may adversely affect our results of operations and cash flows. We cannot predict the current or future initiatives of the governments and relevant authorities and there can be no assurance that we will continue to enjoy tax incentives. We may not be able to comply with the obligations and stipulations that would allow us to avail ourselves of such benefits or concessions, and consequently, we may lose such benefits and concessions. The reduction or termination of our tax incentives, or non-compliance with the conditions under which such tax incentives are made available, will increase our tax liability and adversely affect our business results of operations, cash flows and financial condition.

Further, there are various government initiatives such as the ban by DGFT on import of gas filled air conditioners, and the ban on import on import of refrigerants that have helped drive the growth of the Indian RAC manufacturing industry. Any change or withdrawal of such government policies may adversely affect our business results of operations, cash flows and financial condition.

10. If we fail to effectively implement our production schedules, or our manufacturing operations suffer unanticipated or prolonged interruption, our business and results of operations may be materially and adversely affected.

Our success depends in part on our ability to meet the production schedules and requirements of our customers according to their detailed specifications within demanding delivery time frames. Our ability to meet specific customer demands depends on our ability to design, engineer, arrange supply of critical components and commence production of our products within short timeframes. We are also required to ramp down or discontinue production of obsolete products and re-configure the relevant products. This requires us to maintain and enhance our production capabilities by adjusting and streamlining our production resources and processes, and acquiring, expanding and upgrading our testing equipment and production facilities. We may not be able to maintain and enhance our production capabilities in time or implement our production plans effectively. Our production operations may also suffer from unanticipated interruptions such as the COVID-19 pandemic, which would cause delays to our production schedule and prevent us from fulfilling customer orders on time. If we are unable to maintain or enhance our production capabilities to satisfy customer demand, or our production operations suffer unanticipated or prolonged interruption, our business and results of operations would be adversely affected.

11. If the products we manufacture experience quality defects or if the manufacturing services we provide are found to be deficient, we may lose our customers and may be subject to product liability claims or claims alleging deficiency in service, which may also cause damage to our reputation and/or adversely affect our results of operations and financial condition.

In the event that we are not able to meet the regulatory quality standards, or strict quality standards imposed by our customers, which are applicable to us in our manufacturing processes, it could have an adverse effect on our business, financial condition, and results of operations. The arrangements we enter into with our customers typically include warranties that the products we deliver will be free from defects and perform in accordance with specifications agreed with the customers. To the extent that products shipped by us to our customers do not, or are not deemed to, satisfy such warranties, we could be responsible for repairing or replacing any defective products, or, in certain circumstances, for the cost of effecting a recall of all products which might contain a similar defect, as well as for consequential damages.

Such warranties may be enforced against us even in cases where the underlying sales contracts have expired. A successful warranty or product liability claims or costs incurred for a product recall in excess of our available insurance coverage, if any, would have an adverse effect on our business, results of operations and financial condition. From time to time, due to human or operational error, orders may not meet the specifications required by customers and may therefore be rejected by customers. Any ongoing issues with products not meeting required specifications could reduce our revenue and negatively impact our reputation and financial performance.

Further, we continue to be subject to claims from our customers if the end products sold by our customers fail to perform or cause injury, death or damage due to technical or other issues in our products due to defects attributable to us. If any of the products sold by us fail to comply with applicable quality standards, it may result in customer dissatisfaction, which may have an adverse effect on our business, sales and results of operations.

While there have been no instances in the past recall / failure of our products that have materially impacted us in the past, any future product failures could cause us to incur substantial expense to replace defective products, provide refunds or resolve disputes with our customers through litigation, arbitration or other means. If we experience a product recall or are a party to a product liability case, we may incur considerable expense in litigation. Although we have not experienced such cases in the past, we cannot assure you that we will not experience product recalls or product liability losses in the future. Any product recall, product liability claim, or adverse regulatory action may adversely affect our business and reputation.

12. Our inability to effectively manage our growth strategy could have an adverse effect on our business, results of operations and financial condition.

We have experienced significant growth over the past three Fiscals years. The details of certain of our financial parameters showcasing this growth over the last three Fiscals, has been set out below:

Particulars	Fiscal 2023	Fiscal 2022	Fiscal 2021
Revenue from operations (₹ million)	15,388.32	9,241.62	7,362.45
EBITDA (₹ million)	1,025.25	688.03	420.33
Profit for the year (₹ million)	319.72	174.34	78.03

We cannot assure that our growth strategy will continue to be successful or that we will be able to continue to grow further, or at the same rate. We may not be able to sustain our growth due to a variety of reasons, including but not limited to, a decline in the demand for our products, increased price competition, non-availability of raw materials, lack of management availability or a general slowdown in the economy.

Our inability to manage our expansion effectively and execute our growth strategy in a timely manner, or within budget estimates or our inability to meet the expectations of our customers and other stakeholders could have an adverse effect on our business, results of operations and financial condition. Our future prospects will depend on our ability to grow our business and operations, which could be affected by many factors, including our ability to add new customers, grow with existing customers, introduce new products and maintain the quality of our products, general political and economic conditions in India, government policies or strategies in respect of industries we operate in, prevailing interest rates, price of equipment and raw materials, energy supply and foreign currency exchange rates.

In order to manage our growth effectively, we must implement, upgrade and improve our operational systems, procedures and internal controls on a timely basis. If we fail to implement these systems, procedures and controls on a timely basis, or if there are weaknesses in our internal controls that would result in inconsistent internal standard operating procedures, we may not be able to meet our customers' needs, hire and retain new employees or operate our business effectively. Moreover, our ability to sustain our rate of growth depends significantly upon our ability to select and retain key managerial personnel and senior management, maintaining effective risk management policies and training managerial personnel to address emerging challenges. We cannot assure you that our existing or future management, operational and financial systems, procedures and controls will be adequate to support future operations or establish or develop business relationships beneficial to future operations. Failure to manage growth effectively could have an adverse effect on our business and results of operations.

13. We are subject to environmental, health and safety regulations, which may increase our compliance costs. If we fail to obtain, maintain or renew the licenses, permits and approvals required to operate our business, or fail to comply with applicable laws, our business, results of operations and financial condition may be adversely affected.

Our operations are subject to laws and regulations and our business requires us to obtain and renew from time to time, certain approvals, licenses, registrations and permits. We are subject to environmental, health and safety regulations, which may increase our compliance costs. For details on the regulations and policies applicable to us, see "*Key Regulations and Policies*" on page 190. Increased requirements of environmental, health and safety laws and regulations, increasingly strict enforcement thereof by governmental authorities, and claims for damages to property or injury to persons resulting from the environmental, health or safety impacts of our Company's operations or past contamination, could prevent or restrict some of our Company's operations, require the expenditure of significant funds to bring our Company into compliance, involve the imposition of clean up requirements and give rise to civil or criminal liability.

In addition, we require certain approvals, licenses, registrations and permissions under various regulations, guidelines, circulars and statutes regulated by authorities such as the Government of India, the State Governments and certain other regulatory and government authorities, for operating our business. See "*Government and Other Approvals – Material approvals relating to our business and operations*" on page 351 for further details. While we have obtained a number of approvals required for our operations, certain key approvals for which we have submitted applications for renewal are currently pending, details of which have been set out in "*Government and Other Approvals – Material approvals applied for, including renewal applications, but not received*" on page 354. Failure by us to renew, maintain or obtain the required permits or approvals at the requisite time may result in the interruption of our operations and may have an adverse effect on our business, financial condition and results of operations. For instance, the Petroleum & Explosives Safety Organisation has issued a letter dated July 18, 2023, stating that our Company has stored and used R32 gas on the premises of the Bhiwadi Manufacturing Facility without obtaining a license under the Gas Cylinder Rules, 2016, and directing us to obtain such license. For further details of the approvals which our Company is required to maintain for which our Company is yet to make applications, please see *"Government and Other Approvals – Material approvals to be applied for, including renewal applications"* on page 354.

Further, the approvals, licenses, registrations and permits issued to us may be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Any failure to renew the approvals that have expired or apply for and obtain the required approvals, licenses, registrations or permits, or any suspension or revocation of any of the approvals, licenses, registrations and permits that have been or may be issued to us, may impede our operations. In the event that we are unable to obtain such approvals in a timely manner or at all, our business operations may be materially and adversely affected.

14. If we do not continue to invest in new technologies and equipment, our technologies and equipment may become obsolete and our cost of production may increase relative to our competitors, which would have an adverse effect on our ability to compete, results of operations, financial condition and prospects.

Our profitability and competitiveness are in large part dependent on our ability to maintain a low cost of production. Changes in technology and high costs of raw materials may make advanced manufacturing equipment more competitive than ours or may require us to make additional capital expenditures to upgrade our facilities. We need to continue to invest in new and more advanced technologies and equipment to enable us to respond to emerging industry standards and practices in a cost-effective and timely manner that is competitive with other RAC manufacturing companies and other methods of manufacturing. If we are unable to adapt in a timely manner to changing market conditions, customer requirements or technological changes, our business and financial performance could be adversely affected.

15. Our failure to keep our technical knowledge confidential could erode our competitive advantage.

We possess extensive technical knowledge about our products and manufacturing know-how. For details of the IPR owned / used by us, see "*Our Business – Intellectual Property*" on page 187. Our technical knowledge i.e knowledge of our manufacturing processes and related aspects, is an asset that may not be sufficiently protected by intellectual property rights such as patent registration. As a result, we cannot be certain that our technical knowledge will remain confidential in the long run. Certain technical knowledge may be leaked, either inadvertently or wilfully, at various stages of the manufacturing process. Some of our employees have access to confidential processes and product and customer information and there can be no assurance that this information will remain confidential. Moreover, certain of our employees may leave us and join our various competitors. While the appointment letters issued to our employees typically contain confidentiality clauses, we cannot guarantee that we will be able to successfully enforce such provisions.

We also enter into confidentiality arrangements with many of our customers but we cannot assure you that such agreements will be successful in protecting our technical knowledge. In the event of any breach or alleged breach of our confidentiality agreements with our customers, these customers may terminate their engagements with us or initiate litigation for breach of contract. The potential damage from such disclosure is increased as our products are not patented, and thus we may have no recourse against copies of our products that enter the market subsequent to such leakages. In the event the confidential technical information in respect of our products or business becomes available to third parties or to the general public, any competitive advantage we may have over other companies in the sectors we operate in could be harmed. If a competitor is able to reproduce or otherwise capitalise on our technology, it may be difficult, expensive or impossible for us to obtain necessary legal protection. Any leakage of confidential technical information in the future could have an adverse effect on our business, results of operations, financial condition and future prospects.

There have been no instances of the loss / leakage of confidential information from our Company's IT systems due to cyber-attacks on our Company in the last three Fiscals. Disruptions or failures in the physical infrastructure or operating systems that support our businesses and customers, or cyber-attacks or security breaches of our networks or systems in the future, could result in the loss of customers and business opportunities, legal liability and the costs associated therewith, reimbursement or other compensatory costs, increased insurance premiums, and lost revenues, damage to the Company's competitiveness, any of which could materially adversely affect our business, financial condition and results of operations. Our systems, networks, products, solutions and services remain potentially vulnerable to advanced and persistent threats. Despite our efforts to protect such sensitive, confidential or personal data or information, our facilities and systems and those of our customers and third-party service providers may be vulnerable to security breaches, theft, fraud, misplaced or lost data, "Acts of God", programming and/or human errors that could lead to the compromising of sensitive, confidential or personal data or information, improper use of our systems, software solutions or networks, unauthorized access, use, disclosure, modification or destruction of information, defective products, manufacturing downtimes and operational disruptions, which in turn could adversely affect our consolidated financial condition and consolidated results of operations.

16. ***We are dependent on our Promoters, Directors and other Key Managerial Personnel and Senior Management, including other employees with technical expertise. Any loss of or our inability to attract or retain such persons could adversely affect our business, results of operations and financial condition.***

We are led by our Promoters who are also Directors, with a cumulative experience of more than 100 years in the electronics manufacturing industry and their experience and leadership has played a key factor in our growth and development. We are also dependent on our Key Managerial Personnel including our business heads for the day-to-day management of our business operations. Our management team of qualified and experienced professionals enables us to identify new avenues of growth and help us to implement our business strategies in an efficient manner and to continue to build on our track record of successful product offerings. We cannot assure you that we will be able to retain these employees or find adequate replacements in a timely manner, or at all. Any loss of, or interruption in the services of our key management personnel or senior management could significantly affect our ability to effectively manage our operations and to meet our strategic objectives. In addition, we could incur additional expenses and need to devote significant time and resources to recruit and train replacement personnel, which could further disrupt our business and growth. The details of the attrition of our permanent employees in the last three Fiscals are set out below:

Particulars	Fiscal 2023	Fiscal 2022	Fiscal 2021
Number of permanent employees attritted	206	228	228
Number of our permanent employees attritted as a percentage of number of average permanent employees (%)	30.38	41.45	52.66

Note: Average Permanent employees means, Average of, number of permanent employees as at the end of financial year and number of permanent employees as at the end of previous financial year.

We depend on our ability to recruit and retain employees who have advanced engineering and technical services skills and who work well with our customers. These employees are in high demand and are likely to remain a limited resource in the foreseeable future. If we are unable to recruit and retain a sufficient number of these employees, then our ability to maintain our competitiveness and grow our business could be negatively affected. In addition, because of the technical nature of our products, the loss of any significant number of our existing engineering personnel could have a material adverse effect on our business and operating results.

Our ability to meet continued success and future business challenges depends on our ability to attract, recruit and train experienced, talented and skilled professionals and retain our engineers and sales and marketing professionals. Recruiting and retaining capable personnel, particularly those with expertise and experience in our industry, are vital to our success. Further, as we expect to continue to expand our operations and develop new products, we will need to continue to attract and retain experienced management personnel. If we are unable to attract and retain qualified personnel, our results of operations may be adversely affected.

17. ***We face foreign exchange risks that could adversely affect our results of operations.***

We imported components and materials such as copper and aluminium sheets. The details of the cost of raw materials imported in the last three Fiscals is set out below. We have also set out below our profit / loss on foreign exchange fluctuation in the last three Fiscals:

Particulars	Fiscal 2023	Fiscal 2022	Fiscal 2021
Cost of materials imported (₹ million)	5,268.81	3,457.98	2,754.84
Cost of materials imported as a percentage of our total cost of materials purchased (including purchase of stock-in-trade)(%)	39.31	37.83	40.47
Profit / (loss) on foreign exchange fluctuation	(37.43)	19.00	13.92

We are therefore exposed to fluctuations in exchange rates against the Indian Rupee. Further, our Company does not have a formal hedging policy. Due to the time gap between the accounting of purchases and actual payments, the foreign exchange rate at which the purchase is recorded in the books of accounts may vary with the foreign exchange rate at which the payment is made, thereby benefiting or affecting us negatively, depending on the appreciation or depreciation of the Rupee. We may, therefore, be exposed to risks arising from exchange rate fluctuations and we may not be able to pass on all losses on account of foreign currency fluctuations to our customers, and as a result, suffer losses on this account. There is no guarantee that we may be able to manage our foreign currency risk effectively or mitigate exchange exposures, at all times and our inability may harm our results of operations and cause our results to fluctuate and/or decline. Further any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time taken for such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by Shareholders. For example, the exchange rate between the Indian Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the returns on our Equity Shares, independent of our operating results.

18. Under-utilization of our manufacturing capacities may have an adverse effect on our business, future prospectus and future financial performance.

Our capacity utilization is affected by the availability of raw materials, industry and market conditions as well as by the product requirements of, and the procurement practice followed by, our customers. In the event that we are unable to achieve full capacity utilization of our current manufacturing facilities, this would result in operational inefficiencies which may have an adverse effect on our business, financial condition, cash flows, future prospects and future financial performance. For further details in relation to our capacity utilization, see *"Our Business – Our Manufacturing Facilities*" on page 179.

Under-utilization of our manufacturing capacities over extended periods, or significant under-utilization in the short term, could adversely impact our business, growth prospects and future financial performance. In addition, we have made, and may continue to make significant investments in our manufacturing facilities. Our expected return on capital invested is subject to, among other factors, the ability to ensure satisfactory performance of personnel to further grow our business, our ability to absorb additional infrastructure costs and utilize the expanded capacities as anticipated. In case of oversupply in the industry or lack of demand, we may not be able to utilize our capacity efficiently.

19. Our failure in maintaining our quality accreditations and certifications may negatively impact our brand and reputation.

We have received a number of quality assurance certifications and accreditations which have certified that our research, development, manufacturing and supply of our products are in compliance with globally accepted manufacturing practices and quality standards. For instance, we have received accreditations including the ISO/IEC 17025:2017 accreditation for general requirements for the competence of testing and calibration laboratories for Dehradun Unit I, the ISO 14001:2015 accreditation for environmental management system for the Dehradun Manufacturing Facility and the Bhiwadi Manufacturing Facility, the ISO 9001:2015 accreditation for quality management system for the Dehradun Manufacturing Facility and the Bhiwadi Manufacturing Facility and the ISO 45001:2018 accreditation for occupational health and safety management system for the Dehradun Manufacturing Facility and the Bhiwadi Manufacturing Facility. If we are unable to renew these accreditations, our brand and reputation could be adversely affected. Any significant damage to our reputation and/or brand caused by being denied such accreditations and certifications could have a material adverse effect on our ability to attract new and repeat customers and, as a result, adversely affect our business, financial condition, results of operations or prospects. Any failure of the company to comply with the Bureau of Energy Efficiency requirements can lead to loss of business and reputation.

20. The activities carried out at our manufacturing facilities can cause injury to people or property in certain circumstances.

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

21. We engage contract labour for our manufacturing operations. In the event of non-availability of such contract labour or any adverse regulatory orders, it may have a material adverse impact on our operations.

We operate in a labour-intensive industry and accordingly, employ labour as well as contractual labour. This results in significant labour as well as contractual labour costs for our Company. As on March 31, 2023, we employed 3,328 contract labour. Our dependence on contract labour may result in significant risks for our operations, relating to the availability and skill of such contract labourers, as well as contingencies affecting availability of such contract labour during peak periods (particularly considering the seasonality of our business) in labour intensive sectors such as ours. There can be no assurance that we will have adequate access to skilled and unskilled workmen at reasonable rates. For instance, our manufacturing process is dependent on a technology driven production system and any inability of our labour to successfully familiarise with such technology will adversely affect our business, financial condition, result of operations and cash flows.

Further, our Company appoints independent contractors who in turn engage a significant number of on-site contract labourers for performance of our business operations. Although our Company does not engage these labourers directly, we may be held responsible for any wage payments to be made to such labourers in the event of default by such independent contractors. Any requirement to fund their wage requirements may have an adverse impact on our results of operations and financial condition.

We are also subject to the laws and regulations governing employees, including in relation to minimum wage and maximum working hours, overtime, working conditions, maternity leave, hiring and termination of employees, contract labour and work permits. We have incurred and expect to continue incurring costs for compliance with such laws and regulations. These laws and regulations have, however, become increasingly stringent and it is possible that they will become significantly more stringent in the future. If we are unable to remain in compliance with all applicable labour laws, including pursuant to either any inadvertent actions or inaction by our Company or factors that may be outside the direct control of our Company, our business, results of operations and financial condition may be adversely affected.

22. Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business and results of operations.

As of June 30, 2023, we had a total outstanding indebtedness of ₹ 4,414.13 million. Our ability to meet our debt service obligations and repay our outstanding borrowings will depend primarily on the cash generated by our business. Our financing agreements contain certain restrictive covenants that limit our ability to undertake certain types of actions, any of which could adversely affect our business and financial condition. Our Company is required to obtain prior approval from and provide prior information to our lenders for, *among other things*, change in control of our Company, change in capital structure or constitutional documents, and any change in the general nature of the business or undertake any new projects or expansion. We have obtained the necessary consents required under the relevant financing documentation for undertaking the activities in relation to the Offer. Any failure in the future to satisfactorily comply with any condition or covenant under our financing agreements (including technical defaults) may lead to termination of one or more of our credit facilities, immediate repayments of our credit facilities or disclose our name as defaulters, any of which may adversely affect our business, financial condition and results of operations. Although we have not defaulted on our financial obligations and have been in compliance with covenants in the past, we cannot assure you that we will be able to comply with all such financial obligations and covenants in the future. Further, we have granted security interests over certain of our assets, including charge on our present and future current assets and on our present and future movable and immovable fixed assets, in order to secure our borrowings, and any failure to satisfy our obligations under such borrowings could lead to the forced sale and seizure of such assets, which may adversely affect our business, financial condition and results of operations. For further details of our indebtedness, see "*Financial Indebtedness*" on page 346.

23. Our manufacturing facilities and Registered and Corporate Office are located on premises taken on a leave and license basis. There can be no assurance that these leave and license agreements will be renewed upon termination or that we will be able to obtain other premises on leave and license basis on same or similar commercial terms or at all.

Our manufacturing facilities located are at Dehradun, Uttarakhand and Bhiwadi, Rajasthan and our upcoming manufacturing facility is located at Sri City, Andhra Pradesh. Our Registered and Corporate Office is located at 61-B, Udyog Vihar, Kasna Road, Greater Noida, Noida, Gautam Buddha Nagar 201 306 Uttar Pradesh, India. Our manufacturing facilities and our Registered and Corporate Office are located on premises which are on taken on a leave and license / lease basis for a period of up to 90 years. While we renew these leave and license agreements periodically, to the extent applicable, in the ordinary course of business, we cannot assure you that we will be able to renew our leases on commercially acceptable terms or at all. In the event that these existing licenses are terminated or they are not renewed on commercially acceptable terms, we may suffer a disruption in our operations. If alternative premises are not available at the same or similar costs, sizes or locations, our business and results of operations may be adversely affected. Our inability to renew leave and licensed agreements on commercially favourable terms may lead to disruptions to our business and have a material adverse impact on our financial condition and results of operations.

Further, our Registered and Corporate Office has been leased by us from EPACK Polymers Private Limited, which is our Group Company and a member of our Promoter Group. For further details, see *"Risk Factors – 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."* on page 56.

24. We have significant planned capital expenditure, and such expenditure may not yield the benefits we anticipate.

We are currently in the process of setting up a new manufacturing facility in Sri City, Andhra Pradesh and we have incurred capital expenditure for such activities. Our capital expenditure plans are subject to a number of variables, including possible cost overruns; accidents, construction and development delays or defects; construction being affected by adverse weather conditions; satisfactory and timely performance by construction contractors; receipt of any governmental or regulatory approvals and permits; political risk; availability of financing on acceptable terms; and changes in management's views of the desirability of current plans, among others. We may also require additional financing to expand and upgrade our existing manufacturing facilities as well as to construct new manufacturing facilities. However, financing required for such investments may not be available to us on acceptable terms, or at all, and we may be restricted by the terms and conditions of our existing or future financing agreements. If we decide to raise additional funds through the incurrence of debt, our interest obligations will increase, which could significantly affect financial measures such as our earnings per share.

If we decide to raise additional funds through the issuance of equity, your ownership interest in our Company will be diluted. Our ability to finance our capital expenditure plans is also subject to a number of risks, contingencies and other factors, some of which are beyond our control, including borrowing or lending restrictions under applicable laws and general economic and capital markets conditions. Further, we cannot assure you that our operations will be able to generate cash flows sufficient to cover such costs. Any inability to obtain sufficient financing could result in the delay, reduction or abandoning of our development, expansion and acquisition plans. As a result, if adequate capital is not available, there could be an adverse effect on our business and results of operations. The actual amount and timing of our future capital requirements may differ from our estimates as a result of, among other things, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, engineering design changes, weather-related delays and technological changes.

Consequently, we cannot assure you that any expansion or improvement of our existing manufacturing facilities or construction of new manufacturing facilities, will be completed as planned or on schedule, or that we will achieve our increased planned output capacity or operational efficiency. If we experience significant delays in the implementation of our expansion plans or if there are significant cost overruns, the overall benefit of such plans to our revenues and profitability may decline. If the expenditure that we incur does not produce anticipated or desired results, our profitability and financial condition will be adversely affected.

25. Our Statutory Auditors have included a qualification in the auditor's report on our audited standalone financial statements and audited consolidated financial statements for the Fiscal ended March 31, 2022.

Our Statutory Auditors have included the following qualification in the auditor's report on our audited standalone financial statements and audited consolidated financial statements for the Fiscal ended March 31, 2022, relating to the following:

Our Company has accounted the non-cumulative compulsorily convertible preference shares ("**CCPS**"), including premium aggregating to ₹ 1,600.00 million as at March 31, 2022, as an equity instrument, which is not in accordance with Ind AS 32 "Financial Instruments: Presentation" that requires them to be presented as a financial liability in its entirety and accounted at fair value in accordance with Ind AS 109 “Financial Instruments” and Ind AS 113 “Fair Value Measurement”, given that it contains a buy-back right available to the holders and the fixed to fixed criterion is not met. Our Company applied Ind AS during the financial year ended March 31, 2022, and is required to apply Ind AS 32, Ind AS 109 and Ind AS 113 from the date of the transition to Ind AS, i.e., April 1, 2020, which requires the CCPS issued during the year that contain a buy-back right with the holders to be accounted as detailed herein. As a result, the classification and measurement of the liability through profit and loss, the gain / loss from such adjustments, consequential impact on earnings per share and income tax as at and for the year ended March 31, 2022, are not in accordance with Ind AS 32, Ind AS 109 and Ind AS 113. Our Company has not quantified the impact of such non-compliance of Ind AS 32 and Ind AS 109 and has not included the relevant fair value disclosures required under Ind AS 107 “Financial Instruments: Disclosures” for these CCPS not recognized as financial liabilities as at March 31, 2022. In the absence of such quantification and appropriate evidence, our Statutory Auditors were unable to comment on the consequential impact thereof on the audited standalone and consolidated financial statements.

The above qualification has already been given effect to by way of restatement of comparatives in the audited standalone and consolidated financial statements for the Fiscal ended March 31, 2023, and consequently in the Restated Financial Information. However, there is no assurance that our auditor’s reports for any future Fiscals will not contain qualifications, matters of emphasis or other observations which could subject us to additional liabilities, due to which our reputation, financial condition or the trading price of the Equity Shares may be adversely affected.

26. Our Statutory Auditors and previous statutory auditors have included certain emphasis of matters and certain observations in their auditor’s report on our audited standalone financial statements for Fiscals ended March 31, 2023 and March 31, 2021, and on our audited consolidated financial statements for Fiscal ended March 31, 2023, and the annexure to the auditor’s reports as required under the Companies (Auditor’s Report) Order, 2020, in respect of our Company and our Material Subsidiary.

Our Statutory Auditors and our previous statutory auditors have included certain emphasis of matters and certain observations in their auditor’s report on our audited standalone financial statements for Fiscals ended March 31, 2023 and March 31, 2021, and on our audited consolidated financial statements for Fiscal ended March 31, 2023, and the annexure to the auditor’s reports as required under the Companies (Auditor’s Report) Order, 2020, in respect of our Company and our Material Subsidiary in the manner set forth hereunder:

Emphasis of matter in our statutory auditor’s report on the audited standalone financial statements

As at and for the year ended March 31, 2023:

Our Statutory Auditors have drawn attention to a specific note to our audited standalone financial statements as at and for the year ended March 31, 2023, which describes the matter and effects of restatement of comparative financial information included in the standalone financial statements. The opinion of our Statutory Auditors is not modified in respect of this matter.

As at and for the year ended March 31, 2021:

Our previous statutory auditors have drawn attention to a specific note to our audited standalone financial statements as at and for the year ended March 31, 2021, regarding non-filing of claim for special additional duty (“**SAD**”) shown as other recoverable in financials under other current assets related to Fiscal ended March 31, 2017, for ₹ 3.89 million as documents i.e., bill of entries and other documents required for filing is being traced/ collected. Our Company is expected to file the same in financial year 2021-22. Our previous statutory auditors have drawn attention to another specific note to our audited standalone financial statements as at and for the year ended March 31, 2021, regarding claim for budgetary support under Scheme for Budgetary support introduced by Department of Industrial Promotion and Policy of Government of India of ₹ 8.80 million. Due to technical reason our Company could not file the claim and approached the GST Department for allowing the Company to file the claim. The request is under consideration with the department, which is shown as other receivable under other current assets. The opinion of our previous statutory auditors is not modified in respect of the above matters.

Emphasis of matter in our Statutory Auditor’s report on the audited consolidated financial statements

As at and for the year ended March 31, 2023:

Our Statutory Auditors have drawn attention to a specific note to our audited consolidated financial statements as at and for the year ended March 31, 2023, which describes the matter and effects of restatement of comparative financial information included in the parent's standalone financial statements. The opinion of our Statutory Auditors is not modified in respect of this matter.

Qualifications or adverse remarks under Companies (Auditors Report) Order, 2020 ("CARO") in the Statutory Auditor's report on our audited standalone financial statements

As at and for the year ended March 31, 2023:

A. Our Statutory Auditors reported that the title deeds of all the immovable properties, (other than those that have been taken on lease) disclosed in the standalone financial statements included in property, plant equipment are held in the name of the Company as at the balance sheet date. In respect of immovable properties that have been taken on lease and disclosed in the standalone financial statements as right of use asset as at the balance sheet date, the lease agreements are duly executed in favour of the Company, except for the following:

Description of Immovable properties taken on lease	Gross carrying value (as at the balance sheet date) (₹ in lakh)	Carrying value (as at the balance sheet date (₹ in lakh)	Held in name of	Whether promoter, director or their Relative or employee	Period held	Reason for not being held in name of Company
Leasehold Land	1,282.22	1,219.95	Erstwhile Partnership firm M/s E- Vision	No	September 25, 2006	Refer Note 3(i) to the audited standalone financial statements for Fiscal ended March 31, 2023
Leasehold Land	679.34	676.56	Elcina Electronics Manufacturing Cluster Private Limited	No	November 4, 2022	Refer Note 3(i) to the audited standalone financial statements for Fiscal ended March 31, 2023

B. In the opinion of our statutory auditor, our Company had an internal audit system, scope and coverage of which needed to be enhanced, for it to be commensurate with the size and the nature of its business.

Qualifications or adverse remarks under Companies (Auditors Report) Order, 2020 ("CARO") in the Statutory Auditor's report on our audited consolidated financial statements

As at and for the year ended March 31, 2023:

Name of the entity	Nature of entity	Clause number of section 3 of the CARO which is unfavourable or qualified or adverse	Management Remarks
EPACK Durable Limited	Issuer / parent entity	Clause 3(i)(c) – pertaining to title deed of immovable properties taken on lease	The Lease deed was in the name of M/S E-vision, erstwhile partnership firm that was converted into our Company. Subsequent to the year end, on May 27, 2023, the name of our Company was updated in the records of State Infrastructure Industrial Development Corporation Uttarakhand Limited ("**SIIDCUL**") as "EPACK Durable Private Limited". The Company has been given an allotment letter for the leasehold land at Bhiwadi (Plot numbers: D-6,7 &8). Execution of lease deed is under process.
		Clause 3 (xiv) – pertaining to internal audit system	Our Company is currently in the process of establishing a robust internal audit plan to be commensurate with the growing business. Further during the Fiscal ended 2023, our Company has

Name of the entity	Nature of entity	Clause number of section 3 of the CARO which is unfavourable or qualified or adverse	Management Remarks
			engaged EY as its internal auditor and expects enhancement in its overall internal audit system.
EPACK Components Private Limited	Subsidiary	Clause 3(i)(c) – pertaining to title deed of immovable properties taken on lease	The lease deed was in the name of M/S E-Durables, erstwhile partnership firm that was converted into our Material Subsidiary. The name of our Subsidiary was updated in the records of SIIDCUL, but the execution of lease deed in the name of the subsidiary company was completed on May 27, 2023.
		Clause 3(ix)(d) – pertaining to short term funds used for long term purposes	The utilisation is primarily on account of excess working capital.
		Clause 3 (xiv) – pertaining to internal audit system	Please see our response to clause 3(xiv) of CARO above
Epavo Electricals Private Limited	Associate	Clause 3 (i)(xvii) pertaining to cash losses	Our associate has incurred cash losses during gestation period. The associate has successfully commenced commercial production during the Fiscal ended 2023.

For further information, see "*Financial Information*" on page 236.

While these emphases of matters or observations do not require any adjustments to the Restated Financial Information, there can be no assurance that any similar remarks, emphases of matter or observations will not form part of our financial statements for the future fiscal periods, which could subject us to additional liabilities due to which our financial condition may be adversely affected.

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

Our Company requires working capital to finance the purchase of raw materials and for the manufacture and other related work before payment is received from customers. The details of our current borrowings (excluding current maturities of long-term borrowings) as on March 31, 2023, March 31, 2022 and March 31, 2021 are set out below:

Particulars	As on March 31, 2023	As on March 31, 2022	As on March 31, 2021
Current borrowings (excluding current maturities of long-term borrowings) (₹ million)	3,499.81	2,985.68	1,579.57

The actual amount and timing of our future working 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 and additional market developments and new opportunities in the sectors we operate in. Our sources of additional financing, required to meet our working capital requirements may include the incurrence of debt or the issue of equity or debt securities or a combination of both. While we have the capacity to take on financial leverage, our ability to obtain external financing is subject to a variety of uncertainties and our loan agreements may contain restrictive operating and financial covenants that restrict our ability to incur additional indebtedness without the lenders' consent. Further, financing may not be available in a timely manner or in amounts or on terms acceptable to us, or at all. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations. Any issuance of equity, on the other hand, could result in a dilution of your shareholding. Accordingly, continued increases in our working capital requirements may have an adverse effect on our financial condition and results of operations.

28. Our industry is competitive and our inability to compete effectively may adversely affect our business, results of operations, financial condition and cash flows.

While there are significant barriers to entry to the RAC and SDA manufacturing industry, our competitors may win market share from us by providing what may be perceived to be more advanced technologies, better designs and quality or lower cost solutions to our customers. For details of our competition, see "*Our Business –*

Competition" on page 189. Our success depends on our ability to invent and deliver advanced products and solutions, utilizing our proprietary technologies to help our customers operate more efficiently. We may incur significant expense in preparing to meet anticipated customer requirements that we may not be able to recover or pass on to our customers. Increased competition may force us to improve our process, technical, product and service capabilities and/or lower our prices or result in loss of customers, which may adversely affect our profitability and market share, in turn, affecting our business, financial condition, results of operations and future prospects. There is no assurance that we will remain competitive with respect to technology, design, quality or cost. In addition, our competitors may develop competing technologies that gain market acceptance before or instead of our products. Our competitors' actions, including expanding manufacturing capacity, expansion of their operations to newer geographies or product segments in which we compete, or the entry of new competitors into one or more of our markets could cause us to lower prices in an effort to maintain our sales volume.

29. The COVID-19 pandemic impacted our business and operations and any similar occurrence in the future may have a similar adverse effect on our business, operations and our future financial performance.

An outbreak of COVID-19 was recognized as a pandemic by the World Health Organization ("**WHO**") on March 11, 2020. In response to the COVID-19 outbreak the governments of many countries, including India, had taken and may continue to take preventive or protective actions, such as imposing country-wide lockdowns, restrictions on travel and business operations and advising or requiring individuals to limit time spent outside of their homes. Temporary closures of businesses were ordered, and numerous other businesses were temporarily closed on a voluntary basis as well. As a consequence of these lockdowns, our supply chain was disrupted, large parts of our workforce were unable to attend work at our manufacturing facilities, and social distancing requirements imposed further restrictions on the number of people who could work in our manufacturing facilities. The lockdowns in India and in other countries, specifically China (due to its zero-COVID policy), caused major supply chain disruptions. The nationwide lockdown in India resulted in the full closure of our manufacturing facilities from March 22, 2020 to May 21, 2020, and then again in May 2021 resulting in no manufacturing for that period. Subsequent social distancing requirements also meant that significantly fewer workers were able to come into our manufacturing facilities, which materially reduced our manufacturing capacity. In addition, our suppliers experienced similar COVID-19 related closures or reductions in their capacity utilization levels due to similar circumstances, and accordingly had difficulty sourcing the materials necessary to fulfil production requirements. Any such factors in similar circumstances in the future could have a material adverse effect on our business, financial condition and results of operations.

30. We may undertake joint ventures or such other strategic alliances which may be difficult to integrate and manage. Further, our partners may not perform their obligations satisfactorily and their interests may differ from ours, which could have a material adverse effect on our business and results of operations.

Our efforts at diversifying into new products and into new domestic or international markets can be facilitated by entering into joint venture agreements or strategic alliances with partners whose operations, resources, capabilities and strategies are complementary to our Company. There can be no assurance that the integration of such ventures in the future, whether strategic or financial will be successful or that the expected strategic benefits of any such action will be realised. In order to achieve global growth and recognition, we will have to maintain such ventures and take initiatives to enter into similar arrangements. However, there can be no assurance that we will be able to identify suitable partners on commercially reasonable terms or be able to raise sufficient funds to finance such strategies for growth. If we are unable to successfully manage relationships with our partners, our growth and profitability may suffer. Our reliance on such partners may increase in sectors where we have limited experience. Any of these factors could adversely affect our business, financial condition, results of operations, cash flows and business prospects. Further there is no assurance that our products manufactured through joint ventures and alliances will generate the expected levels of interest amongst our customers or that our new ventures will generate return on investment at expected levels or at all.

31. We intend to utilise a portion of the Net Proceeds for funding our capital expenditure requirements for setting up of and expansion of our manufacturing facilities and if the costs of setting up and the possible time or cost overruns related to these projects are higher than expected, it could have a material adverse effect on our financial condition, results of operations and growth prospects. Further, any variation in the utilisation of our Net Proceeds may be subject to certain compliance requirements, including prior shareholders' approval.

We intend to utilise a portion of the Net Proceeds for funding our capital expenditure requirements for setting up of and expansion of our manufacturing facilities, among others. We have estimated the total cost of such capital expenditure to be ₹ 2,300.00 million which is proposed to be funded from the Net Proceeds. However, such total estimated cost and related fund requirements have not been appraised by any bank or financial institution. The completion of the said projects is dependent on the performance of external agencies, which are responsible for *inter alia* construction of buildings, installation and commissioning of plant and machinery and supply and testing of equipment. We cannot assure you that the performance of external agencies will meet the required specifications or performance parameters. We may not be able to identify suitable replacement external agencies in a timely manner. If the performance of these agencies is inadequate in terms of the requirements, this may result in incremental cost and time overruns.

Further, we have not entered into any definitive agreements to utilize the Net Proceeds for this object of the Offer and have relied on the quotations received from third parties for estimation of the cost. While we have obtained the quotations from various vendors in relation to such capital expenditure, most of these quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. Additionally, we are yet to make payments and purchase for any of the plant and machinery forming part of the proposed capital expenditure. We currently operate through two manufacturing facilities in Dehradun, Uttarakhand and Bhiwadi, Rajasthan. There are no instances in the past linked to the location of the Company's manufacturing facilities in these states, that have materially and adversely affected business and operations of the Company. However, due to the geographic concentration of our manufacturing operations, our operations are susceptible to local and regional factors, such as accidents, system failures, economic and weather conditions, natural disasters, and demographic and population changes, the outbreak of infectious diseases and other unforeseen events and circumstances. We experienced temporarily disruption of our business operations on account of the pandemic induced shutdown of our manufacturing facilities, pursuant to the directives issued by the local authorities. We resumed operations at our manufacturing facilities in a phased manner as per the Government of India and state government's directives after making arrangements to meet the government's requirements on sanitization, people movement and social distancing. Such disruptions could result in the damage or destruction of a significant portion of our manufacturing abilities, significant delays in the transport of our products and raw materials and/or otherwise adversely affect our business, financial condition and results of operations. Further, disruptions, damage or destruction of those facilities may severely affect our ability to meet our customers' demand and the loss of any one of our key customers or a significant reduction in demand from such customers could have an adverse effect on our business, results of operations and financial condition. For further details please refer to "*Objects of the Offer*" on page 102. Further, the estimated costs for these projects are based on management estimates and current conditions and are subject to change, owing to prospective changes in external circumstances, costs, and other financial conditions. There could be delays in the said expansion or upgradation as a result of, among other things, requirement of obtaining approvals from statutory or regulatory authorities, contractors' or external agencies' failure to perform, exchange rate fluctuations, unforeseen engineering problems, disputes with workers, increase in input costs of construction materials and labour costs, incremental preoperative expenses, taxes and duties, interest and finance charges, EPC and non-EPC costs, cost escalation and/or force majeure events, any of which could give rise to cost overruns and delays in our implementation schedules. Any variation in the planned use of the Net Proceeds may require Shareholders' approval and may involve considerable time or cost overrun and in such an eventuality it may adversely affect our operations or business. In the event that there is such a change in the objects of the Offer, our Promoters shall provide an exit offer to dissenting shareholders as provided for in the Companies Act, 2013 and in terms of the conditions and manner prescribed under Schedule XX of the SEBI ICDR Regulations and applicable law.

If our actual capital expenditures on these significantly exceed our budgets, or even if our budgets were sufficient to cover these projects, we may not be able to achieve the intended economic benefits of these projects, which in turn may materially and adversely affect our financial condition, results of operations, cash flows, and prospects. There can be no assurance that we will be able to complete the aforementioned expansion or commissioning of our manufacturing facilities and additions in accordance with the proposed schedule of implementation and any delay could have an adverse impact on our growth, prospects, cash flows and financial condition.

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

Our operations are subject to certain hazards such as work accidents, fire, earthquakes, flood and other *force majeure* events, acts of terrorism and explosions, including hazards that may cause destruction of property and inventory. Our principal types of insurance coverage include coverage for our stocks that includes all normal risks associated with our business, including fire, burglary and erection/commissioning of manufacturing plants. We typically maintain standard fire and burglary insurance policies for our stocks. These insurance policies are generally valid for a year and are renewed annually. In our experience, the amount of insurance currently maintained by us represents an appropriate level of coverage required to insure our business and operations.

The details of our total insurance coverage and our insurance coverage as a percentage of our total assets (excluding intangible assets and deferred tax assets) on a consolidated basis, as of March 31, 2023, March 31, 2022 and March 31, 2021 as per our Restated Financial Information, has been set out below:

	As of March 31, 2023	As of March 31, 2022	As of March 31, 2021
Insurance cover on total assets (excluding intangible assets and deferred tax assets) (in ₹ million)	42,905.17	36,644.34	12,762.89
Total assets (excluding intangible assets and deferred tax assets) (in ₹ million)	13,684.45	9,878.10	4,854.70
Insurance cover as a percentage of our total assets (excluding intangible assets and deferred tax assets) (%)	313.53	370.97	262.90

Our insurance may not be adequate to completely cover any or all of our risks and liabilities. There can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. Our inability to maintain adequate insurance cover in connection with our business could adversely affect our operations and profitability. To the extent that we suffer loss or damage as a result of events for which we are not insured, or for which we did not obtain or maintain insurance, or which is not covered by insurance, exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, financial performance and cash flows could be adversely affected. For further information on our insurance arrangements, see "*Our Business – Insurance*" on page 188.

33. Any inability to protect our intellectual property or any claims that we infringe on the intellectual property rights of others could have a material adverse effect on us.

We have filed three patent applications with respect to our manufacturing processes. In addition, we have ten designs in respect of our products registered with the Controller General of Patents, Designs and Trade Marks. Our future patents, and design registrations are subject to expiration, and we cannot guarantee that we will be able to renew all of them prior to expiration.

Our inability to renew our licensing arrangements for our trademark and loss of such trademark could have an adverse effect on our business, results of operations, financial condition and cash flows. For further details, see "*Our Business – Intellectual Property*" on page 187. We rely on protections available under Indian law, which may not be adequate to prevent unauthorized use of our intellectual property by third parties. Notwithstanding the precautions we take to protect our intellectual property rights, it is possible that third parties may copy or otherwise infringe on our rights, which may have an adverse effect on our business, results of operations, cash flows and financial condition.

Further, while we take care to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty whether we are infringing any existing third-party intellectual property rights. Any claims of intellectual property infringement from third parties, regardless of merit or resolution of such claims, could force us to incur significant costs in responding to, defending and resolving such claims, and may divert the efforts and attention of our management and technical personnel away from our business. The risk of being subject to intellectual property infringement claims will increase as we continue to expand our operations and product offerings. As a result of such infringement claims, we could be required to pay third party infringement claims, alter our technologies, obtain licenses or cease some portions of our operations. While no such instances have occurred in the past, the occurrence of any of the foregoing in the future could result in unexpected expenses.

34. We have been given permission to use the trademarks 'EPACK' and ' ', which are owned by EPACK Polymers Private Limited, one of our Group Companies and a member of our Promoter Group, and are exposed to the risk that our use of these trademarks may be affected by events beyond our control and that EPACK Polymers Private Limited may prevent us from using them in the future.

EPACK Polymers Private Limited ("**EPACK Polymers"**) has provided us with permission to use the trademarks 'EPACK' (together with representations and reproductions thereof in any style or manner, including, but not limited to "EPACK", "Epack", or "EPack") and '' (the "**Trademarks**"), pursuant to the Trade Mark Licensing Agreement dated July 29, 2023 (the "**TMLA**"). Pursuant to the TMLA, we have been given a non-exclusive, non-assignable, non-sub-licensable, non-transferable, revocable license to use the Trademarks in connection with our Company's business as a product / service identification mark and as part of our corporate name, and for our trading style, domain name and for all other official purposes for a term of 25 years, for an amount of ₹ 0.10 million per 12 months. For further details about the TMLA, see *"History and Certain Corporate Matters – Other material agreements"* on page 205.

Accordingly, we are exposed to the risk that the Trademarks may be affected by events beyond our control, including any actions or activities undertaken by EPACK Polymers or any matters that may impact their reputation. In addition, if the TMLA is terminated by EPACK Polymers, we could be required to expend significant resources to establish new branding and name recognition in the market, and change our trademarks, logos and trading name. This may have an adverse effect on our brand, cause a loss of goodwill and result in increased costs, which may further have an adverse effect on our business, prospectus, financial condition, results of operations and cash flows.

35. We operate separate business verticals and our inability to manage our diversified operations may have an adverse effect on our business, results of operations and financial condition.

We operate in separate business verticals: room air conditioners and small home appliances. As a result of operating such diverse businesses, our management requires considerable expertise and skill to manage and allocate an appropriate amount of time and attention to each business. Operating such diverse businesses also makes forecasting future revenue and operating results difficult, which may impair our operations and your ability to assess our prospects. In addition, our cost controls, internal controls, and accounting and reporting systems must be integrated and upgraded on a continual basis to support our diversified businesses. While we have developed the small home appliances business to utilise our manufacturing capacity during such season when the room air conditioners production is low, we cannot assure you that such strategy will work in future. To manage and integrate our diversified businesses effectively, we will be required to, among other things, stay abreast with key developments in each segment in which we operate, implement and continue to improve our operational, financial and management systems, develop the management skills of our managers and continue to train, motivate and manage our employees. If we are unable to manage our diversified operations, our business, results of operations and financial condition may be adversely affected.

36. We have substantial power, water and fuel requirements and any disruption to power, water or fuel sources could increase our production costs and adversely affect our results of operations.

We require substantial power, water and fuel for our manufacturing facilities. If energy or water costs were to rise, or if electricity or water supplies or supply arrangements were disrupted, our profitability could decline.

We source most of our electricity requirements for our manufacturing facilities from state electricity boards. The cost of electricity from state electricity boards could be significantly higher, thereby adversely affecting our cost of production and profitability. Further, if for any reason such electricity is not available, we may need to shut down our plants until an adequate supply of electricity is restored. Interruptions of electricity supply can also result in production shutdowns, increased costs associated with restarting production and the loss of production in progress. In addition, we source most of our water requirements from state utilities, but there is no assurance that we will be able to obtain a sufficient supply of water from sources in these areas, some of which are prone to drought. Therefore, we are subject to price risk and if supply or access is not available for any reason, our production may be disrupted and profitability could be adversely affected. We may also be forced to shut down or scale down our production if the drought worsens and we cannot access water in sufficient amounts.

37. We have certain contingent liabilities which, if materialized, may adversely affect our financial condition.

As of March 31, 2023, our contingent liabilities as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets, that have not been provided for in our results of operations were as follows:

(in ₹ million)

S. No.	Particulars	As on March 31, 2023
1.	Income tax matters	6.30
2.	GST Matters	0.75
Total		7.05

We have not made provisions for the above contingent liabilities, as they are either possible obligations whose existence will be confirmed only by future uncertain events outside the control of our Company or are present obligations where the outflow of economic resources may not be probable or cannot be measured reliably. If a significant portion of these liabilities materialize, we may have to fulfil our payment obligations, which could have an adverse effect on our business, financial condition and results of operations. For further information on our contingent liabilities, see "*Restated Financial Information – Note 35 – Commitments and contingencies*" on page 286.

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 transactions with related parties in the past and from, time to time, we may enter into related party transactions in the future. These transactions include, among others, lease of our Registered and Corporate Office from our Group Company and member of our Promoter Group, EPACK Polymers Private Limited and remuneration to our Directors and Key Managerial Personnel. For further information relating to our related party transactions, see "*Restated Financial Information – Note 36 – Related party disclosures*" on page 287. While all such transactions have been conducted on an arm's length basis, we cannot assure you that we might not have obtained more favourable terms had such transactions been entered into with unrelated parties.

Further, all such transactions have been conducted on an arm's length basis, in accordance with the Companies Act and other applicable regulations pertaining to the evaluation and approval of such transactions. While we shall endeavour to conduct all related party transactions post listing of the Equity Shares subject to the Board's or Shareholders' approval, as applicable, and in compliance with the applicable accounting standards, provisions of Companies Act, 2013, as amended, provisions of the SEBI Listing Regulations and other applicable law, such related party transactions may potentially involve conflicts of interest. While the Company will endeavour to duly address such conflicts of interest as and when they may arise, we cannot assure you that these arrangements in the future, or any future related party transactions that we may enter into, individually or in the aggregate, will not have an adverse effect on our business, financial condition, results of operations, cash flows and prospects or may potentially involve any conflict of interest**.**

39. Certain sections of this Draft Red Herring Prospectus disclose information from the industry report which has been commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risk.

We have availed the services of an independent third-party research agency, F&S, appointed by us pursuant to an engagement letter dated March 12, 2023, entered into with our Company, to prepare the F&S Report, for purposes of inclusion of such information in this Prospectus to understand the industry in which we operate, that has been exclusively commissioned and paid for by us, for purposes of inclusion of such information in this Draft Red Herring Prospectus. The F&S Report is available on the website of our Company at www.epackdurable.com/investor-relations. Certain information in "*Industry Overview*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", on pages 134, 167 and 316, respectively, have been derived from the F&S Report. Furthermore, the F&S Report is prepared based on information as of specific dates, which may no longer be current or reflect current trends. The F&S Report may also base its opinion on estimates, projections, forecasts and assumptions that may prove to be incorrect. According to the engagement terms and the F&S Report, F&S states that while it has taken reasonable care to ensure the accuracy and completeness of the F&S Report, which is based on information obtained from primary and secondary research, and publicly available sources, including official publications and research reports (the "**Data**"). The F&S Report also highlights certain industry, peer and market data, which may be subject to assumptions. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions vary widely amongst different industry sources. Furthermore, such assumptions may change based on various factors. The F&S Report is subject to various limitations and based upon certain assumptions that are subjective in nature. Due to possibly flawed or ineffective 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 for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amount may differ materially from those included in this Draft Red Herring Prospectus. In view of the foregoing, you may not be able to seek legal recourse for any losses resulting from undertaking any investment in the Offer pursuant to reliance on the information in this Draft Red Herring Prospectus based on, or derived from, the F&S Report. Also see "*Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data*" on page 21.

40. There are outstanding legal proceedings against our Company, our Directors, our Promoters and our Subsidiary and adverse outcomes in such proceedings may negatively affect our business, results of operations and financial condition.

We may in the future be, implicated in lawsuits including lawsuits and arbitrations involving compensation for loss due to various reasons including tax matters, civil disputes, labour and service matters, statutory notices, regulatory petitions and other matters. Litigation or arbitration could result in substantial costs to, and a diversion of effort by, us and/or subject us to significant liabilities to third parties. There are various outstanding legal proceedings against our Company pending at various levels of adjudication before various courts, tribunals, authorities and appellate bodies in India.

We cannot provide any assurance that these legal proceedings will be decided in our favour. Any adverse decision may have a significant effect on our business including the financial condition of our Company, delay in implementation of our current or future projects and results of operations. There can be no assurance that the results of such legal proceedings will not materially harm our business, reputation or standing in the marketplace or that we will be able to recover any losses incurred from third parties, regardless of whether we are at fault. Even if we are successful in defending such cases, we may be subject to legal and other costs incurred pursuant to defending such litigation, and such costs may be substantial and not recoverable. There can be no assurance that losses relating to litigation or arbitration will be covered by insurance or that any such losses would not have a material adverse effect on the results of our operations or financial condition:

Category of individuals / entities	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters in the last five years, including outstanding action	Material civil litigation	Aggregate amount involved* (₹ in million)
Company						
By our Company	Nil	7	Nil	-	Nil	16.27
Against our Company	Nil	3	Nil	-	Nil	3.11
Directors						
By the Directors	Nil	Nil	Nil	-	Nil	Nil
Against the Directors	Nil	Nil	Nil	-	Nil	Nil
Promoters						
By the Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Subsidiary						
By the Subsidiary	Nil	Nil	Nil	-	Nil	Nil
Against the Subsidiary	Nil	3	Nil	-	Nil	1.26

**To the extent quantifiable.*

Further, as on the date of this Draft Red Herring Prospectus, there are no pending litigation proceedings involving any of our Group Companies which will have a material impact on our Company. For further information, see "*Outstanding Litigation and Other Material Developments*" on page 348.

These legal proceedings may or may not be decided in our favor and additional liability may also arise out of these proceedings. Adverse decisions in such proceedings may have an adverse effect on our business, results of operations, cash flows, financial condition and growth strategy.

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

Information relating to the installed manufacturing capacity of our manufacturing facilities and capacity utilisation included in this Draft Red Herring Prospectus are based on various assumptions and estimates of our management, and the capacities of principal and ancillary equipment used in the manufacture of our products. For details of these assumptions and calculation methodology, see "*Our Business – Capacity and Capacity utilisation*" on page 181. While we have obtained a certificate dated August 9, 2023, from Ocean Tech Engineering Consultancy Service, Chartered Engineer in relation to such annual installed capacity of our manufacturing facilities and capacity utilisation, future capacity utilisation may vary significantly from the estimated production capacities of our manufacturing facilities and historical capacity utilisation. For further information, see "*Our Business – Our Manufacturing Facilities*" on page 179. Further, the installed capacity, capacity utilisation and other related information may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to capacity information that may be computed and presented by other comparable companies in the industry in which we operate.

Accordingly, actual production levels and rates may differ significantly from the installed capacity information of our facilities or historical installed capacity information of our facilities depending on the product type. Undue reliance should therefore not be placed on our historical installed capacity information for our existing facilities included in this Draft Red Herring Prospectus.

42. Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been independently appraised by a bank or a financial institution, and may be subject to change based on various factors, some of which are beyond our control. Further, any variation in the utilization of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval.

We intend to use the Net Proceeds for (i) setting up on, and expansion of our manufacturing facilities; (ii) repayment of debt; and (iii) general corporate purposes in the manner specified in "*Objects of the Offer*" on page 102. The amount of Net Proceeds to be actually used will be based on our management's discretion and our Objects of the Offer have not been appraised by any bank or financial institution. However, the deployment of the Net Proceeds will be monitored by a monitoring agency appointed pursuant to the SEBI ICDR Regulations. Our internal management estimates may exceed fair market value or the value that would have been determined by third-party appraisals, which may require us to reschedule or reallocate our capital expenditure and may have an adverse impact on our business, financial condition, results of operations and cash flows. 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. Further, we have not entered into any definitive agreements to utilize the Net Proceeds and have relied on the quotations received from third parties for estimation of the cost. While we have obtained the quotations from various vendors in relation to such capital expenditure, most of these quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. Additionally, we are yet to place orders for any of the plant and machinery (in terms of the aggregate estimated cost of plant and machinery for the proposed capital expenditure). For further details please refer to "*Objects of the Offer*" on page 102. Accordingly, prospective investors in the Offer will need to rely upon our management's judgment with respect to the use of Net Proceeds. If we are unable to deploy the Net Proceeds in a timely or an efficient manner, it may affect our business and the results of operations.

At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Sections 13(8) and 27 of the Companies Act, 2013, we cannot undertake any variation in the utilization of the Net Proceeds without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilization of the Net Proceeds, we may not be able to obtain the shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations.

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

43. Our Promoters and certain Directors hold Equity Shares in our Company and are therefore interested in the Company's performance in addition to their normal remuneration and reimbursement of expenses.

Our Promoters and certain Directors are interested in our Company, in addition to normal remuneration or benefits and reimbursement of expenses, to the extent of their shareholding or their relatives' holding in our Company. Further, other than as disclosed in "*Summary of Offer Document - Related Party Transactions*" and "*Other Financial Information - Related Party Transactions*" on pages 29 and 314, respectively and *"Our Management - Interest of Directors",* and *"Our Promoters and Promoter Group - Interests of Promoters"* on pages 213 and 231, respectively, there are no other transactions entered into by our Company with our Promoters and Directors. While all such transactions have been conducted on an arm's length basis, we cannot assure you that we might have obtained more favourable terms had such transactions been entered into with unrelated parties.

44. Failures in internal control systems could cause operational errors which may have an adverse impact on our profitability.

We are responsible for establishing and maintaining adequate internal measures commensurate with the size and complexity of operations. Internal control systems comprising policies and procedures are designed to ensure sound management of our operations, safekeeping of its assets, optimal utilization of resources, reliability of its financial information and compliance. The systems and procedures are periodically reviewed and routinely tested and cover all functions and business areas.

While we believe that we have adequate controls, we are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to guarantee effective internal controls in all circumstances. Given the size of our operations, it is possible that errors may repeat or compound before they are discovered and rectified. Our management information systems and internal control procedures that are designed to monitor our operations and overall compliance may not identify every instance of non-compliance or every suspicious transaction. If internal control weaknesses are identified, our actions may not be sufficient to correct such internal control weakness. These factors may have an adverse effect on our reputation, business, results of operations, cash flows and financial condition.

45. Employee misconduct could harm us and is difficult to detect and deter.

Although we closely monitor our employees, misconduct, including acts of theft and fraud by employees or executives, could bind us to transactions that exceed authorized limits or present unacceptable risks or they may hide unauthorized or unlawful activities from us, which may result in substantial financial losses and damage to our reputation and loss of business from our customers. Employee or executive misconduct could also involve the improper use or disclosure of confidential information, which could result in regulatory sanctions and serious reputational or financial harm, including harm to our brand. There have been no instances of fraud or theft by the employees of our Company in their capacity as an employee of our Company, in the last three Fiscals and the current Fiscal, as on the date of this DRHP. However, it is not always possible to deter employee or executive misconduct and the precautions taken and systems put in place to prevent and detect such activities may not be effective in all cases. Any instances of such misconduct could adversely affect our reputation.

46. Any defaults or delays in payment by a significant portion of our customers, may have an adverse effect on cash flows, results of operations and financial condition.

In the ordinary course of business, we extend credit to our customers. Consequently, we are exposed to the risk of the uncertainty regarding the receipt of the outstanding amounts. As on March 31, 2023, our trade receivables were ₹ 4,790.87 million and trade receivables days was 102. Our results of operations and profitability depend on the credit worthiness of our customers. Certain of these customers may have weak credit histories and we cannot assure that these counterparties will always be able to pay us in a timely fashion, or at all. There have been no instances of major delays or major defaults in payments by the Company's customers in the last three Fiscals and the current Fiscal that have materially impacted the Company's business and operations. However, any adverse change in the financial condition of our customers may adversely affect their ability to make payments to us.

Default or delays in payments by a significant portion of our customers may have an adverse effect on cash flows, results of operations and financial condition.

47. We have issued specified securities during the last 12 months at a price that may be lower than the Offer Price.

We have issued specified securities during the last 12 months preceding the date of this Draft Red Herring Prospectus at a price that may be lower than the Offer Price, as detailed in the following table:

Date of allotment of Series A CCPS	Details of allottees	Nature of allotment	No. of Series A CCPSs allotted	Face value per Series A CCPS (₹)	Issue price per Series A CCPS (₹)
September 7, 2022	11,034,484 Series A CCPSs were allotted to Augusta Investments Zero Pte. Ltd.	Private placement	11,034,484	10.00	145.00

For further details, see "*Capital Structure*" on page 88. The Offer Price is not indicative of the price that will prevail in the open market following listing of the Equity Shares.

48. Our Promoters have provided personal guarantees for loan facilities availed by our Company and certain members of the Promoter Group who are also our Group Companies, and may provide additional guarantees in the future. Any failure or default in repaying such loans could trigger repayment obligations on our Promoter, which may also impact our Promoters' ability to effectively service their obligations as our Promoters and thereby, adversely impact our business and operations.

Our Promoters, Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania and Ajay DD Singhania, have provided personal guarantees for loan facilities availed by our Company and certain members of the Promoter Group, who are also our Group Companies i.e. East India Technologies Private Limited and EPACK Polymers Private Limited (collectively, the "**Borrowers**") and may continue to do so in the future. For further details regarding the guarantees given by our Promoters, please refer "*History and Certain Corporate Matters – Guarantees given by Promoters offering Equity Shares in the Offer*" on page 203.

Any default or failure by the Borrowers to repay the loans in a timely manner or at all, could trigger repayment obligations on the part of our Promoters in respect of such loans. This, in turn, could have an impact on their ability to effectively service their obligations as Promoters of our Company, thereby having an adverse effect on our business, results of operation and financial condition. Further, in the event that our Promoters withdraw or terminate the guarantees, the lenders for such facilities may ask for alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities. The Borrowers may not be successful in procuring guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect their business prospects, financial condition, results of operations and cash flows.

49. A downgrade in our credit rating could adversely affect our ability to raise capital in the future.

Our Company has received a long-term rating of [ICRA] A- (stable) and the short-term rating of [ICRA] A2+ from ICRA Limited. Our credit ratings, which are intended to measure our ability to meet our debt obligations, are a significant factor in determining our finance costs. The interest rates of certain of our borrowings may be significantly dependent on our credit ratings. A downgrade of our credit ratings could lead to greater risk with respect to refinancing our debt and would likely increase our cost of borrowing and adversely affect our business, financial condition, results of operations and prospects.

50. Our Promoters and some of our Directors may have interest in entities, which are in businesses similar to ours and this may result in conflict of interest with us.

As of the date of this Draft Red Herring Prospectus, some of our Promoters are also directors on the board of our Material Subsidiary, our Associate, and East India Technologies Private Limited, which are in the same line of activity or business as our Company. We cannot assure you that our Directors will not provide competitive services or otherwise compete in business lines in which we are already present or will enter into in the future. In such event, our business, financial condition and results of operations may be adversely affected. While we have not perceived any conflicts of interest in this regard as on date, in the event that we perceive any conflicts of interest in the future, we may be required to assess such potential conflicts of interest and take appropriate steps to address such conflicts of interest. For further details, see "*History and Certain Corporate Matters - Common Pursuits*" and "*Group Companies – Nature and extent of interest of our Group Companies*" on pages 199 and 359.

51. Reliance has been placed on declarations, affidavits, and marksheets furnished by some of our Directors, Key Managerial Personnel, and Senior Management, for disclosures related to their educational qualifications included in this Draft Red Herring Prospectus.

Our Independent Director, Shashank Agarwal, has been unable to trace copies of certain documents pertaining to his educational qualifications. While he has taken the requisite steps to obtain the relevant supporting documentation, he has been unsuccessful in procuring the relevant supporting documentation. Accordingly, the Book Running Lead Managers and we have placed reliance on declarations, undertakings and affidavits furnished by him to disclose the details of his educational qualifications in this Draft Red Herring Prospectus and we have not been able to independently verify these details in the absence of primary documentary evidence. Further, there can be no assurances that he will be able to trace the relevant documents pertaining to his educational qualifications in the future, or at all. Further, we have placed reliance on marksheets, or provisional degree certificates furnished by some of our Directors, Key Managerial Personnel and Senior Management who have been unable to trace their degree certificates, for disclosures relating to their educational qualifications. Therefore, we cannot assure you that all or any of the information relating to their educational qualification included in "*Our Management*" on page 206 is complete, true and accurate.

52. Our Company has availed an unsecured loan which is repayable on demand. Any demand from lenders for repayment of such unsecured loans may adversely affect our business, cash flows, financial condition and results of operations.

Our Company has availed an unsecured loan amounting to ₹ 200.00 million from Tata Capital Financial Services Limited, which is repayable on demand. While this loan has been sanctioned to our Company, no disbursements have been made pursuant to this loan. Further, we may in the future continue to avail unsecured borrowings. Upon disbursements being made to our Company pursuant to any such unsecured loan, the unsecured loans may be recalled at any time, with or without the existence of an event of default, on short or no notice. In the event that, the lenders of such unsecured loans, seek repayment of any such loan, we would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. If we are unable to procure such financing, any such demand may materially and adversely affect our business, cash flows, financial condition and results of operations. For details of the outstanding borrowings of our Company, see "*Financial Indebtedness*" on page 346. We have obtained the necessary consents required from Tata Capital Financial Services Limited under the relevant financing documentation for undertaking activities in relation to the Offer.

53. 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 Company has not made dividend payments in the last three Fiscals and the current Fiscal. Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, 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. 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. Accordingly, realization of a gain on Shareholders' investments will depend on the appreciation of the price of the Equity Shares. There is no guarantee that our Equity Shares will appreciate in value.

54. We have sustained negative cash flows from operating activities in the past and may experience earnings declines or operating losses or negative cash flows from operating activities in the future.

The following table sets forth certain information relating to our consolidated cash flows on a consolidated basis for the periods indicated.

(in ₹ million)

Particulars	Fiscal 2023	Fiscal 2022	Fiscal 2021
Net cash flow from/ (used in) operating activities	188.28	(289.41)	474.19

We have sustained negative cash flow in our operating activities for Fiscal 2022. For further details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Cash Flows"* on page 337. There can be no assurances that cash flows will be positive in the future thereby potentially creating an adverse impact on our business and financial operations.

55. Our Company will not receive any proceeds from the Offer for Sale. The Selling Shareholders will receive the proceeds from the Offer for Sale.

The Offer consists of a Fresh Issue and an Offer for Sale. The Selling Shareholders shall be entitled to the proceeds from the Offer for Sale (net of its portion of the Offer-related expenses) and our Company will not receive any proceeds from the Offer for Sale. Except to the extent of the proceeds received from the Offer for Sale in their capacity as Selling Shareholders, none of our Directors or Key Managerial Personnel will receive, in whole or in part, any proceeds from the Offer.

EXTERNAL RISK FACTORS

Risks related to Equity Shares and the Offer

56. Our Equity Shares have never been publicly traded, and after the Offer, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the Offer Price may not be indicative of the market price of the Equity Shares after the Offer.

Prior to the Offer, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Offer. Listing and quotation do not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares is proposed to be determined in consultation with the BRLMs through the Book-Building Process and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our results of operations, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, problems such as temporary closure, broker default and settlement delays experienced by the Indian Stock Exchanges, announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations or capital commitments; announcements by third parties or governmental entities of significant claims or proceedings against us, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors. Consequently, the price of our Equity Shares may be volatile, and you may be unable to resell your Equity Shares at or above the Offer Price, or at all.

There has been significant volatility in the Indian stock markets in the recent past, and our Equity Share price could fluctuate significantly because of market volatility. A decrease in the market price of our Equity Shares could cause investors to lose some or all of their investment.

57. Currency exchange rate fluctuations may affect the value of the Equity Shares.

The exchange rate between the Rupee and other foreign currencies, including the U.S. Dollar, the British pound sterling, the Euro, the Hong Kong Dollar, the Singapore Dollar and the Japanese Yen, has changed substantially in recent years and may fluctuate substantially in the future. Fluctuations in the exchange rate between the foreign currencies with which an investor may have purchased and Rupees may have a material adverse effect on the value of the Equity Shares and returns from the Equity Shares, independent of our operating results. Specifically, if there is a change in relative value of the Rupee to a foreign currency, each of the following values will also be affected:

- the foreign currency equivalent of the Rupee trading price of the Company's Equity Shares in India;
- the foreign currency equivalent of the proceeds that you would receive upon the sale in India of any of the Company's Equity Shares; and
- the foreign currency equivalent of cash dividends, if any, on the Company's Equity Shares, which will be paid only in Rupees.

You may be unable to convert Rupee proceeds into a foreign currency of your choice, or the rate at which any such conversion could occur could fluctuate. In addition, the Company's market valuation could be significantly harmed by a devaluation of the Rupee if investors in jurisdictions outside India analyse its value based on the relevant foreign currency equivalent of the Company's results of operations and financial condition.

58. The determination of the Price Band is based on various factors and assumptions and the Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Offer. Further, the current market price of some securities listed pursuant to certain previous issues managed by the Book Running Lead Managers is below their respective issue prices.

There has been no public market for our Equity Shares prior to the Offer. The determination of the Price Band is based on various factors and assumptions and will be determined by our Company, Promoter Selling Shareholders and the Investor Selling Shareholders in consultation with the Book Running Lead Managers. Furthermore, the Offer Price of the Equity Shares will be determined by our Company and the Selling Shareholders in consultation with the Book Running Lead Managers through the Book Building Process. These will be based on numerous factors, including factors as described under "*Basis for the Offer Price*" on page 119 and may not be indicative of the market price for the Equity Shares after the Offer. You may not be able to re-sell your Equity Shares at or above the Offer price and may as a result lose all or part of your investment.

In addition to the above, the current market price of securities listed pursuant to certain previous initial public offerings managed by the Book Running Lead Managers is below their respective issue price. For further details, see "*Other Regulatory and Statutory Disclosures – Price information of past issues handled by the Book Running Lead Managers*" on page 367. The factors that could affect the market price of the Equity Shares include, among others, broad market trends, financial performance and results of our Company post-listing, and other factors beyond our control. We cannot assure you that an active market will develop or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing.

59. QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid, and Retail Individual Investors are not permitted to withdraw their Bids after Bid / Offer Closing Date.

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are required to pay the Bid Amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Therefore, QIBs and Non-Institutional Bidders would not be able to withdraw or lower their Bids, notwithstanding adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations or financial condition, or otherwise, between the dates of the submission of their Bids and the Allotment.

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

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

The Equity Shares will be listed on the Stock Exchanges in India. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. The Allotment of Equity Shares in the Offer and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately five Working Days from the Bid / Offer Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchanges is expected to commence within six Working Days of the Bid / Offer Closing Date or such other date as per applicable law. There could also be a failure or delay in listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. There can be no assurance that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this risk factor. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

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

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by us, may dilute your shareholding in our Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. Any future issuances could also dilute the value of your investment in the Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. The disposal of Equity Shares by our Promoter and Promoter Group, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. Except as disclosed in "*Capital Structure*" on page 88, we cannot assure you that our Promoter and Promoter Group will not dispose of, pledge or encumber their Equity Shares in the future. We cannot predict what effect, if any, market sales of our Equity Shares held by our Promoters or other major shareholders or the availability of these Equity Shares for future sale will have on the market price of our Equity Shares.

62. There is no guarantee that our Equity Shares will be listed on the Stock Exchanges in a timely manner or at all and if they are listed you may not be able to immediately sell any of the Equity Shares you subscribe to in this Offer on the stock exchanges.

In accordance with Indian law, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares can commence. There can be no guarantee that these actions will be completed in a timely manner or at all and as a result our Equity Shares may not be listed on the Stock Exchanges in a timely manner or at all.

In accordance with the current regulations and circulars issued by SEBI, the Equity Shares are required to be listed on the Stock Exchanges within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in the Equity Shares will commence in a timely manner, in accordance with timelines prescribed under the UPI Circulars, or at all. Investors can start trading the Equity Shares Allotted to them only after they have been credited to an investors' demat account, are listed and permitted to trade. Since the Equity Shares will be traded on the Stock Exchanges, investors will be subject to market risk from the date they pay for the Equity Shares to the date when Equity Shares Allotted are listed and permitted to trade. Investors' book entry, or 'demat' accounts with depository participants in India, are expected to be credited with the Equity Shares within one working day of the date on which the Basis of Allotment is approved by the Stock Exchanges. The Allotment of Equity Shares in this Offer and such Equity Shares are expected to be credited to the demat accounts of the Investors within approximately six working days from the Bid Closing Date (or such other period as prescribed under applicable laws). In addition, upon receipt of listing and trading approval from the Stock Exchanges, trading of Equity Shares is expected to commence within six Working Days from Bid / Offer Closing Date (or such other period as prescribed under applicable laws). There could be failure or delays in listing the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise any delay in commencing trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. There can be no assurance that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this risk factor.

We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

63. If our Company does not receive the minimum subscription as required under applicable law, the Offer may fail.

In the event our Company does not receive (i) a minimum subscription of 90% of the Fresh Issue, and (ii) a subscription in the Offer as specified under Rule 19(2)(b) of the SCRR, including through devolvement of Underwriters, as applicable, within sixty (60) days from the date of Bid Closing Date, or if the subscription level falls below the thresholds mentioned above after the Bid Closing Date, on account of withdrawal of applications or after technical rejections or any other reason, or if the listing or trading permission is not obtained from the

Stock Exchanges for the Equity Shares being offered under this Draft Red Herring Prospectus, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond four days, our Company shall pay interest at the rate of 15% per annum or such other interest rate as prescribed under applicable law .

64. Any future issuance of Equity Shares or convertible securities or other equity linked securities by our Company may dilute holders' shareholding and sales of the Equity Shares by our major shareholders may adversely affect the trading price of the Equity Shares.

Any future equity issuances by us, including a primary offering, may lead to the dilution of investors' shareholding in us. Any disposal of Equity Shares by our major shareholders or the perception that such issuance or sales may occur, including to comply with the minimum public shareholding norms applicable to listed companies in India may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of the Equity Shares or incurring additional debt. There can be no assurance that we will not issue further Equity Shares or that the shareholders will not dispose of the Equity Shares. Any future issuances could also dilute the value of your investment in the Equity Shares. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of the Equity Shares.

65. A third party could be prevented from acquiring control of our Company because of anti-takeover provisions under Indian law.

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of our Company. Under the SEBI Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors / shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to its stakeholders, it is possible that such a takeover would not be attempted or consummated because of the SEBI Takeover Regulations.

Risks Related to India

66. Financial and political instability in other countries may cause increased volatility in Indian financial markets.

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging market countries in Asia, Europe, and the United States of America. In particular, the ongoing military conflicts between Russia and Ukraine could result in increased volatility in, or damage to, the worldwide financial markets and economy. Increased economic volatility and trade restrictions could result in increased volatility in the markets for certain securities and commodities and may cause inflation. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business, our future financial performance and the prices of the Equity Shares.

The outbreak of COVID-19 had significantly affected financial markets around the world. Any other such pandemic, epidemic, endemic, outbreak or the perception that any of them could occur may continue to have an adverse effect on global economic conditions and the stability of global financial markets. It may significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition and results of operations and reduce the price of our Equity Shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

In addition, India has experienced, and may in the future experience, political instability, including strikes, demonstrations, protests, marches, guerilla activity or other types of civil disorder. Acts of violence, terrorist attacks, regional conflicts or situations or war may also adversely affect the financial markets, which may impact our business. These instabilities and any adverse changes in the political environment could increase our costs, increase our exposure to legal and business risks, disrupt our operations or affect our ability to expand.

67. Our business is significantly affected by fluctuations in general economic activity.

Our results of operations are affected by the level of credit availability, interest rates, customer preferences, the level of personal discretionary spending, unemployment rates, availability and cost of electricity, safety and power rating of our products, rate of inflation, currency exchange rates, tariffs, incentives, intensity of industry competition, product quality and other such factors, which in turn are affected by the macroeconomic conditions in the economy and the industries in which they operate.

During period of economic downturn, many companies may look to reduce fixed costs, and may accordingly limit their use of facility management and other business services. We may also experience more competitive pricing pressure during periods of economic downturn. If, in the event of unfavourable economic conditions, companies limit their spending on the services which we provide, it may have a material adverse effect on our financial and operating performance. Economic recovery is difficult to predict, and may be short lived, slow or uneven, with certain regions continuing to experience declines or weakness in economic activity while others improve. Differing economic conditions and patterns of economic growth or contraction in the geographical regions in which we operate may affect demand for our business services. Negative developments in one or more regions we operate in could result in a reduction in demand for our services, the cancellation or delay of contracts already placed, difficulty in collecting receivables, and a higher cost of doing business, any of which could adversely affect our business, results of operations or financial condition.

68. Our failure to comply with trade restrictions such as economic sanctions and export controls could negatively impact our reputation and results of operations.

We may be subject to trade restrictions, including economic sanctions and export controls, imposed by governments around the world with jurisdiction over our operations, which prohibit or restrict transactions involving certain designated persons and certain designated countries or territories. Our failure to successfully comply with these laws and regulations may expose us to reputational harm as well as significant sanctions, including criminal fines, imprisonment, civil penalties, disgorgement of profits, injunctions, debarment from government contracts, and other remedial measures. Investigations of alleged violations can be expensive and disruptive. As part of our business, we may, from time to time, engage in limited sales and transactions involving certain countries that are targets of economic sanctions, provided that such sales and transactions are authorized pursuant to applicable economic sanctions laws and regulations. Our Company has not been subject to, and the jurisdictions in which our Company operates have not been subject to economic sanctions, export controls or such other restrictions in the last three Fiscals, the current Fiscal and as on the date of this DRHP. However, we cannot predict the nature, scope, or effect of future regulatory requirements, including changes that may affect existing regulatory authorizations, and we cannot predict the manner in which existing laws and regulations might be administered or interpreted.

In addition, any perceived or actual breach of compliance by us with respect to applicable laws, rules, and regulations could have a significant impact on our reputation and could cause us to lose existing customers, prevent us from obtaining new customers, negatively impact investor sentiment about our Company, require us to expend significant funds to remedy problems caused by violations and to avert further violations, and expose us to legal risk and potential liability, all of which may have a material adverse effect on our reputation, business, financial condition, and results of operations.

69. We may be affected by competition laws, the adverse application or interpretation of which could adversely affect our business.

The Competition Act, 2002, of India, as amended ("**Competition Act**"), regulates practices having an appreciable adverse effect on competition in the relevant market in India ("**AAEC**"). Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an AAEC is considered void and may result in the imposition of substantial penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or the provision of services or shares the market or source of production or provision of services in any manner, including by way of allocation of geographical area or number of customers in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise.

On March 4, 2011, the Government notified and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to and pre-approved by the Competition Commission of India (the "**CCI**"). Additionally, on May 11, 2011, the CCI issued Competition Commission of India (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India.

The Competition Act aims to, among others, prohibit all agreements and transactions which may have an AAEC in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an AAEC in India. However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage.

70. Investors may not be able to enforce a judgment of a foreign court against our Company, Directors, Key Managerial Personnel, Senior Management, or the BRLMs or any of their directors, in Indian courts.

Our Company is incorporated under the laws of India. A majority of our Company's assets are located in India and all of our Company's Directors and Key Managerial Personnel are residents of India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce against them judgments obtained in courts outside India, including judgments predicated upon the civil liability provisions of the securities laws of jurisdictions outside India. Moreover, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or that an Indian court would enforce foreign judgments if it viewed the amount of damages as excessive or inconsistent with Indian public policy.

The Civil Code stipulates that judgements passed by superior courts of a reciprocating territory (as notified by the central government in the Official Gazette) is enforceable in India as if it were a decree passed by the Indian district courts. India has reciprocal recognition and enforcement of judgments in civil and commercial matters with a limited number of jurisdictions, which includes, the United Kingdom, United Arab Emirates, Singapore and Hong Kong. A judgment from certain specified courts located in a jurisdiction with reciprocity must meet certain requirements of the Civil Code. The United States and India do not currently have a treaty providing for reciprocal recognition and enforcement of judgments in civil and commercial matters. Therefore, a final judgment for the payment of money rendered by any federal or state court in a non-reciprocating territory, such as the United States, for civil liability, whether or not predicated solely upon the general securities laws of the United States, would not be enforceable in India under the Civil Code as a decree of an Indian court.

The United Kingdom, United Arab Emirates, Singapore and Hong Kong have been declared by the Government of India to be reciprocating territories for purposes of Section 44A of the Civil Code. A judgment of a court of a country which is not a reciprocating territory may be enforced in India only by a suit on the judgment under Section 13 of the Civil Code, and not by proceedings in execution. Section 13 of the Civil Code provides that foreign judgments shall be conclusive regarding any matter directly adjudicated on except (i) where the judgment has not been pronounced by a court of competent jurisdiction, (ii) where the judgment has not been given on the merits of the case, (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or refusal to recognise the law of India in cases to which such law is applicable, (iv) where the proceedings in which the judgment was obtained were opposed to natural justice, (v) where the judgment has been obtained by fraud, or (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. Under the Civil Code, a court in India shall, on the production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record. The Civil Code only permits the enforcement of monetary decrees, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India. Even if an investor obtained a judgment in such a jurisdiction against us, our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court. Further, there may be considerable delays in the disposal of suits by Indian courts.

However, the party in whose favour such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in the United States or other such jurisdiction within three years of obtaining such final judgment In addition, any person seeking to enforce a foreign judgment in India is required to obtain the prior approval of the RBI to repatriate any amount recovered.

71. The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. In addition, India has witnessed local civil disturbances in recent years, in particular communal violence across ethnic or communal lines involving conflicts, riots and other forms of violence between communities of different religious faith or ethnic origins, and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

72. We are subject to regulatory, economic, social and political uncertainties and other factors beyond our control which may have an adverse effect on our business and result of operations.

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

Factors that may adversely affect the Indian economy, and hence our results of operations may include:

- any exchange rate fluctuations, the imposition of currency controls and restrictions on the right to convert or repatriate currency or export assets;
- any scarcity of credit or other financing in India, resulting in an adverse effect on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian customers and Indian corporations;
- epidemic or any other public health in India or in countries in the region or globally, including in India’s various neighbouring countries;
- macroeconomic factors and central bank regulations, including in relation to interest rates movements which may in turn adversely impact our access to capital and increase our borrowing costs;
- volatility in, and actual or perceived trends in trading activity on, India’s principal stock exchanges;
- decline in India's foreign exchange reserves which may affect liquidity in the Indian economy;
- downgrading of India’s sovereign debt rating by rating agencies; and
- difficulty in developing any necessary partnerships with local businesses on commercially acceptable terms and/or a timely basis.

Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy or certain regions in India, could adversely affect our business, results of operations and financial condition and the price of the Equity Shares.

73. If inflation were to rise in India, we might not be able to increase the prices of our products and services at a proportional rate in order to pass costs on to our customers and our profits may decline.

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of salaries, and other expenses relevant to our business.

High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to pass on to our customers, whether entirely or in part, and the same may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or increase our rates to pass the increase in costs on to our customers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected.

Further, the Government of India has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

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

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain restrictions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Indian Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection / tax clearance certificate from the income tax authority. As provided in the foreign exchange controls currently in effect in India, the RBI has provided that the price at which the Equity Shares are transferred be calculated in accordance with internationally accepted pricing methodology for the valuation of shares at an arm’s length basis, and a higher (or lower, as applicable) price per share may not be permitted. We cannot assure investors that any required approval from the RBI or any other Indian government agency can be obtained on any particular terms, or at all. Further, due to possible delays in obtaining requisite approvals, investors in the Equity Shares may be prevented from realizing gains during periods of price increase or limiting losses during periods of price decline.

The Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of the Equity Shares will be paid in ₹ and subsequently converted into appropriate foreign currency for repatriation. In addition, any adverse movement in exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares, may reduce the net proceeds received by shareholders.

75. The Indian tax regime is currently undergoing substantial changes which could adversely affect our business and the trading price of the Equity Shares.

Our business, results of operations and financial condition could be adversely affected by any change in the extensive central and state tax regime in India applicable to us and our business. Tax and other levies imposed by the central and state governments in India that affect our tax liability, include central and state taxes and other levies, income tax, turnover tax, goods and services tax, stamp duty and other special taxes and surcharges, which are introduced on a temporary or permanent basis from time to time. This extensive central and state tax regime is subject to change from time to time. The final determination of our tax liability involves the interpretation of local tax laws and related regulations in each jurisdiction, as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned and expenditures incurred.

In addition, we are subject to tax related inquiries and claims. We may be particularly affected by claims from tax authorities on account of income tax assessment and GST that combines taxes and levies by the central and state governments into one tax with effect from July 1, 2017, and all subsequent changes and amendments thereto.

The Government of India announced the union budget for 2024, following which the Finance Bill, 2023 (“**Finance Bill**”) was introduced in the Lok Sabha on February 1, 2023. Subsequently, the Finance Bill received assent from the President of India on March 31, 2023, and became the Finance Act, 2023. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning Equity Shares. Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. For instance, the Supreme Court of India has in a decision clarified the components of basic wages which need to be considered by companies while making provident fund payments, which resulted in an increase in the provident fund payments to be made by companies. Any such decisions in future or any further changes in interpretation of laws may have an impact on our results of operations. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

The Finance Act has also clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount.

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

We cannot predict whether any new tax laws or regulations impacting our services will be enacted, the likely nature and impact of the specific terms of any such laws or regulations or whether, if at all, any laws or regulations would have an adverse effect on our business.

76. Significant differences exist between Indian Accounting Standards ("Ind AS") and other accounting principles, such as the generally accepted accounting principles in the US ("US GAAP") and International Financial Reporting Standards ("IFRS"), which may be material to investors' assessment of our financial condition.

The financial statements included in this Draft Red Herring Prospectus have been prepared in accordance with Ind AS, as applicable, in the relevant period of reporting. We have not attempted to quantify the impact of US GAAP or IFRS on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of US GAAP or IFRS. US GAAP and IFRS differ in significant respects from Ind AS. Accordingly, the degree to which the Ind AS financial statements, which are restated as per the SEBI ICDR Regulations included in this Draft Red Herring Prospectus, will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should be limited accordingly. In addition, some of our competitors may not present their financial statements in accordance with Ind AS and their financial statements may not be directly comparable to ours, and therefore reliance should accordingly be limited.

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

Under the Companies Act, a company incorporated in India must offer holders of its equity shares pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages prior to the issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the equity shares who have voted on such resolution. However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without us filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights unless we make such a filing. We may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to you. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, you may suffer future dilution of your ownership position and your proportional interests in us would be reduced.

78. Overseas shareholders may not be able to participate in our Company's future rights offerings or certain other equity issues.

If our Company offers or causes to be offered to holders of its Equity Shares rights to subscribe for additional Equity Shares or any right of any other nature, our Company will have discretion as to the procedure to be followed in making such rights available to holders of the Equity Shares or in disposing of such rights for the benefit of such holders and making the net proceeds available to such holders. For instance, our Company is not offering the rights (including their credit) in this offering to the holders of Equity Shares who have a registered address in the United States. Our Company has no obligation to prepare or file any registration statement. Accordingly, shareholders who have a registered address in the United States may be unable to participate in this offering or in future rights offerings and may experience a dilution in their holdings as a result.

79. Any adverse change in India's credit rating by an international rating agency could materially adversely affect our business and profitability.

India's sovereign rating is Baa3 with a "stable" outlook (Moody's), BBB-with a "stable" outlook (S&P) and BBB- with a "stable" outlook (Fitch). India's sovereign rating could be downgraded due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. Any adverse change in India's credit ratings by international rating agencies may adversely impact the Indian economy and consequently our ability to raise additional financing in a timely manner or at all, as well as the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our business and financial performance, ability to obtain financing for capital expenditures and the price of the Equity Shares.

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

SEBI and Stock Exchanges in order to enhance market integrity and safeguard interest of investors, have been introducing various enhanced pre-emptive surveillance measures. The main objective of these measures is to alert and advice investors to be extra cautious while dealing in these securities and advice market participants to carry out necessary due diligence while dealing in these securities. Accordingly, SEBI and Stock Exchanges have provided for (a) GSM on securities where such trading price of such securities does not commensurate with financial health and fundamentals such as earnings, book value, fixed assets, net-worth, price per equity multiple and market capitalization; and (b) ASM on securities with surveillance concerns based on objective parameters such as price and volume variation and volatility.

On listing, we may be subject to general market conditions which may include significant price and volume fluctuations. The price of our Equity Shares may also fluctuate after the Offer due to several factors such as volatility in the Indian and global securities market, our profitability and performance, performance of our competitors, changes in the estimates of our performance or any other political or economic factor. The occurrence of any of the abovementioned factors may trigger the parameters identified by SEBI and the Stock Exchanges for placing securities under the GSM or ASM framework such as net worth and net fixed assets of securities, high low variation in securities, client concentration and close to close price variation. In the event our Equity Shares are covered under such pre-emptive surveillance measures implemented by SEBI and the Stock Exchanges, we may be subject to certain additional restrictions in relation to trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active market and trading for our Equity Shares.

SECTION IV – INTRODUCTION

THE OFFER

The following table summarizes details of the Offer:

Offer of Equity Shares^(1)	Up to [●] Equity Shares, aggregating up to ₹ [●] million
of which:	
(i) Fresh Issue(1)*	Up to [●] Equity Shares, aggregating up to ₹ 4,000.00 million
(ii) Offer for Sale (2)	Up to 13,067,890 Equity Shares, aggregating up to ₹ [●] million
The Offer comprises:	
A) QIB Portion (3)(4)	Not more than [●] Equity Shares
of which:	
(i) Anchor Investor Portion	Up to [●] Equity Shares
(ii) Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares
of which:	
(a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Up to [●] Equity Shares
(b) Balance for all QIBs including Mutual Funds	Up to [●] Equity Shares
B) Non-Institutional Portion (5)(6)	Not less than [●] Equity Shares
of which:	
(i) One-third available for allocation to Bidders with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million	Up to [●] Equity Shares
(ii) Two-thirds available for allocation to Bidders with an application size of more than ₹ 1.00 million	Up to [●] Equity Shares
C) Retail Portion (5)	Not less than [●] Equity Shares
Pre- and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as at the date of this Draft Red Herring Prospectus and prior to the conversion of the Preference Shares^)	52,089,012 Equity Shares
Equity Shares outstanding prior to the Offer (post the conversion of the Preference Shares^)	[●]
Equity Shares outstanding after the Offer	[●] Equity Shares
Use of Net Proceeds	See "*Objects of the Offer*" on page 102 for information on the use of proceeds arising from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale.

Notes:

^ As on the date of this Draft Red Herring Prospectus, (i) India Advantage Fund S4 I holds 17,317,647 CCPSs, which will be converted into 14,522,253 Equity Shares, (ii) Dynamic India Fund S4 US 1 holds 1,505,882 CCPSs, which will be converted into 1,262,804 Equity Shares and (iii) Augusta Investments Zero Pte. Ltd. holds 11,034,484 Series A CCPSs which will be converted into 10,533,318 Equity Shares. The Preference Shares will be converted into 26,318,375 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC in compliance with the requirements of Regulation 5(2) of the SEBI ICDR Regulations.

** Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement aggregating up to ₹ 800.00 million prior to filing the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the size of the Fresh Issue will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR.*

(1) The Offer has been authorized by a resolution of our Board dated July 13, 2023, and the Fresh Issue has been authorized by a special resolution of our Shareholders dated July 29, 2023. The Offer shall be made in accordance with Rule 19(2)(b) of the SCRR.

(2) Each of the Selling Shareholders, severally and not jointly, confirm that their respective portion of the Offered Shares are eligible for being offered for sale in terms of Regulation 8 of the SEBI ICDR Regulations. Each Selling Shareholder has, severally and not jointly, approved the sale of their respective portion of the Offered Shares in the Offer for Sale. For details on the authorisation of the Selling Shareholders in relation to the Offered Shares, see "Other Regulatory and Statutory Disclosures – Authority for the Offer" on page 360.

(3) Our Company, the Promoter Selling Shareholders and the Investor Selling Shareholders may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event the aggregate demand

from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see "Offer Procedure" on page 384.

(4) Under-subscription, if any, in the QIB Portion would not be allowed to be met with spill-over from other categories or a combination of categories. Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories, as applicable, at the discretion of our Company, the Promoter Selling Shareholders and the Investor Selling Shareholders, in consultation with the BRLMs and the Designated Stock Exchange subject to applicable law. In the event of under-subscription in the Offer, the Allotment for the valid Bids will be made in the first instance, towards subscription for 90% of the Fresh Issue. If there remain any balance valid Bids in the Offer, the Allotment for the balance valid Bids will be made (i) towards the Equity Shares offered by the Investor Selling Shareholders on a pro-rata basis, (ii) subsequently, towards the Equity Shares offered by the Promoter Selling Shareholders and Promoter Group Selling Shareholders on a pro-rata basis, and (iii) thereafter, towards the balance 10% of the Fresh Issue.

(5) Allocation to all categories, except Anchor Investors, if any, Non-Institutional Bidders and Retail Individual Bidders, shall be made on a proportionate basis, subject to valid Bids received at or above the Offer Price. The allocation to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis. For details, see "Offer Procedure" on page 384.

(6) The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with an application size of more than ₹0.20 million and up to ₹1.00 million, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Bidders. The allotment to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis in accordance with the SEBI ICDR Regulations.

For details, including in relation to grounds for rejection of Bids, refer to "*Offer Structure*" and "*Offer Procedure*" on pages 381 and 384, respectively. For details of the terms of the Offer, see "*Terms of the Offer*" on page 374.

SUMMARY FINANCIAL INFORMATION

The following tables set forth the summary financial information derived from our Restated Financial Information. The summary financial information presented below should be read in conjunction with "Restated Financial Information", including the notes and annexures thereto, on page 236 and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 316.

Summary derived from our Restated Financial Information

Restated statement of assets and liabilities

(in ₹ million, unless otherwise specified)

Particulars	**As at**		
	March 31, 2023	**March 31, 2022**	**March 31, 2021**
ASSETS			
Non-current assets			
Property, plant and equipment	3,235.46	2,379.29	810.38
Capital work-in-progress	915.22	84.93	-
Goodwill	4.56	4.56	-
Other intangible assets	2.00	1.66	0.05
Right of use assets	950.54	882.43	348.90
Investments accounted for using equity method	17.60	-	-
Financial assets			
(i) Investments	30.57	30.57	-
(ii) Loans	46.13	-	-
(iii) Other financials assets	19.76	23.19	15.47
Income tax assets (net)	41.75	14.39	-
Other non-current assets	671.37	76.63	14.45
Total Non-current assets	**5,934.96**	**3,497.65**	**1,189.25**
Current assets			
Inventories	2,936.71	2,772.96	1,404.70
Financial assets			
(i) Investments	-	-	-
(ii) Trade Receivables	4,790.87	3,561.97	2,341.81
(iii) Cash and cash equivalents	600.18	241.47	36.48
(iv) Bank balances other than (iii) above	154.38	348.19	78.91
(v) Other financials assets	12.80	25.87	22.06
Income tax assets (net)	-	6.36	1.45
Other current assets	211.65	312.28	128.99
Total Current assets	**8,706.59**	**7,269.10**	**4,014.40**
Total Assets	**14,641.55**	**10,766.75**	**5,203.65**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	520.89	520.89	481.72
Instruments entirely equity in nature	188.24	-	-
Other equity	2,427.05	697.76	207.41
Total Equity	**3,136.18**	**1,218.65**	**689.13**
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	1,135.80	596.20	677.10
(ii) Lease liabilities	259.75	258.24	184.62
Provisions	28.22	19.74	9.54
Deferred tax liabilities (net)	139.06	124.27	68.90
Total Non-current Liabilities	**1,562.83**	**998.45**	**940.16**

Particulars	As at		
	March 31, 2023	March 31, 2022	March 31, 2021
Current liabilities			
Financial liabilities			
(i) Borrowings	3,788.65	3,243.61	1,708.47
(ii) Lease liabilities	64.59	56.18	52.47
(iii) Trade Payables			
- Total Outstanding dues of Micro Enterprises and Small Enterprises;	192.24	181.35	99.81
- Total Outstanding dues of Creditors other than Micro and Small Enterprises	3,698.51	3,157.97	1,419.47
(iv) Other financial liabilities	1,917.42	1,745.75	123.35
Other current liabilities	274.86	153.08	154.33
Provisions	6.27	10.70	16.46
Current tax liabilities (net)	-	1.01	-
Total Current liabilities	**9,942.54**	**8,549.65**	**3,574.36**
Total Liabilities	**11,505.37**	**9,548.10**	**4,514.52**
Total Equity and Liabilities	**14,641.55**	**10,766.75**	**5,203.65**

Restated statement of profit and loss

(in ₹ million, unless otherwise specified)

Particulars	For the year ended		
	March 31, 2023	March 31, 2022	March 31, 2021
INCOME			
Revenue from operations	15,388.32	9,241.62	7,362.45
Other income	14.21	31.79	34.13
Total income	**15,402.53**	**9,273.41**	**7,396.58**
EXPENSES			
Cost of materials consumed	12,987.88	7,984.50	6,549.61
Purchases of stock-in-trade	296.47	-	-
Change in inventories of finished goods and work-in-progress	(43.53)	(41.09)	(58.70)
Employee benefits expense	333.76	232.58	169.93
Finance costs	314.60	293.83	255.79
Depreciation and amortisation expense	260.77	162.97	89.90
Other expenses	788.49	377.60	281.28
Total Expenses	**14,938.44**	**9,010.39**	**7,287.81**
Restated Profit before share of profit/(loss) of associate, exceptional items and tax	**464.09**	**263.02**	**108.77**
Share of profit/(loss) of associate	(8.12)	-	-
Restated profit before exceptional items and tax	**455.97**	**263.02**	**108.77**
Exceptional items	(15.50)	-	-
Restated profit before tax	**440.47**	**263.02**	**108.77**
Tax expenses:			
Current tax	104.45	77.02	27.61
Tax pertaining to earlier periods	0.78	0.42	1.51
Deferred tax	15.52	11.24	1.62
Total	**120.75**	**88.68**	**30.74**
Restated profit for the year	**319.72**	**174.34**	**78.03**
Restated Other Comprehensive Income (OCI)			
Items that will not be reclassified to profit or loss			
Re-measurement gain / (loss) on defined benefit plans	(2.90)	(1.14)	0.17

Particulars	For the year ended		
	March 31, 2023	March 31, 2022	March 31, 2021
Tax effect on above	0.73	0.29	(0.04)
Share of other comprehensive income / (loss) of associate (net)	(0.02)	-	-
Restated other comprehensive income for the year, net of tax	**(2.19)**	**(0.85)**	**0.13**
Restated total comprehensive income for the year	**317.53**	**173.49**	**78.16**
Restated earnings per equity share :			
Basic (face value of INR 10/- each)	4.71	3.47	1.62
Diluted (face value of INR 10/- each)	4.64	3.47	1.62

Restated statement of cash flows

(in ₹ million)

Particulars	For the year ended		
	March 31, 2023	March 31, 2022	March 31, 2021
A. Cash flow from Operating activities			
Restated profit before tax	440.47	263.02	108.77
Adjustments:			
Depreciation and amortisation expense	260.77	162.97	89.90
Loss on fair valuation of financial instruments (CCPS) carried at FVTPL	15.50	-	-
Share of loss of associate	8.12	-	-
Unrealised foreign exchange (gain)/loss	(1.03)	(14.57)	0.17
Loss allowance for doubtful receivables and advances	26.15	-	3.84
Provision for slow moving inventory	5.90	-	-
Goodwill impairment	-	15.60	-
Bad debts and advances written off	1.37	3.10	19.64
Provision for field rejection loss	-	-	10.59
Liabilities no longer required, written back	(0.61)	(2.28)	(12.38)
Loss/(Profit) on sale of property, plant and equipment (net)	(0.01)	2.38	(0.54)
Rates and taxes	-	8.80	-
Finance costs	314.60	293.83	255.79
Interest income	(12.75)	(10.51)	(5.29)
Operating profit before working capital changes	**1,058.48**	**722.34**	**470.49**
Changes in working capital:			
Adjustments for (increase)/decrease in operating assets:			
Inventories	(169.65)	(1,196.51)	(52.91)
Trade receivables	(1,255.43)	(1,015.77)	(366.91)
Financial assets	5.13	(4.58)	(14.01)
Other assets	(56.29)	(220.04)	146.75
Adjustments for increase/(decrease) in operating liabilities:			
Trade payables	559.04	1,689.94	128.79
Other financial liabilities	51.30	(39.89)	66.70
Provisions	1.15	(3.57)	4.72
Other liabilities	121.79	(129.35)	108.99
Cash generated from/(used in) operations	**315.52**	**(197.43)**	**492.61**
Income tax paid (net of refund)	(127.24)	(91.98)	(18.42)
Net cash flow from/(used in) operating activities (A)	**188.28**	**(289.41)**	**474.19**
B. Cash flow from Investing activities			
Acquisition of property, plant and equipment, capital work-in-progress and intangible assets	(2,243.40)	(1,425.48)	(54.07)
Proceeds from sale of property, plant and equipment	4.34	1.25	7.35
Acquisition of leasehold land (included in right of use assets)	(81.15)	(348.18)	-
Investment in associate	(25.74)	-	-
Investment in other companies	-	(30.57)	-
Sale of investments	0.00	-	-
(Redemption of)/investment in bank deposits (net)	203.84	(247.79)	(29.11)

Particulars	For the year ended		
	March 31, 2023	March 31, 2022	March 31, 2021
Loans given to associate	(46.13)	-	-
Interest received	13.22	8.83	8.92
Net cash used in Investing activities (B)	**(2,175.02)**	**(2,041.94)**	**(66.91)**
C. Cash flow from Financing activities			
Proceeds from issue of CCPS	1,600.00	1,600.00	-
Proceeds from long term borrowings	864.96	309.76	507.26
Repayments of long term borrowings	(294.45)	(289.96)	(60.90)
Proceeds from short term borrowings (net)	509.83	1,242.52	(592.58)
Interest paid on borrowings	(244.02)	(190.22)	(231.72)
Payment of lease liabilities	(33.75)	(30.26)	(26.72)
Interest paid on lease liabilities	(28.07)	(25.71)	(14.30)
Other finance cost paid	(29.05)	(80.68)	(6.46)
Net cash flow from Financing activities (C)	**2,345.45**	**2,535.45**	**(425.42)**
Increase in cash and cash equivalents (A+B+C)	**358.71**	**204.10**	**(18.14)**
Cash and cash equivalent at the beginning of the year	241.47	36.48	54.62
Addition on account of business combination as at August 01, 2021	-	0.89	-
Cash and cash equivalent at the end of the year	**600.18**	**241.47**	**36.48**

GENERAL INFORMATION

Our Company was incorporated on April 20, 2019, as 'EPACK Durables Solutions Private Limited' in Greater Noida, Uttar Pradesh, as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated May 6, 2019, issued by the RoC, upon the conversion of M/s E-Vision, a partnership firm, into a private limited company. Subsequently, pursuant to a resolution passed by our Shareholders in the extraordinary general meeting held on July 30, 2021, the name of our Company was changed from 'EPACK Durables Solutions Private Limited' to 'EPACK Durable Private Limited', as part of the corporate rebranding of our Company to reflect the principal business being undertaken by our Company, and consequently, a fresh certificate of incorporation dated September 17, 2021, was issued by the RoC to our Company. Thereafter, our Company was converted from a private limited company to a public limited company, pursuant to a resolution passed by our Shareholders in the extraordinary general meeting held on June 13, 2023, and the name of our Company was changed to 'EPACK Durable Limited', and a fresh certificate of incorporation dated June 28, 2023, was issued to our Company by the RoC.

For further details on the changes in the name and registered office of our Company, see "*History and Certain Corporate Matters*" on page 195.

Registered and Corporate Office of our Company

The address and certain other details of our Registered and Corporate Office are as follows:

EPACK Durable Limited
61-B, Udyog Vihar, Surajpur, Kasna Road,
Greater Noida, Gautam Buddha Nagar 201 306
Uttar Pradesh, India
Telephone: +91 120 256 9077
Website: www.epackdurable.com

Company Registration Number and Corporate Identity Number

The registration number and corporate identity number of our Company are set forth below:

Particulars	Number
Company Registration Number	116048
Corporate Identity Number	U74999UP2019PLC116048

The Registrar of Companies

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

Registrar of Companies, Uttar Pradesh at Kanpur
37/17, Westcott Building,
The Mall, Kanpur – 208 001
Uttar Pradesh, India

Board of Directors

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

Name and Designation	DIN	Address
Bajrang Bothra *Chairman and Whole-time Director*	00129286	B-114, Sector 40, Noida, Gautam Buddha Nagar – 201 301, Uttar Pradesh, India
Laxmi Pat Bothra *Non-Executive Director*	00130593	House Number B-116, Near Sai Mandir, Sector 40, Gautam Buddha Nagar – 201 301, Uttar Pradesh, India
Sanjay Singhania *Non-Executive Director*	01291342	D-144, Sector 47, Noida, Gautam Buddha Nagar – 201 301, Uttar Pradesh, India
Ajay DD Singhania *Managing Director and Chief Executive Officer*	00107555	D-145, Sector 47, Near Jagran Public School, Noida, Gautam Buddha Nagar – 201 301, Uttar Pradesh, India

Name and Designation	DIN	Address
Nikhil Mohta *Nominee Director* (*nominee of India Advantage Fund S4 I acting though its investment manager, ICICI Venture Funds Management Company Limited)*	00932030	A 406, Oberoi Springs, Off Link Road, Andheri (West), Mumbai – 400 053, Maharashtra, India
Vibhav Niren Parikh *Nominee Director* (*nominee of Augusta Investment Zero Pte. Ltd.)*	00848207	15D, Shanaz, 15th Floor, 90, Nepean Sea Road, Malabar Hill, Mumbai – 400 006, Maharashtra, India
Jyotin Mehta *Independent Director*	00033518	Y/804-805, Golden Rays, Shastri Nagar (near Laxmi Industrial Estate), Andheri (West), Mumbai – 400 053, Maharashtra, India
Kailash Jain *Independent Director*	08874667	R-13, Nehru Enclave, Kalkaji Road, New Delhi – 110 019, Delhi, India
Krishnamachari Narasimhachari *Independent Director*	07409731	Panchavati, Village Bijroli, Naukuchiatal, Bhimtal, District Nainital – 263 136, Uttarakhand, India
Priyanka Gulati *Independent Director*	07087707	A-9, Sarvodaya Enclave, South Delhi – 110 017, Delhi, India
Sameer Bhargava *Independent Director*	07115063	J-501 Park View City 1, Sector 48, Sohna Road, Islampur, Gurgaon, South City II, Farrukhnagar – 122018, Haryana, India
Shashank Agarwal *Independent Director*	00316141	B-166, Sector 50, Noida, Gautam Buddha Nagar – 201 301 Uttar Pradesh, India

For further details of our Board of Directors, see "*Our Management – Board of Directors*" on page 206.

Company Secretary and Compliance Officer

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

Esha Gupta
61-B, Udyog Vihar, Surajpur, Kasna Road,
Greater Noida, Gautam Buddha Nagar 201 306
Uttar Pradesh, India
Telephone: +91 120 256 9078
Email: investors_ed@epack.in

Registrar to the Offer

KFin Technologies Limited
Selenium, Tower B, Plot No – 31 and 32
Gachibowli, Financial District
Nanakramguda, Serilingampally
Hyderabad, 500 032
Telangana, India
Telephone: + 91 40 6716 2222 / 180 0309 4001
Email: epack.ipo@kfintech.com
Investor grievance email: einward.ris@kfintech.com
Website: www.kfintech.com
Contact Person: M Murali Krishna
SEBI Registration No: INR000000221

Investor Grievances

Investors may contact the Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related grievances including non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc.

All Offer-related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary(ies) with whom the Bid cum Application Form was submitted, giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, date of submission of the Bid cum Application Form, address of Bidder, number of Equity Shares applied for, the name and address of the relevant Designated Intermediary(ies) where the Bid cum Application Form was submitted and ASBA Account number in which the amount equivalent to the Bid Amount was blocked (for Bidders other than UPI Bidders using the UPI Mechanism) or the UPI ID (for UPI Bidders using the UPI Mechanism). All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

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

The Bidder shall also enclose a copy of the Acknowledgment Slip, or provide the acknowledgement number, received from the concerned Designated Intermediary, in addition to the information mentioned above.

Book Running Lead Managers

Axis Capital Limited
1st Floor, Axis House
C-2 Wadia International Centre
Pandurang Budhkar Marg, Worli
Mumbai 400 025
Maharashtra, India
Telephone: +91 22 4325 2183
Email: epack.ipo@axiscap.in
Investor grievance email: complaints@axiscap.in
Website: www.axiscapital.co.in
Contact Person: Sagar Jatakiya / Mayuri Arya
SEBI Registration No.: INM000012029

DAM Capital Advisors Limited
One BKC, Tower C, 15th Floor, Unit No. 1511
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051, Maharashtra, India
Telephone: +91 22 4202 2500
Email: epack.ipo@damcapital.in
Investor grievance email:
complaint@damcapital.in
Website: www.damcapital.in
Contact Person: Gunjan Jain
SEBI Registration No.: MB/INM000011336

ICICI Securities Limited^
ICICI Venture House,
Appasaheb Marathe Marg, Prabhadevi
Mumbai 400 025
Maharashtra, India
Telephone: + 91 22 6807 7100
Email: epack.ipo@icicisecurities.com
Investor grievance email:
customercare@icicisecurities.com
Website: www.icicisecurities.com
Contact Person: Ashik Joisar / Gaurav Mittal
SEBI Registration No.: INM000011179

^ *In compliance with compliance with the proviso to regulation 21A and explanation (iii) to regulation 21A of the SEBI (Merchant Bankers) Regulations, 1992, and regulation 23(3) of the SEBI ICDR Regulations, ICICI Securities Limited will be involved in only the marketing of the Offer. ICICI Securities Limited has signed the due diligence certificate and has been disclosed as a BRLM for the Offer.*

Syndicate Members

[●]

Inter-se allocation of responsibilities of the Book Running Lead Managers

The following table sets forth the inter-se allocation of responsibilities for various activities among the Book Running Lead Managers:

S. No	Activity	Responsibility	Co-ordinator (s)
1.	Capital structuring, positioning strategy and due diligence of the Company including its operations/management/business plans/legal etc. Drafting and design of the Draft Red Herring Prospectus and of statutory advertisements including a memorandum containing salient features of the Prospectus. The Managers shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalisation of Prospectus and RoC filing.	Axis and DAM Capital	Axis
2.	Drafting and approval of all statutory advertisement	Axis and DAM Capital	Axis
3.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure, etc.	All BRLMs	I-Sec*
4.	Appointment of Registrar to the Offer, Advertising Agency and Printer to the Offer including co-ordination for their agreements.	Axis and DAM Capital	Axis
5.	Appointment of all other intermediaries and including co-ordination for all other agreements	Axis and DAM Capital	DAM Capital
6.	Preparation of road show presentation and FAQs	All BRLMs	I-Sec*
7.	International institutional marketing of the Offer, which will cover, *inter alia*: • Finalizing the list and division of international investors for one-to-one meetings • Finalizing international road show and investor meeting schedules	All BRLMs	I-Sec*
8.	Domestic institutional marketing of the Offer, which will cover, *inter alia*: • Finalizing the list and division of domestic investors for one-to-one meetings • Finalizing domestic road show and investor meeting schedules	All BRLMs	Axis
9.	Conduct retail marketing of the Offer, which will cover, *inter-alia*: • Finalising media, marketing, public relations strategy and publicity budget including list of frequently asked questions at retail road shows • Finalising collection centres • Finalising commission structure • Follow-up on distribution of publicity and Offer material including form, RHP/Prospectus and deciding on the quantum of the Offer material	All BRLMs	I-Sec*
10.	Conduct Non-institutional marketing of the Offer, which will cover, inter alia, • Finalising media, marketing and public relations strategy including list of frequently asked questions at non-institutional road shows; and • Finalising centres for holding conferences for brokers, etc.;	All BRLMs	DAM Capital
11.	Anchor coordination, Anchor CAN and intimation of anchor allocation, book building software, bidding terminals, payment of 1% security deposit to the designated stock exchange.	Axis and DAM Capital	DAM Capital
12.	Managing the book and finalization of pricing in consultation with the Company and Selling Shareholders, as applicable.	Axis and DAM Capital	Axis
13.	Post bidding activities including mock trading, management of escrow accounts, coordinate non-institutional allocation, coordination with Registrar, SCSBs and Banks, intimation of allocation and dispatch of refund to Bidders, etc. Post-Offer activities, which shall involve essential follow-up steps	Axis and DAM Capital	DAM Capital

S. No	Activity	Responsibility	Co-ordinator (s)
	including allocation to Anchor Investors, follow-up with Bankers to the Offer and SCSBs to get quick estimates of collection and advising the Issuer about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds/unblocking of application monies and coordination with various agencies connected with the post-Offer activity such as registrar to the Offer, Bankers to the Offer, SCSBs including responsibility for underwriting arrangements, as applicable. Payment of the applicable securities transactions tax/with-holding tax on sale of unlisted equity shares by the Selling Shareholder under the Offer for Sale to the Government. Co-ordination with SEBI and Stock Exchanges for refund of 1% security deposit and submission of all post Offer reports including the initial and final post Offer report and media compliance report to SEBI		

***** *In compliance with the proviso to regulation 21A and explanation (iii) to regulation 21A of the SEBI (Merchant Bankers) Regulations, 1992, and regulation 23(3) of the SEBI ICDR Regulations, ICICI Securities Limited will be involved in only the marketing of the Offer. ICICI Securities Limited has signed the due diligence certificate and has been disclosed as a BRLM for the Offer.*

Legal Counsel to our Company

Khaitan & Co
Max Towers
7th & 8th Floors
Sector 16B Noida
Gautam Buddh Nagar 201 301
Uttar Pradesh, India
Telephone: +91 120 479 1000

Statutory Auditors to our Company

Deloitte Haskins & Sells
7th Floor, Building 10, Tower B
DLF Cyber City Complex, DLF City Phase – II
Gurugram – 122 002, Haryana, India
Email: akagarwal@deloitte.com
Telephone: +91 124 679 2000
Firm registration number: 015125N
Peer review number: 013583

Except as mentioned below, there has been no change in our statutory auditors in the three years preceding the date of this Draft Red Herring Prospectus:

Name of statutory auditor	Date of change	Reason
Singhi & Co. Unit No. 1704, 17th Floor World Trade Centre (Tower-B), DND Fly Way C-01, Sector 16, Noida 201 301, Uttar Pradesh, India **E-mail:** ckchoraria@singhico.com / newdelhi@singhico.com **Firm registration number:** 302049E **Peer review number:** 014484	October 23, 2021	Resignation as the statutory auditors of our Company due to disagreement over commercial terms.
Deloitte Haskins & Sells 7th Floor, Building 10, Tower B DLF Cyber City Complex, DLF City Phase – II Gurugram – 122 002, Haryana, India **Email:** akagarwal@deloitte.com **Firm registration number:** 015125N **Peer review number:** 013583	October 23, 2021	Appointment as the statutory auditors of our Company due to casual vacancy caused by the resignation of the previous auditors. Subsequently, Deloitte Haskins & Sells was appointed as the statutory

Name of statutory auditor	Date of change	Reason
		auditors of our Company for a period of account from April 1, 2021, to March 31, 2026.

Bankers to our Company

Axis Bank Limited
Plot No 25, 3rd Floor, Pusa Road
Karol Bagh, New Delhi – 110 005
Telephone: +91 11 4739 6668
Email: vinod3.kumar@axisbank.com
Website: www.axisbank.com
Contact Person: Vinod Kumar

Citi Bank N.A.
9th Floor Jacaranda Marg, M Block, Dlf City
Phase II Gurgaon, Haryana – 122 002
Telephone: +91 124 418 6978
Email: saurabh.singhal@citi.com
Website: www.online.citibank.co.in
Contact Person: Saurabh Singhal

HDFC Bank Limited
Emerging Corporates Group
Second Floor Vatika Atrium
A Block Golf Course Road
Sector 53, Gurugram – 122 002
Telephone: 011 2446 64950
Email: aman.singh19@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Aman Pratap Singh

ICICI Bank Limited
NBCC Place, Bhisham Pitamah Marg
Pragati Vihar, New Delhi – 110 003
Telephone: +91 11 4221 8413
Email: lovepreet.kaur@icicibank.com
Website: www.icicibank.com
Contact Person: Lovepreet Kaur

IDFC First Bank Limited
2nd Floor, Express Building 9-10
Bahadur Shah Zafar Marg
New Delhi – 110 002
Telephone: 011 4503 6140
Email: bank.info@idfcbank.com
Website: www.idfcfirstbank.com
Contact Person: Agam Jain

Kotak Mahindra Bank Limited
Kotak Infiniti, 6th Floor, Building no 21
Infinity Park, Off Western Express Highway
General AK Vaidya Marg, Malad (East)
Mumbai – 400 097.
Telephone: 022-66056588
Email: cmslpo@kotak.com
Website: www.kotak.com
Contact Person: Kaushal Patankar

SBM Bank (India) Limited
Ground Floor, Statesman House, Barakhamba Road
Connaught Place, New Delhi – 110 001
Telephone: 011 4236 0238
Email: vibhav.mohan@sbmbank.co.in
Website: www.sbmbank.co.in
Contact Person: Vibhav Mohan

Tata Capital Financial Services Limited
7th Floor, Videcon Towers
Jhandewalan Extension, New Delhi – 110 055
Telephone: 85888 18649, +91 11 6678 6100
Email: piyush.khurana@tatacapital.com
Website: www.tatacapital.com
Contact Person: Piyush Khurana

Yes Bank Limited
YES Bank House, Off Western Express Highway
Santacruz East, Mumbai – 400 055
Telephone: 022 5091 9800
Email: saurabh.sawant@yesbank.in
Website: www.yesbank.in
Contact Person: Saurabh Singh Sawant

Banker(s) to the Offer

[●]

Designated Intermediaries

Self-Certified Syndicate Banks

The list of SCSBs notified by SEBI for the ASBA process is available on the SEBI website at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, or at such other website as may be prescribed by SEBI from time to time.

A list of the Designated SCSB Branches with which an ASBA Bidder (other than a UPI Bidder), not Bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the ASBA Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34, or at such other websites as may be prescribed by SEBI from time to time.

Self-Certified Syndicate Banks eligible as Issuer Banks and mobile applications enabled for UPI Mechanism

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders using the UPI Mechanism may only apply through the SCSBs and mobile applications using the UPI handles specified on the website of the SEBI. The list of SCSBs through which Bids can be submitted by UPI Bidders using the UPI Mechanism, including details such as the eligible mobile applications and UPI handle which can be used for such Bids, is available on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43, respectively, as may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.

Syndicate Self-Certificate Syndicate Bank Branches

In relation to Bids (other than Bids by Anchor Investors and RIBs) submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, which may be updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 or any such other website as may be prescribed by SEBI from time to time.

Registered Brokers

The list of the Registered Brokers eligible to accept ASBA Forms from Bidders (other than RIBs), including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE and the NSE at http://www.bseindia.com and https://www.nseindia.com, respectively, as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms from Bidders (other than RIBs) at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of Stock Exchanges at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and https://www.nseindia.com/products-services/initial-public-offerings-asba-procedures, respectively, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms from Bidders (other than RIBs) at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of BSE at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and on the website of NSE at https://www.nseindia.com/products-services/initial-public-offerings-asba-procedures, as updated from time to time.

Credit Rating

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

Debenture Trustee

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

Appraising Entity

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

Monitoring Agency

Our Company shall, in compliance with Regulation 41 of the SEBI ICDR Regulations, appoint a monitoring agency for monitoring the utilisation of the Net Proceeds prior to filing of the Red Herring Prospectus. For details in relation to the proposed utilisation of the Net Proceeds, please see "*Objects of the Offer*" on page 102.

Grading of the Offer

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

Green Shoe Option

No green shoe option is contemplated under the Offer.

Experts

Except as stated below, our Company has not obtained any expert opinions. The term "experts" and consent thereof does not represent an expert or consent within the meaning under the U.S. Securities Act.

Our Company has received written consent dated August 11, 2023, from our Statutory Auditors, Deloitte Haskins & Sells, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as independent statutory auditors and in respect of their (i) examination report dated August 7, 2023 on our Restated Financial Information and (ii) report dated August 7, 2023, on the Statement of Special Tax Benefits available to our Company, our Shareholders and our Material Subsidiary, and included in this Draft Red Herring Prospectus.

Our Company has also received written consent dated August 11, 2023, from N B T and Co, Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus as an "expert" as defined under Section 2(38) of the Companies Act, 2013, in respect of various certifications issued by them in their capacity as independent chartered accountant to our Company on certain financial and operational information included in this Draft Red Herring Prospectus.

Additionally, our Company has also received written consent dated August 9, 2023, from the independent chartered engineer, Ocean Tech Engineering Consultancy Service, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus as an "expert" as defined under Section 2(38) of the Companies Act, 2013, in relation to our Company's manufacturing facilities, including products manufactured at the manufacturing facilities, the installed capacity, the actual production and the capacity utilization of the manufacturing facilities of our Company.

Our Company has also received written consent dated August 9, 2023, from Kayron Technologies (OPC) Private Limited, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus as an "expert" as defined under Section 2(38) of the Companies Act, 2013, in relation to their report titled "*Project Report for Bhiwadi & Sri City Expansion*" dated August 9, 2023 in relation to the project proposed to be undertaken by the Company.

Such consents have not been withdrawn as on the date of this DRHP.

Underwriting Agreement

Prior to the filing of the Red Herring Prospectus or Prospectus with the RoC, as applicable, and in accordance with the nature of underwriting which is determined in accordance with Regulation 40(3) of SEBI ICDR Regulations, our Company and the Selling Shareholders will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. The extent of underwriting obligations and the Bids to be underwritten in the Offer shall be as per the Underwriting Agreement. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein.

The Underwriting Agreement is dated [●]. The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus and will be executed prior to the filing of the Red Herring Prospectus or Prospectus with the RoC, as applicable. This portion has been intentionally left blank and will be filled in before the filing of the Red Herring Prospectus or the Prospectus with the RoC, as applicable.)

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

The abovementioned underwriting commitment is indicative and will be finalized after determination of the Offer Price and Basis of Allotment and will be subject to the provisions of the SEBI ICDR Regulations.

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

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitments. Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them.

Subject to the applicable laws and pursuant to the terms of the Underwriting Agreement, the BRLMs will be responsible for bringing in the amount devolved in the event that the Syndicate Members do not fulfil their underwriting obligations.

Filing

A copy of this Draft Red Herring Prospectus will be filed through the SEBI Intermediary Portal at https://sipotal.sebi.gov.in, in accordance with SEBI master circular with circular number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, and electronically at cfddil@sebi.gov.in, in accordance with the instructions issued by the SEBI on March 27, 2020, in relation to "*Easing of Operational Procedure – Division of Issues and Listing – CFD*" and will also be filed with the SEBI at the following address:

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

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed, will be filed with the RoC in accordance with Section 32 of the Companies Act, 2013, and a copy of the Prospectus required to be filed under Section 26 of the Companies Act, 2013, will be filed with the RoC through the electronic portal of the MCA.

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus, the Bid cum Application Forms and the Revision Forms, if any, within the Price Band. The Price Band will be decided by our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers, and if not disclosed in the Red Herring Prospectus, will be advertised in [●] editions of [●], a widely circulated English national daily newspaper, [●] editions of [●], a widely circulated Hindi national daily newspaper (Hindi also being the regional language of Uttar Pradesh, where our Registered and Corporate Office is located), at least two Working Days prior to the Bid / Offer Opening Date, and shall be made available to the Stock Exchanges for the purposes of uploading on their respective websites. The Offer Price shall be determined by our Company, the Promoter Selling Shareholders and the Investor Selling Shareholders, in consultation with the Book Running Lead Managers, after the Bid / Offer Closing Date. For details, see "*Offer Procedure*" on page 384.

All Bidders, other than Anchor Investors, shall only participate through the ASBA process by providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs. Retail Individual Bidders shall participate through the ASBA process, either by (i) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (ii) using the UPI Mechanism. Non-Institutional Bidders with an application size of up to ₹500,000 shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. UPI Bidders may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not permitted 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 / Offer Period and withdraw their Bids until the Bid / Offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date. Allocation to QIBs (other than Anchor Investors) will be on a proportionate basis while allocation to Anchor Investors will be on a discretionary basis. For an illustration of the Book Building Process and further details, see "*Terms of the Offer*" and "*Offer Procedure*" on pages 374 and 384, respectively.

The Book Building Process under the SEBI ICDR Regulations and the Bidding Process are subject to change from time to time and the investors are advised to make their own judgement about investment through this process prior to submitting a Bid in the Offer.

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

For further details on the method and procedure for Bidding, see "*Offer Procedure*" on page 384.

CAPITAL STRUCTURE

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

(In ₹ except share data)

		Aggregate value at face value	Aggregate value at Offer Price*
A	**AUTHORIZED SHARE CAPITAL**(1)**		
	105,000,000 Equity Shares of face value of ₹ 10 each	1,050,000,000	-
	20,000,000 CCPSs of face value of ₹ 10 each	200,000,000	-
	11,100,000 Series A CCPSs of face value of ₹ 10 each	111,000,000	-
	Total	**1,361,000,000**	-
B	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER (PRIOR TO CONVERSION OF THE PREFERENCE SHARES)**		
	52,089,012 Equity Shares of face value of ₹ 10 each	520,890,120	-
	18,823,529 CCPSs of face value of ₹ 10 each(4)	188,235,290	-
	11,034,484 Series A CCPSs of face value of ₹ 10 each(4)	110,344,840	-
	Total	**819,470,250**	-
C	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER (POST CONVERSION OF THE PREFERENCE SHARES)**		
	[●] Equity Shares(4)	[●]	-
D	**PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS**		
	Offer of up to [●] Equity Shares(2)(3)	[●]	[●]
	Which includes:	[●]	[●]
	Fresh Issue of up to [●] Equity Shares (2)	[●]	[●]
	Offer for Sale of up to 13,067,890 Equity Shares by the Selling Shareholders (3)	130,678,900	[●]
E	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER**+		
	[●] Equity Shares*	[●]	[●]
F	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer	1,728.62 million	
	After the Offer	[●]	

+ *Assuming full subscription of the Offer.*

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

** *Our Company has filed a scheme of arrangement (the "**Scheme**") under Sections 230-232 and other applicable provisions of the Companies Act, 2013, read with Section 2(1B) and other applicable provisions of the Income Tax Act, 1961, for the merger of EPACK Components Private Limited ("**ECPL**"), our wholly-owned Subsidiary, into our Company, before the NCLT, Allahabad. Since ECPL is the wholly-owned Subsidiary of our Company, there will be no allotment of new shares upon the Scheme becoming effective. Accordingly, there will be no change to the issued, subscribed and paid-up share capital of our Company. Once the Scheme becomes effective, the authorised share capital of ECPL will stand amalgamated into our authorised share capital. Consequently, the authorised share capital of our Company will stand increased to ₹ 1,681,000,000, consisting of 137,000,000 equity shares of ₹ 10 each, 20,000,000 CCPSs of ₹ 10 each and 11,100,000 Series A CCPSs of ₹ 10 each, and our Memorandum of Association will accordingly stand amended, upon the Scheme becoming effective. The Scheme is currently pending approval by the NCLT. For further details, see "History and Certain Corporate Matters – Mergers or amalgamations" on page 200.*

(1) *For details in relation to the changes in the authorised share capital of our Company since incorporation, see "History and Certain Corporate Matters – Amendments to the Memorandum of Association" on page 196.*

(2) *Our Board has authorized the Offer, pursuant to their resolution dated July 13, 2023. Our Shareholders have authorized the Fresh Issue pursuant to special resolution dated July 29, 2023. Our Company, in consultation with the BRLMs, may consider a further issue of specified securities through either a private placement, preferential offer or any other method as may be permitted under applicable law, aggregating up to ₹ 800.00 million, to any person(s), at our Company's discretion, which may be undertaken prior to the filing of the Red Herring Prospectus. If the Pre-IPO Placement is completed, the size of the Fresh Issue will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. Details of the Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus.*

(3) *Each of the Selling Shareholders has, severally and not jointly, confirmed that their respective portion of the Offered Shares are eligible for being offered for sale in the Offer in accordance with the provisions of the SEBI ICDR Regulations. Each of the Selling Shareholders has confirmed and authorized their participation in the Offer for Sale. For details on authorization of the Selling Shareholders in relation to their respective portion of the Offered Shares, see "Other Regulatory and Statutory Disclosures" on page 360.*

(4) *26,318,375 Equity Shares will be issued pursuant to the conversion of 18,823,529 CCPSs and 11,034,484 Series A CCPSs. As on the date of this Draft Red Herring Prospectus, (i) India Advantage Fund S4 I holds 17,317,647 CCPSs, which will be converted into 14,522,253 Equity Shares, (ii) Dynamic India Fund S4 US 1 holds 1,505,882 CCPSs, which will be converted into 1,262,804 Equity Shares and (iii) Augusta Investments Zero Pte. Ltd. holds 11,034,484 Series A CCPSs which will be converted into 10,533,318 Equity Shares. The conversion of the Preference Shares will be undertaken prior to the filing of the Red Herring Prospectus with the RoC in compliance with the requirements of Regulation 5(2) of the SEBI ICDR Regulations.*

Notes to the Capital Structure

1. Share capital history of our Company

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

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

Date of allotment of Equity Shares	Details of allottees	Nature of allotment	No. of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Form of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (in ₹)
April 20, 2019	12,045,238 Equity Shares were allotted to Bajrang Bothra, 24,086,131 Equity Shares were allotted to Ajay DD Singhania and 12,040,892 Equity Shares were allotted to Nikhil Bothra	Subscription to the MoA	48,172,261	10.00	10.00	Cash	48,172,261	481,722,610
September 20, 2021	589,317 Equity Shares were allotted to Bajrang Bothra, 397,929 Equity Shares were allotted to Rajjat Kumar Bothra, 971,130 Equity Shares were allotted to Laxmi Pat Bothra, 1,122,509 Equity Shares were allotted to Sanjay Singhania and 835,866 Equity Shared were allotted to Ajay DD Singhania	Private Placement	3,916,751	10.00	90.90	Consideration other than cash*	52,089,012	520,890,120
			52,089,012					

** Pursuant to the share purchase agreement dated July 25, 2021 amongst Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania, Ajay DD Singhania, Rajjat Kumar Bothra and our Company, our Company allotted 39,16,751 Equity Shares as consideration for the purchase of 100% of the equity share capital of our Subsidiary.*

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

The following table sets forth the history of the outstanding CCPS share capital of our Company:

Date of allotment of CCPS	Details of allottees	Nature of allotment	No. of CCPSs allotted	Face value per CCPS (₹)	Issue price per CCPS (₹)	Form of consideration	Cumulative number of CCPSs	Cumulative paid-up CCPS share capital (in ₹)
September 24, 2021	17,317,647 CCPSs were allotted to India Advantage	Private placement	18,823,529	10.00	85.00	Cash	18,823,529	188,235,290

Date of allotment of CCPS	Details of allottees	Nature of allotment	No. of CCPSs allotted	Face value per CCPS (₹)	Issue price per CCPS (₹)	Form of consideration	Cumulative number of CCPSs	Cumulative paid-up CCPS share capital (in ₹)
	Fund S4 I and 1,505,882 CCPSs were allotted to Dynamic India Fund S4 US I							

The following table sets forth the history of the outstanding Series A CCPS share capital of our Company:

Date of allotment of Series A CCPS	Details of allottees	Nature of allotment	No. of Series A CCPSs allotted	Face value per Series A CCPS (₹)	Issue price per Series A CCPS (₹)	Form of consideration	Cumulative number of Series A CCPSs	Cumulative paid-up Series A CCPS share capital (in ₹)
September 7, 2022	11,034,484 Series A CCPSs were allotted to Augusta Investments Zero Pte. Ltd.	Private placement	11,034,484	10.00	145.00	Cash	11,034,484	110,344,840

As on the date of this Draft Red Herring Prospectus, 18,823,529 CCPSs and 11,034,484 Series A CCPSs are outstanding and in aggregate will be converted into 26,318,375 Equity Shares prior to filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations and a portion of which will be offered in the Offer for Sale.

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

Our Company has not issued any Equity Shares or Preference Shares out of its revaluation reserves since its incorporation.

Further, except as set forth below, our Company has not issued any Equity Shares or Preference Shares for consideration other than cash since its incorporation:

Date of allotment	Nature of allotment	Details of allottees	Issue price per share (₹)	No. of shares allotted	Face value (₹)	Benefits accrued to our Company
September 20, 2021	Private placement	589,317 Equity Shares were allotted to Bajrang Bothra, 397,929 Equity Shares were allotted to Rajjat Kumar Bothra, 971,130 Equity Shares were allotted to Laxmi Pat Bothra, 1,122,509 Equity Shares were allotted to Sanjay Singhania and 835,866 Equity Shares were allotted to Ajay DD Singhania	90.90	3,916,751	10.00	Pursuant to the share purchase agreement dated July 25, 2021 amongst Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania, Ajay DD Singhania, Rajjat Kumar Bothra and our Company, our Company allotted 39,16,751 Equity Shares as consideration for the purchase of 100% of the equity share capital of our

Date of allotment	Nature of allotment	Details of allottees	Issue price per share (₹)	No. of shares allotted	Face value (₹)	Benefits accrued to our Company
						Subsidiary.

3. ***Equity Shares allotted in terms of any schemes of arrangement***

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

4. ***Shares allotted at a price lower than the Offer Price in the last year***

The Offer Price shall be determined by our Company, the Promoter Selling Shareholders and the Investor Selling Shareholders, in consultation with the BRLMs after the Bid / Offer Closing Date. Except for the allotment of 11,034,484 Series A CCPSs, to Augusta Investments Zero Pte. Ltd. (who is not a member of the Promoter Group) details of which are specified in "*– Preference Share capital history of our Company*" on page 89, our Company has not issued any shares at a price which may be lower than the Offer Price, during a period of one year preceding the date of this Draft Red Herring Prospectus.

5. **Details of Shareholding of our Promoters and members of the Promoter Group in our Company**

(i) ***Equity Shareholding of the Promoters***

As on the date of this Draft Red Herring Prospectus, our Promoters collectively hold 33,637,595 Equity Shares, equivalent to 42.90% of the issued, subscribed and paid-up Equity Share capital of our Company on a fully diluted basis, as set forth in the table below.

S. No.	Name of the Shareholder	Pre-Offer Equity Share Capital		Post-Offer Equity Share Capital*	
		No. of Equity Shares	% of total shareholding on a fully diluted basis	No. of Equity Shares	% of total shareholding
1.	Bajrang Bothra	9,656,558	12.32	[●]	[●]
2.	Laxmi Pat Bothra	5,489,437	7.00	[●]	[●]
3.	Sanjay Singhania	9,245,800	11.79	[●]	[●]
4.	Ajay DD Singhania	9,245,800	11.79	[●]	[●]
	Total	**33,637,595**	**42.90**	[●]	[●]

** Subject to finalisation of Basis of Allotment*

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

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

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

Date of Allotment/ Transfer	Nature of transaction	No. of Equity Shares	Face value per Equity Share (₹)	Issue Price/ Transfer Price per Equity Share (₹)	Percentage of pre-Offer Equity Share capital, on a fully diluted basis	Percentage of post-Offer Equity Share capital
(A) Ajay DD Singhania						
April 20, 2019	Subscription to the MoA	24,086,131	10.00	10.00	30.72%	[●]
September 16, 2021	Transfer to Sanjay Singhania by way of a gift	(12,043,065)	10.00	-	(15.36)%	[●]
September 20, 2021	Private placement*	835,866	10.00	90.90	1.07%	[●]
	Transfer from Sanjay Singhania by way of a gift	143,321	10.00	-	0.18%	[●]

Date of Allotment/ Transfer	Nature of transaction	No. of Equity Shares	Face value per Equity Share (₹)	Issue Price/ Transfer Price per Equity Share (₹)	Percentage of pre-Offer Equity Share capital, on a fully diluted basis	Percentage of post-Offer Equity Share capital
January 4, 2022	Transfer to Pinky Ajay Singhania by way of a gift	(911,558)	10.00	-	(1.16)%	[●]
January 20, 2022	Transfer to Pinky Ajay Singhania by way of a gift	(2,734,673)	10.00	-	(3.49)%	[●]
June 29, 2022	Transfer to Nemi Chand Jain	(30,222)	10.00	223.00	(0.04)%	[●]
	Transfer to Gautam Chand Jain	(50,000)	10.00	223.00	(0.06)%	[●]
	Transfer to Mahendra Chand	(50,000)	10.00	223.00	(0.06)%	[●]
Sub-total (A)		***9,245,800***			***11.79%***	
(B) Bajrang Bothra						
April 20, 2019	Subscription to the MoA	12,045,238	10.00	10.00	15.36%	[●]
September 20, 2021	Private Placement*	589,317	10.00	90.90	0.75%	[●]
	Transfer to Rajjat Kumar Bothra by way of a gift	(2,727,412)	10.00	-	(3.48)%	[●]
	Transfer to Laxmi Pat Bothra by way of a gift	(10,231)	10.00	-	(0.01)%	[●]
June 30, 2022	Transfer to Kamal Jain	(10,444)	10.00	223.00	(0.01)%	[●]
	Transfer to Nemi Chand Jain	(19,778)	10.00	223.00	(0.03)%	[●]
	Transfer to Prakash Chand Jain	(50,000)	10.00	223.00	(0.06)%	[●]
	Transfer to Chanchal Bai	(50,000)	10.00	223.00	(0.06)%	[●]
September 30, 2022	Transfer to Rajeev Gupta	(55,066)	10.00	227.00	(0.07)%	[●]
November 24, 2022	Transfer to KGR Worldwide Solutions LLP	(55,066)	10.00	227.00	(0.07)%	[●]
Sub-total (B)		***9,656,558***			***12.32%***	
(C) Laxmi Pat Bothra						
September 20, 2021	Private placement*	971,130	10.00	90.90	1.24%	[●]
	Transfer from Bajrang Bothra by way of a gift	10,231	10.00	-	0.01%	[●]
	Transfer from Nikhil Bothra by way of a gift	4,748,430	10.00	-	6.06%	[●]
June 30, 2022	Transfer to Kamal Jain	(39,556)	10.00	223.00	(0.05)%	[●]
	Transfer to Harsh Chordia	(90,666)	10.00	223.00	(0.12)%	[●]
September 30, 2022	Transfer to Rajeev Gupta	(55,066)	10.00	227.00	(0.07)%	[●]
November 21, 2022	Transfer to MSH Venture LLP	(44,053)	10.00	227.00	(0.06)%	[●]
November 22, 2022	Transfer to KGR Worldwide Solutions LLP	(11,013)	10.00	227.00	(0.01)%	[●]
Sub-total (C)		***5,489,437***			***7.00%***	
(D) Sanjay Singhania						
September 16, 2021	Transfer from Ajay DD Singhania by way of a gift	12,043,065	10.00	-	15.36%	[●]
September 20, 2021	Private placement*	1,122,509	10.00	90.90	1.43%	[●]
September 20, 2021	Transfer to Ajay DD Singhania by way of a gift	(143,321)	10.00	-	(0.18)%	[●]
February 18, 2022	Transfer to Preity Singhania by way of a gift	(3,646,231)	10.00	-	(4.65)%	[●]
June 22, 2022	Transfer to Hridaya Chordia	(120,888)	10.00	223.00	(0.15)%	[●]
June 29, 2022	Transfer to Harsh Chordia	(9,334)	10.00	223.00	(0.01)%	[●]
Sub-total (D)		***9,245,800***			***11.79%***	
Grand Total (A)+(B)+(C)+(D)		**33,637,595**			**42.90%**	**[●]**

** Pursuant to the share purchase agreement dated July 25, 2021 amongst Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania, Ajay DD Singhania, Rajjat Kumar Bothra and our Company, our Company allotted 39,16,751 Equity Shares as consideration for the purchase of 100% of the equity share capital of our Subsidiary.*

(iv) All the Equity Shares held by our Promoters were fully paid-up on the respective dates of allotment or acquisition, as applicable, of such Equity Shares.

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

(vi) ***Equity Shareholding of the Promoter Group***

As on the date of this Draft Red Herring Prospectus, the members of our Promoter Group (other than our Promoters) collectively hold 17,610,889 Equity Shares, equivalent to 22.46% of the issued, subscribed and paid-up Equity Share capital of our Company, on a fully diluted basis, as set forth in the table below:

S. No.	Name of the Shareholder	Pre-Offer Equity Share Capital		Post-Offer Equity Share Capital*	
		No. of Equity Shares	% of total Shareholding, on a fully diluted basis	No. of Equity Shares	% of total Share-holding
1.	Pinky Ajay Singhania	3,536,099	4.51	[●]	[●]
2.	Preity Singhania	3,536,099	4.51	[●]	[●]
3.	Nikhil Bothra	3,646,231	4.65	[●]	[●]
4.	Nitin Bothra	3,646,231	4.65	[●]	[●]
5.	Rajjat Kumar Bothra	3,125,341	3.99	[●]	[●]
6.	Hridaya Chordia	120,888	0.15	[●]	[●]
	Total	**17,610,889**	**22.46**	[●]	[●]

** Subject to finalisation of Basis of Allotment*

(vii) None of the members of the Promoter Group, the Promoters, the Directors of our Company, nor any of their respective relatives have purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

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

(ix) ***Details of minimum Promoters' contribution and applicable lock in***

Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoters shall be considered as minimum promoters' contribution and locked-in for a period of three years or any other period as may be prescribed under applicable law, from the date of Allotment ("**Promoter's Contribution**"). Our Promoters' shareholding in excess of 20% shall be locked in for a period of one year from the date of Allotment. As on the date of this Draft Red Herring Prospectus, our Promoters hold 33,637,595 Equity Shares, equivalent to 42.90% of the issued, subscribed and paid-up Equity Share capital of our Company, on a fully diluted basis, the required portion of which are eligible for Promoters' Contribution.

Our Promoters have given consent to include such number of Equity Shares held by them, in aggregate, as may constitute 20% of the fully diluted post-Offer Equity Share capital of our Company as Promoter's Contribution. Our Promoters have agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber in any manner the Promoters' Contribution from the date of this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

The details of Equity Shares held by our Promoters, which will be locked-in for minimum Promoter's contribution for a period of three years, from the date of Allotment as Promoters' Contribution are as provided below:

Name of the Promoter	Number of Equity Shares held	Number of Equity Shares locked-in**	Date of allotment/ transfer#	Face value per Equity Share (₹)	Allotment/ acquisition price per Equity Share (₹)	Nature of transaction	% of the post-Offer paid-up Equity Share capital, on a fully diluted basis	Date up to which Equity Shares locked-in
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total	[●]	[●]					[●]	

Note: To be updated at the Prospectus stage.
 # Equity Shares were fully paid-up on the date of allotment/acquisition.
*** Subject to finalisation of Basis of Allotment.*

The Equity Shares that are being locked-in are not and will not be ineligible for computation of Promoters' Contribution under Regulation 15 of the SEBI ICDR Regulations. In particular, these Equity Shares do not and shall not consist of:

(i) Equity Shares acquired during the three years preceding the date of this Draft Red Herring Prospectus (a) for consideration other than cash and revaluation of assets or capitalisation of intangible assets is involved in such transaction, or (b) as a result of bonus shares issued by utilization of revaluation reserves or unrealised profits or from bonus issue against Equity Shares which are otherwise in-eligible for computation of Promoters' Contribution;

(ii) Equity Shares acquired during the one year preceding the date of this Draft Red Herring Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

(iii) Equity Shares held by the Promoters that are subject to any pledge or any other form of encumbrance.

(x) ***Details of share capital locked-in for six months or any other period prescribed under applicable law***

In terms of Regulation 17 of the SEBI ICDR Regulations, except for (i) the Promoters' shareholding which shall be locked-in as above, and (ii) Equity Shares issued by our Company to eligible employees (or such persons as permitted under the SEBI SBEB & SE Regulations and the ESOP Scheme) pursuant to exercise of options by the eligible employees, whether currently employees or not, and including the legal heirs or nominees of any deceased eligible employees, in accordance with the ESOP Scheme, the entire pre-Offer Equity Share capital of our Company, shall, unless otherwise permitted under the SEBI ICDR Regulations, be locked-in for a period of six months from the date of Allotment or any other period as may be prescribed under applicable law.

Further, in terms of Regulation 17 of the SEBI ICDR Regulations, Equity Shares held by a venture capital fund or alternative investment fund of category I or category II or a foreign venture capital investor shall not be locked-in for a period of six months from the date of Allotment, provided that such Equity Shares shall be locked-in for a period of at least six months from the date of purchase by the venture capital fund or alternative investment fund of category I or category II or foreign venture capital investor. Accordingly, the Equity Shares held by India Advantage Fund S4 I will not be required to be locked-in as it is a category II alternative investment fund, registered with SEBI.

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

In terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoters which are locked-in, may be transferred to Promoters or members of the Promoter Group or to any new Promoters, subject to continuation of lock-in in the hands of the transferees for the remaining period and compliance with provisions of the SEBI Takeover Regulations, as applicable and such transferee shall not be eligible to transfer them till the lock-in period stipulated in SEBI ICDR Regulations has expired. The Equity Shares held by persons other than our Promoters and locked-in for a period of six months from the date of Allotment in the Offer or any other period as may be prescribed under applicable law, may be transferred to any other person holding Equity Shares which are locked -in, subject to the continuation of the lock-in the hands of the transferee for the remaining period and compliance with the provisions of the Takeover Regulations.

In terms of Regulation 21 of the SEBI ICDR Regulations, the Equity Shares held by our Promoters which are locked-in as per Regulation 16 of the SEBI ICDR Regulations, may be pledged only with scheduled commercial banks or public financial institutions or systemically important non-banking finance companies or deposit taking housing finance companies as collateral security for loans granted by such entity, provided that such pledge of the Equity Shares is one of the terms of the sanctioned loan. However, such lock-in will continue pursuant to any invocation of the pledge and the transferee of the Equity Shares pursuant to such invocation shall not be eligible to transfer the Equity Shares until the expiry of the lock-in period stipulated above.

(xi) ***Lock-in of Equity Shares Allotted to Anchor Investors***

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

6. **Shareholding Pattern of our Company**

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

Category (I)	Category of Shareholder (II)	Number of Shareholders (III)	Number of fully paid up Equity Shares held (IV)	Number of Partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of Equity Shares held (VII) =(IV)+(V)+ (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				Number of Equity Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted Equity Share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in Equity Shares (XII)		Number of Equity Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)
								Number of voting rights			Total as a % of (A+B+ C)			Number (a)	As a % of total Equity Shares held (b)	Number (a)	As a % of total Equity Shares held (b)	
								Class eg: Equity Shares	Class eg: Others	Total								
(A)	Promoter and Promoter Group	10	51,248,484	-	-	51,248,484	98.39%	51,248,484	-	-	51,248,484	51,248,484	65.36%	-	-	-	-	51,248,484
(B)	Public	16	840,528	-	-	840,528	1.61%	840,528	26,318,375	-	27,158,903	27,158,903	34.64%	-	-	-	-	840,528
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)(1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)(2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total (A)+(B)+(C)	**26**	**52,089,012**	**-**	**-**	**52,089,012**	**100.00%**	**52,089,012**	**26,318,375**	**-**	**78,407,387**	**78,407,387**	**100.00%**	**-**	**-**	**-**	**-**	**52,089,012**

7. As on the date of this Draft Red Herring Prospectus, our Company has 23 Equity Shareholders and three Preference Shareholders.

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

Apart from the Equity Shares held by our Promoters, none of our other Directors, Key Managerial Personnel or Senior Management hold any Equity Shares. For details of our Promoters' shareholding in our Company, see *"– Details of Shareholding of our Promoters and members of the Promoter Group in our Company – Equity Shareholding of the Promoters"* on page 91.

9. **Major shareholders of our Company**

The list of our major Shareholders and the number of Equity Shares held by them is provided below:

a) The details of our Shareholders holding 1% or more of the paid-up Equity Share capital of our Company as on the date of this Draft Red Herring Prospectus are set forth below:

S. No.	Name of the Shareholder	Number of Equity Shares held	Number of Equity Shares held, on a fully diluted basis	% of the pre-Offer Equity share capital, on a fully diluted basis
1.	India Advantage Fund S4 I	-	14,522,253	18.52
2.	Augusta Investments Zero Pte. Ltd.	-	10,533,318	13.43
3.	Bajrang Bothra	9,656,558	9,656,558	12.32
4.	Sanjay Singhania	9,245,800	9,245,800	11.79
5.	Ajay DD Singhania	9,245,800	9,245,800	11.79
6.	Laxmi Pat Bothra	5,489,437	5,489,437	7.00
7.	Pinky Ajay Singhania	3,536,099	3,536,099	4.51
8.	Preity Singhania	3,536,099	3,536,099	4.51
9.	Nikhil Bothra	3,646,231	3,646,231	4.65
10.	Nitin Bothra	3,646,231	3,646,231	4.65
11.	Rajjat Kumar Bothra	3,125,341	3,125,341	3.99
12.	Dynamic India Fund S4 US I	-	1,262,804	1.61
Total		**51,127,596**	**77,445,971**	**98.77**

b) The details of our Shareholders who held 1% or more of the paid-up Equity Share capital of our Company ten days prior to the date of this Draft Red Herring Prospectus are set forth below:

S. No.	Name of the Shareholder	Number of Equity Shares held	Number of Equity Shares held, on a fully diluted basis	% of the Equity share capital, on a fully diluted basis
1.	India Advantage Fund S4 I	-	14,522,253	18.52
2.	Augusta Investments Zero Pte. Ltd.	-	10,533,318	13.43
3.	Bajrang Bothra	9,656,558	9,656,558	12.32
4.	Sanjay Singhania	9,245,800	9,245,800	11.79
5.	Ajay DD Singhania	9,245,800	9,245,800	11.79
6.	Laxmi Pat Bothra	5,489,437	5,489,437	7.00
7.	Pinky Ajay Singhania	3,536,099	3,536,099	4.51
8.	Preity Singhania	3,536,099	3,536,099	4.51
9.	Nikhil Bothra	3,646,231	3,646,231	4.65
10.	Nitin Bothra	3,646,231	3,646,231	4.65
11.	Rajjat Kumar Bothra	3,125,341	3,125,341	3.99
12.	Dynamic India Fund S4 US I	-	1,262,804	1.61
Total		**51,127,596**	**77,445,971**	**98.77**

Note: *Details as on August 1, 2023, being the date ten days prior to the date of this Draft Red Herring Prospectus.*

c) The details of our Shareholders who held 1% or more of the paid-up Equity Share capital of our

Company one year prior to the date of this Draft Red Herring Prospectus are set forth below:

S. No.	Name of the Shareholder	Number of Equity Shares held	Number of Equity Shares held, on a fully diluted basis	% of the Equity share capital, on a fully diluted basis
1.	India Advantage Fund S4 I	-	1,45,22,253	21.40
2.	Bajrang Bothra	9,766,690	9,766,690	14.39
3.	Sanjay Singhania	9,245,800	9,245,800	13.62
4.	Ajay DD Singhania	9,245,800	9,245,800	13.62
5.	Laxmi Pat Bothra	5,599,569	5,599,569	8.25
6.	Pinky Ajay Singhania	3,646,231	3,646,231	5.37
7.	Preity Singhania	3,646,231	3,646,231	5.37
8.	Nikhil Bothra	3,646,231	3,646,231	5.37
9.	Nitin Bothra	36,46,231	36,46,231	5.37
10.	Rajjat Kumar Bothra	31,25,341	31,25,341	4.60
11.	Dynamic India Fund S4 US I	-	12,62,804	1.86
Total		**5,15,68,124**	**6,73,53,181**	**99.23**

Note: *Details as on August 11, 2022, being the date one year prior to the date of this Draft Red Herring Prospectus.*

d) The details of our Shareholders who held 1% or more of the paid-up Equity Share capital of our Company two years prior to the date of this Draft Red Herring Prospectus are set forth below:

S. No.	Name of the Shareholder	Number of Equity Shares held	Number of Equity Shares held, on a fully diluted basis	% of the Equity share capital, on a fully diluted basis
1.	Ajay DD Singhania	24,086,131	24,086,131	50.00
2.	Bajrang Bothra	12,045,238	12,045,238	25.00
3.	Nikhil Bothra	12,040,892	12,040,892	25.00
Total		**48,172,261**	**48,172,261**	**100.00**

Note: *Details as on August 11, 2021, being the date two years prior to the date of this Draft Red Herring Prospectus.*

10. Except for the (i) allotment of Equity Shares pursuant to the Fresh Issue, (ii) allotment of Equity Shares conversion of Preference Shares, (iii) allotment of specified securities pursuant to the Pre-IPO Placement, and (iv) allotment of Equity Shares pursuant to the exercise of employee stock options under the ESOP Scheme, there will be no further issue of specified securities whether by way of public issue, rights issue, preferential issue, qualified institutions placement, bonus issue or otherwise, until the listing of the Equity Shares on the Stock Exchanges or the refund of application monies.

11. Except for the allotment of Equity Shares pursuant to the (i) Fresh Issue, and (ii) any exercise of employee stock options under the ESOP Scheme, there is no proposal or intention or negotiations or consideration by our Company to alter our capital structure by way of split or consolidation of the denomination of the shares or issue of specified securities on a preferential basis or issue of bonus or rights issue or further public offer of specified securities within a period of six months from the Bid / Offer Opening Date.

12. **ESOP Scheme**

As on the date of this Draft Red Herring Prospectus, except as mentioned below, our Company does not have any active employee stock option plan:

EPACK Employee Stock Option Scheme 2023 ("ESOP Scheme")

Our Company adopted the ESOP Scheme pursuant to resolutions passed by our Board on July 13, 2023, and by our Shareholders on July 29, 2023. The objective of the ESOP Scheme is (i) to create a sense of ownership among employees and incentivise long term focus, (ii) to motivate and retain talent within the organization; and (iii) to reward key employees for their performance. The aggregate number of Equity Shares which may be issued under the ESOP Scheme shall not exceed 2% of the paid-up capital of the Company as on March 31, 2023. The ESOP Scheme is in compliance with the SEBI SBEB & SE Regulations.

In terms of the ESOP Scheme, minimum vesting period is one year and maximum vesting period is four years from the date of grant of options. Subject to certain conditions, the employee can exercise the vested options within the exercise period, which shall commence from the date of vesting and can extend till the end of four years from the date of grant of options.

Set out below are the details of the options granted under the ESOP Scheme as on date:

<table>
<tr><th>Particulars</th><th>Details of the ESOP Scheme</th></tr>
<tr><th></th><th>From April 1, 2023 until the date of this Draft Red Herring Prospectus</th></tr>
<tr><td>Options granted</td><td>983,863</td></tr>
<tr><td>Options exercised</td><td>Nil</td></tr>
<tr><td>Exercise price of the options in (₹)</td><td>152.00</td></tr>
<tr><td>Options vested (including options that have been exercised)</td><td>Nil</td></tr>
<tr><td>Options forfeited/lapsed/cancelled</td><td>Nil</td></tr>
<tr><td>Total number of Equity Shares that would arise as a result of full exercise of options granted (net of forfeited / lapsed / cancelled options)</td><td>983,863</td></tr>
<tr><td>Total number of options outstanding in force</td><td>983,863</td></tr>
<tr><td>Variation in terms of options</td><td>None</td></tr>
<tr><td>Money realized by exercise of options</td><td>Not applicable</td></tr>
<tr><td>Employee wise details of options granted to:</td><td></td></tr>
<tr><td>(i) Key Managerial Personnel and Senior Management</td><td><table><tr><th>Name of employee</th><th>Number of options granted</th></tr><tr><td>Rajesh Kumar Mittal</td><td>188,178</td></tr><tr><td>Esha Gupta</td><td>14,113</td></tr></table></td></tr>
<tr><td>(ii) Any other employee who receives a grant in any one year of options amounting to 5% or more of the options granted during the year</td><td><table><tr><th>Name of employee</th><th>Number of options granted in Fiscal 2024</th></tr><tr><td>Rajesh Kumar Mittal</td><td>188,178</td></tr><tr><td>Mohammad Lateef Choudhary</td><td>188,178</td></tr></table></td></tr>
<tr><td>(iii) Identified employees who were granted options during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant</td><td>None</td></tr>
<tr><td>Diluted earnings per share on a pre-Offer basis pursuant to the issue of Equity Shares on exercise of options calculated in accordance with IND AS 33 ‘Earnings Per Share’</td><td>Not applicable, since grants have been made in the current financial year.</td></tr>
<tr><td>Difference between employee compensation cost calculated using the intrinsic value of stock options and the employee compensation cost that shall have been recognised if the Company had used fair value of options and impact of this difference on profits and EPS of the Company</td><td>Not applicable, since no financial statements have been prepared since the date of grant.</td></tr>
</table>

<table>
<tr><th>Particulars</th><th>Details of the ESOP Scheme</th></tr>
<tr><th></th><th>From April 1, 2023 until the date of this Draft Red Herring Prospectus</th></tr>
<tr><td>Description of the pricing formula and the method and significant assumptions used to estimate the fair value of options granted during the year including, weighted average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends, and the price of the underlying share in the market at the time of grant of option</td><td>Black-Scholes Formula
<table>
<tr><th>Particulars</th><th>Tranche 1</th><th>Tranche 2</th><th>Tranche 3</th><th>Tranche 4</th></tr>
<tr><td>Valuation date / Grant date</td><td>August 1, 2023</td><td>August 1, 2023</td><td>August 1, 2023</td><td>August 1, 2023</td></tr>
<tr><td>Volatility(s)</td><td>38.23%</td><td>38.23%</td><td>38.23%</td><td>38.23%</td></tr>
<tr><td>Risk-free Rate</td><td>7.16%</td><td>7.16%</td><td>7.16%</td><td>7.16%</td></tr>
<tr><td>Time to expiration (T)</td><td>4.50</td><td>5.00</td><td>5.50</td><td>6.00</td></tr>
</table></td></tr>
<tr><td>Impact on the profits and on the Earnings Per Share of the last three years if the accounting policies specified in the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 had been followed, in respect of options granted in the last three years</td><td>Not applicable</td></tr>
<tr><td>Intention of Key Managerial Personnel, Senior Management and whole-time Directors who are holders of Equity Shares allotted on exercise of options to sell their shares within three months after the listing of Equity Shares pursuant to the Offer</td><td>No options exercised, hence not applicable</td></tr>
<tr><td>Intention to sell Equity Shares arising out of the ESOP Scheme within three months after the listing of Equity Shares by Directors, Key Managerial Personnel, Senior Management and employees having Equity Shares arising out of the ESOP Scheme amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions)</td><td>No options exercised, hence not applicable</td></tr>
</table>

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

14. Except for our Promoters, who are also the Promoter Selling Shareholders, and the Promoter Group Selling Shareholders, none of the members of our Promoter Group will participate in the Offer.

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

16. Except for (i) the options granted pursuant to the ESOP Scheme, and (ii) the Preference Shares issued by our Company, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments into, or which would entitle any person any option to receive Equity Shares of our Company, as on the date of this Draft Red Herring Prospectus.

17. All transactions in specified securities of our Company by our Promoters and members of our Promoter Group between the date of filing of this Draft Red Herring Prospectus and the date of closing of the Offer shall be reported to the Stock Exchanges within 24 hours of such transactions.

18. The Promoters and members of our Promoter Group will not receive any proceeds from the Offer, except to the extent of their participation as Selling Shareholders in the Offer for Sale.

19. At any given time, there shall be only one denomination of the Equity Shares of our Company, unless otherwise permitted by law.

20. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

21. Our Company, the Selling Shareholders, the Promoters, the Directors and the BRLMs have not entered into buy-back arrangements and / or any other similar arrangements for the purchase of Equity Shares being offered through the Offer.

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

23. Except for the Preference Shares held by India Advantage Fund S4 I, which is an associate of ICICI Securities Limited, none of the Book Running Lead Managers or their associates hold any shares of our Company as on the date of filing of this Draft Red Herring Prospectus. Accordingly, in compliance with proviso to regulation 21A (1) and explanation (iii) to regulation 21A (1) of the SEBI (Merchant Bankers) Regulations, 1992, ICICI Securities Limited would be involved only in the marketing of the Offer.

OBJECTS OF THE OFFER

The Offer comprises the Fresh Issue by our Company and the Offer for Sale by the Selling Shareholders. For further details, see *"The Offer"* and *"Summary of the Offer Document – The Offer"* on pages 72 and 26 respectively.

Offer for Sale

Each of the Selling Shareholders will be entitled to their respective portion of the proceeds of the Offer for Sale, after deducting their respective portion of the Offer-related expenses and relevant taxes thereon. For details about the Offer-related expenses, see *"– Offer Expenses"* on page 115. Our Company will not receive any proceeds from the Offer for Sale by the Selling Shareholders and the proceeds from the Offer for Sale will not form part of the Net Proceeds.

Fresh Issue

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

1. Funding capital expenditure for the expansion / setting up of manufacturing facilities;

2. Repayment and / or prepayment, in part or in full, of certain outstanding loans of our Company;

3. General corporate purposes.

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

The main objects and objects incidental and ancillary to the main objects, as set out in our Memorandum of Association, enable our Company to undertake our existing business activities and the activities for which funds are being raised by us through the Fresh Issue. In addition, our Company expects to receive the benefits of listing of Equity Shares on the Stock Exchanges including enhancing our visibility and our brand image among our existing and potential customers and creating a public market for our Equity Shares in India.

Net Proceeds

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

(in ₹ million)

Particulars		Amount
Gross Proceeds from the Fresh Issue		Up to 4,000.00
Less:	Estimated Offer related expenses in relation to the Fresh Issue to be borne by our Company	[●]*
Net Proceeds		**[●]***

** To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.*

Utilization of Net Proceeds and Schedule of Implementation and Deployment

The Net Proceeds are proposed to be deployed in accordance with the schedule set forth below:

(₹ in million)

Particulars	Amount which will be financed from Net Proceeds	Estimated deployment of Net Proceeds		
		Fiscal 2024	Fiscal 2025	Fiscal 2026
Funding capital expenditure for the expansion / setting up of manufacturing facilities	2,300.00	269.23	1,566.25	464.52
Repayment and / or prepayment, in part or in full, of certain outstanding loans of our Company	800.00	800.00	-	-
General corporate purposes(1)(2)	[●]	[●]	[●]	[●]
Total(1)	[●]	[●]	[●]	[●]

(1) To be finalised upon determination of Offer Price and updated in the Prospectus prior to filing with the RoC.

(2) The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds. Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement aggregating up to ₹ 800.00 million prior to filing the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the size of the Fresh Issue will be reduced to the extent of such Pre-IPO Placement, subject to

the Offer complying with Rule 19(2)(b) of the SCRR. Upon allotment of specified securities issued pursuant to the Pre-IPO Placement and after compliance with requirements prescribed under the Companies Act, our Company shall utilise the proceeds from such Pre-IPO Placement towards one or more of the Objects.

The fund requirement, the deployment of funds and the intended use of the Net Proceeds indicated above is based on (i) the current management estimates, current circumstances of our business plan and the prevailing market conditions, which may be subject to change, and (ii) the Project Report. The deployment of funds described herein has not been appraised by any bank or financial institution or any other independent agency. See "*Risk Factors – Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been independently appraised by a bank or a financial institution, and may be subject to change based on various factors, some of which are beyond our control. Further, any variation in the utilization of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval*" on page 58. We may have to revise our funding requirements and deployment on account of a variety of factors, including our financial condition, business and growth strategy and certain external factors such as market conditions, the regulatory climate, interest or exchange rate fluctuations and other similar factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure, implementation schedule and funding requirements, at the discretion of our management, subject to compliance with applicable laws. Subject to applicable law, if the actual utilisation towards any of the Objects is lower than the proposed deployment, such balance will be used for funding other existing Objects or towards general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the Gross Proceeds in accordance with Regulation 7(2) of the SEBI ICDR Regulations. In case of a shortfall in raising requisite capital from the Net Proceeds, business considerations may require us to explore a range of options including utilising our internal accruals and seeking additional debt from existing and future lenders. To the extent our Company is unable to utilise any portion of the Net Proceeds towards the aforementioned Objects per the estimated scheduled of deployment specified above, our Company shall deploy the Net Proceeds in subsequent Fiscals towards the aforementioned Objects. Further, our Company may decide to accelerate the estimated Objects ahead of the schedule specified above.

Details of the Objects

The details in relation to Objects are set forth herein below:

1. FUNDING CAPITAL EXPENDITURE FOR THE EXPANSION / SETTING UP OF MANUFACTURING FACILITIES

a) Funding capital expenditure requirements for setting up of a manufacturing facility in Bhiwadi, Rajasthan

Our Company intends to set up a new manufacturing facility in Bhiwadi, Rajasthan in the manner set out below:

Land and utilities

The land on which the manufacturing facility is proposed to be set up is located at SP1 201, EMC Zone, Salarpur Industrial Area, Bhiwadi, Rajasthan, which has been allotted to us on a leasehold basis by the Rajasthan State Industrial Development and Investment Corporation *vide* allotment letter dated May 19, 2023 for a period of 99 years. Since the proposed location is situated in closed proximity to our existing plant at Bhiwadi, Rajasthan this will facilitate easy access to, and the personal involvement of our senior management at the Bhiwadi Manufacturing Facility, thus ensuring faster and smoother execution of our projects. Our power and water requirements will be met through the supply provided by Rajasthan State Industrial Development and Investment Corporation and Jaipur Vidyut Vitran Nigam Limited, respectively.

Estimated cost

The total estimated cost for the proposed project, which is proposed to be deployed is approximately ₹ 1,425.25 million, as certified by Kayron Technologies (OPC) Pvt. Ltd, pursuant to the Project Report, which is proposed to be funded from the Net Proceeds and our internal accruals. The fund requirements, the deployment of funds and the intended use of the Net Proceeds, for the proposed project, as described herein are based on our current business plan, management estimates, current and valid quotations from suppliers or purchase orders issued to suppliers / vendors, and other commercial and technical factors.

However, such total estimated cost and related fund requirements have not been appraised by any bank or financial institution. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, business and strategy, competition and interest or exchange rate fluctuations and other external factors, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management.

Break-up of the estimated cost

A detailed break-up of the estimated costs towards the proposed project is set forth below:

(a) Land and building

Our Company has been allotted the land situated at SP1 201, EMC Zone, Salarpur Industrial Area, Bhiwadi, Rajasthan on a leasehold basis by the Rajasthan State Industrial Development and Investment Corporation *vide* allotment letter dated May 19, 2023for a period of 99 years. In this regard, our Company has already made an initial payment of ₹ 110.00 million towards this allotment, and are required to make an aggregate payment of ₹ 324.25 million, which is proposed to be funded from the Net Proceeds and our internal accruals.

In addition, set out below is the estimated costs of the construction of the building for the proposed manufacturing facility:

S. No.	Description	Vendor	Quotation Date	Quotation Validity	Unit of measure	Quantity	Area	Cost / SQM (₹)	Amount (₹ in million)
1.	Civil work of building	Beniwal Associates Pvt. Ltd.	June 7, 2023	March 31, 2024	SQM	2	11,519	6,500	149.75
2.	PEB shed of building				SQM	2	11,519	5,000	115.19
3.	PEB steel mezzanine				SQM	2	6,785	5,500	74.64
4.	Road work of building				SQM	1	8,850	2,500	22.13
5.	Boundary wall work				RQM	1	578	14,500	8.38
6.	UG. Tank				Ltr	1	3,00,000	25	7.50
7.	Rwh pit				Each	10	1	5,00,000	5.00
8.	Guard/ meter/ waiting room ex. All rooms				SQM	1	500	30,000	15.00
9.	Project consultancy fee				SQM	2	11,519	250	5.76
								Total (A)	**403.34**
10.	Electrical work	Beniwal Associates Pvt. Ltd.	June 7, 2023	March 31, 2024	-	-	-	-	31.79
11.	Plumbing work				-	-	-	-	21.20
								Total (B)	**52.99**
								Total (A + B)	**456.32**
								Grand total after 18% GST	**538.46**

Note: Electrical work cost is amounting to 12% of sum of serial number 1 & 2 of the table mentioned above.
Plumbing work cost is amounting to 8% of sum of serial number 1 & 2 of the table mentioned above.
SQM = square meters, Ltr = liters, RQM = running meter.

(b) Sub shops

There are various sub-processes which are involved in the manufacturing of components of RACs and SDAs. These components are manufactured in separate sub shops through a series of operations before they are transferred to the main assembly line for the assembly related processes. These sub shops require specialized machines to convert the raw material into the component which is fit to be assembled in the final product. In each shop, the relevant components are manufactured, inspected, and stored till the time it is needed on the main assembly line. The estimated cost of the equipment of each sub-shop proposed to be set up as part of this project are set out below:

S. No.	Description	Cost per unit (in ₹ unless otherwise specified)	Cost per unit (₹ in million)	Quantity	Amount excluding GST (₹ in million)	Amount including GST (₹ in million)*	Name of the vendor	Date of quotation	Validity from the date of quotation	Country of vendor
A. Sheet Metal Shop										
1.	Tandem Line	1,130,000 USD**	92.94	1	92.94	92.94	Yangzhou Metalforming Machine Tool Co., Ltd	July 20, 2023	Till January 30, 2024	China
2.	JH21-160	57,000 USD**	4.69	1	4.69	4.69				
3.	JH21-110	42,000 USD**	3.45	2	6.91	6.91				
4.	JH21-60	29,000 USD**	2.39	3	7.16	7.16				
5.	JH21-45	25,000 USD**	2.06	2	4.11	4.11				
6.	Conveyorized spray pre-treatment line with powder coating line*	40,660,000 (including erection & commissioning cost of 2,660,000)	40.66	1	40.66	47.98	KSW India Pvt Ltd.	July 21, 2023	9 months	India
B. Copper Tubing										
1.	CNC tube Bending machine	16,500 USD**	1.36	3	4.07	4.07	Zhongshan CLG Automation Equipment Co. Ltd	June 28, 2023	January 2024	China
2.	claw, clamping, bending, leading & mandrel.	500 USD**	0.04	1	0.04	0.04				
3.	End Closing machine	8,000 USD**	0.66	1	0.66	0.66				
4.	Extra tooling for the above machine	400 USD**	0.03	1	0.03	0.03				
5.	Collaring machine	7,800 USD**	0.64	1	0.64	0.64				
C. Heat Exchanger										
1.	Fin Press Line	320,000 USD**	26.32	1	26.32	26.32	Yangzhou Metalforming Machine Tool Co., Ltd	July 20, 2023	Till January 30, 2024	China
2.	Fin die ø5x66Rowsx4progression (11.52mmx19.5mm)	390,000 USD**	32.08	1	32.08	32.08	YHM (WUXI) Foreign Trade Co., Ltd.	July 20, 2023	January 2024	China
3.	5mm & 7mm Shrinkless vertical expander- 4 station	330,000 USD**	27.14	1	27.14	27.14				China
4.	Vacuum Leak Test system (ø5) with spare parts (ø5) and wooden box packing	50,000 USD**	4.11	1	4.11	4.11	Woosung Vacuum Technology Co., Ltd.	July 19, 2023	75 Days	Korea
				Total	**251.56**	**258.88**				

* *The quotations for certain equipment are in foreign currency such as USD and the conversion rate as of July 31, 2023: USD 1.00 = ₹82.2481 (Source: www.rbi.org.in).*

** *The total estimated cost for domestic equipment includes GST and for imported items GST and custom duty has not been considered as Company can avail exemption benefits under bonded warehouse scheme.*

(c) Assembly line

The assembly line is the final location where all the components manufactured in sub shops are assembled along with the bought-out parts into a finished product. As per the specific product model, the components from each sub shops and bought-out items are placed on their respective location on the assembly line. On the assembly line, the operators perform the assembly operations which involves use of tools, jig, machines etc.

Further, for the assembly process, material handling equipment are also needed not only for assembly lines, but also in the sub shops. The RAC and SDA production also involves use of compressed air, water, electricity etc. To perform the manufacturing activities in the plant, various utility equipment like air compressors, generators, water pumps, cooling towers etc. are also needed. These utility equipment are located centrally from where it supplies the air, water, electricity etc. to the facility. The estimated cost of the equipment of these aspects proposed to be set up as part of this project are set out below:

S. No.	Description	Cost per unit (in ₹ unless otherwise specified)	Cost per unit (in)	Cost per unit (in ₹ million)	Quantity	Amount excluding GST (₹ in million)	Amount including GST in ₹ million)*	Name of the vendor	Date of quotation	Validity from the date of quotation	Country of vendor
A. Assembly line											
1.	WAC production equipment	1,868,201 USD#	153,655,982.67	153.66	1	153.66		Guangzhou Kinte Electric Industrial Co., Ltd	July 27, 2023	March 2024	China
B. Material Handling Equipment											
1.	Om brand hand pallet truck	25,725	25,725.00	0.03	10	0.26	0.30	The Mithra Agencies	July 19, 2023	9 months	India
2.	Trolleys for AC parts Material SS 202	25,000	25,000.00	0.03	350	8.75	10.33	Tushar Engineering Works	July 17, 2023	March 31, 2024	India
3.	Plastic crate jumbo 650x450x315mm fully closed blue colour weight 3 Kgs (+-2-5%)	555	555.00	0.001	400	0.22	0.26	Usha Traders	July 18, 2023	10 months	India
4.	Plastic crate jumbo 650x450x315mm fully closed blue colour weight 3.4 Kgs (+-2-5%)	629	629.00	0.001	400	0.25	0.30	Usha Traders	July 18, 2023	10 months	India
5.	Plastic Pallets 1000x1200x135mm injection molding four way entry tupe pallet plain top pallet weight 13 Kgs (+- 2-4%)	1,680	1,680.00	0.002	2000	3.36	3.96	Usha Traders	July 18, 2023	10 months	India
6.	Hydraulic Dock leveller	260,000	260,000.00	0.26	5	1.30	1.53	Launcher Material Handling Industries	July 15, 2023	9 months	India
7.	Storage racks with material	50,000	50,000.00	0.05	66	3.30	3.89	Tushar Engineering Works	July 20, 2023	9 months	India
8.	Material handling conveyors	1,000,000	1,000,000.00	1.00	1	1.00	1.18	Elcat India Pvt. Ltd.	July 15, 2023	9 months	India
9.	1.5T electric stacker VLST VVE 15	691,845	691,845.00	0.69	1	0.69	0.82	The Mithra Agencies	July 19, 2023	9 months	India
10.	2 Ton Electrical Fork Lift Truck EVX 20 HVT2125 AC/AC with battery charger	1,135,000	1,135,000.00	1.14	2	2.27	2.68	The Mithra Agencies	July 19, 2023	9 months	India
C. Utilities											
1.	Air pipe Line works	5,000,000	5,000,000.00	5.00	1	5.00	5.90	Elcat India Pvt. Ltd.	July 15, 2023	9 months	India
2.	Distribution Boards	196,340	196,340.00	0.20	1	0.20	0.23	Sadafal Engineers	July 1, 2023	9 months	India
3.	VCB Panel	1,000,000	1,000,000.00	1.00	1	1.00	1.18	Sadafal Engineers	July 24, 2023	9 months	India
4.	Four Pole Yard	3,000,000	3,000,000.00	3.00	1	3.00	3.54	Sadafal Engineers	July 24, 2023	9 months	India
5.	Cable & cable trays	17,406,964.60	17,406,964.60	17.41	1	17.41	20.54	Sadafal Engineers	July 1, 2023	9 months	India

S. No.	Description	Cost per unit (in ₹ unless otherwise specified)	Cost per unit (in)	Cost per unit (in ₹ million)	Quantity	Amount excluding GST (₹ in million)	Amount including GST in ₹ million)*	Name of the vendor	Date of quotation	Validity from the date of quotation	Country of vendor
6.	Cooling Tower works	4,800,000	4,800,000.00	4.80	1	4.80	5.66	Elcat India Pvt. Ltd.	July 15, 2023	9 months	India
7.	Gas pipe line Works	8,000,000	8,000,000.00	8.00	1	8.00	9.44	Elcat India Pvt. Ltd.	July 15, 2023	9 months	India
8.	MS Fabrication works	105	105.00	0.0001	50000	5.25	6.20	Elcat India Pvt. Ltd.	July 15, 2023	9 months	India
9.	Earthing	1,504,150	1,504,150.00	1.50	1	1.50	1.77	Sadafal Engineers	July 1, 2023	9 months	India
10.	Solar Plant 500 KW	20,000,000	20,000,000.00	20.00	1	20.00	23.60	Sadafal Engineers	July 24, 2023	9 months	India
11.	DG Stack works**	4,205,974	4,205,974.00	3.00	1	3.00	3.54	Elcat India Pvt. Ltd.	July 15, 2023	9 months	India
12.	CCTV / IT / Camera work	3,000,000	3,000,000	3.00	1	3.00	3.54	Sadafal Engineers	July 24, 2023	9 months	India
13.	Supply, installation, testing & commissioning of pole & external lighting fixture	1,233,730	1,233,730.00	1.23	1	1.23	1.46	Sadafal Engineers	July 1, 2023	9 months	India
14.	Supply, receiving & fixing of light fixtures	7,266,930	7,266,930.00	7.27	1	7.27	8.57	Sadafal Engineers	July 1, 2023	9 months	India
15.	Lightning protection system	2,653,252	2,653,252.00	2.65	1	2.65	3.13	Sadafal Engineers	July 1, 2023	9 months	India
16.	LT Panels	22,411,330	22,411,330.00	22.41	1	22.41	26.45	Sadafal Engineers	July 1, 2023	9 months	India
					Total	**280.78**	**303.66**				

[*] The quotations for certain equipment are in foreign currency such as USD and the conversion rate as of July 31, 2023: USD 1.00 = INR 82.2481 (Source: www.rbi.org.in).
[**] The total estimated cost for domestic equipment includes GST and for imported items GST and custom duty has not been considered as Company can avail exemption benefits under bonded warehouse scheme.

Schedule of deployment of funds

The Net Proceeds are currently expected to be deployed for this project, in accordance with the estimated schedule set forth below:

(₹ in million)

Amount proposed to be deployed	Estimated Utilization Schedule		
	Fiscal 2024	Fiscal 2025	Fiscal 2026
1,102.43	269.23	671.76	161.44

b) Funding capital expenditure requirements for setting up of a manufacturing facility in Sri City, Andhra Pradesh

Our Company intends to set up a new manufacturing facility in Sri City, Andhra Pradesh in the manner set out below:

Land and utilities

The land on which the manufacturing facility is proposed to be set up is located at Electronics Manufacturing Cluster, EMC Road, 850, EMC-1st Avenue, Sri City, Cherivi, Sathyavedu Mandal, Sri City, Chittoor, Andhra Pradesh – 517 646, which is held by us on a leasehold basis for 99 years, pursuant to lease deed dated February 22, 2022 entered into with Sri City Private Limited. This location will help us cater to the demand of the south Indian market. In addition, the proximity to ports will help us cater to any global demand of our products. Our power and water requirements will be met through the supply provided by the state government and related industrial authorities.

Estimated cost

The total estimated cost for the proposed project, which is proposed to be deployed is approximately ₹ 1,062.59 million, as certified by Kayron Technologies (OPC) Pvt. Ltd, pursuant to the Project Report, and which is proposed to be funded from the Net Proceeds and our internal accruals. The fund requirements, the deployment of funds and the intended use of the Net Proceeds, for the proposed project, as described herein are based on our current business plan, management estimates, current and valid quotations from suppliers or purchase orders issued to suppliers / vendors, and other commercial and technical factors. However, such total estimated cost and related fund requirements have not been appraised by any bank or financial institution. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, business and strategy, competition and interest or exchange rate fluctuations and other external factors, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management.

Break-up of the estimated cost

A detailed break-up of the estimated costs towards the proposed project is set forth below:

(a) Building

Set out below is the estimated costs of the construction of the building for the proposed manufacturing facility:

S. No.	Vendor	Quotation date	Quotation validity	Description	Unit	Quantity	Rate (₹)	Amount (₹ in million)
A	**Main Building Works**							
1.	Kachroo Design Consultants (P) Ltd.	August 2, 2023	Till March 31, 2024	**G.F Area – 15,700.30 Sqm. Mezzanine floor area – 6,801.70Sqm Total Area – 22,502.00 Sqm** Construction of civil structure main PEB shed including earthwork, antitermite, concrete work, foam work, reinforcement steel works, fixing and grouting of anchor bolts, flooring, masonary, plastering, painting & plinth protection works complete as per specification	SQM	22,502.00	6,500.00	146.26
2.				Supply and erection of structure steel works & sheeting works for PEB ground floor building & supply of anchors bolts as per specifications per drawing including provision of beams for two additional floors.	SQM	15,700.30	4,550.00	71.44
3.				Supply and erection of structure steel works & sheeting works for mezzanine floor building & supply of anchors bolts as per specifications. per drawing including provision of beams for two additional floors.	SQM	6,801.70	2,000.00	13.60
							Sub Total (A)	**231.30**
B	**SERVICES**							
1.	Kachroo Design Consultants (P) Ltd.	August 2, 2023	Till March 31, 2024	Plumbing & sanitary works	SQM	22,502.00	550.00	12.38
2.				Internal & external lighting .	SQM	22,502.00	1,375.00	30.94
3.				HVAC works	SQM	22,502.00	1,225.00	27.56
4.				Automation, CCTV & Access Control	SQM	22,502.00	610.00	13.73
5.				Fire Suppression & Detection System	SQM	22,502.00	1,325.00	29.82
6.				Machine Utilities	SQM	22,502.00	2,750.00	61.88
							Sub Total (B)	**176.30**
							Total (A+B)	**407.61**
C.	**Consulting Charges & Misc.**							

S. No.	Vendor	Quotation date	Quotation validity	Description	Unit	Quantity	Rate (₹)	Amount (₹ in million)
1.	Kachroo Design Consultants (P) Ltd.	August 2, 2023	Till March 31, 2024	Architect & PMC consultation fee @ 3 %				12.23
2.				Unforeseen/Contingencies @ 5 %				20.38
							Sub Total (C)	**32.61**
							Gross Total Amount (A+B+C)	**440.21**
							Grand Total after 18% GST	**519.20**

Note: SQM – square meters

(b) Sub shops

There are various sub-processes which are involved in the manufacturing of components of RACs and SDAs. These components are manufactured in separate sub shops through a series of operations before they are transferred to the main assembly line for the assembly related processes. These sub shops require specialized machines to convert the raw material into the component which is fit to be assembled in the final product. In each shop, the relevant components are manufactured, inspected, and stored till the time it is needed on the main assembly line. The estimated cost of the equipment of each sub-shop proposed to be set up as part of this project are set out below:

S. No.	Description	Cost per unit (in ₹ unless otherwise specified)	Cost per unit (₹ in million)	Quantity	Amount Excluding GST (₹ in million)	Amount Including GST (₹ in million)*	Name of the vendor	Date of quotation	Validity from the date of quotation	Country of vendor
A. Sheet Metal Shop										
1.	JH21-160	57,000 USD**	4.69	3	14.06	14.06	Yangzhou Metalforming Machine Tool Co., Ltd	July 20, 2023	Till January 30, 2024	China
2.	JH21-60	29,000 USD**	2.39	7	16.70	16.70				
3.	200 mm Servo Feeder Line	11,500 USD**	0.95	1	0.95	0.95			9 months	
4.	400 mm Servo Feeder Line	13,850 USD**	1.14	1	1.14	1.14				
B. Copper Tubing										
1.	2+2 chipless straightening & cutting Machine	18,500 USD**	1.52	1	1.52	1.52	Zhongshan CLG Automation Equipment Co. Ltd	June 28, 2023	Till January 2024	China
2.	Extra tooling for the above cutting machine	1500 USD**	0.12	1	0.12	0.12				
3.	Collaring machine	7,800 USD**	0.64	1	0.64	0.64				
4.	U pipe chipless bending, ring insertion integrated machine	80,000 USD**	6.58	2	13.16	13.16				
C. Controller										
1.	FUJI SMT Line & Accessory Equipments	601,231.5 USD**	49.45	2	98.90	116.70	Nmtronics (India) Pvt. Ltd.	June 20, 2023	180 days	India
D. Heat Exchanger										
1.	Hair Pin Bender 5mm TBLU5-8/1200-M2QP	104,000 USD**	8.55	1	8.55	8.55	YHM (WUXI) Foreign Trade Co., Ltd.	July 20, 2023	Till January 2024	China
2.	Fin Press Line	320,000 USD**	26.32	1	26.32	26.32	Yangzhou	July 20,	Till	China

S. No.	Description	Cost per unit (in ₹ unless otherwise specified)	Cost per unit (₹ in million)	Quantity	Amount Excluding GST (₹ in million)	Amount Including GST (₹ in million)*	Name of the vendor	Date of quotation	Validity from the date of quotation	Country of vendor
							Metalforming Machine Tool Co., Ltd	2023	January 30, 2024	
3.	Fin die ø5x66Rowsx4 progression (11.52mmx19.5mm)	390,000 USD**	32.08	1	32.08	32.08	YHM (WUXI) Foreign Trade Co., Ltd.	July 20, 2023	Till January 2024	China
4.	5mm & 7mm Shrinkless vertical expander- 4 station	330,000 USD**	27.14	1	27.14	27.14	YHM (WUXI) Foreign Trade Co., Ltd.			China
5.	Vacuum Leak Test system (ø5) with spare parts (ø5) and wooden box packing	50,000 USD**	4.11	1	4.11	4.11	Woosung Vacuum Technology Co., Ltd.	July 19, 2023	75 days	Korea
E. Plastic Moulding Machines										
1.	JM1000-MK6	149,000 USD**	12.25	2	24.51	24.51	Chen Hsong Machinery Co., Ltd	July 3, 2023	Till January 31, 2024	China
2.	JM488-MK6.6/A	65,750 USD**	5.41	4	21.63	21.63				
3.	JM268-MK6.6/A	35,750 USD**	2.94	12	35.28	35.28				
4.	JM208-MK6.6/A	26,250 USD**	2.16	2	4.32	4.32				
5.	JM168-MK6.6/A	22,500 USD**	1.85	5	9.25	9.25				
6.	UNBS-1800SW-2R	15,302 USD**	1.26	2	2.52	2.52	Hi-More Robot Co., Ltd***	July 3, 2023	Till January 31, 2024	Taiwan
7.	UNBS-1500SW-2R	14,635 USD**	1.20	4	4.81	4.81				
8.	UTS-1100TW-2R	7,843 USD**	0.65	11	7.10	7.10				
9.	UTS-850TW	6,241 USD**	0.51	45	23.10	23.10				
10.	UXF-150	1,669 USD**	0.14	20	2.75	2.75				
11.	5 Ton capacity single girder E.O.T. crane	1,010,000 (includes erection & commissioning cost of 100,000)	1.01	2	2.02	2.38	Pull-Mac Cranes India Pvt. Limited	June 20, 2023	9 months	India
12.	Printing line conveyor setup	1,000,000	1.00	1	1.00	1.18	PARAM Engineering Works	June 20, 2023	9 months	India
13.	CCS (Central Conveying System)	33,805,000	33.81	1	33.81	39.89	Prasad Koch-Technik Pvt. Ltd.	July 19, 2023	9 months	India
14.	GWK water cooled compact water chiller Model WECO101W (36TR) with eco friendly R134a refrigerant gas central design for inside installation	1,895,000	1.90	2	3.79	4.47	Prasad GWK Cooltech Pvt. Ltd.	July 19, 2023	9 months	India

S. No.	Description	Cost per unit (in ₹ unless otherwise specified)	Cost per unit (₹ in million)	Quantity	Amount Excluding GST (₹ in million)	Amount Including GST (₹ in million)*	Name of the vendor	Date of quotation	Validity from the date of quotation	Country of vendor
	with plastic disc type filter & auto PRV bypass system									
F. Plastic Moulding Tools										
1.	Mold temperature controllers	265,500	0.27	7	1.86	2.19	Prasad GWK Cooltech Pvt. Ltd.	July 29, 2023	9 months	India
2.	HRTC controller (20 zone Yudo)	7,400 USD**	0.61	6	3.65	3.65	Hongkong Qihang Technology Co., Limited	July 19, 2023	Till March 2024	China
3.	HRTC controller (14 zone Yudo)	5,200 USD**	0.43	4	1.71	1.71				
4.	YUDO Sequential injection Timer	3,600 USD**	0.30	8	2.37	2.37				
				Total	**430.87**	**456.32**				

** The quotations for certain equipment are in foreign currency such as USD and the conversion rate as of July 31, 2023: USD 1.00 = ₹ 82.2481 (Source: www.rbi.org.in).*
*** The total estimated cost for domestic equipment includes GST and for imported items GST and custom duty has not been considered as Company can avail exemption benefits under bonded warehouse scheme.*
**** Hi-More Robot Co., Ltd: Freight charges if any will be funded through internal accruals.*

(c) Assembly line

The assembly line is the final location where all the components manufactured in sub shops are assembled along with the bought-out parts into a finished product. As per the specific product model, the components from each sub shops and bought-out items are placed on their respective location on the assembly line. On the assembly line, the operators perform the assembly operations which involves use of tools, jig, machines etc.

Further, for the assembly process, material handling equipment are also needed not only for assembly lines, but also in the sub shops. The RAC and SDA production also involves use of compressed air, water, electricity etc. To perform the manufacturing activities in the plant, various utility equipment like air compressors, generators, water pumps, cooling towers etc. are also needed. These utility equipment are located centrally from where it supplies the air, water, electricity etc. to the facility. The estimated cost of the equipment of these aspects proposed to be set up as part of this project are set out below:

S. No.	Description	Cost per unit (in ₹ unless otherwise specified)	Cost per unit (in Millions INR)	Qty	Amount Excluding GST (₹ in million)	Amount Including GST (₹ in million)*	Name of the vendor	Date of quotation	Validity from the date of quotation	Country of vendor
A. Assembly line										
1.	Nutri Blender	179,200 USD**	14.74	1	14.74	14.74	Hongkong Qihang Technology Co., Limited	July 19, 2023	Till March 2024	China
2.	500W Mixer	146,000 USD**	12.01	2	24.02	24.02	Hongkong Qihang Technology Co., Limited	July 19, 2023	Till March 2024	China
3.	Motor Line	35,745,000	35.75	1	35.75	42.18	Omme Electromech Pvt. Ltd.	July 21, 2023	Till March 2024	India
B. Utilities										
1.	Air pipe	5,000,000	5.00	1	5.00	5.90	Elcat India	July 15,	9 months	India

S. No.	Description	Cost per unit (in ₹ unless otherwise specified)	Cost per unit (in Millions INR)	Qty	Amount Excluding GST (₹ in million)	Amount Including GST (₹ in million)*	Name of the vendor	Date of quotation	Validity from the date of quotation	Country of vendor
	Line works						Pvt. Ltd.	2023		
2.	Distribution Boards	196,340	0.20	1	0.20	0.23	Sadafal Engineers	July 1, 2023	9 months	India
				Total	**79.70**	**87.07**				

** The quotations for certain equipment are in foreign currency such as USD and the conversion rate as of July 31, 2023: USD 1.00 = INR 82.2481 (Source: www.rbi.org.in).*
*** The total estimated cost for domestic equipment includes GST and for imported items GST and custom duty has not been considered as Company can avail exemption benefits under bonded warehouse scheme.*

Schedule of deployment of funds

The Net Proceeds are currently expected to be deployed for this project, in accordance with the estimated schedule set forth below:

(₹ in million)

Amount proposed to be deployed	Estimated Utilization Schedule	
	Fiscal 2025	Fiscal 2026
1,057.93	894.49	163.44

Schedule of implementation

Set out below is the proposed timeline and schedule for the projects mentioned above:

Activity	Proposed implementation timeline and schedule
Architect appointment	December 2023
Factory design	January 2024 to March, 2024
Civil construction	March 2024 to November, 2024
PEB construction	July 2024 to October, 2024
Utilities	April 2024 to October, 2024
Machineries ordering and receiving	July 2024 to December 2025
Machine installations	February 2025 to January 2026
Machine trials and commissioning	March 2025 to February 2026
Commercial production and trials	February 2026 to March 2026

In addition to the above, we also propose to purchase the following equipment for the Bhiwadi Manufacturing Facility in Fiscal 2026, which is proposed to be funded from the Net Proceeds and our internal accruals:

S. No.	Description	Cost per unit (in ₹ unless otherwise specified)	Cost per unit (₹ in million)	Quantity	Amount excluding GST (₹ in million)	Amount including GST (₹ in million)*	Name of the vendor	Date of quotation	Validity from the date of quotation	Country of vendor
1.	IDU 12K Project plastic moulds	836,800 USD**	68.83	1	68.83	68.83	Hongkong Qihang Technology Co., Limited	July 19, 2023	Till March 2024	China
2.	IDU 18K Project plastic moulds	861,000 USD**	70.82	1	70.82	70.82				
				Total	**139.64**	**139.64**				

** The quotations for certain equipment are in foreign currency such as USD and the conversion rate as of July 31, 2023: USD 1.00 = INR 82.2481 (Source: www.rbi.org.in).*
*** The total estimated cost for domestic equipment includes GST and for imported items GST and custom duty has not been considered as Company can avail exemption benefits under bonded warehouse scheme.*

2. REPAYMENT AND / OR PREPAYMENT, IN PART OR IN FULL, OF CERTAIN OUTSTANDING LOANS OF OUR COMPANY

Our Company has entered into various financing arrangements with banks and financial institutions, including borrowings in the form of term loans, cash credit facilities and working capital loans, among others. As at June 30, 2023, our total outstanding borrowings amounted to ₹ 4,414.13 million, on a consolidated basis. For further details, see *"Financial Indebtedness"* on page 346. Our Company proposes to utilize an aggregate amount of ₹ 800.00 million from the Net Proceeds towards repayment and / or prepayment, in part or in full, of certain outstanding loans of our Company. Payment of interest, prepayment penalty or premium, if any, and other related costs may be made by us out of the Net Proceeds. The repayment / prepayment of certain loans by utilizing the Net Proceeds will help reduce our outstanding indebtedness. Further, we believe that it will reduce our debt-servicing costs and improve our debt equity ratio and enable utilization of internal accruals for further investment in our business growth and expansion.

Given the nature of these borrowings and the terms of repayment or prepayment, the aggregate outstanding amounts under these borrowings may vary from time to time and, in accordance with the relevant repayment schedule, our Company has repaid, and may in the future, repay or refinance some of the borrowings set out below, prior to Allotment or avail additional credit facilities. If at the time of Allotment, any of the below mentioned loans are repaid or refinanced or if any additional credit facilities are availed or drawn down or further disbursements under the existing facilities are availed by our Company, then our Company may utilise the Net Proceeds for prepayment / repayment of any such refinanced facilities or repayment of any additional facilities / disbursements obtained by our Company. However, the aggregate amount to be utilised from the Net Proceeds towards the repayment / prepayment, in part or in full, of certain of our outstanding loans will not exceed ₹ 800.00 million.

In light of the above, at the time of filing the Red Herring Prospectus, the table below shall be suitably updated to reflect the revised amounts or loans as the case may be which have been availed by us. Further, in the event our Board deems appropriate, the amount allocated for estimated schedule of deployment of Net Proceeds in a particular fiscal may be repaid / pre-paid by our Company in the subsequent Fiscal. The selection of borrowings proposed to be prepaid or repaid amongst our borrowing arrangements availed will be based on various factors, including (i) cost of the borrowing, including applicable interest rates, (ii) any conditions attached to the borrowings restricting our ability to prepay / repay the borrowings and time taken to fulfil, or obtain waivers for fulfilment of such conditions, (iii) receipt of consents for prepayment from the respective lenders, (iv) levy of any prepayment penalties and the quantum thereof, (v) provisions of any laws, rules and regulations governing such borrowings, and (vi) other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan. The amounts proposed to be prepaid and / or repaid against each borrowing facility below is indicative and our Company may utilize the Net Proceeds to prepay and / or repay the facilities disclosed below in accordance with commercial considerations, including amounts outstanding at the time of prepayment and / or repayment. For further details, see "*Financial Indebtedness*" on page 346.

The following table provides details of certain borrowings availed by our Company as on June 30, 2023, which our Company proposes to prepay or repay, fully or partially, from the Net Proceeds:

Name of the lender	Nature of borrowing	Sanctioned amount (in ₹ million)	Outstanding amount as at June 30, 2023 (in ₹ million)	Repayment date / schedule	Interest rate (p.a.) as at June 30, 2023	Purpose of raising the loan	Pre-payment penalty, if any
HDFC Bank Limited	Term loan	1,250.00	854.56	5 years after 1 year moratorium, payable in 20 equal quarterly instalments from December 29, 2023, until September 29, 2028.	8.84%	Capex - ₹ 450.00 million for Bhiwadi facility Project Loan - ₹ 800.00 million for Sri City project.	As may be mutually agreed.
IDFC First Bank Limited	Rupee term loan	250.00	239.95	6 years (including moratorium of 12 months), repayable in 20 quarterly instalments commencing from December 31, 2023, until September 30, 2028.	9.70%	To fund capex related to capacity expansion at existing and proposed manufacturing units.	1) No prepayment (partial or full) allowed until 24 months from the date of first disbursal. 2) In case of prepayment after 24 months, prepayment charges will be 2% per annum of the amount being prepaid, to be calculated from the date of payment till the date of maturity of the loan

Note: Our Statutory Auditors have issued their report on factual findings dated August 11, 2023 ("AUP"), in accordance with Indian Standard on Related Services (SRS) 4400, "Engagements to Perform Agreed-upon Procedures regarding Financial Information", issued by the Institute of Chartered Accountants of India wherein they have stated that they have obtained the details of utilisation of loan availed, the outstanding balance as on June 30, 2023 and traced the amount of utilisation of loan and outstanding balance mentioned in the Statement to the unaudited books of accounts of the Company, as applicable, for the period up to June 30, 2023 and found such amounts to be in agreement.

For further details in relation to the terms and conditions under the aforesaid loan agreements as well as restrictive covenants in relation thereto, see "*Financial Indebtedness*" on page 346.

3. GENERAL CORPORATE PURPOSES

Our Company intends to deploy the balance Net Proceeds aggregating to ₹ [●] million towards general corporate purposes, subject to such utilization not exceeding 25% of the Gross Proceeds, in accordance with Regulation 7(2) of the SEBI ICDR Regulations, to drive our business growth, including, amongst other things, payment towards purchase of raw materials, payment of lease expense, payment of commission and/or fees to consultants, employee related expenses, insurance, repairs and maintenance and payments of taxes and duties, and any other purpose in the ordinary course of business as may be approved by the Board or a duly appointed committee from time to time, subject to compliance with applicable laws.

Interim use of Net Proceeds

The Net Proceeds shall be retained in the Public Offer Account until receipt of the listing and trading approvals from the Stock Exchanges by our Company. Pending utilization of the Net Proceeds for the purposes described above, our Company undertakes to deposit the Net Proceeds only in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as amended, as may be approved by our Board.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Means of finance

The fund requirements set out for the aforesaid Objects are proposed to be met entirely from the Net Proceeds and internal accruals. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Fresh Issue and internal accruals as required under the SEBI ICDR Regulations.

Bridge financing facilities

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

Appraising entity

The Objects for which the Net Proceeds will be utilised have not been appraised by any bank or financial institution or other independent agency.

Offer Expenses

The Offer expenses are estimated to be approximately ₹ [●] million. The Offer expenses comprise of, among other things, listing fees, underwriting fee, selling commission and brokerage, fees payable to the Book Running Lead Managers, legal counsel, Registrar to the Offer, Banker(s) to the Offer, processing fee to the SCSBs for processing ASBA Forms submitted by ASBA Bidders procured by the Syndicate and submitted to SCSBs, brokerage and selling commission payable to Registered Brokers, RTAs and CDPs, fees payable to the Sponsor Bank(s) for Bids made by UPI Bidders, printing and stationery expenses, advertising and marketing expenses and all other incidental expenses for listing the Equity Shares on the Stock Exchanges.

Other than (a) listing fees, audit fees (not in relation to the Offer) and expenses for any product or corporate advertisements consistent with past practice of the Company (other than the expenses relating to the Offer) which will be borne by the Company, and (b) fees and expenses in relation to the legal counsel to the Selling Shareholders which shall be borne by the respective Selling Shareholders, all costs, charges, fees and expenses associated with and incurred in connection with the Offer, including corporate advertisements, issue advertising, printing, road show expenses, accommodation and travel expenses, stamp, transfer, issuance, documentary, registration, costs for execution and enforcement of this Agreement, Registrar's fees, fees to be paid to the BRLMs, fees and expenses of legal counsel to the Company and the BRLMs, fees and expenses of the auditors, fees to be paid to Sponsor Banks, SCSBs (processing fees and selling commission), brokerage and commission for Syndicate Members, commission to Registered Brokers, Collecting DPs and Collecting RTAs, and payments to consultants, and advisors, regulatory fees, fees to intermediaries and third parties, shall be shared among the Company and each of the Selling Shareholders, on pro rata basis, in proportion to the number of Equity Shares issued and Allotted by the Company through the Fresh Issue and sold by each of the Selling Shareholders through the Offer for Sale. All such payments shall be made by the Company on behalf of the Selling Shareholders and the Selling Shareholders agree that they shall, severally and not jointly, reimburse the Company in proportion to their respective proportion of the Offered Shares, for any expenses incurred by the Company on behalf of such Selling Shareholder, and each Selling Shareholder authorises the Company to deduct from the proceeds of the Offer for Sale, expenses of the Offer required to be borne by such Selling Shareholder in proportion to the Offered Shares, in accordance with Applicable Law.

In the event that the Offer is postponed or withdrawn or abandoned for any reason or the Offer is not successful or consummated, all costs and expenses with respect to the Offer shall be borne by the Company and Selling Shareholders on pro rata basis, in proportion to the number of Equity Shares issued and Allotted by the Company through the Fresh Issue and sold by each of the Selling Shareholders through the Offer for Sale, including but not limited to, the fees and expenses of the BRLMs and the legal counsels in relation to the Offer, in such manner as agreed between the Parties.

The break-up for the estimated Offer expenses are as follows:

Activity	Estimated expenses[(1)] (₹ in million)	As a % of total estimated Offer related expenses[(1)]	As a % of Offer size[(1)]
Fees payable to the BRLMs and commissions (including underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
Selling commission payable to SCSBs for Bids directly procured by them and processing fees payable to SCSBs for Bids (other than Bids submitted by UPI Bidders using the UPI Mechanism) procured by the Members of the Syndicate, the Registered Brokers, CRTAs or CDPs and submitted to SCSBs for blocking, Bankers to the Offer, fees payable to the Sponsor Bank(s) for Bids made by RIBs [(2)(3)]	[●]	[●]	[●]
Selling commission and uploading charges payable to Members of the Syndicate (including their Sub-Syndicate Members), RTAs, CDPs and Registered Brokers [(4)(5)(6)]	[●]	[●]	[●]
Processing fees payable to the Sponsor Bank(s)[(6)]	[●]	[●]	[●]
Fees payable to Registrar to the Offer	[●]	[●]	[●]
Printing and stationery expenses	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Listing fees, SEBI fees, BSE and NSE processing fees, book-building software fees, and other regulatory expenses	[●]	[●]	[●]
Fees payable to legal counsels	[●]	[●]	[●]
Fees payable to the other advisors to the Offer	[●]	[●]	[●]
- Auditors	[●]	[●]	[●]
- Independent chartered accountant	[●]	[●]	[●]
- Industry expert	[●]	[●]	[●]
- Chartered engineer			
- Project Report Provider			
Total estimated Offer expenses	[●]	[●]	[●]

(1) *The Offer expenses will be incorporated in the Prospectus on finalization of the Offer Price. Offer expenses include applicable taxes, where applicable. Offer expenses are estimates and are subject to change.*

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

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

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

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. No additional processing fees shall be payable to the SCSBs on the applications directly procured by them.

(3) *No processing fees shall be payable by the Selling Shareholders to the SCSBs on the applications directly procured by them.*

Processing / uploading fees payable to the SCSBs on the portion for RIBs and Non-Institutional Bidders which are procured by the members of the Syndicate / Sub-Syndicate / Registered Broker / RTAs / CDPs and submitted to SCSB for blocking, would be as follows:

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

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

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

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

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

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

Bidding/ Uploading charges payable to members of the Syndicate (including their Sub-Syndicate Members), RTAs and CDPs on the applications made by UPI Bidders 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: ₹ [●] plus applicable taxes, per valid application bid by the Syndicate (including their Sub-Syndicate Members), RTAs and CDPs.

The selling commission and bidding charges payable to Registered Brokers, the RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the Bid Book of BSE or NSE.

(5) *Selling commission/ uploading charges payable to the Registered Brokers on the portion for UPI Bidders and Non-Institutional Bidders which are directly procured by the Registered Broker and submitted to SCSB for processing, would be as follows:*

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

* *Based on valid applications*

(6) *Uploading charges/ Processing fees for applications made by UPI Bidders using the UPI Mechanism would be as under:*

Payable to members of the Syndicate (including their Sub-Syndicate Members)/ RTAs / CDPs	*₹ [●] per valid application (plus applicable taxes)*
Payable to Sponsor Bank(s)	*₹ [●] per valid application (plus applicable taxes)* *The Sponsor Bank(s) 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 applicable SEBI circulars, agreements and other Applicable Laws*

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.

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, and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

Monitoring utilization of funds from the Offer

In terms of Regulation 41 of the SEBI ICDR Regulations, prior to filing the Red Herring Prospectus with the RoC, we will appoint a monitoring agency to monitor the utilization of the Net Proceeds, as the size of the Fresh Issue exceeds ₹ 1,000.00 million. Our Company undertakes to place the report(s) of the Monitoring Agency upon receipt before the Audit Committee without any delay.

Pursuant to the Regulation 32 of the SEBI Listing Regulations, our Company shall on a quarterly basis disclose to the Audit Committee the uses and application of the Net Proceeds. Additionally, the Audit Committee shall review the report submitted by the Monitoring Agency and make recommendations to our Board for further action, if appropriate. Further, on an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee. Such disclosure shall be made only till such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the Statutory Auditors of our Company. Further, in accordance with Regulation 32 of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement including deviations, if any, in the utilization of the Net Proceeds from the Objects as stated above and category wise variations between the actual utilization of the Net Proceeds and the Objects as stated above. The information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Directors' report, after placing the same before the Audit Committee.

We will disclose the utilization of the Net Proceeds under a separate head along with details in our balance sheet(s), subsequent to receipt of listing and trading approvals from the Stock Exchanges, until such time as the Net Proceeds remain unutilized or such other period as may be prescribed under the SEBI ICDR Regulations, SEBI Listing Regulations or other applicable law, clearly specifying the purpose for which such Net Proceeds have been utilized. Our Company will also, in its balance sheet for the applicable Fiscals, provide details, if any, in relation to all such Net Proceeds that have not been utilised.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act, 2013 and the applicable rules, and the SEBI ICDR Regulations, our Company shall not vary the Objects without our Company being authorised 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 ("**Notice**") shall specify the prescribed details as required under the Companies Act. The Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, the vernacular language of the jurisdiction where our Registered and Corporate Office is situated. Our Promoters will be required to provide an exit opportunity to such Shareholders who do not agree to the above stated proposal, at a price and in such manner and subject to such conditions as prescribed by SEBI, in this regard.

Other confirmations

Except to the extent of the proceeds received from the Offer for Sale, there is no proposal whereby any portion of the Offer Proceeds will be paid to our Promoters, Promoter Group, Directors, Key Managerial Personnel or Senior Management. Further, there are no material existing or anticipated transactions in relation to the utilisation of the Offer Proceeds entered into or to be entered into by our Company with our Promoters, Promoter Group, Directors, Key Managerial Personnel, Senior Management or Group Companies.

BASIS FOR THE OFFER PRICE

The Floor Price, Price Band and Offer Price will be determined by our Company, the Promoter Selling Shareholders and the Investor Selling Shareholders, in consultation with the Book Running Lead Managers, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of the qualitative and quantitative factors as described below. The face value of the Equity Shares is ₹ 10, and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band. The financial information included herein is derived from our Restated Financial Information. Prospective investors should also refer to "*Our Business*", "*Risk Factors*", "*Restated Financial Information*", "*Management's Discussion and Analysis of Financial Position and Results of Operations*" and "*Other Financial Information*" on pages 167, 34, 236, 316 and 313, respectively, to have an informed view before making an investment decision.

Qualitative factors

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

- Long-standing relationships with established customers, with potential to expand our customer base;
- Among the largest manufacturers in the fast-growing RAC and SDA manufacturing industries with high entry barriers;
- Advanced vertically integrated manufacturing operations with product portfolio aimed at capturing the full spectrum of the RAC and SDA value chain;
- Robust product development and design optimisation capabilities;
- Experienced Promoters supported by senior management team with proven track record of performance.

For further details, see "*Our Business – Our Competitive Strengths*" on page 170.

Quantitative factors

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

I. Basic and diluted earnings per share ("EPS")

Based on / derived from the Restated Financial Information:

Fiscal ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2023	4.71	4.64	3
March 31, 2022	3.47	3.47	2
March 31, 2021	1.62	1.62	1
Weighted Average	**3.78**	**3.75**	

Notes:

(1) Basic EPS = Net Profit after tax, as restated, for the year divided by weighted average number of equity shares outstanding during the year.

(2) Diluted EPS = Net Profit after tax, as restated, for the year divided by weighted average number of diluted equity shares and potential additional equity shares outstanding during the year.

(3) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights.

(4) The figures disclosed above are based on the Restated Financial Information of our Company.

(5) The face value of each Equity Share is ₹ 10 each.

(6) Basic and diluted earnings per equity share: Basic and diluted earnings per equity share are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended).

(7) The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Information as appearing in "Financial Information" on page 236.

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

Particulars	P/E at the Floor Price (number of times)	P/E at the Cap Price (number of times)
Based on basic EPS for Fiscal 2023	[●]	[●]
Based on diluted EPS for Fiscal 2023	[●]	[●]

Industry Peer Group P/E ratio

Particulars	Industry P/E (number of times)
Highest	95.04
Lowest	23.25
Average	53.59

Notes:

(1) The industry high and low has been considered from the industry peers set provided later in this chapter. The industry composite has been calculated as the arithmetic average P/E of the industry peers set disclosed in this section. For further details, see "– Comparison with listed industry peers" on page 120.

(2) The industry P/E ratio mentioned above is computed based on the closing market price of equity shares on NSE on July 27, 2023 divided by the Diluted EPS as on for the financial year ended March 31, 2023.

III. Return on Net Worth ("RoNW")

As derived from the Restated Financial Information:

Fiscal	Return on Net Worth (%)	Weight
2023	14.68	3
2022	18.28	2
2021	12.00	1
Weighted Average	**15.43**	

Notes:

Return on Net Worth (%) = Restated net profit after tax for the year divided by Average Net Worth (Total Equity), as restated.

IV. Net Asset Value per Equity Share ("NAV")

Derived from the Restated Financial Information:

As at	NAV per Equity Share (in ₹)
March 31, 2023	46.21

Notes:

Net Asset Value per share = Net-Worth (Total Equity) at the end of year, as restated divided by total weighted average number of equity shares.

As at	NAV per Equity Share (in ₹)
After the completion of the Offer:	
(i) At Floor Price	[●]
(ii) At Cap Price	[●]
Offer Price[(1)]	[●]

[(1)] *Offer Price per Equity Share will be determined on conclusion of the Book Building Process.*

V. Comparison with listed industry peers

Name of the company	Consolidated/ Standalone	Face value (₹ per share)	Closing price on July 27, 2023 (₹)	Revenue from Operations (in ₹ million)	EPS (₹)		NAV (₹ per equity share)	P/E	RoNW (%)
					Basic	Diluted			
EPACK Durable Limited	Consolidated	10	NA	15,388.32	4.71	4.64	46.21	NA	14.68
PEER GROUP									
Amber Enterprises India Ltd	Consolidated	10	2,451.85	69,270.95	46.66	46.66	579.94	52.55	8.79
PG Electroplast Limited	Consolidated	10	1,469.20	21,599.48	35.78	33.77	174.09	43.51	21.88
Dixon Technologies (India) Ltd	Consolidated	2	4,050.45	121,920.1	42.92	42.62	215.69	95.04	22.36
Elin Electronics Ltd	Consolidated	5	146.25	10,754.28	6.29	6.29	99.30	23.25	6.73

Notes:

(a) Financial information for Company is derived from the Restated Financial Information for the year ended March 31, 2023.

For listed peers:

(b) *All the financial information for listed industry peers mentioned above is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the annual reports/annual results as available of the respective company for the year ended March 31, 2023 submitted to stock exchanges.*
(c) *P/E Ratio has been computed based on the closing market price of equity shares on NSE on July 27, 2023, divided by the Diluted EPS.*
(d) *Return on Net Worth (%) = Net Profit for the year divided by Average Net-Worth (Total Equity) for the year.*
(e) *NAV per share is computed as the Net-Worth (Total Equity) divided by the outstanding number of equity shares at the end of the year.*

VI. Key financial and operational performance indicators ("KPIs")

The KPIs disclosed below are the KPIs pertaining to our Company that have been disclosed to our investors at any point of time during the three years period prior to the date of the filing of this Draft Red Herring Prospectus and which have been used historically by our Company to understand and analyse our business performance, which in result, helps us analyse the growth of various verticals in comparison to our peers, as well as other relevant and material KPIs of the business of the Company that have a bearing for arriving at the basis for the Offer Price.

The KPIs disclosed herein below have been approved by a resolution of our Audit Committee dated August 11, 2023. The members of the Audit Committee have verified the details of all KPIs pertaining to our Company, and has confirmed that verified and audited details of the all the KPIs pertaining to our Company that have been disclosed to our investors at any point of time during the three years period prior to the date of the filing of this Draft Red Herring Prospectus have been disclosed in this section. The KPIs herein have been certified by the ICA, by their certificate dated August 11, 2023.

The KPIs of our Company have also been disclosed in the sections titled *"Our Business"*, *"Management's Analysis and Discussion of Financial Condition and Results of Operations", "Other Financial Information"* and *"Risk Factors"* on pages 167, 316, 313 and 34, respectively. We have described and defined the KPIs, as applicable, in "*Definitions and Abbreviations – Conventional and general terms and abbreviations*" on page 16.

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 utilisation of the Offer Proceeds as per the disclosure made in the section "*Objects of the Offer*" on page 102, whichever is later, or for such other duration as may be required under the SEBI ICDR Regulations.

Particulars	Fiscal 2023	Fiscal 2022	Fiscal 2021
Financial			
Total Income (in ₹ million)(1)	15,402.53	9,273.41	7,396.58
Revenue from Operations (in ₹ million) (2)	15,388.32	9,241.62	7,362.45
Revenue growth (year on year) (%)(3)	66.51	25.52	(4.42)
Revenue CAGR (%)(4)	44.57		
Revenue from Operations (in India) (in ₹ million)(5)	15,241.10	9,106.04	7,345.74
Revenue from top 10 customers (in ₹ million)(6)	14,337.23	8,198.76	6,853.11
Revenue contribution from top 10 customers (%)(7)	93.17	88.72	93.08
Cash and Cash Equivalents (in ₹ million) (8)	600.18	241.47	36.48
Trade Receivables Days(9)	102	118	109
Inventory Days(10)	79	96	78
Trade Payable Days(11)	98	97	78
Cashflow from/ (used in) Operations (₹ million) (12)	188.28	(289.41)	474.19
Gross Block of Assets (in ₹ million) (13)	4,871.57	3,690.85	1,429.14
EBITDA (in ₹ million) (14)	1,025.25	688.03	420.33
EBITDA Growth (year on year) (%)(15)	49.01	63.69	14.97
EBITDA CAGR (%)(16)	56.18		
EBITDA Margin (%)(17)	6.66	7.44	5.71
Profit for the year (in ₹ million)(18)	319.72	174.34	78.03
Profit for the year CAGR (%)(19)	102.42		
PAT Margin (%)(20)	2.08	1.89	1.06
ROE (%)(21)	14.68	18.28	12.00
ROCE (%)(22)	11.85	13.68	11.72
Debt to Equity Ratio(23)	1.58	3.15	3.47
Gross Asset Turnover (in times) (24)	3.59	3.61	5.37
Gross Profit (in ₹ million) (25)	2,147.50	1,298.21	871.54
Gross Profit Margin (%)(26)	13.96	14.05	11.84
Gross Profit Growth (year on year) (%)(27)	65.42	48.96	10.64

Operational			
Number of employees[(28)]	734	622	478
Number of Contract Labourers[(29)]	3,328	2,375	1,330
Working capital cycle days[(30)]	91	118	110
Number of employees in Research and Development department[(31)]	47	32	30

Notes:
(1) Total income is the sum of Revenue from Operations and other income.
(2) Revenue from Operations means Revenue from contracts with customers and other operating income such as Scrap Sales, Government grants, Export Incentive and Service charges.
(3) Revenue growth (year on year) means the annual growth in Revenue from Operations.
(4) Revenue CAGR means the compounded annual growth rate of Revenue from Operations.
(5) Revenue from Operations is divided by geography into revenue from operations (domestic) and revenue from operations (export) in the Restated Financial Information. Revenue from Operations (in India) means the revenue from operations generated domestically as appearing in the Restated Financial Information.
(6) Revenue from top 10 customers means the revenue generated from our top 10 customers for the respective Fiscal.
(7) Revenue contribution from top 10 customers is the revenue generated from our top 10 customers for a particular Fiscal as a percentage of the revenue from operations for that Fiscal.
(8) Cash and Cash Equivalents means the balance with bank in current accounts, cheques and cash on hand.
(9) Trade Receivables Days is calculated as 365 divided by (Revenue from Contracts with Customers (excluding scrap sales)/ average trade receivables).
(10) Inventory Days is calculated as 365 divided by (cost of goods sold / average inventory). Cost of good sold is the sum of Cost of materials consumed, Purchases of stock-in-trade and Change in inventories of finished goods and work-in-progress
(11) Trade Payable Days is calculated as 365 divided by (total purchase of raw material and stock in trade / average trade payables).
(12) Cashflow from/ (used in) Operations is the cashflow from operations as appearing in the Restated Financial Information.
(13) Gross Block is calculated as gross block of property, plant and equipment, other intangible assets and right of use assets..
(14) EBITDA is calculated as restated profit before tax plus share of profit/(loss) of associate, exceptional items, finance costs, depreciation and amortisation expense minus other income.
(15) EBITDA Growth (year on year) means the annual growth in EBITDA.
(16) EBITDA CAGR means the compounded annual growth rate of EBITDA.
(17) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations.
(18) Profit for the year means the profit for the year as appearing in the Restated Financial Information.
(19) Profit for the year CAGR means the compounded annual growth rate of profit for the year.
(20) PAT Margin is calculated as restated profit for the year divided by Revenue from Operations.
(21) ROE is calculated as restated profit for the year divided by average total equity (net worth).
(22) ROCE is calculated as EBIT divided by average capital employed. Where EBIT is sum of restated profit before tax, share of profit/(loss) of associate, exceptional items and finance costs. Capital employed is calculated as the sum of Total Equity, Current Borrowings, Non-Current Borrowings, Interest accrued but not due on borrowings.
(23) Debt to Equity Ratio is calculated as total debt divided by total equity, where total debt is the sum of current borrowings, non-current borrowings (including current maturities) and interest accrued but not due on borrowings..
(24) Gross Asset Turnover is calculated as Revenue from Operations divided by average Gross Block of Assets.
(25) Gross Profit is calculated as Revenue from Operations minus Cost of Goods Sold.
(26) Gross Profit Margin is calculated as Gross Profit divided by Revenue from Operations.
(27) Gross Profit Growth means the annual growth rate of Gross Profit.
(28) Number of employees means the number of employees of our Company as on March 31 of the respective Fiscal.
(29) Number of Contract Labourers means the number of contract labourers of our Company as on March 31 of the respective Fiscal.
(30) Working capital cycle days is calculated as working capital multiplied by 365 and divided by Revenue from Operations, where working capital is defined as trade receivables plus inventories minus trade payables.
(31) Number of employees in Research and Development department means the number of employees in the research and development department of our Company as on March 31 of the respective Fiscal.

Explanation for KPI metrics

Set out below are explanations for how the KPIs listed above have been used by the management historically to analyse, track or monitor the operational and/or financial performance of our Company.

KPI	Explanation
Total Income (in ₹ million)	Total Income includes the total revenue of the business after considering income from all sources and helps our Company to assess the scale of the business.
Revenue from Operations (in ₹ million)	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
Revenue growth (year on year) (%)	Revenue growth (year on year) provides information regarding the growth of our business revenue for the respective period.
Revenue CAGR (%)	Revenue CAGR growth provides information regarding the growth in terms of our

KPI	Explanation
	business for the respective period, in terms of CAGR.
Revenue from Operations (in India) (in ₹ million)	Revenue from Operations (in India) is used by our management to track the revenue profile from the domestic business undertaken by the Company and in turn helps assess the overall financial performance of our Company.
Revenue from top 10 customers (in ₹ million)	Revenue from top 10 customers is used by our management to track the revenue profile from the major customers of the Company considering all the business. This indicator aids our Company in taking customer centric business decisions.
Revenue contribution from top 10 customers (%)	Revenue contribution from top 10 customers as a percentage of total Revenue from Operations is used by our management to track the revenue profile from the major customers of the Company and in turn helps assess the overall financial performance of our Company. This indicator aids our Company in taking customer centric business decisions.
Cash and Cash Equivalents (in ₹ million)	Cash and Cash Equivalents is the amount available with our Company in the form of cash in hand, balances with banks and deposits maturing within three months.
Trade Receivables Days	Trade Receivables Days is the average number of days required for our Company to receive payments from its customers.
Inventory Days	Inventory Days is the average number of days required for our Company to convert its inventory into sales.
Trade Payable Days	Trade Payable Days is the average number of days required for our Company to pay its suppliers.
Cashflow from/ (used in) Operations (₹ million)	Cashflow from/ (used in) Operations is our Company's ability to generate cash from our core business operations.
Gross Block of Assets (in ₹ million)	Gross Block of Assets is the amount invested in the fixed assets of our Company without considering accumulated depreciation and other adjustments.
EBITDA (in ₹ million)	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Growth (year on year) (%)	EBITDA Growth provides information regarding the growth of earnings before interest, tax, depreciation and amortization of our business for the respective period.
EBITDA CAGR (%)	EBITDA CAGR growth provides information regarding the growth of our operational performance for the respective period in CAGR terms.
EBITDA Margin (%)	EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
Profit for the year (in ₹ million)	Profit for the year provides information regarding the overall profitability of the business.
Profit for the year CAGR (%)	Profit for the year CAGR growth provides information regarding the growth of our operational performance in CAGR terms for the respective period.
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.
Debt to Equity Ratio	Debt to Equity Ratio is used to measure the financial leverage of our Company and provides comparison benchmark against peers.
Gross Asset Turnover (in times)	Gross Asset Turnover is the efficiency at which our Company is able to deploy its assets (on gross block basis) to generate the Revenue from Operations.
Gross Profit (in ₹ million)	Gross Profit provides information regarding the profits from the manufacturing of products.
Gross Profit Margin (%)	Gross Profit Margin is an indicator of the profitability on sales of products manufactured sold by our Company.
Gross Profit Growth (year on year) (%)	Gross Profit Growth shows the year on year growth in Gross Profit.
Number of employees	Number of employees as of a particular period shows the human capital of the Company.
Number of Contract Labourers	Number of contract labourers as of a particular period shows the number of people involved on contract labour basis by our Company.
Working capital cycle days	Working capital cycle days is the time it takes to convert net current assets and current liabilities into cash.
Number of employees in Research and Development department	Number of employees in Research and Development as of a particular period shows the Research and Development strength of our Company.

Comparison of KPIs of our Company and our listed peers

While the listed peers mentioned below operate in the same industry as us, and may have similar offerings or end use applications, our business may be different in terms of differing business models, different product verticals serviced or focus areas or different geographical presence. Below are details of the KPIs of our listed peers for and as at the financial year ended March 31, 2023.

Particulars	Dixon Technologies (India) Limited	Amber Enterprises India Limited	PG Electroplast Limited	Elin Electronics Limited
Financial				
Total Income (in ₹ million)(1)	121,976.20	69,797.57	21,643.33	10,776.95
Revenue from Operations (in ₹ million)(2)	121,920.10	69,270.95	21,599.48	10,754.28
Revenue growth (year on year) (%)(3)	13.98	64.68	94.30	(1.68)
Revenue CAGR (%) (Fiscal 2021 to Fiscal 2023)(4)	37.51	51.19	75.26	11.67
Revenue from Operations (in India) (in ₹ million)(5)	121,920.10	69,270.95	21,599.48	10,776.95
Revenue from top 10 customers (in ₹ million)(6)	NA	NA	NA	NA
Revenue contribution from top 10 customers (%)(7)	NA	NA	NA	NA
Cash and Cash Equivalents (in ₹ million)	2,170.40	3,231.80	86.71	3.90
Trade Receivables Days(8)	46	81	55	64
Inventory Days(9)	35	60	66	55
Trade Payable Days(10)	79	125	68	52
Cashflow from Operations (₹ million)	7,257.50	3,205.50	457.40	623.20
Gross Block of Assets (in ₹ million)(11)	14,870.00	27,346.57	6,129.00	2,510.00
EBITDA (in ₹ million)(12)	5,127.50	4,179.33	1,760.40	651.07
EBITDA Growth (year on year) (%)(13)	35.25	51.76	95.69	(17.60)
EBITDA CAGR (%) (Fiscal 2021 to Fiscal 2023) (14)	33.76	37.74	88.09	(1.04)
EBITDA Margin (%)(15)	4.21	6.03	8.15	6.05
Profit for the year (in ₹ million)	2,550.80	1,637.76	774.69	268.02
Profit for the year CAGR (%) (Fiscal 2021 to Fiscal 2023) (16)	26.34	40.23	158.29	(12.31)
PAT Margin (%)(17)	2.09	2.36	3.59	2.49
ROE (%)(18)	22.36	8.79	21.88	6.73
ROCE (%)(19)	28.87	10.85	17.76	9.99
Debt to Equity Ratio(20)	0.12	0.69	1.37	0.16
Gross Asset Turnover (in times)(21)	9.19	2.99	3.79	2.97
Gross Profit (in ₹ million)(22)	11,712.70	10,593.31	3,954.40	2,751.49
Gross Profit Margin (%)(23)	9.61	15.29	18.31	25.59
Gross Profit Growth (year on year) (%)(24)	27.61	56.54	73.74	(1.05)
Operational				
Number of employees(25)	NA	12,023	NA	NA
Number of Contract Labourers(26)	NA	NA	NA	NA
Working capital cycle days(27)	7	29	68	66
Number of employees in Research and Development department(28)	NA	NA	NA	NA

Source: F&S Report

Notes:

(1) Total income is the sum of Revenue from Operations and other income.

(2) Revenue from Operations means Revenue from contracts with customers and other operating income such as Scrap Sales, Government grants, Export Incentive and Service charges.

(3) Revenue growth (year on year) means the annual growth in Revenue from Operations.

(4) Revenue CAGR means the compounded annual growth rate of Revenue from Operations.

(5) Revenue from Operations (in India) means the revenue from operations generated domestically.

(6) Revenue from top 10 customers means the revenue generated from the top 10 customers for the respective Fiscal.

(7) Revenue contribution from top 10 customers is the revenue generated from the top 10 customers for a particular Fiscal as a percentage of the revenue from operations for that Fiscal.

(8) Trade Receivables Days is calculated as 365 divided by (Revenue from Contracts with Customers (excluding scrap sales)/ average trade receivables).

(9) Inventory Days is calculated as 365 divided by (cost of goods sold / average inventory). Cost of goods sold is the sum of Cost of materials consumed, Purchases of stock-in-trade and change in inventories of finished goods and work-in-progress.

(10) Trade Payable Days is calculated as 365 divided by (total purchase of raw material and stock in trade / average trade payables).
(11) Gross Block of Assets is calculated as gross block of property, plant and equipment, other intangible assets and right of use assets.
(12) EBITDA is calculated as profit before tax plus share of profit/(loss) of associate, exceptional items, finance costs, depreciation and amortisation expense minus other income.
(13) EBITDA Growth (year on year) means the annual growth in EBITDA.
(14) EBITDA CAGR means the compounded annual growth rate of EBITDA.
(15) EBIDTA Margin is calculated as EBITDA divided by Revenue from Operations.
(16) Profit for the year CAGR means the compounded annual growth rate of profit for the year.
(17) PAT Margin is calculated as profit for the year divided by Revenue from Operations.
(18) ROE is calculated as profit for the year divided by average total equity (net worth).
(19) ROCE is calculated as EBIT divided by Average Capital Employed. Where EBIT is sum of profit before tax, share of profit/(loss) of associate, exceptional items and finance costs. Capital Employed is calculated as the sum of Total Equity, Current Borrowings, Non-Current Borrowings, Interest accrued but not due on borrowings.
(20) Debt to Equity Ratio is calculated as total debt divided by total equity, where total debt is the sum of current borrowings, non-current borrowings (including current maturities) and interest accrued but not due on borrowings.
(21) Gross Asset Turnover is calculated as Revenue from Operations divided by Average Gross Block of Assets
(22) Gross Profit is calculated as Revenue from Operations minus cost of goods sold.
(23) Gross Profit Margin is calculated as Gross Profit divided by Revenue from Operations.
(24) Gross Profit Growth means the annual growth rate of Gross Profit.
(25) Number of employees means the number of employees as on March 31 of the respective Fiscal.
(26) Number of Contract Labourers means the number of contract labourers as on March 31 of the respective Fiscal.
(27) Working capital cycle days is calculated as working capital multiplied by 365 and divided by Revenue from Operations, where working capital is defined as trade receivables plus inventories minus trade payables.
(28) Number of employees in Research and Development department means the number of employees in the research and development department as on March 31 of the respective Fiscal.
(NA) Not available

VII. Weighted average cost of acquisition

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

Details of the Equity Shares or convertible securities during the 18 months preceding the date of filing of this DRHP, excluding shares issued under the ESOP Scheme and issuance of bonus shares, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-Offer capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days, are as follows:

Date of allotment	Details of allottee	Nature of allotment	No. of Series A CCPSs allotted	Face value per Series A CCPS (₹)	Issue price per Series A CCPS (₹)	Form of consideration
September 7, 2022	11,034,484 Series A CCPSs were allotted to Augusta Investments Zero Pte. Ltd.	Private placement	11,034,484	10.00	145.00	Cash

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

There have been no secondary sale / acquisitions of Equity Shares or any convertible securities, where the Promoters, members of the Promoter Group, Selling Shareholders, or Shareholder(s) having the right to nominate director(s) on the Board of Directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing of this DRHP, 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-Offer capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

c) *Weighted average cost of acquisition, floor price and cap price*

Past transactions	Weighted average cost of acquisition (in ₹)	Floor Price (₹ [●]*)	Cap Price (₹ [●]*)

Weighted average cost of acquisition of primary issuances as set out in (a) above	145.00	[●]* times	[●]* times
Weighted average cost of acquisition of secondary issuances as set out in (b) above	-	[●]* times	[●]* times

** To be updated in the Prospectus.*
As certified by the ICA by way of their certificate dated August 11, 2023.

Explanation for Offer Price / Cap Price being [●] times of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (as set out above) along with our Company's key performance indicators and financial ratios for Fiscals 2023, 2022 and 2021.

[●]*
**To be included on finalisation of Price Band*

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

[●]*
**To be included on finalisation of Price Band*

The Offer Price of ₹ [●] has been determined by our Company, the Promoter Selling Shareholders and the Investor Selling Shareholders, in consultation with the BRLMs, on the basis of market demand from investors for Equity Shares, as determined through the Book Building Process, and is justified in view of the above qualitative and quantitative parameters. Investors should read the aforementioned information along with "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Position and Results of Operations*" and "*Restated Financial Information*" on pages 34, 167, 316 and 236, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "*Risk Factors*" and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO EPACK DURABLE LIMITED (FORMERLY KNOWN AS EPACK DURABLE PRIVATE LIMITED AND EPACK DURABLES SOLUTIONS PRIVATE LIMITED) ("EPACK DURABLE" OR "THE COMPANY"), THE SHAREHOLDERS OF THE COMPANY AND ITS MATERIAL SUBSIDIARY UNDER THE DIRECT AND INDIRECT TAX LAWS IN INDIA

To
The Board of Directors,
EPACK Durable Limited
61-B, Udyog Vihar,
Surajpur, Kasna Road,
Greater Noida, Gautam Budh Nagar,
Uttar Pradesh - 201306

Dear Sirs,

Subject: Statement of Possible Special Tax Benefits available to the Company, its shareholders, and its material subsidiary under the direct and indirect tax laws

We refer to the proposed initial public offering of the Equity shares of the Company ("Offer"). We enclose herewith the statement ("Annexure") showing the current position of special tax benefits available to the Company, to its shareholders and its material subsidiary (i.e., Epack Components Private Limited) as per the provisions of the Indian direct and indirect tax laws, including, the Income-tax Act 1961 (read with Income Tax Rules, circulars, notifications), 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, "GST Act"), the Customs Act, 1962 ("Customs Act"), the Customs Tariff Act, 1975 ("Tariff Act") and Foreign Trade Policy 2015-2020 (as extended) including the rules, regulations, circulars and notifications issued thereunder (collectively the "Taxation Laws") as amended by the Finance Act 2023 (including the rules, regulations, circulars and notifications issued) as applicable for the financial year 2023-24 relevant to the assessment year 2024-25 presently in force in India for inclusion in the draft red herring prospectus ("DRHP") for the proposed Offer as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations")".

Several of these benefits are dependent on the Company or its shareholders or its material subsidiary fulfilling the conditions prescribed under the relevant provisions of the Taxations Laws. Hence, the ability of the Company or its shareholders or its material subsidiary to derive the indirect and direct tax benefits is dependent upon their fulfilling such conditions. Further, certain tax benefits may be optional, and it would be at the discretion of the Company or its shareholders or its material subsidiary to exercise the option by fulfilling the conditions prescribed under the relevant Taxation Laws.

The benefits discussed in the Annexure are neither exhaustive nor conclusive. The contents stated in the Annexure are based on the information and explanations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. This statement and the Annexure are only intended to provide general information to guide the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultants, with respect to the specific tax implications arising out of their participation in the Offer. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement and the Annexure.

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

- The Company or its shareholders or its material subsidiary will continue to obtain these special tax benefits in future;
- The conditions prescribed for availing the special tax benefits have been/would be met;
- The revenue authorities/courts will concur with the views expressed herein.

We hereby give our consent to include this statement and the enclosed Annexure regarding the tax benefits available to the Company and to its shareholders and its material subsidiary in the DRHP for the Offer which the

Company intends to submit to the Securities and Exchange Board of India and the stock exchanges (National Stock Exchange of India Limited and BSE Limited) where the equity shares of the Company are proposed to be listed provided that the below statement of limitation is included in the DRHP.

LIMITATIONS

Our views expressed in the Annexure are based on the facts and assumptions indicated above. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. Reliance on the Annexure is on the express understanding that we do not assume responsibility towards the investors who may or may not invest in the initial public offer or to any third party relying on the Annexure. This statement and the Annexure are provided solely for the purpose of assisting the Company in discharging its responsibilities under the ICDR Regulations.

For **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No. 015125N)

Akash Kumar Agarwal
Partner
(Membership No. 063092)
UDIN: 23063092BGYRAK3668

Place: Greater Noida
Date: August 07, 2023

ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO EPACK DURABLE LIMITED (FORMERLY KNOWN AS EPACK DURABLE PRIVATE LIMITED AND EPACK DURABLES SOLUTIONS PRIVATE LIMITED) ("EPACK DURABLE" OR "THE COMPANY"), THE SHAREHOLDERS OF THE COMPANY AND ITS MATERIAL SUBSIDIARY

The information provided below sets out the special tax benefits available to the Company, its equity shareholders and its material subsidiary in a summary manner only and is not a complete analysis or listing of all potential tax benefits, under the current Income tax Act, 1961 ("IT Act"), the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 ("GST Act"),the Customs Act, 1962 ("Customs Act"), the Customs Tariff Act, 1975 ("Tariff Act") and Foreign Trade Policy 2015-2020 (as extended) including the rules, regulations, circulars and notifications issued thereunder (collectively the "Taxation Laws") presently in force in India.

Several of these benefits are dependent on fulfilling the conditions prescribed under the relevant Taxation Laws. Hence, the ability of the Company or its shareholders or its material subsidiary to derive the tax benefits is dependent upon fulfilling such conditions, which, based on business imperatives any of them face, they may or may not choose to fulfill. Further, certain tax benefits may be optional, and it would be at the discretion of the Company or its shareholders or its material subsidiary to exercise the option by fulfilling the conditions prescribed under the relevant Taxation Laws. The following overview is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the tax implications of an investment in the Offer particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on the Annexure.

The statement below covers only relevant Taxation Laws benefits and does not cover any benefit under any other law.

A. SPECIAL TAX BENEFITS UNDER THE INCOME TAX ACT,1961 IN THE HANDS OF EPACK DURABLE LIMITED (FORMERLY KNOWN AS EPACK DURABLE PRIVATE LIMITED AND EPACK DURABLES SOLUTIONS PRIVATE LIMITED) ("EPACK DURABLE" OR "THE COMPANY"), ITS EQUITY SHAREHOLDERS AND ITS MATERIAL SUBSIDIARY

The law stated below is as per the Income-tax Act, 1961 as amended from time to time and applicable for financial year 2023-24 relevant to assessment year 2024-25.

1. <u>Special direct tax benefits available to the Company & its Material subsidiary under IT Act</u>

i. Lower corporate tax rate under section 115BAA

Section 115BAA was inserted in the Income Tax Act by the Taxation Laws (Amendment) Act, 2019 ("the Amendment Act, 2019") w.e.f. April 1, 2020 (AY 2020-21). Section 115BAA grants an option to a domestic company to be governed by the section from a particular assessment year. The option once exercised, shall apply to subsequent AYs and cannot be subsequently withdrawn for the same or any other tax year. If a company opts for section 115BAA, it can pay corporate tax at a reduced rate of 25.17% (22% plus surcharge of 10% and education cess of 4%). Section 115BAA further provides that domestic companies availing the option will not be required to pay Minimum Alternate Tax (MAT) on their 'book profits' under section 115JB of the IT Act. Consequently, the company will not be eligible to claim the tax credit (under section 115JAA), if any, which it is entitled to on account of MAT paid in earlier years.

However, such a company will no longer be eligible to avail specified exemptions/ incentives under the IT Act and will also need to comply with the other conditions specified in section 115BAA. Further, it shall not be allowed to claim set-off of any brought forward loss arising to it on account of additional depreciation and other specified incentives.

The provisions do not specify any limitation / condition on account of turnover, nature of business or date of incorporation for opting for the concessional tax rate. Accordingly, all existing as well as new domestic companies are eligible to avail this concessional rate of tax.

The Company and its material subsidiary have already opted for the benefit of concessional tax rate for the FY 2019-20 relevant to the AY 2020-21 as mentioned in the Section 115BAA for which declaration in Form 10IC has already been filed with the income tax authority.

The tax expenses are recognized in the Statement of Profit and Loss of Company and its material subsidiary for the year ended March 2023 by applying the tax rate as prescribed in section 115BAA of the IT Act.

Company and its material subsidiary that are eligible for lower rate under section 115BAA:

- EPACK Durable Limited
- Epack Components Private Limited

ii. Deductions in respect of employment of new employees Section 80JJAA of the IT Act

As per section 80JJAA of the IT Act, where a company is subject to tax audit under section 44AB of the IT Act and derives income from business, it shall be allowed to claim a deduction of an amount equal to thirty per cent of additional employee cost (relating to specified category of employees) incurred in the course of business in the previous year, for three assessment years including the assessment year relevant to the previous year in which such additional employment cost is incurred.

The eligibility to claim the deduction is subject to fulfillment of prescribed conditions specified in sub-section (2) of section 80JJAA of the IT Act.

Although, the Company and its material subsidiary are eligible for deduction under section 80JJAA of the IT Act subject to fulfilment of conditions prescribed therein, however, we understand that the said deduction has not been availed by any of the entities in the past years and the same shall be availed for the first time by the Company for FY 2022-23 relevant to the AY 2023-24.

Company and its material subsidiary that are eligible for Section 80JJAA deduction:

- EPACK Durable Limited
- Epack Components Private Limited

iii. Deduction in respect of certain inter-corporate dividends Section 80M of IT Act

As per Section 80M of the IT act, where domestic companies have declared dividend and are also in receipt of the dividend from another domestic company or a foreign company or a business trust, deduction is allowed with respect to the dividend received as long as the same is distributed as dividend one month prior to the due date of furnishing the return of income under sub-section (1) of section 139.
The Company is entitled to claim such deduction subject to fulfilment of conditions specified under section 80M of the Act even under the concessional regime under section 115BAA.

Company and its material subsidiary that are eligible for Section 80M deduction:

- EPACK Durable Limited
- Epack Components Private Limited

2. Special direct tax benefits available to the equity shareholders under IT Act

There is no special direct tax benefit available to the shareholders of Company for investing in the shares of the Company. However, such shareholders shall be liable to concessional tax rates on certain incomes under the extant provisions of the IT Act. Further, it may be noted that these are general tax benefits available to equity shareholders, other shareholders holding any other type of instrument are not covered below.

i. Dividend Income

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

As per section 194 of the Act, the Company is required to deduct tax at source from the amount of dividend paid to shareholders, except in the case of certain categories of shareholders as specified in the said section which inter alia include individual shareholders receiving dividend not exceeding ₹5,000 (in aggregate during a FY) by any mode other than cash.

Further, in case of shareholders who are individuals, Hindu Undivided Family, Association of Persons, Body of Individuals, whether incorporated or not and every artificial juridical person, maximum rate of surcharge is restricted to 15%, irrespective of the amount of dividend.

ii. Tax on Capital gains

As per section 112A of the IT Act, Long Term Capital Gains ('LTCG') arising from the transfer of an equity share, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at 10% (without indexation) (plus applicable surcharge and cess) of such capital gains subject to fulfillment of prescribed conditions under the IT Act as well as per Notification No. 60/2018/F.No. 370142/9/2017-TPL dated 1 October 2018. It is worthwhile to note that tax shall be levied where such long term capital gains exceed [₹100,000.]

Further, the Finance Act 2022 restricts surcharge to 15% in respect of LTCG arising from any capital asset.

As per section 111A of the IT Act, Short-Term Capital Gains ('STCG') arising from the transfer of an equity share shall be taxed at the rate of 15% (plus applicable surcharge and cess) subject to fulfillment of prescribed conditions under the IT Act.

iii. Simplified tax regime

As per section 115BAC of the IT Act, a new / simplified tax regime has been introduced wherein income-tax shall be computed at the rates specified in sub-section 1 of section 115BAC of the IT Act, subject to the assessee not availing specified exemptions and deductions. The said regime is applicable for individuals and Hindu Undivided Family.

In order to make the simplified tax regime more attractive, certain additional benefits have been provided vide Finance Act, 2023 with effect from FY 2023-24 relevant to the AY 2024-25 which are listed as under:

- Basic exemption limit has increased from ₹250,000 to ₹ 300,000;
- Highest applicable surcharge on income above ₹ 50,000,000has been reduced from 37% to 25% (lowering the highest marginal tax rate from 42.74% to 39%);
- Income threshold for the tax rebate available for resident individuals has been increased from INR ₹ 500,000 to ₹ 700,000;
- Benefit of standard deduction up to INR 50,000 has now been made available on salary / pension income.

It may be noted that the shareholders have the discretion to exercise the simplified tax regime.

iv. Double Taxation Avoidance Agreement benefit

In respect of non-resident shareholders, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.

3. Special indirect tax benefits available to the Company and Material Subsidiary

i. Benefits under The Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2015-20)

Remission of Duties and Taxes on Exported Products (RoDTEP)

The objective of RoDTEP scheme is to refund various duties and taxes incurred on the export of goods. Under the scheme, rebate of taxes will be given in the form of electronic scrip which could be utilised for payment of Basic Customs Duty.

RoDTEP was implemented with effect from January 1, 2021. The Company is availing benefit under RoDTEP

Scheme.

Export Promotion Capital Goods (EPCG)

The objective of the EPCG Scheme is to facilitate import of capital goods to be used for producing goods thereby enhancing India's manufacturing and export competitiveness. EPCG Scheme facilitates import of capital goods at zero customs duty subject to fulfilling an export obligation equivalent to 6 times of duties, taxes and cess saved on capital goods, to be fulfilled in 6 years from date of authorization. EPCG license holder is exempted from payment of whole of Basic Customs Duty, Additional Customs Duty and Special Additional Duty of Customs [in lieu of Value Added Tax/ local taxes (non-GST goods)], Integrated Goods and Services Tax and Compensation Cess (GST goods), wherever applicable, subject to certain conditions. The Company is availing benefits under EPCG Scheme.

ii. ***Benefits under Customs Act (read with Tariff Act and related rules and regulations)***

Benefits of Duty Drawback scheme under Section 75 of Customs Act

As per section 75 of the Customs Act, Central Government is empowered to allow duty drawback on export of goods, where the imported materials are used in the manufacture of such exported goods. The main principle is that the Government fixes a rate per unit of final article to be exported out of the country as the drawback amount payable on such goods. The Company is availing such duty drawback benefit.

Manufacturing & Other Operations in Warehouse (MOOWR)

The Government has launched MOOWR scheme to defer the Customs duties on imported goods that are intended to be used for the purpose of manufacturing or carrying out other activities in warehouse in terms of Section 65 of Customs Act. The scheme has clear and transparent procedures, simplified compliance requirements and digital account keeping.

MOOWR scheme entails significant cash-flow advantage as it does not mandate upfront payment of duty at the time of import, but only when finished goods are sold in the domestic market. Further, the duty is not at all required to be paid, if the finished goods (manufactured using the imported inputs and capital goods) are directly exported from warehouse.

The Company and its material subsidiary is availing the benefit under MOOWR scheme in respect of import of both capital goods and inputs.

iii. Benefits under the Central Goods and Services Act, 2017 (CGST Act), respective State Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017 (IGST) (read with relevant Rules prescribed thereunder)

Export of goods under the GST law

Under the GST regime, all supplies of goods and services which qualify as export of goods or services are zero-rated. On account of zero rating of supplies, the supplier will be entitled to claim Input Tax Credit (ITC) in respect of input and input services used for such supplies and can seek refund of accumulated/ unutilized ITC.

GST law inter-alia allows export of goods at zero rate on fulfilment of certain conditions. Exporters can export goods under Bond / Letter of Undertaking (LUT) without payment of IGST and claim refund of accumulated ITC. There is also an alternative available to export goods with payment of IGST and subsequently claim refund thereof, as per the provisions of Section 54 of CGST Act. We understand that the Company is undertaking exports without payment of tax under the cover of LUT. However, refund under zero rated supply is not applied since ITC is fully utilized against domestic supplies liability.

4. <u>Special indirect tax benefits available to the equity shareholders of the Company</u>

There are no special indirect tax benefits available to the Equity Shareholders of Company under the GST Act.

Note:
Our views expressed in this statement are based on the facts and assumptions as indicated in the statement. No

assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. Reliance on this statement is on the express understanding that we do not assume responsibility towards the investors who may or may not invest in the proposed issue relying on this statement.

The above statement of possible direct tax & indirect tax benefits sets out the provisions of law 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.

All the above benefits are as per the current tax law and any change or amendment in the laws/regulation, which when implemented would impact the same.

This statement has been prepared solely in connection with the proposed issue under the Companies Act, 2013 and Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended.

SECTION V - ABOUT OUR COMPANY

INDUSTRY OVERVIEW

*Unless otherwise indicated, the information in this section is obtained or extracted from a report dated August 1, 2023 and titled "Industry report for IPO – ODM opportunities in Indian Room Air Conditioner and Small Domestic Appliance segments" (the "**F&S Report**") that has been prepared by Frost & Sullivan, and which has been exclusively commissioned and paid for by our Company for an agreed fee, exclusively for the purpose of the Offer. Frost & Sullivan is not in any way related to our Company, our Directors, our Promoters, our Key Managerial Personnel, our Senior Management or the BRLMs. The F&S Report is available on the website of our Company at www.epackdurable.com/investor-relations. The data may have been re-classified by us for the purposes of presentation. Also see "Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information from the industry report which has been commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risk." on page 56.*

Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. These sources are indicated at all relevant places within this section Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. Unless otherwise indicated, financial, operational, industry and other related information derived from the F&S Report and included herein with respect to any particular year refers to such information for the relevant calendar year.

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

"Industry report for IPO – ODM opportunities in Indian Room Air Conditioner and Small Domestic Appliance segments" dated August 1, 2023 has been prepared for the proposed initial public offering of equity shares by EPACK Durable Limited (the "Company").

This study has been undertaken through extensive primary and secondary research, which involves discussing the status of the industry with leading market participants and experts, and compiling inputs from publicly available sources, including official publications and research reports. Estimates provided by Frost & Sullivan (India) Private Limited ("Frost & Sullivan") and its assumptions are based on varying levels of quantitative and qualitative analyses, including industry journals, company reports and information in the public domain.

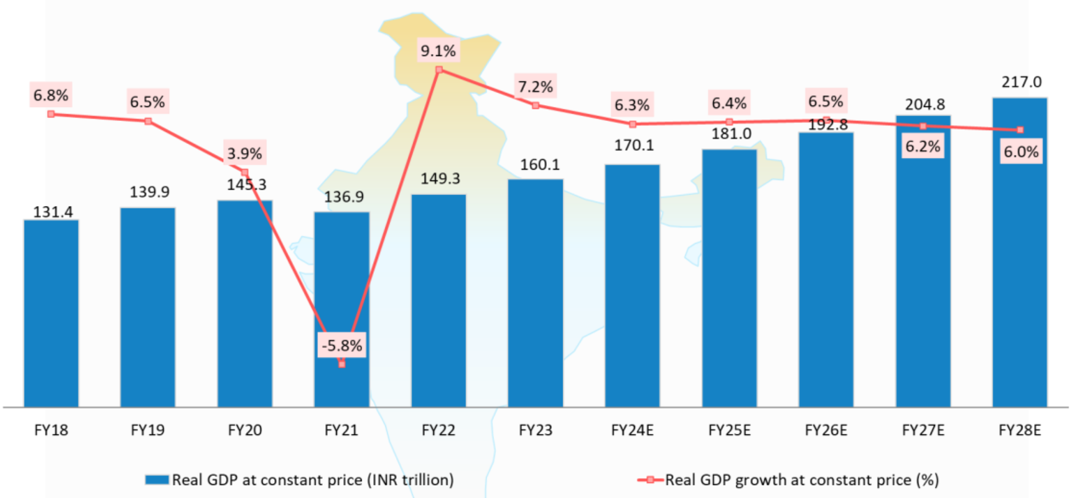
Frost & Sullivan has prepared this study in an independent and objective manner, and it has taken all reasonable care to ensure its accuracy and completeness. We believe that this study presents a true and fair view of the industry within the limitations of, among others, secondary statistics and primary research, and it does not purport to be exhaustive. The results that can be or are derived from these findings are based on certain assumptions and parameters/conditions. As such, a blanket, generic use of the derived results or the methodology is not encouraged.

Forecasts, estimates, predictions, and other forward-looking statements contained in this report are inherently uncertain because of changes in factors underlying their assumptions, or events or combinations of events that cannot be reasonably foreseen. Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements.

In making any decision, the recipient should conduct its own investigation and analysis of all facts and information and the recipient must rely on its own examination, as and when discussed. The recipients should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors."

The Indian economy is the fifth largest in the world, with a Gross Domestic Product (GDP) of USD 3.75 trillion in FY2023 (MoSPI estimates). The last decade was a mixed bag for the Indian economy with a see-saw movement in the GDP growth between 2010 and 2020. The economy, which was already slowing down since FY18, received a massive jolt in FY21 due to Covid 19 pandemic and shrunk by 5.8% in FY21. However, the Indian economy showed tremendous resilience and bounced back from Q3 FY21 on the back of corrective measures taken by the government along with huge pent-up demand and the festive season. FY22 and FY23 were strong, and the Indian economy registered 9.1% and 7.2% growth respectively, outperforming many other major economies.

Exhibit: India - Real GDP and real GDP growth (annual percentage change), value in INR trillion, growth in %, FY18-FY28E

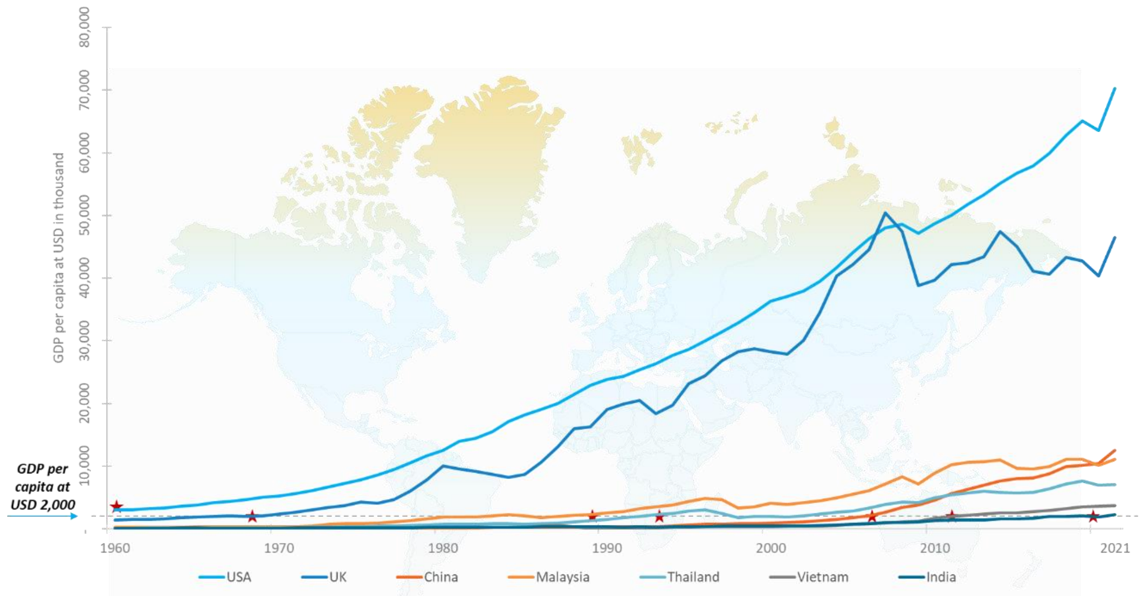


Note: E refers to Estimate Source: MoSPI (Annual Estimates of GDP at constant price, 2011-12 series) May'23, RBI, IMF; Frost & Sullivan Analysis

The Indian government has been promoting structural reforms, such as a focus on infrastructural development, disinvestment, and higher FDI limits, while also working on a national logistics policy. These reforms have been critical for accelerating the post-pandemic economic recovery.

An interesting trend has been observed that the per capita income of most of the economies grows at a faster pace after reaching the inflection point of USD 2,000. It has also been observed that this event generally has a positive effect on the consumer electronics market. India reached this very important milestone of USD 2,000 per capita income in CY2020 and has the potential to achieve USD 10,000 per capita income or a USD 20 trillion economy by the year 2047 if it manages to accomplish a sustained growth rate of 7–7.5%.

Exhibit: India vs. select developed and developing economies, Per caita income after reaching the inflection point of USD 2000, CY1960-CY2022E



★ Growth in per capita income of various economies after reaching the inflection point of USD 2,000 per capita income Source: World Bank; Frost & Sullivan Analysis

Production Linked Incentive (PLI) scheme for Air Conditioners

The prime objective for Production Linked Incentive Scheme for White Goods (PLIWG) (Air Conditioners and LED Lights) include removing sectoral disabilities, creating economies of scale, enhancing exports, creating a robust component ecosystem and employment generation. The scheme is being designed to develop complete component ecosystem for the Air Conditioners and LED Lights Industry in India and make India an essential part of the global supply chains. The scheme will extend an incentive of 4% to 6% on incremental sales for a period of 5 years succeeding to the base year and one year of incubation period.

Only manufacturing of the components of Air Conditioners and LED Lights will be incentivized under this scheme. 90% of Bill of Material (BoM) for ACs and 87% of BoM for LED Lights are covered under this PLI scheme. This will increase in-country value addition from 20% to 85% and create a robust component ecosystem for these industries. Over the next 5 years, the scheme is estimated to lead to a total production of about INR 2,710 billion of components of ACs and LEDs. The scheme will bring further investment in component manufacturing eco-system of ACs and LED Lights industry to the tune of INR 59 billion. (Source: DPIIT, Ministry of Commerce & Industry)

Exhibit: Highlights of the PLI scheme for White Goods (Air Conditioners and LED Lights)

Tenure

5 years from FY 2021-22 to FY 2028-29. An applicant may opt for any one of the following initial investment (gestation) periods:

i. April 1, 2021 to March 31, 2022
ii. April 1, 2021 to March 31, 2023

Incentives

The scheme will extend an incentive of 4-6% on incremental turnover over base year (2019-20) of goods sold in India and exported to global markets, to eligible companies for a period of 5 years.

Target Segments

a. High value and/ or Low-value intermediaries for production of AC & LED Lights
b. Each target segment will have two categories of investments: Large and Normal

Eligibility

a. Indian / Foreign / JV company
b. Threshold of cumulative investment
c. Threshold of incremental sales

Source: DPIIT
https://www.investindia.gov.in/pli-scheme-for-white-goods

Exhibit: Target segments under PLI Scheme for White Goods (Air Conditioners and LED Lights)

S. No	Target Segment	Eligible Products
1	ACs (Components)	i. High value intermediaries of Acs ii. Low-value intermediaries of Acs iii. A combination of (i) and (ii)
2	High Value Intermediaries of ACs	i. Compressor ii. Copper Tube (plain and/ or grooved) iii. Aluminium Stock for Foils or Fins of Heat Exchangers
3	Lower Value Intermediaries of ACs	i. Control Assemblies for IDU or ODU or Remotes ii. Display panel (LCD/ LED) iii. Motors iv. Cross Flow Fan (CFF) v. Valves and Brass components vi. Heat Exchangers vii. Sheet Metal Components viii. Plastic Moulding Components

Source: DPIIT
https://www.investindia.gov.in/pli-scheme-for-white-goods

In November 2021, 42 companies were shortlisted as beneficiaries under the PLI Scheme for White Goods with a committed investment of INR 46 billion. The selected applicants include 26 Air Conditioner manufacturers with committed investments of INR 39 billion. Further, In June 2022, 6 more companies were shortlisted as beneficiaries under the PLI Scheme for White Goods (Air Conditioners) in the 2nd round of applications, with committed investments of INR 9 billion.

Exhibit: List of brands selected under PLI Scheme for White Goods (Air Conditioners)

S. No.	Applicant Name	Control assembly for IDU	Control assembly for ODU	Compressor	Motor	Heat Exchanger	Cross Flow Fan	Display Panel (LCD/LED)	Sheet Metal Component	Plastic Moulding Component	Valves & Brass Component	Copper Tube (plain and/ or grooved)	Aluminium Stocks for Foils & Fins for Heat Exchangers	Gestation Period	Committed investment (INR Crore)
1	Daikin Airconditioning India Pvt Ltd	✓	✓	✓	✓	✓	✓		✓	✓				Upto 03/ 23	538.70
2	Blue Star Climatech Ltd					✓			✓					Upto 03/ 23	156.00
3	Havells India Ltd	✓	✓			✓			✓	✓				Upto 03/ 22	112.71
4	Johnson Controls Hitachi AC India Ltd					✓	✓		✓	✓				Upto 03/ 22	100.67
5	Voltas Ltd					✓	✓			✓				Upto 03/ 23	100.00
6	IFB Industries Ltd				✓	✓			✓					Upto 03/ 22	57.00
7	Panasonic India Pvt Ltd	✓	✓			✓			✓	✓				Upto 03/ 22	50.00
8	LG Electronics India Pvt Ltd	✓	✓	✓	✓	✓				✓				Upto 03/ 23	300.00
9	Mitsubishi Electric India Pvt Ltd	✓	✓			✓	✓							Upto 03/ 23	50.00
	Total														**1,465.08**

Source: DPIIT, Invest India
https://dpiit.gov.in/production-linked-incentive-scheme/production-linked-incentive-scheme-pli-white-goods

Exhibit: List of RAC ODMs selected under PLI Scheme for White Goods (Air Conditioners)

S. No.	Applicant Name	Control assembly for IDU	Control assembly for ODU	Compressor	Motor	Heat Exchanger	Cross Flow Fan	Display Panel (LCD/LED)	Sheet Metal Component	Plastic Moulding Component	Valves & Brass Component	Copper Tube (plain and/ or grooved)	Aluminium Stocks for Foils & Fins for Heat Exchangers	Gestation Period	Committed investment (INR Crore)
1	Amber Enterprises India Ltd (+) IL Jin Electronics India Pvt Ltd	✓	✓		✓	✓	✓		✓	✓				Upto 03/ 22	627.51
2	PG Technoplast Pvt Ltd	✓	✓			✓	✓		✓	✓				Upto 03/ 22	321.00
3	E-Pack Durable Solutions Pvt Ltd (+) Epavo Electricals Pvt Ltd	✓	✓		✓	✓	✓	✓	✓	✓				Upto 03/ 22	358.00
4	Bhagwati Products Ltd	✓	✓		✓	✓	✓		✓	✓	✓			Upto 03/ 22	61.00
5	Virtuoso Optoelectronics Ltd	✓	✓			✓	✓		✓	✓	✓			Upto 03/ 22	50.50
	Total														**1,418.01**

Source: DPIIT, Invest India
https://dpiit.gov.in/production-linked-incentive-scheme/production-linked-incentive-scheme-pli-white-goods

Exhibit: List of RAC Component suppliers selected under PLI Scheme for White Goods (Air Conditioners)

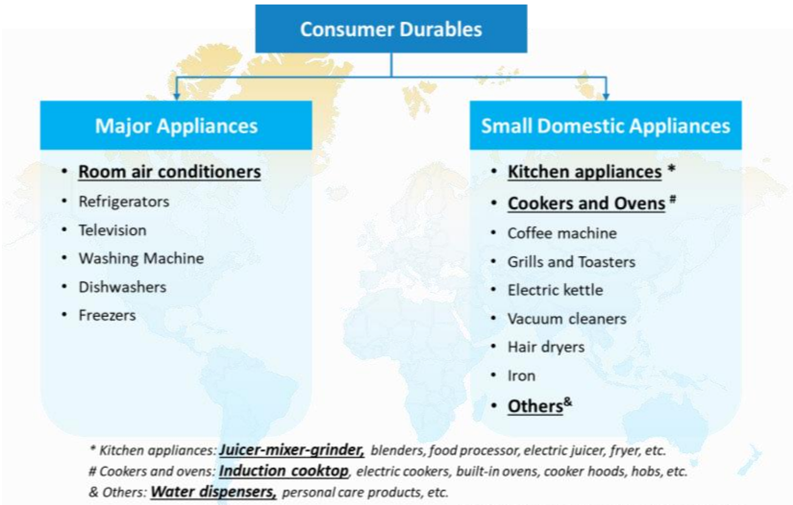
S. No.	Applicant Name	Control assembly for IDU	Control assembly for ODU	Compressor	Motor	Heat Exchanger	Cross Flow Fan	Display Panel (LCD/LED)	Sheet Metal Component	Plastic Moulding Component	Valves & Brass Component	Copper Tube (plain and/ or grooved)	Aluminium Stocks for Foils & Fins for Heat Exchangers	Gestation Period	Committed investment (INR Crore)
1	Hindalco Industries Ltd											✓	✓	Upto 03/ 23	539.00
2	Mettube India Pvt Ltd											✓		Upto 03/ 23	300.21
3	Napino Auto and Electronics Ltd	✓	✓											Upto 03/ 23	66.60
4	Lucas-TVS Ltd	✓	✓		✓									Upto 03/ 23	54.00
5	Nidec India Pvt Ltd				✓									Upto 03/ 22	51.92
6	Dixon Devices Pvt Ltd	✓	✓											Upto 03/ 22	51.00
7	Syrma Technology Pvt Ltd	✓	✓											Upto 03/ 23	51.00
8	VVDN Technologies Pvt Ltd	✓	✓		✓				✓	✓				Upto 03/ 23	51.00
9	East India Technologies Pvt Ltd	✓	✓						✓	✓				Upto 03/ 23	50.00
10	Magnum MI Steel Pvt Ltd	✓	✓		✓	✓			✓					Upto 03/ 23	50.00

11	Sun Home Appliances Pvt Ltd	✓	✓		✓	✓	✓		✓	✓			Upto 03/ 23	50.00
12	Triton Valves Climatech Pvt Ltd										✓		Upto 03/ 23	50.00
13	Adani Copper Tubes Ltd											✓	Upto 03/ 23	408.00
14	Starion India Pvt Ltd	✓	✓			✓	✓		✓	✓			Upto 03/ 23	50.10
15	Kaynes Technology India Ltd	✓	✓					✓		✓			Upto 03/ 23	50.00
16	Swaminathan Enterprises Pvt Ltd				✓								Upto 03/ 23	50.00
	Total													**1,922.83**

Source: DPIIT, Invest India
https://dpiit.gov.in/production-linked-incentive-scheme/production-linked-incentive-scheme-pli-white-goods

Global consumer durables industry

Exhibit: Consumer durables industry, segmentation by product categories - major and small appliances



Source: Statista, Frost & Sullivan Analysis

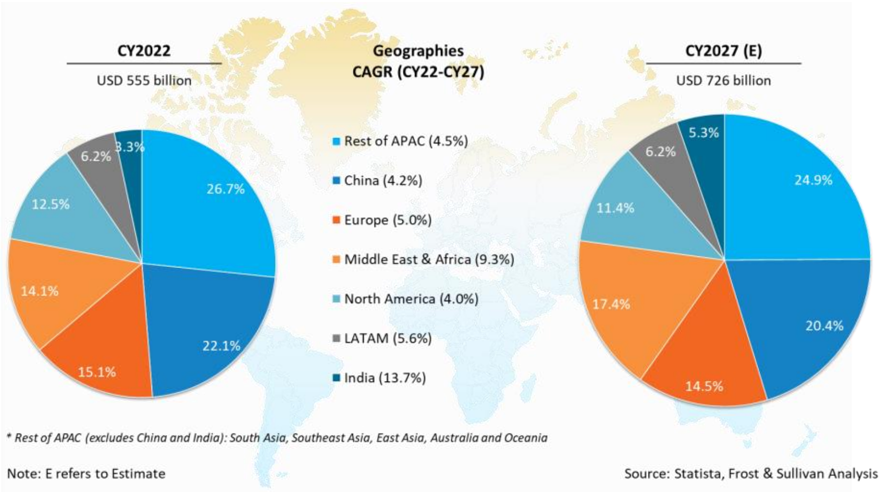
Exhibit: Global consumer durables industry size, value in USD billion, growth in %, CY2017-CY2027E

Note: E refers to Estimate

Source: ELCINA, Statista, Frost & Sullivan Analysis

Consumer durable market segmentation by geography

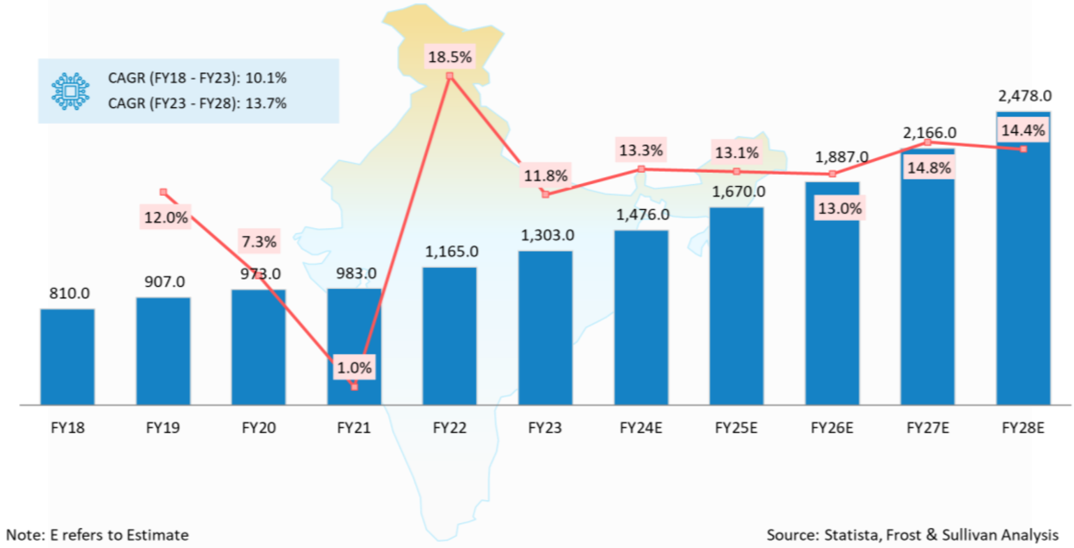
Exhibit: Global consumer durables market - Segmentation by geography, value in USD billion, growth in %, CY2022 and CY2027E



Emerging economies, rapid urbanisation, limited living spaces, and an expanding middle class characterise the APAC region.

Over the past five years, the consumer durables market in India has experienced significant growth. In the near future, the market is anticipated to experience growth acceleration fuelled by rising rural consumption, a shorter replacement cycle, increased retail penetration, and the availability of numerous brands and products at various price points.
A developing Indian economy, greater consumer spending power, and improved access to high-quality items at reasonable prices have transformed India's consumer durables market. The overall market size of consumer durables market for FY23 is estimated at INR 1,303 billion, and the market is expected to grow at an 13.7% CAGR until FY28.

Exhibit: Indian consumer durables market size, value in INR billion, growth in %, FY18-FY28E



Indian consumer durable market segmentation by product categories

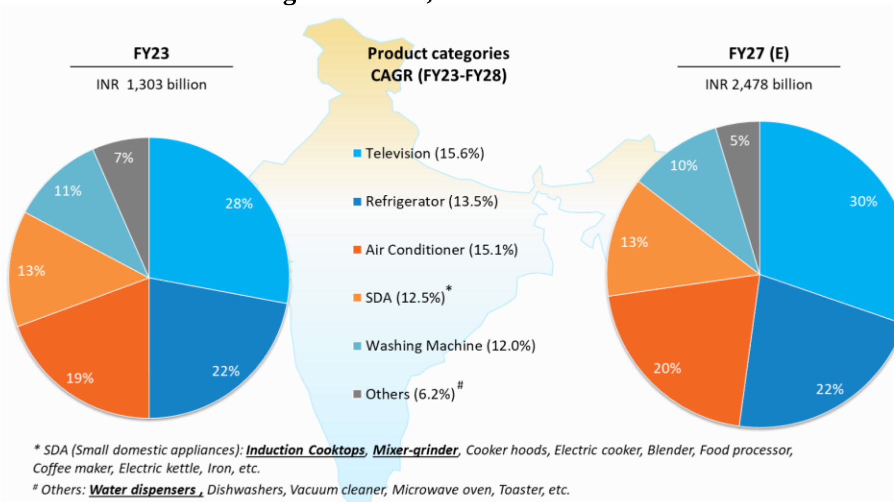
Room Air Conditioners (RAC): Penetration of RACs in Indian households is around 8% in 2022, implying that there is considerable scope for growth. Indian RAC market is highly fragmented with varied set of players – global, indigenous and importers – selling a wide range of products in the market.

Television: The TV industry has seen dramatic technological advancements over the last decade. TV penetration in India is approximately 65%, which is the highest among the consumer electronics. Television is one of India's fastest growing consumer electronics products.

Refrigerators: Penetration of refrigerators in India currently is around 33%, implying sufficient head room for growth. The refrigerator market is expected to grow at a rate of 13.5% between FY23 and FY28.

Washing Machines: Indian washing machines industry has been witnessing sustained and stable growth. Increasing appreciation for the value that the product delivers, affordable pricing, and innovative products has aided the strong growth of washing machines in India.

Exhibit: Indian consumer durables market - Segmentation by product categories, value in INR billion, growth in %, FY23-FY28E



Note: E refers to Estimate

Source: Frost & Sullivan Analysis

Growth drivers of consumer durable industry in India

Increasing household income and discretionary spend: India's per capita PPP is steadily growing, which is an important enabling factor for buying home appliances.
The collective purchasing power of the Indian middle-class families would make India into one of the world's most vital markets.

Rising temperature: Rising temperatures is likely to have a significant impact on the growth of the consumer durables market, particularly the room air conditioning market.

Regulatory landscape India is seeing major changes in its policies, particularly those related to the regulatory and business environment. The government is making some long-due reforms leading to the recognition in the 'Ease of Doing Business' rankings of India on a global level. The appliance and consumer electronics sector and the upcoming national policy for electronics (NPE) will further bring about the major policy changes for the industry.

Low-cost of production in India: In recent years, the Indian government has made a number of critical decisions to strengthen the country's manufacturing ecosystem. Availability of low-cost inputs, access to skilled and semi-skilled labour at competitive wages, government incentives, efficient product process, further aids in low-cost production. The price point for these products has corrected from a few years ago due to the low cost of products combined with rising income levels. The new Indian customers can afford to purchase consumer durables at their income levels.

Rise in Nuclear households: In India, which is set to be the youngest in the world, more than 45% of the population is under the age of 25. Rising urbanisation and a rise in the workforce in Tier I cities have resulted in an increase in nuclear households. The share of nuclear families has risen steadily over the last two decades to 70%, with a forecast increase to 74% by 2025. This ongoing transition is significant for marketers since nuclear families spend 20% to 30% more per capita than coupled families, which drives the consumer durable industry.

Key market trends of consumer durable industry in India

- Increasing Adoption of Smart Home Appliances
- Surge in Online Sales
- Focus on After-sales Service and Customer Support
- Growing Interest in Health and Wellness Appliances
- Increasing financing options and no-cost EMI schemes

Level of localization across consumer durable industry in India

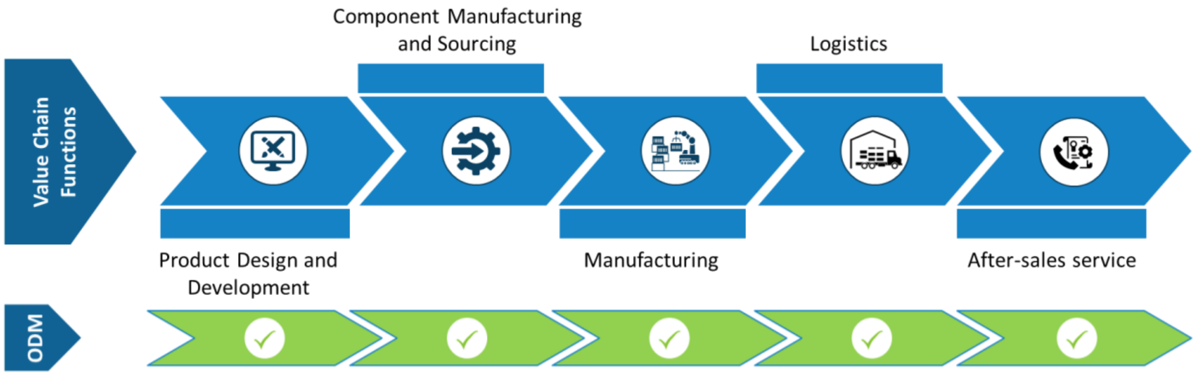
The Indian consumer durables industry has seen supply-chain disruption in all major product categories because of heightened supply chain localization. Localisation of components for air conditioners, TV, washing machine, refrigerators, etc, at scale, can help cut the cost gap with China and can also help stir up the micro, small, and medium enterprise (MSME) sector.

The government's refined duty structure has also led to encouragement of backward integration of the production component amongst the manufacturers, with a stronger push towards domestic manufacturing.
Incentives offered by the government in the form of PLI scheme, Industry Development Policies, etc. is going to provide a necessary boost to the much-needed localization in India. Imports of consumer electronics have been decreasing and exports have been rising in India, and this trend is expected to continue. Many companies, domestic and international, have made substantial investments in setting up manufacturing bases in India, to cater to the large domestic market and to take part in the global supply chain.

Introduction to Original Design Manufacturer (ODM) model

Under this model, ODM companies design products as per the high-level specifications or product requirements shared by the brands. ODM companies then source components, carry out fabrication and assembly, test the final product, and undertake logistics and after sales services related activities in some cases. This model helps the ODM companies to have deeper and long-term business relations with the brands. This is a high margin business and comes at a premium for good designs.

Exhibit: Original Design Manufacturer (ODM) business model



Source: ELCINA, Frost & Sullivan

Emergence of ODM Model in the Consumer Durables industry
Globally, the consumer durables market is competitive, and manufacturers are constantly exploring new ways to optimize their production processes and reduce costs. Hence, brands have started to engage ODM players to leverage their manufacturing capabilities and cost advantages. ODM companies are becoming globally relevant today due to several key factors such as:

- **Globalization and Market Expansion:** ODM companies provide an efficient and cost-effective solution for companies to access global markets. By leveraging the manufacturing capabilities of ODMs, companies can quickly enter new markets and meet the demand of international customers.

- **Cost-Effectiveness:** ODM companies are often located in regions with lower production costs, such as China, Southeast Asia, and other emerging economies. Outsourcing production to ODMs helps companies remain competitive in the global marketplace by accessing affordable manufacturing without compromising on quality.

- **Time-to-Market Advantage:** ODM companies have streamlined processes and efficient production capabilities, enabling companies to reduce their time-to-market. By partnering with ODMs, companies can accelerate their product development cycles, respond quickly to market demands, and gain a competitive advantage in fast-paced industries.

- **Supply Chain Management:** ODM companies have established extensive networks of suppliers, manufacturers, and distributors across different regions. This capability simplifies the logistics and reduces the complexities associated with global manufacturing and distribution for companies.

- **Manufacturing Expertise:** ODM companies specialize in manufacturing and have developed expertise in producing a wide range of products. This expertise ensures that companies receive high-quality products that meet international standards.

- **Technology adoption:** Technology and product dynamism in the consumer durables industry necessitates ongoing investments in innovation.

Indian Consumer Durables ODM market has been estimated at approximately INR 300 billion FY23. Television is the largest segment accounted for 49% market share, followed by Room Air Conditioner (19% share), Washing Machines (9% share), Refrigerators (7% share), and small and other Domestic Appliances (16% share).

Exhibit: Size of Indian Consumer Durables ODM Market, In INR billions, FY23

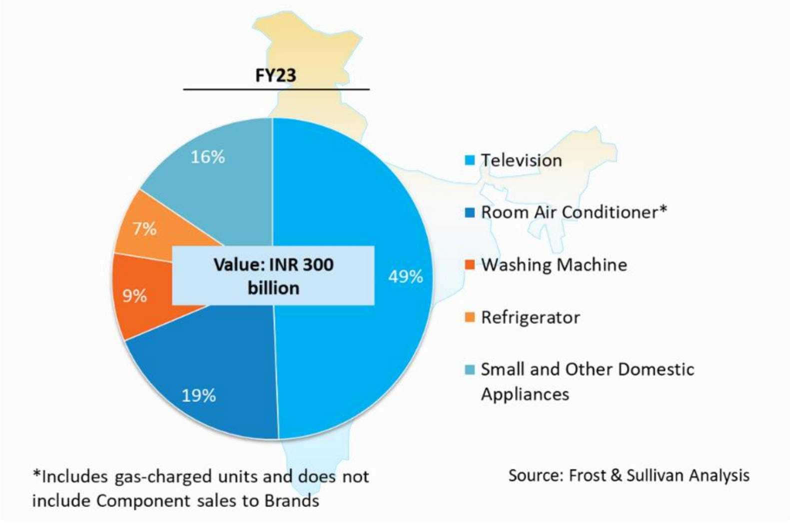
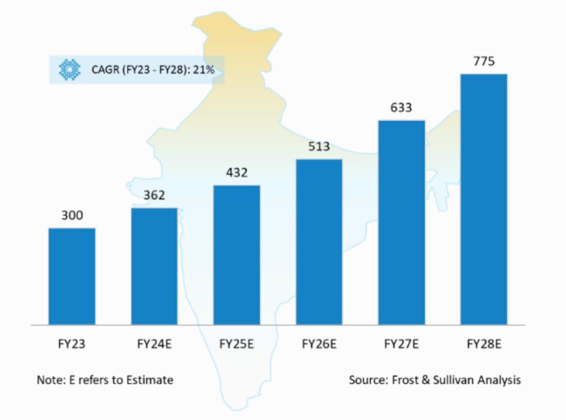
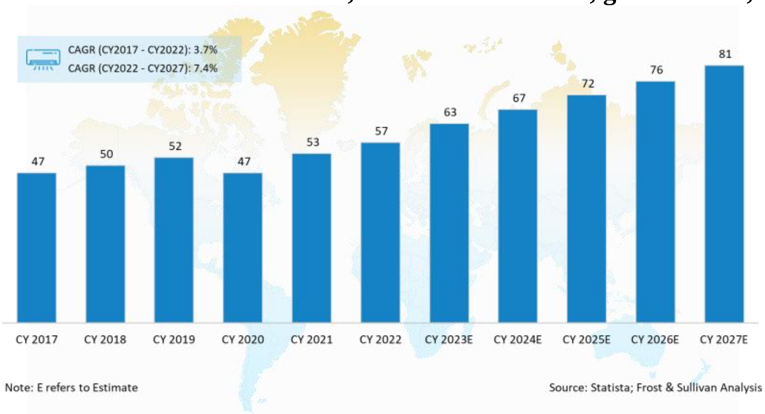


Exhibit: Size of Indian Consumer Durables ODM Market, In INR billions, FY23-FY28E



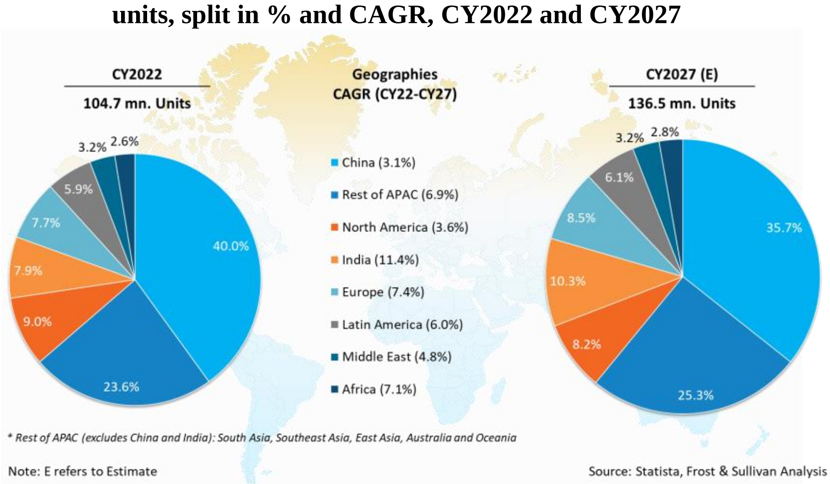
Global Room Air Conditioner (RAC) market size

Exhibit: Global room air conditioner market size, value in USD billion, growth in %, CY2017-CY2027E



Global RAC market segmentation by region (from demand perspective)

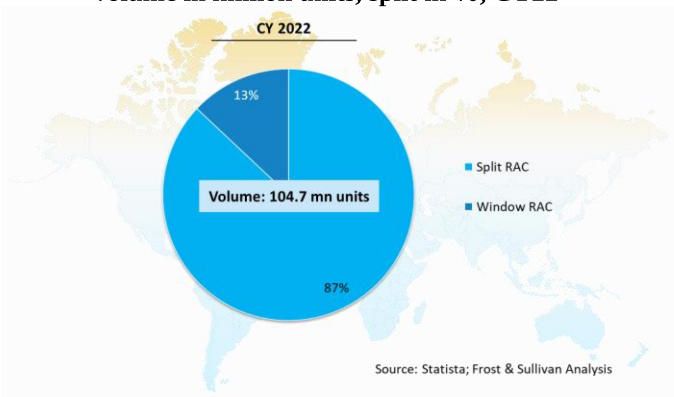
Exhibit: Global room air conditioner demand – Segmentation by major geographies, volume in million units, split in % and CAGR, CY2022 and CY2027



Global RAC market segmentation by product type

Window air conditioners were popular two decades ago, but today split air conditioners dominate the market. In 2022, split AC had the largest market share of 87%, followed by window AC with 13%.

Exhibit: Global room air conditioner market – Segmentation by product types, volume in million units, split in %, CY22



Global RAC import market

Exhibit: Global room air conditioner market, key importing regions, value in USD billion, split in %, CY2022

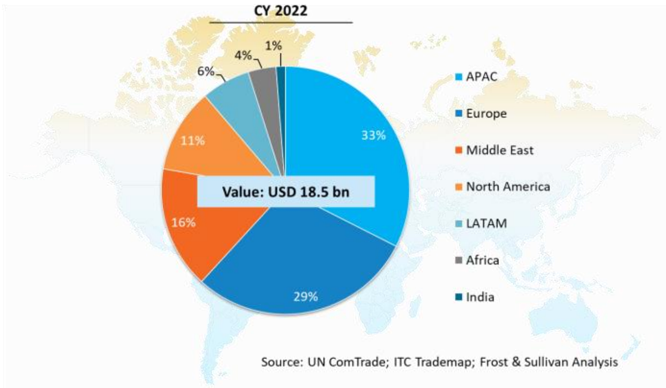


Exhibit: Indian RAC market, domestic sales, volumes in million, growth in %, FY18 – FY28E

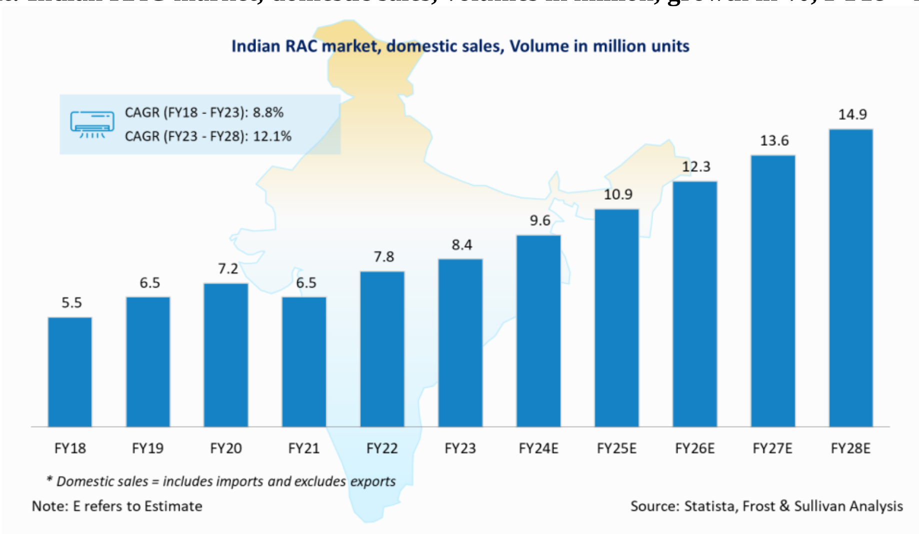
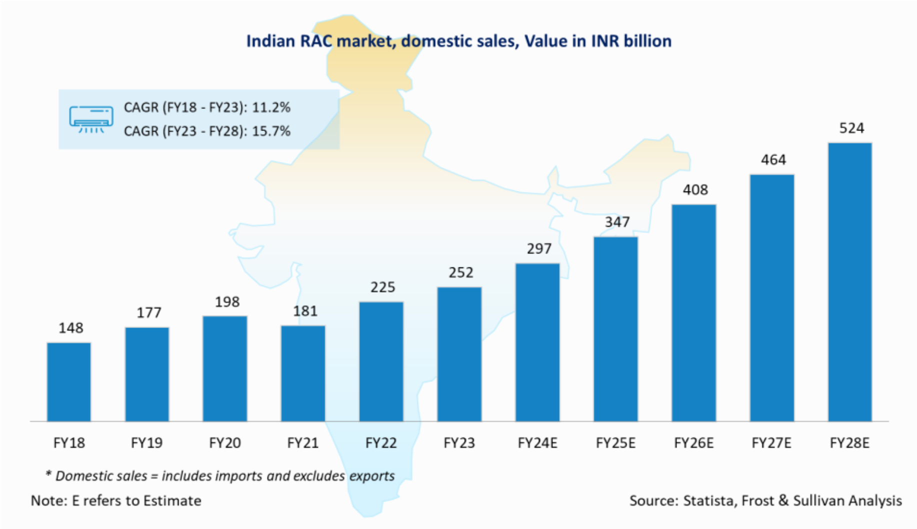


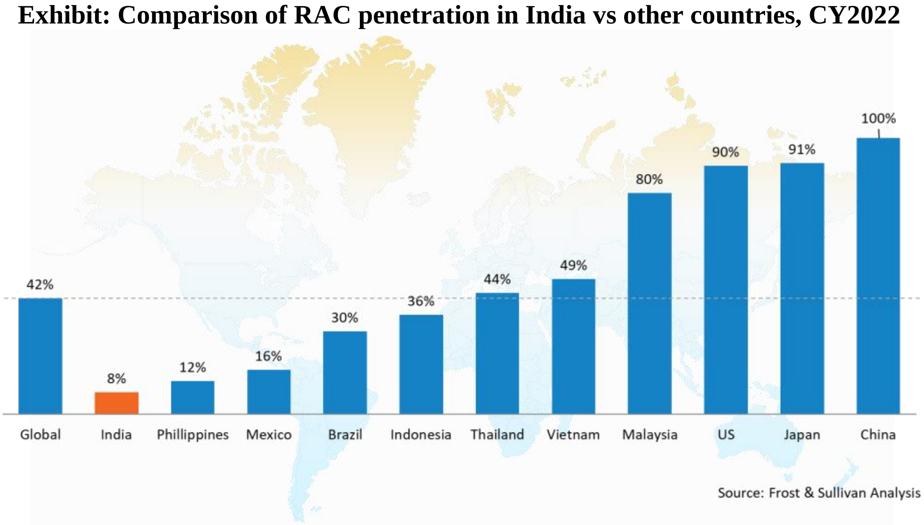
Exhibit: Indian RAC market, domestic sales, value in INR billion, growth in %, FY18 – FY28E



Penetration of RAC in India and outlook

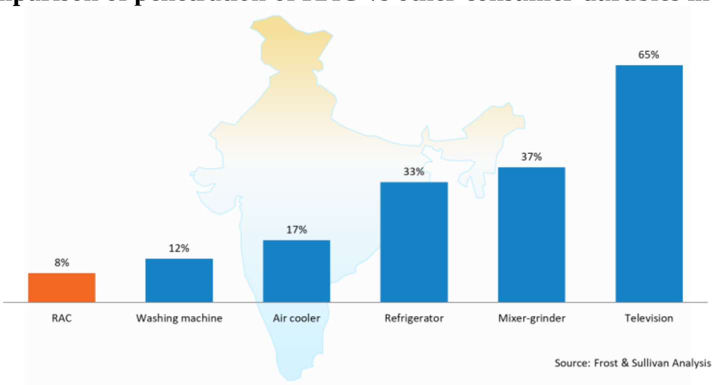
Penetration of RAC is extremely low in India when compared to various developed economies and only one-fifth of the global average RAC penetration. There is tremendous potential in the Indian market, as the overall RAC penetration is relatively low at 8%.

Exhibit: Comparison of RAC penetration in India vs other countries, CY2022



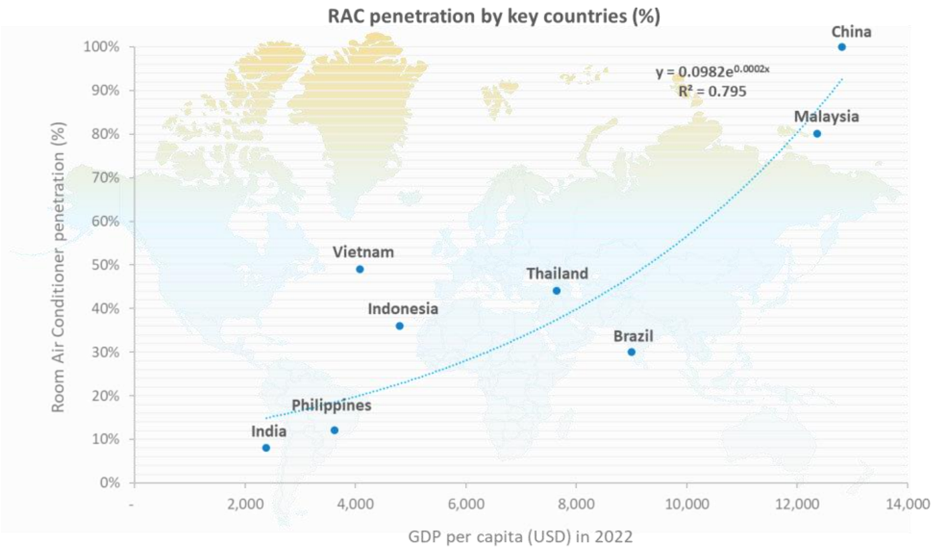
Also, RAC penetration is the lowest among consumer durables, compared to washing machines (12%), refrigerators (33%), and televisions (65%).

Exhibit: Comparison of penetration of RAC vs other consumer durables in India, FY23



Another interesting fact can be observed from the below chart. GDP per capita and RAC penetration has a strong correlation among the developing and warmer nations. As the GDP per capita crosses, the inflection point of USD 2,000, RAC penetration shows a steady upward trend. India has crossed this critical mark in 2021 and now all set for a strong growth in the RAC penetration over the next decade.

Exhibit: India vs. comparable economies, GDP per capita income Vs RAC Penetration, CY2022



Source: World Bank; Frost & Sullivan Analysis

Growth drivers of Indian RAC market

Air conditioner is no more a luxury, but a necessity: Due to enhanced purchasing power and increasingly erratic climatic conditions in India, air conditioners are no more considered a luxury but a necessity among most middle-class Indian households.

Growth in residential construction: Driven by the sustained demand for housing and supportive government policy, residential construction is expected to grow at a 6.5% CAGR till 2030, according to a Fitch 2021 report. A strong residential supply pipeline is expected to create strong demand for RAC in the short-to-medium term.

Growing purchasing power: India's per capita income has steadily grown from USD 1,351 in 2010 to USD 2,379 in 2022 at a CAGR of 4.8%. Due to this, India in the last few years has seen a significant expansion of middle-class households which is the key demand generator for Room Air Conditioners.

Availability of Financing options: A key deterrent in RAC adoption among Indian households is the very high price of the product. The availability of financing options thus made RAC affordable to a large section of Indian households. This has reduced immediate burden on consumer's wallets and allowed them to pay the amount over a long period.

Significant reduction in load shedding across India cities and towns: Due to investment across the power sector value chain, the energy deficit in the country has declined from more than 10% a decade back to only 0.5% in FY23. The load shedding scenario has also improved drastically in Indian cities and towns – from 6 to 8 hours in the summer months a couple of decades back to less than one hour or no-load shedding on some days.

Climate change and rising temperature: Climate change has resulted in longer, more intense heat waves during the summer, forcing India to balance its cooling requirements. As temperatures have gone up, there has been a sharp rise in the demand for cooling products, especially air conditioners and air coolers.

Indian RAC market segmentation by product categories

Exhibit: Indian RAC market, domestic sales split by product types, in percentage, FY23

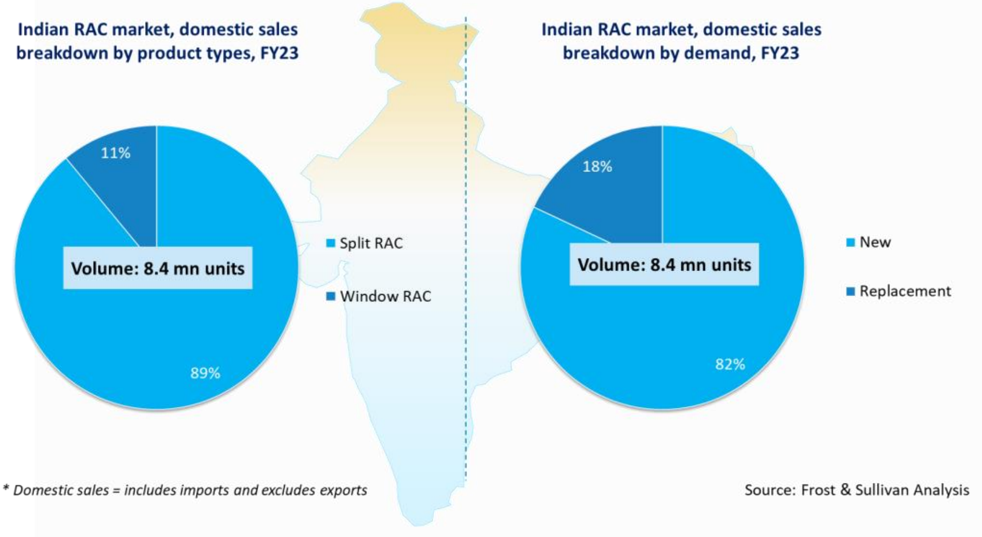
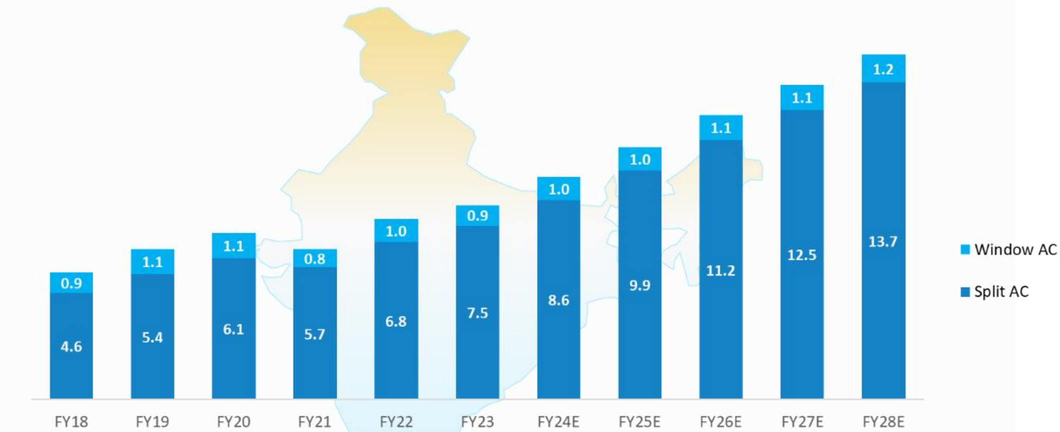


Exhibit: Indian RAC market, Split AC and Window AC sales trend, in Million units, FY18 - FY28E



	FY18	FY19	FY20	FY21	FY22	FY23	FY24E	FY25E	FY26E	FY27E	FY28E
Window AC	0.9	1.1	1.1	0.8	1.0	0.9	1.0	1.0	1.1	1.1	1.2
Split AC	4.6	5.4	6.1	5.7	6.8	7.5	8.6	9.9	11.2	12.5	13.7
Total RAC	**5.5**	**6.5**	**7.2**	**6.5**	**7.8**	**8.4**	**9.6**	**10.9**	**12.3**	**13.6**	**14.9**

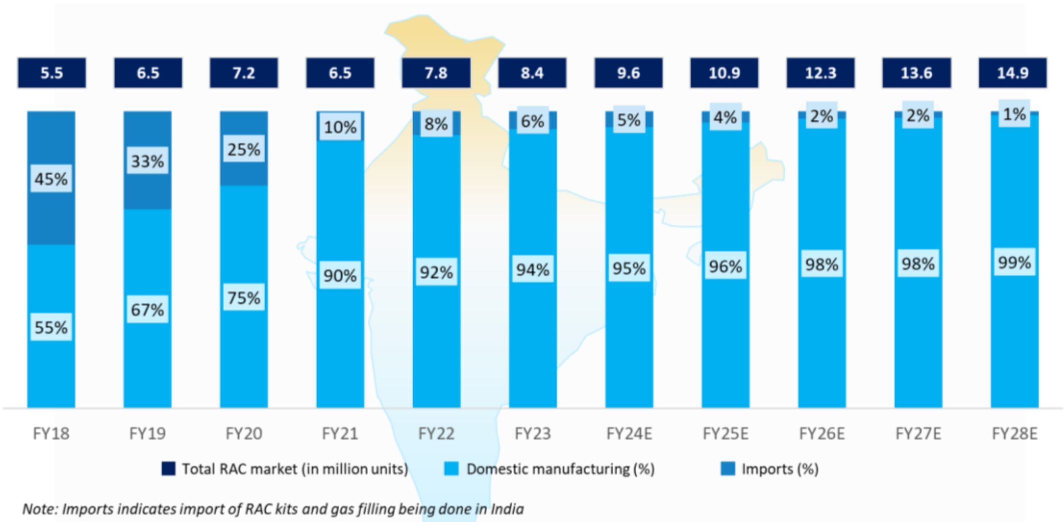
All values are in Million units

Source: Frost & Sullivan Analysis

Indian RAC market segmentation by domestic manufacturing vs imports

In a bid to promote domestic manufacturing, the Indian government has banned the import of completely built units of air-conditioners with refrigerants from FY21.

Exhibit: Indian RAC market, domestic sales percent split by domestic manufacturing and imports, volume in million units, split by %, FY18-FY28E



Note: E refers to Estimate Source: Annual Import-Export Data (Ministry of Commerce) and Frost & Sullivan Analysis

The share of imported RACs have shown a steep decline from about 25% in FY20 to a mere 6% in FY23. In-country value addition has sharply increased from about 20% a decade back to almost 65% - 70% in FY23.

Following are the key growth drivers for domestic manufacturing of RACs in India:

a. Phased Manufacturing Programme (PMP): The programme mandated increase in custom duties on RACs and components in a phased manner which made imports an expensive option. As a result, Domestic brands had to pursue local sourcing.

b. BIS Certification Requirement: The government mandated that BIS certification is mandatory for selling RACs and components in India. This proved cumbersome for exporters in China, Thailand, etc. and hence acted as a deterrent.

c. Production Linked Incentive Scheme (PLI): Sales and capex linked incentives were announced for local manufacturing of components and not for mere RAC assembly. This encouraged the brands to pursue local sourcing due to cost benefits.

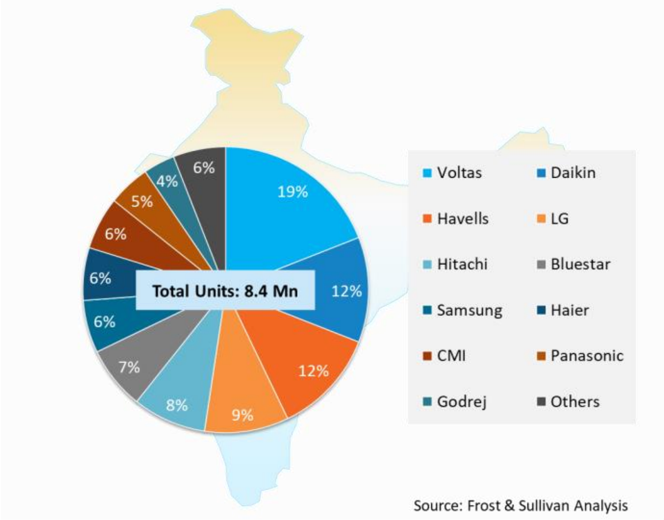
d. Ban on import of gas charged units: Complete ban on import of gas charged units impacted imports and forced MNC brands to evaluate local manufacturing.

As a result, India's domestic manufacturing of RAC has grown at 22% CAGR, from 3.0 million units in FY18 to 7.9 million units in FY'23. Domestic manufacturing is expected to grow further at 13% CAGR and is expected to reach 14.7 million units by FY28.

Competitive landscape of Indian RAC market

Indian RAC market is a fairly organized market with participation of prominent global and Indian brands with a wide range of products. Voltas, Havells (Lloyd), Daikin, LG, Hitachi, and Blue Star are the top 6 brands account for 67% of RAC sales in FY23.

Exhibit: Indian RAC market, domestic sales percent split by competition, split in %, FY23



Value Chain of RAC Manufacturing:

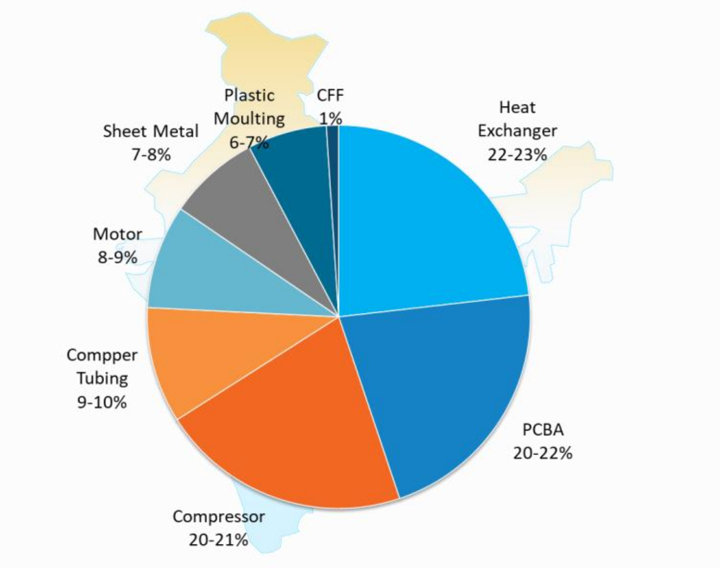
Air Conditioner manufacturing is a complex activity and involves manufacturing multiple components, sub-assemblies, and assemblies. The following is a list of key components / processes required to manufacture a Room Air Conditioner.

a. Stamping / sheet metal components manufacturing
b. Injection Moulding / plastic components manufacturing
c. Bending and forming of copper tubes
d. Heat Exchanger manufacturing
e. Powder coating
f. Compressor manufacturing
g. Induction Motor manufacturing
h. Cross Flow Fan manufacturing
i. PCB Assembly
j. Final Assembly
k. Quality control
l. Packaging and shipping

Cost contribution of various RAC components:

Heat Exchanger, PCBA and Compressor are the three key components of a Split AC and accounts for approx. 55-56% of the overall manufacturing cost.

Exhibit: Cost contribution of various components, Split AC



Source: Frost & Sullivan Analysis

Level of integration of the brands across the manufacturing value chain

The brands can be further classified based on their level of backward integration. In the below chart, the leading brands in the country have been bucketed under six categories based on their component manufacturing and assembly capability at the end of FY23 across all their plants in India.

Exhibit: Categorization of Indian RAC Brands based on level of backward integration at the end of FY23

	Level of backward integration	Description	ODM opportunity	Brands
5	Fully integrated	• All components manufactured in-house • Final assembly for IDU and ODU done in-house	NA	No brand has end to end manufacturing capability at the end of FY23
4	Near-fully integrated	• Substantial components manufactured in-house: Sheet metal (part), large IM, HE; Smaller parts outsourced on OEM basis • Final assembly for IDU and ODU done in-house	Low, maybe cross-flow fan or PCB assembly	Havells, Haier, Hitachi
3	Partial integration	• Source components/ parts from large number of small vendors on OEM basis; Some critical components in-house • Final assembly done in-house	Sheet metal or IM components; IDU facia	LG, Blue Star, Carrier-Midea, Panasonic
2	HE & Assembly only	• Part HE manufactured in-house; all other components outsourced • Final ODM assembly done in-house	Components, ODU & IDU Kits, ODU, IDU, CBU	Voltas, Daikin, Godrej
1	Assembly only	• All components outsourced, mostly as kits • Gas charging and final assembly done in-house	ODU & IDU Kits, ODU, IDU, CBU	Samsung
0	No manufacturing/ Total outsourcing	• Entire manufacturing is outsourced	Completely built units	Mitsubishi, O'General, Amstrad, Onida, Reliance, Croma, etc.

Note: Scale of 0 – 5 indicates the level of backward integrations

Right to Win for ODM companies in the Indian RAC manufacturing industry

Backward integrated operations (most of the bill of materials manufactured in-house): Fully backward integrated operation helps the ODM companies to have a higher control on the input costs which in turn helps them in maintain sustainable margins.

Large-scale manufacturing (for cost-efficiencies): Economies of scale result in cost advantages reaped by companies when production becomes efficient, resulting in a decreased cost-per-unit.

Ability to innovate – provide design related solutions: Innovation helps the companies to develop new designs and achieve process efficiency which in turn helps the companies to grow profitably. Company's ability to sell its designs to the brands and earns premium for the service.

Strategic location closer to consumers: Staying closer to the consumers helps the ODM Companies on multiple fronts. It reduces the company's logistics costs and helps the companies to serve its customers faster and in an efficient way.

Ability to manufacture variety of designs / multiple SKUs: As the RAC market is growing, brands are launching multiple models / variants / SKUs through different channels to attract customers. Brands have the limitation to develop multiple variants in-house within a short period of time.

All the factors mentioned above i.e., backward integrated operations, large-scale manufacturing that requires significant capital investments, technological prowess, innovation capabilities, and ability to manage multiple SKUs create a strong entry barrier for a new company to enter into RAC manufacturing. This creates opportunities for the existing companies to further invest in capacity expansion, backward integration, and innovations.

Besides, such integrated capabilities of the ODM companies make switching difficult for the brands. Switching cost for the brands increases as the ODM companies not only manufacture the products but also controls the designs – this increases the stickiness of the brands as new product introduction and development is a complicated and lengthy process for both the brands and the new ODMs. This in turn helps the existing ODM partners to maintain a sustainable and profitable business in the long run.

As the Indian RAC market is growing, retail giants such as Reliance, Croma, Flipkart, etc. and other small brands like Onida, Cruise, etc. are creating their own labels and trying to capture a pie of this growing business. These companies do not have any plans to invest in manufacturing, and hence would create significant ODM opportunities for companies.

FY23 Room Air Conditioner (RAC) ODM market in India

ODM companies supplied 5.2 million units (Window AC + Split IDU + Split ODU Kits + Split ODU) to the RAC brands in FY23. Out of these units, 4.2 million units were manufactured in the country and the rest 1.0 million units were imported as kits and gas charging was done in India. This translates to INR 58 - 60 billion ODM market in FY23 – INR 38 - 40 billion for the domestically manufactured units and INR 20 billion for the gas charged units. Product wise, ODM companies manufactured 0.6 million window ACs and 4.6 million split AC units in FY23.

Exhibit: Indian RAC ODM market by unit type, million units and INR billion, FY23

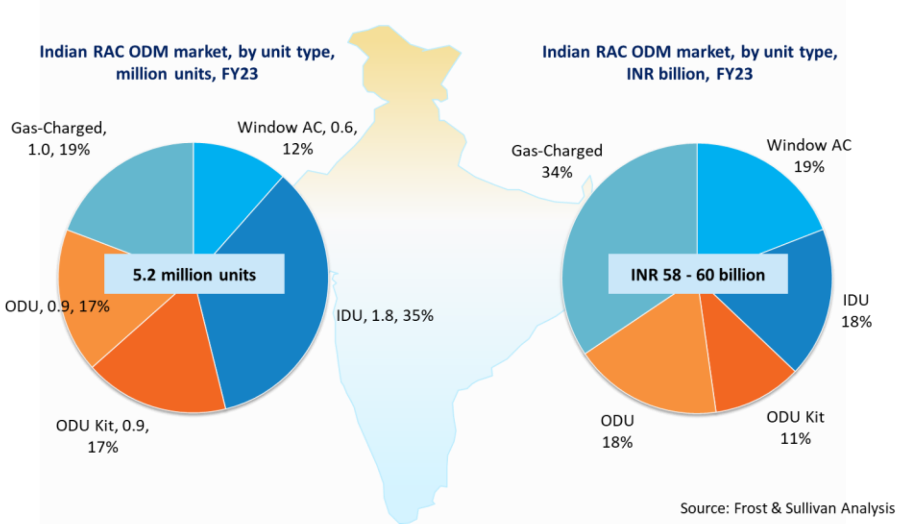


Exhibit: Indian RAC ODM market, share of the ODM companies, FY23

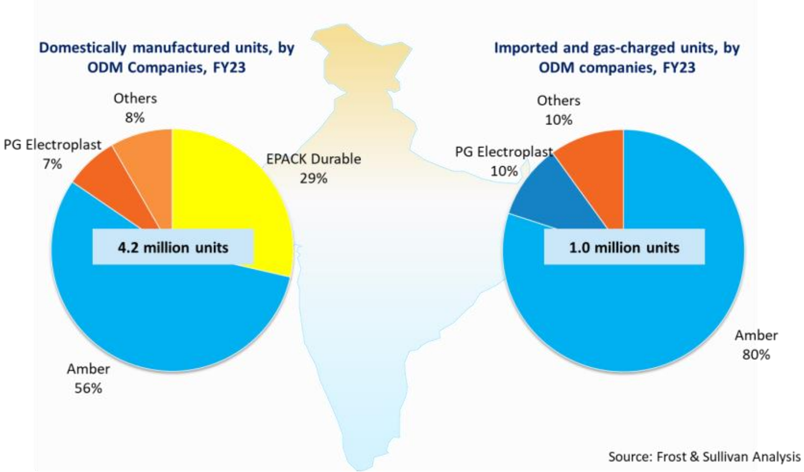
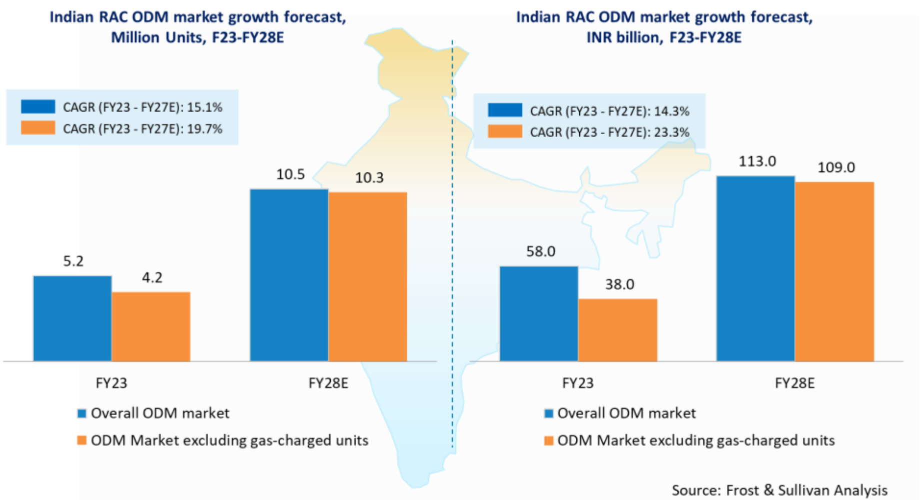


Exhibit: Indian RAC ODM market growth foreacast, million units and INR billion, FY23-FY27E



Besides supplying IDUs and ODUs, ODM companies also supply Split AC components to the brands to aid in their assembly process.

Exhibit: Indian Split RAC component business growth foreacast, INR billion, FY23-FY28E

	FY23	FY28E
Split RAC Sales	7.5 million ACs	13.7 million ACs
ODM Sales	2.3 million ACs	4.8 million ACs
Component Sales	5.2 million ACs	8.9 million ACs
Component price* / SAC (excluding compressor)	INR 12,000 – 12,500	INR 13,800 – 14,300
Overall component market size (excluding compressor)	INR 60 – 65 billion	INR 122 – 127 billion
Outsourcing opportunities available to ODMs and standalone suppliers	55 – 60%	
Split RAC Component outsourcing market	INR 35 – 40 billion	INR 68 – 73 billion
CAGR		15%

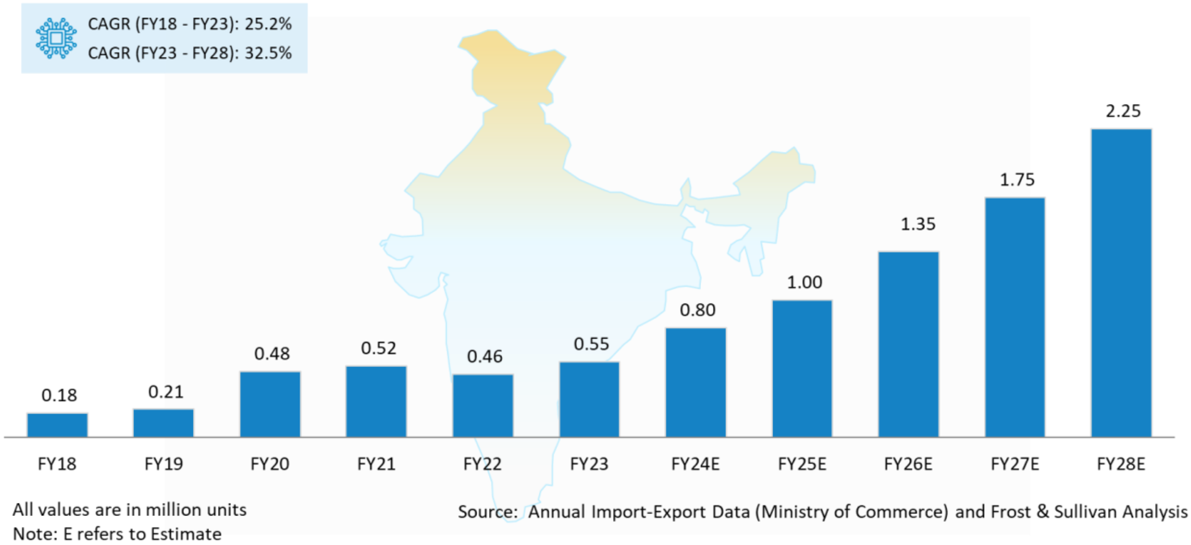
*3% y-o-y increase in component price

Source: Frost & Sullivan analysis

Component outsourcing market in FY23 was INR 35 – 40 billion and is expected to grow at a CAGR of 15% to reach INR 68 – 73 billion by FY28.

Export opportunities for the Indian ODM companies

Exhibit: Export of RACs from India, Volume in million units, FY18-FY28E



The market segment for small domestic appliances (SDA) comprises kitchen appliances such as mixer-grinders, blenders, food processors, and others; cookers and ovens; grills and toasters; electric kettles; vacuum cleaners; hair dryers; irons; air coolers, etc.

Exhibit: Indian SDA market, domestic sales, volumes in million units, growth in %, FY18 – FY28

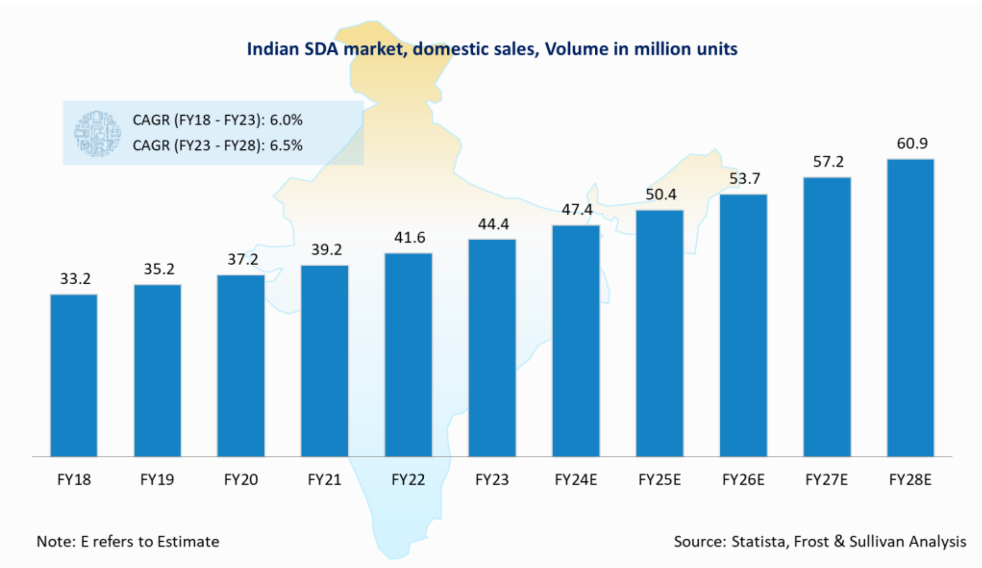
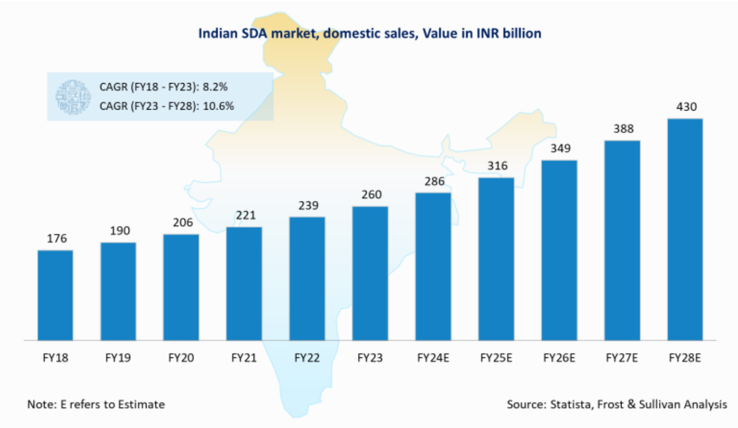
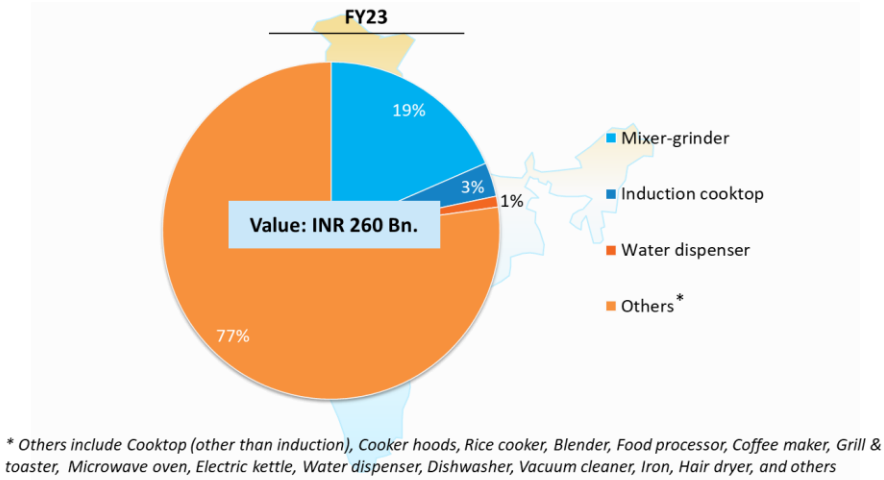


Exhibit: Indian SDA market, domestic sales, value in INR billion, growth in %, FY18 – FY28



Indian SDA market segmentation by select product categories (mixer-grinder, induction cooktop and water dispenser)

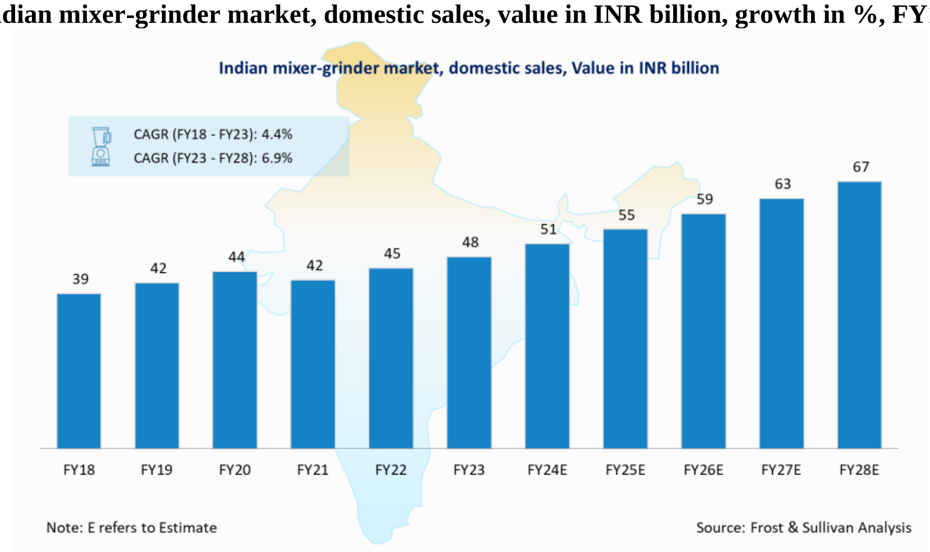
Exhibit: Indian SDA market, split by select product categories, value in INR Billion, India, FY23



Note: the above chart includes both SDA as well as others segment Source: Frost & Sullivan Analysis

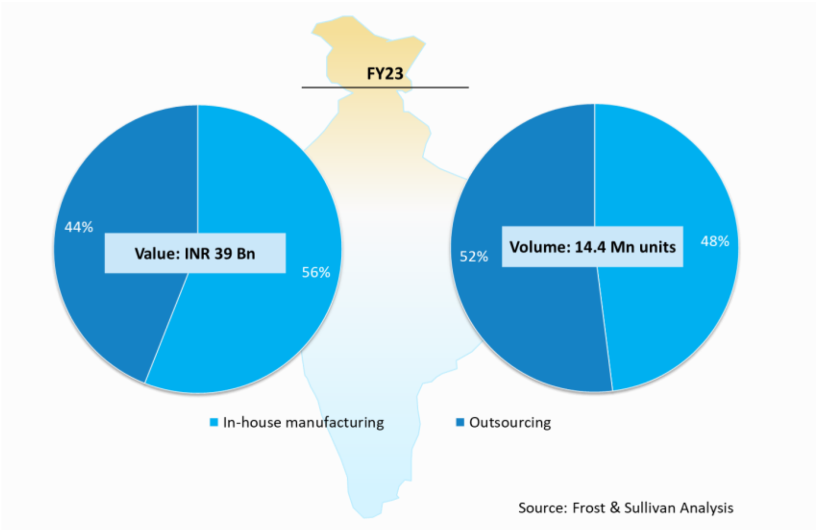
Overview of mixer-grinder market in India

Exhibit: Indian mixer-grinder market, domestic sales, value in INR billion, growth in %, FY18 – FY28E



The mixer-grinder market in India, is addressed by both in-house/ brand manufacturers (~ 48% by volume) and outsourcing/ EMS companies (~ 52% by volume). Major brands such as Bajaj, Preethi, Butterfly are manufacturing a small portion in-house.

Exhibit: Indian mixer-grinder market, in-house manufacturing vs. outsourcing, volume in million units, value in INR billion, split by %, FY23



Growth drivers

E-commerce and retail marketing initiatives such as the exchange programs, bundled offers, attractive discounts, freebies, and extended warranty services are attracting this market, enabling the growth of mixer-grinder market.

The under penetrated semi-urban/ rural market is expected to be the critical demand trigger for the small appliances market in the next few years on the back of rising incomes and electrification.

Exhibit: Indian induction cooktop market, domestic sales, value in INR billion, growth in %, FY18 – FY28

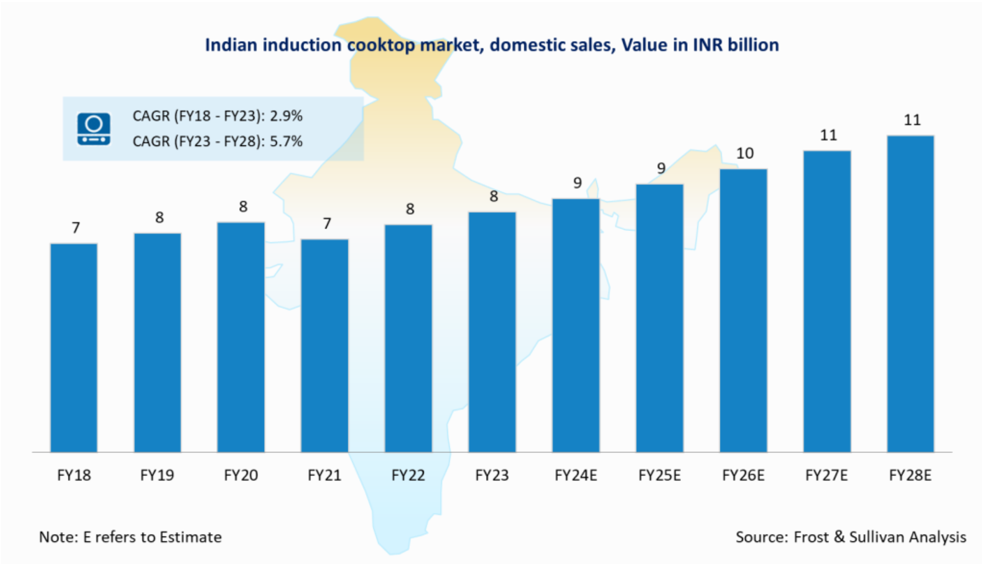
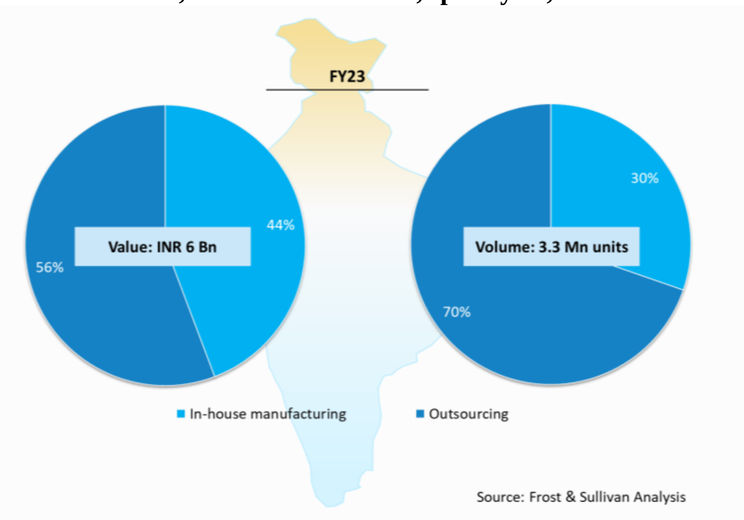


Exhibit: Indian induction cooktop market, in-house manufacturing vs. outsourcing, volume in million units, value in INR billion, split by %, FY23



Growth drivers

Energy Efficiency and Cost Savings: An induction cooktop is considered to be a more energy-efficient compared to both the traditional gas stove and the electrical cookers, increasing overall adoption.

Changing Lifestyles and Urbanization: Due to urbanisation and changing lifestyles, city inhabitants have fewer kitchen spaces, making induction cooktops with their sleek designs and space-saving features popular.

Environmental Concern: Because of their lower emissions and less carbon impact, induction cooktops are regarded as a greener option and an eco-friendly solution among the end-users.

Exhibit: Indian water dispenser market, domestic sales, value in INR billion, growth in %, FY18 – FY28

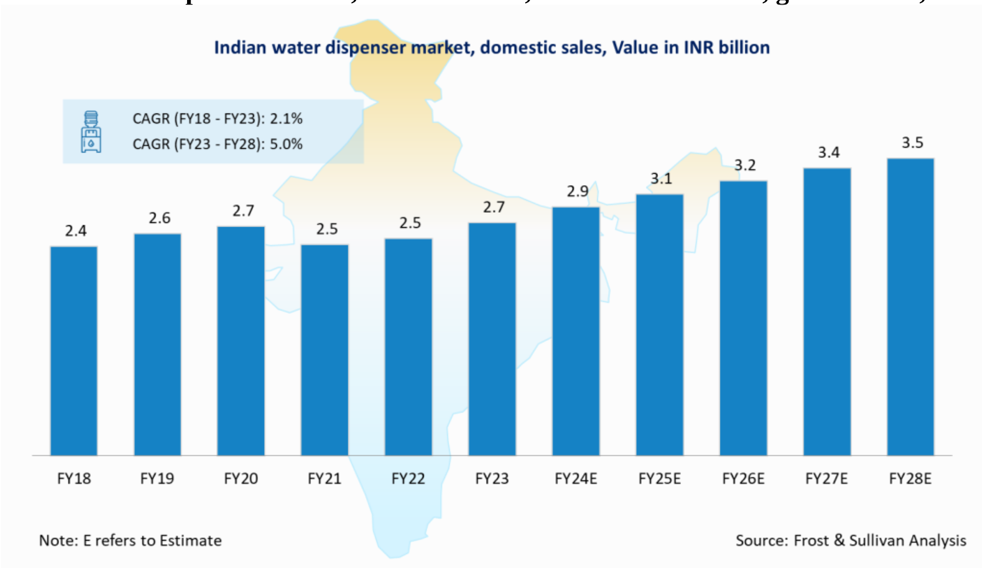
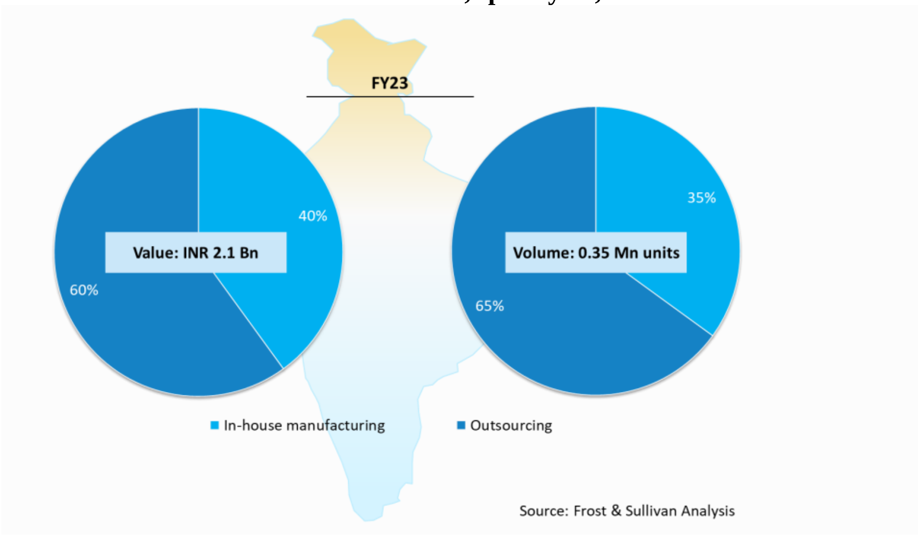


Exhibit: Indian water dispenser market, in-house manufacturing vs. outsourcing, volume in million units, value in INR billion, split by %, FY23



Growth drivers

- **Rising concern about water contamination and increasing health awareness**
- **Infrastructure Development:** The rise of commercial buildings, offices, educational institutions, and healthcare facilities has raised demand for water dispensers, which provide a dependable source of clean drinking water to workers, students, and visitors.

Profiling of key competitors

Exhibit: Overview of key competitors, India, FY23

Name of the EMS / OEM	Head Office	Company Background
EPACK Durable Ltd	Greater Noida	• EPACK Durable Limited, is a technology focused company with an intention of improving people's lives and empowering customers with innovative solutions in OEM & ODM processes serving in the living appliances category
Dixon Technologies (India) Ltd	Noida	• Founded in 1993, Dixon Technologies is engaged in manufacturing of products in the consumer durables, lighting and mobile phones markets in India. Company also provide solutions in reverse logistics.
Amber Enterprises India Ltd	Gurugram	• Amber Enterprises, established in 1990, is a prominent solution provider for Air conditioner OEM/ODM industry in India. It has a leading presence in complete RAC units and deals in major RAC components.
PG Electroplast Ltd	Noida	• PG Electroplast, a flagship company of PG group started its journey in 1977 and is a leading diversified EMS provider. The company specializes in ODM, OEM, and plastic injection moulding providing a one-stop solution.
Elin Electronics Ltd	Kolkata	• Elin Electronics, founded in 1969, is the flagship company of the Elin Group. Initially focused on switches and relays, later forayed into backward integration, producing motors and small appliances.
Veeline Industries Ltd	Kolkata	• Veeline Industries, founded in 1989 is an ODM/OEM electrical appliance manufacturing company for brands around the globe. The comprehensive range of products include Water Dispensers, Water Purifiers, Geysers, etc.
Vending Updates India Pvt Ltd	Noida	• Vending Updates India Pvt. Ltd. founded in 1996 is one of the leading manufacturer of water dispensers, vending machines and tea-coffee premixes in India

Source: Frost & Sullivan Analysis

Exhibit: Comparison of presence of key competitors across product segments, India, FY23

Name of the EMS / OEM	Window AC	Split AC	AC Components	Water Dispenser	Kitchen Appliances	Sheet Metal	Plastic Components
EPACK Durable Ltd	✓	✓	✓	✓	✓	✓	✓
Dixon Technologies (India) Ltd			✓			✓	✓
Amber Enterprises India Ltd	✓	✓	✓			✓	✓
PG Electroplast Ltd	✓	✓	✓			✓	✓
Elin Electronics Ltd					✓	✓	✓
Veeline Industries Ltd				✓	✓		
Vending Updates India Pvt Ltd				✓	✓		

Source: Frost & Sullivan Analysis

Exhibit: Operational metrics of key competitors - RAC, India, FY23

Name of the EMS / OEM	No. of facilities	Installed capacity	Level of integration	Strategy & Outlook
EPACK Durable Ltd	2 facilities at Dehradun and Bhiwadi. Upcoming facility at Sricity	2.4 mn units (RAC) 0.1 mn units (water dispenser) 2.4 mn units (induction cooktop) 0.5 mn units (Juicer mixer grinder)	• Heat exchanger, copper tubing • Sheet metal component • Injection moulding, CFF • Motors, control boards • PCBA and product assembly.	• All RAC capabilities are developed inhouse. EPACK is in the process of setting up its third facility at Sri City, increasing its total manufacturing capacity to 3.6 mn units • EPACK Durable has strong and sticky relationships with leading, blue-chip brands. • The company has a dedicated R&D team for RAC & SHA products.
Dixon Technologies (India) Ltd	18 facilities located in Uttar Pradesh, Uttarakhand and Andhra Pradesh	Controller boards (RAC) 5.5 mn units (TVs) 8 mn units (CCTV) 300 mn units (LED) 2.4 mn units (WM) 30 mn units (mobile phones)	• Research & Development • Design • Sheet metal & plastic moulding • Control boards and other components • PCBA and product assembly	• In FY22, the company formed a JV with Rexxam, Japan to build controller boards for air conditioners. • The JV company is a PLI recipient and will be investing INR 51 Crore over five years. • In continuation with its backward integration strategy, the company will be investing INR 100 Crore in lighting segment.
Name of the EMS / OEM	**No. of facilities**	**Installed capacity**	**Level of integration**	**Strategy & Outlook**
Amber Enterprises India Ltd	27 facilities across 9 States	6.4 mn units (RAC)	• Heat exchangers • Sheet metal, • Injection moulding, • Motors, control boards, and system tubing. • PCBA and product assembly.	• The company relied on acquisitions for developing RAC capabilities, such as - they acquired Iljin for PCBA, PR for Crossflow fan, Pravartika for Plastic moulding. • Expanding its four new facilities for components, heat exchangers, compressor parts for refrigerators • Capex would be INR 625- 650 crore for FY23. • For FY24, the company plans to incur capex of INR 200-250 crore.
PG Electroplast Ltd	8 facilities across 3 States	2 mn (IDU); 1 mn (ODU); 0.8 mn (washing machine)	• Heat exchangers • Sheet metal, • Injection moulding, • Motors, control boards, and system tubing. • PCBA and product assembly.	• Planned an investment of INR 100 crore for the ongoing fiscal year, to be spent on setting up a new air-conditioner manufacturing plant at Ahmednagar in Maharashtra

Source: Frost & Sullivan Analysis

Exhibit: Operational metrics of key competitors - SDA, India, FY23

Name of the EMS / OEM	No. of facilities	Installed capacity	Level of integration	Strategy & Outlook
Elin Electronics Ltd	5 plants across Delhi, Kolkata, Ghaziabad, Baddi and Goa	2.4 mn (mixer grinder & hand blender); 1.5 mn (ceiling & exhaust fan); 20 mn (LED lights)	• System tubing • Control boards and motors • PCBA and product assembly	• It's current capacity utilization is 75-105%, indicating effective production utilization. • Expansion with Brownfield adds Rs. 200cr revenue; new Philips partnership boosts FY23 topline.
Veeline Industries Ltd	3 plants across West Bengal, Himachal Pradesh and Gujarat	1 mn (water dispenser) 1 mn (water heater)	• Components • Sheet metal • Tubing • Motors & controls boards • PCBA and product assembly	• Veeline's focus is to provide world-class quality certified products globally.
Vending Updates India Pvt Ltd	3 plants in Delhi, Noida and Ghaziabad	0.3 mn (water dispenser) 0.2 mn (vending machine)	• Sheet metal fabrication • Plastic moulding • PCBA and product assembly	• Add hot/cold food and beverage machines, self-service laundry machines. • Target other regions in India, South Asian countries. • Upgrade software, hardware, payment systems to improve vending machine efficiency and functionality.

Source: Frost & Sullivan Analysis

Financial benchmarking of EPack Durables Limited with key competitors

Exhibit: Operating Revenue and Gross Profit comparison of peers, India, Value in INR Million, FY20 – FY23

	Revenue from operations[1] (INR million)					Year on Year growth (%)			Gross Profit[2] (INR million)				
Name of the Company	FY20	FY21	FY22	FY23	CAGR*	FY20 to FY21	FY21 to FY22	FY22 to F23	FY20	FY21	FY22	FY23	CAGR*
EPACK Durable Ltd	NA	7,362.45	9,241.62	15,388.32	44.57%	NA	25.52%	66.51%	NA	871.54	1,298.21	2,147.50	56.97%
Dixon Technologies (India) Ltd	44,001.17	64,481.70	1,06,970.80	1,21,920.10	37.51%	46.55%	65.89%	13.98%	5,399.12	6,784.50	9,178.40	11,712.70	31.39%
Amber Enterprises India Ltd	39,627.93	30,305.20	42,063.97	69,270.95	51.19%	-23.53%	38.80%	64.68%	6,610.66	4,863.44	6,767.31	10,593.31	47.59%
PG Electroplast Ltd	6,394.17	7,032.07	11,116.35	21,599.48	75.26%	9.98%	58.08%	94.30%	1,356.94	1,466.92	2,276.00	3,954.40	64.19%
Elin Electronics Ltd	7,855.84	8,623.78	10,937.54	10,754.28	11.67%	9.78%	26.83%	-1.68%	2,317.82	2,376.87	2,780.80	2,751.49	7.59%
Veeline Industries Ltd	1,597.99	1,607.59	2,607.86	NA	-	0.60%	62.22%	NA	474.82	471.18	608.98	NA	-
Vending Updates India Pvt Ltd	346.06	328.88	657.38	NA	-	-4.96%	99.89%	NA	96.31	88.20	153.68	NA	-

NA - Data not available
Source: Annual Reports of Companies published in RoC, MCA; Frost & Sullivan Analysis
* CAGR represent FY21 to FY23

[1] Revenue from operations = Revenue from contracts with customers and other operating income such as Scrap Sales, Government grants, Export Incentive and Service charges.

[2] Gross Profit = Revenue from operations – Cost of goods sold (COGS)

- COGS = Sum of cost of materials consumed, Purchases of stock-in-trade and change in inventories of finished goods and work-in-progress

Exhibit: EBITDA and PAT comparison of peers, India, Value in INR Million, FY20 –FY23

	EBITDA[3] (INR million)					PAT[4] (INR million)				
Name of the Company	FY20	FY21	FY22	FY23	CAGR*	FY20	FY21	FY22	FY23	CAGR*
EPACK Durable Ltd	NA	420.33	688.03	1,025.25	56.18%	NA	78.03	174.34	319.72	102.42%
Dixon Technologies (India) Ltd	2,230.64	2,865.90	3,791.10	5,127.50	33.76%	1,205.00	1,598.00	1,903.30	2,550.80	26.34%
Amber Enterprises India Ltd	3,092.71	2,202.88	2,753.83	4,179.33	37.74%	1,641.45	832.79	1,113.23	1,637.76	40.23%
PG Electroplast Ltd	399.15	497.60	899.57	1,760.40	88.09%	26.15	116.12	374.16	774.69	158.29%
Elin Electronics Ltd	554.55	664.80	790.16	651.07	-1.04%	274.87	348.57	391.47	268.02	-12.31%
Veeline Industries Ltd	180.86	220.98	264.30	NA	NA	85.00	109.01	107.92	NA	NA
Vending Updates India Pvt Ltd	41.07	20.04	55.88	NA	NA	27.24	10.37	22.14	NA	NA

NA - Data not available

Source: Annual Reports of Companies published in RoC, MCA; Frost & Sullivan Analysis

* CAGR represent FY21 to FY23

[3] EBITDA (Earnings before interest, tax, depreciation & amortization) = Profit before Tax + Profit/(loss) of associate + Exceptional items + Finance cost + Depreciation and amortization - Other income;

[4] PAT (Profit after tax) = Total profit for the period

Exhibit: Gross profit margin, EBITDA margin and PAT margin of peers, India, Ratio in %, FY20 –FY23

	Gross profit margin[5] (%)				EBITDA margin[6] (%)				PAT margin[7] (%)			
Name of the Company	FY20	FY21	FY22	FY23	FY20	FY21	FY22	FY23	FY20	FY21	FY22	FY23
EPACK Durable Ltd	NA	11.84%	14.05%	13.96%	NA	5.71%	7.44%	6.66%	NA	1.06%	1.89%	2.08%
Dixon Technologies (India) Ltd	12.27%	10.52%	8.58%	9.61%	5.07%	4.44%	3.54%	4.21%	2.74%	2.48%	1.78%	2.09%
Amber Enterprises India Ltd	16.68%	16.05%	16.09%	15.29%	7.80%	7.27%	6.55%	6.03%	4.14%	2.75%	2.65%	2.36%
PG Electroplast Ltd	21.22%	20.86%	20.47%	18.31%	6.24%	7.08%	8.09%	8.15%	0.41%	1.65%	3.37%	3.59%
Elin Electronics Ltd	29.50%	27.56%	25.42%	25.59%	7.06%	7.71%	7.22%	6.05%	3.50%	4.04%	3.58%	2.49%
Veeline Industries Ltd	29.71%	29.31%	23.35%	NA	11.32%	13.75%	10.13%	NA	5.32%	6.78%	4.14%	NA
Vending Updates India Pvt Ltd	27.83%	26.82%	23.38%	NA	11.87%	6.09%	8.50%	NA	7.87%	3.15%	3.37%	NA

NA - Data not available

Source: Annual Reports of Companies published in RoC, MCA; Frost & Sullivan Analysis

[5] Gross profit margin = Gross profit / Revenue from operations;

[6] EBITDA margin = EBITDA / Revenue from operations;

[7] PAT margin = PAT / Revenue from operations

Exhibit: RoE, RoCE, Gross Fixed Asset Turnover Ratio, Cash conversion Cycle of peers, India, FY20 - FY23

	RoE[8] (%)				RoCE[9] (%)				Gross Asset Turnover Ratio[10]				Cash Conversion Cycle[11]			
Name of the Company	FY20	FY21	FY22	FY23	FY20	FY21	FY22	FY23	FY20	FY21	FY22	FY23	FY20	FY21	FY22	FY23
EPACK Durable Ltd	NA	12.00%	18.28%	14.68%	NA	11.72%	13.68%	11.85%	NA	5.37	3.61	3.59	NA	109	117	83
Dixon Technologies (India) Ltd	22.26%	25.00%	21.94%	22.36%	30.70%	32.20%	25.45%	27.87%	8.89	11.09	11.66	9.19	1	1	2	2
Amber Enterprises India Ltd	14.11%	5.94%	6.52%	8.79%	15.68%	9.27%	8.37%	10.85%	2.94	2.15	2.50	2.99	29	40	28	17
PG Electroplast Ltd	1.48%	6.30%	14.82%	21.88%	7.44%	9.46%	13.43%	17.76%	2.10	2.18	2.56	3.79	42	37	50	53
Elin Electronics Ltd	12.07%	14.23%	13.85%	6.73%	15.73%	16.97%	16.78%	9.99%	5.10	5.27	5.83	4.75	50	64	67	67
Veeline Industries Ltd	10.96%	13.09%	8.92%	NA	12.99%	14.52%	11.10%	NA	3.75	3.49	5.72	NA	92	129	113	NA
Vending Updates India Pvt Ltd	28.50%	10.30%	18.92%	NA	32.29%	11.53%	16.98%	NA	6.53	5.69	4.39	NA	63	46	21	NA

NA - Data not available

Source: Annual Reports of Companies published in RoC, MCA; Frost & Sullivan Analysis

[8] RoE (Return on equity) = PAT / Average total equity (Net worth);

[9] RoCE (Return on capital employed) = EBIT / Average Capital Employed

- EBIT = Profit before tax + Share of profit/ loss of associate + Exceptional items + Finance costs
- Capital employed = Total Equity + Current Borrowings + Non-Current Borrowings + Interest accrued but not due on borrowings

[10] Gross Asset Turnover ratio = Revenue from operations / Average Gross Block of Assets

- Gross Block of Assets = Gross block of property, plant and equipment + Other intangible assets + Right of use assets

[11] Cash Conversion Cycle = Trade Receivable Days + Inventory Days – Days Payable

- Trade Receivable Days = 365/ (Revenue from contracts with customers/ Average trade receivables)
- Inventory Days = 365/ (Cost of goods sold (COGS)/ Average inventory)
- Trade Payable Days = 365/ (Total purchase of raw material and stock in trade / Average trade payables)

Exhibit: Trade Receivable Days, Inventory Days and Trade Payable Days, India, FY20 - 23

	Trade Receivable Days[12]				Inventory Days[13]				Trade Payable Days[14]			
Name of the Company	FY20	FY21	FY22	FY23	FY20	FY21	FY22	FY23	FY20	FY21	FY22	FY23
EPACK Durable Ltd	NA	109	118	102	NA	78	96	79	NA	78	97	98
Dixon Technologies (India) Ltd	43	45	42	46	47	39	35	35	89	84	75	79
Amber Enterprises India Ltd	79	116	103	81	72	98	81	60	122	174	156	125
PG Electroplast Ltd	58	64	59	55	61	58	78	66	77	85	87	68
Elin Electronics Ltd	42	58	60	64	53	57	53	55	45	50	46	52
Veeline Industries Ltd	72	92	71	NA	115	132	95	NA	96	95	53	NA
Vending Updates India Pvt Ltd	63	63	33	NA	37	73	47	NA	37	89	59	NA

NA - Data not available

Source: Annual Reports of Companies published in RoC, MCA; Frost & Sullivan Analysis

[12] Trade Receivable Days = 365/ (Revenue from contracts with customers/ Average trade receivables);

[13] Inventory Days = 365/ (Cost of goods sold (COGS)/ Average inventory);

- COGS = Cost of materials consumed + Purchases of stock-in-trade + Change in inventories of finished goods and work-in-progress

[14] Trade Payable Days = 365/ (Total purchase of raw material and stock in trade / Average trade payables)

Exhibit: Working Capital Cycle Days and Debt to Equity Ratio, India, FY20 - FY23

	Working Capital Cycle Days[15]				Debt to Equity Ratio[16]			
Name of the Company	FY20	FY21	FY22	FY23	FY20	FY21	FY22	FY23
EPACK Durable Ltd	NA	110	118	91	0.00	3.47	3.15	1.58
Dixon Technologies (India) Ltd	6	7	7	7	0.15	0.21	0.46	0.12
Amber Enterprises India Ltd	37	56	39	29	0.28	0.21	0.58	0.69
PG Electroplast Ltd	45	45	76	68	0.99	0.96	1.23	1.37
Elin Electronics Ltd	48	82	66	66	0.31	0.43	0.34	0.16
Veeline Industries Ltd	86	150	114	NA	0.43	0.58	0.33	-
Vending Updates India Pvt Ltd	63	35	31	NA	0.23	0.56	1.09	-

NA - Data not available

Source: Annual Reports of Companies published in RoC, MCA; Frost & Sullivan Analysis

[15] Working Capital Cycle Days = (Working Capital x 365) / Revenue from Operations; [Working Capital = Trade Receivables + Inventories – Trade Payables]

[16] Debt to Equity Ratio = Total Debt / Total Equity; [Total Debt = Current borrowing + Non-current borrowings (including current maturities) + interest accrued but not due on borrowings]

Exhibit: Segmental revenue and total number of employees, India, FY23

Name of the Company	FY23 Segmental Revenue	Total no. of employees
EPACK Durable Ltd	-	728
Dixon Technologies (India) Ltd	Consumer electronics: 35% (Television) Mobile Phones & EMS: 43% (Smart phones, STB) Lighting products: 9% (LED lights) Home Appliances: 9% (Washing machine) Security Systems: 4% (CCTV) Emerging segments: NA (Telecom, Refrigerators, IT Hardware, PCBA for AC, Wearables)	19,580
Amber Enterprises India Ltd	RAC division: 43% Components division: 30% (RAC + Non-RAC) Electronics division: 16% Mobility division: 6% Motors division: 4%	10,410
PG Electroplast Ltd	Product business: 62% (Room AC, Washing machine, Air coolers) Plastic Moulding: 30% (Consumer durables, Sanitaryware, Automotive, Consumer Electronics) Consumer electronics: 7% (Televisions, PCB Assemblies) Tool Manufacturing: 1% (Consumer Durables, Sanitaryware, Automotive, Others)	3,899
Elin Electronics Ltd	Lighting, Fans & Switches: 42% (Lights, Flashlights, Fans, Switches) Small Appliances: 30% (Kitchen & Home care, Personal care) FHP Motors: 23% (Consumer durables, Fans, Others) Other EMS: 5%	4,617
Veeline Industries Ltd	NA	NA
Vending Updates India Pvt Ltd	NA	NA

NA - Data not available

Source: Annual Reports of Companies published in RoC, MCA; Frost & Sullivan Analysis

Note: Segment revenue is not comparable as the segmentation is different for each company

KPI's of key competitors (public listed companies)

Exhibit: Dixon Technologies (India) Ltd

Particulars	FY2023	FY2022	FY2021
Financial			
Total Income (in ₹ million)[1]	121,976.20	107,008.90	64,497.50
Revenue from Operations (in ₹ million)[2]	121,920.10	106,970.80	64,481.70
Revenue growth (year on year) (%)[3]	13.98%	65.89%	46.55%
Revenue CAGR (%)[4]			37.51%
Revenue from Operations (in India) (in ₹ million)[5]	121,920.10	106,970.80	64,481.70
Revenue from top 10 customers (in ₹ million)[6]	NA	NA	NA
Revenue contribution from top 10 customers (%)[7]	NA	NA	NA
Cash and Cash Equivalents (in ₹ million)	2,170.40	1,764.60	638.40
Trade Receivables Days[8]	46	42	45
Inventory Days[9]	35	35	39
Trade Payable Days[10]	79	75	84
Cashflow from Operations (₹ million)	7,257.50	2,727.40	1,701.10
Gross Block of Assets (in ₹ million)[11]	14,870.00	11,668.00	6,686.00
EBITDA (in ₹ million)[12]	5,127.50	3,791.10	2,865.90
EBITDA Growth (year on year) (%)[13]	35.25%	32.28%	28.48%
EBITDA CAGR (%)[14]			33.76%
EBITDA Margin (%)[15]	4.21%	3.54%	4.44%
Profit for the year (in ₹ million)	2,550.80	1,903.30	1,598.00
Profit for the year CAGR (%)[16]			26.34%
PAT Margin (%)[17]	2.09%	1.78%	2.48%
ROE (%)[18]	22.36%	21.94%	25.00%
ROCE (%)[19]	27.87%	25.45%	32.20%
Debt to Equity Ratio[20]	0.12	0.46	0.21
Gross Asset Turnover (in times)[21]	9.19	11.66	11.09
Gross Profit (in ₹ million)[22]	11,712.70	9,178.40	6,784.50
Gross Profit Margin (%)[23]	9.61%	8.58%	10.52%
Gross Profit Growth (year on year) (%)[24]	27.61%	35.28%	25.66%
Operational			
Number of employees[25]	NA	19,580	15,483
Number of Contract Labourers[26]	NA	11,971	13,549
Working capital cycle days[27]	7	7	7
Number of employees in Research and Development department[28]	NA	61	51

Source: Values are taken from audited financials for FY23, FY22 and FY21

Exhibit: Amber Enterprises India Ltd

Particulars	FY2023	FY2022	FY2021
Financial			
Total Income (in ₹ million)(1)	69,797.57	42,396.30	30.636.20
Revenue from Operations (in ₹ million)(2)	69,270.95	42,063.97	30.305.20
Revenue growth (year on year) (%)(3)	64.68%	38.80%	-23.53%
Revenue CAGR (%)(4)			51.19%
Revenue from Operations (in India) (in ₹ million)(5)	69,270.95	42,063.97	30.305.20
Revenue from top 10 customers (in ₹ million)(6)	NA	NA	NA
Revenue contribution from top 10 customers (%)(7)	NA	NA	NA
Cash and Cash Equivalents (in ₹ million)	3,231.80	2,985.80	1,799.60
Trade Receivables Days(8)	81	103	116
Inventory Days(9)	60	81	98
Trade Payable Days(10)	125	156	174
Cashflow from Operations (₹ million)	3,205.50	2,407.30	2,209.60
Gross Block of Assets (in ₹ million)(11)	27,346.57	18,930.10	14,683.24
EBITDA (in ₹ million)(12)	4,179.33	2,753.83	2,202.88
EBITDA Growth (year on year) (%)(13)	51.76%	25.01%	-28.77%
EBITDA CAGR (%)(14)			37.74%
EBITDA Margin (%)(15)	6.03%	6.55%	7.27%
Profit for the year (in ₹ million)	1,637.76	1,113.23	832.79
Profit for the year CAGR (%)(16)			40.23%
PAT Margin (%)(17)	2.36%	2.65%	2.75%
ROE (%)(18)	8.79%	6.52%	5.94%
ROCE (%)(19)	10.85%	8.37%	9.27%
Debt to Equity Ratio(20)	0.69	0.58	0.21
Gross Asset Turnover (in times)(21)	2.99	2.50	2.15
Gross Profit (in ₹ million)(22)	10,593.31	6,767.31	4,863.44
Gross Profit Margin (%)(23)	15.29%	16.09%	16.05%
Gross Profit Growth (year on year) (%)(24)	56.54%	39.15%	-26.43%
Operational			
Number of employees(25)	12,023	9,010	8,580
Number of Contract Labourers(26)	NA	NA	NA
Working capital cycle days(27)	29	39	56
Number of employees in Research and Development department(28)	NA	NA	NA

Source: Values are taken from audited financials for FY23, FY22 and FY21

Exhibit: PG Electroplast Ltd

Particulars	FY2023	FY2022	FY2021
Financial			
Total Income (in ₹ million)[1]	21,643.33	11,159.59	7,058.26
Revenue from Operations (in ₹ million)[2]	21,599.48	11,116.35	7,032.07
Revenue growth (year on year) (%)[3]	94.30%	58.08%	9.98%
Revenue CAGR (%)[4]			75.26%
Revenue from Operations (in India) (in ₹ million)[5]	21,599.48	11,116.35	7,032.07
Revenue from top 10 customers (in ₹ million)[6]	NA	NA	NA
Revenue contribution from top 10 customers (%)[7]	NA	NA	NA
Cash and Cash Equivalents (in ₹ million)	86.71	238.50	74.20
Trade Receivables Days[8]	55	59	64
Inventory Days[9]	66	78	58
Trade Payable Days[10]	68	87	85
Cashflow from Operations (₹ million)	457.40	-788.00	572.90
Gross Block of Assets (in ₹ million)[11]	6,129.00	5,280.00	3,402.00
EBITDA (in ₹ million)[12]	1,760.40	899.57	497.60
EBITDA Growth (year on year) (%)[13]	95.69%	80.78%	24.67%
EBITDA CAGR (%)[14]			88.09%
EBITDA Margin (%)[15]	8.15%	8.09%	7.08%
Profit for the year (in ₹ million)	774.69	374.16	116.12
Profit for the year CAGR (%)[16]			158.29%
PAT Margin (%)[17]	3.59%	3.37%	1.65%
ROE (%)[18]	21.88%	14.82%	6.30%
ROCE (%)[19]	17.76%	13.43%	9.46%
Debt to Equity Ratio[20]	1.37	1.23	0.96
Gross Asset Turnover (in times)[21]	3.79	2.56	2.18
Gross Profit (in ₹ million)[22]	3,954.40	2,276.00	1,466.92
Gross Profit Margin (%)[23]	18.31%	20.47%	20.86%
Gross Profit Growth (year on year) (%)[24]	73.74%	55.15%	8.11%
Operational			
Number of employees[25]	NA	3,899	2,500+
Number of Contract Labourers[26]	NA	2,632	NA
Working capital cycle days[27]	68	76	45
Number of employees in Research and Development department[28]	NA	NA	NA

Source: Values are taken from audited financials for FY23, FY22 and FY21

Exhibit: Elin Electronics Ltd

Particulars	FY2023	FY2022	FY2021
Financial			
Total Income (in ₹ million)[1]	10,776.95	10,946.68	8,649.01
Revenue from Operations (in ₹ million)[2]	10,754.28	10,937.54	8,623.78
Revenue growth (year on year) (%)[3]	-1.68%	26.83%	9.78%
Revenue CAGR (%)[4]			11.67%
Revenue from Operations (in India) (in ₹ million)[5]	10,776.95	10,946.68	8,649.01
Revenue from top 10 customers (in ₹ million)[6]	NA	NA	NA
Revenue contribution from top 10 customers (%)[7]	NA	NA	NA
Cash and Cash Equivalents (in ₹ million)	3.90	40.10	46.80
Trade Receivables Days[8]	64	60	58
Inventory Days[9]	55	53	57
Trade Payable Days[10]	52	46	50
Cashflow from Operations (₹ million)	623.20	571.10	-336.40
Gross Block of Assets (in ₹ million)[11]	2,510.00	2,020.00	1,730.00
EBITDA (in ₹ million)[12]	651.07	790.16	664.80
EBITDA Growth (year on year) (%)[13]	-17.60%	18.86%	19.88%
EBITDA CAGR (%)[14]			-1.04%
EBITDA Margin (%)[15]	6.05%	7.22%	7.71%
Profit for the year (in ₹ million)	268.02	391.47	348.57
Profit for the year CAGR (%)[16]			-12.31%
PAT Margin (%)[17]	2.49%	3.58%	4.04%
ROE (%)[18]	6.73%	13.85%	14.23%
ROCE (%)[19]	9.99%	16.78%	16.97%
Debt to Equity Ratio[20]	0.16	0.34	0.43
Gross Asset Turnover (in times)[21]	2.97	3.58	3.10
Gross Profit (in ₹ million)[22]	2,751.49	2,780.80	2,376.87
Gross Profit Margin (%)[23]	25.59%	25.42%	27.56%
Gross Profit Growth (year on year) (%)[24]	-1.05%	16.99%	2.55%
Operational			
Number of employees[25]	NA	4,617	NA
Number of Contract Labourers[26]	NA	1,682	NA
Working capital cycle days[27]	66	66	82
Number of employees in Research and Development department[28]	NA	171	NA

Source: Values are taken from audited financials for FY23, FY22 and FY21

Notes:

(1) Total income is the sum of Revenue from Operations and other income.
(2) Revenue from Operations means Revenue from contracts with customers and other operating income such as Scrap Sales, Government grants, Export Incentive and Service charges.
(3) Revenue growth (year on year) means the annual growth in Revenue from Operations.
(4) Revenue CAGR means the compounded annual growth rate of Revenue from Operations.
(5) Revenue from Operations (in India) means the revenue from operations generated domestically.
(6) Revenue from top 10 customers means the revenue generated from the top 10 customers for the respective Fiscal.
(7) Revenue contribution from top 10 customers is the revenue generated from the top 10 customers for a particular Fiscal as a percentage of the revenue from operations for that Fiscal.
(8) Trade Receivables Days is calculated as 365 divided by (Revenue from Contracts with Customers (excluding scrap sales)/ average trade receivables).
(9) Inventory Days is calculated as 365 divided by (cost of goods sold / average inventory). Cost of goods sold is the sum of Cost of materials consumed, Purchases of stock-in-trade and change in inventories of finished goods and work-in-progress.
(10) Trade Payable Days is calculated as 365 divided by (total purchase of raw material and stock in trade / average trade payables).
(11) Gross Block of Assets is calculated as gross block of property, plant and equipment, other intangible assets and right of use assets.
(12) EBITDA is calculated as profit before tax plus share of profit/(loss) of associate, exceptional items, finance costs, depreciation and amortisation expense minus other income.
(13) EBITDA Growth (year on year) means the annual growth in EBITDA.
(14) EBITDA CAGR means the compounded annual growth rate of EBITDA.
(15) EBIDTA Margin is calculated as EBITDA divided by Revenue from Operations.
(16) Profit for the year CAGR means the compounded annual growth rate of profit for the year.
(17) PAT Margin is calculated as profit for the year divided by Revenue from Operations.
(18) ROE is calculated as profit for the year divided by average total equity (net worth).
(19) ROCE is calculated as EBIT divided by Average Capital Employed. Where EBIT is sum of profit before tax, share of profit/(loss) of associate, exceptional items and finance costs. Capital Employed is calculated as the sum of Total Equity, Current Borrowings, Non-Current Borrowings, Interest accrued but not due on borrowings.
(20) Debt to Equity Ratio is calculated as total debt divided by total equity, where total debt is the sum of current borrowings, non-current borrowings (including current maturities) and interest accrued but not due on borrowings.
(21) Gross Asset Turnover is calculated as Revenue from Operations divided by Average Gross Block of Assets
(22) Gross Profit is calculated as Revenue from Operations minus cost of goods sold.
(23) Gross Profit Margin is calculated as Gross Profit divided by Revenue from Operations.
(24) Gross Profit Growth means the annual growth rate of Gross Profit.
(25) Number of employees means the number of employees as on March 31 of the respective Fiscal.
(26) Number of Contract Labourers means the number of contract labourers as on March 31 of the respective Fiscal.
(27) Working capital cycle days is calculated as working capital multiplied by 365 and divided by Revenue from Operations, where working capital is defined as trade receivables plus inventories minus trade payables.
(28) Number of employees in Research and Development department means the number of employees in the research and development department as on March 31 of the respective Fiscal.
(NA) Not available

OUR BUSINESS

Some of the information in this section, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read "Forward-Looking Statements" on page 24 for a discussion of the risks and uncertainties related to those statements and also "Risk Factors", "Restated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 34, 236 and 316, respectively, 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.

Unless otherwise indicated or the context otherwise requires, the financial information included herein is based on or derived from our Restated Financial Information included in this Draft Red Herring Prospectus. For further information, see "Restated Financial Information" on page 236. Our financial year ends on March 31 of each year, and references to a particular year are to the 12 months ended March 31 of that year. We have also included various operational and financial performance indicators in this Draft Red Herring Prospectus, some of which have not been derived from our Restated Financial Information. The manner of calculation and presentation of some of the operational and financial performance indicators, and the assumptions and estimates used in such calculation, may vary from that used by other companies in India and other jurisdictions.

Our Company acquired EPACK Components Private Limited, our wholly-owned Subsidiary, with effect from August 1, 2021. Accordingly, EPACK Components Private Limited became a Subsidiary of our Company on August 1, 2021, and it is included in the Restated Financial Information from that date for Fiscal 2022 and for the entirety of Fiscal 2023. Further, Epavo Electricals Private Limited, has become our Associate on July 22, 2022, and has accordingly been accounted for in the Restated Financial Information for Fiscal 2023. Our Restated Financial Information does not include financial information of EPACK Components Private Limited prior to it becoming a Subsidiary of our Company. Accordingly, our results of operations and financial condition as set forth in the Restated Financial Information may not be comparable on a period-to-period basis.

*Further, industry and market data used in this section has been derived from the report "Industry report for IPO – ODM opportunities in Indian Room Air Conditioner and Small Domestic Appliance segments" dated August 1, 2023 (the "**F&S Report**") prepared and released by F&S and commissioned and paid for by our Company in connection with the Offer. Unless otherwise indicated, all financial, operational, industry and other related information derived from F&S Report and included herein with respect to any particular year refers to such information for the relevant calendar year. The F&S Report is available on the website of our Company at www.epackdurable.com/investor-relations. The data included herein includes excerpts from the F&S Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Offer), that has been left out or changed in any manner. Also see, "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data" on page 21.*

Unless the context otherwise requires, references to our "customer" or "customers" shall be deemed to include affiliates or group companies of our customers, as applicable.

The following information should be read together with, the more detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in "Risk Factors", "Industry Overview", "Restated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 34, 134, 236 and 316, respectively, as well as financial and other information contained in this Draft Red Herring Prospectus as a whole.

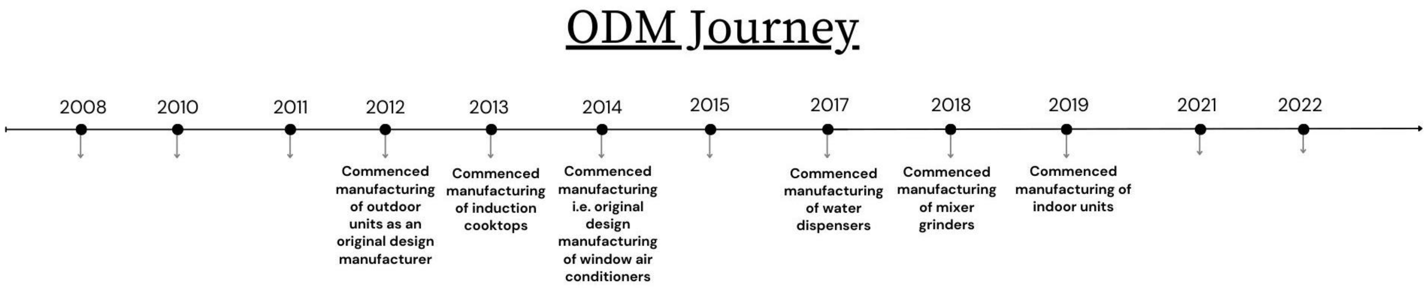
OVERVIEW

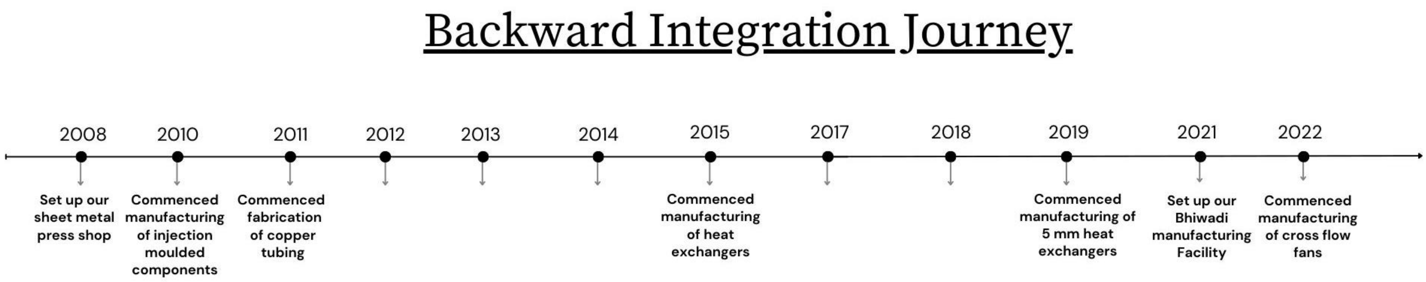
We are the fastest growing room air conditioner original design manufacturers ("**ODM**") based on growth in volume manufactured between Fiscals 2020 and 2023 in India (*Source: F&S Report*). Further, we are the second largest ODM manufacturer in the Indian room air conditioner manufacturing market, with a market share of 29% in terms of volume manufactured in Fiscal 2023 (this does not include the units which are imported as kits and gas filling is done in India). (*Source: F&S Report*)

We are a customer-centric business driven by a focus on continuing innovation and operational efficiency. Since 2003, we have been on a journey of evolution, where we initially started as an OEM for RAC brands. Driven by our focus on product development and innovation, we evolved into an ODM partner for RACs for our customers.

We also identified the opportunity to increase our value addition in our offerings to customers, and accordingly, started manufacturing of various components such as sheet metal, injection moulded, cross flow fans and PCBA components which are actively used in the manufacturing of RACs. In parallel, we capitalised on our existing manufacturing infrastructure to strategically expand our operations in the small domestic appliances ("**SDA**") market, particularly considering the seasonality of the demand for RACs, and currently design and manufacture induction cooktops, mixer-grinders, and water dispensers. This evidences our continued focus on the backward integration of our operations and diversification of our revenue streams.

Set forth below are some of the major milestones in the history of our business:





Our product portfolio currently comprises the following:

- *Room air conditioners*: We design and manufacture complete RACs, comprising (i) window air conditioners ("**WACs**"), including window inverter air conditioners, (ii) indoor units ("**IDUs**") and (iii) outdoor units ("**ODUs**", which combined with IDUs form split air conditioners ("**SACs**")) with specifications ranging from 0.75 ton to 2 ton, across a range of energy ratings and types of refrigerants. We also manufacture split inverter air conditioners.

- *Small domestic appliances*: We currently design and manufacture induction cooktops, mixer-grinders, and water dispensers.

- *Components*: We manufacture heat exchangers, cross flow fans, axial fans, sheet metal press parts, injection moulded components, copper fabricated products, PCBAs, universal motors and induction coils for captive consumption as well as part of our product offerings to our customers.

Our offerings showcase our ability to provide a wide range of product solutions and components across the RAC value chain.

We have dedicated R&D centres in Greater Noida, Bhiwadi and Dehradun, which are equipped with various equipment such as endurance test labs for RACs and SDAs, induction coil - automatic voltage tester, induction coil – breakdown tester, needle flame tester, customized glow wire tester. Our R&D centre in Dehradun has received its ISO/ IEC 17025:2017 accreditation from NABL for the 'general requirements for the competence of testing & calibration laboratories' in the field of testing. From Fiscal 2021 to Fiscal 2023, the number of employees in our R&D department has grown from 30 employees at a CAGR of 25.17% to 47 employees as of March 31, 2023. Our R&D activities focus on basic research, the development of new products and manufacturing methods, the optimisation of existing products and manufacturing methods and process improvements, as well as environmental protection and energy efficiency.

We commenced our operations with a single manufacturing unit in Dehradun, Uttarakhand in 2003, and have since expanded our manufacturing operations with Dehradun Unit II, Dehradun Unit III and Dehradun Unit IV, and our manufacturing facility at Bhiwadi, Rajasthan. We have an aggregate installed annual manufacturing capacity as on March 31, 2023 to manufacture (i) 0.90 million IDUs, 0.66 million ODUs, 0.36 million ODU Kits and 0.42 million WACs, and (ii) 0.11 million water dispensers, 1.2 million induction cook-tops and 0.30 million mixer grinders, and components thereof. For details of our manufacturing capacity and capacity utilisation in the last three Fiscals, see "– *Our Manufacturing Facilities*" on page 179. We are also in the process of setting up a third facility at Sri City, Andhra Pradesh.

Our two vertically integrated manufacturing facilities, enable us to maintain our operational costs and logistics management. We benefit from our single site manufacturing capabilities, where the manufacturing of components and product assembly takes place in one location. We have the highest amount of backward integration for RACs under a single company / single site, that has been grown within the same company organically in India. (*Source: F&S Report*) Moreover, given the manufacturing infrastructure that we had in place for manufacturing of RACs, we were in a position to leverage our extant manufacturing capabilities for our SDA products as well, thus saving us from incurring potentially high capital expenditure that is typically associated with product portfolio diversification strategies.

We have established long-standing relationships with various established customers. The table below sets out some of our key customers:

	Customers
Room air conditioners	Blue Star Limited, Daikin Airconditioning India Private Limited, Carrier Midea India Private Limited, Voltas Limited, Havells India Limited, Haier Appliances (India) Private Limited, Infiniti Retail Limited, and Godrej and Boyce Manufacturing Company Limited, among others
Small domestic appliances	Bajaj Electricals Limited, BSH Household Appliances Manufacturing Private Limited, and Usha International Limited, among others

Our customers include four of the top six RAC brands in the Indian market (in terms of RAC sales in Fiscal 2023 in India) (*Source: F&S Report*).

We have demonstrated consistent growth in recent years. Set forth below are certain key performance indicators of our business:

Particulars	**Fiscal 2023**	**Fiscal 2022**	**Fiscal 2021**
Revenue growth (year on year) (%)(1)	66.51	25.52	(4.61)
Revenue contribution from top 10 customers (%)(2)	93.17	88.72	93.08
EBITDA (in ₹ million)(3)	1,025.25	688.03	420.33
EBITDA Margin (%)(4)	6.66	7.44	5.71
ROE (%)(5)	14.68	18.28	12.00
ROCE (%)(6)	11.85	13.68	11.72
Debt to Equity Ratio(7)	1.58	3.15	3.47
Gross Asset Turnover (in times)(8)	3.59	3.61	5.37
Gross Profit (in ₹ million)(9)	2,147.50	1,298.21	871.54
Gross Profit Margin (%)(10)	13.96	14.05	11.84

(1) Revenue growth (year on year) means the annual growth in Revenue from Operations.

(2) Revenue contribution from top 10 customers is the revenue generated from our top 10 customers for a particular Fiscal as a percentage of the revenue from operations for that Fiscal.

(3) EBITDA is calculated as restated profit before tax plus share of profit/(loss) of associate, exceptional items, finance costs, depreciation and amortisation expense minus other income.

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

(5) ROE is calculated as restated profit for the year divided by average total equity (net worth).

(6) ROCE is calculated as EBIT divided by average capital employed. Where EBIT is sum of restated profit before tax, share of profit/(loss) of associate, exceptional items, and finance costs. Capital employed is calculated as the sum of Total Equity, Current Borrowings, Non-Current Borrowings, Interest accrued but not due on borrowings.

(7) Debt to Equity Ratio is calculated as total debt divided by total equity, where total debt is the sum of current borrowings and non-

current borrowings (including current maturities) and interest accrued but not due on borrowings.

(8) Gross Asset Turnover is calculated as Revenue from Operations divided by average Gross block of assets

(9) Gross Profit is calculated as Revenue from Operations minus Cost of Goods Sold.

(10) Gross Profit Margin is calculated as Gross Profit divided by Revenue from Operations.

Our financial and operational position as set out above, can be attributed to not only the growth of our operations over the years, but also the effectiveness of the cost and operational efficiency of our operations. Our financial stability and positive cash flow from operations enable us to meet the present and future requirement of our customers. This also helps strengthen trust and engagement with our customers, thereby increasing customer stickiness.

Our Promoters have over 100 years of cumulative experience in the electronics manufacturing industry, and a demonstrated ability to successfully create, build and grow businesses. We rely on the experience and leadership of our Promoters for our growth and development. We are supported by our experienced and diversified Board and our well-qualified senior management team, which enables us to capture market opportunities, formulate and execute business strategies, manage client expectations as well as proactively manage changes in market conditions.

OUR COMPETITIVE STRENGTHS

Long-standing relationships with established customers, with potential to expand our customer base

We have over the course of our business operations established long-standing relationships with several well-known Indian and global customers. Some of our customers for our RAC products include Blue Star Limited, Daikin Airconditioning India Private Limited, Carrier Midea India Private Limited, Voltas Limited, Havells India Limited, Haier Appliances (India) Private Limited, Infiniti Retail Limited and Godrej and Boyce Manufacturing Company Limited, and for our SDA products include Bajaj Electricals Limited, BSH Household Appliances Manufacturing Private Limited, and Usha International Limited. We attribute our growth and expansion of our market share to date to our relationships with our customer base and intend to continue to leverage such relationships for our future growth as well.

In Fiscals 2023, 2022 and 2021, our top five customers contributed to ₹ 12,720.25 million, ₹ 7,099.85 million and ₹ 5,243.56 million, amounting to 82.66%, 76.82% and 71.22% of our revenue from operations, respectively. Our customers include four of the top six RAC brands in the Indian market (in terms of RAC sales in Fiscal 2023 in India) (*Source: F&S Report*).

Many of our customers typically implement approval processes and quality audits checks in the selection of their suppliers which entails a switching cost. Being a key supplier and establishing long term relationships with many of our customers demonstrates our ability to maintain customer stickiness and strong delivery capabilities. Moreover, acquisition of customers in the RAC and SDA industries requires persistent and continued investment of time, effort, and capital. We have sought to gain the confidence of our customers by initially supplying lower volumes to our customers, and then proceeding to supply higher volumes and expanding the product offerings, once the relationship has been established. Our established relationship with our existing customers also presents us with cross selling opportunities.

Additionally, the integrated capabilities of ODMs make switching difficult for brands. (*Source: F&S Report*) Switching cost for brands increases as the ODMs not only manufacture the products but also controls the designs – this increases the stickiness of brands as new product introduction and development is a complicated and lengthy process for both the brands and the new ODMs. (*Source: F&S Report*) This in turn helps the existing ODM partners to maintain a sustainable and profitable business in the long run. (*Source: F&S Report*)

We attribute our success to date in part to our strong customer base and also intend to rely on such customer base as a driver of our future growth and help expand our market share. We have focused on quality, ability to respond to any demand volatility with agility, ability to maintain consistent supply of our products, ability to work with our customers from the product conceptualisation stage, and the price competitiveness of our products in order to help us establish and maintain long term relationships with our customers. We strive to innovate and offer value-added and technologically advanced products and solutions to our customers. By doing so, we seek to deepen our customer relationships with the objective of becoming their preferred suppliers.

Among the largest manufacturers in the fast-growing RAC and SDA manufacturing industries with high entry barriers

We are the fastest growing room air conditioner ODMs based on growth in manufacturing volume between Fiscals 2020 and 2023 in India. (*Source: F&S Report*) Further, we are the second largest ODM manufacturer in the Indian room air conditioner manufacturing market, with a market share of 29% in terms of volume manufactured in Fiscal 2023 (which does not include units which are imported, as kits and gas filling is done in India). (*Source: F&S Report*) The Indian RAC industry has grown at a rate of 8.8% in the last five years (Fiscal 2018 to Fiscal 2023) in volume terms and at a rate of 11.2% in value terms, despite the disruption due to the COVID-19 pandemic which impacted two consecutive seasons for the industry (*Source: F&S Report*). The Indian RAC industry is forecasted to grow at a rate of 12.1% by volume and 15.1% by value from Fiscal 2023 till Fiscal 2028. (*Source: F&S Report*)

In a bid to promote domestic manufacturing, the Indian government has banned the import of completely built units of air-conditioners with refrigerants from Fiscal 2021. (*Source: F&S Report*) Air conditioner imports had been identified among the priority sectors for reduction of imports in line with the government's 'Atmanirbhar Bharat Abhiyan' initiative. (*Source: F&S Report*) According to a DGFT notification dated October 15, 2020, import of all types of split air-conditioners and window air-conditioners with "refrigerants" have been now put in the 'prohibited" category from the "free" category. (*Source: F&S Report*)

Further, considering the potential of the Indian SDA industry, we capitalised on our existing manufacturing infrastructure to strategically expand our operations in the SDA market, and currently design and manufacture induction cooktops, mixer-grinders, and water dispensers.

According to industry experts, the SDA market will grow at a considerable pace for the next few years as domestic demand rises. (*Source: F&S Report*) In value terms, the domestic sales of mixer grinders are estimated to be ₹ 48 billion in Fiscal 2023, with a volume of 14.7 million units. (*Source: F&S Report*) The market for mixer grinders is forecast to grow at a CAGR of 6.9% to reach ₹ 67 billion in Fiscal 2028. (*Source: F&S Report*) Further, increased consumer spending on modern kitchen appliances as a result of an increasing number of working women and a busy lifestyle, rising awareness of indoor pollution, and rising demand for innovative smart electrical appliances are the key drivers for the induction cooktops in India. (*Source: F&S Report*) The market for induction cooktops is expected to be around 3.4 million units in Fiscal 2023 and is projected to grow at a rate of 5.9% over the next five years to reach 4.5 million units in Fiscal 2028. (*Source: F&S Report*) The water dispenser market in India is estimated at 0.38 million units in Fiscal 2023 at a value of ₹ 2.7 billion, which is expected to grow at a rate of 4.8% over the next five years to reach 0.48 million units in Fiscal 2028. (*Source: F&S Report*)

From the ODM business perspective, the Indian RAC and SDA manufacturing industries pose higher barriers to new entrants. (*Source: F&S Report*) Typically, integration into the supply chain of the RAC and SDA brands involves a long gestation period, as such integration often entails a lengthy approval process and requires long-term relationships with them to be developed and maintained over several years. (*Source: F&S Report*) Further, the manufacturing infrastructure for these industries requires an initial capital investment, which can act as an entry barrier to new ODM players in these industries. (*Source: F&S Report*) Given the nature of the products being manufactured and the complexity of the manufacturing processes involved, RAC and SDA ODM companies need to have strong technological expertise, with the ability to continually innovate in a cost-efficient manner and deliver quick turnaround times. (*Source: F&S Report*) Products in these industries are required to meet certain BEE standards, and to meet such requirements, RAC and SDA ODM companies must continually refine their product design. (*Source: F&S Report*) Cost-efficient innovation and the continuous refinement of designs require considerable investment in R&D, which acts as further barriers to new entrants. (*Source: F&S Report*) High initial capital expenditure and investment in R&D provide economies of scale to existing RAC and SDA ODM companies such as our Company in the long term, further disincentivising new entrants. (*Source: F&S Report*)

Advanced vertically integrated manufacturing operations with product portfolio aimed at capturing the full spectrum of the RAC and SDA value chain

We have the highest amount of backward integration for RACs under a single company / single site, that has been grown within the same company organically in India. (*Source: F&S Report*) Our products and corresponding components are manufactured within the same location, which helps eliminate costs typically incurred in transportation of parts between facilities. Our manufacturing facilities are located at Dehradun, Uttarakhand and Bhiwadi, Rajasthan with an aggregate annual manufacturing capacity as on March 31, 2023 to manufacture up to (i) 0.90 million IDUs, 0.66 million ODUs, 0.36 million ODU Kits and 0.42 million WACs, and (ii) 0.11 million water dispensers, 1.2 million induction cook-tops and 0.30 million mixer grinders, and components thereof. We have received the ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018 certifications for our manufacturing facilities.

In addition to the manufacturing and assembling of RACs and SDAs, we also manufacture various RAC and SDA components, thus facilitating the backward integration of our manufacturing operations. The components manufactured by us include critical components such as heat exchangers, copper tubing, PCBAs, cross flow fans, axial fans and other components such as sheet metal press parts and injection moulded components. For further details of our product portfolio, see "– *Our Products*" on page 176.

In addition to diversifying our revenue streams, manufacturing of components has enabled us to be an integrated solutions provider and accordingly, allows us to cater to all aspects of the RAC and SDA manufacturing value chain. We offer customised manufacturing solutions which range from assembly-only to near-complete integrated manufacturing which may only involve external sourcing of compressors and RAC motors, depending on the client requirements, with the endeavour to capture the entire product value chain. Further, our current RAC product offerings enable us to offer further customisation to RAC brands in terms of completely built-up units or IDUs and ODUs separately.

Additionally, the vertical integration of our manufacturing operations has also helped us efficiently improve the quality of our products and minimise our dependency on third party suppliers, which in turn, has allowed us increased control over our manufacturing lead time and costs. This has also helped in increasing the stickiness of our customers.

With our manufacturing operations being concentrated within Dehradun, Uttarakhand and Bhiwadi, Rajasthan, we are in a position to regulate and monitor our operations more closely, assisting us in our object of lowering operational costs and maintaining efficient logistics management. In addition, our manufacturing facilities are strategically located to facilitate transportation of our products to our customers within India, which helps us in better utilization of our plants as any demand variability from one customer can be offset by another in the same facility.

In line with our focus on bringing in operational efficiency, our manufacturing operations involve a degree of automation, and accordingly reducing the margin of error and inefficiencies typically associated with manufacturing processes operated manually. Our manufacturing operations are also monitored and controlled through our manufacturing execution systems, which allows for the product and process traceability through barcodes. This enables us to capture data in real time, thus empowering our personnel to have a holistic view of inventory, process efficiency and process quality which results in an overall improvement in productivity. Our manufacturing facilities are equipped with various equipment. In addition, our extensive equipment and degree of automation has helped us with our aim to increase our cost efficiency, which we seek to rely on to gain an edge over our competitors.

Our integrated manufacturing capabilities, paired with our continued focus on innovation have positioned us to leverage industry tailwinds. For details, also see "– *Our Competitive Strengths – Among the largest manufacturers in the fast-growing RAC and SDA manufacturing industries with high entry barriers*" on page 170. Our manufacturing and design capabilities allow us to develop, design and manufacture models of RACs of varying designs and technical specifications, including various energy ratings specified by the BEE. Further, our diversified product portfolio of RACs and SDAs, and RAC and SDA components enable us to cater to the nearly entire RAC and SDA manufacturing value chain.

The demand for RACs typically peak during the first half of the calendar year and reduce in the second half of the calendar year (*Source: F&S Report*). Accordingly, we are able to leverage this by focusing our manufacturing capabilities and management expertise for the manufacturing of SDAs during the off-season for RACs.

Robust product development and design optimisation capabilities

We rely on our integrated location-focussed manufacturing operations, product development and design capabilities, and our focus on quality and cost-efficient manufacturing processes to achieve customer satisfaction, foster customer loyalty and accordingly, generate repeat business.

The evolution of our product portfolio and our ability to provide customised manufacturing solutions to our customers have been driven by our product development and design capabilities. We have dedicated R&D centres in Greater Noida, Uttar Pradesh, Bhiwadi, Rajasthan and Dehradun, Uttarakhand, which are equipped with modern infrastructure such as our endurance test labs for RACs and SDAs. Our R&D centre in Dehradun has received its ISO/ IEC 17025:2017 accreditation from NABL for the 'general requirements for the competence of testing & calibration laboratories' in the field of testing. In addition, we also utilise various advanced software programs such as CoilDesigner® and Siemens NX, which has helped enhance our design capabilities. Our R&D efforts are focused on (i) development of new products and improvement of the quality of our existing products; (ii) improving our design and engineering capabilities, (iii) improving our manufacturing processes, and (iii) improving our quality control processes, including by undertaking performance and reliability validation tests of various products and product components.

Our Company was the first RAC ODM in India to introduce 5 mm copper tubing in the heat exchangers for its RACs in India. (*Source: F&S Report*) Traditionally, 7 mm (diameter) copper tubing was used in the manufacturing of heat exchangers. (*Source: F&S Report*) The introduction of 5 mm copper tubing has, not only reduced the weight of the heat exchangers by approximately 35%, but also contributed to direct savings in the input cost. (*Source: F&S Report*) In addition, at a lower diameter, it became easier to manage the charging of R32 gas in RACs. (*Source: F&S Report*) Due to this innovation, our Company was awarded the 'Copper Excellence Award' by the 'International Copper Association India' in 2018. (*Source: F&S Report*) Since then, the Indian RAC market has largely moved to 5 mm heat exchangers. (*Source: F&S Report*)

In addition, we were the first RAC ODM to design and manufacture WACs (both fixed speed and inverter models) with R32 refrigerant. (*Source: F&S Report*)

Our technical experience is particularly relevant in our efforts to achieve cost efficiencies, while simultaneously maintaining the quality of the product. In this regard, our know-how in plastic, metallurgy, electronic engineering and refrigerants which has been developed over time and has been strengthened by the efforts of our R&D team, has contributed significantly to our efforts to stay ahead of our competition and retain customers. We have a dedicated R&D team comprising of 47 full time employees, as on March 31, 2023, which grew from 30 as on March 31, 2021.

During the Fiscals 2023, 2022, and 2021, our Company incurred ₹ 30.74 million, ₹ 23.41 million and ₹ 17.26 million respectively towards R&D employee costs, showcasing a CAGR of 33.45%, which accounted for 9.21%, 10.07% and 10.15%, respectively of our employee benefits expense for the respective periods. In addition to improving our manufacturing processes and developing our product portfolio, our R&D capabilities are key to our ability to provide customised solutions with consistency. There have been various instances in the past where we have worked with the customer from the product concept design stage itself and have actively participated in designing the final product. For further details on our R&D infrastructure, see "– *Research and Development*" on page 187.

Experienced Promoters supported by senior management team with proven track record of performance

We are led by a qualified and experienced senior management team, who are supported by a qualified team of managers and other employees. Our Promoters have substantial industry knowledge and extensive managerial experience in this sector, with a cumulative work experience of over 100 years. Our Promoters have a track record and a demonstrated ability to create, build and grow businesses, including our Company, EPACK Polymers Private Limited and EPACK Prefab Solutions Private Limited.

We credit the experience and leadership of our Promoters as having played a role in our growth and development. In addition, members of our management team, which include our Chief Financial Officer – Rajesh Kumar Mittal, president of manufacturing and operations – Mohammad Lateef Choudhary, vice president of research & development – Arun Sharma, vice president of supply chain management – Nandkishor Khandelwal, chief information officer – Mohammad Kaishulla, business head of small domestic appliances – Arup Dey and our vice president of quality – Krishan Dhiman, comprise a mix of homegrown talent and lateral talent from multinational companies and firms, who possess complementary skills and have extensive experience and knowledge of our business. Our experienced and dedicated management team also guide and assist us to capture market opportunities, formulate and execute business strategies, manage client expectations as well as proactively manage changes in market conditions.

We also attribute our growth in part to our initiatives relating to the development of our human resources, by planning and executing recruitment, training and retention of our employee base. As of March 31, 2023, we had 734 full-time employees which includes engineers, graduates and diploma holders. For details of the training initiatives and other programs undertaken by our Company for our employees, see "– *Employees*" on page 187.

We invest substantial resources towards employee training and development enables us to scale our operations while leveraging our existing employees.

Further, we credit our relationships with our institutional investors for enabling us to enhance our corporate governance standards and strategic business advice, which relied on for the growth of our business.

OUR BUSINESS STRATEGIES

Expanding our existing product portfolio, including our RAC and SDA components product portfolio

We have, since our inception, sought to diversify our portfolio of products. Accordingly, while we seek to continue to strengthen our existing RAC product portfolio, we intend to further diversify our SDA product portfolio with products with a focus on increased growth and profitability. For instance, we intend to expand our product portfolio beyond room air conditioner products to semi commercial air conditioner products and domestic air coolers. In addition, we intend to expand our SDA product portfolio with products such as hair dryers, induction water heaters and nutriblenders, tower fans, kitchen chimneys and dual ICTs. This is intended to also help us diversify our business and reduce our dependence on our RAC products, the demand of which is seasonal unlike SDAs, the demand of which remains relatively consistent through the year.

According to the F&S Report, components' is also a sizable business for RAC ODMs. However, this market is also catered by standalone sheet metal fabricators, injection moulding companies, copper tube manufacturers, and EMS companies, induction motor manufacturers, and compressor suppliers. (*Source: F&S Report*) Based on the in-house capacity available with the brands, ODMs and standalone component suppliers could cater to only 55-60% of this opportunity in Fiscal 2023. (*Source: F&S Report*) The component outsourcing market in Fiscal 2023 was ₹ 35–40 billion and is expected to grow at a CAGR of 15% to reach ₹ 68–73 billion by Fiscal 2028. (*Source: F&S Report*)

In addition, considering the low penetration of RAC manufacturing operations in south India, those brands that do not intend to set up manufacturing operations in south India but intend to cater to the south Indian market from more localised manufacturing operations, may offer ODM opportunities to companies like us. (*Source: F&S Report*) We intend to leverage our components product offerings with these brands may offer component opportunities. Further, we intend to rely on our technological capabilities to provide customised and innovative components and solutions to these brands. Further, evolving customer requirements would result in continued demand to evolve our existing products and expand our product portfolio to meet these requirements. We intend to draw on our experience, market position and ability to deliver quality products to customised foray into such other product offerings.

Continue to drive operational efficiencies through expansion of our integrated manufacturing capabilities and continued investment in our R&D infrastructure

We intend to continue to invest in our manufacturing infrastructure and to enable further innovation, improve our operational efficiencies, increase customer satisfaction and improve our sales and profitability. In addition, we will focus on optimizing and automating our manufacturing processes to improve returns, while ensuring that our strategies are aligned with our current environmental, social and governance objectives. We constantly endeavour to reduce the costs of our operations while ensuring the quality of our products.

We have, over the years grown our manufacturing capabilities. In addition, we have incurred capital expenditure amounting to ₹ 2,021.65 million, ₹ 2,355.58 million and ₹ 126.26 million in Fiscals 2023, 2022 and 2021 respectively. Consistent with past practice, we will continue to look to add capacity in a phased manner to ensure that we utilize our capacity at optimal levels. We are in the process of setting up a new integrated manufacturing facility at Plot no. 850, EMC Road, Sricity DTZ, Cherivi and Irugolam Village, Sathyavedu (M), Tirupati Dist, Andhra Pradesh dedicated to manufacturing ODUs, IDUs, WACs, water dispensers, induction cookers, mixer grinders, in addition to the manufacturing of various components. In this regard, we propose to fund this from the Net Proceeds. For more information of the proposed project involving the setting up of the manufacturing facility at Sri City, proposed to be purchased, see "*Objects of the Offer – Details of the Objects – Funding capital expenditure for the expansion / setting up of manufacturing facilities*" on page 103. Our expansion plans are strategized to enable us to meet the anticipated increase in the demand for our products in the future, enable us to supply growing markets more efficiently and drive profitability.

We also intend to enhance our research and development capabilities which provide us with a competitive advantage with respect to quality, product development and cost, as well as to explore sustainable cost improvement initiatives for our operations. We aim to identify opportunities to implement manufacturing improvements and will dedicate R&D resources to enhance our manufacturing processes and improve our cost efficiencies. We intend to rely on our investment in R&D and expansion of our R&D team to enable us to capitalize on long-term growth opportunities, and help us align ourselves with anticipated demand our product segments and market, and better position ourselves to meet the evolving requirements of our customers.

Increase wallet share with existing customers and continued focus to expand our customer base

Our customers comprise various established companies including, inter alia, Blue Star Limited, Daikin Airconditioning India Private Limited, Carrier Midea India Private Limited, Voltas Limited, Havells India Limited, Haier Appliances (India) Private Limited, Infiniti Retail Limited, Panasonic Life Solutions India Private Limited, Godrej and Boyce Manufacturing Company Limited, Bajaj Electricals Limited, BSH Household Appliances Manufacturing Private Limited, and Usha International Limited. We attribute the long-standing relationships that we have enjoyed with our customers over the years and the repeat orders received from them in part to our market position, and key to our objective to be a preferred supplier to our customers. We see potential to increase the wallet share of our existing customers on an ongoing basis by way of innovating and cross-selling additional products to existing customers. In this regard, set out below are two case studies highlighting past instances where we increased our revenue attributable to such customers:

- *Case study I*: Our relationship with a domestic RAC brand ("**Customer**") started in 2012. The following year, we designed the ODU wholly in-house which was supplied to the Customer. Our revenue attributable to the Customer in Fiscal 2013 was ₹ 82.30 million.

  Pursuant to the consistency in quality of our services and continuous innovation in our product offerings, we were able to successfully expand our product offerings to the Customer and initiated the supply of WACs as well in 2014 to the Customer. Pursuant to the same, the revenue attributable to the Customer grew to ₹ 1,731.74 million in Fiscal 2015. Due to the trust we built over the years, the volume supplied to the Customer consistently grew, which is evidenced by the growth in the revenue attributable to the Customer of ₹ 2,096.98 million to ₹ 5,360.97 million from Fiscal 2017 to Fiscal 2023 at a CAGR of 16.93%. This was, in part due to further expansion of our product offerings after 2015 to the Customer, which included water dispensers in Fiscal 2017 and IDUs and CBUs in 2022.

  This growth has been primarily driven by (i) increase in sales of the Customer, (ii) consistency in quality of our products and services, and (iii) continuous innovation.

- *Case Study II***:** Our relationship with a certain customer (who is currently a global SDA brand) ("**Customer**") started in 2013. Pursuant to the same, the revenue attributable to the Customer grew to ₹ 222.47 million in Fiscal 2015.

  Over time, the volume supplied to the Customer consistently grew, which is evidenced by the growth in the revenue attributable to the Customer of ₹ 220.93 million to ₹ 631.69 million from Fiscal 2017 to Fiscal 2023 at a CAGR of 19.14%. This was, in part due to further expansion of our product offerings after 2015 to the Customer, which included a fourth model of ICT (which was wholly designed by us) in Fiscal 2016.

  We also attributed this growth to (i) increase in sales of the Customer, (ii) our ability to maintain the quality of our products, and (iii) efforts to innovate and be cost effective.

We intend to rely on our continuing R&D endeavours and our reputation for quality and innovation to help increase our wallet share and product portfolio with existing customers. We have built long-standing relationships with some of our customers. Going forth, we intend to continue to leverage our sales and marketing network, diversified product portfolio and our industry standing to establish relationships with new multinational, regional and local customers and expand our customer base.

Further explore initiatives to strengthen control over our supply chain

Considering the relatively long lead time involved in the import of raw materials / components, we are focussed on various measures to reduce our dependency on third party vendors and suppliers, including increasing our backward integration. Pursuant to our focus on backward integration, a number of components required for the manufacturing of our products, are now manufactured in-house. In addition, we have also entered into arrangements with our Associate, Epavo Electricals Private Limited for the joint development of BLDC motors for captive consumption towards the manufacture of RACs and other appliances. We intend to continue exploring options to reduce our dependence on external suppliers. Our efforts to reduce our dependence on imports would also help us improve our inventory management and cost efficiencies, which would in turn reduce the manufacturing costs. In addition, reduced dependence on imports would also help reduce our exposure to foreign currency fluctuations.

OUR PRODUCTS

Our products are organised in the following operating divisions:

Room air conditioners

Window air conditioners (WAC):

WAC is a room air conditioner comprising a single cubicle unit that is installed/mounted in a window through a wall.

Indoor units (IDUs)

IDUs refer to the indoor unit of a split air conditioner that is placed inside the room, at the desired location and consists of a blower, air filter and evaporator or cooling coils and drainage system.

Outdoor units (ODUs)

ODUs refer to the outdoor unit of a split air conditioner that is placed outside the room and comprises the compressor, motor, fan, discharge and condenser. This unit of the split air conditioner is responsible for bringing in fresh air to the room and discharging the warm air outside the room.

Small domestic appliances

Mixer grinder

Mixer grinders are kitchen equipment that function as a portable mill combining the mixing and grinding operations typically required in cooking food.

Induction cooktops

Induction cooktops are electric stoves that use an electromagnetic field to cause direct induction heating of cooking vessels.

Water dispensers

Water dispensers are equipment that dispense and also cool or heat up water.

Components

Injection moulded components: In injection moulding, plastic pellets are melted and inserted into a mould using specialized machinery, resulting in solid plastic components. Thermoplastics such as ABS are used for components such as the front panel, air intake grills, and covers.

Cross flow fans: A cross flow fan is part of the IDU. It circulates air in a room air conditioner with the help of cylindrical housing and the IDU motor. It looks like an impeller with curved blades. Housing and impellers are typically made from plastic.

Sheet metal press parts: Sheet metal press parts is used in the construction of room air conditioners, serving as the primary element for both the interior and exterior cabinets, as well as the heat exchanger. Various types of machines such as mechanical and hydraulic presses, bending machines, blanking machines, and shearing machines are used in the manufacturing of these components. Galvanized sheet metal is commonly used for the exterior cabinet. Sheet metal is also use in evaporator and condenser coils.

Copper fabricated products, including tubing: Copper tubing is used in room air conditioners as it transports refrigerant between the interior and exterior units, allowing it to absorb heat and chill the environment. Copper tubing is also used in the evaporator coil, which cools indoor air by absorbing heat from it as it passes over a network of copper tubes and metal fins.

Automated machines are used to perform bending and forming of copper tubes. Copper tube rolls are used in the process. The copper tubes are directly fed into the machine from the rolls or cut into specific sizes and then fed manually into the machines for to achieve the desired form. Post this, copper tubes, sheet metal panels and other components are assembled to manufacture the heat exchangers i.e., condenser and evaporator coils.

Heat exchangers: A heat exchanger is a component that helps transfer heat from one medium to another. For the manufacturing of the heat exchangers i.e., evaporator and condenser coils, copper, aluminium, and fin tubing are shaped and put together.

Powder coating: Powder coating, which can be sprayed in different colours and finishes, allows us to change the appearance of the products to fit the preferences of their consumers.

Printed circuit boards (PCBs): The printed circuit board assembly (PCBA) is crucial to the proper functioning of any electronic appliances that we manufacture. It acts as the product's 'brain' controlling all electrical and mechanical components of the product. For PCB assembly, bare PCB boards are sourced from the board manufacturers.

Universal Motors: It is a type of electric motor that is used in a range of products including air conditioners and mixer grinder.

*Induction coils***:** An induction cookstove uses a coil which brings about an increase in the temperature of the vessel which is set above the coil over a glass surface.

OUR MANUFACTURING FACILITIES

We have manufacturing facilities situated at Dehradun, Uttarakhand and Bhiwadi, Rajasthan, having an aggregate manufacturing capacity as on March 31, 2023, of (i) 0.90 million IDUs, 0.66 million ODUs, 0.36 million ODU Kits and 0.42 million WACs, and (ii) 0.11 million water dispensers, 1.2 million induction cook-tops and 0.30 million mixer grinders, and components thereof. The table below provides brief details of our manufacturing facilities in terms of their location, property and key products manufactured:

	Location of the manufacturing facility	Land area (in square meters)	Property (leased / owned)	Date of agreement	Term of lease	Key products manufactured
Dehradun Manufacturing Facility	C-6-7, UPSIDC Industrial Area, Selaqui, Dehradun 248 011	18,619.20	Lease	*C-6, UPSIDC Industrial Area, Selaqui, Dehradun*: Lease deed dated September 25, 2006 entered into with State Infrastructure and Industrial Development Corporation of Uttarakhand Limited	90 years from May 4, 1999.	RACs: - ODUs - WACs - ODU Kits - IDUs SDAs: - Mixer-grinders - Water dispensers - Induction cooktops* Components

	Location of the manufacturing facility	Land area (in square meters)	Property (leased / owned)	Date of agreement	Term of lease	Key products manufactured
				C-7, UPSIDC Industrial Area, Selaqui, Dehradun: Lease deed dated October 7, 2021 entered into with Sarita Rani, Kirti Masson and Jyoti Masson.	10 years from June 15, 2021 till June 14, 2031.	- Injection moulded components - Sheet metal press parts - Powder coating - Copper tubing - Heat exchanger
	B-1 UPSIDC Industrial Area, Selaqui, Dehradun 248 011.	9,661.91		Leave and lease agreement dated February 26, 2021 entered into with Kailashpati Steel Industries Private Limited.	10 years commencing from March 1, 2021	
	Khasra No. 122-Min, Central Hope Town, Dehradun 248 011.	4,180.63		Lease agreement dated October 5, 2021 entered into with Mukesh Chand Arora.	Three years from October 1, 2021 till September 30, 2024.	
	C-5 UPSIDC Industrial Area Selaqui Dehradun 248 011.	9210.00		Lease deed dated September 25, 2006 entered into with State Infrastructure and Industrial Development Corporation of Uttarakhand Limited	90 years from November 6, 1999.	
Bhiwadi Manufacturing Facility	A-1, A-2, D-6, D-7 and D-8, RIICO Industrial Area Salarpur (Elcina Cluster), Bhiwadi, Rajasthan 301 019.	36,172	Lease	*A-1, A-2, RIICO Industrial Area Salarpur* Sub-lease agreement dated April 7, 2021 dated entered with ELCINA Electronics Manufacturing Cluster Private Limited.	Valid till August 25, 2113.	RACs: - IDUs SDAs: - Induction cook tops* Components - Injection moulded components - Copper tubing - Heat exchanger

	Location of the manufacturing facility	Land area (in square meters)	Property (leased / owned)	Date of agreement	Term of lease	Key products manufactured
				D-6, D-7 and D-8, RIICO Industrial Area Salarpur Sub-lease agreement dated May 31, 2023 dated entered with ELCINA Electronics Manufacturing Cluster Private Limited.	Valid till August 25, 2113.	- CFFs for IDU units

** The manufacturing of induction cooktops was shifted to the Bhiwadi Manufacturing Facility from the Dehradun Manufacturing Facility in Fiscal 2023.*

The power requirements for our manufacturing facilities are met by the respective state electricity boards. Further, we procure water for use at the (i) Dehradun Manufacturing Facility from our tubewells at the site, and (ii) Bhiwadi Manufacturing Facility pursuant to our arrangements with ELCINA. Our manufacturing facilities have effluent treatment plants to treat our industrial wastewater and recycle it for reuse.

Planned new manufacturing facilities

We plan to construct two new manufacturing facilities at (i) Plot no. SP1 201, EMC Zone, Salarpur Industrial Area, Bhiwadi, Rajasthan which has been allotted to us on a leasehold basis by the Rajasthan State Industrial Development and Investment Corporation *vide* allotment letter dated May 19, 2023 for a period of 99 years, and (ii) Electronics Manufacturing Cluster, EMC Road, 850, EMC-1st Avenue, Sri City, Cherivi, Sathyavedu Mandal, Sri City, Chittoor, Andhra Pradesh – 517 646 which is held by us on a leasehold basis for 99 years, pursuant to lease deed dated February 22, 2022 entered into with Sri City Private Limited. These facilities will be dedicated to manufacturing our RAC and SDA products, and components thereof. For further details, see "*Objects of the Offer*" on page 102.

Consistent with our past practices, we intend to add capacity in a phased manner to ensure that we utilize our capacity at optimal levels. The information as set out above on our proposed expansion plans are indicative and remain subject to the potential problems and uncertainties that construction projects face including cost overruns or delays. We are in the process of obtaining various consents, approvals and acknowledgements from regulatory authorities that are routine in nature in relation to these facilities, to the extent applicable. Also see, "*Government and Other Approvals*" on page 351.

Capacity and Capacity Utilization

The following table sets forth certain information relating to our capacity utilization of our manufacturing facilities calculated on the basis of total installed manufacturing capacity and actual manufacturing as of / for the periods indicated below:

1. **Dehradun Manufacturing Facility**

Name of the product	Unit of measurement	Installed capacity as on March 31, 2021	Total volume manufactured	Capacity utilizations (%)	Installed capacity as on March 31, 2022	Total volume manufactured	Capacity utilization (%)	Installed capacity as on March 31, 2023	Total volume manufactured	Capacity utilization (%)
RACs										
- IDUs	EA	663,749	173,143	26.09%	442,499	115,464	26.09%	4,835	3,349	69.27%
- ODUs	EA	543,067	169,819	31.27%	543,067	116,687	21.49%	663,749	229,458	34.57%
- ODU kits	EA	362,045	218,309	60.30%	362,045	275,902	76.21%	362,045	326,874	90.29%
- WACs	EA	301,704	172,621	57.22%	362,045	185,443	51.22%	422,386	268,202	63.50%
SHAs:										
- Mixer-grinders	EA	217,227	87,415	40.24%	271,534	208,335	76.73%	301,704	167,140	55.40%
- Induction cooktops	EA	651,681	506,920	77.79%	754,260	593,033	78.62%	157,138	117,215	74.59%
- Water dispensers	EA	60,341	3,568	5.91%	60,341	24,450	40.52%	105,596	65,175	61.72%
Components :										
- Injection moulded components	EA	17,930,400	9,606,023	53.57%	20,621,773	15,145,206	73.44%	21,116,389	15,767,854	74.67%
- Sheet metal press parts	Strokes	59,699,200	27,318,809	45.76%	61,161,760	32,636,538	53.36%	83,722,320	44,179,879	52.77%
- Copper tubing	EA	43,518,492	14,205,102	32.64%	43,518,492	14,091,362	32.38%	43,518,492	18,234,147	41.90%
- Heat exchanger	EA	2,132,928	906,513	42.50%	2,787,864	1,369,648	49.13%	3,301,809	1,434,455	43.44%
- Powder coating	SQM	2,878,451	1,171,981	40.72%	2,878,451	1,216,985	42.28%	3,985,548	1,753,831	44.00%
- PCBs – RAC units	EA	0	0	0.00%	0	0	0.00%	0	0	0.00%
- Universal motors	EA	0	0	0.00%	0	0	0.00%	0	0	0.00%
- CFFs – IDU units	EA	0	0	0.00%	0	0	0.00%	0	0	0.00%

2. **Bhiwadi Manufacturing Facility**

Name of the product	Unit of measurement	Installed capacity as on March 31, 2021	Total volume manufactured	Capacity utilization (%)	Installed capacity as on March 31, 2022	Total volume manufactured	Capacity utilization (%)	Installed capacity as on March 31, 2023	Total volume manufactured	Capacity utilization (%)
RACs										
- IDUs	EA	0	0	0.00%	30,170	15,490	51.34%	896,061	377,861	42.17%
- ODUs	EA	0	0	0.00%	0	0	0.00%	0	0	0.00%
- WACs	EA	0	0	0.00%	0	0	0.00%	0	0	0.00%
SHAs:										

Name of the product	Unit of measurement	Installed capacity as on March 31, 2021	Total volume manufactured	Capacity utilization (%)	Installed capacity as on March 31, 2022	Total volume manufactured	Capacity utilization (%)	Installed capacity as on March 31, 2023	Total volume manufactured	Capacity utilization (%)
- Mixer-grinders	EA	0	0	0.00%	0	0	0.00%	0	0	0.00%
- Induction cooktops	EA	0	0	0.00%	0	0	0.00%	1,052,544	846,376	80.41%
- Water dispensers	EA	0	0	0.00%	0	0	0.00%	0	0	0.00%
Components:										
- Injection moulded components	EA	0	0	0.00%	5,254,560	435,289	8.28%	40,697,112	15,241,442	37.45%
- Sheet metal press parts	Strokes	0	0	0.00%	0	0	0.00%	0	0	0.00%
- Copper tubing	EA	0	0	0.00%	0	0	0.00%	457,600	22,335	4.88%
- Heat exchanger	EA	0	0	0.00%	0	0	0.00%	199,056	49,623	24.93%
- PCBs – RAC units	EA	0	0	0.00%	0	0	0.00%	0	0	0.00%
- Universal motors	EA	0	0	0.00%	0	0	0.00%	0	0	0.00%
- CFFs – IDU units	EA	0	0	0.00%	0	0	0.00%	3,015,590	314,369	10.42%

Notes:
EA = Each
SQM = Square Meter

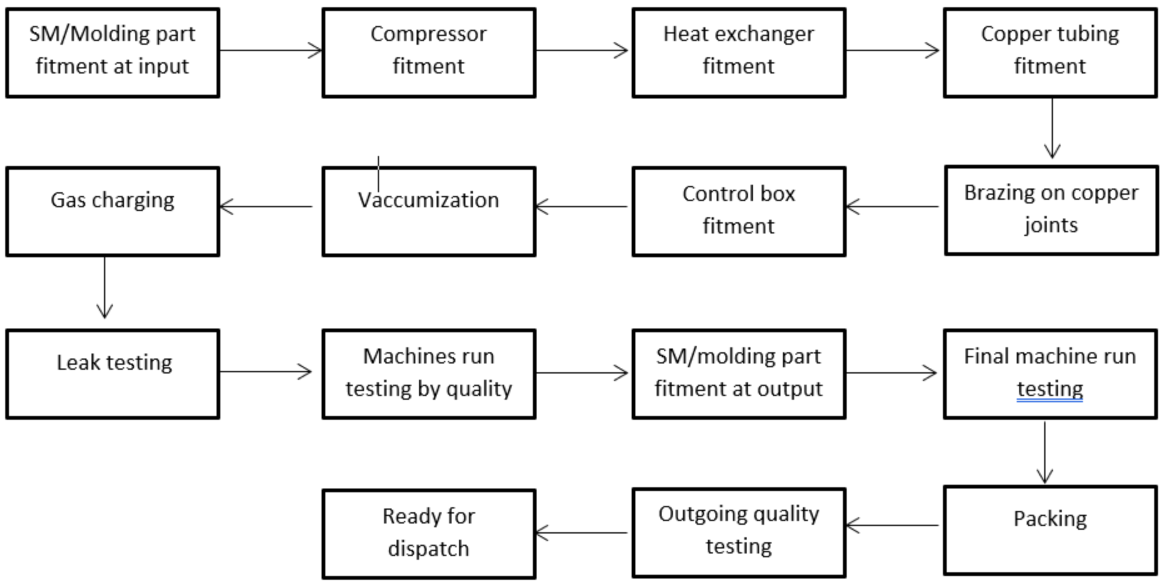
Details of assumptions and calculation methodology in respect of the above:

- Installed capacity has been calculated by multiplying the number of machines / production line, strokes / unit per hour, the number of working hours per day, the number of working days in a month and the number of months
- The number of strokes / unit per hour has been calculated by dividing 3600 seconds by the average component cycle time.
- Average component cycle time is calculated by computing the average of the time taken to produce one stroke / unit of the relevant product based on the amount of such product actually produced during the relevant fiscal. This is calculated based on the specifications of the machine actually set by us.
- The working hours of 22 hours for sheet metal, powder coating, copper, heat exchanger, printed circuit board & motor in a day is calculated on the basis of the actual machine running time in a day, without considering lunch breaks and tea breaks.
- The working hours of 23 hours for moulding in a day is calculated on the basis of the actual machine running time in a day, without considering lunch breaks only.
- The average working hours of 9.7 hours for assembly and cross flow fan in a day is calculated on the basis of the actual machine running time in a day, without considering lunch breaks and tea breaks (for peak season, working hours are considered as 12 and for lean season, working hours are considered as 8).
- Lunch breaks are assumed to be 30 minutes each, for two shifts.
- Tea breaks are assumed to be 10 minutes each, three times per shift, for two shifts.
- The working days per month of 26 days is calculated without considering the Sundays in a month.
- The number of months is 12 months per year.
- The number of machines / production lines is calculated by aggregating the number of actual machinery / production lines available at the beginning of the relevant Fiscal, and the number of machinery / production lines added during the Fiscal which is adjusted pro-rata based on the number of months such additional machinery / production lines were utilised during the said Fiscal.

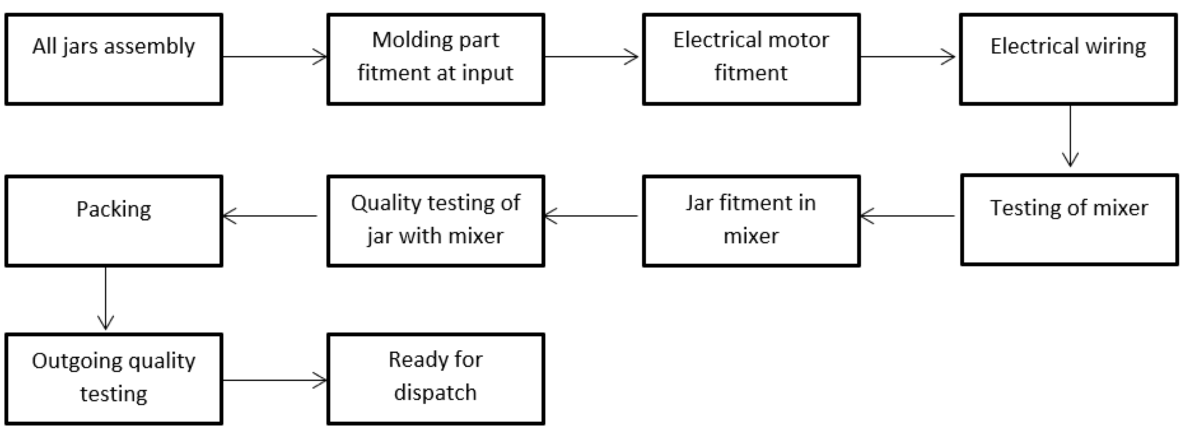
MANUFACTURING PROCESS

Set out below are flowcharts setting out a brief description of the manufacturing and assembly process followed for our primary products i.e. our RACs and SDAs, following the receipt of raw materials by us:

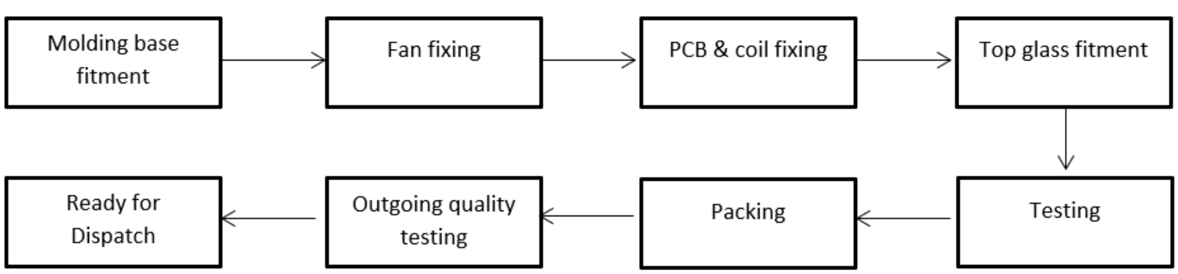
- ***Room air conditioners***



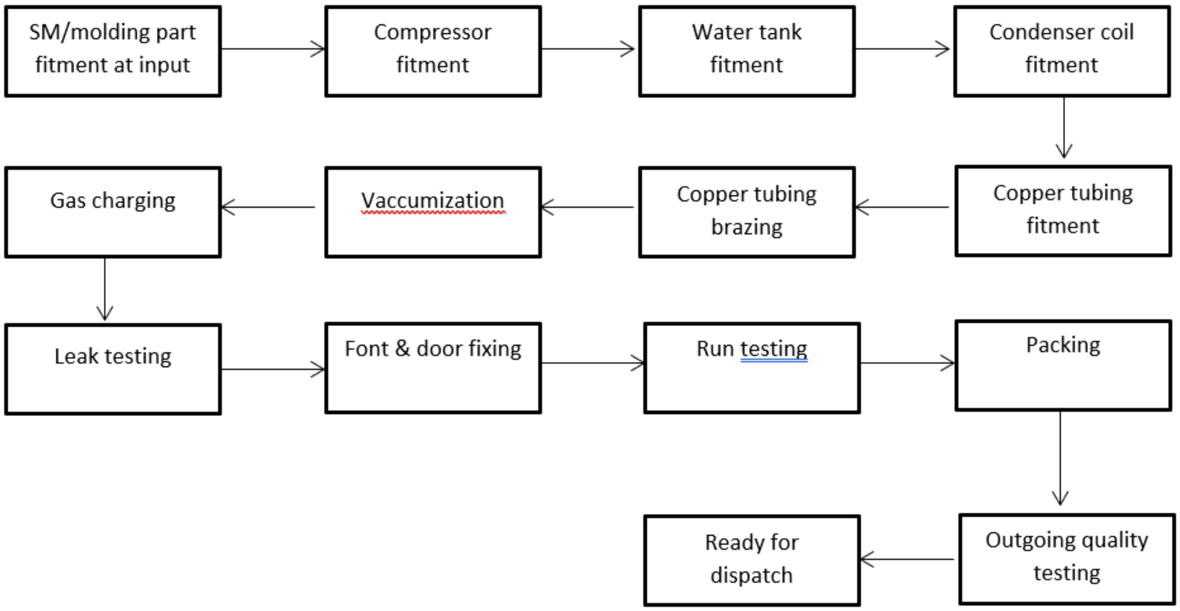
- ***Mixer-grinders***



- ***Induction cooktops***



- ***Water dispensers***



SALES AND MARKETING

Our senior management oversee and conduct regular reviews of new business development and new product development initiatives of our Company. Our sales and marketing team, together with our customer relationship management team comprise of eight employees as at March 31, 2023. We are also in the process of enhancing our sales and marketing teams by employing more members to the team. Our endeavour is continue our focus on Indian and multinational brands for RACs, while having a dedicated sales team for our SDA products. Our sales and business development team and marketing teams comprise members with technical qualifications and focus on developing relationships with our key customers to understand and identify their specific requirements.

Our team approaches new customers to display our capabilities to bring in new business and, our existing customers often approach us to get additional/new products manufactured. We follow a business development process for customer acquisition and retention for both new and existing customers. The process typically includes receiving product requirements from such customers, internal review of inputs and clarifications from such customers, coordination with our R&D and design teams and build prototypes, product testing, incorporation of customer feedback. Our strong relationships with our customers as well as our strategy to cross sell our products to existing customers enable us to market our products with little expenditure on marketing.

We also participate in various domestic and international industry specific exhibitions and advertise in events such as ACREX.

PROCUREMENT, DISTRIBUTION AND LOGISTICS

Our raw materials and components that are externally sourced, broadly comprise the following:

(i) our major raw materials include copper tubes, steel, aluminium sheets, plastic granules, compressors, controllers and RAC motors.

(ii) other raw materials include electronic circuits, components for PCBs, wire harness, etc.

Raw materials comprise a major part of the cost of our products. Our total cost of goods sold (which includes cost of materials consumed, purchase of stock in trade and change in inventories of finished goods and work in progress) for the sale of products for Fiscal 2023, 2022 and 2021 was ₹ 13,240.82 million, 7,943.41 million and 6,490.91 million, which constituted 86.04%, 85.95% and 88.16%, respectively, of our revenue from operations.

We have a robust supplier network which included suppliers, in India and overseas, including from countries such as Vietnam, Thailand and China. We have a dedicated procurement, sourcing (vendor development), logistics and PPC team that is responsible for production, planning and control, and procurement planning based on manufacturing schedules, order deadlines, import and local logistics and inventory control. All our major suppliers are separately audited and verified by our supplier quality engineers. We have comprehensive documented procedures for vendor selection and certification. We also conduct periodic audits to ensure compliance with our quality standards and specifications. Our ability to manage relationships with our domestic as well as international suppliers is a key competitive advantage and is critical to maintaining a cost-competitive margin structure. This advantage is dependent on the scale of our manufacturing.

Once the products are completed, we carry out the packaging at our manufacturing facilities in accordance with the specifications provided by the customers. Our customer orders are typically on an ex-works basis and transportation of products from our manufacturing facilities is the responsibility of such customer. Our domestic suppliers are typically responsible for transportation of raw materials to our manufacturing facilities. We are responsible for freight for transportation of our imported raw materials.

QUALITY CONTROL

Opportunities for improvement are identified through internal and external audits and implemented as part of a continuous quality control improvement process. We have received the ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018 certifications for our facilities at Dehradun (Uttarakhand) and Bhiwadi (Rajasthan).

Our quality control and assurance team are responsible for ensuring that our products we provide meet customer requirement in terms of performance, reliability, and durability. Our quality assurance process comprises the following steps:

- *Incoming quality control (IQC)*: As part of this step, we ensure incoming raw materials and components meet our quality standards using inspection equipment and testing machines. We conduct inspections based on a sampling plan, and approved materials are cleared for use in SAP while rejected materials are blocked and moved to a rejection zone. We work closely with suppliers to address any issues. We also monitor materials issued to the assembly line and regularly review non-conforming or rejected parts.

- *Line Quality Control (LQC):* As part of this step, we assess the quality during product manufacturing. In this regard, we have quality control inspectors equipped with modern equipment at various stages to monitor product quality.

- *Outgoing Quality Control (OQC):* As part of this step, we have modern testing facilities and QA inspectors who conduct visual inspections and run tests on a sampling basis as per customer requirements. In addition to this, we conduct pre-dispatch inspections of products along with the customer in order to ensure that their requirements are met and they are satisfied with the product.

- *Performance testing:* Performance testing is critical in ensuring that our products meet industry standards and perform in various conditions. This helps us to assess our products to be energy-efficient, reliable, and provide a comfortable user-friendly environment. To achieve this, we perform ‘early life testing’ on our air conditioning units. We select a unit from each batch and subject it to a continuous run test for approximately 24 hours. This allows us to evaluate the unit’s performance and identify any issues that need to be addressed.

  We also conduct reliability testing to assess the durability of our products. We use modern machines such as RoHS tester, wire tester, furnaces, hot ovens, salt spray testing machine (SST), and drop testing machines to assess the product's reliability. This helps ascertain that our products can withstand different environmental conditions and operate reliably over an extended period.

- *Central quality:* Our central quality team is responsible for facilitating and ensuring the smooth running of our plant quality teams. Their responsibilities include, (i) developing and implementing quality management systems, (ii) providing guidance and support to other departments, (iii) conducting audits and inspections, (iv) analysing data and implementing improvements, (v) providing training and education, and (v) ensuring compliance with regulations.

RESEARCH AND DEVELOPMENT

Our innovative capability is important to remain competitive in the RAC and SDA industries in India and to sustain profitable growth. We have dedicated R&D centres in Greater Noida, Bhiwadi and Dehradun, which are equipped with various modern equipment such as endurance test labs for RACs and SDAs, automatic voltage tester, induction coil – breakdown tester, needle flame tester, glow wire tester. We also have the necessary infrastructure set up for BEE-related testing of induction cooktops.

Our R&D centre in Dehradun has received its ISO/ IEC 17025:2017 accreditation from NABL for the 'general requirements for the competence of testing & calibration laboratories' in the field of testing. As of March 31, 2023, our R&D department employed 47 employees.

Our R&D activities focus on basic research, the development of new products and manufacturing methods, the optimisation of existing products and manufacturing methods and process improvements, as well as environmental protection and energy efficiency. Our R&D team monitors any updates or developments in technological trends and endeavours to stay ahead of the curve by upgrading its existing design of its products or developing new product design. This helps us widen our product offerings to our customers. In addition, our R&D team also works closely with our customers' teams from time to time, to jointly develop customised products to cater to specific requirements identified by them.

Pursuant to our R&D capabilities, we had developed (i) air conditioners that use R32 refrigerants (which is now used across the RAC industry, (ii) 5mm copper coils, and (iii) various models of our RAC and SDA products, among others, in-house.

INTELLECTUAL PROPERTY

We seek to protect intellectual property through patents and trademarks and examine the patentability of newly developed products, systems and technologies.

As on the date of this Draft Red Herring Prospectus, we had filed for the registration of three patents in India, in respect of (i) collar with optimized flared section for joining tubes in coil of heat exchanger, (ii) air conditioning system having heat exchanger, and (iii) air conditioner for air sterilization.

Further, as on the date of this Draft Red Herring Prospectus, we have 10 registered designs, including for window air conditioner, mixer, blender and water dispenser. We are also currently using the brand name, 'EPACK' and the trademark , pursuant to a trade mark license agreement entered into with EPACK Polymers Private Limited. For further details, see *"History and Certain Corporate Matters – Other material agreements"* on page 205.

EMPLOYEES

As on March 31, 2023, we had 734 permanent employees on our payroll. The following table sets forth the break-up as of March 31, 2023:

S. No.	Department	No. of employees
1.	Administration and human resources	61
2.	Finance and accounts	26
3.	Information Technology	12
4.	Managing director's office	20
5.	Operations	428
6.	Supply Chain Management	46
7.	Quality Assurance	86
8.	Research & development	47
9.	Sales and Marketing	8
	Total	***734***

In addition to the employees listed above, we also engage contract labour to facilitate our manufacturing operations.

As of March 31, 2023, we engaged 3,328 contract labourers.

We train our employees to increase our operational performance, improve productivity and maintain quality and safety compliance standards. We attach significant importance to our employees' health and safety at work as we emphasize that safe business and manufacturing measures minimise operational risks. For further details, see "*Risk Factors – The activities carried out at our manufacturing facilities can cause injury to people or property in certain circumstances.*" on page 46. Our performance management initiatives are focused on increasing alignment between individual and organizational goals and taking regular feedback to facilitate interaction between new employees and senior management.

ESG INITIATIVES

Our Company has various steps to implement an environmental and social management system to adopt a systematic approach towards identifying, managing, monitoring, and reporting on environmental and social issues. We have also installed rooftop solar power plants at our Bhiwadi Manufacturing Facility to help reduce our dependence on state power grids at the facility.

In alignment with our ESG ethos, we also endeavour to ensure that (i) we do not employ or make use of forced labour or child labour, (ii) we pay wages which meet industry and legal minimum wage requirements, (iii) we do not discriminate in terms of compensation, training, opportunities and employee benefits, on the basis of personal characteristics unrelated to inherent job requirements, including caste, creed, religion, language, ethnicity, disability, age, gender, sexual orientation, race, colour, marital status or union organization or any other status protected by appropriate laws, and (iv) we provide reasonable working conditions including a safe and healthy work environment, and clearly documented terms of employment as defined / required under applicable labour laws and guidelines. We have implemented a grievance mechanism that is available to all our workers and maintain periodic records of grievance redressal. We also have a zero tolerance policy towards malpractices such as bribery, corruption, and fraud in our business.

INSURANCE

We maintain insurance coverage customarily required for companies operating in our industry and the risks associated therewith. Our key insurance policies cover general liability, fire, burglary, property damage and environmental risks, group health, group personal accident policies and transit insurance.

Our insurance policies may not be sufficient to cover our economic loss. See also "*Risk Factors – Our insurance policies may not be adequate to cover all losses incurred in our business. An inability to maintain adequate insurance cover to protect us from material adverse incidents in connection with our business may adversely affect our operations and profitability.*" on page 53.

PROPERTIES

Our Registered and Corporate Office is located on leased premises at 61-B, Udyog Vihar, Surajpur, Kasna Road, Greater Noida, Noida, Gautam Buddha Nagar, Uttar Pradesh, India 201 306. Our manufacturing facilities are situated on leased properties. For further details of the properties on which our manufacturing facilities are situated on, see "*– Our Manufacturing Facilities*" on page 179. For further details, see *"Risk Factors – Our manufacturing facilities and Registered and Corporate Office are located on premises taken on a leave and license basis. There can be no assurance that these leave and license agreements will be renewed upon termination or that we will be able to obtain other premises on leave and license basis on same or similar commercial terms or at all."* on page 47.

CORPORATE SOCIAL RESPONSIBILITY

We undertake various social initiatives and have in the past donated to various organisations like Shree Marwari Databya Aushadhalaya and Florence Nightingale Education Society. These contributions support education of underprivileged children, enhancement of medical facilities for underprivileged persons and support to medical staff by providing facilities of commutation within the hospital premises. The CSR Committee is entrusted with the primary responsibility of formulating the CSR policy of the Company and conducting community welfare programs. For details in relation to the constitution of the CSR committee and their terms of reference, see *"Our Management"* on page 206.

INFORMATION TECHNOLOGY

We have implemented various IT solutions and/or enterprise resource planning software solutions to cover key areas of our operations. We intensively use technology in relation to customer order management and dispatches, manufacturing planning and reporting, manufacturing processes, financial accounting and scheduling raw material purchase. We intend to continue to focus on and make investments in our IT systems and processes, to improve our operational efficiency, customer service and decision – making process and to reduce manual intervention and the risk of system failures and the negative impacts these failures may have on our business thereby improving reliability and efficiency of our business and operations.

We have implemented a company-wide ERP system. This system is used to manage and co-ordinate all resources, information and functions of the business on a real-time basis. The ERP system helps in integration of different functional areas to facilitate proper communication, material management, manufacturing planning, productivity, quality and efficiency in decision making. It further helps in tracking customer demands and assisting in maintaining optimum inventory levels. We have a dedicated IT team which is responsible for maintaining the ERP system.

COMPETITION

Set out below are details of our competitors, according to the F&S Report:

RACs: According to the F&S Report, some of the leading players operating in Indian RAC manufacturing industry, apart from us, include Amber Enterprises (India) Limited and PG Electroplast Limited, among others.

Mixer grinders: According to the F&S Report, Elin Electronics, Suvidha Appliances, Vardhman, RS Polymers and MVM are the some of the key manufacturers of mixer grinders, apart from us.

Induction cooktops: According to the F&S Report, Suvidha Appliances, Agilitive, Vardhman, MVM, and Kaser are the some of the leading outsourcing partners for large brands of induction cooktops in India, apart from us.

Water dispensers: Large players have in-house manufacturing facility for its water dispensers. Veeline and Vending Updates are key outsourcing partners for major brands of water dispensers in India, apart from us.

KEY REGULATIONS AND POLICIES

The following description is a summary of certain key laws, guidelines and regulations in India, which are applicable to our Company and the business undertaken by our Company. The information detailed in this section is based on the provisions of statutes, bills, regulations, notifications, memorandum, circulars and policies which are subject to amendment, modification and/or change by subsequent legislative, regulatory, administrative or judicial decisions. The information in this section has been obtained from publications available in the public domain. The regulations set out below are not exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice.

For details of the material government approvals obtained by our Company and our Material Subsidiary, see *"Government and Other Approvals" on page 351.*

Laws in relation to our business

The Bureau of Indian Standards Act, 2016 (the "BIS Act")

The BIS Act establishes the Bureau of Indian Standards ("**Bureau**") as a national standards body of India for the harmonious development of the activities of standardization, conformity assessment and quality assurance of goods, articles, processes, systems and services. The BIS Act confers the Central Government with the power to notify essential requirements to which a good, article, process, system or service must conform, for public interest or the protection of human, animal or plant health, safety of the environment, prevention of unfair trade practices, or national security. Companies committing offences under the BIS Act are liable to be punished in the manner provided for.

Further, the Government of India in consultation with the Bureau issues quality control orders for goods or articles of any industry, process, system or service directing conformity to a standard and making procurement of licence or certificate of conformity compulsory for such goods, article, process, system or service. The Government of India has issued an order called the Air Conditioner and its related Parts, Hermetic Compressor and Temperature Sensing Controls (Quality Control) Order, 2019 bringing room air conditioners (RACs), both unitary and split, under the purview of compulsory use of standard mark on the RACs and compulsory procurement of licence from the Bureau by the manufacturers, distributers, retailers or sellers. The RACs must conform to the Indian standards – IS 1391 (part 1): 2017 and IS 1391 (part 2): 2018 and the RACs must bear the standard mark under a license issued by the Bureau. The domestic electric food-mixers (liquidizes and grinders) and bottled water dispensers are also required to be in conformity with the Indian standards issued by the Bureau.

The Production Linked Incentive Scheme (PLI) for White Goods (Air Conditioners and LED Lights) Manufacturers in India (the "PLI Scheme")

The PLI Scheme proposes a financial incentive to boost domestic manufacturing and attract large investments in the white goods manufacturing value chain which is to be implemented over the Fiscal 2022 to Fiscal 2029. Its prime objectives include removing sectoral disabilities, creating economies of scale, enhancing exports, creating a robust component ecosystem and employment generation. The PLI Scheme extends an incentive of 4% to 6% on incremental sales (net of taxes) over the base year of goods manufactured in India and covered under target segments, to eligible companies, for a period of five years subsequent to the base year and one year of gestation period.

The Legal Metrology Act, 2009 (the "Legal Metrology Act") and The Legal Metrology (Packaged Commodities) Rules, 2011 (the "Legal Metrology Rules")

The Legal Metrology Act, along with the Legal Metrology Rules, establishes and enforces standards of weights and measures, regulates trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or numbers. Any transaction relating to goods or a class of goods shall be as per the weight, measurements or numbers prescribed by the Legal Metrology Act. The Legal Metrology Act prohibits the manufacture, packing, selling, importing, distributing, delivering, offer for sale of any pre-packaged commodity if such does not adhere to the standard regulations set out.

The Legal Metrology Rules are ancillary to the Legal Metrology Act and set out to define various manufacturing and packing terminology. It lays out specific prohibitions where manufacturing, packing, selling, importing, distributing, delivering, offering for sale would be illegal and requires that any form of advertisement where the retail sale price is given must contain a net quantity declaration. Circumstances which are punishable are also laid out in the Legal Metrology Rules.

The Industries (Development and Regulation) Act, 1951 ("I (D&R) Act")

The I (D&R) Act provides for the development and regulation of specified industrial undertakings. An industrial undertaking, which is exempt from licensing under the I (D&R) Act, is required to file an Industrial Entrepreneurs Memorandum with the Secretariat for Industrial Assistance, Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, and no further approvals are required under the I (D&R) Act.

Environment Law Legislations

The Environment Protection Act 1986 (the "Environment Protection Act") and Environment Protection Rules, 1986 (the "Environment Protection Rules")

The Environment Protection Act was enacted to provide a framework for co-ordination of the activities of various central and state authorities established under previous laws. The Environment Protection Act authorises the central government to protect and improve environment quality, control and reduce pollution. The Environment Protection Act specifies that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environment pollutants in excess of such standards as prescribed. The contravention or failure to comply with the provisions of the Environment Protection Act may attract penalties in the form of imprisonment or fine. Further, the Environment Protection Rules specifies, amongst others, the standards for emission or discharge of environmental pollutants, and restrictions on the handling of hazardous substances in different areas.

The Air (Prevention and Control of Pollution) Act, 1981 (the "Air Act")

The Air Act was enacted and designed for the prevention, control and abatement of air pollution and establishes central and state boards for the aforesaid purposes. In accordance with the provisions of the Air Act, any individual, industry or institution responsible for emitting smoke or gases by way of use of fuel or chemical reactions must apply in a prescribed form and obtain consent from the state pollution control board prior to commencing any activity.

The Water (Prevention and Control of Pollution) Act, 1974 (the "Water Act") and Water (Prevention and Control of Pollution) Cess Act, 1977 (the "Water Cess Act")

The Water Act was enacted to provide for the prevention and control of water pollution and the maintaining or restoring of wholesomeness of water. Further, the Water Act also provides for the establishment of central pollution control board and state pollution control board with a view to carry out the aforesaid purpose. Any person establishing or taking steps to establish any industry, operation or process, or any treatment and disposal system or extension or addition thereto, which is likely to discharge sewage or trade effluent into a stream, well, sewer or on land is required to obtain the previous consent of the concerned state pollution control board.

In addition, the Water Cess Act was enacted to provide for the levy and collection of a cess on water consumed by persons carrying on certain businesses and by local authorities, with a view to augment the resources of the central board and state boards for the prevention and control of water pollution constituted under the Water Act.

The Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (the "Hazardous Waste Rules")

The objective of the Hazardous Waste Rules is to control the collection, reception, treatment and storage of hazardous waste. The Hazardous Waste Rules prescribes for every person who is engaged in generation, treatment, processing, package, storage, transportation, use, collection, destruction, conversion, recycling, offering for sale, import, export, transfer or the like of the hazardous and other wastes to obtain an authorisation from the relevant state pollution control board.

The E-Waste Management Rules, 2022 (the "E-Waste Rules")

The E-Waste Rules apply to a manufacturer, producer, refurbisher, dismantler and recycler involved in the manufacture, sale, transfer, purchase, refurbishing, dismantling, recycling and processing of e-waste or electrical and electronic equipment specified in the E-Waste Rules, who are required to be registered on an online portal developed by the central pollution control board. The E-Waste Rules sets out, amongst others, the responsibilities of a manufacturer, producer, refurbisher or recycler, the procedure for storage of e-waste and the management of solar photo-voltaic modules, panels or cells.

The Public Liability Insurance Act, 1991 ("PLI Act") and Public Liability Insurance Rules, 1991 ("PLI Rules")

The primary objective of the PLI Act is to provide public liability insurance for the purpose of providing immediate relief to the persons affected by an accident occurring while handling any hazardous substance and for matters connected therewith or incidental thereto. The PLI Act imposes a duty on the owner, a person who owns or has control over handling hazardous substance at the time of accident, to take out insurance policies before manufacturing, processing, treating, storing, packaging or transporting hazardous substances, for any damage arising out of an accident involving such hazardous substances. The penalties for contravention of the provisions of the PLI Act includes imprisonment or fine or both. Further, the PLI Rules mandate that the owner contributes towards the Environmental Relief Fund for a sum equal to the premium paid on the insurance policies.

Laws related to Employment

We are subject to various labour laws for the safety, protection, condition of working, employment terms and welfare of labourers and/or employees of us.

The Contract Labour (Regulation and Abolition) Act, 1970, as amended (the "CLRA Act")

In respect of our manufacturing facilities, we use the services of certain licensed contractors who in turn employ contract labour whose number exceeds 20 (twenty), subject to state amendments, in respect of certain facilities. Accordingly, we are regulated by the provisions of the CLRA Act, and the rules framed thereunder which requires us to be registered as a principal employer and prescribes certain obligations with respect to welfare and health of contract labour. The CLRA Act imposes certain obligations on the contractor in relation to establishment of canteens, rest rooms, drinking water, washing facilities, first aid, other facilities and payment of wages. However, in the event the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time period. Penalties, including both fines and imprisonment, may be levied for contravention of the provisions of the CLRA Act.

The Factories Act, 1948 ("Factories Act")

The Factories Act pertains to the regulation of labour in factories. The term 'factory' is defined as any premises where 10 or more workers are working, or were working on any day in the preceding 12 months, and in any part of which a manufacturing process is ordinarily carried on with the aid of power, or where 20 more workers are working, or were working on any day in the preceding 12 months, and in any part of which a manufacturing process is ordinarily carried on without the aid of power. The state governments are empowered to make rules requiring the registration or licensing of factories or any class of factories. The Factories Act requires the occupier of the factory to ensure, as far as is reasonably practicable, the health, safety and welfare of all workers while they are at work in the factory.

Shops and Establishments legislations

The provisions of local shops and establishments legislations applicable in the states in India where our establishments are set up require such establishments to be registered under the state shops and establishments legislations except a shop or a factory registered under the Factories Act, 1948, among others. The state shops and establishments legislations regulate the working and employment conditions of the workers employed in shops and establishments, including commercial establishments, and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of records, maintenance of shops and establishments and other rights and obligations of the employers and employees. These shops and establishments legislations, and the relevant rules framed thereunder, also prescribe penalties in the form of monetary fines or imprisonment for the violation of their provisions, as well as procedures for appeals in relation to such contraventions.

We are also subject to other laws concerning condition of working, benefit and welfare of our labourers and employees such as

- the Apprentices Act, 1961,
- the Child Labour (Prohibition and Regulation) act, 1986,
- the Employees (Provident Fund and Miscellaneous Provisions) Act, 1952,
- the Employees State Insurance Act 1948,
- the Equal Remuneration Act, 1976,
- the Industrial Disputes Act, 1947,
- the Industrial Employment (Standing Orders) Act, 1946,
- the Interstate Migrant Workmen Act, 1979 and
- the Maternity Benefit Act, 1961,
- the Minimum Wages Act, 1948,
- the Payment of Bonus Act, 1965,
- the Payment of Gratuity Act, 1972,
- the Payment of Wages Act, 1936,
- the Public Liability Insurance Act, 1991,
- the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013,
- the Trade Unions Act, 1926,
- the Workmen's Compensation Act, 1923.

In order to rationalise and reform labour laws in India, the Government has enacted the following codes:

- **Code on Wages, 2019**, which regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees. It subsumes four existing laws, namely the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965, and the Equal Remuneration Act, 1976.

- **Industrial Relations Code, 2020**, which consolidates and amends laws relating to trade unions, the conditions of employment in industrial establishments and undertakings, and the investigation and settlement of industrial disputes. It subsumes the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947.

- **Code on Social Security, 2020**, which amends and consolidates laws relating to social security. It governs the constitution and functioning of social security organisations such as the employees' provident fund and the employees' state insurance corporation, regulates the payment of gratuity, the provision of maternity benefits, and compensation in the event of accidents to employees, among others. It subsumes various legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, and the Payment of Gratuity Act, 1972.

- **Occupational Safety, Health and Working Conditions Code, 2020**, amends and consolidates laws regarding the occupational safety, health and working conditions of persons employed in an establishment. It subsumes various legislations including the Factories Act, 1948, and the Contract Labour (Regulation and Abolition) Act, 1970.

Certain portions of the Code on Wages, 2019, have come into force upon notification by the Ministry of Labour and Employment. The remainder of these codes shall come into force on the day that the Government shall notify for this purpose.

Intellectual Property Laws

Intellectual property in India enjoys protection under both common law and statutes. India provides for, amongst others, registration of designs under the Designs Act, 2000, trademark protection under the Trade Marks Act, 1999, and for the registration of patents under the Patents Act, 1970. These enactments provide for the protection of intellectual property by imposing civil and criminal liability for infringement.

The Designs Act, 2000 (the "Designs Act")

The Designs Act prescribes for the registration of designs, defined as the features of shape, configuration, pattern, ornament or composition of lines or colours applied to any article whether in two dimensional or three dimensional or in both forms, by any industrial process or means. The Designs Act specifically lays down the essentials of a design to be registered and amongst others, provides for application for registration of designs, copyright in registered designs, etc. Any person claiming to be the proprietor of a new or original design may apply for registration of the same before the Controller-General of Patents, Designs and Trade Marks. It enables the registration of any new or original design not previously published in any country and which is not contrary to public order or morality. A design may be registered in respect of any article of manufacture. The duration of the registration of a design in India is initially ten years from the date of registration.

The Patents Act, 1970 (the "Patents Act")

The Patents Act entitles persons claiming to be the true and first inventor of any invention to file an application for a patent with the patent office. The Patents Act recognises both product and process patents and prescribes eligibility criteria for grant of patents, including the requirement that an invention be novel, non-obvious and capable of industrial application in order for it to avail patent protection. Application by an Indian resident to any foreign authority in respect of an invention made outside India is prohibited without first making an application for the invention in India. Pursuant to the TRIPS Agreement, product patent regime with a protection period of 20 years became applicable in India.

Other Indian laws

In addition to the above, we are also governed by the provisions of the Companies Act and rules framed thereunder, relevant central and state tax laws, foreign exchange and investment laws and foreign trade laws and other applicable laws and regulation imposed by the central and state government and other authorities for over day to day business, operations and administration.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated on April 20, 2019, as 'EPACK Durables Solutions Private Limited' in Greater Noida, Uttar Pradesh, as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated May 6, 2019, issued by the RoC, upon the conversion of M/s E-Vision, a partnership firm, into a private limited company. Subsequently, pursuant to a resolution passed by our Shareholders in the extraordinary general meeting held on July 30, 2021, the name of our Company was changed from 'EPACK Durables Solutions Private Limited' to 'EPACK Durable Private Limited', as part of the corporate rebranding of our Company to reflect the principal business being undertaken by our Company, and consequently, a fresh certificate of incorporation dated September 17, 2021, was issued by the RoC to our Company. Thereafter, our Company was converted from a private limited company to a public limited company, pursuant to a resolution passed by our Shareholders in the extraordinary general meeting held on June 13, 2023, and the name of our Company was changed to 'EPACK Durable Limited', and a fresh certificate of incorporation dated June 28, 2023, was issued to our Company by the RoC.

Change in registered office of our Company

Our Company has not changed its registered office since its incorporation.

Main objects of our Company

The main objects contained in the Memorandum of Association of our Company are as mentioned below:

1. *To convert M/s. E-Vision, a partnership firm, having its place of business at C-6, UPSIDC Industrial Area, Selaquai, Dehradun, Uttarakhand-248011 into the Part I Company under the Companies Act as going concern along with all the assets and liabilities of that firm. The said firm shall be ceased to exist on the date of incorporation of the company under Part-I of the Companies Act, 2013.*

2. *To design, manufacture, assemble, construct, fabricate, install, repair, develop, process, sell, import, export, buy, marketing and to deal in components, spare parts for electronic and electric appliances as well as all types of mechanical items, dealing in any other form in respect of any or all types of expandable and expanded polystyrene, polyethylene, PVC, nylons, H.P.P.E., P.P. and various other items and form of plastic and plastic powders, P.V.C. compounds, solvents and laminations materials and to provide services, repair, reconditioning and maintenance on spot or otherwise of such components, appliances, items and service parts, Packaging material and to acquire or lease property, building, machinery, equipment, manufacturing, assembly, installation, servicing, repairing, reconditioning and maintenance of such appliances, service parts etc. fabrication of prefab structure, manufacturing of bricks, tiles, pipes, cement lime and building construction requisites and to carry on all or any of the business of builders, contractors, architects, decorators, furnishers, and to carry on all or any of the business of farmers, dairyman, milk contractors, dairy farmers, millers, purveyors and vendors of milk and milk products and to cultivate, tea, coffee, cinchona and any other such similar product and to carry on the business of planters, to carry on the business of purchase and sale of petroleum products, to act as dealers and distributors for petroleum companies, to run service stations for the repair and servicing of automobiles and to manufacture or deal in fuel oils, cutting oils and greases, making of scientific, industrial and surgical instruments, to purchase, hold and acquire mines, deals in on road & off road vehicle, to carry on the business of printing, publishing, to undertake and transact all kinds of agency business.*

3. *To manufacture, assemble, marketing, alter, convert, process, import, design, buy, sell, export, install, service, maintain, repair, recondition, exchange or otherwise deal in all types of computers, software, data processing machines, computers peripherals, word processing machines, calculators, computerised systems, tele-communication, network systems, transmission system converting all media such as fibre copper wireless, satellite and other computer-based systems and instruments and their components, devices and spare parts.*

4. *To assist in the matter of recruitment of personnel including providing manpower and give guidance in the assessment of their personnel and act on behalf of any person, firm, company or institutions, corporation or Government bodies within India or abroad.*

5. *To establish and carry on in India or abroad the above business (through internet, with or without internet, physical contact, introductory letters tele-marketing etc.)*

6. *To do all incidental acts and things necessary for the attainment of the above objects.*

7. *To do all or any of the main businesses either as principals, trustees, agents, contractors or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractor, trustees or otherwise.*

Amendments to our Memorandum of Association

Set out below are the amendments to our Memorandum of Association since the incorporation of our Company:

Date of Shareholders' resolution	Nature of Amendment
September 25, 2019	Clause 3(b) of our Memorandum of Association, containing matters necessary for the furtherance of the objects in clause 3(a), was amended to include sub-clauses 33 and 34, as follows: "*33. To Borrow or raise any sum or sums of money for the purpose of the company in such manner and on such terms and conditions in all respect as they think fit without security or with security of all or any part of the movable and immovable properties and to open current, Cash credit, overdraft or other Loan account/Bank account and to draw, make, accept, endorse, negotiate, discount and execute cheques, promissory notes, issue bill of exchanges, bill of lading and other negotiable instrument or transferable instruments.* *34. Subject to the powers, procedures, restrictions, enabling provisions envisaged under the Companies Act, 2013 as may be amended from time to time, to do all such other acts, things, deals, transactions, including but not limited to investment of funds, providing of security, giving guaranty etc. as may be incidental, consequential or conducive to the attainment or furtherance of the above matters or main objects mentioned hereinabove."*
July 30, 2021	Clause 1 of our Memorandum of Association was amended to reflect the change in name of our Company from 'EPACK Durables Solutions Private Limited' to 'EPACK Durable Private Limited'.
	Clause 5 of our Memorandum of Association was amended to reflect the increase in the authorised share capital of our Company from ₹ 500,000,000, consisting of 50,000,000 equity shares of ₹ 10 each to ₹ 900,000,000, consisting of 70,000,000 equity shares of ₹ 10 each and 20,000,000 preference shares of ₹ 10 each.
August 12, 2022	Clause 5 of our Memorandum of Association was amended to reflect the increase in the authorised share capital of our Company from ₹ 900,000,000, consisting of 70,000,000 equity shares of ₹ 10 each and 20,000,000 preference shares of ₹ 10 each, to ₹ 1,011,000,000, consisting of 70,000,000 equity shares of ₹ 10 each, 20,000,000 preference shares of ₹ 10 each and 11,100,000 series A preference shares of ₹ 10 each.
June 13, 2023	Clause 1 of our Memorandum of Association was amended to reflect the change in name of our Company from 'EPACK Durable Private Limited' to 'EPACK Durable Limited', pursuant to the conversion of our Company to a public limited company.
	Clause 5 of our Memorandum of Association was amended to reflect the increase in the authorised share capital of our Company from ₹ 1,011,000,000, consisting of 70,000,000 equity shares of ₹ 10 each, 20,000,000 preference shares of ₹ 10 each and 11,100,000 series A preference shares of ₹ 10 each to ₹ 1,361,000,000, consisting of 105,000,000 equity shares of ₹ 10 each, 20,000,000 preference shares of ₹ 10 each and 11,100,000 series A preference shares of ₹ 10 each.

Major events and milestones of our Company

The table below sets forth the key events in the history of our Company:

Calendar Year	Particulars
2008	Set up our sheet metal press shop
2010	Commenced manufacturing of injection moulded components
2011	Commenced fabrication of copper tubing
2012	Commenced manufacturing of outdoor units as an original design manufacturer
2013	Commenced manufacturing of induction cooktops
2014	Commenced manufacturing i.e. original design manufacturing of window air conditioners
2015	Commenced manufacturing of heat exchangers
2017	Commenced manufacturing of water dispensers
2018	Commenced manufacturing of mixer grinders
2019	Commenced manufacturing of indoor units
	Commenced manufacturing of 5 mm heat exchangers
2021	Set up our Bhiwadi Manufacturing Facility
2022	Commenced manufacturing of cross flow fans

Awards, accreditations or recognitions

The following are the key awards, accreditations and recognitions received by our Company and our Subsidiary:

Calendar Year	Particulars
2022	ISO/IEC 17025:2017 accreditation for general requirements for the competence of testing & calibration laboratories received by our Company for Dehradun Unit I.
	ISO 14001:2015 accreditation for environmental management system received by our Company for Dehradun Unit I, Dehradun Unit II, Dehradun Unit III and the Bhiwadi Manufacturing Facility, and by our Subsidiary for Dehradun Unit IV.
	ISO 9001:2015 accreditation for quality management system received by our Company for Dehradun Unit I, Dehradun Unit II, Dehradun Unit III and the Bhiwadi Manufacturing Facility, and by our Subsidiary for Dehradun Unit IV.
	ISO 45001:2018 accreditation for occupational health and safety management system received by our Company for Dehradun Unit I, Dehradun Unit II, Dehradun Unit III and the Bhiwadi Manufacturing Facility, and by our Subsidiary for Dehradun Unit IV.

Launch of key products or services, entry into new geographies or exit from existing markets, capacity or facility creation and the location of plants

For details of launch of key products or services, entry in new geographies or exit from existing markets, capacity or facility creation and the location of plants see "– *Major Events and Milestones of our Company*" and "*Our Business*" on pages 197 and 167 respectively.

Significant financial or strategic partnerships

Our Company does not have any significant financial or strategic partners as on the date of this Draft Red Herring Prospectus.

Time or cost overruns in setting up projects

There have been no time or cost overruns in the setting up of projects by our Company since incorporation.

Defaults or rescheduling/restructuring of borrowings with financial institutions/banks

Our Company has not defaulted on repayment of any loan availed from any banks or financial institutions. The tenure of repayment of any loan availed by our Company from banks or financial institutions has not been rescheduled or restructured.

Revaluation of assets

Except as disclosed below, our Company has not revalued its assets since incorporation:

Pursuant to the valuation report dated May 10, 2019, certain land owned by our Company at plot number C-6 within the industrial area at Selaqui, Dehradun, was revalued to assess the fair market value of the land. The revaluation was accounted for in our audited financial statements for Fiscal 2020.

Our holding company

As on the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

Details of our Subsidiary and Associate

As on the date of this Draft Red Herring Prospectus, our Company has one Subsidiary, namely EPACK Components Private Limited, which is our wholly-owned Subsidiary. Our Company has filed a scheme of arrangement before the NCLT, Allahabad, for the merger of ECPL into our Company. For further details, see "*– Mergers or amalgamations*" on page 200.

Further, as on the date of this Draft Red Herring Prospectus, our Company has one Associate, namely Epavo Electricals Private Limited.

As on the date of this Draft Red Herring Prospectus, our Company has no joint ventures.

Unless stated otherwise, the details in relation to our Subsidiary and Associate provided below are as on the date of this Draft Red Herring Prospectus.

EPACK Components Private Limited ("ECPL")

Corporate Information

ECPL was incorporated as 'E-Durables Prefab Private Limited', a private limited company, on April 18, 2019, under the Companies Act, 2013, in Uttar Pradesh, pursuant to a certificate of incorporation dated May 6, 2019, issued by the RoC. Subsequently its name was changed to 'EPACK Components Private Limited', pursuant to a fresh certificate of incorporation dated August 10, 2021, issued by the RoC. It bears the corporate identification number U74999UP2019PTC115950. Its registered office is situated at 61-B, Udyog Vihar, Surajpur, Kasna Road, Greater Noida, Gautam Buddha Nagar, Uttar Pradesh – 201 306, India.

Nature of business

ECPL is engaged in the business of manufacturing sheet metal parts, copper tubing parts, spare parts for electronic appliances and mechanical items.

Capital Structure

The authorised share capital of ECPL is ₹ 320,000,000 divided into 32,000,000 equity shares of ₹ 10 each. The issued, subscribed and paid-up equity share capital of ECPL is ₹ 316,483,640 divided into 31,648,364 equity shares of ₹ 10 each.

Shareholding pattern

The shareholding pattern of ECPL as on the date of this Draft Red Herring Prospectus is as provided below:

Name of the shareholder	Number of equity shares	Percentage of the issued and paid-up share capital (%)
EPACK Durable Limited	31,648,364*	100.00
Total	**31,648,364**	100.00

** Of which, 1 equity share is held by Ajay DD Singhania, as a nominee of our Company.*

Accumulated profits or losses

There are no accumulated profits or losses of any of our Subsidiary that have not been accounted for by our Company as per applicable accounting standards.

Business interests in our Company

Other than as mentioned in *"Other Financial Information – Related Party Transactions"* and *"Our Business"* on pages 314 and 167, respectively, our Subsidiary and Associate have no business interests in our Company.

Common Pursuits

Our Subsidiary is engaged in a business similar to that of our Company. As our Subsidiary is a wholly-owned Subsidiary of our Company, there are no conflicts of interest on account of such common pursuits. Further, our Company has filed a scheme of arrangement before the NCLT, Allahabad, for the merger of ECPL into our Company. For further details, see *"– Mergers or amalgamations"* on page 200. For details of our related party transactions and their significance on the financial performance of our Company, please see *"Other Financial Information – Related Party Transactions"* on page 314.

Further, our Associate is engaged in a business similar to that of our Company. Our Company will ensure necessary procedures and practices as permitted by laws and regulatory guidelines to address situations of conflict of interest as and when they arise.

Confirmations

Our Subsidiary and Associate are not listed on any stock exchange in India or abroad. Further, none of the securities of our Subsidiary or Associate have been refused listing by any stock exchange in India or abroad, nor have our Subsidiary or Associate failed to meet the listing requirements of any stock exchange in India or abroad.

Details regarding material acquisitions or divestments of business or undertakings

Except as disclosed below, there have been no material acquisitions or divestments of business or undertakings by our Company since incorporation:

Acquisition of EPACK Components Private Limited

Our Company entered into the share purchase agreement dated July 25, 2021 (the "**SPA**"), with Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania, Ajay DD Singhania and Rajjat Kumar Bothra (collectively, the "**Sellers**"). The Sellers were the beneficial and registered owners of 31,648,364 equity shares of ₹ 10 each (the "**Total Equity Shares**") in EPACK Components Private Limited (previously known as E-Durables Prefab Private Limited, including at the time of entering into the SPA) ("**ECPL**"), which constituted the total issued and paid-up equity shares of ECPL. Pursuant to the terms of the SPA, our Company acquired the Total Equity Shares from the Sellers. The consideration to be paid to the Sellers was determined on the basis of a valuation report prepared for ECPL, and accordingly, our Company allotted 3,916,751 Equity Shares to the Sellers as consideration, with the balance amount being paid in cash. Currently, ECPL is the wholly-owned Subsidiary of our Company. For further details, see *"– Details of our Subsidiary and Associate"* and *"Capital Structure – Notes to the Capital Structure – Share capital history of our Company"* on pages 198 and 89.

Investment in Epavo Electricals Private Limited

Pursuant to the agreement dated August 25, 2020 (the "**Agreement**"), entered into between Ram Ratna Wires Limited ("**RRWL**") and Ennov Techno Tools Private Limited ("**Ennov**"), RRWL and Ennov agreed to jointly set up a joint venture company, Epavo Electricals Private Limited ("**Epavo**"), engaged in the manufacture, marketing, sales and maintenance of brushless DC ("**BLDC**") motors, including hub BLDC motors, BLDC motors for high-volume, low-speed fans, and BLDC submersible pumps. Under the Agreement, RRWL and Ennov are permitted to transfer their equity shares in Epavo to their affiliates, which includes any person which directly or indirectly controls or is controlled by or is under common control with either RRWL or Ennov respectively, subject to the affiliate entering into a deed of adherence. Any additional funding brought in from affiliates is subject to the shareholding of the respective affiliates of RRWL or Ennov remaining in the same proportion of RRWL's and Ennov's shareholding at the time of the incorporation of Epavo, and if any affiliate of RRWL or Ennov to whom shares in Epavo have been transferred ceases to be an affiliate, it is required to re-transfer its shares to RRWL or Ennov, respectively.

Pursuant to the share purchase agreement dated May 19, 2022, executed between Ennov and our Company, our Company purchased 1,042,600 equity shares of Epavo from Ennov for which a total consideration of ₹ 10,426,000 was payable. Pursuant to this agreement, our Company acquired 26.00% of the total paid-up equity share capital of Epavo. In connection with the purchase of these equity shares of Epavo, our Company entered into the deed of adherence dated July 16, 2022 (the "**Deed of Adherence**"), with Epavo, RRWL and Ennov, Under the Deed of Adherence, our Company undertook to be bound by the duties and obligations upon the parties to the Agreement and to assume, observe and perform the terms, covenants and undertakings set out in the Agreement. Further, our Company agreed to all rights, duties and obligations set out under the Agreement being incorporated by reference into the Deed of Adherence.

Mergers or amalgamations

Except as disclosed below, our Company has not been party to any merger or amalgamation since incorporation:

Our Company has filed a scheme of arrangement (the "**Scheme**") under Sections 230-232 and other applicable provisions of the Companies Act, 2013, read with Section 2(1B) and other applicable provisions of the Income Tax Act, 1961, for the merger of EPACK Components Private Limited ("**ECPL**"), our wholly-owned Subsidiary, into our Company, before the NCLT, Allahabad ("**NCLT**"), on May 13, 2022. It was further amended vide the revised scheme of amalgamation filed on December 9, 2022, which was approved by our Board on November 25, 2022. Subsequently, pursuant to the increase in the authorised share capital of our Company and the conversion of our Company into a public limited company, our Company filed a revised scheme of amalgamation on July 18, 2023.

The Scheme was proposed with the objectives of, amongst others, (i) aligning and consolidating the business activities of ECPL and our Company, thereby resulting in efficient management of both businesses, and cost reduction, profitability, and long-term shareholder value; (ii) pooling the assets, proprietary information and managerial and technical resources of ECPL and our Company, contributing towards a stronger brand presence in the area of manufacturing electronic durables; and (iii) simplifying the group and management structure, leading to better administration and more focussed operational efforts. The appointed date for the Scheme, i.e., the date with effect from which the Scheme will be operative and ECPL will stand amalgamated into our Company, is April 1, 2022, or such other date as approved by the NCLT. With effect from the appointed date, the entire business of ECPL, including its assets and properties (such as its plant and machinery, equipment, residential and other premises, trade and service names and marks, patents, goodwill, etc.) shall stand transferred to our Company.

Since ECPL is the wholly-owned Subsidiary of our Company, there will be no allotment of new shares upon the Scheme becoming effective. Accordingly, there will be no change to the issued, subscribed and paid-up share capital of our Company. Once the Scheme becomes effective, the authorised share capital of ECPL will stand amalgamated into our authorised share capital. Consequently, the authorised share capital of our Company will stand increased to ₹ 1,681,000,000, consisting of 137,000,000 equity shares of ₹ 10 each, 20,000,000 CCPSs of ₹ 10 each and 11,100,000 Series A CCPSs of ₹ 10 each, and our Memorandum of Association will accordingly stand amended, upon the Scheme becoming effective. The Scheme is currently pending approval by the NCLT.

Summary of key agreements and shareholders' agreements

Except as disclosed below and in this section, there are no other inter-se agreements, arrangements, deeds of assignment, acquisition agreements, shareholders' agreements or agreements of a like nature, or agreements comprising material clauses or covenants, which are material to our Company or which contain clauses or covenants which are adverse or prejudicial to the interests of minority shareholders or public shareholders.

Shareholders' agreements

Details of subsisting shareholders' agreements among our shareholders *I* our Company, which our Company is aware of, as on the date of this Draft Red Herring Prospectus, are provided below:

Amended and restated shareholders' agreement dated August 8, 2022 (the "Shareholders' Agreement"), entered into by and amongst our Company, India Advantage Fund S4 I (acting through its investment manager ICICI Venture Funds Management Company Limited, and hereinafter referred to as "IAF S4"), Dynamic India Fund S4 US I ("Dynamic India, and together with IAF S4, the "Existing Investors"), Augusta Investments Zero Pte. Ltd. (the "New Investor", and together with the Existing Investors, the "Investors"), and Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania, Ajay DD Singhania, Rajjat Kumar Bothra, Nitin Bothra, Nikhil Bothra, Pinky Ajay Singhania and Preity Singhania (collectively, the "Promoter Group Parties") (our Company, the Existing Investors, the New Investor and the Promoter Group Parties collectively, the "Parties"), read with the first addendum to the Shareholders' Agreement dated March 30, 2023, entered into by and amongst the Parties (the "First Addendum") and the second addendum to the Shareholders' Agreement dated May 31, 2023, entered into by and amongst the Parties (the "Second Addendum"), as amended by the amendment agreement to the amended and restated shareholders' agreement dated August 9, 2023 (the "Amendment Agreement")

Our Company had previously entered into the shareholders agreement dated September 20, 2021, with the Existing Investors, Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania, Ajay DD Singhania, Rajjat Kumar Bothra, Nitin Bothra and Nikhil Bothra (the "**Erstwhile SHA**"). The Erstwhile SHA was executed in connection with the share subscription agreement dated September 20, 2021, entered into between our Company, the Existing Investors, Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania and Ajay DD Singhania, pursuant to which our Company issued 17,317,647 CCPSs to IAF S4 for a total consideration of ₹ 1,471,999,995 and 1,505,882 CCPSs to Dynamic India for a total consideration of ₹ 127,999,970. The Erstwhile SHA recorded the mutual rights and obligations of the parties to the Erstwhile SHA, pursuant to the subscription by the Existing Investors to the CCPSs.

Pursuant to the share subscription agreement dated August 8, 2022 (the "**SSA**"), entered into amongst our Company, the New Investor, Laxmi Pat Bothra, Bajrang Bothra, Sanjay Singhania and Ajay DD Singhania, our Company allotted 11,034,484 Series A CCPSs to the New Investor for a total consideration of ₹ 1,600,000,180. The Shareholders' Agreement was executed to record the mutual rights and obligations of the Promoter Group Parties and the Investors, as shareholders of the Company, in supersession and replacement of the Erstwhile SHA, upon completion of closing under the SSA.

Pursuant to the Shareholders' Agreement, the Promoter Group Parties have the right to nominate five directors, IAF S4 has the right to nominate one director and the New Investor has the right to nominate one director, to the Board (the directors entitled to be nominated by IAF S4 and the New Investor, collectively, the "**Investor Directors**"). IAF S4 and the New Investor are also entitled to nominate one observer each to the Board. Subject to applicable law, the board of our Subsidiary is required to be constituted in the same manner as our Board. Further, the Shareholders' Agreement sets out certain affirmative vote matters, including changes in the capital structure of our Company including by way of an IPO, declaration of dividend, changes in the MoA or AoA and changes in the composition of the Board, which our Company, Board or Shareholders may not take any decision on without the prior consent of the Investors. The Investors are also entitled to certain information rights in respect of our Company, Subsidiary and any future subsidiaries of our Company, in the manner set out under the Shareholders' Agreement.

In case of any issue of securities by our Company (excluding certain protected issuances, including any issuances to give effect to an IPO), each of the Existing Investors, New Investor and the Promoter Group Parties have pre-emptive rights to subscribe to such number of securities that would entitle them to maintain their shareholding in our Company. Further, if our Company issues securities to any person (excluding certain protected issuances, including any issuances to give effect to an IPO) at a price per equity share lower than that applicable to the CCPSs or the Series A CCPSs, then the holders of such Preference Shares shall be entitled to anti-dilution rights, in the manner set out under the Shareholders' Agreement. If an Investor intends to transfer their securities in our Company, such Investor is required to offer to the Promoter Group Parties a right to purchase the securities intended to be transferred. While the Investors continue to maintain shareholding above the thresholds set out in the Shareholders' Agreement, the Promoter Group Parties shall not transfer any securities held by them without the consent of the relevant Investors, subject to the exceptions detailed in the Shareholders' Agreement. If a Promoter Party intends to transfer their securities in our Company, the Investors are entitled to exercise a prior right to purchase all of the securities proposed to be transferred. In the event of a proposed transfer by a Promoter Party, each Investor shall also have the right to transfer such number of their securities as are in the same proportion as the shares being sold by the relevant Promoter Party. Further, the Promoter Group Parties are required to make best efforts to provide an exit to the Investors through an IPO on or prior to the cut-off date set out under the Shareholders' Agreement, at or above the valuation detailed in the Shareholders' Agreement, failing with the Promoter Parties can be required by the Investors to provide them with an exit option in the manner outlined in the Shareholders' Agreement. The terms and conditions of a proposed IPO shall be decided by our Company with the consent of the Investors. The Investors are also entitled to exercise a put option, whereby the Promoter Group Parties will be required to acquire the Investor's shares at the determined fair market value upon the issuance of a written notice by the relevant Investor(s). If our Company and the Promoter Group Parties fail to provide the Investors with an exit in the manner set out in the Shareholders' Agreement, the Investor(s) shall have the right to transfer the securities held by the Shareholders (other than the remaining Investor(s)) along with the securities held by them to any purchaser. Further, upon the occurrence of any event of default set out in the Shareholders' Agreement, the Investor(s) shall have the right to pursue an accelerated sale of their securities to our Company and the Promoter Group Parties, in the manner described in the Shareholders' Agreement. The Investors were also entitled to buyback rights under the Shareholders' Agreement, whereby the Company shall purchase the Investors' shares upon issuance of a written notice by the relevant Investor(s). Pursuant to the First Addendum, the Investors agreed to unconditionally and irrevocably waive such buyback rights. Pursuant to the Second Addendum, this waiver will be deemed to be effective from April 1, 2022, for the Existing Investors and August 8, 2022, for the New Investor.

The Parties have entered into the Amendment Agreement, pursuant to which the Shareholders' Agreement will terminate on the date of listing of the Equity Shares on the Stock Exchanges pursuant to the Offer. Pursuant to the Amendment Agreement, (i) the Promoters shall have the right to nominate five directors on the Board, (ii) Investor 1 shall have the right to nominate one Director, (iii) the New Investor shall have the right to nominate one Director, and (iv) the Board will appoint such number of Independent Directors as required under the applicable law. However, upon the listing of the Equity Shares pursuant to the Offer, (i) the nomination rights of the Promoters will be subject to the Promoter Group Parties, together with the members of the promoter group of our Company, holding at least 5% of the share capital of our Company on a fully diluted basis, (ii) the nomination rights of Investor 1 will be subject to the Existing Investors and their respective affiliates (in terms of the Shareholders' Agreement) collectively holding at least 5% of the share capital of our Company on a fully diluted basis and (iii) the nomination rights of the New Investor will be subject to the New Investor, together with its affiliates (in terms of the Shareholders' Agreement), holding at least 5% of the share capital of our Company on a fully diluted basis. However, if the shareholding thresholds set out above fall below 5%, then the respective nomination rights will be extinguished forever.

These nomination rights will also be subject to approval by the Shareholders by way of a special resolution at the first meeting of the Shareholders following the listing of the Equity Shares on the Stock Exchanges pursuant to the Offer and subject to any further approvals required from the Shareholders at such intervals as required under applicable law. Further, pursuant to the Amendment Agreement and for the purposes of the Offer, the Parties have agreed to waive, amongst others, rights to appoint observers to the Board and their respective rights of first offer and tag along rights, as applicable. The Amendment Agreement shall automatically terminate and the consents and waivers provided therein will cease to be effective, without any further acts of the Parties and without any liabilities or obligations whatsoever, upon our Company withdrawing this Draft Red Herring Prospectus pursuant to a resolution passed by our Board, or termination of the Offer Agreement or the Shareholders' Agreement, or failure of our Company to complete the listing of the Equity Shares pursuant to the Offer on or before 12 months from the date of receipt of final observations from SEBI, or such other date as mutually agreed between the Parties in writing, whichever is earlier.

Other than the nomination rights detailed in the paragraph above, there will be no special rights available to any of the Shareholders following the listing of the Equity Shares of the Company.

Agreements with Key Managerial Personnel, Senior Management, Director, Promoter or any other employee

Neither our Promoters, nor any of the Key Managerial Personnel, Senior Management, Directors or employees of our Company have entered into an agreement, 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 the dealings of the securities of our Company.

Guarantees given by Promoters offering Equity Shares in the Offer

Except as disclosed below, as on the date of this Draft Red Herring Prospectus, the Promoter Selling Shareholders have not given any guarantees to third parties:

S. No.	Guarantee issued by	Guarantee issued in favour of	Borrower	Guarantee amount (in ₹ million)	Type of facility
1.	Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania and Ajay DD Singhania	HDFC Bank Limited	Company	770.00 (including ₹ 250.00 million which is a sub-limit of the facility of ₹ 2,500.00 million from HDFC Bank Limited at serial number 3 below)	Working capital loan and rupee term loan
2.	Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania and Ajay DD Singhania	HDFC Bank Limited	Company	650.00	Working capital loan
3.	Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania and Ajay DD Singhania	HDFC Bank Limited	Company	2,500.00 (including a sub-limit of ₹ 700.00 million in respect of which a separate guarantee was issued by our Promoters)	Working capital loan - sales invoice discounting
4.	Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania and Ajay DD Singhania	HDFC Bank Limited	Company	1,250.00	Rupee term loan
5.	Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania and Ajay DD Singhania	Yes Bank Limited	Company	1,050.00	Working capital loan
6.	Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania and Ajay DD Singhania	IDFC First Bank Limited	Company	250.00	Rupee term loan
7.	Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania and Ajay DD Singhania	IDFC First Bank Limited	Company	650.00	Rupee term loan
8.	Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania and Ajay DD Singhania	IDFC First Bank Limited	Company	350.00	Working capital loan
9.	Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania and Ajay DD Singhania.	Citibank N.A.	Company	600.00	Working capital loan
10.	Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania and Ajay DD Singhania.	Axis Bank Limited	Company	1,300.00	Working capital loan
11.	Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania and Ajay DD Singhania.	ICICI Bank Limited	Company	850.00	Working capital loan
12.	Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania and Ajay DD Singhania.	Kotak Mahindra Bank Limited	Company	400.00	Working capital loan
13.	Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania and Ajay DD Singhania.	SBM Bank (India) Limited	Company	500.00	Working capital loan
14.	Bajrang Bothra and Laxmi Pat Bothra	The Hongkong and Shanghai Banking Corporation Limited	East India Technologies Private Limited	340.00	Working capital and term loan
15.	Bajrang Bothra and Laxmi Pat Bothra	HDFC Bank Limited	East India Technologies	687.81	Working capital and term loan

S. No.	Guarantee issued by	Guarantee issued in favour of	Borrower	Guarantee amount (in ₹ million)	Type of facility
			Private Limited		
16.	Bajrang Bothra and Laxmi Pat Bothra	ICICI Bank Limited	East India Technologies Private Limited	240.00	Working capital and term loan
17.	Bajrang Bothra and Laxmi Pat Bothra	Yes Bank Limited	East India Technologies Private Limited	450.00	Working capital and term loan
18.	Bajrang Bothra and Laxmi Pat Bothra	Axis Bank Limited	East India Technologies Private Limited	120.00	Working capital
19.	Bajrang Bothra and Laxmi Pat Bothra	Citibank N.A.	East India Technologies Private Limited	300.00	Working capital
20.	Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania and Ajay DD Singhania	Yes Bank Limited	EPACK Polymers Private Limited	940.00	Cash credit/letter of credit/bank guarantee/term loan
21.	Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania and Ajay DD Singhania	Axis Bank Limited	EPACK Polymers Private Limited	790.00	Cash credit/letter of credit/bank guarantee/term loan
22.	Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania and Ajay DD Singhania	IndusInd Bank Limited	EPACK Polymers Private Limited	370.00	Cash credit/letter of credit/bank guarantee
23.	Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania and Ajay DD Singhania	HDFC Bank Limited	EPACK Polymers Private Limited	740.00	Cash credit/letter of credit/bank guarantee/term loan
24.	Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania and Ajay DD Singhania	Bajaj Finance Limited	EPACK Polymers Private Limited	420.00	Term loan
25.	Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania and Ajay DD Singhania	IDFC First Bank Limited	EPACK Polymers Private Limited	250.00	Cash credit/letter of credit/bank guarantee
26.	Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania and Ajay DD Singhania	Citibank NA	EPACK Polymers Private Limited	300.00	Cash credit/letter of credit/bank guarantee
27.	Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania and Ajay DD Singhania	Yes Bank Limited	EPACK Petrochem Solutions Private Limited	500.00	Cash credit/letter of credit/bank guarantee/term loan

The guarantees set out above have been issued as security in connection with the facilities availed by our Company, EPACK Petrochem Solutions Private Limited, EPACK Polymers Private Limited and East India Technologies Private Limited. Pursuant to the terms of the guarantees, the obligations of our Promoter Selling Shareholders include repayment of the guaranteed sum in case of default by the respective borrowers. The financial implications in case of default by the borrower are that the lender would be entitled to invoke the guarantees to the extent of the outstanding loan amount, together with any interests, costs or charges due to the respective lenders. The guarantees are effective for a period until the underlying loan is repaid in full by the respective borrower. Any default or failure by our Company or the relevant borrower entity to repay the loans in a timely manner, or at all, could trigger repayment obligations on the part of our Promoter Selling Shareholders. No consideration has been paid or is payable to our Promoter Selling Shareholders for providing these guarantees. For details of the security in connection with the secured borrowings of our Company, see *"Financial Indebtedness – Principal terms of the borrowings availed by our Company – Security"* on page 347. The borrowings of EPACK Petrochem Solutions Private Limited, EPACK Polymers Private Limited and East India Technologies Private Limited are typically secured by immovable property, movable fixed assets, inventory and trade receivables.

For further details, see "*Risk Factors – Our Promoters have provided personal guarantees for loan facilities availed by our Company and certain members of the Promoter Group who are also our Group Companies, and may provide additional guarantees in the future. Any failure or default in repaying such loans could trigger repayment obligations on our Promoter, which may also impact our Promoters' ability to effectively service their obligations as our Promoters and thereby, adversely impact our business and operations.*" on page 60.

Other material agreements

Except as disclosed below, our Company has not entered into any other subsisting material agreement, including with strategic partners, joint venture partners and/or financial partners, other than in the ordinary course of business:

Trade Mark License Agreement dated July 29, 2023 entered into between our Company and EPACK Polymers Private Limited ("EPACK Polymers", and such agreement, the "TMLA")

Pursuant to the TMLA, EPACK Polymers has granted our Company a non-exclusive, non-assignable, non-sub-licensable, non-transferable, revocable license to use the trade marks 'EPACK' and ' ' (the "**Trade Marks**") in connection with our Company's business as a product / service identification mark and as part of our corporate name, and for our trading style, domain name and all other official purposes, effective from July 29, 2023, and for a term of 25 years from the effective date. In this regard, a lump sum amount of ₹ 0.10 million per twelve months is payable by our Company to EPACK Polymers. Further, our Company is permitted to allow our Subsidiary to use the Trade Marks. Our Company is required to use the Trade Marks in accordance with the quality control and brand usage guidelines provided by EPACK Polymers to our Company from time to time. Further, pursuant to the TMLA, our EPACK Polymers may require our Company to permit their representatives to visit our facilities and submit drafts of our usage of the Trade Marks on products or packaging material to examine our adherence to the quality control and brand usage guidelines. The TMLA may be terminated upon the occurrence of certain specified events, including the shareholding of our Promoters and members of our Promoter Group (as on the date of execution of the agreement) falling below 26% on a fully diluted basis.

Memorandum of Understanding dated September 18, 2021, entered into between our Company and East India Technologies Private Limited ("East India", and such agreement, the "MoU")

Our Company entered into the MoU to ensure segregation of the business activities of our Company from those of East India so as to facilitate the mutual interests of both entities and enable a business and operational framework for the better functioning of both entities. Pursuant to the MoU, our Company may only engage in the manufacture of specified products such as air conditioning and refrigeration products, air handling products, kitchen appliances and washing and drying equipment, while East India may (and our Company may not) engage in the manufacture of specified products such as audio equipment, camera equipment, desktop computers, laptops and computer accessories, renewable energy electronics, industrial engineering products, televisions and lighting equipment. Our Company and East India are not permitted to cause any potential conflict with the respective domains of the other party as set out under the MoU. Further, our Company and East India have agreed not to pursue business relationships with common suppliers or customers for import, export, assembly, manufacture or fabrication of conflicting products or product segments that may harm each entity's respective business model or relationships with suppliers or customers. Our Company and East India have undertaken that they shall not solicit each other's customers for identical products, enter into business segments that fall within the domain of the other party or provide employment to any person working with the other party at a middle or senior management level.

OUR MANAGEMENT

Board of Directors

The Articles of Association require that our Board shall comprise not less than three Directors and not more than 15 Directors, provided that our Shareholders may appoint more than 15 Directors after passing a special resolution. As on the date of filing this Draft Red Herring Prospectus, we have 12 Directors on our Board, of whom six are Independent Directors including one woman Independent Director.

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

Name, designation, date of birth, age, address, occupation, current term, period of directorship and DIN	Other directorships
Bajrang Bothra *Designation*: Chairman and Whole-time Director *Date of birth*: May 4, 1957 *Age*: 66 years *Address*: B-114, Sector 40, Noida, Gautam Buddha Nagar – 201 301, Uttar Pradesh, India *Occupation*: Business *Current term*: Liable to retire by rotation *Period of directorship*: Director since incorporation of the Company *DIN*: 00129286	*Indian Companies:* 1. Bothra Manufacturing Company Private Limited 2. East India Technologies Private Limited 3. EPACK Components Private Limited 4. EPACK Petrochem Solutions Private Limited 5. EPACK Polymers Private Limited *Foreign Companies:* Nil
Laxmi Pat Bothra *Designation*: Non-Executive Director *Date of birth*: November 19, 1961 *Age*: 61 years *Address*: House Number B-116, Near Sai Mandir, Sector 40, Gautam Buddha Nagar – 201 301, Uttar Pradesh, India *Occupation*: Business *Current term*: Liable to retire by rotation *Period of directorship*: Director since June 13, 2019 *DIN*: 00130593	*Indian Companies:* 1. Bothra Manufacturing Company Private Limited 2. EPACK Components Private Limited 3. East India Technologies Private Limited 4. EPACK Petrochem Solutions Private Limited 5. EPACK Polymers Private Limited *Foreign Companies:* Nil
Sanjay Singhania *Designation*: Non-Executive Director *Date of birth*: July 26, 1974 *Age*: 49 years *Address*: D-144, Sector 47, Noida, Gautam Buddha Nagar – 201 301, Uttar Pradesh, India	*Indian Companies:* 1. EPACK Components Private Limited 2. EPACK Petrochem Solutions Private Limited 3. EPACK Polymers Private Limited 4. Krish Packaging Private Limited 5. PHD Chamber of Commerce and Industry *Foreign Companies:*

Name, designation, date of birth, age, address, occupation, current term, period of directorship and DIN	Other directorships
Occupation: Business *Current term*: Liable to retire by rotation *Period of directorship*: Director since June 13, 2019 *DIN*: 01291342	Nil
Ajay DD Singhania *Designation*: Managing Director and Chief Executive Officer *Date of birth*: August 7, 1975 *Age*: 48 years *Address*: D-145, Sector 47, Near Jagran Public School, Noida, Gautam Buddha Nagar – 201 301, Uttar Pradesh, India *Occupation*: Business *Current term*: Liable to retire by rotation *Period of directorship*: Director since incorporation of the Company *DIN*: 00107555	*Indian Companies:* 1. EPACK Components Private Limited 2. EPACK Petrochem Solutions Private Limited 3. EPACK Polymers Private Limited 4. Epavo Electricals Private Limited 5. Madhav Building Solutions Private Limited *Foreign Companies:* Nil
Nikhil Mohta *Designation*: Nominee Director (*nominee of India Advantage Fund S4 I acting though its investment manager, ICICI Venture Funds Management Company Limited)* *Date of birth*: December 26, 1977 *Age*: 45 years *Address*: A 406, Oberoi Springs, Off Link Road, Andheri (West), Mumbai – 400 053, Maharashtra, India *Occupation*: Service *Current term*: Until such nomination is revoked by India Advantage Fund S4 I (*acting though its investment manager, ICICI Venture Funds Management Company Limited*) *Period of directorship*: Director since September 24, 2021 *DIN*: 00932030	*Indian Companies:* 1. Anthea Aromatics Private Limited 2. DRT - Anthea Aroma Chemicals Private Limited 3. India1 Payments Limited 4. Indifi Capital Private Limited 5. Indifi Technologies Private Limited *Foreign Companies:* Nil
Vibhav Niren Parikh *Designation*: Nominee Director (*nominee of Augusta Investment Zero Pte. Ltd.)*	*Indian Companies:* 1. EPACK Components Private Limited 2. Prime Focus Limited 3. Prime Focus Technologies Limited

Name, designation, date of birth, age, address, occupation, current term, period of directorship and DIN	Other directorships
Date of birth: February 7, 1979 *Age*: 44 years *Address*: 15D, Shanaz, 15th Floor, 90, Nepean Sea Road, Malabar Hill, Mumbai – 400 006, Maharashtra, India *Occupation*: Professional *Current term*: Until such nomination is revoked by Augusta Investment Zero Pte. Ltd. *Period of directorship*: Director since September 7, 2022 *DIN*: 00848207	*Foreign Companies:* Nil
Jyotin Mehta *Designation*: Independent Director *Date of birth*: February 16, 1958 *Age*: 65 years *Address*: Y/804-805, Golden Rays, Shastri Nagar (near Laxmi Industrial Estate), Andheri (West), Mumbai – 400 053, Maharashtra, India *Occupation*: Mentor and Coach *Current term*: For a period of three years from July 29, 2023 to July 28, 2026 *Period of directorship*: Director since July 29, 2023 *DIN*: 00033518	*Indian Companies:* 1. Amal Limited 2. ICICI Prudential Pension Funds Management Company Limited 3. ICICI Prudential Trust Limited 4. Ind Aust Maritime Private Limited 5. Linde India Limited 6. Mahindra Insurance Brokers Limited 7. Mahindra Rural Housing Finance Limited 8. Suryoday Small Finance Bank Limited 9. Westlife Food World Limited *Foreign Companies:* Nil
Kailash Jain *Designation*: Independent Director *Date of birth*: August 18, 1957 *Age*: 65 years *Address*: R-13, Nehru Enclave, Kalkaji Road, New Delhi – 110 019, Delhi, India *Occupation*: Legal consultant *Current term*: For a period of three years from July 29, 2023 to July 28, 2026 *Period of directorship*: Director since July 29, 2023 *DIN*: 08874667	*Indian Companies:* Nil *Foreign Companies:* Nil
Krishnamachari Narasimhachari *Designation*: Independent Director *Date of birth*: September 1, 1957	*Indian Companies:* The Nainital Bank Limited *Foreign Companies:*

Name, designation, date of birth, age, address, occupation, current term, period of directorship and DIN	Other directorships
Age: 65 years *Address*: Panchavati, Village Bijroli, Naukuchiatal, Bhimtal, District Nainital – 263 136, Uttarakhand, India *Occupation*: Retired – deputy managing director of State Bank of India *Current term*: For a period of three years from July 29, 2023 to July 28, 2026 *Period of directorship*: Director since July 29, 2023 *DIN*: 07409731	Nil
Priyanka Gulati *Designation*: Independent Director *Date of birth*: December 17, 1977 *Age*: 45 years *Address*: A-9, Sarvodaya Enclave, South Delhi – 110 017, Delhi, India *Occupation*: Service *Current term*: For a period of three years from July 29, 2023 to July 28, 2026 *Period of directorship*: Director since July 29, 2023 *DIN*: 07087707	*Indian Companies:* 1. Krishna Ishizaki Auto Limited 2. SGS Tekniks Manufacturing Private Limited 3. Talbros Automotive Components Limited *Foreign Companies:* Nil
Sameer Bhargava *Designation*: Independent Director *Date of birth*: June 16, 1963 *Age*: 60 years *Address*: J-501 Park View City 1, Sector 48, Sohna Road, Islampur, Gurgaon, South City II, Farrukhnagar – 122018, Haryana, India *Occupation*: Consultant *Current term*: For a period of three years from July 29, 2023 to July 28, 2026 *Period of directorship*: Director since July 29, 2023 *DIN*: 07115063	*Indian Companies:* 1. Highly Electrical Appliances India Private Limited 2. Oya Creations Private Limited *Foreign Companies:* Nil
Shashank Agarwal *Designation*: Independent Director *Date of birth*: August 8, 1968 *Age*: 55 years	*Indian Companies:* 1. Salasar Techno Engineering Limited 2. Hill View Infrabuild Limited 3. More Engineering Private Limited *Foreign Companies:*

Name, designation, date of birth, age, address, occupation, current term, period of directorship and DIN	Other directorships
Address: B-166, Sector 50, Noida, Gautam Buddha Nagar – 201 301 Uttar Pradesh, India *Occupation*: Business *Current term*: For a period of three years from July 29, 2023 to July 28, 2026 *Period of directorship*: Director since July 29, 2023 *DIN*: 00316141	Nil

Brief profiles of our Directors

Bajrang Bothra is the Chairman and Whole-time Director on the Board of our Company. He oversees the business operations and management of our Company. He has a master's degree in commerce from Shri Ram College of Commerce, University of Delhi, Delhi. He has approximately 27 years of experience in the electronics manufacturing sector. He is currently the chairman of the MSME council of the Consumer Electronics and Appliances Manufacturers Association ("**CEAMA**") (and a co-opted member of CEAMA executive committee), a patron of the Jain International Trade Organisation Administrative Training Foundation and the trustee of Bhagwan Mahavir Relief Foundation Trust.

Laxmi Pat Bothra is a Non-Executive Director on the Board of our Company. He holds a diploma in mechanical engineering from Board of Technical Education, Delhi. With approximately 27 years of experience in the electronics manufacturing sector. He supports the overall administration of our Company.

Sanjay Singhania is a Non-Executive Director on the Board of our Company. He holds a bachelor's degree in commerce (with major in accountancy) from Gauhati University, Guwahati, Assam and was graded in the first class, and a master's degree in business administration from Swinburne University of Technology, Victoria, Australia. He has approximately 24 years of experience in the electronics manufacturing sector. He provides support to our finance, accounts, legal, information technology and human resources departments.

Ajay DD Singhania is the Managing Director and Chief Executive Officer of our Company. He holds a bachelor's degree in technology (in electrical engineering) from Regional College of Engineering, Himachal Pradesh University, Hamirpur, Himachal Pradesh, and was placed in the first division, and a master's degree in business administration from University of Scranton, Pennsylvania. He is a Paul Harris Fellow of the Rotary Foundation of the Rotary International. He has also completed a certificate course in 'Executing Growth Strategies' from the Wharton School, University of Pennsylvania, and an executive programme from the Indian School of Business demonstrating his commitment to continuous learning and honing his leadership skills. He has approximately 24 years of experience in the electronics manufacturing sector. He oversees the sales and marketing, production, supply chain management, and R&D departments of our Company.

Nikhil Mohta is a Nominee Director on the Board of our Company. He holds a bachelor's degree in commerce from Shri Ram College of Commerce, University of Delhi, Delhi, and a post-graduate diploma in management from Indian Institute of Management, Ahmedabad, Gujarat. He is currently the senior director of private equity of ICICI Venture Funds Management Company Limited and was previously associated with McKinsey & Company and Carlyle India Advisors Private Limited.

Vibhav Niren Parikh is a nominee of Augusta Investment Zero Pte. Ltd. and a Non-Executive Director on the Board of our Company. He is currently a Managing Director at Affirma Capital Investment Advisor India Private Limited. He has been an entrepreneur, investment banker, and private equity investment professional with 22 years of experience in business leadership, client relationships, transaction execution, and investment management at Affirma Capital Investment Advisor India Private Limited, Standard Chartered Private Equity Advisory (India) Private Limited, TPG Growth Advisors (India) Private Limited, AdImpact Media Private Limited, Citigroup Global Markets India Private Limited, ICICI Securities and Finance Company Limited, and Merrill Lynch (Singapore) Pte. Ltd. He graduated with a Bachelor of Business Administration with high distinction from the School of Business

Administration, University of Michigan, Ann Arbor.

Jyotin Mehta is an Independent Director of our Company. He holds a bachelor's degree in commerce from University of Bombay, Mumbai, Maharashtra, having graduated with a gold medal for highest marks in accounting and auditing. He is a fellow member of the Institute of Chartered Accountants of India having passed the final examination with third rank, a fellow of the Institute of Company Secretaries of India and a fellow of the Institute of Cost Accountants of India. He has approximately 40 years of experience in the audit and finance. He has previously served as the chief internal auditor in vice-president grade at Voltas Limited, the senior general manager and global head of the enterprise risk management and internal audit group at 3i Infotech Limited, the head – project finance at National Organic Chemical Industries Limited, and as general manager in ICICI Bank Limited.

Kailash Jain is an Independent Director of our Company. He holds a bachelor's degree in commerce from Rajasthan University, Jaipur, Rajasthan and a bachelor's degree in law from University of Delhi, Delhi. He has previously been awarded with the vice-chairman's shield while serving as the Regional Provident Fund Commissioner, Delhi. He has approximately 37 years of experience in the civil services and administration sector. He has previously served in the Indian Revenue Services in various designations and superannuated as the Principal Chief Commissioner of Income Tax. He is currently the member of the advisory board of Gyanshree School, Noida, Uttar Pradesh.

Krishnamachari Narasimhachari is an Independent Director of our Company. He holds a bachelor's degree in commerce from University of Delhi, Delhi, a master's degree in commerce from University of Delhi, Delhi, and a post graduate diploma in human resource management from Indira Gandhi National Open University, New Delhi. He is an associate of the Indian Institute of Bankers and has received an award in general business (finance) from the University of California. He has approximately 39 years of experience in the banking sector. He has previously served as the managing director of State Bank of Mysore and retired as the deputy managing director at the State Bank of India.

Priyanka Gulati is an Independent Director of our Company. She is an associate of the Institute of the Chartered Accountants of India. She was awarded the Outstanding Woman Entrepreneur of the Year at the third FLO Women Awards of 2017-2018 by FICCI, and the Business Woman of the Year at the Future Women Leaders Summit and Awards 2018. She has approximately 17 years of experience in handling managerial functions. She is currently a partner at Grant Thornton Bharat LLP and has previously served as a director in Manthan Management Solutions Private Limited and a manager in Accenture Services Private Limited.

Sameer Bhargava is an Independent Director of our Company. He holds a bachelor's degree in engineering (mechanical) from Bangalore University, Bengaluru, Karnataka, and a master's degree in business administration from R.A. Podar Institute of Management, University of Rajasthan, Jaipur, Rajasthan. He has approximately 36 years of experience in the heating, ventilation and air conditioners, precision engineering, and white goods manufacturing sectors. . He has previously served as the vice-president in Highly Electrical Appliances India Private Limited, assistant director – strategic sourcing in Carrier Airconditioning and Refrigeration Limited, senior manager – commodity and finished goods in Whirlpool of India Limited, at the National Engineering Industries Limited (NBC Bearings) and Electrolux Kelvinator Limited (formerly Maharaja International Limited).

Shashank Agarwal is an Independent Director of our Company. He holds a bachelor's degree in engineering (mechanical) from Manipal Institute of Technology, Karnataka. He has approximately 14 years of experience in the marketing sector. He is currently the managing director in Salasar Techno Engineering Limited.

Details of directorship in companies suspended or delisted

None of our Directors is or was a director of any listed company, whose shares have been or were suspended from being traded on any stock exchanges, in the last five years prior to the date of this Draft Red Herring Prospectus, during the term of their directorship in such company.

Further, none of our Directors is, or was, a director of any listed company, which has been or was delisted from any stock exchange during the term of their directorship in such company.

Relationships between our Directors, the Key Managerial Personnel and Senior Management

Except for (i) Bajrang Bothra and Laxmi Pat Bothra who are brothers, and (ii) Sanjay Singhania and Ajay DD Singhania who are brothers, none of our Directors are related to each other or to any of our Key Managerial Personnel or Senior Management.

Arrangement or understanding with major Shareholders, customers, suppliers or others

Except for Nikhil Mohta, who has been appointed as a nominee of India Advantage Fund S4 I (acting though its investment manager, ICICI Venture Funds Management Company Limited), and Vibhav Niren Parikh, who has been appointed as a nominee of Augusta Investment Zero Pte. Ltd. pursuant to the Shareholders' Agreement and our Articles of Association, none of our other Directors have been appointed on our Board pursuant to any arrangement with our major shareholders, customers, suppliers or others. Further, Augusta Investment Zero Pte. Ltd. has also nominated directors on the board of our Subsidiary.

Service contracts with Directors

Other than in respect of statutory benefits upon termination of their employment in our Company or retirement, our Company has not entered into any service contracts with our Directors which provide for benefits upon the termination of their employment.

Borrowing Powers

The borrowing powers of our Board are in accordance with our Articles of Association and the limits specified under section 180(1)(c) of the Companies Act.

Terms of appointment of our Directors

a) **Terms of employment of our Whole-time Directors**

Ajay DD Singhania, Managing Director and Chief Executive Officer

Our Company appointed Ajay DD Singhania as the Chief Executive Officer on January 14, 2021, and had entered into an agreement with him dated September 22, 2021, setting out his remuneration and other terms of employment as the Chief Executive Officer. Ajay DD Singhania was appointed as the Managing Director of our Company pursuant to the resolution passed by our Board on November 2, 2021, for a period of five years with effect from November 2, 2021. As on the date of this Draft Red Herring Prospectus he receives remuneration from our Company in accordance with the resolution passed by our shareholders approved in their general meeting held on June 13, 2023 (the "**EGM Resolution**"). The details of the remuneration that Ajay DD Singhania is entitled to and the other terms of his employment in the EGM Resolution are enumerated below:

- Annual remuneration of ₹ 11.35 million;
- inclusive of medical allowance, conveyance allowance, leave travel allowance, and provident fund contribution.

b) **Sitting fees and commission to Non-Executive Directors**

Pursuant to a resolution passed by our Board dated July 29, 2023, the total remuneration payable to our Non-Executive Directors in a Financial Year shall not exceed 2% of the net profit of our Company in accordance with section 198 of the Companies Act 2013. Further, our Independent Directors are entitled to receive sitting fees of ₹ 0.05 million and ₹ 0.03 million for attending each meeting of our Board and the committees constituted of the Board respectively. Further, our Independent Directors may be paid commission and reimbursement of expenses as permitted under the Companies Act and the SEBI Listing Regulations.

Except for Ajay DD Singhania, our Company has not entered into any contract appointing or fixing the remuneration of a Director, Whole-time Director, or manager in the two years preceding the date of this Draft Red Herring Prospectus. For further details, see "– *Terms of employment of our Whole-time Directors*" on page 212.

Payments or benefits to our Directors

a) **Whole-time Directors**

The table below sets forth the details of the remuneration (including sitting fees, salaries, commission and perquisites, reimbursement of expenses, professional fee, consultancy fee, if any) paid to our Whole-time Directors for the Fiscal 2023:

Sr. No.	Name of the Whole-time Director	Remuneration for Fiscal 2023 (in ₹ million)
1.	Bajrang Bothra	Nil
2.	Ajay DD Singhania	8.71

b) **Non-Executive Directors**

None of our Non-Executive Directors have been paid any remuneration (including sitting fees and commission) for Fiscal 2023. No remuneration was paid to the Independent Directors by our Company for Fiscal 2023 in view of the fact that they have been associated with us since Fiscal 2024.

Remuneration paid or payable to our Directors by our Subsidiary or Associate:

No remuneration has been paid or is payable to our Directors by our Subsidiary or our Associate in Fiscal 2023.

Contingent and deferred compensation payable to the Directors

As on the date of this Draft Red Herring Prospectus, there is no contingent or deferred compensation payable to the Directors, which does not form part of their remuneration.

Bonus or profit-sharing plan for our Directors

Our Company does not have any performance linked bonus or a profit-sharing plan in which our Directors have participated.

Shareholding of Directors in our Company

Our Articles of Association do not require our Directors to hold qualification shares.

The table below sets forth details of Equity Shares held by the Directors as on date of this Draft Red Herring Prospectus:

Name	No. of Equity Shares	Percentage of the pre-Offer paid up share capital on a fully diluted basis (%)	Percentage of the post-Offer paid up share capital (%)*
Bajrang Bothra	9,656,558	12.32	[•]
Laxmi Pat Bothra	5,489,437	7.00	[•]
Sanjay Singhania	9,245,800	11.79	[•]
Ajay DD Singhania	9,245,800	11.79	[•]

***** *Subject to finalisation of Basis of Allotment.*

Interest of Directors

All our Directors may be deemed to be interested to the extent of fees and commission, if any, payable to them for attending meetings of the Board or a committee thereof, as well as to the extent of other remuneration, commission and reimbursement of expenses, if any, payable to them by our Company. For further details, see "*Restated Financial Information – Note 36 – Related party disclosures*" on page 287.

Our Directors may also be regarded as interested to the extent of the Equity Shares, if any, held by them (or any Equity Shares that may be allotted pursuant to the Offer to entities in which our Directors are interested) and to the extent of any dividend payable to them and other distributions in respect of these Equity Shares. For further details regarding the shareholding of our Directors, see "– *Shareholding of Directors in our Company*" on page 213.

Further, our Directors are also directors on the boards or shareholders, of entities with which our Company has had related party transactions and may be deemed to be interested to the extent of the payments made by our Company, if any, to these entities. For further details, see "*Restated Financial Information* - *Note 36 – Related party disclosures*" on page 287. In addition, see "*Risk Factors – 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.*" on page 56.

Except to the extent of the sale of Equity Shares in the Offer for Sale by the Promoter Selling Shareholders, who are also Directors of our Company, there is no material existing or anticipated transaction whereby Directors will receive any portion of the proceeds from the Offer.

Interest in promotion of our Company

As on the date of this Draft Red Herring Prospectus, except for Bajrang Bothra, Ajay DD Singhania, Laxmi Pat Bothra and Sanjay Singhania, who are the Promoters of our Company, none of our other Directors are interested in the promotion of our Company. For further details, see "*Our Promoters and Promoter Group*" on page 230.

Interest in land and property

Except as disclosed in *"Restated Financial Information – Note 36 – Related party disclosures"* on page 287, our Directors do not have any interest in any property acquired or proposed to be acquired by our Company. Further, except as disclosed in *"Restated Financial Information – Note 36 – Related party disclosures"* on page 287, our Directors do not have any interest in any transaction by our Company for acquisition of land, construction of building or supply of machinery during the three years preceding the date of this Draft Red Herring Prospectus.

Loans to Directors

As on the date of this Draft Red Herring Prospectus, no loans have been availed by our Directors from our Company.

Other confirmations

No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our Directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce such Director to become or to help such Director qualify as a Director, or otherwise for services rendered by them or by the firm, trust or company in which they are interested, in connection with the promotion or formation of our Company.

Changes to our Board in the last three years

Except as mentioned below, there have been no changes in our Directors in the last three years:

Name	Date of appointment / change in designation / cessation	Reason
Jyotin Mehta	July 29, 2023	Appointment as Independent Director
Kailash Jain	July 29, 2023	Appointment as Independent Director
Krishnamachari Narasimhachari	July 29, 2023	Appointment as Independent Director
Priyanka Gulati	July 29, 2023	Appointment as Independent Director
Sameer Bhargava	July 29, 2023	Appointment as Independent Director
Shashank Agarwal	July 29, 2023	Appointment as Independent Director
Bajrang Bothra	June 13, 2023	Re-appointment as Whole-time Director
Mohammad Lateef Choudhary	May 31, 2023	Resignation as whole-time director to meet Board composition compliance under SEBI Listing Regulations
Vibhav Niren Parikh	September 7, 2022	Appointment as Nominee Director

Name	Date of appointment / change in designation / cessation	Reason
Bajrang Bothra	November 2, 2021	Change in designation from managing director to Chairman and Whole-time Director
Ajay DD Singhania	November 2, 2021	Change in designation from Whole-time Director to Managing Director
Nikhil Mohta	September 24, 2021	Appointment as Nominee Director
Mohammad Lateef Choudhary	September 6, 2021	Change in designation from non-executive director to whole-time director
Shantanu Das Gupta	September 1, 2021	Resignation due to expiry of term of employment with our Company

Note: *This table does not include details of regularisations of additional Directors.*

Corporate Governance

The provisions of the Companies Act, 2013 along with the SEBI Listing Regulations, with respect to corporate governance, will be applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchanges. Our Company is in compliance with the requirements of the applicable requirements for corporate governance in accordance with the SEBI Listing Regulations, and the Companies Act, 2013, including those pertaining to the constitution of the Board and committees thereof.

Committees of our Board

In terms of the SEBI Listing Regulations and the provisions of the Companies Act, 2013, our Company has constituted the following Board committees:

(a) Audit Committee
(b) Nomination and Remuneration Committee
(c) Stakeholders' Relationship Committee
(d) Corporate Social Responsibility Committee
(e) Risk Management Committee

For purposes of the Offer, our Board has also constituted an IPO Committee.

(a) Audit Committee

The Audit Committee was originally constituted pursuant to a resolution passed by our Board dated September 24, 2021 and was last reconstituted pursuant to a resolution of our Board dated July 29, 2023 . It is in compliance with Section 177 of the Companies Act and Regulation 18 of the SEBI Listing Regulations. The current constitution of the Audit committee is as follows:

The members of the Audit Committee are:

Name of Director	Position in the Committee	Designation
Jyotin Mehta	Chairperson	Independent Director
Shashank Agarwal	Member	Independent Director
Sameer Bhargava	Member	Independent Director
Priyanka Gulati	Member	Independent Director
Vibhav Niren Parikh	Member	Nominee Director
Sanjay Singhania	Member	Non-Executive Director

The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations. Its terms of reference are as follows:

The Audit Committee shall be responsible for, among other things, as may be required by the stock exchange(s) from time to time, the following, in supersession of the previous terms of reference of the Audit Committee:

Powers of Audit Committee

The Audit Committee shall have powers, including the following:

(1) to investigate any activity within its terms of reference;

(2) to seek information from any employee;

(3) to obtain outside legal or other professional advice;

(4) to secure attendance of outsiders with relevant expertise, if it considers necessary and to seek their advice, whenever required; and

(5) such other powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

Role of Audit Committee

The role of the Audit Committee shall include the following:

(1) oversight of financial reporting process and the disclosure of financial information relating to the Company to ensure that the financial statements are correct, sufficient and credible;

(2) recommendation for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors, including the internal auditor, cost auditor and statutory auditor of the Company and the fixation of the audit fee;

(3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;

(4) formulation of a policy on related party transactions, which shall include materiality of related party transactions;

(5) reviewing, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;

(6) examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

a) Matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;

b) Changes, if any, in accounting policies and practices and reasons for the same;

c) Major accounting entries involving estimates based on the exercise of judgment by management;

d) Significant adjustments made in the financial statements arising out of audit findings;

e) Compliance with listing and other legal requirements relating to financial statements;

f) Disclosure of any related party transactions; and

g) Modified opinion(s) in the draft audit report.

(7) reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

(8) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the Offer document / prospectus / notice and the report submitted by the monitoring agency

monitoring the utilisation of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter;

(9) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

(10) approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;

Explanation: *The term "related party transactions" shall have the same meaning as provided in regulation 2(1)(zc) of the SEBI Listing Regulations and/or the Companies Act, 2013.*

(11) approval of related party transaction to which the subsidiary is a party;

(12) scrutiny of inter-corporate loans and investments;

(13) valuation of undertakings or assets of the Company, and appointing a registered valuer in terms of Section 247 of the Companies Act, wherever it is necessary;

(14) evaluation of internal financial controls and risk management systems;

(15) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

(16) 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;

(17) discussion with internal auditors of any significant findings and follow up there on;

(18) 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;

(19) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

(20) recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;

(21) looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

(22) reviewing the functioning of the whistle blower mechanism;

(23) monitoring the end use of funds raised through public offers and related matters;

(24) overseeing the vigil mechanism established by the Company, with the chairperson of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

(25) approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

(26) reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding ₹ 1,000,000,000 or 10% of the asset size of the subsidiary, whichever is lower

including existing loans/ advances/ investments existing as on the date of coming into force of this provision;

(27) To formulate, review and make recommendations to the Board to amend the terms of reference of Audit Committee from time to time;

(28) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its Shareholders;

(29) approving the key performance indicators for disclosure in its offering documents;

(30) reviewing compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, at least once in a financial year and shall verify that the systems for internal control under the said regulations are adequate and are operating effectively;

(31) carrying out any other functions required to be carried out by the Audit Committee as contained in the SEBI Listing Regulations, Companies Act, 2013, uniform listing agreements and/or any other applicable law, as and when amended from time to time;

(32) To make available its terms of reference and review periodically those terms of reference and its own effectiveness and recommend any necessary changes to the Board; and

(33) The aforesaid shall be governed by the applicable provisions/limits/threshold provided in SEBI Listing Regulations, Companies Act, 2013, as amended from time to time.

The Audit Committee shall mandatorily review the following information:

a) Management discussion and analysis of financial condition and results of operations;

b) Management letters / letters of internal control weaknesses issued by the statutory auditors;

c) Internal audit reports relating to internal control weaknesses;

d) The appointment, removal and terms of remuneration of the chief internal auditor;

e) Statement of deviations in terms of the SEBI Listing Regulations:

    i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) where the Equity Shares are proposed to be listed in terms of the SEBI Listing Regulations; and

    ii. annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of the SEBI Listing Regulations.

f) review the financial statements, in particular, the investments made by any unlisted subsidiary;

g) Such information as may be prescribed under the Companies Act and SEBI Listing Regulations; and

h) The aforesaid shall be governed by the applicable provisions/limits/threshold provided in SEBI Listing Regulations, Companies Act, 2013, as amended from time to time.

The Company Secretary of our Company shall serve as the secretary of the Audit Committee. The Audit Committee is required to meet at least four times in a year under Regulation 18(2)(a) of the SEBI Listing Regulations. The quorum for a meeting of the Audit Committee shall be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.

(b) Nomination and Remuneration Committee

The Nomination and Remuneration committee was constituted by a resolution passed by our Board dated July 29, 2023. The Nomination and Remuneration Committee is in compliance with Section 178 of the Companies Act and Regulation 19 of the SEBI Listing Regulations. The current constitution of the Nomination and Remuneration committee is as follows:

Name of Director	Position in the Committee	Designation
Priyanka Gulati	Chairperson	Independent Director
Sameer Bhargava	Member	Independent Director
Jyotin Mehta	Member	Independent Director
Sanjay Singhania	Member	Non-Executive Director

The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013, read with Regulation 19 of the SEBI Listing Regulations. Its terms of reference are as follows:

The Nomination and Remuneration Committee shall be responsible for, among other things, the following:

(1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees.

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

a) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;

b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.

(2) For every appointment of an independent director, evaluating the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, preparing a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Nomination and Remuneration Committee may: (a) use the services of an external agencies, if required; (b) consider candidates from a wide range of backgrounds, having due regard to diversity; and (c) consider the time commitments of the candidates;

(3) Formulation of criteria for evaluation of independent directors and the Board;

(4) Devising a policy on Board diversity;

(5) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director's performance (including independent director);

(6) Analysing, monitoring and reviewing various human resource and compensation matters;

(7) Deciding 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;

(8) Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

(9) Recommending to the board, all remuneration, in whatever form, payable to non-executive directors and the senior management and other staff, as may be deemed necessary;

(10) Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time;

(11) Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, if applicable;

(12) Construing and interpreting the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the terms of such scheme/plan ("ESOP Scheme") and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme;

(13) Administering the ESOP Scheme including the following:

i. To decide upon re-granting of options which were lapsed, forfeited or surrendered under any provisions of the Scheme.
ii. To decrease the quantum/pool of options to be granted under scheme.
iii. To decrease the quantum/pool of shares to be issued under scheme.
iv. To identify the employees eligible to participate under the scheme.
v. To finalize the eligibility criteria for grant of options.
vi. To determine the employees eligible for grant of options.
vii. To decide upon granting of options to new joinees.
viii. To determine the grant date
ix. to grant options to one or more eligible employees.
x. To determine the number of options to be granted to each grantee and in aggregate subject to the pool of options of the scheme.
xi. To determine the conditions under which the options may vest in the employees and may lapse in case of termination of employment for misconduct.
xii. To decide the exercise period within which employees can exercise the option.
xiii. To decide the specified time period within which employees can exercise the vested options in the event of termination or resignation.
xiv. To determine the grant, vesting and exercise of options for employees on long leave.
xv. to extend the period of acceptance of grant.
xvi. to decide the vesting period subject to minimum and maximum period of vesting as stated in scheme.
xvii. to determine the vesting schedule for each grantee.
xviii. to finalize the eligibility criteria for vesting of options.
xix. to determine the employees eligible for vesting of options.
xx. to determine the method for exercising the vested options.
xxi. to determine the procedure for funding the exercise of options.
xxii. to determine the right of an employee to exercise all vested options at one time or at various points in time within the exercise period.
xxiii. to determine the exercise price of the options to be granted after giving due discount or charging such premium, if deems fit.
xxiv. to allot shares to grantees upon exercise.
xxv. to decide upon treatment of vested and unvested options in cases of cessation of employment as specified in the scheme.
xxvi. To decide upon the treatment of vested and unvested options in the event of corporate actions taking into consideration the following:
    A. The number and price of options shall be adjusted in a manner such that the total value to the grantee of the options remains the same after the corporate action;
    B. The vesting period and the life of options shall be left unaltered as far as possible to protect the rights of the grantee who has been granted such options.
xxvii. To cancel all or any granted options in accordance with the scheme.
xxviii. To appoint such agents as it shall deem necessary for the proper administration of the scheme.

xxix. To determine or impose other conditions to the grant of options under the scheme, as it may deem appropriate.

xxx. To frame suitable policies and procedure to ensure that there is no violation of securities laws, including the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003 as amended, by the company or the employees.

xxxi. To determine the procedure for buy-back of options granted under the scheme, if to be undertaken at any time by the company, and the applicable terms and conditions including the permissible sources of financing for buy-back, any minimum financial thresholds to be maintained by the company as per its last financial statements and the limits upon quantum of specified securities that the company may buy-back in a financial year. For the purpose of this clause specified securities shall have the meaning ascribed to it under the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018.

xxxii. To determine the terms and conditions, not inconsistent with the terms of the scheme, of any option granted hereunder.

xxxiii. To approve forms or agreements for use under the scheme.

xxxiv. To decide all other matters that must be determined in connection with an option under the scheme.

xxxv. To frame rules and regulations, prescribe forms and issue circulars or orders in relation to the scheme and may from time to time amend, recall or replace such rules and regulations, forms, orders and circulars.

(14) Specifying the manner for effective evaluation of performance of the Board and independent directors to be carried out by the Nomination and Remuneration Committee; and

(15) Perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 to the extent notified and effective, as amended or by the SEBI Listing Regulations or by any other applicable law or regulatory authority.

The Nomination and Remuneration Committee is required to meet at least once in a year under Regulation 19(3A) of the SEBI Listing Regulations.

The quorum for a meeting of the Nomination and Remuneration Committee shall be two members or one third of the members of the committee, whichever is greater, including at least one independent director.

(c) Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by a resolution passed by our Board dated July 29, 2023. The Stakeholders' Relationship Committee is in compliance with Section 178 of the Companies Act and Regulation 20 of the SEBI Listing Regulations. The current constitution of the Stakeholders' Relationship Committee is as follows:

Name of Director	Position in the Committee	Designation
Laxmi Pat Bothra	Chairperson	Non-Executive Director
Krishnamachari Narasimhachari	Member	Independent Director
Vibhav Niren Parikh	Member	Nominee Director
Bajrang Bothra	Member	Chairman and Whole-time Director

The scope and function of the Stakeholders' Relationship Committee is in accordance with Regulation 20 of the SEBI Listing Regulations. Its terms of reference are as follows:

The Stakeholders' Relationship Committee shall be responsible for, among other things, as may be required by the under applicable law, the following:

(1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares or debentures, including non-receipt of share or debenture certificates and review of cases for refusal of transfer / transmission of shares and debentures, non-receipt of annual report or balance sheet, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings

etc. and assisting with quarterly reporting of such complaints and formulating procedures in line with statutory guidelines to ensure speedy disposal of various requests received from shareholders.

(2) Review of measures taken for effective exercise of voting rights by shareholders;

(3) Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

(4) Giving effect to transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time, to the extent required under applicable laws;

(5) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the registrar and share transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services;

(6) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;

(7) To approve allotment of shares, debentures or any other securities as per the authority conferred / to be conferred to the Committee by the Board from time to time;

(8) To approve requests for transfer, transposition, deletion, consolidation, sub-division, change of name, dematerialization, rematerialisation etc. of shares, debentures and other securities;

(9) To monitor and expedite the status and process of dematerialization and rematerialisation of shares, debentures and other securities of the Company;

(10) Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority; and

(11) Such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations.

The Stakeholders' Relationship Committee is required to meet at least once in a year under Regulation 20(3A) of the SEBI Listing Regulations.

(d) Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was constituted by a resolution passed by our Board dated July 29, 2023. The current constitution of the Corporate Social Responsibility Committee is as follows:

Name of Director	Position in the Committee	Designation
Ajay DD Singhania	Chairperson	Managing Director and Chief Executive Officer
Priyanka Gulati	Member	Independent Director
Vibhav Niren Parikh	Member	Nominee Director
Laxmi Pat Bothra	Member	Non-Executive Director

The scope and function of the Corporate Social Responsibility Committee is in accordance with Section 135 of the Companies Act, 2013. Its terms of reference are as follows:

The Corporate Social Responsibility Committee be and is hereby authorized to perform the following functions:

(1) formulate and recommend to the Board, a "Corporate Social Responsibility Policy" which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013

and the rules made thereunder, as amended, monitor the implementation of the same from time to time, and make any revisions therein as and when decided by the Board;

(2) identify corporate social responsibility policy partners and corporate social responsibility policy programmes;

(3) review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a) and the distribution of the same to various corporate social responsibility programs undertaken by the Company. The amount spent pursuant to the corporate social responsibility policy of the Company shall be, in every financial year, at least 2% of the average net profits of the Company made during the three immediately preceding financial years;

(4) delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;

(5) review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;

(6) The Corporate Social Responsibility Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its corporate social responsibility policy, which shall include the following:

   (i) the list of corporate social responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act;
   (ii) the manner of execution of such projects or programmes as specified in the rules notified under the Companies Act;
   (iii) the modalities of utilisation of funds and implementation schedules for the projects or programmes;
   (iv) monitoring and reporting mechanism for the projects or programmes; and
   (v) details of need and impact assessment, if any, for the projects undertaken by the Company, and

(7) any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board, from time to time; and

(8) exercise such other powers as may be conferred upon the Corporate Social Responsibility Committee in terms of the provisions of Section 135 of the Companies Act.

(e) Risk Management Committee

The Risk Management Committee was constituted by a resolution passed by our Board dated July 29, 2023. The Risk Management Committee is in compliance with Regulation 21 of the SEBI Listing Regulations. The current constitution of the Risk Management Committee is as follows:

Name of Director	Position in the Committee	Designation
Krishnamachari Narasimhachari	Chairperson	Independent Director
Kailash Jain	Member	Independent Director
Sameer Bhargava	Member	Independent Director
Bajrang Bothra	Member	Chairman and Whole-time Director
Ajay DD Singhania	Member	Managing Director and Chief Executive Officer
Vibhav Niren Parikh	Member	Nominee Director
Mohammad Lateef Choudhary	Member	Head of manufacturing department

The scope and function of the Risk Management Committee is in accordance with Regulation 21 of the SEBI Listing Regulations. The Risk Management Committee shall be responsible for, among other things, the following:

The Risk Management Committee shall be responsible for, among other things, as may be required under applicable law, the following:

(1) To formulate a detailed risk management policy which shall include:

   (i) A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, environmental social and governance related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee.

   (ii) Measures for risk mitigation including systems and processes for internal control of identified risks.

   (iii) Business continuity plan.

(2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

(4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

(5) To keep the Board informed about the nature and content of its discussions, recommendations and actions to be taken;

(6) The appointment, removal and terms of remuneration of the chief risk officer (if any) shall be subject to review by the Risk Management Committee;

(7) The Risk Management committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board of Directors;

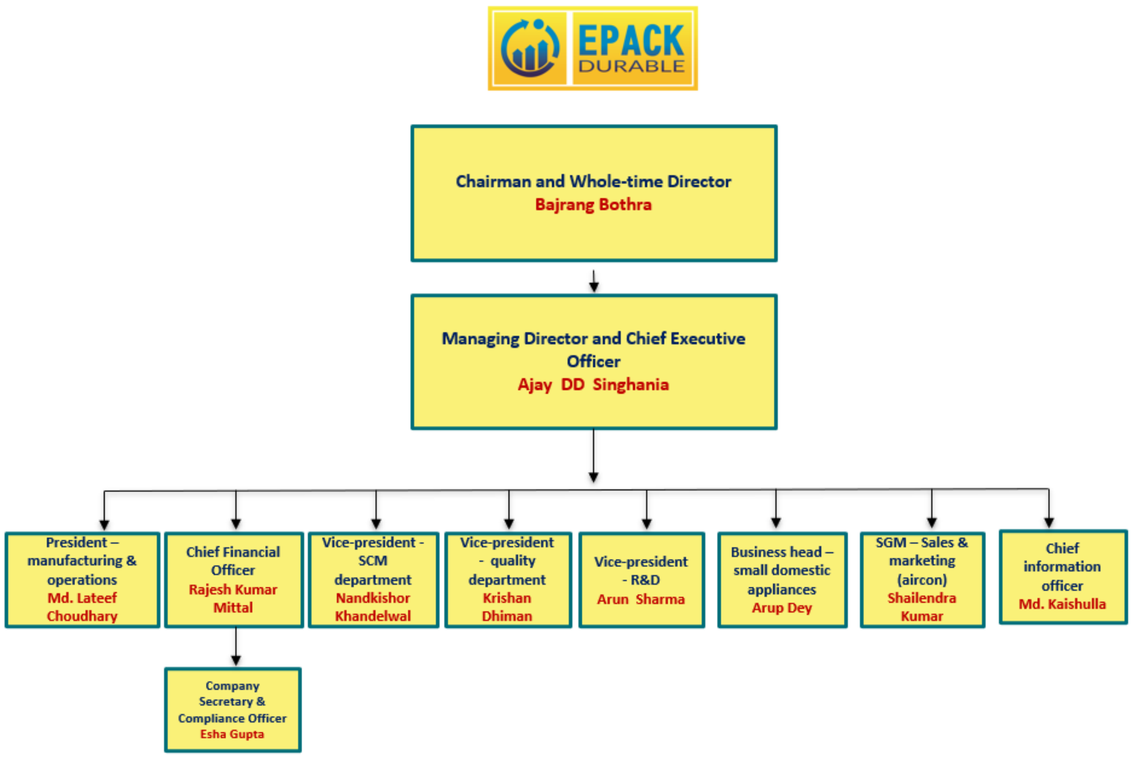
(8) The Risk Management committee shall have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary; and

(9) Perform such other activities as may be delegated by the Board or specified / provided under the SEBI Listing Regulations, as amended or under any other applicable law or by any regulatory authority.

The Risk Management Committee is required to meet at least twice in a year under Regulation 21(3A) of the SEBI Listing Regulations.

Management organization chart

Organization Chart



Notes:
'SCM' refers to supply chain management
'SGM' refers to senior general manager

Key Managerial Personnel and Senior Management

Key Managerial Personnel

In addition to Ajay DD Singhania, the Managing Director and Chief Executive Officer, and Bajrang Bothra, the Chairman and Whole-time Director of our Company, whose details are provided in "*– Brief profiles of our Directors*" on page 210, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus are as set forth below:

Rajesh Kumar Mittal is the Chief Financial Officer of our Company. He has been associated with our Company since June 8, 2020. In our Company, he oversees the finance and accounts department. He holds a bachelor's degree in commerce from Meerut University, Meerut, Uttar Pradesh. He is an associate of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India and is a fellow member of the Institute of Cost Accountants of India. He has approximately 25 years of post-qualification work experience in the finance and accounting. Before his association with our Company, he has previously served as the chief financial officer and vice-president of the accounts and finance department of Hathway Digital Limited, vice-president of the accounts department of Dish TV India Limited, associate vice-president of the accounts department of Kajaria Ceramics Limited and manager in the finance department of Bharti Airtel Limited. The remuneration paid to him in Fiscal 2023 was ₹ 8.19 million (which includes perquisites and reimbursements of ₹ 1.59 million).

Esha Gupta is the Company Secretary and Compliance Officer of our Company. She has been associated with our Company since April 3, 2023, and she was appointed as the Company Secretary and Compliance Officer of our Company on May 31, 2023. In our Company, she handles legal, secretarial and compliance functions. She holds a bachelor's degree in commerce from University of Delhi, Delhi, and a bachelor's degree in law from Chaudhary

Charan Singh University, Meerut, Uttar Pardesh. She is also an associate of the Institute of Company Secretaries of India. She has approximately 15 years of experience in the secretarial sector. Before her association with our Company, she has previously served as the deputy general manager in the legal and secretarial department of Dixon Technologies India Limited, assistant company secretary of Jubilant Motors Private Limited and the assistant company secretary of Noida Power Company Limited. Since she has joined our Company in Fiscal 2024, she was not paid any remuneration by our Company in Fiscal 2023.

Senior Management

In addition to our Chief Financial Officer and Company Secretary and Compliance Officer, whose details are provided in "– *Key Managerial Personnel*" on page 225, the details of our Senior Management, as on the date of this Draft Red Herring Prospectus, are as set forth below:

Mohammad Lateef Choudhary is the president – manufacturing and operations of our Company. He has been associated with our Company since incorporation. In our Company, he oversees the manufacturing operations and related activities of our Company. He holds a bachelor's degree in commerce from Madurai Kamaraj University, Madurai, Tamil Nadu, and a master's degree in business administration from Manav Bharti University, Solan, Himachal Pradesh. He has also received a certificate in radio and television technology from Superna Institute of Technology. He has approximately 28 years of experience. He has previously been associated Noble Moulds Private Limited as the commercial manager and with Airvision India Private Limited. The remuneration paid to him in Fiscal 2023 was ₹ 5.18 million.

Arun Sharma is the vice-president – research and development department of our Company. He has been associated with our Company since its incorporation. In our Company, he handles research and development, manufacturing, operations and talent development functions. He holds a bachelor's degree in engineering (mechanical) from University of Mumbai, Maharashtra, and has completed an executive programme in management from Indian Institute of Technology, Mumbai, Maharashtra. He has approximately 34 years of experience in research and development in the electronics sector. Before his association with our Company, he has previously served as the chief manager - service with Godrej and Boyce Manufacturing Company Limited, and the deputy general manager – research and development with Blue Star Limited. He was awarded the second runners-up position for 'Best Young Engineers' Project' from Godrej Appliances. The remuneration paid to him in Fiscal 2023 was ₹ 5.44 million.

Krishan Dhiman is the vice-president – quality department of our Company. He has been associated with our Company since October 18, 2021. In our Company, he handles manufacturing operations and quality management system functions. He holds a diploma in mechanical engineering from Institute of Advanced Studies in Education (deemed University), Churu, Rajasthan, and has a master's degree in business administration from National Institute of Management, Mumbai, Maharashtra. He has approximately 25 years of experience in the manufacturing and air conditioner operations sectors. Before his association with our Company, he has previously served as the supervisor of air conditioner production in L.G. Electronics India Limited, as the general manager of operations in ILJIN Electronics India Private Limited, and the senior general manager of operations in Ess Kay Fabrications. He has also received a certificate of black belt from L.G. electronics for completing the six-sigma black belt certification programme, a course in statistical expertise, managerial skills and application experiences. The remuneration paid to him in Fiscal 2023 was ₹ 3.89 million.

Nandkishor Khandelwal is the vice-president – supply chain management department of our Company. He has been associated with our Company since April 1, 2021. In our Company, he handles vendor management, logistics, production planning and controlling functions. He holds a bachelor's degree in commerce from University of Pune, Maharashtra, a master's degree in management science from University of Pune, Pune, Maharashtra, a diploma in business management from University of Pune, Pune, Maharashtra, a certificate of correspondence courses in import and export management, and stores and inventory management from Indian Institute of Materials Management, Baroda, Gujarat. He has approximately 30 years of experience in the supply chain management sector. Before his association with our Company, he has previously served as the senior general manager in the supply chain management department in Veeline Media Limited, the manager - materials department with Videocon Industries Limited, the general manager in the supply chain management department in Gemcare Appliances Private Limited, and the assistant general manager with Techno Electronics Limited. The remuneration paid to him in Fiscal 2023 was ₹ 6.90 million.

Mohammad Kaishulla is the chief information officer of our Company. He has been associated with our Company since November 28, 2020. In our Company, he handles technical and information technology functions. He has a bachelor's degree in arts from Bangalore University, Bengaluru, Karnataka, master's degree in computer applications from Annamalai University, Annamalainagar, Tamil Nadu, and a master's degree in business administration from Indira Gandhi National Open University, New Delhi, and holds an advanced post graduate diploma in computer and information management from Uptron ACL. He has approximately 10 years of experience in the information technology sector. Before his association with our Company, he has previously served as the group head – information technology in Neolite ZKW Lightings Private Limited, and the head – information technology and enterprise resource planning in Tricolite Electrical Industries Limited. The remuneration paid to him in Fiscal 2023 was ₹ 3.11 million.

Arup Dey is the business head - small domestic appliances of our Company. He has been associated with our Company since January 11, 2021. In our Company, he handles customer growth strategy functions. He holds a bachelor's degree in engineering from National Institute of Technology (erstwhile Regional Engineering College, University of Burdwan), Durgapur, West Bengal, and a master's degree in technology from Indian Institute of Technology, Kharagpur, West Bengal. He has approximately 8 years of experience in sales and supply chain management sectors. Before his association with our Company, he has previously served as the vice-president of supply chain management and consumer durables department in Bajaj Electricals Limited. The remuneration paid to him in Fiscal 2023 was ₹ 3.61 million.

Shailendra Kumar is the senior general manager – head of department, sales and marketing (aircon division) of our Company. He has been associated with our Company since November 1, 2015. In our Company, he handles domestic RAC sales. He holds a bachelor's degree in business management honours from Dayalbagh Educational Institute (deemed University), Agra, Uttar Pradesh, and a master's degree in business administration from Dayalbagh Educational Institute (deemed University), Agra, Uttar Pradesh. He has approximately 13 years of experience in sales in the electronic goods sector. Before his association with our Company, he has previously served as the sales manager in Lloyd Electric and Engineering Limited, and with GMCC of Midea Air-Conditioning and Refrigeration Group as its India customer manager. The remuneration paid to him in Fiscal 2023 was ₹ 1.41 million.

Relationships among Key Managerial Personnel, Senior Management and Directors

Except for (i) Bajrang Bothra and Laxmi Pat Bothra who are brothers, and (ii) Ajay DD Singhania and Sanjay Singhania who are brothers, none of our Key Managerial Personnel or the Senior Management are related to each other or to the Directors of our Company.

Arrangements or understanding with major Shareholders, customers, suppliers or others

None of our Key Managerial Personnel or our Senior Management have been appointed pursuant to any arrangement or understanding with any major Shareholders, customers or suppliers of our Company, or others.

Changes in the Key Managerial Personnel or the Senior Management in last three years

Except as mentioned below, and as specified in "– *Changes to our Board in the last three years*" on page 214, there have been no changes in the Key Managerial Personnel or Senior Management during the last three years:

Name	Date of change	Reason
Mohammad Kaishulla	August 7, 2023	Re-designation as chief information officer
Arup Dey	August 7, 2023	Re-designation as business head - small domestic appliances
Shailendra Kumar	August 7, 2023	Re-designation as senior general manager – head of department, sales and marketing (aircon division)
Mohammad Lateef Choudhary	June 1, 2023	Re-designation as president – manufacturing and operations
Rajesh Kumar Mittal	May 31, 2023	Resignation as company secretary
Esha Gupta	May 31, 2023	Appointment as Company Secretary and

Name	Date of change	Reason
		Compliance Officer
Krishan Dhiman	October 18, 2021	Appointment as vice president in the quality department
Mohammad Lateef Choudhary	October 1, 2021	Appointment as head of manufacturing department
Nandkishor Khandelwal	April 1, 2021	Appointment as vice-president in supply chain management department
Arup Dey	January 11, 2021	Appointment as business head of our Company in the sales department for small home appliances
Mohammad Kaishulla	November 28, 2020	Appointment as Chief Information Officer in the information technology department
Rajesh Kumar Mittal	September 9, 2020	Appointment as company secretary
Arpita Rawat	September 7, 2020	Resignation as company secretary due to personal reasons

The rate of attrition of our Key Managerial Personnel and our Senior Management is not high in comparison to the industry in which we operate.

Status of Key Managerial Personnel and Senior Management

As on the date of this Draft Red Herring Prospectus, all our Key Managerial Personnel and Senior Management are permanent employees of our Company. For further details, also see "*Risk Factors – We are dependent on our Promoters, Directors and other Key Managerial Personnel and Senior Management, including other employees with technical expertise. Any loss of or our inability to attract or retain such persons could adversely affect our business, results of operations and financial condition.*" on page 45.

Service Contracts, and retirement or termination benefits

Other than statutory benefits upon termination of their employment in our Company or retirement, no officer of our Company, including our Directors, our Key Managerial Personnel or Senior Management is entitled to any benefits upon termination of employment, including under any service contract with our Company.

Shareholding of the Key Managerial Personnel and Senior Management

Except as disclosed under "*– Shareholding of Directors in our Company*" on page 213, none of our other Key Managerial Personnel and the Senior Management hold any Equity Shares in our Company.

Contingent and deferred compensation payable to Key Managerial Personnel and Senior Management

As on the date of this Draft Red Herring Prospectus, there is no contingent or deferred compensation which accrued to our Key Managerial Personnel or Senior Management for Fiscal 2023, which does not form part of their remuneration for such period.

Bonus or profit-sharing plan of the Key Managerial Personnel and Senior Management

Our Company has no profit-sharing plan in which the Key Managerial Personnel and the Senior Management participate. Our Company makes bonus payments to our Key Managerial Personnel or the Senior Management, in accordance with their terms of appointment.

Interest of Key Managerial Personnel and Senior Management

Our Key Managerial Personnel and the Senior Management are interested in our Company to the extent of the remuneration (including any variable pay or sales-linked incentives) or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of their service. For details of our Directors who are also the Key Managerial Personnel of our Company, see "*– Interest of Directors*" on page 213.

Bajrang Bothra and Ajay DD Singhania may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of Equity Shares held by them in our Company. Further our Key Managerial Personnel and the Senior Management are also interested to the extent of any share based employee benefit receivable by them.

Except as disclosed herein, none of our Key Managerial Personnel or Senior Management have been paid any consideration of any nature from our Company, other than their remuneration.

Employee Stock Option Plan

For details about the ESOP Scheme, see *"Capital Structure – ESOP Scheme"* on page 98.

Payment or Benefit to officers of our Company (non-salary related)

No non-salary related amount or benefit has been paid or given within the two years preceding the date of the Draft Red Herring Prospectus or is intended to be paid or given to any officer of the Company, including our Directors, Key Managerial Personnel and Senior Management.

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters

The Promoters of our Company are Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania, and Ajay DD Singhania.

As on the date of this Draft Red Herring Prospectus, Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania, and Ajay DD Singhania, collectively hold 33,637,595 Equity Shares, representing 42.90% of the issued, subscribed and paid-up Equity Share capital of our Company, on a fully diluted basis.

Details of our Promoters

1. Bajrang Bothra

Bajrang Bothra, aged 66 years, is one of our Promoters and the Chairman and Whole-time Director on our Board. For the complete profile of Bajrang Bothra along with details of his date of birth, personal address, educational qualifications, work experience, position / posts held in the past, directorships held, his business and financial activities, other ventures and special achievements, see "*Our Management – Board of Directors*" on page 206.

His permanent account number is AADPB1189J.

As on date of this Draft Red Herring Prospectus, Bajrang Bothra holds 9,656,558 Equity Shares, representing 12.32% of the issued, subscribed and paid-up equity share capital of our Company, on a fully diluted basis.

2. Laxmi Pat Bothra

Laxmi Pat Bothra, aged 61 years, is one of our Promoters and is also a Non-Executive Director on our Board. For the complete profile of Laxmi Pat Bothra along with details of his date of birth, personal address, educational qualifications, work experience, position / posts held in the past, directorships held, his business and financial activities, other directorships, other ventures and special achievements, see "*Our Management – Board of Directors*" on page 206.

His permanent account number is AAGPB5838F.

As on date of this Draft Red Herring Prospectus, Laxmi Pat Bothra holds 5,489,437 Equity Shares, representing 7.00% of the issued, subscribed and paid-up equity share capital of our Company, on a fully diluted basis.

3. Sanjay Singhania

Sanjay Singhania, aged 49 years, is one of our Promoters and is also a Non-Executive Director on our Board. For the complete profile of Sanjay Singhania along with details of his date of birth, personal address, educational qualifications, work experience, position / posts held in the past, directorships held, his business and financial activities, other directorships, other ventures and special achievements, see "*Our Management – Board of Directors*" on page 206.

His permanent account number is ATEPS4866M.

As on date of this Draft Red Herring Prospectus, Sanjay Singhania holds 9,245,800 Equity Shares, representing 11.79% of the issued, subscribed and paid-up equity share capital of our Company, on a fully diluted basis.

4. Ajay DD Singhania

Ajay DD Singhania, aged 48 years, is one of our Promoters and is also the Managing Director and Chief Executive Officer of our Company. For the complete profile of Ajay DD Singhania along with details of his date of birth, personal address, educational qualifications, work experience, position / posts held in the past, directorships held, his business and financial activities, other ventures and special achievements, see "*Our Management – Board of Directors*" on page 206.

His permanent account number is ATNPS6678N.

As on date of this Draft Red Herring Prospectus, Ajay DD Singhania holds 9,245,800 Equity Shares, representing 11.79% of the issued, subscribed and paid-up equity share capital of our Company, on a fully diluted basis.

Our Company confirms that the permanent account number, bank account number, Aadhaar number, driving license number and passport number of our Promoters shall be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus.

Change in control of our Company

Bajrang Bothra and Ajay DD Singhania are the original promoters of our Company. Two of our Promoters, Laxmi Pat Bothra and Sanjay Singhania have acquired Equity Shares pursuant to gifts on September 20, 2021 and September 16, 2021 from Bajrang Bothra and Ajay DD Singhania, respectively. However, there has been no effective change in control of our Company since incorporation. Pursuant to the board resolution dated August 7, 2023, our Company has identified Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania and Ajay DD Singhania as the Promoters of our Company. For details of the shareholding of our Promoters in our Company, see "*Capital Structure – Details of Shareholding of our Promoters and members of the Promoter Group in the Company – Build-up of the Promoters' shareholding in our Company*" on page 91.

Interests of Promoters

Our Promoters are interested in our Company to the extent that they are the Promoters of our Company and to the extent of their respective shareholding in our Company, their directorship in our Company and our Material Subsidiary and the dividends payable, if any, and any other distributions in respect of their respective shareholding in our Company, the shareholding of their relatives in our Company, or the shareholding of entities in which our Promoters are interested in our Company. For details of the shareholding of our Promoters in our Company, see "*Capital Structure*" on page 88.

Further, our Promoters are also directors on the boards or shareholders of entities with which our Company has had related party transactions and may be deemed to be interested to the extent of the payments made by our Company, if any, to these entities. For further details of interest of our Promoters in our Company, see "*Restated Financial Information – Note 36 – Related party disclosures*" on page 287. In addition, see "*Risk Factors – 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*" on page 56.

Except as disclosed in "*Restated Financial Information – Note 36 – Related party disclosures*" on page 287, none of our Promoters have any interest, whether direct or indirect, in any property acquired by our Company within the preceding three years from the date of this Draft Red Herring Prospectus or proposed to be acquired by it as on the date of this Draft Red Herring Prospectus, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Our Promoters may be deemed to be interested to the extent of remuneration, benefits, reimbursement of expenses and sitting fees payable to them as Directors on our Board. For further details, see "*Our Management – Interest of Directors*" on page 213.

Our Promoters are not interested as a member in any firm or company which has any interest in our Company. Further, no sum has been paid or agreed to be paid to any of our Promoters or to any firm or company in which any of our Promoters are interested as a member, in cash or shares or otherwise by any person either to induce any of our Promoters to become, or qualify them as a director, or otherwise for services rendered by any our Promoters or by such firm or company in connection with the promotion or formation of our Company.

Our Promoters are also directors on the Board of our Subsidiary, our Associate and East India Technologies Private Limited (our Group Company), which are engaged in a similar line of business as our Company. Other than this, our Promoters do not have any interest in any venture that is involved in any activities similar to those conducted by our Company. For further details, see *"History and Certain Corporate Matters - Common Pursuits*" and *"Group Companies – Common pursuits among Group Companies"* on pages 199 and 358 respectively.

Companies or firms from which our Promoters have disassociated in the last three years

Except as stated below, none of our Promoters have disassociated themselves from any other company or firm in the three years preceding the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Company or firm from which our Promoter has disassociated	Name of Promoter	Date of disassociation	Reason for disassociation
1.	Ennov Infra Solutions Private Limited	Ajay DD Singhania	March 27, 2023	Divestment of stake
2.	Ennov Infra Solutions Private Limited	Sanjay Singhania	March 27, 2023	Divestment of stake

Payment or Benefits to Promoters or members of Promoter Group

Except in the ordinary course of business and disclosed in "*Restated Financial Information – Note 36 – Related party disclosures*" on page 287 and "*Our Management – Payments or benefits to our Directors*" on page 212, there has been no payment or benefits by our Company to our Promoters or any of the members of the Promoter Group during the two years preceding the date of this Draft Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoters or Promoter Group as on the date of this Draft Red Herring Prospectus.

Material Guarantees

Our Promoters have not given any material guarantee to any third party, in respect of the Equity Shares, as of the date of this Draft Red Herring Prospectus.

Promoter Group

In addition to our Promoters, the individuals and entities that form a part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations are set out below:

Natural persons who are part of the Promoter Group

The natural persons who are part of the Promoter Group, other than our Promoters, are as follows:

S. No.	Name of Promoter	Name of Promoter Group member	Relationship with Promoter (as defined under the Companies Act, 2013)
1.	Bajrang Bothra	Leela Devi Bothra	Spouse
		Kanta Bothra	Mother
		Rajjat Kumar Bothra	Son
		Hridaya Chordia	Daughter
		Laxmi Pat Bothra	Brother
		Shashikala Pankaj Choraria	Sister

S. No.	Name of Promoter	Name of Promoter Group member	Relationship with Promoter (as defined under the Companies Act, 2013)
		Sneh Lodha	Sister
		Jeetmall Banthia	Spouse's Father
		Jatandevi Banthia	Spouse's Mother
		Parasmall Banthia	Spouse's Brother
		Hastimal Banthia	Spouse's Brother
		Dineshmall Banthia	Spouse's Brother
2.	Laxmi Pat Bothra	Suman Bothra	Spouse
		Kanta Bothra	Mother
		Nikhil Bothra	Son
		Nitin Bothra	Son
		Bajrang Bothra	Brother
		Sneh Lodha	Sister
		Shashikala Pankaj Choraria	Sister
		Pramod Dugar	Spouse's Brother
		Prasanna Dugar	Spouse's Brother
3.	Sanjay Singhania	Preity Singhania	Spouse
		Divisha Singhania	Daughter
		Drishikka Singhania	Daughter
		Ajay DD Singhania	Brother
		Amith K Singhania	Brother
		Madhu Agarwal	Sister
		Sajjan Kumar Prithany	Spouse's Father
		Puspa Devi Prithany	Spouse's Mother
		Pawan Prithany	Spouse's Brother
		Deepak Prithany	Spouse's Brother
4.	Ajay DD Singhania	Pinky Ajay Singhania	Spouse
		Avishi Singhania	Daughter
		Arshia Singhania	Daughter
		Araanya Singhania	Daughter
		Sanjay Singhania	Brother
		Amith K Singhania	Brother
		Madhu Agarwal	Sister
		Mahabir Prasad Agarwala	Spouse's Father
		Radha Agarwala	Spouse's Mother
		Robin Agarwala	Spouse's Brother
		Ronak Agarwala	Spouse's Brother

Entities forming part of the Promoter Group

The entities forming part of our Promoter Group are as follows:

1. Bajrang Lal Rajat Kumar (HUF)
2. Bothra Manufacturing Company Private Limited
3. Decent Softtech Private Limited
4. Deen Dayal Singhania & Sons (HUF)
5. Deepak Prithany (HUF)
6. Dineshmall Banthia (HUF)
7. Dugar Diamond Trading Private Limited
8. Dugar Gem & Jewellery Private Limited
9. Dugar Gems Private Limited
10. Dugar Tours & Travels Private Limited
11. East India Agencies (partnership firm)
12. East India Auto Traders Private Limited

13. East India Technologies Private Limited
14. Ennov Techno Tools Private Limited
15. EPACK Petrochem Solutions Private Limited
16. EPACK Polymers Private Limited
17. EPACK Prefab Solutions Private Limited
18. Eshatwam Investments Private Limited
19. Extreme Thematic Design Company (partnership firm)
20. Gajendra and Mahendra (partnership firm)
21. Giyansh International (partnership firm)
22. Gold Touch Jewellery Private Limited
23. Green Gold Tea Industries (partnership firm)
24. Greenvision Infratech Private Limited
25. Hastimal Banthia (HUF)
26. Imperial Spaces (partnership firm)
27. Indian Gem & Jewellery Creation Private Limited
28. Indian Gem & Jewellery Imperial Private Limited
29. Jeetmall Banthia (HUF)
30. Jiwanmall Parasmall (partnership firm)
31. Krish Packaging Private Limited
32. Laxmipat Bothra (HUF)
33. Madhav Building Solution Private Limited
34. Mahabir Prasad Agarwala and Sons (HUF)
35. Midas Constructions (partnership firm)
36. Net Scope Dealcomm Private Limited
37. Oneiro Trading Private Limited
38. Parasmall Banthia (HUF)
39. Pawan Prithany (HUF)
40. Pramode Kumar Dugar & Sons (HUF)
41. Pulibor Tea Private Limited
42. Punam Chand Bajrang Lal (HUF)
43. Punam Gem & Jewellery Private Limited
44. Rajshree Jewellers Private Limited
45. Ramgopal Prithany & Sons (HUF)
46. Robin Agarwala (HUF)
47. Ronak Agarwala (HUF)
48. Rukmini Spaces (partnership firm)
49. Sajjan Kumar Pawan Kumar (HUF)
50. Shivangan Estates (partnership firm)
51. Star Gold Jewellery Private Limited
52. Sun Gold Creation Private Limited
53. Worthy Tea Company Private Limited

DIVIDEND POLICY

Our Board of Directors, pursuant to a resolution dated on August 7, 2023, have adopted a dividend distribution policy. The declaration and payment of dividend on the Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, in accordance with provisions of our Articles of Association and applicable law, including SEBI Listing Regulations and the Companies Act (together with applicable rules issued thereunder).

Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on financial and internal parameters that our Board deems relevant, including among others, profitable growth of our Company and specifically, profits earned during the financial year, earning stability and outlook, past dividend pattern (if any), cash flow position of our Company, capital expenditure to be incurred by our Company, accumulated reserves, statutory requirements like transfer to statutory reserve fund, liquidity position of the company including its working capital requirements and debt servicing obligations. It will also depend on external parameters such as economic environment, changes in the Government policies, industry specific rulings and regulatory provisions, industry outlook for the future years, and inflation rate. Our Company may decide against paying dividend due to, *inter alia*, inadequacy of profits or whenever the Company has incurred losses, undertaking of or proposal to undertake a significant expansion project requiring higher allocation of capital, and undertaking of any acquisitions or joint arrangements requiring significant allocation of capital. For information on restrictive covenants under our current loan agreements, see "*Financial Indebtedness*" on page 346.

Our Company has not declared any dividends on the Equity Shares or Preference Shares during the last three Fiscals, and the period from April 1, 2023, until the date of this Draft Red Herring Prospectus.

The past trend in relation to our payment of dividends is not necessarily indicative of our dividend trend or dividend policy, in the future, and there is no guarantee that any dividends will be declared or paid in the future. For details in relation to the risk involved, see "*Risk Factors – Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements*" on page 61.

SECTION VI – FINANCIAL INFORMATION

RESTATED FINANCIAL INFORMATION

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INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION

The Board of Directors
EPACK Durable Limited (Formerly known as EPACK Durable Private Limited and EPACK Durables Solutions Private Limited)

Dear Sirs,

1. We have examined, as appropriate (refer paragraph 5 and 7 below), the attached Restated Financial Information of EPACK Durable Limited (Formerly known as EPACK Durable Private Limited and EPACK Durables Solutions Private Limited (the "Company" or the "Issuer") and its subsidiary (the Company and its subsidiary collectively referred to as the "Group") and its associate, comprising the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2023 and 2022 and Restated Statement of Assets and Liabilities as at March 31, 2021, the Restated Consolidated Statements of Profit and Loss (including other comprehensive income), the Restated Consolidated Statements of Changes in Equity, the Restated Consolidated Statements of Cash Flows for the years ended March 31, 2023, and 2022 and the Restated Statement of Profit and Loss (including other comprehensive income), the Restated Statement of Changes in Equity, the Restated Statement of Cash Flows for the year ended March 31, 2021, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the "Restated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on August 07, 2023 for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP") prepared by the Company in connection with its proposed initial public offer of equity shares ("IPO") prepared in terms of the requirements of:

    a) Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended (the "Act");

    b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and

    c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended (the "Guidance Note").

2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India (SEBI), BSE Limited and National Stock Exchange of India Limited (collectively, with BSE Limited, the "Stock Exchanges") in connection with the proposed IPO. The Restated Financial Information have been prepared by the management of the Company on the basis of preparation stated in note 2 to the Restated Financial Information. The respective Board of Directors of the companies included in the Group and of its associate are responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the respective restated financial information. The respective Board of Directors are also responsible for identifying and ensuring that the Group and its associate complies with the Act, ICDR Regulations and the Guidance Note.

3. 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 July 04, 2023 in connection with the proposed IPO of equity shares of the Issuer;

   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.

4. These Restated Financial Information have been compiled by the management from:

   a) audited consolidated Ind AS financial statements of the Group and its associate as at and for the years ended March 31, 2023 and 2022 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on July 13, 2023 and November 4, 2022 respectively.

   b) audited special purpose Ind AS financial statements of the Company as at and for the year ended March 31, 2021, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on August 07, 2023. These special purpose Ind AS financial statement for the year ended March 31, 2021 have been prepared by making Ind AS adjustments to the audited Indian GAAP financial statements of the Company as at and for the year ended March 31, 2021 ("Indian GAAP Financial Statements"), prepared in accordance with the accounting standards notified under the section 133 of the Act ("Indian GAAP") which was approved by the Board of directors at their meeting held on September 6, 2021.

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

   a) Auditors' reports issued by us dated July 13, 2023 and November 4, 2022 on the consolidated financial statements of the Group as at and for the years ended March 31, 2023 and 2022 respectively as referred in Paragraph 4(a) above which included following emphasis of matter (refer note 42 to the Restated Financial Information).

      I. As at and for the year ended March 31, 2023

         i. We draw attention to Note 42 of the consolidated financial statements, which describes the matter and effects of restatement of comparative financial information included in the Parent's standalone financial statements.

         Our opinion is not modified in respect of this matter.

b) Auditors' report issued by Previous Auditors dated September 6, 2021 on Indian GAAP Financial Statements as at and for the year ended March 31, 2021 and auditor's report dated August 07, 2023 on the special purpose Ind AS financial statements of the Company as at and for the year ended March 31, 2021 as referred in Paragraph 4(b) above which included following emphasis of matters (refer note 56 (c) to the Restated Financial Information):

   i. Note No. 44 of the Special purpose Ind AS financial statements regarding non filing of claims of Special additional duty (SAD) amount to INR 3.89 millions as documents i.e bills of entries and other documents required for filing is being traced/collected. The company is expected to file the same upon completion of required documents and has been of opined by legal experts that the claim of the same can be filed as per certain court orders even the time limit for filing is barred. The above amount is shown under Balance with statutory authorities in financials under other current assets.

   ii. Note No. 45 of the Special purpose Ind AS financial statements regarding claim for Budgetary support under Scheme for Budgetary support introduced by Department of Industrial Promotion and Policy of Government of India of INR 8.80 millions. Due to technical reason the Company couldn't file the claim and approach to the GST Department for allowing the Company to file the claim. The request is under consideration with the Department, which is shown as Balances with statutory authorities in financials under other current assets.

   Our opinion is not modified in respect of above matters.

The audits for the financial year ended March 31, 2021 were conducted by the Company's previous auditors (the "Previous Auditors"), and accordingly reliance has been placed on the restated statement of assets and liabilities and the restated statement of profit and loss (including other comprehensive income), restated statement of changes in equity and restated statement of cash flows, the Summary Statement of Significant Accounting Policies, and other explanatory information and (collectively, the "2021 Restated Financial Information") examined by them for the said year. The examination report included for the said year is based solely on the report submitted by the Previous Auditors. They have also confirmed that the 2021 Restated Financial Information:

a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial year ended March 31, 2021 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended March 31, 2023;

b) do not require any adjustment for modification as there is no modification in the underlying audit report. There are items relating to emphasis of matter (refer paragraph 5b above), which do not require any adjustment to the Restated Financial Information, as represented by the management; and

c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

6. The audit report on the consolidated financial statements issued by us were modified and included following matter giving rise to modification in the report on the consolidated financial statements as at and for the year ended March 31, 2022:

i. Basis for Qualified Opinion

As described in Note 13(b) and 13c(IV) to the Consolidated Financial Statements, the Group has accounted the Non-cumulative compulsorily convertible preference shares ("CCPS") including premium aggregating to INR 1,600 millions as at March 31, 2022 as an equity instrument (for the reasons mentioned in the said note) which is not in accordance with Ind AS 32 "Financial Instruments: Presentation" that requires them to be presented as a financial liability in its entirety and should be accounted at fair value in accordance with Ind AS 109 "Financial Instruments" and Ind AS 113 "Fair Value Measurement" given that it contains a buy-back right available to the holders and the fixed to fixed criterion is not met. The Group applied Ind AS during the current financial year and is required to apply Ind AS 32, Ind AS 109 and Ind AS 113 from the date of transition to Ind AS i.e., April 01, 2020, which requires the CCPS (issued during the year) that contains a buy-back right with the holders to be accounted as above. As a result, the classification and measurement of the liability through profit and loss, the gain/loss from such adjustments, consequential impact on earnings per share and income tax as at and for year ended March 31, 2022 are not in accordance with Ind AS 32, Ind AS 109 and Ind AS 113. The Group has not quantified the impact of such non-compliance of Ind AS 32 and Ind AS 109 and has not included the relevant fair value disclosures required under Ind AS 107 "Financial Instruments: Disclosures" for these CCPS not recognized as financial liabilities as at March 31, 2022. In absence of such quantification and appropriate evidence, we are unable to comment on the consequential impact thereof on the Consolidated Financial Statements.

7. As indicated in our audit report referred above:

   a) we did not audit financial statements of an associate whose share of loss included in the consolidated financial statements, for the relevant year is tabulated below, which have been audited by other auditors, and whose report have been furnished to us by the Company's management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this component, is based solely on the report of the other auditors:

(INR millions)

Particulars	**For the year ended March 31, 2023**
Share of loss in associate	8.12

Our opinion on the consolidated financial statements is not modified in respect of this matter.

8. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the examination report submitted by the Previous Auditors for the respective years, we report that the Restated Financial Information:

   a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2022 and 2021 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended March 31, 2023;

   b) have been made after giving effect to the matter giving rise to modification mentioned in paragraph 6 above. There are items relating to emphasis of matter (refer paragraph 5a and 5b above), which do not require any adjustment to the Restated Financial Information; and

c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

10. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited consolidated financial statements/audited Indian GAAP financial statements mentioned in paragraph 4 above.

11. 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.

12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

13. Our report is intended solely for use of the Board of Directors for inclusion in the DRHP to be filed with SEBI and the Stock Exchanges, in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No. 015125N)

Akash Kumar Agarwal
Partner
(Membership No. 063092)
UDIN: 23063092BGYRAL9157

Place: Greater Noida
Date: August 07, 2023

EPACK DURABLE LIMITED
(Formerly Known as EPACK Durable Private Limited and EPACK Durables Solutions Private Limited)
CIN: U74999UP2019PLC116048

Restated Statement of Assets and Liabilities
(Amount in INR millions, unless otherwise stated)

	Particulars	Notes	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
	ASSETS				
(1)	**Non-current assets**				
	(a) Property, plant and equipment	3(i)	3,235.46	2,379.29	810.38
	(b) Capital work-in-progress	3(ii)	915.22	84.93	-
	(c) Goodwill	3(iii)	4.56	4.56	-
	(d) Other intangible assets	3(iv)	2.00	1.66	0.05
	(e) Right of use assets	3(v)	950.54	882.43	348.90
	(f) Investments accounted for using equity method	4(i)	17.60	-	-
	(g) Financial assets				
	(i) Investments	4(ii)	30.57	30.57	-
	(ii) Loans	5	46.13	-	-
	(iii) Other financials assets	6(i)	19.76	23.19	15.47
	(h) Income tax assets (net)	12	41.75	14.39	-
	(i) Other non-current assets	7(i)	671.37	76.63	14.45
	Total Non-current assets		**5,934.96**	**3,497.65**	**1,189.25**
(2)	**Current assets**				
	(a) Inventories	8	2,936.71	2,772.96	1,404.70
	(b) Financial assets				
	(i) Investments	4(iii)	-	-	-
	(ii) Trade Receivables	9	4,790.87	3,561.97	2,341.81
	(iii) Cash and cash equivalents	10	600.18	241.47	36.48
	(iv) Bank balances other than (iii) above	11	154.38	348.19	78.91
	(v) Other financials assets	6(ii)	12.80	25.87	22.06
	(c) Income tax assets (net)	12	-	6.36	1.45
	(d) Other current assets	7(ii)	211.65	312.28	128.99
	Total Current assets		**8,706.59**	**7,269.10**	**4,014.40**
	Total Assets		**14,641.55**	**10,766.75**	**5,203.65**
	EQUITY AND LIABILITIES				
	Equity				
	(a) Equity share capital	13	520.89	520.89	481.72
	(b) Instruments entirely equity in nature	14	188.24	-	-
	(c) Other equity	15	2,427.05	697.76	207.41
	Total Equity		**3,136.18**	**1,218.65**	**689.13**
	Liabilities				
(1)	**Non-current liabilities**				
	(a) Financial liabilities				
	(i) Borrowings	16(i)	1,135.80	596.20	677.10
	(ii) Lease liabilities	17	259.75	258.24	184.62
	(b) Provisions	18(i)	28.22	19.74	9.54
	(c) Deferred tax liabilities (net)	19	139.06	124.27	68.90
	Total Non-current Liabilities		**1,562.83**	**998.45**	**940.16**
(2)	**Current liabilities**				
	(a) Financial liabilities				
	(i) Borrowings	16(ii)	3,788.65	3,243.61	1,708.47
	(ii) Lease liabilities	17	64.59	56.18	52.47
	(iii) Trade Payables	20			
	- Total Outstanding dues of Micro Enterprises and Small Enterprises		192.24	181.35	99.81
	- Total Outstanding dues of Creditors other than Micro and Small Enterprises		3,698.51	3,157.97	1,419.47
	(iv) Other financial liabilities	21	1,917.42	1,745.75	123.35
	(b) Other current liabilities	22	274.86	153.08	154.33
	(c) Provisions	18(ii)	6.27	10.70	16.46
	(d) Current tax liabilities (net)		-	1.01	-
	Total Current liabilities		**9,942.54**	**8,549.65**	**3,574.36**
	Total Liabilities		**11,505.37**	**9,548.10**	**4,514.52**
	Total Equity and Liabilities		**14,641.55**	**10,766.75**	**5,203.65**

The accompanying notes 1 to 58 are an integral part of the Restated Financial Information

As per our report of even date attached
For Deloitte Haskins & Sells
Chartered Accountants
Firm's Registration No. 015125N

For and on behalf of Board of Directors
EPACK Durable Limited
(Formerly Known as EPACK Durable Private Limited and EPACK Durables Solutions Private Limited)

Akash Kumar Agarwal
Partner
Membership No. 063092
Place : Greater Noida
Date : August 07, 2023

Ajay DD Singhania
Managing Director & CEO
DIN: 00107555

Bajrang Bothra
Chairman
DIN: 00129286

Rajesh Kumar Mittal
Chief Financial Officer

Esha Gupta
Company Secretary
Membership No.: A23608

Place : Greater Noida
Date : August 07, 2023

EPACK DURABLE LIMITED
(Formerly Known as EPACK Durable Private Limited and EPACK Durables Solutions Private Limited)
CIN: U74999UP2019PLC116048

Restated Statement of Profit and Loss
(Amount in INR millions, unless otherwise stated)

	Particulars	Notes	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
	INCOME				
	Revenue from operations	23	15,388.32	9,241.62	7,362.45
	Other income	24	14.21	31.79	34.13
I	**Total income**		**15,402.53**	**9,273.41**	**7,396.58**
	EXPENSES				
	Cost of materials consumed	25(i)	12,987.88	7,984.50	6,549.61
	Purchases of stock-in-trade	25(ii)	296.47	-	-
	Change in inventories of finished goods and work-in-progress	26	(43.53)	(41.09)	(58.70)
	Employee benefits expense	27	333.76	232.58	169.93
	Finance costs	28	314.60	293.83	255.79
	Depreciation and amortisation expense	29	260.77	162.97	89.90
	Other expenses	30	788.49	377.60	281.28
II	**Total Expenses**		**14,938.44**	**9,010.39**	**7,287.81**
III	**Restated Profit before share of profit/(loss) of associate, exceptional items and tax (I-II)**		**464.09**	**263.02**	**108.77**
IV	Share of profit/(loss) of associate	4(i)	(8.12)	-	-
V	**Restated profit before exceptional items and tax (III+IV)**		**455.97**	**263.02**	**108.77**
VI	Exceptional items	31	(15.50)	-	-
VII	**Restated profit before tax (V+VI)**		**440.47**	**263.02**	**108.77**
	Tax expense:	32			
	Current tax		104.45	77.02	27.61
	Tax pertaining to earlier periods		0.78	0.42	1.51
	Deferred tax		15.52	11.24	1.62
VIII	**Total**		**120.75**	**88.68**	**30.74**
IX	**Restated profit for the year (VII-VIII)**		**319.72**	**174.34**	**78.03**
	Restated Other Comprehensive Income (OCI)				
	Items that will not be reclassified to profit or loss				
	Re-measurement gain / (loss) on defined benefit plans		(2.90)	(1.14)	0.17
	Tax effect on above		0.73	0.29	(0.04)
	Share of other comprehensive income / (loss) of associate (net)		(0.02)	-	-
X	**Restated other comprehensive income / (loss) for the year, net of tax**		**(2.19)**	**(0.85)**	**0.13**
	Restated total comprehensive income for the year (IX+X)		**317.53**	**173.49**	**78.16**
	Restated earnings per equity share (in INR) :	33			
	Basic (face value of INR 10/- each)		4.71	3.47	1.62
	Diluted (face value of INR 10/- each)		4.64	3.47	1.62

The accompanying notes 1 to 58 are an integral part of the Restated Financial Information

As per our report of even date attached
For Deloitte Haskins & Sells
Chartered Accountants
Firm's Registration No. 015125N

Akash Kumar Agarwal
Partner
Membership No. 063092
Place : Greater Noida
Date : August 07, 2023

For and on behalf of Board of Directors
EPACK Durable Limited
(Formerly Known as EPACK Durable Private Limited and EPACK Durables Solutions Private Limited)

Ajay DD Singhania
Managing Director & CEO
DIN: 00107555

Bajrang Bothra
Chairman
DIN: 00129286

Rajesh Kumar Mittal
Chief Financial Officer

Esha Gupta
Company Secretary
Membership No.: A23608

Place : Greater Noida
Date : August 07, 2023

EPACK DURABLE LIMITED
(Formerly Known as EPACK Durable Private Limited and EPACK Durables Solutions Private Limited)
CIN: U74999UP2019PLC116048

Restated Statement of cash flows
(Amount in INR millions, unless otherwise stated)

	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
A.	**Cash flow from Operating activities**			
	Restated profit before tax	440.47	263.02	108.77
	Adjustments:			
	Depreciation and amortisation expense	260.77	162.97	89.90
	Loss on fair valuation of financial instruments (CCPS) carried at FVTPL	15.50	-	-
	Share of loss of associate	8.12	-	-
	Unrealised foreign exchange (gain)/loss	(1.03)	(14.57)	0.17
	Loss allowance for doubtful receivables and advances	26.15	-	3.84
	Provision for slow moving inventory	5.90	-	-
	Goodwill impairment	-	15.60	-
	Bad debts and advances written off	1.37	3.10	19.64
	Provision for field rejection loss	-	-	10.59
	Liabilities no longer required, written back	(0.61)	(2.28)	(12.38)
	Loss/(Profit) on sale of property, plant and equipment (net)	(0.01)	2.38	(0.54)
	Rates and taxes	-	8.80	-
	Finance costs	314.60	293.83	255.79
	Interest income	(12.75)	(10.51)	(5.29)
	Operating profit before working capital changes	**1,058.48**	**722.34**	**470.49**
	Changes in working capital:			
	Adjustments for (increase)/decrease in operating assets:			
	Inventories	(169.65)	(1,196.51)	(52.91)
	Trade receivables	(1,255.43)	(1,015.77)	(366.91)
	Financial assets	5.13	(4.58)	(14.01)
	Other assets	(56.29)	(220.04)	146.75
	Adjustments for increase/(decrease) in operating liabilities:			
	Trade payables	559.04	1,689.94	128.79
	Other financial liabilities	51.30	(39.89)	66.70
	Provisions	1.15	(3.57)	4.72
	Other liabilities	121.79	(129.35)	108.99
	Cash generated from/(used in) operations	**315.52**	**(197.43)**	**492.61**
	Income tax paid (net of refund)	(127.24)	(91.98)	(18.42)
	Net cash flow from/(used in) operating activities (A)	**188.28**	**(289.41)**	**474.19**
B	**Cash flow from Investing activities**			
	Acquisition of property, plant and equipment, capital work-in-progress and intangible assets	(2,243.40)	(1,425.48)	(54.07)
	Proceeds from sale of property, plant and equipment	4.34	1.25	7.35
	Acquisition of leasehold land (included in right of use assets)	(81.15)	(348.18)	-
	Investment in associate	(25.74)	-	-
	Investment in other companies	-	(30.57)	-
	Sale of investment^	-	-	-
	(Redemption of)/investment in bank deposits (net)	203.84	(247.79)	(29.11)
	Loans given to associate	(46.13)	-	-
	Interest received	13.22	8.83	8.92
	Net cash used in Investing activities (B)	**(2,175.02)**	**(2,041.94)**	**(66.91)**

Restated Statement of cash flows
(Amount in INR millions, unless otherwise stated)

	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
C	**Cash flow from Financing activities**			
	Proceeds from issue of CCPS	1,600.00	1,600.00	-
	Proceeds from long term borrowings	864.96	309.76	507.26
	Repayments of long term borrowings	(294.45)	(289.96)	(60.90)
	Proceeds from short term borrowings (net)	509.83	1,242.52	(592.58)
	Interest paid on borrowings	(244.02)	(190.22)	(231.72)
	Payment of lease liabilities	(33.75)	(30.26)	(26.72)
	Interest paid on lease liabilities	(28.07)	(25.71)	(14.30)
	Other finance cost paid	(29.05)	(80.68)	(6.46)
	Net cash flow from Financing activities (C)	**2,345.45**	**2,535.45**	**(425.42)**
	Increase in cash and cash equivalents (A+B+C)	**358.71**	**204.10**	**(18.14)**
	Cash and cash equivalent at the beginning of the year (refer note 10)	241.47	36.48	54.62
	Addition on account of business combination as at August 01, 2021 (refer note 3 (iii)a)	-	0.89	-
	Cash and cash equivalent at the end of the year (refer note 10)	**600.18**	**241.47**	**36.48**

Note: The above restated statement of cash flows has been prepared under the "Indirect method" as set out in Ind AS 7, "Statement of Cash flows".

^ Sale of investment amounting INR 500 for the year ended March 31, 2023.

The accompanying notes 1 to 58 are an integral part of the Restated Financial Information

As per our report of even date attached
For Deloitte Haskins & Sells
Chartered Accountants
Firm's Registration No. 015125N

Akash Kumar Agarwal
Partner
Membership No. 063092
Place : Greater Noida
Date : August 07, 2023

For and on behalf of Board of Directors
EPACK Durable Limited
(Formerly Known as EPACK Durable Private Limited and EPACK Durables Solutions Private Limited)

Ajay DD Singhania
Managing Director & CEO
DIN: 00107555

Bajrang Bothra
Chairman
DIN: 00129286

Rajesh Kumar Mittal
Chief Financial Officer

Esha Gupta
Company Secretary
Membership No.: A23608

Place : Greater Noida
Date : August 07, 2023

EPACK DURABLE LIMITED
(Formerly Known as EPACK Durable Private Limited and EPACK Durables Solutions Private Limited)
CIN: U74999UP2019PLC116048

Restated Statement of changes in equity
(Amount in INR millions, unless otherwise stated)

A. Equity share capital

Particulars	Number of shares	Amount
Balance as at April 1, 2020	**4,81,72,261**	**481.72**
Issued during the year	-	-
Balance as at March 31, 2021	**4,81,72,261**	**481.72**
Issued during the year	39,16,751	39.17
Balance as at March 31, 2022	**5,20,89,012**	**520.89**
Issued during the year	-	-
Balance as at March 31, 2023	**5,20,89,012**	**520.89**

B. Instruments entirely equity in nature*

Particulars	Number of shares	Amount
Balance as at April 01, 2020	**-**	**-**
Issued during the year	-	-
Balance as at March 31, 2021	**-**	**-**
Issued during the year	-	-
Balance as at March 31, 2022	**-**	**-**
Increase on account of modification of CCPS terms (refer note 14)	1,88,23,529	188.24
Balance as at March 31, 2023	**1,88,23,529**	**188.24**

*Excludes non-cumulative CCPS issued during the year ended March 31, 2023 classified as Financial Liabilities (refer note 21).

C. Other equity

	Other equity		
Particulars	**Reserve and surplus**		**Total**
	Securities premium	**Retained earnings**	
As at April 01, 2020	-	129.25	**129.25**
Restated profit for the year	-	78.03	**78.03**
Restated other comprehensive income / (loss), net of tax	-	0.13	**0.13**
As at March 31, 2021	**-**	**207.41**	**207.41**
Restated profit for the year	-	174.34	174.34
Restated other comprehensive income / (loss), net of tax	-	(0.85)	(0.85)
Premium on issue of equity shares	316.86	-	316.86
Total	**316.86**	**173.49**	**490.35**
As at March 31, 2022 (Restated) (Refer Note 42)	**316.86**	**380.90**	**697.76**
Restated profit for the year	-	319.72	319.72
Restated other comprehensive income / (loss), net of tax	-	(2.19)	(2.19)
Change on account of modification of CCPS terms (refer notes 15 and 21)	1,411.76	-	1,411.76
Total	**1,411.76**	**317.53**	**1,729.29**
As at March 31, 2023	**1,728.62**	**698.43**	**2,427.05**

The accompanying notes 1 to 58 are an integral part of the Restated Financial Information

As per our report of even date attached
For Deloitte Haskins & Sells
Chartered Accountants
Firm's Registration No. 015125N

For and on behalf of Board of Directors
EPACK Durable Limited
(Formerly Known as EPACK Durable Private Limited and EPACK Durables Solutions Private Limited)

Akash Kumar Agarwal
Partner
Membership No. 063092
Place : Greater Noida
Date : August 07, 2023

Ajay DD Singhania
Managing Director & CEO
DIN: 00107555

Bajrang Bothra
Chairman
DIN: 00129286

Rajesh Kumar Mittal
Chief Financial Officer

Esha Gupta
Company Secretary
Membership No.: A23608

Place : Greater Noida
Date : August 07, 2023

EPACK DURABLE LIMITED
(Formerly Known as EPACK Durable Private Limited and EPACK Durables Solutions Private Limited)
CIN: U74999UP2019PLC116048
Notes to Restated Financial Information
(Amount in INR millions, unless otherwise stated)

1 Group Information

EPACK Durable Limited ("the Holding Company") formerly Known as EPACK Durable Private Limited and EPACK Durables Solutions Private Limited was incorporated on April 20, 2019 under the Companies Act, 2013. The Holding Company is engaged in the business of manufacturing of Electronics consumer durable items. The registered and corporate office of the Holding Company is located at 61-B, Udyog Vihar, Surajapur, Kasna Road, Greater Noida-201306, Gautam Buddha Nagar, Uttar Pradesh, India.

The Company or Holding Company, its subsidiary (jointly referred to as the 'Group' herein under) and it's associate are considered in these Restated Financial Information. The Company has converted from a Private Limited Company to a Public Limited Company, pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Company held on June 13, 2023 and consequently the name of the Company has changed to EPACK Durable Limited pursuant to a fresh certificate of incorporation issued by ROC on June 28, 2023.

A Subsidiary

Name of the Entity	**Principal Activity**	**Country of Incorporation**	**% Equity interest**		
			March 31, 2023	**March 31, 2022**	**March 31, 2021**
EPACK Components Private Limited* (formerly known as E-Durables Prefab Private Limited)	Manufacturing of Electronics consumer durable items	India	100%	100%	-

*EPACK Components Private Limited (formerly known as E-Durables Prefab Private Limited) has become the 100% Subsidiary of EPACK Durable Limited (Formerly Known as EPACK Durable Private Limited and EPACK Durables Solutions Private Limited) w.e.f August 01, 2021.

B Interest in associate

Name of the Entity	**Principal Activity**	**Country of Incorporation**	**Accounting method**	**% Ownership interest**		
				March 31, 2023	**March 31, 2022**	**March 31, 2021**
Epavo Electricals Private Limited**	Manufacturing of Motors (BLDC) for appliances and electric vehicles	India	Equity method	26%	-	-

C Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013 as at and for the year ended March 31, 2023:

Name of the Entity	**Net assets i.e. total assets minus total liabilities**		**Share in profit or loss**		**Share in other comprehensive income**		**Share in Total comprehensive income**	
	As % of consolidated net assets	Amount (INR miilions)	As % of consolidated profit or loss	Amount (INR miilions)	As % of consolidated other comprehensive income	Amount (INR miilions)	As % of consolidated total comprehensive income	Amount (INR miilions)
Holding:								
EPACK Durable Limited	99.74%	3,128.09	95.42%	305.08	83.11%	(1.82)	95.51%	303.26
(Formerly Known as EPACK Durable Private Limited and EPACK Durables Solutions Private Limited)								
Subsidiary:								
EPACK Components Private Limited	11.66%	365.67	6.48%	20.72	15.98%	(0.35)	6.42%	20.37
(formerly known as E-Durables Prefab Private Limited)								
Associate: (Investments accounted for using equity method)								
Epavo Electricals Private Limited**	0.56%	17.60	(2.54%)	(8.12)	0.91%	(0.02)	(2.56%)	(8.14)
Inter company eliminations and consolidation adjustments	(11.96%)	(375.18)	0.64%	2.04	-	-	0.64%	2.04
Total	**100%**	**3,136.18**	**100%**	**319.72**	**100%**	**(2.19)**	**100%**	**317.53**

**Epavo Electricals Private Limited has become the associate of EPACK Durable Limited w.e.f July 22, 2022.

2 Basis of Prepration and Significant Accounting Policies

2.01 Basis of preparation of Restated Financial Information

The Restated Financial Information of the Group and its associate comprise of the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2023 and 2022 and Restated Statement of Assets and Liabilities as at March 31, 2021, the Restated Consolidated Statements of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statements of Changes in Equity and the Restated Consolidated Statements of Cash Flows for the years ended March 31, 2023 and 2022 and the Restated Statement of Profit and Loss (including other comprehensive income), the Restated Statement of Changes in Equity, the Restated Statement of Cash Flows for the year ended March 31, 2021, the summary of significant accounting policies and explanatory notes (collectively, the 'Restated Financial Information').

These Restated Financial Information have been prepared by the Management of the Group for the purpose of inclusion in the Draft Red Herring Prospectus ('DRHP') to be filed by the Company with the Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited and BSE Limited in connection with proposed Initial Public Offering ("IPO") of its equity shares of the Company (the "Offer").
The Restated Financial Information which have been approved by the Board of Directors of the Company, have been prepared in accordance with the requirements of:

a) Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended ("the Act");
b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("ICDR Regulations"); and
c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI) as amended (the "Guidance Note").

These Restated Financial Information have been compiled from:

a) Audited consolidated Ind AS financial statements of the Group and its associate as at and for the years ended March 31, 2023 and 2022 ("Audited Consolidated Ind AS Financial Statements") prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on July 13, 2023.

b) The audited special purpose Ind AS financial statements of the Company as at and for the year ended March 31, 2021, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on August 07, 2023**.** These special purpose Ind AS financial statement for the year ended March 31, 2021 have been prepared by making Ind AS adjustments to the audited financial statements of the Company as at and for the year ended March 31, 2021, prepared in accordance with the accounting standards notified under the section 133 of the Act ("Indian GAAP") which was approved by the Board of directors at their meeting held on September 6, 2021.

The above Special Purpose Ind AS Financial Statements have been prepared in accordance with the accounting policies mentioned in these Restated Financial Information.

As explained in Note 3(iii) a and Note 4(i) to the Restated Financial Information, the Company acquired EPACK Components Private Limited (formerly known as E-Durables Prefab Private Limited) (the "Subsidiary") on August 1, 2021 and Epavo Electricals Private Limited (the "associate") on July 22, 2022, respectively. Accordingly, the financial information of the subsidiary has been consolidated in accordance with Ind AS 110 "Consolidated Financial Statements" for the years ended March 31, 2023, 2022 and associate is accounted for the year ended March 31, 2023.

The Restated Financial Information:

(i) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2022 and March 31, 2021 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended March 31, 2023;

(ii) have been made after giving effect to the matter giving rise to modification mentioned below (refer Note 51 and Note 52 to Restated Financial Information). There are items relating to emphasis of matter (refer subsequent paragraphs), which do not require any adjustment to the Restated Financial Information.

The audit report on the consolidated financial statements issued by our statutory auditors were modified and included following matter giving rise to modification in the report on the consolidated financial statements as at and for the year ended March 31, 2022:

(i) 'Basis for Qualified Opinion

"As described in Note 13(b) and 13c(IV) to the Consolidated Financial Statements, the Group has accounted the Non-cumulative compulsorily convertible preference shares ("CCPS") including premium aggregating to INR 1,600.00 millions as at March 31, 2022 as an equity instrument (for the reasons mentioned in the said note) which is not in accordance with Ind AS 32 "Financial Instruments: Presentation" that requires them to be presented as a financial liability in its entirety and should be accounted at fair value in accordance with Ind AS 109 "Financial Instruments" and Ind AS 113 "Fair Value Measurement" given that it contains a buy-back right available to the holders and the fixed to fixed criterion is not met. The Group applied Ind AS during the current financial year and is required to apply Ind AS 32, Ind AS 109 and Ind AS 113 from the date of transition to Ind AS i.e., April 01, 2020, which requires the CCPS (issued during the year) that contains a buy-back right with the holders to be accounted as above. As a result, the classification and measurement of the liability through profit and loss, the gain/loss from such adjustments, consequential impact on earnings per share and income tax as at and for year ended March 31, 2022 are not in accordance with Ind AS 32, Ind AS 109 and Ind AS 113. The Group has not quantified the impact of such non-compliance of Ind AS 32 and Ind AS 109 and has not included the relevant fair value disclosures required under Ind AS 107 "Financial Instruments: Disclosures" for these CCPS not recognized as financial liabilities as at March 31, 2022. In absence of such quantification and appropriate evidence, we are unable to comment on the consequential impact thereof on the Consolidated Financial Statements."

The auditor's report dated August 07, 2023 on the Special Purpose Ind AS Financial Statements as at and for the year ended March 31, 2021 includes the following Emphasis of Matter paragraph:

(i) Note No. 44 of the Special purpose Ind AS financial statements regarding non filing of claims of Special additional duty (SAD) amount to INR 3.89 millions as documents i.e bills of entries and other documents required for filing is being traced/collected. The company is expected to file the same upon completion of required documents and has been of opined by legal experts that the claim of the same can be filed as per certain court orders even the time limit for filing is barred. The above amount is shown under Balance with statutory authorities in financials under other current assets.

(ii) Note No. 45 of the Special purpose Ind AS financial statements regarding claim for Budgetary support under Scheme for Budgetary support introduced by Department of Industrial Promotion and Policy of Government of India of INR 8.80 millions. Due to technical reason the Company couldn't file the claim and approach to the GST Department for allowing the Company to file the claim. The request is under consideration with the Department, which is shown as Balances with statutory authorities in financials under other current assets.

Our opinion is not modified in respect of above matters.

These Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of board meeting for adoption of the Audited Consolidated Ind AS Financial Statements and the Special Purpose Ind AS Financial Statements.

These Restated Financial Information were approved in accordance with a resolution of the directors on August 07, 2023

The Restated Financial Information are presented in Indian Rupees (INR) and all amounts disclosed in the restated financial information and notes have been rounded off to the nearest millions, unless otherwise stated.

2.02 Basis of consolidation

Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. Profit/ (loss) and Other Comprehensive Income ('OCI') of subsidiaries acquired or disposed of during the period are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable. The consolidated subsidiary have a consistent reporting date of March 31, 2023.

The Group combines the restated financial statements of the parent and its subsidiary line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

There is no Non-Controlling interest as the subsidiary EPACK Components Private Limited is the wholly owned subsidiary w.e.f. August 01, 2021

Associates

Investment in entities in which there exists significant influence but not a controlling interest are accounted for under the equity method i.e. the investment is initially recorded at cost, identifying any goodwill/ capital reserve arising at the time of acquisition, as the case may be, which will be inherent in investment. The carrying amount of the investment is adjusted thereafter for the post acquisition change in the share of net assets of the investee, adjusted where necessary to ensure consistency with the accounting policies of the Group. The restated statement of profit and loss includes the Group's share of the results of the operations of the investee.

2.03 Significant Accounting Policies

a) Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and as per terms of agreements wherever applicable. The Group has considered a normal operating cycle of 12 months. Deferred tax assets and liabilities are classified as non-current assets and non-current liabilities, as the case may be.

b) Revenue recognition

Sale of goods

Sales are recognized, at transaction price as per terms of agreements with the customers, net of returns and other variable consideration on account of discounts, if any, on satisfaction of performance obligation by transfer of effective control of the promised goods to the customers, which generally coincides with dispatch/ delivery to customers, as applicable. Sales excludes goods and services tax.

The Group recognises revenue when the amount of revenue and its related cost can be reliably measured and it is probable that future economic benefits will flow to the entity and degree of managerial involvement associated with ownership or effective control have been met for each of the Group's activities. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transactions and the specifics of each arrangement.

Revenue is recognized for domestic and export sales of goods on satisfaction of performance obligation by transfer of effective control of the promised goods to the customers as per terms of agreements with the customers.

Contract modification:

Contract modification is a change in the scope or price (or both) of a contract that is approved by the parties to the contract. Contract modification are accounted based on the prospective accounting and cumulative catch up. The Group accounts for a modification as a separate contract, if both the scope increases due to the addition of 'distinct' goods or services and the price increase reflects the goods' or services' stand-alone selling prices under the circumstances of the modified contract.

Interest Income
Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably.

c) Government grants
Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

Government grants relating to income are deferred and recognised in restated profit or loss over the period necessary to match them with costs that they are intended to compensate and presented with other income/ other operating revenue.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to restated profit or loss over the periods and in the proportions necessary to match then with the depreciation expense on the related assets and presented within other income.

d) Inventories
Inventories of raw materials, components, stores and spares are valued at the lower of cost and net realisable value. Costs incurred in bringing each product to its present location and conditions are accounted for as follows:

• Raw materials and components: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition such as non-refundable duties, freight etc. Costs of Raw materials and components are computed using the weighted average cost formula
• Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Costs of finished goods and work in progress are computed using the weighted average cost formula.
Provision for obsolescence and slow moving inventory is made based on management's best estimates of net realisable value of such inventories.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

e) Income Taxes
Tax expense recognized in the restated statement of profit and loss comprises the sum of deferred tax and current tax not recognized in Other Comprehensive Income (OCI) or directly in equity.
Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. Current tax relating to items recognized outside restated statement of profit and loss is recognized outside restated statement of profit and loss (i.e. in OCI or equity depending upon the treatment of underlying item).

Deferred tax liabilities are generally recognized in full for all taxable temporary differences. Deferred tax assets are recognized to the extent that it is probable that the deductible temporary difference will be utilized against future taxable income. This is assessed based on the Group's forecast of future operating results, adjusted for significant non-taxable income and expenses. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized outside the restated statement of profit and loss is recognized outside restated statement of profit and loss (in OCI or equity depending upon the treatment of underlying item).

f) Cash and cash equivalents
Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the restated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

g) Foreign currency transactions
Functional and Presentation currencies
The Group's restated financial statements are presented in Indian Rupees (INR) which is also the Group's functional currency.

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in restated statement of profit or loss.
Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the restated statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the restated statement of profit and loss on a net basis within other income/expenses, as the case maybe.

h) Financial instruments

<u>Initial recognition and measurement</u>

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

<u>Initial recognition and measurement</u>

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For the purpose of subsequent measurement, financial assets are classified into the following categories upon initial recognition:

Financial assets carried at amortised cost – a financial instrument is measured at amortised cost if both the following conditions are met:

• The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

• Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest method.

Financial assets at fair value

Investments in equity instruments (other than subsidiary) –

All equity investments in scope of Ind AS 109, "Financial Instruments" are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination, if any to which Ind AS 103, Business combinations applies are classified as at fair value through Profit or loss. Further, there is no such equity investments measured at Fair value through profit or loss or fair value through other comprehensive income in the Group.

If the Group decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the other comprehensive income (OCI). There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity. Dividends on such investments are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the restated P&L.

De-recognition of financial assets

A financial asset is primarily de-recognised when the rights to receive cash flows from the asset have expired or the Group has transferred its rights to receive cash flows from the asset.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Initial recognition and measurement

All financial liabilities are recognised initially at fair value plus, in the case of financial liabilities not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial liabilities. Transaction costs directly attributable to the acquisition of financial liabilities at fair value through profit or loss are recognised immediately in finance costs in the restated statement of profit and loss.

Subsequent measurement

All financial liabilities are measured subsequently at amortised cost using the effective interest method or at FVTPL. Amortised cost is calculated after considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The effect of EIR amortisation is included as finance costs in the restated statement of profit and loss.

De-recognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the restated statement of profit and loss.

Derivative financial instruments

Initial and subsequent measurement

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Impairment of financial assets
All financial assets except for those at FVTPL are subject to review for impairment at least at each reporting date to identify whether there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets.

In accordance with Ind-AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets carried at amortised cost.

ECL is the weighted average of difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the Group is required to consider –
• All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
• Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

Trade receivables
The Group applies approach permitted by Ind AS 109 Financial Instruments, which requires lifetime expected credit losses to be recognised upon initial recognition of receivables. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument.

Other financial assets
For recognition of impairment loss on other financial assets and risk exposure, the Group determines whether there has been a significant increase in the credit risk since initial recognition. If the credit risk has not increased significantly since initial recognition, the Group measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.
When making this assessment, the Group uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the Group compares the risk of a default occurring on the financial asset as at the balance sheet date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Group assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

i) Impairment of non-financial assets
For impairment assessment purposes, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level.

At each reporting date, the Group assesses whether there is any indication based on internal/ external factors, that an asset may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognised in the restated statement of profit and loss. If, at the reporting date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed which is the higher of fair value less costs of disposal and value-in-use and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost. Impairment losses previously recognised are accordingly reversed in the restated statement of profit and loss.

To determine value-in-use, management estimates expected future cash flows from each cash generating unit and determines a suitable discount rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Group's latest approved budget, adjusted as necessary to exclude the effects of future re-organisations and asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect current market assessment of the time value of money and asset-specific risk factors.

j) Fair value measurement
The Group measures financial instruments such as derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:
•In the principal market for the asset or liability, or
•In the absence of a principal market, in the most advantageous market for the asset or liability.
The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.
A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.
The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.
All assets and liabilities for which fair value is measured or disclosed in the restated financial information are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

•Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

•Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

•Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the Restated Consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

k) Property, plant and equipment (PPE)

The Group has elected to continue with the carrying value for all its property, plant and equipment as recognized in the Restated financial information as at the date of transition to Ind-AS and use the same as its deemed cost as at the date of transition.

Recognition and initial measurement

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset’s carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and definition of asset is met. All other repair and maintenance costs are recognized in the restated statement of profit or loss as incurred.

Subsequent measurement (depreciation and useful lives)

Depreciation on property, plant and equipment is provided on straight line method based on life prescribed as per Schedule II of the Companies Act, 2013.

Asset cateogry	**Useful lives**
Plant and machinery	15 years
Plant and machinery (Laboratory equipments)	10 years
Factory Buildings	30 years
Office equipment	5 years
Computers including servers	3-6 years
Electrical installations	10 years
Furniture and Fixtures	10 years
Vehicle	8 years
Intangible Assets(Software)	2-6 years

De-recognition

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the restated statement of profit and loss when the asset is derecognized.

l) Intangible assets

Recognition, initial measurement and subsequent measurement Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in restated profit or loss in the period in which the expenditure is incurred

m) Capital work-in progress

Cost of material consumed and erection charges thereon along with other direct cost incurred by the Group for the projects are shown as capital work in-progress until capitalisation

n) Leases

The Group as a lessee

Classification of leases

The Group enters into leasing arrangements for various assets. The assessment of the lease is based on several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee’s option to extend/purchase etc.

Recognition and initial measurement

At lease commencement date, the Group recognizes a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the asset at the end of the lease (if any), and any lease payments made in advance of the lease commencement date (net of any incentives received).

Subsequent measurement

The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Group also assesses the right-of-use asset for impairment when such indicators exist.

At lease commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Group's incremental borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed payments) and variable payments based on an index or rate. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is re-measured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is re-measured, the corresponding adjustment is reflected in the right-of-use asset.

The Group has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognizing a right-of-use asset and lease liability, the payments in relation to these are recognized as an expense in standalone statement of profit and loss on a straight-line basis over the lease term.

o) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

p) Provisions, contingent liabilities and contingent assets

Provisions are recognized when present obligations as a result of a past event will probably lead to an outflow of economic resources and amounts can be estimated reliably. Timing or amount of the outflow may still be uncertain. A present obligation arises when there is a presence of a legal or constructive commitment that has resulted from past events, for example, legal disputes or onerous contracts. Provisions are not recognized for future operating losses.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Provisions are discounted to their present values, where the time value of money is material.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

In those cases where the outflow of economic resources as a result of present obligations is considered improbable or remote, no liability is recognized.

Contingent liability is disclosed for:

•Possible obligations which will be confirmed only by future events not wholly within the control of the Group or

• Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made

•Contingent assets are not recognized. However, when inflow of economic benefits is probable, related asset is disclosed.

q) Employee benefits

Expenses and liabilities in respect of employee benefits are provided in accordance with Indian Accounting Standard 19-Employee Benefits

Defined contribution plans

Provident Fund

The Group makes contribution to statutory provident fund in accordance with Employees Provident Fund and Miscellaneous Provisions Act, 1952. The plan is a defined contribution plan and contribution paid or payable is recognized as an expense in the period in which services are rendered by the employee

Defined benefit plans (gratuity)

The Group operates one defined benefit plan for its employees, viz. gratuity. The cost of providing benefits under this plan is determined on the basis of actuarial valuation at each year-end using the projected unit credit method. Actuarial gain and loss for the defined benefit plan is recognized in full in the period in which they occur in other comprehensive income.

Short-term employee benefits

Expense in respect of other short-term benefits is recognized on the basis of the amount paid or payable for the period during which services are rendered by the employee.

Accumulated leave, which is expected to be utilized within a period of next 12 months, is treated as short term employee benefit. The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of unused entitlement that has accumulated at the reporting date.

r) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

s) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting done to the chief operating decision maker. The Group operates in a single operating segment and geographical segment.

t) Business Combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred. At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable.

2.04 Significant accounting judgments, estimates and assumptions

When preparing the Restated financial information management undertakes a number of judgments, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses.

The actual results are likely to differ from the judgments, estimates and assumptions made by management, and will seldom equal the estimated results.

Information about significant judgments, estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses are discussed below:

Significant judgements:

(i)Evaluation of indicators for impairment of non-financial assets

The evaluation of applicability of indicators of impairment of non-financial assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

(ii)Recognition of deferred tax assets

The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized. The recognition of deferred tax assets and reversal thereof is based on estimates of future taxable profits.

(iii)Employee benefits

The accounting of employee benefit plans in the nature of defined benefit requires the Group to use assumptions. These assumptions have been explained under employee benefits note.

Sources of estimation uncertainty:

Provisions

At each balance sheet date, basis the management judgment, changes in facts and legal aspects, the Group assesses the requirement of provisions against the outstanding guarantees. However, the actual future outcome may be different from management's estimates.

Fair valuation of financial instruments

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.

Recoverability of advances/receivables

At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

Allowance for doubtful trade receivables

The allowance for doubtful trade receivables reflects management's estimate of losses inherent in its credit portfolio. This allowance is based on Group's estimate of the losses to be incurred, which derives from past experience with similar receivables, current and historical past due amounts, write-offs and collections, the careful monitoring of portfolio credit quality and current and projected economic and market conditions.

Allowance for obsolete and slow-moving inventory

The allowance for obsolete and slow-moving inventory reflects management's estimate of the expected loss in value, and has been determined on the basis of past experience and historical and expected future trends in the used RAC market. A worsening of the economic and financial situation could cause a further deterioration in conditions in the used RAC market compared to that taken into consideration in calculating the allowances recognised in the restated financial information.

Useful lives of depreciable/amortisable assets

Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain software, IT equipment and other plant and equipment.

Defined benefit obligations (DBO)

Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses

2.05 Recent Accounting Pronouncements:

MCA vide notification no. G.S.R. 242(E) dated March 31, 2023 has issued the Companies (Indian Accounting Standards) Amendment Rules, 2023 which amends following Ind AS (as applicable to the Group)

(i) **Ind AS 107, Financial Instruments: Disclosures**
(ii) **Ind AS 109, Financial Instruments**
(iii) **Ind AS 115, Revenue from Contracts with Customers**

(iv) **Ind AS 1, Presentation of Financial Statements**

(v) **Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors**

(vi) **Ind AS 12, Income Taxes**

The amendments are applicable for annual periods beginning on or after April 1, 2023. The Group has evaluated the amendments and the impact is not expected to be material.

Notes to Restated Financial Information
(Amount in INR millions, unless otherwise stated)

3(i) Property, plant and equipment

Particulars	Factory Building	Plant and Machinery	Electric Installation	Furniture and Fixture	Office Equipment	Computers	Vehicles*	Total
Gross carrying value								
As at April 01, 2020	**105.21**	**874.96**	**18.14**	**0.68**	**2.93**	**6.18**	**12.59**	**1,020.69**
Additions	5.25	12.43	-	6.14	4.52	1.44	0.41	30.19
Disposals	-	(9.50)	-	-	-	-	(0.05)	(9.55)
As at March 31, 2021	**110.46**	**877.89**	**18.14**	**6.82**	**7.45**	**7.62**	**12.95**	**1,041.33**
Addition on account of business combination (refer note-3 (iiia))	51.99	283.84	12.31	0.11	0.26	0.40	0.07	348.98
Additions	322.92	957.36	43.13	1.58	5.69	5.56	-	1,336.24
Disposals	-	(8.94)	-	-	-	-	-	(8.94)
As at March 31, 2022	**485.37**	**2,110.15**	**73.58**	**8.51**	**13.40**	**13.58**	**13.02**	**2,717.61**
Additions	227.99	795.94	0.94	4.60	9.61	7.69	18.83	**1,065.60**
Disposals	-	(5.28)	-	-	-	-	(5.36)	**(10.64)**
As at March 31, 2023 -	**713.36**	**2,900.81**	**74.52**	**13.11**	**23.01**	**21.27**	**26.49**	**3,772.57**
Accumulated Depreciation								
As at April 01, 2020	**17.39**	**148.09**	**6.89**	**0.37**	**1.98**	**2.74**	**3.70**	**181.16**
Charge for the year	3.31	43.18	2.12	0.05	0.50	1.76	1.61	52.53
Disposals		(2.72)				-	(0.02)	**(2.74)**
As at March 31, 2021	**20.70**	**188.55**	**9.01**	**0.42**	**2.48**	**4.50**	**5.29**	**230.95**
Charge for the year	6.34	95.36	5.51	0.72	1.19	1.88	1.68	112.68
Disposals	-	(5.31)	-	-	-	-	-	(5.31)
As at March 31, 2022	**27.04**	**278.60**	**14.52**	**1.14**	**3.67**	**6.38**	**6.97**	**338.32**
Charge for the year	17.50	166.25	9.50	0.96	3.10	3.94	2.21	**203.46**
Disposals	-	(1.06)	-	-	-	-	(3.61)	**(4.67)**
As at March 31, 2023	**44.54**	**443.79**	**24.02**	**2.10**	**6.77**	**10.32**	**5.57**	**537.11**
Net carrying value								
As at March 31, 2021	89.76	689.34	9.13	6.40	4.97	3.12	7.66	810.38
As at March 31, 2022 -	458.33	1,831.55	59.06	7.37	9.73	7.20	6.05	2,379.29
As at March 31, 2023	**668.82**	**2,457.02**	**50.50**	**11.01**	**16.24**	**10.95**	**20.92**	**3,235.46**

During the year ended March 31, 2023, project related expenses aggregating to INR 1.76 millions (March 31, 2022 INR 62.86 millions and March 31, 2021 INR Nil) have been capitalised. The aforesaid expenses comprises of personnel costs and other related expenses.

* Vehicles having Gross carrying value amounting to INR 17.66 millions (March 31, 2022 INR 5.36 millions and March 31, 2021 INR 7.43 millions) are hypothicated with banks for the credit facility against them.

Notes to Restated Financial Information
(Amount in INR millions, unless otherwise stated)

Title Deeds not held in the name of Holding Company/Subsidiary

Particulars	Description	Gross carrying value	Title Deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter / director or employee of promoter / director	Property held since which date	Reason for not being held in the name of the Group
Right of use assets	Leasehold Land	128.22	Erstwhile Partnership firm "M/S E-vision" till May 26, 2023 and from May 27, 2023 in the name of EPACK Durable Private Limited.	No	September 25, 2006	The Lease deed is in the name of M/S E-vision, erstwhile partnership firm that was converted into the company. Subsequent to the year end, on May 27, 2023, the name of the Holding company has been updated in the records of State Infrastructure Industrial Development Corporation Uttarakhand Ltd (SIDCUL) as "Epack Durable Private Limited".
Right of use assets	Leasehold Land	127.91	Erstwhile Partnership firm "M/S E-Durables" till May 26, 2023 and from May 27, 2023 in the name of the subsidiary.	No	September 25, 2006	The Lease deed is in the name of M/S E-Durables, erstwhile partnership firm that was converted into the present day subsidiary. The name of the subsidiary has been updated in the records of State Infrastructure Industrial Development Corporation Uttarakhand Ltd (SIDCUL), but the execution of lease deed in the name of the subsidiary company has been completed on May 27, 2023.
Right of use assets	Leasehold Land	67.93	Elcina Electronics Manufacturing Cluster Private Limited	No	November 4, 2022	The Company has been given an allotment letter for the Leasehold Land at Bhiwadi (Plot nos:-D-6,7 &8). Execution of Lease deed is under process.

EPACK DURABLE LIMITED
(Formerly Known as EPACK Durable Private Limited and EPACK Durables Solutions Private Limited)
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Notes to Restated Financial Information
(Amount in INR millions, unless otherwise stated)

3(ii) Capital work-in-progress

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Capital work in progress*	915.22	84.93	-

* During the year ended March 31, 2023, project related expenses aggregating to INR 50.17 millions (March 31, 2022 INR 0.70 millions and March 31, 2021 INR Nil) have been capitalised under capital work-in-progress. The aforesaid expenses comprises of personnel costs, borrowing cost and other related expenses.

Movement in capital work in progress during the year

Particulars	Amount
Capital work in progress as at April 01, 2020	-
Add: Additions during the year	30.19
Less Capitalisation during the year	(30.19)
Capital work in progress as at March 31, 2021	-
Add: Additions during the year	1,421.38
Less Capitalisation during the year	(1,336.45)
Capital work in progress as at March 31, 2022	**84.93**
Add: Additions during the year	1,877.83
Less Capitalisation during the year	(1,047.54)
Capital work in progress as at March 31, 2023	**915.22**

Capital work in progress ageing schedule
As at March 31, 2023

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project-H1 in progress	122.16	1.14	-	-	**123.30**
Project-H2 in progress	755.88	6.45	-	-	**762.33**
Project-H3 in progress	21.24	-	-	-	**21.24**
Project-S2 in progress	8.35	-	-	-	**8.35**
Total	**907.63**	**7.59**	-	-	**915.22**

As at March 31, 2022

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project-H1 in progress	72.79	-	-	-	**72.79**
Project-H2 in progress	11.38	-	-	-	**11.38**
Project-S1 in progress	0.76	-	-	-	**0.76**
Total	**84.93**	-	-	-	**84.93**

As at March 31, 2021

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in progress	-	-	-	-	-
Total	-	-	-	-	-

Note:
The Group does not have any capital work in progress, whose completion is overdue or has exceeded its cost compared to its original plan.

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Notes to Restated Financial Information
(Amount in INR millions, unless otherwise stated)

3(iii) Goodwill

Particulars	Total
At April 01, 2021	**-**
Addition on account of business combination (refer note-3(iii)a)	4.56
As at March 31, 2022	**4.56**
Movement during the year	**-**
As at March 31, 2023	**4.56**

(Amount in INR millions, unless otherwise stated)

3(iii) a Goodwill

The Holding Company has invested INR 356.04 millions on August 1, 2021 in EPACK Components Private Limited (ECPL) subsidiary, for purchase of 3,16,48,364 equity shares having par value of INR 10 (at a premium of INR 1.25 per share), which represents 100% of the total share capital of ECPL.

Net Assets at acquisition date

Particulars	As at August 01, 2021
ASSETS	
Non-current assets	
Property, plant and equipment	348.97
Intangible assets	0.43
Right of use assets	124.21
Other financials assets	1.08
Other non-current assets	2.22
Current assets	
Inventories	171.75
Financial assets	
(i) Trade Receivables	204.42
(ii) Cash and cash equivalents	0.89
(iii) Bank balances other than (ii) above	24.78
(iv) Other financials assets	5.08
Other assets	29.15
Total Assets	**912.98**
LIABILITIES	
Non-current liabilities	
Financial liabilities-Borrowings	9.47
Provisions	5.32
Deferred tax liabilities (net)	44.41
Current liabilities	
Financial liabilities-Borrowings	182.44
Trade Payables	148.49
Other financial liabilities	12.88
Provisions and other current liability	174.09
Total Liabilities	**577.10**
Net Assets at acquisition date	**335.88**

Goodwill carrying amount at acquisition date and at reporting period ended March 31, 2023

Particulars	Amount
Consideration paid by the Holding Company*	356.04
Less : Net assets at acquisition date August 01, 2021	335.88
Goodwill at acquisition date August 01, 2021	**20.16**
Less : Impairment during the reporting period ended March 31, 2022**	15.60
Goodwill as at March 31, 2022	**4.56**
Movement during the year	-
Goodwill as at March 31, 2023	**4.56**

*The consideration has been settled by issuing 39,16,751 equity shares against 3,16,48,364 equity shares of ECPL and balance through cash amounting to INR 0.01 millions.

** The subsidiary (ECPL) has, on the transition date, recognised loss allowance against trade receivables amounting to INR 15.60 millions which has been considered as impairment loss in these restated financial information.

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Notes to Restated Financial Information
(Amount in INR millions, unless otherwise stated)

3(iv) Other intangible assets

Particulars	Software
Gross carrying value	
As at April 01, 2020	**0.09**
Additions	-
Disposals	-
As at March 31, 2021	**0.09**
Addition on account of business combination (refer note-3 (iiia))	0.43
Additions	1.82
Disposals	**-**
As at March 31, 2022	**2.34**
Additions	0.94
Disposals	**-**
As at March 31, 2023	**3.28**
Accumulated amortisation	
As at April 01, 2020	**0.01**
Amortisation for the year	0.03
Disposals	-
As at March 31, 2021	**0.04**
Amortisation for the year	0.64
Disposals	-
As at March 31, 2022	**0.68**
Amortisation for the year	0.60
Disposals	**-**
As at March 31, 2023	**1.28**
Net carrying value	
As at March 31, 2021	**0.05**
As at March 31, 2022	**1.66**
As at March 31, 2023	**2.00**

Note:
Amortisation for the year has been included in line item ‘Depreciation and amortisation expense’ in the restated statement of profit and loss.

(Amount in INR millions, unless otherwise stated)

3(v) Right of use assets

Particulars	**Right of use assets Land & Building**
Gross carrying value	
As at April 01, 2020	291.65
Additions	96.07
Disposals/adjustments	-
As at March 31, 2021	**387.72**
Addition on account of business combination (refer note-3 (iiia))	124.21
Additions	458.97
Disposals/adjustments	-
As at March 31, 2022	**970.90**
Additions	124.82
Disposals/adjustments	-
As at March 31, 2023	**1,095.72**
Accumulated Depreciation	
As at April 01, 2020	1.48
Depreciation for the year	37.34
Disposals	-
As at March 31, 2021	**38.82**
Depreciation for the year	49.65
Disposals/adjustments	-
As at March 31, 2022	**88.47**
Depreciation for the year	56.71
Disposals/adjustments	-
As at March 31, 2023	**145.18**
Net carrying value	
As at March 31, 2021	**348.90**
As at March 31, 2022	**882.43**
As at March 31, 2023	**950.54**

Note:
Factory Building has been constructed by the Company on lease hold land. The said lease hold land has been awarded to the Company for 99 years which has been recognised as ROU assets.

(Amount in INR millions, unless otherwise stated)

4(i) Investments accounted for using equity method

The amounts recognised in the Balance Sheet are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Investment in associate^ (accounted for using equity method)			
Equity shares in Epavo Electricals Private Limited	17.60	-	-
(March 31, 2023 - 25,74,000 equity shares at INR 10/- each, March 31, 2022 - Nil, March 31, 2021 - Nil)			
Total	**17.60**	**-**	**-**
Aggregate amount of unquoted investments	17.60	-	

^Investments in associate are measured at cost as per Ind AS 27 'Separate Financial Statements' and accounted for using equity method in Restated Financial information.

^During the year ended March 31, 2023, the Holding Company has invested INR 10.43 millions in Epavo Electricals Private Limited (associate) for purchase of 10,42,600 equity shares having par value of INR 10. Further, the Holding Company made additional investments amounting to INR 15.31 millions in the associate by acquiring 15,31,400 shares having par value of INR 10 by way of right issue.
The investment is strategic in nature and considering that the associate has successfully commenced commercial production during the year and synergies expected from this investment, the Group is confident that the value of investments is good and recoverable.

The amounts recognised in the Restated Statement of Profit and Loss are as follows:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Recognised in restated profit and loss			
Share of profit/(loss) of associate	(8.12)	-	-
Recognised in restated other comprehensive income			
Share of other comprehensive income / (loss) of associate (net)	(0.02)	-	-

Investment carrying amount at reporting period ended March 31, 2023

Particulars	Amount
Shares acquired by the Holding Company on July 22, 2022	10.43
Shares acquired by Right Issue	15.31
Total Investment during the year	**25.74**
Less: Loss during July 22, 2022 to March 31, 2023	(8.14)
Investment as at March 31, 2023*	**17.60**

*includes goodwill amount to INR 9.30 millions generated on date of investment i.e. July 22, 2022

(Amount in INR millions, unless otherwise stated)

4(ii) Investments
Non Current (Unquoted)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Investment in others (at amortised cost)			
Equity shares in Saraswat Co-operative Bank Limited $ (March 31, 2023 - Nil equity shares, March 31, 2022 Nil equity shares, March 31, 2021 50 equity shares at INR 10/- each)	-	-	0.00
Equity shares in Elcina Electronics Manufacturing Cluster Private Limited (March 31, 2023 - 10,000 equity shares at INR 10/- each, March 31, 2022 - 10,000 equity shares at INR 10/- each, March 31, 2021 - Nil)	0.10	0.10	-
Equity shares in Sricity Electronics Manufacturing Cluster Private Limited* # (March 31, 2023 - 30,46,602 equity shares at INR 10/- each, March 31, 2022 - 30,46,602 equity shares at INR 10/- each, March 31, 2021 - Nil)	30.47	30.47	-
Total	**30.57**	**30.57**	**0.00**
Aggregate amount of unquoted investments	**30.57**	**30.57**	**0.00**

*These are not related parties as per Ind AS 24 'Related Party Disclosures'.
The said investment is transitory in nature hence not considered for consolidation purpose.
$ Total investment amounting INR 500 as at March 31, 2021

4(iii) Investments
Current (Unquoted)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Investment in others (at cost)			
Equity shares in Saraswat Co-operative Bank Limited $ (March 31, 2023 Nil equity shares (March 31, 2022 50 equity shares, March 31, 2021 Nil equity shares) at INR 10/- each)	-	0.00	-
Total	**-**	**0.00**	**-**
Aggregate amount of unquoted investments	**-**	**0.00**	**-**

$ Total investment amounting INR 500 as at March 31, 2022.

5 Loans
Non Current

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Loan to related party			
Loan receivable considered good unsecured	46.13	-	-
Total	**46.13**	**-**	**-**

The Holding Company has given the Loan to Epavo Electrcials Private Limited on June 06, 2022 amounting to INR 46.13 millions @ 10% per annum repayable within a period of three years for the purpose of enhancing business operations of the borrower. Also, refer note 4(i).

6(i) Other financial assets
Non Current
Unsecured, considered good

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Security deposits	17.54	10.94	6.50
Bank deposits with maturity for more than 12 months	1.70	2.05	8.97
Margin money deposit with bank*	0.52	10.20	-
Total	**19.76**	**23.19**	**15.47**

* Margin money deposits with banks are lien marked.

6(ii) Other financial assets
Current
Unsecured, considered good

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Security deposits	10.43	16.29	3.50
Interest accrued on deposits	0.92	1.39	0.26
Other receivable	1.45	8.19	18.30
Total	**12.80**	**25.87**	**22.06**

(Amount in INR millions, unless otherwise stated)

7(i) Other non-current assets

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Capital advances			
Unsecured, considered good^	502.22	64.09	9.41
Unsecured, considered doubtful	1.59	1.59	1.59
	503.81	**65.68**	**11.00**
Less: Allowance for doubtful advances	(1.59)	(1.59)	(1.59)
	502.22	**64.09**	**9.41**
Receivable from government authorities (refer note 43)	160.03	4.05	0.48
Other advances			
Unsecured, considered good	-	-	-
Unsecured, considered doubtful	4.10	3.82	2.25
	4.10	**3.82**	**2.25**
Less: allowance for doubtful advances	(4.10)	(3.82)	(2.25)
	-	-	-
Security Deposits	7.79	7.49	3.74
Prepaid expenses	1.33	1.00	0.82
Total	**671.37**	**76.63**	**14.45**

^refer note 36 for related party disclosures

7(ii) Other current assets

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Advances to suppliers			
Unsecured, considered good	59.83	71.94	24.67
Balances with statutory authorities	99.98	197.99	67.74
Prepaid expenses	50.81	41.41	30.57
Advance to Employees*	1.03	0.94	1.71
Other receivable	-	-	4.30
Total	**211.65**	**312.28**	**128.99**

*refer note 36 for related party disclosures

8 Inventories

(At lower of cost or net realisable value)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Raw materials	2,018.62	1,945.00	868.67
Goods-in-Transit - Raw Materials	536.59	489.99	261.78
Work-in-progress	128.83	57.79	59.67
Finished goods	252.67	280.18	214.58
Total	**2,936.71**	**2,772.96**	**1,404.70**

Notes:

i) The cost of inventories (including spares, consumables and trading goods) recognised as an expense including provision for the year ended March 31, 2023 INR 13,318.91 millions (March 31, 2022 INR 8,010.20 millions and March 31, 2021 INR 6,568.68 millions).

ii) The total inventory is net off provision for slow moving inventory for the year ended March 31, 2023 amounting to INR 5.90 millions (March 31, 2022 INR Nil and March 31, 2021 INR Nil).

(Amount in INR millions, unless otherwise stated)

9 Trade Receivable

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Trade receivables - considered good - unsecured	4,790.87	3,561.97	2,341.81
Trade receivables- credit impaired	41.47	15.60	-
	4,832.34	**3,577.57**	**2,341.81**
Less: Loss allowance	(41.47)	(15.60)	-
Total	**4,790.87**	**3,561.97**	**2,341.81**

Refer note 36 for related party disclosures

The Holding Company discounted trade receivables with banks for cash proceeds. If the trade receivables are not paid at maturity, the bank has the right to request the Holding Company to pay the unsettled balance. As the Holding Company has not transferred the significant risks and rewards relating to these trade receivables, it continues to recognise the full carrying amount of the receivables and has recognised the cash received on the transfer as current borrowing.

At the end of the reporting period, the carrying amount of the trade receivables that have been discounted but have not been derecognised amounted at year ended March 31, 2023 INR 1,145.96

millions, (March 31, 2022 INR 2,089.69 millions and March 31, 2021 INR 1,029.07 millions) and the equivalent amount has been shown under current borrowings.(refer note 16(ii))

Refer note 40-C.1 which details that the Group does not have any expected loss based impairment recognised trade receivables, as such, based on management's assessments there is no significant credit risk concentration in respect of trade receivables.

Ageing Schedule as at March 31, 2023

Particulars	Not Due	Outstanding from due date of Payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	more than 3 years	
(i) Undisputed Trade Receivables - considered good	4,384.03	395.04	7.17	2.50	2.13	-	4,790.87
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	5.18	36.29	-	41.47
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
	4,384.03	**395.04**	**7.17**	**7.68**	**38.42**	**-**	**4,832.34**
Less: Loss allowance	-	-	-	(5.18)	(36.29)	-	(41.47)
Total	**4,384.03**	**395.04**	**7.17**	**2.50**	**2.13**	**-**	**4,790.87**

Ageing Schedule as at March 31, 2022

Particulars	Outstanding from due date of Payment						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	more than 3 years	Total
(i) Undisputed Trade Receivables - considered good	3,300.87	224.32	13.91	22.87	-	-	**3,561.97**
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	15.60	-	-	15.60
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
	3,300.87	**224.32**	**13.91**	**38.47**	**-**	**-**	**3,577.57**
Less: Loss allowance	-	-	-	(15.60)	-	-	(15.60)
Total	**3,300.87**	**224.32**	**13.91**	**22.87**	**-**	**-**	**3,561.97**

Ageing Schedule as at March 31, 2021

Particulars	Outstanding from due date of Payment						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	more than 3 years	Total
(i) Undisputed Trade Receivables - considered good	2,123.36	203.00	15.40	0.05	-	-	**2,341.81**
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
	2,123.36	**203.00**	**15.40**	**0.05**	**-**	**-**	**2,341.81**
Less: Loss allowance	-	-	-	-	-	-	-
Total	**2,123.36**	**203.00**	**15.40**	**0.05**	**-**	**-**	**2,341.81**

(Amount in INR millions, unless otherwise stated)

10 Cash and cash equivalents

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Balances with Banks:			
in current accounts	600.11	217.97	36.24
Cheques on hand	-	23.06	-
Cash on hand	0.07	0.44	0.24
Total	**600.18**	**241.47**	**36.48**

11 Other bank balances

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Deposits with original maturity for more than three months but less than twelve months	28.45	27.69	78.91
Margin Money*	125.93	320.50	-
Total	**154.38**	**348.19**	**78.91**

* Margin money deposits with banks are lien marked.

12 Income tax assets (net)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Advance tax (net of provisions)*	41.75	20.75	1.45
Breakup of above:			
Non-current	41.75	14.39	-
Current	-	6.36	1.45

*includes paid under protest March 31, 2023 INR 6.30 million, (March 31, 2022 INR 2.80 million and March 31, 2021 INR 0.56 millions)

(Amount in INR millions, unless otherwise stated)

13 Equity share capital

a) Authorised share capital

Particulars	Number of shares	Amount
Balance as at April 1, 2020	5,00,00,000	500.00
Issued during the year	-	-
Balance as at March 31, 2021	**5,00,00,000**	**500.00**
Issued during the year	2,00,00,000	200.00
Balance as at March 31, 2022	**7,00,00,000**	**700.00**
Issued during the year	-	-
Balance as at March 31, 2023	**7,00,00,000**	**700.00**

On July 30, 2021, the Shareholders of the Holding Company increased the authorised equity share capital of the Holding Company to INR 700.00 millions divided into 7,00,00,000 equity shares of INR 10/- each.

b) Issued, subscribed and fully paid up equity shares

Particulars	Number of shares	Amount
Balance as at April 1, 2020	**4,81,72,261**	**481.72**
Issued during the year	-	-
Balance as at March 31, 2021	**4,81,72,261**	**481.72**
Issued during the year*	39,16,751	39.17
Balance as at March 31, 2022	**5,20,89,012**	**520.89**
Issued during the year	-	-
Balance as at March 31, 2023	**5,20,89,012**	**520.89**

* During the year ended March 31, 2022, the Holding Company has allotted 39,16,751 equity shares of face value INR 10/- each, at a premium of INR 80.90 per share.(refer note 15)

c) Rights, preferences and restrictions attached to equity shares

The Holding company has only one class of equity shares having a par value of INR 10/- per share. Each shareholder is entitled for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting except in the case of interim dividend. In the event of liquidation of the Holding company, the equity shareholders are entitled to receive the remaining assets of the Holding company, after distribution of all preferential amounts, in proportion of their shareholding.

d) List of shareholders holding more than 5% of the equity share capital of the Holding Company at the end of the year:

Name of the Shareholders	As at March 31, 2023		As at March 31, 2022		As at March 31, 2021	
	No. of Shares	% Holding	No. of Shares	% Holding	No. of Shares	% Holding
Bajrang Bothra	96,56,558	18.54%	98,96,912	19.00%	1,20,45,238	25.00%
Ajay DD Singhania	92,45,800	17.75%	93,76,022	18.00%	2,40,86,131	50.00%
Sanjay Singhania	92,45,800	17.75%	93,76,022	18.00%	-	-
Laxmi Pat Bothra	54,89,437	10.54%	57,29,791	11.00%	-	-
Pinky Ajay Singhania	35,36,099	6.79%	36,46,231	7.00%	-	-
Preity Singhania	35,36,099	6.79%	36,46,231	7.00%	-	-
Nikhil Bothra	36,46,231	7.00%	36,46,231	7.00%	1,20,40,892	25.00%
Nitin Bothra	36,46,231	7.00%	36,46,231	7.00%	-	-
Rajjat Kumar Bothra	31,25,341	6.00%	31,25,341	6.00%	-	-

As per the records of the Holding Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents legal ownership of shares.

(Amount in INR millions, unless otherwise stated)

e) Shares held by promoters of the Holding Company:

As at March 31, 2023

Name of promoters	As at March 31, 2023		As at March 31, 2022		% change during the year
	No. of shares	% of total shares	No. of shares	% of total shares	
Bajrang Bothra	96,56,558	18.54%	98,96,912	19.00%	-0.46%
Ajay DD Singhania	92,45,800	17.75%	93,76,022	18.0%	-0.25%
Sanjay Singhania	92,45,800	17.75%	93,76,022	18.0%	-0.25%
Laxmi Pat Bothra	54,89,437	10.54%	57,29,791	11.0%	-0.46%
Pinky Ajay Singhania	35,36,099	6.79%	36,46,231	7.0%	-0.21%
Preity Singhania	35,36,099	6.79%	36,46,231	7.0%	-0.21%
Nikhil Bothra	36,46,231	7.00%	36,46,231	7.0%	-
Nitin Bothra	36,46,231	7.00%	36,46,231	7.0%	-
Rajjat Kumar Bothra	31,25,341	6.00%	31,25,341	6.0%	-

As at March 31, 2022

Name of promoters	As at March 31, 2022		As at March 31, 2021		% change during the year
	No. of shares	% of total shares	No. of shares	% of total shares	
Bajrang Bothra	98,96,912	19.00%	1,20,45,238	25.00%	-6.00%
Ajay DD Singhania	93,76,022	18.00%	2,40,86,131	50.00%	-32.00%
Sanjay Singhania	93,76,022	18.00%	-	-	18.00%
Laxmi Pat Bothra	57,29,791	11.00%	-	-	11.00%
Pinky Ajay Singhania	36,46,231	7.00%	-	-	7.00%
Preity Singhania	36,46,231	7.00%	-	-	7.00%
Nikhil Bothra	36,46,231	7.00%	1,20,40,892	25.00%	-18.00%
Nitin Bothra	36,46,231	7.00%	-	-	7.00%
Rajjat Kumar Bothra	31,25,341	6.00%	-	-	6.00%

As at March 31, 2021

Name of promoters	As at March 31, 2021		As at March 31, 2020		% change during the year
	No. of shares	% of total shares	No. of shares	% of total shares	
Bajrang Bothra	1,20,45,238	25.00%	1,20,45,238	25.00%	-
Ajay DD Singhania	2,40,86,131	50.00%	2,40,86,131	50.00%	-
Sanjay Singhania	-	-	-	-	-
Laxmi Pat Bothra	-	-	-	-	-
Pinky Ajay Singhania	-	-	-	-	-
Preity Singhania	-	-	-	-	-
Nikhil Bothra	1,20,40,892	25.00%	1,20,40,892	25.00%	-
Nitin Bothra	-	-	-	-	-
Rajjat Kumar Bothra	-	-	-	-	-

EPACK DURABLE LIMITED
(Formerly Known as EPACK Durable Private Limited and EPACK Durables Solutions Private Limited)
CIN: U74999UP2019PLC116048
Notes to Restated Financial Information
(Amount in INR millions, unless otherwise stated)

14 Instruments entirely equity in nature

a) Authorised share capital

Particulars	Preference shares	Amount	Preference shares Series A	Amount	Total Number of Shares	Total Amount
0.0001% Non-cumulative CCPS of Rs. 10 each, fully paid up:						
As at April 01, 2020	-	-	-	-	-	-
Increase during the year	-	-	-	-	-	-
As at March 31, 2021	-	-	-	-	-	-
Increase during the year	20,000,000	200.00	-	-	20,000,000	200.00
As at March 31, 2022	**20,000,000**	**200.00**	-	-	**20,000,000**	**200.00**
Increase during the year	-	-	11,100,000	111.00	11,100,000	111.00
As at March 31, 2023	**20,000,000**	**200.00**	**11,100,000**	**111.00**	**31,100,000**	**311.00**

On July 30,2021, the Board of Directors of the Holding Company increased the authorised share capital of the Company to INR 200.00 millions divided into 20,000,000 equity shares of INR10/- each

On August 12, 2022, the Board of Directors of the Holding Company further increased the authorised share capital of the Company by INR 111.00 millions divided into 11,100,000 Series A preference shares of INR 10/- each.

b) Issued, subscribed and fully paid up compulsorily convertible preference share capital*

Particulars	Preference shares	Amount	Preference shares Series A	Amount	Total Number of Shares	Total Amount
As at April 01, 2020	-	-	-	-	-	-
Issued during the year	-	-	-	-	-	-
As at March 31, 2021	-	-	-	-	-	-
Issued during the year	-	-	-	-	-	-
As at March 31, 2022	-	-	-	-	-	-
Increase on account of modification of CCPS terms (refer note 21)**	**18,823,529**	**188.24**	-	-	18,823,529	188.24
As at March 31, 2023	**18,823,529**	**188.24**	-	-	**18,823,529**	**188.24**

*Also refer note 21.

**During the previous year ended March 31, 2022, the Holding Company has allotted 18,823,529 Non Cumulative Compulsorily Convertible Preference shares of face value of INR 10 each, at a premium of INR 75 per share.

c) List of shareholders holding more than 5% shares in the Holding Company*:

Particulars	As at March 31, 2023		As at March 31, 2022		As at March 31, 2021	
	No. of Shares	% Holding	No. of Shares	% Holding	No. of Shares	% Holding
0.0001% Non-cumulative CCPS of Rs. 10 each, fully paid up:						
India Advantage Fund S4 1	1,73,17,647	92.00%	-	-	-	-
Dynamic India Fund S4 US 1	15,05,882	8.00%	-	-	-	-
Total	**1,88,23,529**	**100.00%**	-	-	-	-

*Also refer note 21.

Terms and rights of Compulsorily Convertible Preference Shares (CCPS) issued to India Advantage Fund S4 1 and Dynamic India Fund S4 US 1:

I. CCPS would be compulsorily converted into 1,57,85,057 number of equity shares as agreed between the company and CCPS holders at the option of the CCPS holders at any time after the date of allotment of CCPS but not later than 20 years from the date of allotment.

The holders of CCPS –
a) carry a preferential right vis-à-vis the holders of equity shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital;

b) carry, inter alia¸ following right in the event of liquidation:
The total proceeds from such liquidation event (whether in cash, or consideration other than cash to the extent such consideration other than cash has been approved by investor's consent) ("Distributable Proceeds"), shall be distributed in following manner:
II. In priority to all other shareholders, investors shall, on a pari passu basis, be entitled to an amount equal to the higher of following

(i) consideration paid by the investors towards the purchase of their respective investor shares plus any accrued or declared but unpaid dividends on such investor shares; and
(ii) an amount which is proportionate to the investors respective shareholding percentage in Company ("Liquidation Amount");

III. If distributable Proceeds are less than Liquidation Amount, the promoters and other shareholders (other than the investors) shall not be entitled to receive any Distributable Proceeds. If the Distributable Proceeds are higher than the Liquidation Amount, then the balance amount after distributing the Liquidation Amount to the investors, shall be distributed among the shareholders (other than the Investors) of the Company in ratio of their inter-se shareholding.

IV. During the year ended March 31, 2022, the Holding Company issued 17,317,647 Non Cumulative Compulsorily Convertible preference shares (CCPS) of INR 10 each to India Advantage Fund S4 I and 1,505,882 Non Cumulative CCPS of INR 10 each to Dynamic India Fund S4 US1. Each CCPS may be converted into Equity Share, at any time at the option of the holders of the CCPS. Provided, however, that each CCPS shall, subject to applicable Law, automatically be converted into Equity Shares upon the earlier of (i) 1 (One) day prior to the expiry of its Tenure; or (ii) in connection with an IPO, prior to the filing of a prospectus (or equivalent document, by whatever name called) by the Holding Company with the competent authority or such later date as may be permitted under applicable Law.

The preference shares are compulsorily convertible into equity shares based on various conversion and exit options as per the terms of the shareholders' agreement. As per the shareholders' agreement, the Holding Company shall make its best efforts to provide an exit to investors through an IPO (Initial Public Offer) on or before June 30, 2025 ("Cut-Off Date"). As per the arrangement with Investors, the Holding Company has additional 15 months available from the cut-off date to undertake an IPO along with third party sale rights. If within the Exit Period, as defined in the terms of the agreement, the Holding Company is unable to provide exit to Investors, then Investors shall be entitled to issue a written notice to the Holding Company and its Promoters to provide an exit at fair market value of securities.

During the year ended March 31, 2023, above terms were amended pursuant to waiver cum amendment agreement approved in the shareholders' meeting dated March 30, 2023 and subsequent board meeting dated June 12, 2023 and shareholders' meeting dated June 13, 2023, wherein the aforesaid CCPS holders have waived off buy back rights associated with 1,88,23,529 CCPS held by them and agreed / fixed the conversion ratio of CCPS in to equity shares w.e.f April 1, 2022.

(Amount in INR millions, unless otherwise stated)

15 Other equity

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Securities premium			
Balance at the beginning of the year	316.86	-	-
Add : Issue of equity shares during the year*	-	316.86	-
Add: Change on account of modification of CCPS terms (refer note 21)	1,411.76	-	-
Balance at the end of the year	**1,728.62**	**316.86**	**-**
Retained earnings			
Opening balance	380.90	207.41	129.25
Add : Restated profit for the year	319.72	174.34	78.03
Less : Restated other comprehensive income / (loss), net of tax	(2.19)	(0.85)	0.13
Closing balance	**698.43**	**380.90**	**207.41**
Total	**2,427.05**	**697.76**	**207.41**

* During the year ended March 31, 2022 the Holding company has issued 39,16,751 equity shares to the shareholders of EPACK Components Private Limited (formerly known as E-Durables Prefab Private Limited) on account of acquisition of its 100% equity share capital @ INR 90.90 per share. The face value of the equity share is INR 10 per share and the balance of INR 80.90 per share has been accounted in the securities premium account amounting to INR 316.86 millions.

Nature and purpose of reserves:

(i) Securities premium

Securities premium account has been created consequent to issue of shares. The reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

(ii) Retained earnings

Retained earnings are created from the profit / loss of the Group, as adjusted for distributions to owners, transfers to other reserves, etc.

16(i) Borrowings
Non Current

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Secured-at amortised cost			
Term loan from banks	1,410.34	838.34	804.07
Term loan from non banking financial company	-	15.76	-
Vehicle loan	14.30	0.03	1.93
	1,424.64	**854.13**	**806.00**
Less: Current maturities of long term borrowings (from bank and non banking financial company)	(288.84)	(257.93)	(128.90)
Total	**1,135.80**	**596.20**	**677.10**

16(ii) Borrowings
Current

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Secured-at amortised cost			
Current maturities of long term borrowings (from bank and non banking financial company)	288.84	257.93	128.90
Buyer's credit	215.28	410.41	182.30
Working capital demand loan (WCDL)	1,582.59	345.00	367.02
Cash credit (CC)	301.01	4.56	-
Vendor bills discounting	254.97	136.02	-
Amounts due on factoring (refer note-9)*	1,145.96	2,089.69	1,029.07
Unsecured			
From related parties	-	-	1.18
Total	**3,788.65**	**3,243.61**	**1,708.47**

*charge over Holding Company's certain trade receivables

(Amount in INR millions, unless otherwise stated)

a) Nature of security

Name of lendor	Security	Personal Guarantees
1.Yes Bank Limited 2. HDFC Bank Limited 3. IDFC First Bank Limited 4. Kotak Mahindra Bank Limited 5. IndusInd Bank Limited 6. ICICI Bank Limited 7. Axis Bank Limited 8. SBM Bank (India) Limited 9. Citi Bank Limited 10. Corporation Bank	1) First Pari Passu charge by way of hypothecation on current assets of the company (both present and future). 2) First Pari Passu charge by way of hypothecation on movable property, plant and equipment of the company (both present & future). 3) First Pari Passu charge by way of mortgage over immovable property, plant and equipment located at Plot No.C-6, UPSIDC Industrial Area, Selaqui, Dehradun (Uttarakhand). 4) First Pari Passu charge by way of mortgage over immovable property, plant and equipment located at Plot No. A1 & A-2, ELCINA, Salarpur Industrial Area, Bhiwadi, Rajasthan. 5) First Pari Passu charge by way of mortgage over immovable property, plant and equipment located at Plot No.850, EMC - 1st Avenue, Sri City-517 646, Andhra Pradesh for HDFC Bank Limited and IDFC First Bank Limited. 6) Vehicle loans are hypothecated against vehicles purchased.	Unconditional and Irrevocable Personal Guarantees of Mr. Bajrang Bothra, Mr. Laxmi Pat Bothra, Mr. Sanjay Singhania and Mr. Ajay DD Singhania to remain valid during entire tenure of the loan
HDFC Bank Limited	First Pari Passu charge on Land and Building at Plot No. C-5, UPSIDC Industrial Area, Selaqui, Dehradun (Uttarakhand)	Personal Guarantees of Mr. Bajrang Bothra, Mr. Laxmi Pat, Mr. Sanjay Singhania and Mr. Ajay DD Singhania
Tata Capital Financial Services Limited	First Pari Passu charge by way of hypothecation on entire present and future Current Assets and Movable Fixed Assets. First Pari Passu by way of Mortgage of Land & Building situated at C-5, UPSIDC Industrial Area, Selaqui, Dehradun (Uttarakhand)	

Name of lendor	Nature of Loan	As at March 31, 2023		As at March 31, 2022		As at March 31, 2021	
		Rate of interest	Frequency of Installment	Rate of interest	Frequency of Installment	Rate of interest	Frequency of Installment
HDFC Bank Limited	Term Loan-1	7.75%	Quarterly	7.70%	Quarterly	9.60%	Quarterly
	Term Loan-2	-	-	7.70%	Quarterly	9.60%	Quarterly
	Term Loan-3	9.25%	Monthly	7.70%	Quarterly	8.45%	Quarterly
	Term Loan-4	9.25%	Monthly	7.50%	Monthly	7.50%	Monthly w.e.f. 28 Feb 2022
	Term Loan-5	9.23%	Monthly	7.50%	Monthly	7.50%	Monthly w.e.f. 30 Apr 2022
	Term Loan-6	9.23%	Quarterly	-	-	-	-
	Term Loan-7	9.23%	Quarterly	-	-	-	-
	Term Loan-8	9.23%	Quarterly	-	-	-	-
	Term Loan-9	9.23%	Quarterly	-	-	-	-
	Term Loan-10	9.23%	Quarterly	-	-	-	-
	Term Loan-11	9.23%	Quarterly	-	-	-	-
	Term Loan-12	9.23%	Quarterly	-	-	-	-
	Term Loan-13	9.23%	Quarterly	-	-	-	-
	Term Loan-14	9.23%	Quarterly	-	-	-	-
	Term Loan-15	9.23%	Quarterly	-	-	-	-
	Term Loan-16	-	-	-	-	8.65%	Monthly
	CC/WCDL	6% to 9%	On demand	6% to 9%	On demand	6% to 9%	On demand
	Vehicle Loan-1	-	-	-	-	10.30%	Monthly
	Vehicle Loan-2	7.70%	Monthly	-	-	-	-
	Vehicle Loan-3	8.50%	Monthly	-	-	-	-
Yes Bank Limited	Term Loan-1	9.85%	Quarterly	10.70%	Quarterly	10.70%	Quarterly
	Term Loan-2	9.50%	Quarterly	9.75%	Quarterly	9.75%	Quarterly
	Term Loan-3	9.25%	Monthly	8.40%	Monthly	8.40%	Monthly w.e.f. 20 Feb 2022
	CC/WCDL	6% to 9%	On demand	6% to 9%	On demand	6% to 9%	On demand
IndusInd Bank Limited	CC/WCDL	6% to 9%	On demand	6% to 9%	On demand	6% to 9%	On demand
	Term Loan-1	-	-	11.00%	Quarterly	11.00%	Quarterly
IDFC First Bank Limited	CC/WCDL	8.90%	On demand	6% to 9%	On demand	-	-
	Term Loan-1	8.90%	Quarterly	9.05%	Quarterly	-	-
	Term Loan-2	9.30%	Quarterly	-	-	-	-
Corporation Bank	Vehicle Loan	-	-	-	-	8.90%	Monthly
ICICI Bank Limited	Vehicle Loan	-	-	9.05%	Monthly	9.05%	Monthly
	CC/WCDL	9.25%	On demand	6% to 9%	On demand	-	-
Kotak Mahindra Bank Limited	CC/WCDL	6% to 9%	On demand	6% to 9%	On demand	-	-
Axis Bank Limited	CC/WCDL	6% to 9%	On demand	6% to 9%	On demand	-	-
Citi Bank Limited	CC/WCDL	7.5% to 9%	On demand	-	-	-	-
Tata Capital Financial Services Limited	Term Loan-1	-	-	11.25%	Monthly	-	-
	Term Loan-2	-	-	11.25%	Monthly	-	-

For maturity profile of above loans, refer note 40 C.2 (Liquidity risk)

(Amount in INR millions, unless otherwise stated)

17 Lease liabilities

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Opening balance	314.42	237.09	167.95
Add: Addition during the year	43.67	107.59	95.86
Less: Lease rent paid	(61.82)	(55.97)	(41.02)
Add: Interest expense for the year	28.07	25.71	14.30
Closing balance	**324.34**	**314.42**	**237.09**
Current	**64.59**	56.18	52.47
Non-current	**259.75**	258.24	184.62

Refer note 39 for disclosure related to leases

Reconciliation of liabilities arising from financing activities

Particulars	Long term Borrowings (including current maturities)	Lease liabilities	Short term Borrowings	Other financial liabilities (CCPS) (restated refer note 42)	Interest and finance charges	Total
As At April 1, 2020	**359.64**	**167.95**	**2,172.15**	-	**1.45**	**2,701.19**
Cash flows:						
Proceeds/(repayments) net	446.36	(26.72)	(592.58)	-	-	(172.94)
Interest paid on borrowings	-	-	-	-	(231.72)	(231.72)
Interest paid on lease liabilities	-	-	-	-	(14.30)	(14.30)
Other finance cost paid	-	-	-	-	(6.46)	(6.46)
Interest and finance charges	-	-	-	-	255.79	255.79
Non Cash						
Addition during the year	-	95.86	-	-	-	**95.86**
As At March 31, 2021	**806.00**	**237.09**	**1,579.57**	-	**4.76**	**2,627.42**
Addition on account of business combination (refer note-3 (iii))	28.33	-	163.59	-	0.64	**192.56**
Cash flows:						
Proceeds/(repayments) net	19.80	(30.26)	1,242.52	1,600.00	-	**2,832.06**
Interest paid on borrowings	-	-	-	-	(190.22)	**(190.22)**
Interest paid on lease liabilities	-	-	-	-	(25.71)	**(25.71)**
Other finance cost paid	-	-	-	-	(80.68)	**(80.68)**
Interest and finance charges	-	-	-	-	293.83	**293.83**
Non Cash						
Addition during the year	-	107.59	-	-	-	**107.59**
Unrealised exchange (gain)/loss	-	-	-	-	-	-
Balance as at March 31, 2022	**854.13**	**314.42**	**2,985.68**	**1,600.00**	**2.62**	**5,756.85**
Cash flows:						
Proceeds/(repayments) net	570.51	(33.75)	509.83	1,600.00	-	**2,646.59**
Interest paid on borrowings	-	-	-	-	(244.02)	**(244.02)**
Interest paid on lease liabilities	-	-	-	-	(28.07)	**(28.07)**
Other finance cost paid	-	-	-	-	(29.06)	**(29.06)**
Interest and finance charges	-	-	-	-	314.60	**314.60**
Non Cash						
Addition during the year	-	43.67	-	15.50	-	**59.17**
Unrealised exchange (gain)/loss	-	-	4.30	-	-	**4.30**
CCPS reclassified to equity (refer note 14)	-	-	-	(1,600.00)	-	**(1,600.00)**
Closing balance as at March 31 2023	**1,424.64**	**324.34**	**3,499.81**	**1,615.50**	**16.07**	**6,880.36**

18(i) Provisions
Non Current

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Provision for employee benefits			
Provision for gratuity*	28.22	19.74	9.54
Total	**28.22**	**19.74**	**9.54**

*For disclosure related to provision for gratuity-refer note 34-Employee benefit obligations

18(ii) Provisions
Current

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Current			
Provision for employee benefits			
Provision for gratuity*	3.88	2.91	1.49
Provision for compensated absences	2.39	2.01	4.42
Provision for field rejection loss	-	5.78	10.55
Total	**6.27**	**10.70**	**16.46**

*For disclosure related to provision for gratuity-refer note 34-Employee benefit obligations

(Amount in INR millions, unless otherwise stated)

19 Deferred tax liabilities(Net)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Items comprising deferred tax liabilities			
Property, plant and equipment and intangible assets	177.12	144.75	79.13
Right of use assets	69.62	70.90	55.14
Items comprising deferred tax assets			
Lease liabilities	(81.63)	(79.13)	(59.67)
Loss allowance for doubtful receivables and advances	(11.87)	(5.29)	(0.97)
Other deductible temporary differences	(14.18)	(6.96)	(4.73)
Net deferred tax (assets) / liabilities	**139.06**	**124.27**	**68.90**

Significant component of net deferred tax (assests) and liabilities for the year ended March 31, 2023

Particulars	April 1, 2022	Recognised in other comprehensive income	Recognised in statement of profit and loss	March 31, 2023
Items comprising deferred tax liabilities				
Property, plant and equipment and intangible assets	144.75	-	32.37	177.12
Right of use assets	70.90	-	(1.28)	69.62
Items comprising deferred tax assets				
Lease liabilities	(79.13)	-	(2.50)	(81.63)
Loss allowance for doubtful receivables and advances	(5.29)	-	(6.58)	(11.87)
Other deductible temporary differences	(6.96)	(0.73)	(6.49)	(14.18)
Net deferred tax (assets) / liabilities	**124.27**	**(0.73)**	**15.52**	**139.06**

Significant component of net deferred tax (assests) and liabilities for the year ended March 31, 2022

Particulars	As at April 1, 2021	Addition on account of business combination (refer note-3 (iiia))	Recognised in other comprehensive income	Recognised in statement of profit and loss	As at March 31, 2022
Items comprising deferred tax liabilities					
Property, plant and equipment and intangible assets	79.13	50.58	-	15.04	144.75
Right of use assets	55.14	-	-	15.76	70.90
Items comprising deferred tax assets					
Lease liabilities	(59.67)	-	-	(19.46)	(79.13)
Loss allowance for doubtful receivables and advances	(0.97)	(4.32)	-	-	(5.29)
Other deductible temporary differences	(4.73)	(1.84)	(0.29)	(0.10)	(6.96)
Net deferred tax (assets) / liabilities	**68.90**	**44.42**	**(0.29)**	**11.24**	**124.27**

Significant component of net deferred tax (assests) and liabilities for the year ended March 31, 2021

Particulars	April 1, 2020	Recognised in other comprehensive income	Recognised in statement of profit and loss	March 31, 2021
Items comprising deferred tax liabilities				
Property, plant and equipment and intangible assets	72.11	-	7.02	79.13
Right of use assets	39.88	-	15.26	55.14
Items comprising deferred tax assets				
Lease liabilities	(42.27)	-	(17.40)	(59.67)
Loss allowance for doubtful receivables and advances	-	-	(0.97)	(0.97)
Other deductible temporary differences	(2.48)	0.04	(2.29)	(4.73)
Net deferred tax (assets) / liabilities	**67.24**	**0.04**	**1.62**	**68.90**

(Amount in INR millions, unless otherwise stated)

20 Trade payables

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Total outstanding dues of micro enterprises and small enterprises (refer note 37)	192.24	181.35	99.81
Total outstanding dues of creditors other than micro enterprises and small enterprises	3,698.51	3,157.97	1,419.47
Total	**3,890.75**	**3,339.32**	**1,519.28**

Amount includes March 31, 2023 INR 205.90 millions, March 31, 2022 INR 156.43 millions and March 31, 2021 INR 46.29 millions payable towards invoices discounted by vendors through open exchanges under TReDS scheme.
Refer note 36 for related party disclosures

Trade payable ageing schedule as at March 31, 2023

Particulars	Not due	Outstanding from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Micro and small enterprises	165.13	27.11	-	-	-	192.24
(ii) Other than micro and small enterprises	3,433.59	261.78	1.35	0.26	1.53	3,698.51
(iii) Disputed dues - micro and small enterprises	-	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-	-
Total	**3,598.72**	**288.89**	**1.35**	**0.26**	**1.53**	**3,890.75**

Trade payable ageing schedule as at March 31, 2022

Particulars	Outstanding from due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Micro and small enterprises	177.60	3.75	-	-	-	181.35
(ii) Other than micro and small enterprises	3,097.80	58.38	0.26	1.53	-	3,157.97
(iii) Disputed dues - micro and small enterprises	-	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-	-
Total	**3,275.40**	**62.13**	**0.26**	**1.53**	**-**	**3,339.32**

Trade payable ageing schedule as at March 31, 2021

Particulars	Outstanding from due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Micro and small enterprises	91.04	8.77	-	-	-	99.81
(ii) Other than micro and small enterprises	1,362.73	55.21	1.53	-	-	1,419.47
(iii) Disputed dues - micro and small enterprises	-	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-	-
Total	**1,453.77**	**63.98**	**1.53**	**-**	**-**	**1,519.28**

21 Other financial liabilities

Current

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Measured at fair value through profit and loss account			
Derivative Liabilities	3.23	1.73	5.41
Non Cumulative Compulsorily Convertible Preference Shares (CCPS)*	1,615.50	1,600.00	-
Others			
Interest accrued but not due on borrowings	16.07	2.62	4.76
Payable for acquisition of property, plant and equipment	144.28	54.36	0.74
Security deposit received from customers	3.00	-	59.35
Other payables	135.34	87.04	53.09
Total	**1,917.42**	**1,745.75**	**123.35**

Refer note 36 for related party disclosures
*Notes:
i.During the year ended March 31, 2023, the Holding Company has alloted 1,10,34,484 Non Cumulative Compulsorily Convertible Preference Shares amounting to INR 1,600.00 millions to Augusta Investments Zero Pte. Ltd., which has been accounted as "Financial liability" measured at fair value through profit and loss. Such CCPS are fair valued through profit and loss and the fair valuation loss amounting to INR 15.50 millions has been accounted in the "Exceptional items" (refer note 31).

(Amount in INR millions, unless otherwise stated)

ii. During the year ended March 31, 2022, the Holding Company had alloted 1,88,23,529 Non Cumulative Compulsorily Convertible Preference Shares amounting to INR 1,600.00 millions to India Advantage Fund S4 1 and Dynamic India Fund S4 US 1. During the year, terms of these CCPS were amended pursuant to waiver cum amendment agreement approved in the shareholders' meeting dated March 30, 2023 and subsequent board meeting dated June 12, 2023 and shareholders' meeting dated June 13, 2023, wherein the aforesaid CCPS holders have waived off buy back rights associated with 1,88,23,529 CCPS held by them and agreed / fixed the conversion ratio of CCPS in to equity shares w.e.f April 1, 2022.
Consequently, INR 188.24 millions have been reclassified as "Instruments entirely equity in nature" (refer note 14) and INR 1,411.76 millions have been reclassified as "Other equity - Securities Premium" (refer note 15). There is no resultant gain or loss on derecognition of financial liability.

Terms and rights of Compulsorily Convertible Preference Shares (CCPS) issued to Augusta Investments Zero Pte. Ltd.:
I. CCPS would be compulsorily converted into such number of equity shares at the option of the CCPS holder at any time after the date of allotment of CCPS but not later than 20 years from the date of allotment.
The holders of CCPS –

a) carry a preferential right vis-à-vis the holders of equity shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital;

b) carry, inter alia¸ following right in the event of liquidation:

The total proceeds from such liquidation event (whether in cash, or consideration other than cash to the extent such consideration other than cash has been approved by investor's consent) ("Distributable Proceeds"), shall be distributed in following manner:

II. In priority to all other shareholders, investors shall, on a *pari passu* basis, be entitled to an amount equal to the higher of following

i) consideration paid by the investors towards the purchase of their respective investor shares plus any accrued or declared but unpaid dividends on such investor shares; and
(ii) an amount which is proportionate to the investors respective shareholding percentage in Company (Computed on fully diluted basis) ("Liquidation Amount");

III. If distributable Proceeds are less than Liquidation Amount, the promoters and other shareholders (other than the investors) shall not be entitled to receive any Distributable Proceeds. If the Distributable Proceeds are higher than the Liquidation Amount, then the balance amount after distributing the Liquidation Amount to the investors, shall be distributed among the shareholders (other than the Investors) of the Company in ratio of their inter-se shareholding.

IV. During the year ended March 31, 2023, the Company issued 110,34,484 Non Cumulative Compulsorily Convertible preference shares (CCPS) of INR 10 to Augusta Investments Zero Pte. Ltd. Each CCPS may be converted into Equity Share, at any time at the option of the holders of the CCPS. Provided, however, that each CCPS shall, subject to applicable Law, automatically be converted into Equity Shares upon the earlier of (i) 1 (One) day prior to the expiry of its Tenure; or (ii) in connection with an IPO, prior to the filing of a prospectus (or equivalent document, by whatever name called) by the Company with the competent authority or such later date as may be permitted under applicable Law.

The preference shares are compulsorily convertible into equity shares based on various conversion and exit options as per the terms of the shareholders' agreement. As per the shareholders' agreement, the Company shall make its best efforts to provide an exit to investors through an IPO (Initial Public Offer) on or before June 30, 2025 ("Cut-Off Date"). As per the arrangement with Investors, the Company has additional 15 months available from the cut-off date to undertake an IPO along with third party sale rights. If within the Exit Period, as defined in the terms of the agreement, the Company is unable to provide exit to Investors, then Investors shall be entitled to issue a written notice to the Company and its Promoters to provide an exit at fair market value of securities.

The above terms were amended pursuant to waiver cum amendment agreement approved in the shareholders' meeting dated March 30, 2023 and subsequent board meeting dated June 12, 2023 and shareholders' meeting dated June 13, 2023, wherein the aforesaid CCPS holders have waived off buy back rights associated with 1,10,34,484 CCPS held by them w.e.f. agreement date.

22 Other current liabilities

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Advance from customers	3.60	5.42	3.13
Statutory liabilities	271.26	147.66	151.20
Total	**274.86**	**153.08**	**154.33**

(Amount in INR millions, unless otherwise stated)

23 Revenue from operations

(a) Revenue from contracts with customers

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Sale of Products:			
Manufactured goods	14,673.59	9,093.12	7,222.63
Traded goods	311.02	-	-
Total	**14,984.61**	**9,093.12**	**7,222.63**

(b) Other operating revenue

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Scrap Sales	241.70	133.96	86.49
Government grants (refer note 43)	150.00	0.65	52.14
Export Incentive	12.01	13.89	0.59
Service charges	-	-	0.60
Total	**403.71**	**148.50**	**139.82**
Total Revenue from Operations (a+b)	**15,388.32**	**9,241.62**	**7,362.45**

Refer note 41 - Disclosure under Ind AS 115 Revenue from contracts with customers.

24 Other Income

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest from			
Bank deposits	7.91	9.76	3.29
Other financial assets carried at amortised cost	0.74	0.60	0.44
Loan to related party	3.78	-	-
Others	0.32	0.15	1.56
	12.75	**10.51**	**5.29**
Other Non-operating income			
Profit on sale of property, plant and equipment(net)	0.01	-	0.54
Foreign exchange fluctuations(net)	-	19.00	13.92
Liabilities no longer required, written back	0.61	2.28	12.38
Miscellaneous income	0.84	-	2.00
	1.46	**21.28**	**28.84**
Total	**14.21**	**31.79**	**34.13**

25(i) Cost of materials consumed

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Inventory at the beginning of the year	2,434.99	1,130.45	873.33
Addition on account of business combination (refer note-3 (iiia))	-	149.12	-
Add: Purchases	13,108.10	9,139.92	6,806.73
	15,543.09	**10,419.49**	**7,680.06**
Inventory at the end of the year	(2,555.21)	(2,434.99)	(1,130.45)
Cost of materials consumed	**12,987.88**	**7,984.50**	**6,549.61**

(Amount in INR millions, unless otherwise stated)

25(ii) Purchases of stock-in-trade

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Purchases of stock-in-trade	296.47	-	-
	296.47	**-**	**-**

26 Change in inventories of finished goods and work-in-progress

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Inventory at the end of the year			
Finished goods	252.67	280.18	214.58
Work in progress	128.83	57.79	59.67
	381.50	**337.97**	**274.25**
Inventory at the beginning of the year			
Finished goods	280.18	214.58	167.35
Work in progress	57.79	59.67	48.20
Addition on account of business combination (refer note-3 (iiia)):			
Finished goods	-	0.13	-
Work in progress	-	22.50	-
	337.97	**296.88**	**215.55**
Net (increase)/decrease in inventory	**(43.53)**	**(41.09)**	**(58.70)**

27 Employee benefits expense

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Salary, wages and bonus	294.52	207.49	154.16
Contribution to provident and other funds (refer note 34)	14.70	11.75	8.23
Gratuity expense (refer note 34)	6.73	5.44	4.42
Staff welfare expense	17.81	7.90	3.12
	333.76	**232.58**	**169.93**

28 Finance costs

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest on :			
Term Loan	84.06	71.13	48.10
Cash credit and working capital demand loan	47.38	36.22	76.72
Lease Liabilities	28.07	25.71	14.30
Others*	126.03	80.09	110.21
Other borrowing costs	21.83	19.73	6.46
Transaction cost on issue of CCPS (refer note 21)	7.23	60.95	-
	314.60	**293.83**	**255.79**

* includes interest on customer bills discounting, vendor bill discounting, etc.

29 Depreciation and amortisation expense

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Depreciation on:			
Property, plant and equipment	203.46	112.68	52.53
Right of use assets	56.71	49.65	37.34
Amortisation on:	-	-	-
Intangible assets	0.60	0.64	0.03
	260.77	**162.97**	**89.90**

(Amount in INR millions, unless otherwise stated)

30 Other expenses

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Contract labour wages	336.71	168.42	99.02
Consumption of stores and spares	34.56	25.70	19.07
Rent expenses	4.30	2.07	3.30
Power and fuel	102.09	52.03	35.04
Legal and professional charges (refer note 30.2)	32.49	23.30	16.36
Repair and Maintenance			
Buildings	10.83	3.15	5.92
Plant and machinery	22.91	18.56	21.32
Others	3.71	0.47	2.21
Bad Debts and advances written off	1.37	3.10	19.64
Insurance expenses	17.01	10.76	9.63
Impairment of goodwill (refer note-3(iii) a)	-	15.60	-
Corporate social responsibility (refer note 30.1)	3.70	2.40	2.19
Loss allowance for doubtful receivables and advances	26.15	-	3.84
Foreign exchange loss (net)	37.43	-	-
Rates and taxes	6.47	15.29	0.01
Business promotion expenses	95.80	0.55	0.35
Loss from asset sale	-	2.38	-
Miscellaneous expenses	52.96	33.82	43.38
Total	**788.49**	**377.60**	**281.28**

30.1

Corporate social responsibility	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
(i) Gross amount required to be spent by the Group during the year	3.68	2.33	2.19
(ii) Amount spent (in cash) during the year on:-	-	-	-
a) Construction/acquisition of any asset	-	-	-
b) For the purposes other than (a) above^	3.70	4.59	-
(iii) Unspent amount deposited in designated bank account in terns of section 135(6) of the companies act, 2013	-	-	-
(iv) The amount of shortfall at the end of the year out of the amount required to be spent by the Group during the year;	-	-	2.19
(v) The total of previous years’ shortfall amounts;	-	-	-
(vi) The reason for above shortfalls^	-	-	-
(vii) The nature of CSR activities undertaken by the Group			
Promoting health care including preventive health care	3.00	-	-
Promoting gender equality, empowering women, setting up homes and hostels for women and orphans	0.70	-	-
Imparting education to childern including economic weaker section students	-	4.59	-

^ Due to Covid-19 pandemic in the country, the Holding company was not able to undertake its CSR activities in the FY 2020-21. The Holding company has created a provision of INR 2.19 millions for the financial year ended March 31, 2021, which the company has spent during the previous year March 31, 2022.

30.2

Payment to auditors (net off taxes)	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Statutory audit	4.50	5.05	0.60
Tax audit	-	-	0.20
Certification	0.85	-	-
Other services*	0.48	-	-
Reimbursment of expenses#	0.37	0.11	-

* including payment made to network member firm.
# reimbursment of expenses for the previous year represents amount paid to predecessor auditors.

(Amount in INR millions, unless otherwise stated)

31 Exceptional items

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Loss on fair valuation of financial instruments (CCPS) carried at FVTPL (refer note 21)	15.50	-	-
Total	**15.50**	**-**	**-**

(Amount in INR millions, unless otherwise stated)

32 Taxation

The key components of income tax expense for the years ended March 31, 2023 ,March 31, 2022 and March 31, 2021 are:

A. Restated Statement of Profit and Loss

(i) Restated Profit and loss section

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Current tax	104.45	77.02	27.61
Tax pertaining to earlier years	0.78	0.42	1.51
Deferred tax	15.52	11.24	1.62
Income tax expenses recognised in statement of profit and loss	**120.75**	**88.68**	**30.74**

(ii) Restated other comprehensive income section
Deferred tax related to items recognised in other comprehensive income during the year:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Net loss / (gain) on remeasurements of defined benefit plans	0.73	0.29	(0.04)
Income tax charged to other comprehensive income	**0.73**	**0.29**	**(0.04)**

B. Reconciliation of tax expense between accounting profit at applicable tax rate and effective tax rate:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Accounting profit before income tax	440.47	263.02	108.77
Statutory income tax rate	25.17%	25.17%	25.17%
Tax expense at statutory income tax rate	110.86	66.20	27.38
Adjustments:			
Corporate social responsibility	0.93	0.60	0.55
Loss on fair valuation of financial instruments (CCPS) carried at FVTPL	3.90	-	-
Transaction cost on issue of CCPS	1.82	15.34	-
Others	2.47	6.12	1.30
Tax pertaining to earlier years	0.77	0.42	1.51
Income tax expenses reported in statement of profit and loss	**120.75**	**88.68**	**30.74**
Effective tax rate	**27.41%**	**33.72%**	**28.26%**

(Amount in INR millions, unless otherwise stated)

33 Restated earnings per share (EPS)

	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Restated net profit for the year (A)	**319.72**	**174.34**	**78.03**
Add: Loss on fair valuation of CCPS carried at FVTPL	15.50	-	-
Add: Transaction cost on issue of CCPS	7.23	60.95	-
Net profit adjusted for diluted EPS for the year (B)	**342.45**	**235.29**	**78.03**
Weighted-average number of equity shares for restated basic EPS			
Total equity shares at the beginning of the year	5,20,89,012	4,81,72,261	4,81,72,261
Add: Weighted number of equity shares issued during the year	-	20,71,049	-
Add: Weighted average number of potential equity shares from Non Cumulative CCPS	1,57,85,057	-	-
Total weighted-average number of equity shares for restated basic EPS (C)	**6,78,74,069**	**5,02,43,310**	**4,81,72,261**
Add: Weighted average number of potential equity shares from Non Cumulative CCPS**	59,44,832	81,73,632	-
Total weighted-average number of equity shares adjusted for diluted EPS (D)	**7,38,18,901**	**5,84,16,942**	**4,81,72,261**
Restated Basic EPS (Amount in INR) (A/C)	**4.71**	**3.47**	**1.62**
Restated Diluted EPS (Amount in INR) (B/D)#	**4.64**	**3.47**	**1.62**

** For year ended March 31, 2023, the Holding company has considered the maximum possible dilution upon conversion of CCPS.

For the year ended March 31, 2022, the effect of potential equity shares from CCPS is anti-dilutive and hence were not included in the calculation of diluted earnings per share.

34 Employee benefits

Defined contribution plans

The Group makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident Fund and Employee State Insurance Scheme which are defined contribution plans. The Group has no obligations other than to make the specified contributions. The contributions are charged to the restated statement of profit and loss as they accrue. The Group has recognised following amounts as an expense towards contribution to these schemes:

Particulars	**For the year ended March 31, 2023**	**For the year ended March 31, 2022**	**For the year ended March 31, 2021**
Employer's contribution to provident fund	12.48	10.72	6.91
Employer's contribution to employee state insurance scheme	2.22	2.20	1.32

Defined benefit plans

Gratuity:

The Group provides for gratuity for employees as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employee’s last drawn basic salary per month computed proportionately for 15 days multiplied by the number of years of service.

The following tables summaries the components of net benefit expense recognised in the statement of profit or loss and amounts recognised in the balance sheet for the gratuity plan:

Particulars	**As at March 31, 2023**	**As at March 31, 2022**	**As at March 31, 2021**
Defined benefit obligation at the beginning of the year	22.65	11.03	7.25
Addition on account of business combination (refer note-3 (iiia))	-	5.66	-
Current service cost	5.18	4.43	3.97
Interest cost	1.55	1.01	0.45
Benefits paid	(0.18)	(0.62)	(0.47)
Actuarial (gain)/ loss on obligation - OCI	2.90	1.14	(0.17)
Defined benefit obligation at the end of the year	**32.10**	**22.65**	**11.03**

(Amount in INR millions, unless otherwise stated)

Amount recognised in restated statement of profit and loss:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Current service cost	5.18	4.43	3.97
Net interest expense	1.55	1.01	0.45
Amount recognised in restated statement of profit and loss*:	**6.73**	**5.44**	**4.42**

* included in salaries, wages and bonus in note 27

Amount recognised in restated other comprehensive income:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Actuarial (gain)/loss on obligation	2.90	1.14	(0.17)
Amount recognised in restated other comprehensive income:	**2.90**	**1.14**	**(0.17)**

Break up of Actuarial (gain) / loss

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Due to change in financial assumption	(0.13)	1.39	0.07
Due to experience adjustments	3.03	(0.25)	(0.24)
Total	**2.90**	**1.14**	**(0.17)**

The principal assumptions used in determining gratuity liability for the Group's plans are shown below:

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Discount rate	7.40%	7.34%	6.50%
Future salary increases	7.00%	7.00%	5.00%
Mortality rate	IALM (2012-14)	IALM (2012-14)	IALM (2012-14)

A quantitative sensitivity analysis for significant assumption is as shown below:

Gratuity plan	Sensitivity level			Impact on DBO		
Particulars	**As at March 31, 2023**	**As at March 31, 2022**	**As at March 31, 2021**	**As at March 31, 2023**	**As at March 31, 2022**	**As at March 31, 2021**
Assumptions						
Discount rate	0.50%	0.50%	0.50%	(1.03)	(0.75)	(0.35)
	-0.50%	-0.50%	-0.50%	1.09	0.79	0.38
Future salary increases	0.50%	0.50%	0.50%	0.92	0.68	0.34
	-0.50%	-0.50%	-0.50%	(0.89)	(0.65)	(0.32)
Attrition rate	1.00%	1.00%	1.00%	(0.07)	(0.08)	(0.02)
	-1.00%	-1.00%	-1.00%	0.06	0.07	0.01

Sensitivity analysis is performed by varying a single parameter while keeping all the other parameters unchanged.

The following payments are expected contributions to the defined benefit plan in future years:

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Within the next 12 months	3.88	2.91	1.49

(Amount in INR millions, unless otherwise stated)

		As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
35	**Commitments and contingencies**			
A.	**Capital Commitments**			
(i)	Estimated value of contracts in capital account remaining to be executed (net of advance)	616.41	645.78	19.73
(ii)	Bank Guarantees #	16.79	24.54	7.58
B.	**Contingent liabilities**			
(i)	Income tax matters (refer note 35.1 and 35.2)	6.30	2.80	2.80
(ii)	GST matters (refer note 35.3)	0.75	0.75	0.48
(iii)	Custom duty-demand for differential duty related to FY 2018-2019	-	-	4.78
C.	**Other Commitments**			
(i)	Obligation of duty against balance exports obligation for imports under Export Promotion Capital Goods Scheme(EPCG)* (Unfulfilled export obligation under EPCG license of Export-Import policy INR 70.73 millions (March 31, 2022 INR 172.52 millions and March 31, 2021 INR 251.27 millions)	7.79	28.75	41.88
(ii)	Infrastructure development charges payable by the Holding Company to Sricity Manufacturing Cluster Private Limited**	17.38	17.38	-
(iii)	Infrastructure development charges payable by the subsidiary company to Sricity Manufacturing Cluster Private Limited***	13.09	13.09	-

In addition to the above, the Group share of associate contingent liabilities and commitments are INR 32.06 millions as of March 31, 2023.

includes Bank Guarantee executed in favour of customs authorities for issuance of licence of Export promotion capital goods (EPCG) and Bank Guarantee for Department for Promotion of Industry and internal trade (DPIIT).

* Based on the past performance and future estimates, the Group is confident of its ability to fulfill it's export obligation.

** On February 23, 2022, the Holding Company has entered into an infrastructure development agreement/lease agreement with M/s Sri City Private Limited ("Lessor") and Sricity Manufacturing Cluster Private Limiter (Special Purpose vehicle (SPV)) for lease of land in Sri City premises for 99 years for the consideration of INR 124.20 millions (referred as "infrastructure development charges"). Lessor has obtained approvals from Ministry of Electronics and Information technology, Government of India ("MeitY") for establishing and setting up of Greenfield Electronics Manufacturing cluster ("Project") with the Sri City premises.

In connection with above project, on March 15, 2022, the Holding Company has entered into a share purchase agreement with the Lessor and M/s Sricity Electronics Manufacturing Cluster Private Limited ("SPV") pursuant to which Lessor has given the reduction in infrastructure development charges payable by the Holding Company. Accordingly, the Holding Company has paid INR 106.82 millions towards Infrastructure Development Charges (classified as Right of Use Asset – refer Note 3(v)) and INR 17.38 millions towards purchase of 17,37,302 equity shares of INR 10 each (classified as Non-Current Investments – refer Note 4(ii)). Pursuant to this agreement, after obtaining permission from MeitY, SPV/Lessor has an option to buy back the equity shares from the Holding Company at the then prevailing rate. In event of such buy back, the Holding Company will realise the investments at such prevailing rate and simultaneously, shall pay the differential infrastructure charge of INR 17.38 millions to SPV. Since the timing of this obligation is not ascertainable as on balance sheet date and not under the control of the Holding Company, this has been disclosed under Other Commitments.

*** In connection with the Sri city project, on March 15, 2022, the subsidiary company has entered into a share purchase agreement with the Lessor and M/s Sricity Electronics Manufacturing Cluster Private Limited ("SPV") pursuant to which Lessor has given the reduction in infrastructure development charges payable by the subsidiary company. Accordingly, the subsidiary company has paid INR 13.09 millions (as part of overall project cost) towards purchase of 13,08,900 equity shares of INR 10 each (classified as Non-Current Investments – refer Note 4(ii)). Pursuant to this agreement, after obtaining permission from MeitY, SPV/Lessor has an option to buy back the equity shares from the subsidiary company at the then prevailing rate. In event of such buy back, the subsidiary company will realise the investments at such prevailing rate and simultaneously, shall pay the differential infrastructure charge of INR 13.09 millions to SPV. Since the timing of this obligation is not ascertainable as on balance sheet date and not under the control of the subsidiary company, this has been disclosed under Other Commitments.

Notes:

35.1 Assessment order has been passed with income tax demand of INR 2.80 millions for assessment year 2016-17, on account of certain disallowances made by assessing officer during assessment u/s 143(3) of the Income tax Act 1961. Further, the said demand was adjusted from the income tax refund for assessment year 2019-20. Appeal has been filed and pending with CIT (A).

35.2 Assessment order has been passed with reduction in income tax refund amount of INR 3.50 millions on account of certain disallowances for assessment year 2021-22, during assessment u/s 143(3) of the Income tax Act 1961. Appeal has been filed and pending with CIT (A).

35.3 GST deposited under protest amount to INR 0.75 millions (for FY 2019-20 INR 0.48 millions and FY 2020-21 INR 0.27 millions) in respect to demand raised by respective GST authorities. Appeal has been filed and pending with respective Appeallate authority.

(Amount in INR millions, unless otherwise stated)

36 Related party disclosures

The Group's related party transactions and outstanding balances are with its associate, key management personnel and others as described below :-

A Associate

Epavo Electricals Private Limited (w.e.f July 22, 2022)

B Key management personnel

Mr. Bajrang Bothra (w.e.f November 2, 2021)	Chairman (Executive Director)
Mr. Bajrang Bothra (till November 1, 2021)	Managing Director
Mr. Ajay DD Singhania (w.e.f November 2, 2021)	Managing Director
Mr. Ajay DD Singhania	Chief Executive Officer
Mr. Rajesh Kumar Mittal (w.e.f June 8, 2020)	Chief Financial Officer
Mr. Rajesh Kumar Mittal (w.e.f September 9, 2020) (resigned w.e.f May 31, 2023)	Company Secretary
Ms. Esha Gupta (w.e.f May 31, 2023)	Company Secretary
Mr. Sanjay Singhania	Director
Mohammad Lateef Chaudhary (resigned w.e.f May 31, 2023)	Director
Mr. Laxmi Pat Bothra	Non Executive Director
Mr. Shantanu Das Gupta (resigned w.e.f. September 1, 2021)	Non Executive Director
Mr. Nikhil Mohta (w.e.f. September 24, 2021)	Nominee Director
Mr. Vibhav Niren Parikh (w.e.f September 7, 2022)	Nominee Director
Miss Arpita Rawat (resigned w.e.f September 7, 2020)	Company Secretary

C Other related parties

Miss Avishi Singhania (daughter of Ajay DD Singhania)	Trainee, Relative of KMP

D Enterprises over which key management personnel and relatives of such personnel exercise significant influence

EPACK Components Private Limited (became wholly owned subsidiary w.e.f August 1, 2021)
EPACK Polymers Private Limited
EPACK Petrochem Solutions Private Limited
EPACK Prefab Solutions Private Limited
East India Technologies Private Limited
Bothra Manufacturing Company Private Limited
Ennov Techno Tools Private Limited
Ennov Infra Solutions Private Limited (upto September 8, 2022)
Madhav Building Solutions Private Limited
Krish Packaging Private Limited
East India Auto Traders Private Limited
Decent Softtech Private Limited (w.e.f. December 21, 2022)
Mool Chand Eatables Private Limited (w.e.f June 11, 2022)
Eshatwam Investment Private Limited (w.e.f May 20, 2022)
Green Vision Infratech Private Limited
Bhagwan Mahavir Relief Foundation Trust

EPACK DURABLE LIMITED
(Formerly Known as EPACK Durable Private Limited and EPACK Durables Solutions Private Limited)
Notes to Restated Financial Information
(Amount in INR millions, unless otherwise stated)

S.No	Particulars	Associate			Entities over which significant influence is exercised			Key Management Personnel and Relative of KMP			Total		
		2023	2022	2021	2023	2022	2021	2023	2022	2021	2023	2022	2021
(A)	**Transactions with related parties (net of taxes)**												
1	**Purchase of goods (net)**												
	EPACK Components Private Limited*	-	-	-	-	518.33	1,725.49	-	-	-	-	518.33	1,725.49
	EPACK Polymers Private Limited	-	-	-	196.98	143.93	160.83	-	-	-	196.98	143.93	160.83
	East India Technologies Private Limited	-	-	-	0.47	-	15.30	-	-	-	0.47	-	15.30
	East India Auto Traders Private Limited	-	-	-	1.34	-	-	-	-	-	1.34	-	-
		-	-	-	198.79	662.26	1,901.62	-	-	-	198.79	662.26	1,901.62
2	**Revenue from operations**												
	EPACK Polymers Private Limited	-	-	-	2.38	116.55	0.14	-	-	-	2.38	116.55	0.14
	Bhagwan Mahavir Relief Foundation Trust	-	-	-	-	0.03	0.02	-	-	-	-	0.03	0.02
	East India Technologies Private Limited	-	-	-	55.24	4.40	6.12	-	-	-	55.24	4.40	6.12
	Mr. Bajrang Bothra	-	-	-	-	-	-	-	-	0.04	-	-	0.04
		-	-	-	57.62	120.98	6.28	-	-	0.04	57.62	120.98	6.32
3	**Finance cost**												
	EPACK Polymers Private Limited	-	-	-	-	0.03	2.67	-	-	-	-	0.03	2.67
		-	-	-	-	0.03	2.67	-	-	-	-	0.03	2.67
4	**Interest income**												
	Epavo Electricals Private Limited	3.78	-	-	-	-		-	-	-	3.78	-	-
		3.78	-	-	-	-	-	-	-	-	3.78	-	-
5	**Miscellaneous income**												
	EPACK Components Private Limited	-	-	-	-	-	2.00	-	-	-	-	-	2.00
		-	-	-	-	-	2.00	-	-	-	-	-	2.00
6	**Power and fuel -recovery**												
	EPACK Components Private Limited	-	-	-	-	-	5.55	-	-	-	-	-	5.55
		-	-	-	-	-	5.55	-	-	-	-	-	5.55
7	**Miscellaneous expenses**												
	EPACK Polymers Private Limited	-	-	-	1.17	1.03	1.08	-	-	-	1.17	1.03	1.08
	Mool Chand Eatables Private Limited	-	-	-	0.81	-	-	-	-	-	0.81	-	-
	East India Technologies Private Limited	-	-	-	-	0.07	-	-	-	-	-	0.07	-
		-	-	-	1.98	1.10	1.08	-	-	-	1.98	1.10	1.08
8	**Rent expenses**												
	EPACK Polymers Private Limited	-	-		1.58	1.56	0.33	-	-	-	1.58	1.56	0.33
		-	-	-	1.58	1.56	0.33	-	-	-	1.58	1.56	0.33
9	**Rent income**												
	EPACK Polymers Private Limited	-	-		1.91	1.85	0.77	-	-	-	1.91	1.85	0.77
		-	-	-	1.91	1.85	0.77	-	-	-	1.91	1.85	0.77
10	**Legal and professional charges**												
	EPACK Polymers Private Limited (IT support charges)	-	-		4.23	0.94	1.41	-	-	-	4.23	0.94	1.41
	Shantanu Das Gupta	-	-		-	-		-	1.00	1.76	-	1.00	1.76
		-	-	-	4.23	0.94	1.41	-	1.00	1.76	4.23	1.94	3.17

* Purchases made from EPACK Components reported till July 31, 2021 as it became wholly owned subsidiary from August 1, 2021

(Amount in INR millions, unless otherwise stated)

S.No	Particulars	Associate			Entities over which significant influence is exercised			Key Management Personnel and Relative of KMP			Total		
		2023	2022	2021	2023	2022	2021	2023	2022	2021	2023	2022	2021
11	**Power and fuel**												
	EPACK Polymers Private Limited	-	-		0.46	0.34		-	-	-	0.46	0.34	-
		-	-	-	0.46	0.34	-	-	-	-	0.46	0.34	-
12	**Insurance**												
	EPACK Polymers Private Limited	-	-		1.02	-		-	-	-	1.02	-	-
		-	-	-	1.02	-	-	-	-	-	1.02	-	-
13	**Remuneration**												
	Mr. Ajay DD Singhania	-	-	-	-	-	-	8.71	8.71	5.77	8.71	8.71	5.77
	Mr. Rajesh Kumar Mittal	-	-	-	-	-	-	8.19	6.72	5.17	8.19	6.72	5.17
	Mohammad Lateef Chaudhary	-	-	-	-	-	-	5.18	4.60	2.44	5.18	4.60	2.44
	Mr. Laxmi Pat Bothra	-	-	-	-	-	-	-	0.48	-	-	0.48	-
	Avishi Singhania	-	-	-	-	-	-	0.03	-	-	0.03	-	-
	Arpita rawat	-	-	-	-	-	-	-	-	0.14	-	-	0.14
		-	-	-	-	-	-	22.11	20.51	13.52	22.11	20.51	13.52
14	**Purchase of property, plant and equipment**												
	Epavo Electricals Private Limited	1.24	-	-	-	-		-	-	-	1.24	-	-
	EPACK Polymers Private Limited	-	-	-	575.15	403.70	13.61	-	-	-	575.15	403.70	13.61
	East India Auto Traders Private Limited	-	-	-	3.50	-		-	-	-	3.50	-	-
	East India Technologies Private Limited	-	-	-	-	85.95		-	-	-	-	85.95	-
		1.24	-	-	578.65	489.65	13.61	-	-	-	579.89	489.65	13.61
15	**Loan given**												
	Epavo Electricals Private Limited	46.13	-	-	-	-		-	-	-	46.13	-	-
		46.13	-	-	-	-	-	-	-	-	46.13	-	-
16	**Loan taken and repaid**												
	EPACK Polymers Private Limited	-	-	-	-	30.00	81.00	-	-	-	-	30.00	81.00
		-	-	-	-	30.00	81.00	-	-	-	-	30.00	81.00
17	**Purchase of shares of associate from**												
	Ennov Techno Tools Private Limited	-	-	-	10.43	-	-	-	-	-	10.43	-	-
		-	-	-	10.43	-	-	-	-	-	10.43	-	-
18	**Investment in shares of associate**												
	Epavo Electricals Private Limited (rights issue)	15.31	-	-	-	-	-	-	-	-	15.31	-	-
		15.31	-	-	-	-	-	-	-	-	15.31	-	-
19	**Sale of property, plant and equipment**												
	EPACK Polymers Private Limited	-	-	-	3.60	-	-	-	-	-	3.60	-	-
		-	-	-	3.60	-	-	-	-	-	3.60	-	-
20	**Repayment of unsecured loan**												
	Mr. Laxmi Pat Bothra	-	-	-	-	-	-	-	1.18	-	-	1.18	-
		-	-	-	-	-	-	-	1.18	-	-	1.18	-

(Amount in INR millions, unless otherwise stated)

S.No	Particulars	Associate			Entities over which significant influence is exercised			Key Management Personnel and Relative of KMP			Total		
		2023	2022	2021	2023	2022	2021	2023	2022	2021	2023	2022	2021
(B)	**Outstanding balances**												
1	**Trade payables**												
	EPACK Components Private Limited	-	-	-	-	-	20.60	-	-	-	-	-	20.60
	Epavo Electricals Private Limited	0.08	-	-	-	-	-	-	-	-	0.08	-	-
	EPACK Polymers Private Limited	-	-	-	102.70	37.78	55.68	-	-	-	102.70	37.78	55.68
	East India Auto Traders Private Limited	-	-	-	0.39	-	-	-	-	-	0.39	-	-
		0.08	-	-	103.09	37.78	76.28	-	-	-	103.17	37.78	76.28
2	**Payable for acquisition of property, plant and equipment**												
	EPACK Polymers Private Limited	-	-	-	84.88	-		-	-	-	84.88	-	-
		-	-	-	84.88	-	-	-	-	-	84.88	-	-
3	**Other financial liabilities**												
	Mr. Ajay DD Singhania	-	-	-	-	-	-	0.43	0.45	-	0.43	0.45	-
	Mr. Rajesh Kumar Mittal	-	-	-	-	-	-	1.18	0.22	0.21	1.18	0.22	0.21
	Mohammad Lateef Chaudhary	-	-	-	-	-	-	0.40	0.36	0.20	0.40	0.36	0.20
	Mr. Shantanu Das Gupta	-	-	-	-	-	-	-	-	0.22	-	-	0.22
		-	-	-	-	-	-	2.01	1.03	0.63	2.01	1.03	0.63
4	**Borrowings**												
	Payable to Mr. Laxmi Pat Bothra	-	-	-	-	-	-	-	-	1.18	-	-	1.18
		-	-	-	-	-	-	-	-	1.18	-	-	1.18
5	**Trade receivables**												
	East India Technologies Private Limited	-	-	-	15.59	4.58	13.94	-	-	-	15.59	4.58	13.94
	Bhagwan Mahavir Relief Foundation Trust	-	-	-	0.03	0.03	0.03	-	-	-	0.03	0.03	0.03
	Ennov Infra Solutions Private Limited	-	-	-	-	-	0.62	-	-	-	-	-	0.62
		-	-	-	15.62	4.61	14.59	-	-	-	15.62	4.61	14.59
6	**Capital and other advances**												
	EPACK Polymers Private Limited	-	-	-	-	0.86		-	-	-	-	0.86	-
		-	-	-	-	0.86	-	-	-	-	-	0.86	-
7	**Other current assets**												
	Mr. Ajay DD Singhania	-	-	-	-	-	-	-	-	0.72	-	-	0.72
		-	-	-	-	-	-	-	-	0.72	-	-	0.72
8	**Loans**												
	Epavo Electricals Private Limited	46.13	-	-	-	-	-	-	-	-	46.13	-	-
		46.13	-	-	-	-	-	-	-	-	46.13	-	-

EPACK DURABLE LIMITED
(Formerly Known as EPACK Durable Private Limited and EPACK Durables Solutions Private Limited)
CIN: U74999UP2019PLC116048
Notes to Restated Financial Information
(Amount in INR millions, unless otherwise stated)

The following are the details of transactions eliminated on consolidation as per Ind AS 24 read with ICDR regulations during the year ended March 31, 2023, March 31, 2022 and March 31, 2021

S. No.	Name of the Related party	Relationship
1	EPACK Components Private Limited*	Subsidiary Company

Details of transactions eliminated on consolidation during the year ended March 31, 2023, March 31, 2022 and March 31, 2021:

S. No.	Name of the Related party	Nature Of Transactions	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
	Transactions during the year:				
1	EPACK Components Private Limited*	Purchase of goods	1,112.61	740.97	-
		Support services	2.59	2.58	-
		Power and fuel recovery	5.09	6.00	-
		Purchase of property, plant and equipment	0.73	-	-
	Balances at year end				
1	EPACK Components Private Limited	Trade Payable	71.01	-	-
		Other advances	-	44.42	-

* Transactions are w.e.f August 01, 2021 being date of acquisition of subsidiary

(Amount in INR millions, unless otherwise stated)

37 Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act, 2006") is as under:

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
i)the principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;	192.24	181.35	99.81
ii) the amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	-	-	-
iii) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006;	-	-	1.05
iv) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	0.39	1.76	1.16
v) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23.	0.39	1.76	0.11

The above disclosure has been determined to the extent such parties have been identified on the basis of information available with the Group.

38 Capital management

The Group's capital management objectives are
- to ensure the Group's ability to continue as a going concern
- to provide an adequate return to shareholders

The Group monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet.
Management assesses the Group's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Group's various classes of debt. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

(a) Debt equity ratio

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Debt (including interest accrued but not due on borrowings)	4,940.52	3,842.43	2,390.33
Total equity	3,136.18	1,218.65	689.13
Debt equity ratio	**1.58**	**3.15**	**3.47**

(Amount in INR millions, unless otherwise stated)

39 Leases

(a) Information for leases where the Group is a lessee

The Group has leases for the factory lands and warehouses and offices. With the exception of short-term leases and leases of low-value underlying assets, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability. The Group classifies its right-of-use assets in a consistent manner to its property, plant and equipment.

The following are amounts recognised in the statement of profit and loss:

Particulars	**For the year ended March 31, 2023**	**For the year ended March 31, 2022**	**For the year ended March 31, 2021**
Depreciation expense of right-of-use assets	56.71	49.65	37.34
Interest expense on lease liabilities	28.07	25.71	14.30
Rent expense*	4.30	2.07	3.30
Total	**89.08**	**77.43**	**54.94**

*Rent expense in respect of short term leases

(i) The maturity analysis of lease liabilities are disclosed in note 40 (C.2 Liquidity risk)

(ii) The Group has several lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Group's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised.

Lease payments not recognised as a liability

The Group has elected not to recognise a lease liability for short term leases (leases with an expected term of 12 months or less) or for leases of low value assets. Payments made under such leases are expensed of in the statement of profit and loss. The Group does not have any liability to make variable lease payments for the right to use the underlying asset recognised in the financials.

The expense relating to payments not included in the measurement of the lease liability for short term leases is INR 4.30 millions (March 31, 2022 INR 2.07 millions and March 31, 2021 INR 3.49 millions)

Total cash outflow for leases for the year ended March 31, 2023 INR 61.82 millions (March 31, 2022 INR 55.97 millions and March 31, 2021 INR 41.02 millions).

(Amount in INR millions, unless otherwise stated)

40 Financial Instruments

A Financial Assets and Liabilities

The carrying amounts of financial instruments by category are as follows:

	Note	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Financial assets measured at amortised cost				
Investments	4	30.57	30.57	-
Loans	5	46.13	-	-
Other financial assets	6	32.56	49.06	37.53
Trade receivables	9	4,790.87	3,561.97	2,341.81
Cash and cash equivalents	10	600.18	241.47	36.48
Other bank balances	11	154.38	348.19	78.91
Total		**5,654.69**	**4,231.26**	**2,494.73**
Financial liabilities measured at fair value				
Derivative liabilities	21	3.23	1.73	5.41
Compulsorily Convertible Preference Shares (CCPS)	21	1,615.50	1,600.00	-
Financial liabilities measured at amortised cost				
Borrowings	16	4,924.45	3,839.81	2,385.57
Lease liabilities	17	324.34	314.42	237.09
Trade payables	20	3,890.75	3,339.32	1,519.28
Other financial liabilities	21	298.69	144.02	117.94
Total		**11,056.96**	**9,239.30**	**4,265.29**

B Fair values hierarchy

The fair value of financial instruments as referred to in note (A) above has been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities [Level 1 measurements] and lowest priority to unobservable inputs [Level 3 measurements].

The categories used are as follows:
Level 1: Quoted prices for identical instruments in an active market;

Level 2: Directly (i.e. as prices) or indirectly (i.e. derived from prices) observable market inputs, other than Level 1 inputs; and

Level 3: Inputs which are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a net asset value or valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

B.1 Financial assets and liabilities measured at fair value - recurring fair value measurements: The company does not have any investments which are carried at Fair value through profit and loss. However financial liabilities measured at fair value disclosed as follow:

As at March 31 2023	Level 1	Level 2	Level 3	Total
Derivative liabilities at FVTPL	-	3.23	-	**3.23**
Fair valuation of financial instruments (CCPS) at FVTPL	-	-	1,615.50	**1,615.50**

As at March 31, 2022	Level 1	Level 2	Level 3	Total
Derivative liabilities at FVTPL	-	1.73	-	**1.73**
Fair valuation of financial instruments (CCPS) at FVTPL	-	-	1,600.00	**1,600.00**

As at March 31, 2021	Level 1	Level 2	Level 3	Total
Derivative liabilities at FVTPL	-	5.41	-	**5.41**

a. **Valuation process and technique used to determine fair value**

i) The derivative financial instruments are valued using forward exchange rates as at the balance sheet date.

ii) The fair value of financial liabilities is estimated by discounting future cash flows using current rates applicable to instruments with similar terms, currency and credit risk.

B.2 Fair value of instruments measured at amortised cost

The management assessed that fair values of current loans, other current financial assets, cash and cash equivalents, other bank balances, trade receivables, investments, short term borrowings, trade payables, lease liabilities and other current financial liabilities approximate their respective carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

(i) Long-term fixed-rate receivables are evaluated by the Group based on parameters such as interest rates, individual creditworthiness of the customer and other market risk factors.

(ii) The fair values of the Group's fixed interest-bearing receivables and lease liabilities are determined by applying discounted cash flows ('DCF') method on contractual cash flows, using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non-performance risk as at March 31, 2022 was assessed to be insignificant.

(iii) All the other long term borrowing facilities availed by the Group are variable rate facilities which are subject to changes in underlying interest rate indices. Further, the credit spread on these facilities are subject to change with changes in Group's creditworthiness. The management believes that the current rate of interest on these loans are in close approximation from market rates applicable to the Group. Therefore, the management estimates that the fair value of these borrowings are approximate to their respective carrying values.

(Amount in INR millions, unless otherwise stated)

C Financial Risk Management

Risk Management
The Group's activities expose it to market risk, liquidity risk and credit risk. The Group's Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost	Ageing analysis	Bank deposits, diversification of asset base, credit limits and collateral.
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market risk - foreign exchange	Recognised financial assets and liabilities not denominated in Indian rupee (INR)	Cash flow forecasting	Forward contract/hedging, if required
Market risk - interest rate	Borrowings at variable rates	Sensitivity analysis	Negotiation of terms that reflect the market factors

C.1 Credit risk
Credit risk is the risk that a counterparty fails to discharge its obligation to the Group. The Group's exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables and other financial assets measured at amortised cost. The Group continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

a) Credit risk management
The Group assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics. The Group assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

(i) Low credit risk
(ii) Moderate credit risk
(iii) High credit risk

Based on business environment in which the Group operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.
Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or a litigation decided against the Group. The Group continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in statement of profit and loss.

The Group provides for expected credit loss based on the following:

Basis of categorisation	Asset class exposed to credit risk	Provision for expected credit loss
Low credit risk	Cash and cash equivalents, other bank balances, loans, and other financial assets measured at amortised cost	12 month expected credit loss
High credit risk	Trade receivables	Other financial assets - Life time expected credit loss (when there is significant deterioration) or specific provision, whichever is higher.

In respect of trade receivables that result from contracts with customers, loss allowance is always measured at lifetime expected credit losses.

Financial assets (other than trade receivables) that expose the entity to credit risk* –

Low credit risk on financial reporting date	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Cash and cash equivalents	600.18	241.47	36.48
Other bank balances	154.38	348.19	78.91
Loans	46.13	-	-
Other financial assets	32.56	49.06	37.53

Cash and cash equivalents and bank deposits
Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks across the country.

Trade receivables
Credit risk related to trade receivables are mitigated by taking bank guarantees/letter of credit from customers where credit risk is high and taking insurance cover for receivables. The Group closely monitors the credit-worthiness of the debtors through internal systems that are configured to define credit limits of customers, thereby, limiting the credit risk to pre-calculated amounts. The provision for expected credit losses on trade receivables are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs, based on the Group's past history, existing market conditions, current creditability of the party as well as forward looking estimates at the end of each reporting period.

The Group provides for expected credit losses on loans and advances by assessing individual financial instruments for expectation of any credit losses. Since this category includes loans and receivables of varied natures and purpose, there is no trend that the Group can draw to apply consistently to entire population. For such financial assets, the Group's policy is to provides for 12 month expected credit losses upon initial recognition and provides for lifetime expected credit losses upon significant increase in credit risk. The Group does not have any expected loss based impairment recognised on such assets considering their low credit risk nature.

(Amount in INR millions, unless otherwise stated)

Other financial assets measured at amortised cost

Other financial assets measured at amortised cost includes loans and advances to employees, security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system are in place ensure the amounts are within defined limits.

C.2 Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

The Group had obtained fund and non fund based facilities from various banks. The Group also constantly monitors funding positions available in the market with a view to maintain financial flexibility.

The tables below analyse the Group’s financial liabilities into relevant maturity groupings based on their contractual maturities.
The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant

As at March 31, 2023	**Less than 1 year**	**1-2 year**	**2-3 year**	**More than 3 years**	**Total**
Borrowings	3,788.65	365.52	335.32	434.96	4,924.45
Lease liabilities	67.23	59.01	48.62	274.84	449.70
Trade payable (including micro and small enterprises)	3,890.75	-	-	-	3,890.75
Other financial liabilities*	298.69	-	-	-	298.69
Financial Liabilities (excluding derivatives)	**8,045.32**	**424.53**	**383.94**	**709.80**	**9,563.59**
Derivative Liabilities	**3.23**	**-**	**-**	**-**	**3.23**

As at March 31, 2022	**Less than 1 year**	**1-2 year**	**2-3 year**	**More than 3 years**	**Total**
Borrowings	3,243.61	224.71	200.94	170.55	3,839.81
Lease liabilities	58.75	61.27	52.72	273.76	446.50
Trade payable (including micro and small enterprises)	3,339.32	-	-	-	3,339.32
Other financial liabilities*	144.02	-	-	-	144.02
Total	**6,785.70**	**285.98**	**253.66**	**444.31**	**7,769.65**
Derivative Liabilities	**1.73**	**-**	**-**	**-**	**1.73**

As at March 31, 2021	**Less than 1 year**	**1-2 year**	**2-3 year**	**More than 3 years**	**Total**
Borrowings	1,708.47	211.02	184.45	281.63	2,385.57
Lease liabilities	54.63	51.41	46.58	171.58	324.20
Trade payable (including micro and small enterprises)	1,519.28	-	-	-	1,519.28
Other financial liabilities*	117.94	-	-	-	117.94
Financial Liabilities (excluding derivatives)	**3,400.32**	**262.43**	**231.03**	**453.21**	**4,346.99**
Derivative Liabilities	**5.41**	**-**	**-**	**-**	**5.41**

* Excludes non-cumulative CCPS classified as "Financial Liabilities" (refer note 21).

C.3 Market risk

a) Foreign currency risk

The Group is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the US Dollar, Chinese Yuan (CNY) . Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the functional currency of the Group. Considering the volume of foreign currency transactions, the Group has taken forward contracts to manage its exposure. The Group does not use forward contracts and swaps for speculative purposes.

(i) Foreign currency risk exposure in USD:

The Group's exposure to foreign currency risk at the end of the reporting period expressed in INR, are as follows

Particulars	**As at March 31, 2023**	**As at March 31, 2022**	**As at March 31, 2021**
Financial assets	2.04	67.12	0.01
Financial liabilities	1,661.58	1,826.28	-
Net exposure to foreign currency risk (liabilities)/assets	**(1,659.54)**	**(1,759.16)**	**0.01**

Sensitivity

The sensitivity of profit or loss and equity to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

Particulars	**As at March 31, 2023**	**As at March 31, 2022**	**As at March 31, 2021**
USD sensitivity*			
INR/USD- increase by 100 bps	(12.42)	(13.16)	0.00
INR/USD- decrease by 100 bps	12.42	13.16	(0.00)

* Holding all other variables constant

(Amount in INR millions, unless otherwise stated)

(ii) Foreign currency risk exposure in Chinese Yuan (CNY):

The Group's exposure to foreign currency risk at the end of the reporting period expressed in INR, are as follows

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Financial assets	-	-	0.04
Financial liabilities	377.68	381.64	95.17
Net exposure to foreign currency risk (liabilities)/assets	**(377.68)**	**(381.64)**	**(95.13)**

Sensitivity

The sensitivity of profit or loss and equity to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
CNY sensitivity*			
INR/CNY- increase by 100 bps	(2.83)	(2.86)	(0.71)
INR/CNY- decrease by 100 bps	2.83	2.86	0.71

* Holding all other variables constant

b) Interest Rate Risk

i) Liabilities

The Group's policy is to minimise interest rate cash flow risk exposures on external financing. The Group is exposed to changes in interest rates through bank borrowings carrying variable interest rates. The Group's investments in fixed deposits carry fixed interest rates.

Interest rate risk exposure

Below is the overall exposure of the Group to interest rate risk:

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Variable rate borrowings	3,293.94	1,203.66	1,172.27
Fixed rate borrowings	1,630.51	2,636.15	1,213.30
Total borrowings	**4,924.45**	**3,839.81**	**2,385.57**
Amount disclosed under borrowings	**4,924.45**	**3,839.81**	**2,385.57**

Sensitivity

Below is the sensitivity of profit or loss and equity in interest rates.

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Interest sensitivity*			
Interest rates – increase by 100 bps	(36.85)	(28.73)	(17.85)
Interest rates – decrease by 100 bps	36.85	28.73	17.85

* Holding all other variables constant

ii) Assets

The Group's fixed deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

c) Price risk

i) Exposure

The Group does not have exposure to price risk arises from investment as investment is measured at amortised cost.

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41 Revenue from Contracts with Customers

(a) Disaggregation of revenue

The Group has performed a disaggregated analysis of revenues considering the nature, amount, timing and uncertainty of revenues. This includes disclosure of revenues by geography and timing of recognition.

For the year ended March 31, 2023

Revenue from operations	Goods	Services	Other Operating revenue*	Total
Revenue by geography				
Domestic	14,837.39	-	241.70	15,079.09
Export	147.22	-	-	147.22
Total	**14,984.61**	**-**	**241.70**	**15,226.31**
Revenue by time				
Revenue recognised at point in time				15,226.31
Revenue recognised over time				-
				15,226.31

For the year ended March 31, 2022

Revenue from operations	Goods	Services	Other Operating revenue*	Total
Revenue by geography				
Domestic	8,957.54	-	133.96	9,091.50
Export	135.58	-	-	135.58
Total	**9,093.12**	**-**	**133.96**	**9,227.08**
Revenue by time				
Revenue recognised at point in time				9,227.08
Revenue recognised over time				-
				9,227.08

For the year ended March 31, 2021

Revenue from operations	Goods	Services	Other Operating revenue*	Total
Revenue by geography				
Domestic	7,205.92	0.60	86.49	7,293.01
Export	16.71	-	-	16.71
Total	**7,222.63**	**0.60**	**86.49**	**7,309.72**
Revenue by time				
Revenue recognised at point in time				7,309.12
Revenue recognised over time				0.60
				7,309.72

* Other operating revenue amounting to INR 162.01 millions (March 31, 2022 INR 14.54 millions and March 31, 2021 INR 52.73 millions) not in the nature of revenue from contracts with customers is not included above.

(b) Revenue recognised in relation to contractual liabilities

Ind AS 115 also requires disclosure of 'revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period' and 'revenue recognised in the reporting period from performance obligations satisfied (or partially satisfied) in previous periods. Same has been disclosed as below:

Description	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period	4.10	4.81	11.88
Revenue recognised in the reporting period from performance obligations satisfied (or partially satisfied) in previous period	-	-	-

(c) Assets and liabilities related to contract with customers

Description	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Contract Liabilities	3.60	5.42	3.13

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42 Restatement of comparative financial information

During the year ended March 31, 2023, the Holding company has restated its Consolidated financial statements for the year ended and as at March 31, 2022.

The impact of restatement and reclassification is as follows:

1 Reconciliation of consolidated balance sheet as at March, 2022 is as follows:

Particulars	Refer Notes	As at March 31, 2022		
		Previously reported	Adjustments	Restated
ASSETS				
Non-current assets				
(a) Property, plant and equipment		2,379.29	-	2,379.29
(b) Capital work-in-progress		84.93	-	84.93
(c) Goodwill		4.56	-	4.56
(d) Other Intangible assets		1.66	-	1.66
(e) Right of use assets		882.43	-	882.43
(f) Investments accounted for using equity method		-		-
(g) Financial assets				
(i) Investments		30.57	-	30.57
(ii) Loans		-	-	-
(iii) Other financials assets		23.19	-	23.19
(h) Income tax assets (net)	(i)	-	14.39	14.39
(h) Other non-current assets		76.63	-	76.63
Total Non-current assets		**3,483.26**	**14.39**	**3,497.65**
Current assets				
(a) Inventories		2,772.96	-	2772.96
(b) Financial assets				
(i) Investments^		0.00	-	0.00
(ii) Trade Receivables		3,561.97	-	3,561.97
(iii) Cash and cash equivalents		241.47	-	241.47
(iv) Bank balances other than (iii) above		348.19	-	348.19
(v) Other financials assets		25.87	-	25.87
(c) Income tax assets (net)	(i)	20.75	(14.39)	6.36
(d) Other current assets		312.28	-	312.28
Total Current assets		**7,283.49**	**(14.39)**	**7,269.10**
Total Assets		**10,766.75**	**-**	**10,766.75**
EQUITY AND LIABILITIES				
Equity				
(a) Equity share capital		520.89	-	520.89
(b) Instruments entirely equity in nature	(ii)	188.24	(188.24)	-
(c) Other equity	(ii)	2,109.52	(1,411.76)	697.76
Total Equity		**2,818.65**	**(1,600.00)**	**1,218.65**
LIABILITIES				
Non-current liabilities				
(a) Financial liabilities				
(i) Borrowings	(iii)	596.20	-	596.20
(ii) Lease liabilities		258.24	-	258.24
(b) Provisions		19.74	-	19.74
(c) Deferred tax liabilities (net)		124.27	-	124.27
Total Non-current liabilities		**998.45**	**-**	**998.45**
Current liabilities				
(a) Financial liabilities				
(i) Borrowings	(iii)	3,107.59	136.02	3,243.61
(ii) Lease liabilities		56.18	-	56.18
(iii) Trade Payables				
- Total Outstanding dues of Micro and Small Enterprises		181.35	-	181.35
- Total Outstanding dues of Creditors other than Micro and Small Enterprises		3,293.99	(136.02)	3,157.97
(iv) Other financial liabilities	(ii)	145.75	1,600.00	1,745.75
(b) Other current liabilities		153.08	-	153.08
(c) Provisions		10.70	-	10.70
(d) Current tax liabilities (net)		1.01	-	1.01
Total Current liabilities		**6,949.65**	**1,600.00**	**8,549.65**
Total Liabilities		**7,948.10**	**1,600.00**	**9,548.10**
Total Equity and Liabilities		**10,766.75**	**-**	**10,766.75**

^ Total investment amounting INR 500 as at March 31, 2022.

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2 Reconciliation of the consolidated statement of profit and loss for the year ended March 31, 2022 is as follows:

Description	Refer Notes	For the year ended March 31, 2022		
		Previously reported	Adjustments	Restated
INCOME				
Revenue from operations		9,241.62	-	9,241.62
Other income		31.79	-	31.79
Total income		**9,273.41**	**-**	**9,273.41**
EXPENSES				
Cost of materials consumed		7,984.50	-	7,984.50
Change in inventories of finished goods and work-in-progress		(41.09)	-	(41.09)
Employee benefits expense		232.58	-	232.58
Finance costs	(ii)	232.88	60.95	293.83
Depreciation and amortisation expense		162.97	-	162.97
Other expenses		377.60	-	377.60
Total Expenses		**8,949.44**	**60.95**	**9,010.39**
Profit before exceptional items and tax		**323.97**	**(60.95)**	**263.02**
Exceptional items	(ii)	-	-	-
Profit before tax		**323.97**	**(60.95)**	**263.02**
Tax expenses:				
Current tax		77.02	-	77.02
Tax pertaining to earlier years		0.42	-	0.42
Deferred tax		11.24	-	11.24
Total		**88.68**	**-**	**88.68**
Profit for the year		**235.29**	**(60.95)**	**174.34**
Other Comprehensive Income (OCI)				
Items that will not be reclassified to profit or loss				
Re-measurement gain / (loss) on defined benefit plans		(1.14)	-	(1.14)
Income tax effect		0.29	-	0.29
Other Comprehensive Income / (loss) for the year		**(0.85)**	**-**	**(0.85)**
Total Comprehensive Income for the year		**234.44**	**(60.95)**	**173.49**
Earnings per equity share :				
Basic (face value of INR 10/- each)	(ii)	4.00	(0.53)	3.47
Diluted (face value of INR 10/- each)		4.00	(0.53)	3.47

3 Effect of Restatement on the Statement of cash flows for the year ended March 31, 2022 :

Particulars	For the year ended March 31, 2022		
	Previously reported	Adjustments	Restated
Net Cash flows from/(used in) operating activities	(153.39)	(136.02)	(289.41)
Net Cash flows from/(used in) investing activities	(2,041.94)	-	(2,041.94)
Net Cash flows from/(used in) financing activities	2,399.43	136.02	2,535.45
Net increase/(decrease) in cash and cash equivalents	**204.10**	**-**	**204.10**
Cash and cash equivalents at the beginning of the year	36.48	-	36.48
Addition on account of business combination as at August 01, 2021 (refer note 3 (iii)a)	0.89		0.89
Cash and cash equivalents at the end of the year	**241.47**	-	**241.47**

Notes:

(i) **Income tax assets**

Income tax assets expected to be realised beyond the period of 12 months have been classified as non-current.

(ii) **Restatement and reclassification of "Financial Liability" (CCPS)**

During the previous year ended March 31, 2022, the Holding Company had allotted 1,88,23,529 Non-Cumulative Compulsorily Convertible Preference Shares ("CCPS") amounting INR 1,600.00 millions (face value of INR 10 each, at a premium of INR 75 per share) and such CCPS were accounted as Equity which were not in accordance with Ind AS 32 "Financial Instruments: Presentation". During the current year, the Holding Company has rectified the accounting treatment of such CCPS and reclassified the equity to financial liability measured at fair value through profit and loss and restated previous year comparative financial information in accordance with Ind AS 8 "Accounting Policies, Changes in Accounting Estimates and Errors".

Consequently, the CCPS issue related expenses amounting INR 60.95 millions has been reclassified as "Finance costs" for the previous year which was accounted in Other equity (refer note 28).

(iii) **Reclassification of Vendor bill discounting facility**

Limit facility utilised aggregating to INR 136.02 millions in respect to vendors bill discounting has been reclassified from "Trade Payables - creditors other than Micro Enterprises and Small Enterprises" to "Current borrowings".

43 On November 12, 2021, the Holding Company obtained an approval for seeking incentives/ benefits of the 'Production Linked Incentive (PLI) scheme for White goods (Air Conditioners and LEDs)', notified by the government on April 16, 2021 read with PLI Scheme guidelines issued thereunder and as amended from time to time, hereinafter referred as "PLI scheme". The Holding Company had applied under the PLI scheme for manufacturing of AC (Components) for which the approval was granted under the normal investment category with certain conditions related to investments and sales. The Holding Company has included the sales of components other than AC while calculating incremental sales of the current financial year within the limit as defined in the guidelines issued by the department and subsequent to the year end, the Holding Company has furnished the self-certified quarterly review reports (QRRs) required under the PLI scheme.

Based on such filings and other correspondence with concerned authorities, the Holding Company is confident of availing the PLI incentive. Accordingly, the Holding Company has accrued for the PLI as grant in the nature of income in accordance with Ind AS 20 – "Government Grants" and recognised an amount of INR 150.00 millions under other operating revenue (refer note 23) with corresponding receivable from government authorities (refer note 7(i)). Further, the Holding Company is in the process of submitting the claim for disbursement.

(Amount in INR millions, unless otherwise stated)

44 First time adoption of Ind AS

Overall principle

The Company has voluntarity adopted Ind AS for the accounting year beginning from April 01, 2021 with a transition date April 01, 2020, accordingly the company has prepared the opening balance sheet as per Ind AS at of April 1, 2020 (the transition date) by recognising all assets and liabilities whose recognition is required by Ind AS, not recognising items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from previous GAAP to Ind AS as required under Ind AS, and applying Ind AS in measurement of recognised assets and liabilities. However, this principle is subject to the exception and certain optional exemptions availed by the Company as detailed below :

A Ind AS Optional exemptions

Deemed cost for property, plant and equipment and intangible assets

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets. Accordingly, the Company has elected to measure all of its property, plant and equipment and intangible assets at their Previous GAAP carrying value.

B Ind AS mandatory exceptions

1 Estimates

An entity's estimates in accordance with Ind AS at the date of transition of Ind AS shall be consistent with estimates made for the same date inaccordance with previous GAAP after adjustments to reflect any difference in accounting policies, unless there is objective evidence that those estimates were in error.

Ind AS estimates as at April 1, 2020 and as at March 31, 2021 are consistent with the estimates as at the same date made in conformity with Previous GAAP. The Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required in previous GAAP

-Impairment of financial assets based on expected credit loss model

2 Derecognition of financial assets and financial liabilities

The Company has applied the derecognition requirements of financial assets and financial liabilities prospectively for transactions occurring on or after transition date.

3 Classification and measurement of financial assets and liabilities

The classification and measurement of financial assets will be made considering whether the conditions as per Ind AS 109 are met based on facts and circumstances existing at the date of transition.

Financial assets can be measured using effective interest method by assessing its contractual cash flow characteristics only on the basis of facts and circumstances existing at the date of transition and if it is impracticable to assess the use of effective interest method, fair value of financial asset at the date of transition shall be the new carrying amount of that asset. The measurement exemption applies for financial liabilities as well.

C Reconciliation between previous GAAP and Ind AS

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flow for prior periods. The following table represents the reconciliation from previous GAAP to Ind AS

1 Reconciliation of total equity as at March 31 2021 and April 1 2020

Particulars	Note	March 31, 2021	April 1, 2020
Total equity(shareholder's funds) under Previous GAAP		**702.61**	**620.75**
Adjustment for Ind AS 116 -Lease accounting	(i)	(18.33)	(9.38)
Measurement of Financial assets at amortised Cost	(ii)	0.32	(0.13)
Deferred tax on above Ind AS adjustments	(iii)	4.53	2.39
Prior period expenses	(iv)	-	(2.66)
Total adjustments to equity		**(13.48)**	**(9.78)**
Total equity under Ind AS		**689.13**	**610.97**

2 Reconciliation of total comprehensive income for the year ended March 31, 2021

Particulars	Note	Amount
Profit after tax as per Previous GAAP		**83.42**
Adjustments		
Adjustment for Ind AS 116 -Lease accounting	(i)	(8.95)
Measurement of Financial assets at amortised Cost	(ii)	0.45
Deferred tax on above Ind AS adjustments	(iii)	2.14
Prior period expenses	(iv)	2.66
Remeasurement on Defined benefit plans	(v)	(0.13)
PPE Deemed Cost adjustment	(vi)	(1.56)
Total adjustments		**(5.39)**
Profit for the year ended March 31, 2021		**78.03**
Other Comprehensive income		
Remeasurement of Defined benefit Obligation		0.13
Total Comprehensive income for the year ended March 31, 2021		**78.16**

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3 **Reconciliation of the assets and Liabilities presented in the balance sheet as per previous GAAP and as per Ind AS as at March 31, 2021 is as follows**

Description	Note	Per Previous GAAP as at March 31, 2021	Ind AS Adjustments	Per Ind AS as at March 31, 2021
ASSETS				
Non-current assets				
(a) Property, plant and equipment	((i),(vi))	935.46	(125.08)	810.38
(b) Intangible assets		0.05	-	0.05
(c) Right of use assets	(i)	-	348.90	348.90
(d) Financial assets				
(i) Investments^		0.00	-	0.00
(ii) Other financials assets	(ii)	20.21	(4.74)	15.47
(e) Other non-current assets		14.45	-	14.45
Total Non-current assets		**970.17**	**219.08**	**1,189.25**
Current assets				
(a) Inventories		1,404.70	-	1,404.70
(b) Financial assets				
(i) Trade Receivables	(vii)	1,312.74	1,029.07	2,341.81
(ii) Cash and cash equivalents		36.48	-	36.48
(iii) Bank balances other than (ii) above		78.91	-	78.91
(iv) Other financials assets		22.06	-	22.06
(c) Current tax assets (net)		1.45	-	1.45
(d) Other current assets		128.99	-	128.99
Total Current assets		**2,985.33**	**1,029.07**	**4,014.40**
Total Assets		**3,955.50**	**1,248.15**	**5,203.65**
EQUITY AND LIABILITIES				
Equity				
(a) Equity share capital		481.72	-	481.72
(b) Other equity	((i)-(vi))	220.89	(13.48)	207.41
Total Equity		**702.61**	**(13.48)**	**689.13**
LIABILITIES				
Non-current liabilities				
(a) Financial liabilities				
(i) Borrowings		677.10	-	677.10
(ii) Lease liabilities	(i)	-	184.62	184.62
(b) Provisions		9.54	-	9.54
(c) Deferred tax liabilities (net)	(iii)	73.43	(4.53)	68.90
Total Non-current liabilities		**760.07**	**180.09**	**940.16**
Current liabilities				
(a) Financial liabilities				
(i) Borrowings	(vii)	679.40	1,029.07	1,708.47
(ii) Lease liabilities	(i)	-	52.47	52.47
(iii) Trade Payables				
- Total Outstanding dues of Micro and Small Enterprises		99.81	-	99.81
- Total Outstanding dues of Creditors other than Micro and Small Enterprises		1,419.47	-	1,419.47
(iv) Other financial liabilities		123.35	-	123.35
(b) Other current liabilities		154.33	-	154.33
(c) Provisions		16.46	-	16.46
Total Current liabilities		**2,492.82**	**1,081.54**	**3,574.36**
Total Liabilities		**3,252.89**	**1,261.63**	**4,514.52**
Total Equity and Liabilities		**3,955.50**	**1,248.15**	**5,203.65**

^ Total investment amounting INR 500 as at March 31, 2021.

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4 Reconciliation of the assets and Liabilities presented in the balance sheet as per previous GAAP and as per Ind AS as at April 1, 2020 is as follows

Description	Note	Per Previous GAAP as at April 01, 2020	Ind AS Adjustments	Per Ind AS as at April 01, 2020
ASSETS				
Non-current assets				
(a) Property, plant and equipment	((i),(vi))	966.28	(126.75)	839.53
(b) Intangible assets		0.09	-	0.09
(c) Right of use assets	(i)	-	290.16	290.16
(d) Financial assets				
(i) Investments^		0.00	-	0.00
(ii) Other financials assets	(ii)	19.30	(4.97)	14.33
(e) Other non-current assets		17.25	-	17.25
Total Non-current assets		**1,002.92**	**158.44**	**1,161.36**
Current assets				
(a) Inventories		1,351.80	-	1,351.80
(b) Financial assets				
(i) Investments		-	-	-
(i) Trade Receivables	(vii)	695.76	1,289.25	1,985.01
(ii) Cash and cash equivalents		54.62	-	54.62
(iii) Bank balances other than (ii) above		50.27	-	50.27
(iv) Other financials assets		12.56	-	12.56
(c) Current tax assets (net)		12.15	-	12.15
(d) Other current assets		289.72	-	289.72
Total Current assets		**2,466.88**	**1,289.25**	**3,756.13**
Total Assets		**3,469.80**	**1,447.69**	**4,917.49**
EQUITY AND LIABILITIES				
Equity				
(a) Equity share capital		481.72	-	481.72
(b) Other equity	((i)-(vi))	139.02	(9.77)	129.25
Total Equity		**620.74**	**(9.77)**	**610.97**
LIABILITIES				
Non-current liabilities				
(a) Financial liabilities				
(i) Borrowings		286.37	-	286.37
(ii) Lease liabilities	(ii)	-	130.91	130.91
(b) Provisions		6.37	-	6.37
(c) Deferred tax liabilities (net)	(iii)	69.63	(2.39)	67.24
Total Non-current liabilities		**362.37**	**128.52**	**490.89**
Current liabilities				
(a) Financial liabilities				
(i) Borrowings	(vii)	956.17	1,289.24	2,245.41
(ii) Lease liabilities	(ii)	-	37.04	37.04
(iii) Trade Payables				
- Total Outstanding dues of Micro and Small Enterprises		48.26	-	48.26
- Total Outstanding dues of Creditors other than Micro		1,359.86	-	1,359.86
(iv) Other financial liabilities	(iv)	72.57	2.66	75.23
(b) Other current liabilities		45.33	-	45.33
(c) Provisions		4.50	-	4.50
Total Current liabilities		**2,486.69**	**1,328.94**	**3,815.63**
Total Liabilities		**2,849.06**	**1,457.46**	**4,306.52**
Total Equity and Liabilities		**3,469.80**	**1,447.69**	**4,917.49**

^ Total investment amounting INR 500 as at April 01, 2020.

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5 Effect of Ind AS adoption on the Statement of Profit and Loss for the year ended March 31,2021

Description	Note	Per Previous GAAP as at March 31, 2021	Ind AS Adjustments	Per Ind AS as at March 31, 2021
INCOME				
Revenue from operations	(vii)	7,775.66	(413.21)	7,362.45
Other income	(ii)	33.69	0.44	34.13
Total income		**7,809.35**	**(412.77)**	**7,396.58**
EXPENSES				
Cost of materials consumed	(vii)	6,962.82	(413.21)	6,549.61
Change in inventories of finished goods and work-in-progress		(58.70)	-	(58.70)
Employee benefits expense	(iv)	169.76	0.17	169.93
Finance costs	(i)	241.50	14.29	255.79
Depreciation and amortisation expenses	(i)	52.67	37.23	89.90
Other expenses	(i)	324.96	(43.68)	281.28
Total Expenses		**7,693.01**	**(405.20)**	**7,287.81**
Profit before tax		**116.34**	(7.57)	**108.77**
Tax expenses:				
Current tax		27.61	-	27.61
Tax pertaining to earlier years		1.51	-	1.51
Deferred tax	(iii)	3.80	(2.18)	1.62
Total		**32.92**	**(2.18)**	**30.74**
Profit for the year		**83.42**	**(5.39)**	**78.03**
Other Comprehensive Income (OCI)				
Items that will not be reclassified to profit or loss				
Re-measurement gain / (loss) on defined benefit plans	(iv)	-	0.17	0.17
Income tax effect	(iii)	-	(0.04)	(0.04)
Other Comprehensive Income / (Expense) for the year		**-**	**0.13**	**0.13**
Total Comprehensive Income for the year		**83.42**	**(5.26)**	**78.16**

6 Effect of Ind-AS adoption on the Statement of cash flows for the year ended March 31, 2021

Particulars	Note	For the year ended March 31, 2021 (Latest period presented under previous GAAP)		
		Previous GAAP	**Effect of transition**	**Ind-AS**
Net Cash flows from operating activities	((i),(ii),(v),(vi))	174.12	300.07	474.19
Net Cash flows from investing activities	((i)-(ii))	(68.03)	1.12	(66.91)
Net Cash flows from financing activities	(i)	(124.23)	(301.19)	(425.42)
Net increase(Decrease) in cash and cash equivalents		(18.14)	-	(18.14)
Cash and cash equivalents at the beginning of the period		54.62	-	54.62
Cash and cash equivalents at the end of the period		36.48	-	36.48

Notes:

(i) **Measurement of Right of use assets and Lease liability**

Under previous GAAP, all leases are classified as as either finance lease or operating lease

Under Ind AS lease is a contract that gives the user a right of use(ROU) asset which is measured as the present value of lease payment to be made over the lease term of the asset and a consequent Lease liability is created in the books. ROU asset is depreciated over the lease term of the asset. Lease liability is increased to reflect the interest on consequent lease liability and the carrying amount is reduced for the lease payments made. Prepayments towards such leases is offset from lease liabilities.

(ii) **Measurement of financial assets and liabilities at amortised cost**

Under previous GAAP, all financial assets and liabilities are carried at cost.

Under Ind AS, certain financial assets and financial liabilities are subsequently measured at amortised cost which involves the application of effective interest method. In applying the effective interest method, an entity identifies fees that are an integral part of the effective interest rate of a financial instrument. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial asset or financial liability to the gross carrying amount of the financial asset or financial liability.

(iii) **Deferred tax impact on Ind AS and other transition adjustments**

Under Previous GAAP, deferred tax was accounted using the income statement approach, on the timing differences between the taxable profit and accounting profits for the period. Under Ind AS, deferred tax is recognized following balance sheet approach on the temporary differences between the carrying amount of asset or liability in the balance sheet and its tax base. In addition, various transitional adjustments has also led to recognition of deferred taxes on new temporary differences.

(iv) **Prior period expenses**

Prior period expenses amounting to INR 2.66 millions have been adjusted in opening equity on account of Ind AS transition.

(v) **Re-measurement gains on defined benefit plans**

Under previous GAAP in respect of defined benefit plan, actuarial gains and losses were recognised in the statement of profit or loss. Under Ind AS, the actuarial gains and losses forming part of re-measurement of the net defined benefit liability / asset is recognised in other comprehensive income. The tax effect of the same has also been recognised in other comprehensive income under IndAS instead of the statement of profit and loss. There is no impact on the total equity.

(vi) **Property, plant and equipment deemed cost adjustment**

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. Accordingly, the Group has elected to measure all of its property, plant and equipment and intangible assets at their Previous GAAP carrying value.

(vii) **Trade Receivables**

In Previous GAAP, Sales invoice discounting have been netted off from Trade receivables but in IND AS, the same has been shown as current borrowing. The Group discounted trade receivables with banks for cash proceeds. If the trade receivables are not paid at maturity, the bank has the right to request the Group to pay the unsettled balance. As the Group has not transferred the significant risks and rewards relating to these trade receivables, it continues to recognise the full carrying amount of the receivables and has recognised the cash received on the transfer as current borrowing.

At the end of the reporting period, the carrying amount of the trade receivables that have been transferred but have not been derecognised amounted at year ended March 31, 2021 INR 1,029.07 millions and as at April 01, 2020 INR 1,289.24 millions and the equivalent amount has been shown under current borrowings.

(viii) **Revenue from operations/ Cost of materials consumed**

Under previous GAAP, revenue from operations/Cost of materials consumed with respect to certain revenue contracts were recorded on gross basis. Upon transition to Ind AS, management has recorded revenue from such contracts at transaction price determined for applicable performance obligation under the contract. The change does not affect total equity as on April 1, 2020 and March 31, 2021 and the profit for the year ended March 31, 2021.

EPACK DURABLE LIMITED
(Formerly Known as EPACK Durable Private Limited and EPACK Durables Solutions Private Limited)
CIN: U74999UP2019PLC116048
Notes to Restated Financial Information
(Amount in INR millions, unless otherwise stated)

45 Financial Ratios

Particulars	Unit of Measurement	Numerator	Denominator	FY 2022-23	FY 2021-22	FY 2020-21	% Change	% Change**	Remarks (if the change is 25% and more) pertaining to FY 23 vs FY 22
Current Ratio	Times	Current Assets	Current Liabilities*	1.05	1.05	1.12	0.00%	-6.87%	Not applicable
Debt Equity Ratio	Times	Total Debt (including Current maturities of Long Term Borrowings and accrued interest excluding lease liabilities)	Shareholder's Equity	1.58	3.15	3.47	-50.04%	-9.10%	Due to the classification of CCPS from equity to liability in FY 22
Debt Service Coverage Ratio	Times	Earnings for debt service = Net profit after taxes + Non-cash operating expenses+Interest Expense	Debt service = Interest & lease payments + principal repayments	1.48	1.39	1.19	5.96%	16.98%	Not applicable
Return on Equity ratio	Percentage	Net Profits after taxes	Average Shareholder's Equity @	14.68%	14.31% #	12.00%	2.64%	19.18%	Not applicable
Inventory turnover ratio	Times	Cost of goods sold	Average Inventory	4.64	2.86 #	4.71	61.91%	-39.17%	Due to increase in sales during the year ended March 31, 2023
Trade receivable turnover ratio	Times	Net credit sales = Gross credit sales - sales return	Average Trade Receivable	3.59	2.55 #	3.34	40.55%	-23.53%	Due to increase in sales during the year ended March 31, 2023
Trade payable turnover ratio	Times	Total purchases of raw material	Average Trade Payables	3.71	2.74 #	4.65	35.47%	-41.14%	Due to increase in purchases during the year ended March 31, 2023
Net capital turnover ratio	Times	Net sales = Total sales - sales return	Working capital = Current assets – Current liabilities*	40.12	28.88	16.61	38.89%	73.90%	Due to increase in sales during the year ended March 31, 2023
Net profit ratio	Percentage	Net Profit after tax	Net sales = Total sales - sales return	2.10%	1.89%	1.07%	11.13%	76.98%	Due to increase in sales and profit during the year ended March 31, 2023
Return on Capital Employed	Percentage	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax	9.20%	10.75%	11.58%	-14.45%	-7.15%	Not applicable
Return on Investment	NA	Income generated from invested funds	Average invested fund in treasury investments	NA	NA	NA	-	-	Not applicable

* Excludes non-cumulative CCPS classified as "Financial Liabilities" (refer note 21).
** FY 2020-21 being standalone, reason for changes between FY 2021-22 and FY 2020-21 is not included
# For the purpose of these ratios, closing numbers as on 31 March 2022 are considered in place of average numbers for FY 2021-22 since numbers as on 31 March 2021 are standalone numbers.
@ FY 2021-22 Return on Equity ratio based on average shareholder's equity would be 18.28%.

(Amount in INR millions, unless otherwise stated)

46 Additional Regulatory Information

(i) There are no proceedings initiated or pending against the Group for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made there under.

(ii) The Group has not been declared a wilful defaulter by any bank or financial institution or government or any government authority.

(iii) The following table summarises the transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 for the year ended as at March 31, 2023, March 31, 2022 and March 31, 2021

Name of struck off company	Nature of transaction with struck off company	Balance Outstanding as at March 31, 2023	Balance Outstanding as at March 31, 2022	Balance Outstanding as at March 31, 2021	Relationship with Struck off company, if any
Star Wire (India) limited	Trade Payables*	-	_	-	External Vendor

*Service pertaining to testing of rubber samples amounting to INR Nil (March 31, 2022 INR 0.01 millions and March 31, 2021 INR Nil)

(iv) The Group does not have any charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

(v) The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

(vi) With respect to scheme of arrangement entered into by the Holding company and Subsidiary company, refer note 50 of the Restated Financial information, the scheme does not have any accounting impact on current or previous financial year.

(vii) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(viii) No funds have been received by the Group from any person(s) or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ix) Proper books of account as required by law have been kept by the Group including the daily back-up of the books of account and other books and papers of the Group maintained in electronic mode are kept in servers physically located in India.

(x) Money raised by way of term loans were applied for the purposes for which these were obtained.

(xi) The Group has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year ended March 31, 2023, March 31, 2022 and March 31, 2021.

(xii) The Group has not traded or invested in crypto currency or virtual currency during the current or previous year. The Group does not have any advances in the nature of loans during the year.

47 There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group.

48 The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at March 31, 2023, March 31, 2022 and March 31, 2021.

49 The Group's primary business segment is reflected based on principal business activities carried on by the Group. "Managing Director & CEO" of Holding Company has been identified as the Chief Operating Decision Maker (‘CODM’) and evaluates the Group’s performance and allocates resources based on analysis of the various performance indicators of the Group as a single unit. Therefore, there are no separate reportable business segments as per Ind AS 108- Operating Segments. The Group operates in one reportable business segment i.e., manufacturing of consumer durable products and is primarily operating in India and hence, considered as single geographical segment. Majority of the revenue is derived from one geography and two external customers amounting to INR 10,846.74 millions (March 31, 2022 INR 6,094.90 millions from three external customers and March 31, 2021 INR 4624.94 millions from four customers).

50 The Board of Directors of the Holding Company i.e. EPACK Durable Private Limited ("EDPL") and Subsidiary Company i.e. Epack Components Private Limited ("ECPL"), in its meeting held on April 26, 2022 and April 12, 2022 respectively, have approved the proposed merger/ amalgamation in accordance with Section 230 to Section 232 and/or any other applicable provisions if any, of the Companies Act, 2013 on a going concern basis. On May 13, 2022, the Holding Company and Subsidiary Company has filed necessary documents with National Company Law Tribunal (NCLT) for approval of the proposed merger. Subsequently, on April 28, 2023, the Holding Company and Subsidiary Company has filed second motion application with NCLT. Upon the scheme becoming effective, the Subsidiary company shall stand dissolved without being wound-up and without any requirement of any further act or deed. As on the date of signing of these restated financial information, approval from NCLT is awaited.

51 The Holding Company has not filed claim for SAD as recoverable amount to INR 3.89 million as documents i.e bills of entries and other documents required for filing is being traced/collected. The Holding Company is expected to file the same upon completion of required documents and has been of opined by legal experts that the claim of the same can be filed as per certain court orders even the time limit for filing is barred. The above amount is shown under other current assets as at March 31, 2021.

52 The Holding Company is to receive budgetary support INR 8.80 millions for February'2020 under Scheme for Budgetary support introduced by Department of Industrial Promotion and Policy of Government India for Units which were availing central excise benefits under the erstwhile area-based exemption under Industrial Promotion schemes. Due to technical reason the company couldn't file the claim and approach to the GST Department for allowing the Company to file the claim. The request is under consideration with the department. The above amount is shown under other current assets as at March 31, 2021.

53 The Holding Company has the process of getting confirmation from Trade Receivables, Advance to Vendors and Trade Payables. Confirmation in respect of Trade Receivables INR 2.82 millions, Advance to vendors INR 3.35 millions and Trade Payables INR 53.13 millions have not been received and they are subject to reconciliation. The management is of the opinion that adjustments, if any arising out of such confirmation would not be material effecting restated financial information for the year ended March 31, 2021.

54 The Holding Company has paid INR 4.30 millions towards due-diligence and other services taken for raising of funds which is shown under other current assets as other receivable as at March 31, 2021, the same shall be appropriately accounted for once the funds are raised or process is completed.

55 The Code on Social Security, 2020 (‘Code’) relating to employee benefits during employment and post employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Group will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

(Amount in INR millions, unless otherwise stated)

56 Statement of restatement adjustments to audited financial statements

Part A: Statement of Restatement Adjustments to Audited Financial Statements

Reconciliation between total equity as per Audited Financial Statements and Restated Financial Information

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021	As at April 01, 2020
Equity as per Statutory Consolidated Ind AS Financial Statements and Special Purpose Financial Statements as applicable	**3,136.18**	**2,818.65**	**702.61**	**620.75**
Adjustments (refer note 44)	-	-	(13.48)	(9.78)
Equity as per Statutory Consolidated Ind AS Financial Statements and Special Purpose Financial Statements	**3,136.18**	**2,818.65**	**689.13**	**610.97**
Restatement adjustments (refer note 42)	-	(1,600.00)	-	-
Total equity as per Restated Financial Information	**3,136.18**	**1,218.65**	**689.13**	**610.97**

Reconciliation between Audited Profit and Restated Profit

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Total comprehensive income or Profit after tax as per Statutory Consolidated Ind AS Financial Statements and Special Purpose Financial Statements as applicable	**317.53**	**234.44**	**83.42**
Adjustments (refer note 44)	-	-	(5.26)
Total comprehensive income or Profit after tax as per Statutory Consolidated Ind AS Financial Statements and Special Purpose Financial Statements	**317.53**	**234.44**	**78.16**
Restatement adjustments (refer note 42)	-	(60.95)	-
Restated total comprehensive income as per restated financial information	**317.53**	**173.49**	**78.16**

Part B: Material regrouping

Appropriate regroupings have been made in the restated statement of assets and liabilities, restated statement of profit and loss and restated statement of cash flows, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per the Restated Financial Information of the Company for the year ended March 31, 2023 prepared in accordance with Schedule III of Companies Act,2013, requirements of Ind AS 1 - 'Presentation of financial statements' and other applicable Ind AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018, as amended.

Part C Non adjusting matters

Audit qualifications and EOM for the year ended March 31, 2021 which do not required any adjustment in the Restated Financial Information are as follows:

(a) There are no audit qualifications in the auditor report for the year ended March 31, 2021

(b) Emphasis of matter

(i) Note 51 of the Restated Financial Information regarding non filing of claims of Special additional duty (SAD) amount to INR 3.89 millions as documents i.e bills of entries and other documents required for filing is being traced/collected. The company is expected to file the same upon completion of required documents and has been of opined by legal experts that the claim of the same can be filed as per certain court orders even the time limit for filing is barred. The above amount is shown as Balance with statutory authorities in Restated Financial Information under other current assets.

(ii) Note 52 of the Restated Financial Information regarding claim for Budgetary support under Scheme for Budgetary support introduced by Department of Industrial Promotion and Policy of Government of India of INR 8.80 millions. Due to technical reason the Company couldn’t file the claim and approach to the GST Department for allowing the Company to file the claim. The request is under consideration with the Department, which is shown as Balances with statutory authorities in financials under other current assets.

The above matters have been propery dealt subesequently which do not require any adjustment to the Restated Financial Information, as represent by the management.

(c) In addition to the audit opinion on the financial statements, the auditors are required to comment upon the matters included in the Companies (Auditor’s Report) Order, 2016 (“the CARO 2016 Order”) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 on the Financial Statements as at and for the period ended March 31, 2021 respectively. Certain statements/comments included in the CARO in the Financial Statements, which do not require any adjustments in the Restated Financial Information are reproduced below in respect of the financial statements presented.

Clause (i)(c) of CARO, 2016 Order for 2020-21

Title deed of land in the name of erstwhile partnership firm M/S Evision

The Lease deed is in the name of M/S E-vision, erstwhile partnership firm that was converted into the present day company. The name of the company has been updated in the records of State Infrastructure & Industrial Development Corporation of Uttarakhand Ltd (SIDCUL), but the execution of lease deed in the name of the EPACK Durable Private Limited has been completed on May 27, 2023 . (refer note 3(i) of the restated financial information)

Clause (vii) b of CARO, 2016 Order for 2020-21

According to the information and explaination given to us and records of the company, particulars of dues outstanding in respect of income tax and custom duty which have not been deposited on account of any dispute are given below:

Nature of Dues	Amount	Amount paid under Protest	Forum where dispute is pending	Year
Income tax	2.80	0.56	CIT (Appeal) Dehradun	AY 2016-17
Custom Duty	4.78	-	Commissioner of Custom (Appeals)	AY 2018-19

(Amount in INR millions, unless otherwise stated)

57 Event Occurring after the reporting period

(i) The Company has been converted from Private Limited Company to a Public Limited Company pursuant to resolution of shareholders passed at the Extra Ordinary General Meeting dated June 13, 2023. A fresh certificate of incorporation with the name "EPACK DURABLE LIMITED" was issued by the Registrar of Companies (ROC) on June 28, 2023.The provisions of Companies Act, 2013 as relevant to the public limited company will be effective from the date of approval by ROC i.e. 28 June 2023.

(ii) On June 13, 2023, the Shareholders of the Holding Company increased the authorised share capital of the Holding Company to INR 1,050.00 millions divided into 10,50,00,000 equity shares of INR 10/- each

58 The Restated Financial Information were authorised for issue in accordance with a resolution of the directors on August 07, 2023.

For and on behalf of Board of Directors
EPACK Durable Limited
(Formerly Known as EPACK Durable Private Limited and EPACK Durables Solutions Private Limited)

Ajay DD Singhania	**Bajrang Bothra**	**Rajesh Kumar Mittal**	**Esha Gupta**
Managing Director & CEO	Chairman	Chief Financial Officer	Company Secretary
DIN: 00107555	DIN: 00129286		Membership No.: A23608

Place : Greater Noida
Date : August 07, 2023

EPACK DURABLE LIMITED
(Formerly Known as EPACK Durable Private Limited and EPACK Durables Solutions Private Limited)
CIN: U74999UP2019PLC116048
Notes to Restated Financial Information
(Amount in INR millions, unless otherwise stated)

Salient features of the financial statement of subsidiaries and associates for the year ended, pursuant to Section 129 (3) of the Companies Act 2013

Subsidiary

Name of subsidiary	**EPACK Components Private Limited**	
Reporting Period	**March 31, 2023**	**March 31, 2022**
Capital	316.48	316.48
Reserves and surplus	49.19	28.81
Total assets	824.25	948.33
Total liability	458.58	603.04
Investments	13.09	13.09
Turnover	1,303.33	1,393.05
Profit before taxation	28.73	13.19
Provision for taxation	8.01	3.99
Profit after taxation	20.72	9.20
Proposed Dividend	-	-
% of shareholding	100%	100%

EPACK components Private Limited has become wholly owned subsidiary of the company w.e.f. August 01, 2021.

Associate

Name of associate	**Epavo Electricals Private Limited**
Reporting Period	March 31, 2023
Shares held by Holding Company (Nos)	25,74,000
Amount of investment in associate	25.74
Extent of holding (%)	26%
Description how there is significant influence	By virtue of shareholding
Net worth attributable to shareholders as per latest audited balance sheet	31.94
Total Comprehensive income/(loss) for the year	(41.75)
Considered in consolidation	(8.14)
Not considered in consolidation	(33.61)

Epavo Electricals Private Limited has become associate of the company w.e.f. July 22, 2022.

For and on behalf of Board of Directors
EPACK Durable Limited
(Formerly Known as EPACK Durable Private Limited and EPACK Durables Solutions Private Limited)

Ajay DD Singhania
Managing Director & CEO
DIN: 00107555

Bajrang Bothra
Chairman
DIN: 00129286

Rajesh Kumar Mittal
Chief Financial Officer

Esha Gupta
Company Secretary
Membership No.: A23608

Place : Greater Noida
Date : August 07, 2023

OTHER FINANCIAL INFORMATION

Accounting ratios derived from the Restated Financial Information

The accounting ratios derived from Restated Financial Information required to be disclosed under the SEBI ICDR Regulations are set forth below. The table below should be read in conjunction with the sections titled "*Risk Factors*", "*Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", on pages 34, 236 and 316, respectively:

Particulars	Fiscal 2023	Fiscal 2022	Fiscal 2021
Earnings per Equity Share (basic)[1] (in ₹)	4.71	3.47	1.62
Earnings per Equity Share (diluted)[2] (in ₹)	4.64	3.47	1.62
Return on Net worth[3] (in %)	14.68	18.28	12.00
Net Asset Value per Equity Share (in ₹)[4]	46.21	24.25	14.31
EBITDA[5] (in ₹ million)	1,025.25	688.03	420.33

Notes:
1. Basis EPS (₹) = Basic earnings per share are calculated by dividing the net restated profit or loss for the year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year.
2. Diluted EPS (₹) = Diluted earnings per share are calculated by dividing the net restated profit or loss for the year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year as adjusted for the effects of all dilutive potential Equity Shares during the year.
3. Calculated as profit for the year divided by average net worth (total equity).
4. Calculated as net worth (total equity) divided by total weighted average number of equity shares.
5. EBITDA is calculated as restated profit before tax plus share of profit/(loss) of associate, exceptional items, finance costs, depreciation and amortisation expense minus other income.

In accordance with the SEBI ICDR Regulations, the audited standalone financial statements of our Company for Fiscals 2023, 2022 and 2021, and of our Material Subsidiary, ECPL, for Fiscals 2023 and 2022 (collectively, the **"Audited Standalone Financial Statements**") are available on our website at www.epackdurable.com/investor-relations. Further, the special purpose Ind AS financial statements of our Company as at and for the financial year ended March 31, 2021, are available on our website at www.epackdurable.com/investor-relations.

Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Standalone Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere.

Reconciliation of non-GAAP measures

Reconciliation for the following non-GAAP financial measures included in this Draft Red Herring Prospectus, are as set out below.

Return on Net Worth:

(in ₹ million)

Particulars	As at and for the year ended March 31, 2023	As at and for the year ended March 31, 2022	As at and for the year ended March 31, 2021
Restated profit after tax	319.72	174.34	78.03
Opening Total Equity (I)	1,218.65	689.13	610.97
Closing Total Equity (II)	3,136.18	1,218.65	689.13
Average Total Equity((I+II)/2)	2,177.42	953.89	650.05
Return on Net Worth	14.68%	18.28%	12.00%

Net Asset Value per Equity Share:

(in ₹ million)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Net Asset Value per Equity Share			
Total assets (I)	14,641.55	10,766.75	5,203.65

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Total liabilities (II)	11,505.37	9,548.10	4,514.52
Net assets (III = I – II)	3,136.18	1,218.65	689.13
Total weighted average number of Equity Shares (IV)	67,874,069	50,243,310	48,172,261
Net Asset Value per Equity Share (in ₹) (III / IV)	46.21	24.25	14.31

EBITDA:

(in ₹ million)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Restated profit before taxes	440.47	263.02	108.77
Add: Finance costs	314.60	293.83	255.79
Add: Exceptional items	15.50	-	-
Add: Share of loss of associate	8.12	-	-
EBIT	778.69	556.85	364.56
Add: Depreciation and Amortisation expense	260.77	162.97	89.90
Less: Other income	14.21	31.79	34.13
EBITDA	1,025.25	688.03	420.33

Net Worth:

(in ₹ million)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Equity share capital (I)	520.89	520.89	481.72
Instruments entirely equity in nature (II)	188.24	-	-
Other equity (III)	2,427.05	697.76	207.41
Net Worth (I + II + III)	3,136.18	1,218.65	689.13

Capital Expenditure:

(in ₹ million)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Property, plant and equipment – additions (I)	1,065.60	1,685.22	30.19
Intangible assets – additions (II)	0.94	2.25	-
Right of use assets – additions (III)	124.82	583.18	96.07
Closing Capital Work in progress – (IV)	915.22	84.93	-
Less: Opening Capital Work in progress – (V)	84.93	-	-
Capital Expenditure (I + II + III + IV - V)	**2,021.65**	**2,355.58**	**126.26**

Total Borrowings:

(in ₹ million)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Non Current Borrowings (I)	1,135.80	596.20	677.10
Current Borrowings (II)	3,788.65	3,243.61	1,708.47
Total Borrowings (I + II)	**4,924.45**	**3,839.81**	**2,385.57**

Related Party Transactions

For details of the related party transactions, as per the requirements under applicable Accounting Standards i.e. Ind AS 24 'Related Party Disclosures' for Fiscals 2023, 2022 and 2021, read with the SEBI ICDR Regulations, and as reported in the Restated Financial Information, see "*Restated Financial Information – Note 36 – Related party disclosures*" on page 287.

CAPITALISATION STATEMENT

The following table sets forth our capitalisation as of March 31, 2023, derived from our Restated Financial Information. This table should be read in conjunction with the sections titled *"Risk Factors"*, *"Management's Discussion and Analysis of Financial Condition and Results of Operations"* and *"Restated Financial Information"* on pages 34, 316 and 236, respectively.

(in ₹ million)

Particulars	Pre-Offer as at March 31, 2023	As adjusted for the Offer*
Borrowings		
Non-current borrowings (excluding current maturities) (I)	1,135.80	[●]
Current borrowings (including current maturities) (II)	3,788.65	[●]
Total borrowings (III = I + II)	4,924.45	**[●]**
Equity		
Equity share capital (IV)	520.89	[●]
Instruments entirely equity in nature (V)	188.24	
Other equity (VI)	2,427.05	[●]
Total equity (VII = IV + V + VI)	3,136.18	**[●]**
Non-current borrowings (excluding current maturities) / total equity (VIII = I / VII)	0.36	**[●]**
Total borrowings / total equity (IX = III / VII)	1.57	**[●]**

** The corresponding post Offer capitalization data is not determinable at this stage pending the completion of the Book Building Process and hence has not been furnished. To be updated upon finalization of the Offer Price.*

Note: As on the date of this Draft Red Herring Prospectus, our Company has 18,823,529 outstanding CCPSs and 11,034,484 outstanding Series A CCPSs which will be converted into 26,318,375 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC in compliance with the requirements of Regulation 5(2) of the SEBI ICDR Regulations.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our Restated Financial Information which is included in this Draft Red Herring Prospectus. Our Restated Financial Information differs in certain material respects from IFRS, U.S. GAAP and GAAP in other countries, and our assessment of the factors that may affect our prospects and performance in future periods. Accordingly, the degree to which our Restated Financial Information will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Ind AS.

Some of the information 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" on page 24 for a discussion of the risks and uncertainties related to those statements. Our actual results may differ materially from those expressed in or implied by these forward-looking statements as a result of various factors, including those described below and elsewhere in this Draft Red Herring Prospectus. Also read "Risk Factors" and "– Significant Factors Affecting our Results of Operations and Financial Condition" on pages 34 and 319, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations.

Unless otherwise indicated or the context otherwise requires, the financial information as of and for the Fiscals ended March 31, 2023, March 31, 2022 and March 31, 2021, included herein is derived from our Restated Financial Information, included in this Draft Red Herring Prospectus. For further information, see "Restated Financial Information" on page 236. Further, unless otherwise indicated or the context otherwise requires, all operational information included herein for the Fiscals ended March 31, 2023, March 31, 2022, and March 31, 2021, is on a consolidated basis. Our Fiscal ends on March 31 of each year. Accordingly, all references to a particular Fiscal are to the 12 months ended March 31 of that year.

Our Company acquired EPACK Components Private Limited, our wholly-owned Subsidiary, with effect from August 1, 2021. Accordingly, EPACK Components Private Limited became a Subsidiary of our Company on August 1, 2021, and it is included in the Restated Financial Information from that date for Fiscal 2022 and for the entirety of Fiscal 2023. Further, Epavo Electricals Private Limited, has become our Associate on July 22, 2022, and has accordingly been accounted for in the Restated Financial Information for Fiscal 2023. Our Restated Financial Information does not include financial information of EPACK Components Private Limited prior to it becoming a Subsidiary of our Company. Accordingly, our results of operations and financial condition as set forth in the Restated Financial Information may not be comparable on a period-to-period basis.

*Further, industry and market data used in this section has been derived from the report "Industry report for IPO – ODM opportunities in Indian Room Air Conditioner and Small Domestic Appliance segments" dated August 1, 2023 (the "**F&S Report**") prepared and released by F&S and commissioned and paid for by our Company in connection with the Offer. Unless otherwise indicated, all financial, operational, industry and other related information derived from F&S Report and included herein with respect to any particular year refers to such information for the relevant calendar year. Also see, "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data" on page 21.*

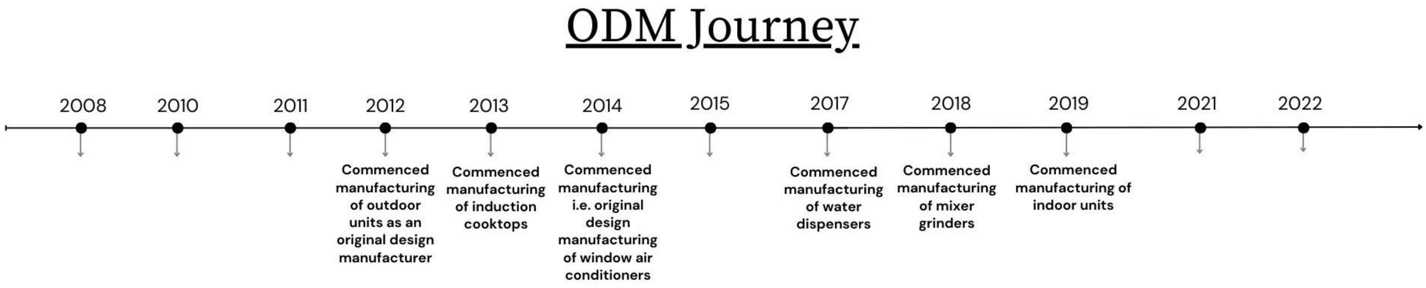
Unless the context otherwise requires, references to our "customer" or "customers" shall be deemed to include affiliates or group companies of our customers, as applicable.

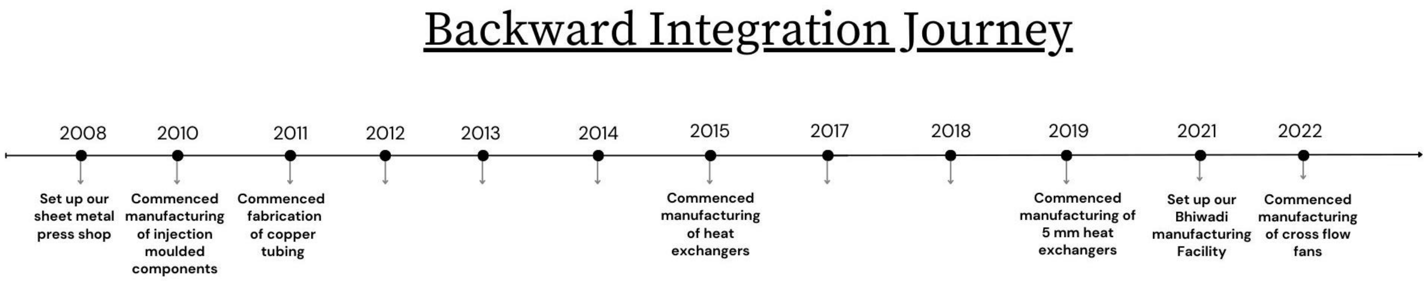
OVERVIEW

We are the fastest growing room air conditioner original design manufacturers ("**ODM**") based on growth in volume manufactured between Fiscals 2020 and 2023 in India (*Source: F&S Report*). Further, we are the second largest ODM manufacturer in the Indian room air conditioner manufacturing market, with a market share of 29% in terms of volume manufactured in Fiscal 2023 (this does not include the units which are imported as kits and gas filling is done in India). (*Source: F&S Report*)

We are a customer-centric business driven by a focus on continuing innovation and operational efficiency. Since 2003, we have been on a journey of evolution, where we initially started as an OEM for RAC brands. Driven by our focus on product development and innovation, we evolved into an ODM partner for RACs for our customers. We also identified the opportunity to increase our value addition in our offerings to customers, and accordingly, started manufacturing of various components such as sheet metal, injection moulded, cross flow fans and PCBA components which are actively used in the manufacturing of RACs. In parallel, we capitalised on our existing manufacturing infrastructure to strategically expand our operations in the small domestic appliances ("**SDA**") market, particularly considering the seasonality of the demand for RACs, and currently design and manufacture induction cooktops, mixer-grinders, and water dispensers. This evidences our continued focus on the backward integration of our operations and diversification of our revenue streams.

Set forth below are some of the major milestones in the history of our business:





Our product portfolio currently comprises the following:

- *Room air conditioners*: We design and manufacture complete RACs, comprising (i) window air conditioners ("**WACs**"), including window inverter air conditioners, (ii) indoor units ("**IDUs**") and (iii) outdoor units ("**ODUs**", which combined with IDUs form split air conditioners ("**SACs**")) with specifications ranging from 0.75 ton to 2 ton, across a range of energy ratings and types of refrigerants. We also manufacture split inverter air conditioners.

- *Small domestic appliances*: We currently design and manufacture induction cooktops, mixer-grinders, and water dispensers.

- *Components*: We manufacture heat exchangers, cross flow fans, axial fans, sheet metal press parts, injection moulded components, copper fabricated products, PCBAs, universal motors and induction coils for captive consumption as well as part of our product offerings to our customers.

Our offerings showcase our ability to provide a wide range of product solutions and components across the RAC value chain.

We have dedicated R&D centres in Greater Noida, Bhiwadi and Dehradun, which are equipped with various equipment such as endurance test labs for RACs and SDAs, induction coil - automatic voltage tester, induction coil – breakdown tester, needle flame tester, customized glow wire tester. Our R&D centre in Dehradun has received its ISO/ IEC 17025:2017 accreditation from NABL for the 'general requirements for the competence of testing & calibration laboratories' in the field of testing. From Fiscal 2021 to Fiscal 2023, the number of employees in our R&D department has grown from 30 employees at a CAGR of 25.17% to 47 employees as of March 31, 2023. Our R&D activities focus on basic research, the development of new products and manufacturing methods, the optimisation of existing products and manufacturing methods and process improvements, as well as environmental protection and energy efficiency.

We commenced our operations with a single manufacturing unit in Dehradun, Uttarakhand in 2003, and have since expanded our manufacturing operations with Dehradun Unit II, Dehradun Unit III and Dehradun Unit IV, and our manufacturing facility at Bhiwadi, Rajasthan. We have an aggregate installed annual manufacturing capacity as on March 31, 2023 to manufacture (i) 0.90 million IDUs, 0.66 million ODUs, 0.36 million ODU Kits and 0.42 million WACs, and (ii) 0.11 million water dispensers, 1.2 million induction cook-tops and 0.30 million mixer grinders, and components thereof. For details of our manufacturing capacity and capacity utilisation in the last three Fiscals, see "*Our Business – Our Manufacturing Facilities*" on page 179. We are also in the process of setting up a third facility at Sri City, Andhra Pradesh.

Our two vertically integrated manufacturing facilities, enable us to maintain our operational costs and logistics management. We benefit from our single site manufacturing capabilities, where the manufacturing of components and product assembly takes place in one location. We have the highest amount of backward integration for RACs under a single company / single site, that has been grown within the same company organically in India. (*Source: F&S Report*) Moreover, given the manufacturing infrastructure that we had in place for manufacturing of RACs, we were in a position to leverage our extant manufacturing capabilities for our SDA products as well, thus saving us from incurring potentially high capital expenditure that is typically associated with product portfolio diversification strategies.

We have established long-standing relationships with various established customers. The table below sets out some of our key customers:

	Customers
Room air conditioners	Blue Star Limited, Daikin Airconditioning India Private Limited, Carrier Midea India Private Limited, Voltas Limited, Havells India Limited, Haier Appliances (India) Private Limited, Infiniti Retail Limited, and Godrej and Boyce Manufacturing Company Limited, among others
Small domestic appliances	Bajaj Electricals Limited, BSH Household Appliances Manufacturing Private Limited, and Usha International Limited, among others

Our customers include four of the top six RAC brands in the Indian market (in terms of RAC sales in Fiscal 2023 in India) (*Source: F&S Report*).

We have demonstrated consistent growth in recent years. Set forth below are certain key performance indicators of our business:

Particulars	**Fiscal 2023**	**Fiscal 2022**	**Fiscal 2021**
Revenue growth (year on year) (%)(1)	66.51	25.52	(4.61)
Revenue contribution from top 10 customers (%)(2)	93.17	88.72	93.08
EBITDA (in ₹ million)(3)	1,025.25	688.03	420.33
EBITDA Margin (%)(4)	6.66	7.44	5.71
ROE (%)(5)	14.68	18.28	12.00
ROCE (%)(6)	11.85	13.68	11.72
Debt to Equity Ratio(7)	1.58	3.15	3.47
Gross Asset Turnover (in times)(8)	3.59	3.61	5.37
Gross Profit (in ₹ million)(9)	2,147.50	1,298.21	871.54
Gross Profit Margin (%)(10)	13.96	14.05	11.84

(1) *Revenue growth (year on year) means the annual growth in Revenue from Operations.*

(2) *Revenue contribution from top 10 customers is the revenue generated from our top 10 customers for a particular Fiscal as a percentage of the revenue from operations for that Fiscal.*

(3) *EBITDA is calculated as restated profit before tax plus share of profit/(loss) of associate, exceptional items, finance costs, depreciation and amortisation expense minus other income.*

(4) *EBITDA Margin is calculated as EBITDA divided by Revenue from Operations.*

(5) *ROE is calculated as restated profit for the year divided by average total equity (net worth).*

(6) *ROCE is calculated as EBIT divided by average capital employed. Where EBIT is sum of restated profit before tax, share of profit/(loss) of associate, exceptional items, and finance costs. Capital employed is calculated as the sum of Total Equity, Current Borrowings, Non-Current Borrowings, Interest accrued but not due on borrowings.*

(7) *Debt to Equity Ratio is calculated as total debt divided by total equity, where total debt is the sum of current borrowings and non-current borrowings (including current maturities) and interest accrued but not due on borrowings.*

(8) *Gross Asset Turnover is calculated as Revenue from Operations divided by average Gross block of assets*
(9) *Gross Profit is calculated as Revenue from Operations minus Cost of Goods Sold.*
(10) *Gross Profit Margin is calculated as Gross Profit divided by Revenue from Operations.*

Our financial and operational position as set out above, can be attributed to not only the growth of our operations over the years, but also the effectiveness of the cost and operational efficiency of our operations. Our financial stability and positive cash flow from operations enable us to meet the present and future requirement of our customers. This also helps strengthen trust and engagement with our customers, thereby increasing customer stickiness.

Our Promoters have over 100 years of cumulative experience in the electronics manufacturing industry, and a demonstrated ability to successfully create, build and grow businesses. We rely on the experience and leadership of our Promoters for our growth and development. We are supported by our experienced and diversified Board and our well-qualified senior management team, which enables us to capture market opportunities, formulate and execute business strategies, manage client expectations as well as proactively manage changes in market conditions.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS AND FINANCIAL CONDITION

We believe that the following factors have significantly affected our results of operations and financial condition during the periods under review, and may continue to affect our results of operations and financial condition in the future:

Maintaining our customer relationships

We have over the course of our business operations established long-standing relationships with several Indian and global customers. We attribute our growth and expansion of our market share to date to our relationships with our customer base, and intend to continue to leverage such relationships for our future growth as well. However, we depend on certain key customers for a substantial portion of our net revenues and our business depends on the continuity of our relationship with them. As key customers typically have specific requirements, we believe that our continued relationships with our customers plays a significant role in determining our continued success and results of operations. A majority of our revenue is derived from our top five customers. Sales to our top five customers contributed ₹ 12,720.25 million, ₹ 7,099.85 million and ₹ 5,243.56 million, amounting to 82.66%, 76.82% and 71.22% of our revenue from operations in Fiscals 2023, 2022 and 2021, respectively. Maintaining our relationships with our key customers is essential to our strategy and to the ongoing growth of our business.

There are a limited number of brands in the Indian room air conditioner ("**RAC**") industry and small domestic appliances ("**SDA**") industry to whom we supply our products. Our reliance on a select set of customers may constrain our ability to negotiate our commercial arrangements, which may have an impact on our profit margins and financial performance. The deterioration of the financial condition or business prospects of these customers could reduce their requirement of our products and result in a significant decrease in the revenues we derive from these customers.

Our manufacturing facilities and its utilisation

Our results of operations are directly affected by our sales volume, which in turn is a function of several factors, including levels of utilisation of our manufacturing facilities. We conduct our operations through our manufacturing facilities situated at Dehradun, Uttarakhand and Bhiwadi, Rajasthan. Over the years, we have grown our manufacturing capabilities and we will continue to look to add capacity in a phased manner to ensure that we utilize our capacity at optimal levels. Further, we are in the process of setting up a new integrated manufacturing facility at Sri City, Andhra Pradesh dedicated to manufacturing ODUs, IDUs, WACs, water dispensers, induction cookers, mixer grinders, in addition to the manufacturing of various components.

Our business is dependent upon our ability to manage our manufacturing facilities and run them at certain utilization levels, which are subject to various operating risks, including those beyond our control, such as the breakdown and failure of equipment, industrial accidents, labour disputes or shortage of labour, severe weather conditions and natural disasters. In addition, we also may face protests from local citizens at our existing facilities or while setting up new facilities, which may delay or halt our operations. Further, we may be subject to manufacturing disruptions due to contraventions by us of any of the conditions of our regulatory approvals, which may require our manufacturing facilities to cease, or limit, production until the disputes concerning such approvals are resolved. Our inability to effectively respond to such events and rectify any disruption, in a timely manner and at an acceptable cost, could lead to the slowdown or shutdown of our operations or the under-utilization of our manufacturing facilities, which in turn may have an adverse effect on our business, results of operations and financial condition. Our results of operations have been, and will continue to be, affected by our ability to fulfil, on a timely basis, the product requirements of our customers, and our ability to achieve greater efficiencies in cost, time, quality and scale in our manufacturing processes.

Availability and cost of raw materials

Our business, financial condition, results of operations and prospects are impacted by the prices of raw materials purchased by us as well as any changes in domestic and global price indices. We are dependent on third party suppliers for our raw materials. Our total cost of goods sold (which includes cost of materials consumed, purchase of stock in trade and change in inventories of finished goods and work in progress) for the sale of products for Fiscal 2023, 2022 and 2021 was ₹ 13,240.82 million, ₹ 7,943.41 million and ₹ 6,490.91 million, which constituted 86.04%, 85.95% and 88.16%, respectively, of our revenue from operations. If we were to experience a significant or prolonged shortage of raw materials from any of our suppliers, and we are unable procure the raw materials from other sources, we would be unable to meet our manufacturing schedules and to deliver to our customers in timely fashion, which would adversely affect our sales, profit margins and customer relations. We also source some of the material through imports. In the Fiscals 2023, 2022 and 2021, we imported materials amounting to ₹ 5,268.81 million, ₹ 3,457.98 million and ₹ 2,754.84 million which accounted for 39.31%, 37.83% and 40.47% of our cost of materials and purchased (including purchase of stock-in-trade). Any restrictions, either from the Central or state governments of India, or from countries which we import from, on such imports may adversely affect our business, prospects, financial condition and results of operations. Any restriction on import of raw materials could have an adverse effect on our ability to deliver products to our customers, business and results of operations. Further, any increase in import tariff will increase expenses which in turn may impact our business and results of operations.

We use third parties for the supply of our raw materials and for delivery of finished and unfinished products to our domestic and overseas customers, as well as between manufacturing facilities. An increase in freight costs or the unavailability of adequate port and shipping infrastructure for transportation of our products to our markets may have an adverse effect on our business and results of operations. However, our cash flows may still be adversely affected because of any unanticipated delay between the date of procurement of those primary raw materials and date on which we can reset the component prices for our customers, to account for the increase in the prices of such raw materials. Our need to maintain a continued supply of raw materials may make it difficult to resist price increases and surcharges.

Additionally, we have long standing relationships with our suppliers, although we do not enter into any long-term contracts with such suppliers. We procure all of our raw materials by way of purchase orders on an ongoing basis and therefore, are required to pay the market price of such products. Any variation in the agreed terms of such contracts would create an adverse impact on our business. The loss of any of our existing supplier because of termination of existing contracts and increased competition may adversely affect our flow of operations.

Market conditions and economic trends

The Indian economy is witnessing an upswing due to increased economic activity and rising household income. Enhanced purchasing power have moved products from the earlier luxury category to being essential today. RACs, an erstwhile luxury product, are now becoming an essential product in the middle-class segment. India's domestic manufacturing of RACs has grown at 22% CAGR, from 3.0 million units in Fiscal 2018 to 8.2 million units in Fiscal 2023. Domestic manufacturing is expected to grow further at 13% CAGR and is expected to reach 14.9 million units by Fiscal 2028. (*Source: F&S Report*) Our ability to take advantage of this market opportunity, as well as our key customers' growth in the Indian market, will determine our future growth and our results of operations and financial condition.

The demand for our products is affected by the level of business activity of our customers, which is influenced by the level of economic activity in the industries and geographies we cater to. Any decline in the economic fortunes of the industries or countries we operate in, can adversely affect the performance of our customers and the demand of our products in turn. We believe that economic growth, increasing urbanization, sustained availability of electricity, higher disposable incomes and lower running costs of RACs in India will continue to drive our revenue growth. Conversely, slower economic growth may lead to slower growth or even decline in our revenue. During periods of economic uncertainty, particularly where the disposable income of consumers is affected, consumers may choose other cheaper alternatives. Any such event may adversely affect our results of operations and financial condition.

Government regulations and policies

The manufacturing sector of India is going through a major transformation. Government of India has undertaken several schemes/initiatives to promote India as a global manufacturing hub including the make in India initiative and the production linked incentive scheme. The production linked incentive scheme for white goods (air conditioner and LED lights) is designed, *inter alia*, to develop complete component ecosystem for the air conditioners industry in India and make India an essential part of the global supply chains. Over the next 5 years, the scheme is estimated to lead to a total production of about ₹ 2,710 billion of components of these white goods. (*Source: F&S Report*) We have also been selected as beneficiaries for grant of incentives under the '*PLI for White Goods (Air Conditioners & LED Lights)*' notified by the Ministry of Commerce & Industry on April 16, 2021.

The reduction or termination of our tax incentives, or non-compliance with the conditions under which such tax incentives are made available, will increase our tax liability and adversely affect our business results of operations, cash flows and financial condition. Further, there are various government initiatives such as the ban by DGFT on import of gas filled air conditioners, and the ban on import on import of refrigerants that have helped drive the growth of the Indian RAC manufacturing industry. Any change or withdrawal of such government policies may adversely affect our business results of operations, cash flows and financial condition.

Seasonality

Our RAC segment is subject to seasonality and the air conditioner industry in general may be affected by seasonal trends in the Indian climate. Generally, we witness an increase in sales in the first half of the calendar year. The sale of our RACs is generally significantly higher in the summer months due to the heat and warm weather, and considerably lower during the monsoon and winter months. Erratic weather conditions impacting the warm weather during the peak sales season of summer, may adversely affect our sales volumes, results of operations and financial condition, and could therefore have a disproportionate impact on our results of operations in the relevant year. In addition, most of our revenue is from customers whose businesses are similarly cyclical in nature and subject to changes in general economic conditions. As a result, any adverse developments in such industries could adversely affect our business and results of operations. For details, see "*Risk Factors – Our RAC business is subject to seasonal variations and cyclicality that could result in fluctuations in our results of operations*" on page 39.

Competition

We operate in a competitive environment, and we expect to face greater competition from existing competitors. We compete with different companies depending on the market and type of product, and on the basis of our ability to fulfil our contractual obligations including the timely delivery of products manufactured by us and the price and quality of such products. We also compete with large multinational companies and smaller regionally based competitors. Further, we may face price pressures from our customers who aim to produce their products at competitive costs. While we strive to maintain fair prices and gain customer loyalty through performance, we will at times be compelled to reduce prices to satisfy the customer. Such reduction in prices has the potential to impact our profitability. Failure to meet customer price reduction targets could result in the customer moving the business to the competition.

We primarily face competition in our RAC business from other manufacturers who supply products to RAC brands on an OEM/ODM basis. We may further face a reduction in the supply for our products in the event that any major RAC brands that we currently supply to decide to manufacture any or all of their products in-house. We may also face competition from imports of RACs from other low-cost countries such as China.

We believe that our ability to compete as well as offer competitive prices of our manufactured products is highly dependent on our ability to optimize our product portfolio. As we continue to expand our operations into new geographies, we are exposed to competition from newer players. For details in relation to competition faced by us in various of our product categories, see *"Our Business – Competition"* on page 189.

SIGNIFICANT ACCOUNTING POLICIES

The notes to the Restated Financial Information included in this Draft Red Herring Prospectus contain a summary of our significant accounting policies. Set forth below is a summary of our most significant accounting policies adopted in preparation of the Restated Financial Information.

Significant accounting policies

Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle of 12 months as per terms of agreements wherever applicable. The Group has considered a normal operating cycle of 12 months. Deferred tax assets and liabilities are classified as non-current assets and non-current liabilities, as the case may be.

Revenue recognition

a. Sale of goods – Sales are recognized, at transaction price as per terms of agreements with the customers, net of returns and other variable consideration on account of discounts, if any, on satisfaction of performance obligation by transfer of effective control of the promised goods to the customers, which generally coincides with dispatch/ delivery to customers, as applicable. Sales excludes goods and services tax. The Group recognises revenue when the amount of revenue and its related cost can be reliably measured, and it is probable that future economic benefits will flow to the entity and degree of managerial involvement associated with ownership or effective control have been met for each of the Group's activities. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transactions and the specifics of each arrangement.

   Revenue is recognized for domestic and export sales of goods on satisfaction of performance obligation by transfer of effective control of the promised goods to the customers as per terms of agreements with the customers.

b. Contract modification - Contract modification is a change in the scope or price (or both) of a contract that is approved by the parties to the contract. Contract modification are accounted based on the prospective accounting and cumulative catch up. The Group accounts for a modification as a separate contract, if both the scope increases due to the addition of 'distinct' goods or services and the price increase reflects the goods' or services' stand-alone selling prices under the circumstances of the modified contract.

c. Interest income – Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received, and all attached conditions will be complied with. Government grants relating to income are deferred and recognised in restated profit or loss over the period necessary to match them with costs that they are intended to compensate and presented with other income/ other operating revenue. Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to restated profit or loss over the periods and in the proportions necessary to match then with the depreciation expense on the related assets and presented within other income.

Inventories

Inventories of raw materials, components, stores and spares are valued at the lower of cost and net realisable value. Costs incurred in bringing each product to its present location and conditions are accounted for as follows:

a. Raw materials and components: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition such as non-refundable duties, freight etc. Costs of Raw materials and components are computed using the weighted average cost formula.
b. Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs.

Costs of finished goods and work in progress are computed using the weighted average cost formula.

Provision for obsolescence and slow-moving inventory is made based on management's best estimates of net realisable value of such inventories. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Income taxes

Tax expense recognized in the restated statement of profit and loss comprises the sum of deferred tax and current tax not recognized in Other Comprehensive Income (OCI) or directly in equity. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. Current tax relating to items recognized outside restated statement of profit and loss is recognized outside restated statement of profit and loss (i.e., in OCI or equity depending upon the treatment of underlying item). Deferred tax liabilities are generally recognized in full for all taxable temporary differences. Deferred tax assets are recognized to the extent that it is probable that the deductible temporary difference will be utilized against future taxable income. This is assessed based on the Group's forecast of future operating results, adjusted for significant non-taxable income and expenses. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized outside the restated statement of profit and loss is recognized outside restated statement of profit and loss (in OCI or equity depending upon the treatment of underlying item).

Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the restated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

Foreign currency transactions

Functional and Presentation currencies – The Group's restated financial statements are presented in Indian Rupees (INR) which is also the Group's functional currency.

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in restated statement of profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the restated statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the restated statement of profit and loss on a net basis within other income/expenses, as the case maybe.

Financial instruments

Initial recognition and measurement – A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

<u>Financial Assets:</u>

Initial recognition and measurement – All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement – For the purpose of subsequent measurement, financial assets are classified into the following categories upon initial recognition:

a. Financial assets carried at amortised cost – a financial instrument is measured at amortised cost if both the following conditions are met: (i) the asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and (ii) contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest ("**SPPI**") on the principal amount outstanding. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest method.

b. Financial assets at fair value – Investments in equity instruments (other than subsidiary): All equity investments in scope of Ind AS 109, financial instruments are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination, if any to which Ind AS 103, Business combinations applies are classified as at fair value through profit or loss. Further, there is no such equity investments measured at fair value through profit or loss or fair value through other comprehensive income in the Group.

   If the Group decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the other comprehensive income (OCI). There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity. Dividends on such investments are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Equity instruments included within the fair value through profit or loss ("**FVTPL**") category are measured at fair value with all changes recognised in the restated profit and loss.

   De-recognition of financial assets:
   A financial asset is primarily de-recognised when the rights to receive cash flows from the asset have expired or the Group has transferred its rights to receive cash flows from the asset.

   Financial liabilities and equity:
   Classification as debt or equity – Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

   Equity instruments – An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

   Initial recognition and measurement:
   All financial liabilities are recognised initially at fair value plus, in the case of financial liabilities not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial liabilities. Transaction costs directly attributable to the acquisition of financial liabilities at fair value through profit or loss are recognised immediately in finance costs in the restated statement of profit and loss.

   Subsequent measurement:
   All financial liabilities are measured subsequently at amortised cost using the effective interest method or at FVTPL. Amortised cost is calculated after considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The effect of EIR amortisation is included as finance costs in the restated statement of profit and loss.

   De-recognition of financial liabilities:
   A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the restated statement of profit and loss.

<u>Derivative financial instruments</u>

Initial and subsequent measurement – Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period.

Offsetting of financial instruments– Financial assets and financial liabilities are offset, and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Impairment of financial assets – All financial assets except for those at FVTPL are subject to review for impairment at least at each reporting date to identify whether there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets.

In accordance with Ind-AS 109, the Group applies expected credit loss ("**ECL**") model for measurement and recognition of impairment loss for financial assets carried at amortised cost. ECL is the weighted average of difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the Group is required to consider – (i) all contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets; and (ii) cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Trade receivables

The Group applies approach permitted by Ind AS 109 financial instruments, which requires lifetime expected credit losses to be recognised upon initial recognition of receivables. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument.

Other financial assets

For recognition of impairment loss on other financial assets and risk exposure, the Group determines whether there has been a significant increase in the credit risk since initial recognition. If the credit risk has not increased significantly since initial recognition, the Group measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses. When making this assessment, the Group uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the Group compares the risk of a default occurring on the financial asset as at the balance sheet date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Group assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

Impairment of non-financial assets

For impairment assessment purposes, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash generating units). As a result, some assets are tested individually for impairment, and some are tested at cash-generating unit level.

At each reporting date, the Group assesses whether there is any indication based on internal/ external factors, that an asset may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognised in the restated statement of profit and loss. If, at the reporting date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed which is the higher of fair value less costs of disposal and value-in-use and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost. Impairment losses previously recognised are accordingly reversed in the restated statement of profit and loss.

To determine value-in-use, management estimates expected future cash flows from each cash generating unit and determines a suitable discount rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Group's latest approved budget, adjusted as necessary to exclude the effects of future re-organisations and asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect current market assessment of the time value of money and asset-specific risk factors.

Fair value measurement

The Group measures financial instruments such as derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either: (i) in the principal market for the asset or liability, and (ii) in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the restated financial information are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

a. Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
b. Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;
c. Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable. For assets and liabilities that are recognised in the restated consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

*Property, plant and equipment ("**PPE**")*

The Group has elected to continue with the carrying value for all its property, plant and equipment as recognized in the Restated financial information as at the date of transition to Ind-AS and use the same as its deemed cost as at the date of transition.

Recognition and initial measurement – Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and definition of asset is met. All other repair and maintenance costs are recognized in the restated statement of profit or loss as incurred.

Subsequent measurement (depreciation and useful lives) – Depreciation on property, plant and equipment is provided on straight line method based on life prescribed as per Schedule II of the Companies Act, 2013.

Asset category	**Useful lives**
Plant and machinery	15 years
Plant and machinery (Laboratory equipment)	10 years
Factory Buildings	30 years
Office equipment	5 years

Computers including servers	3-6 years
Electrical installations	10 years
Furniture and Fixtures	10 years
Vehicle	8 years
Intangible Assets (Software)	2-6 years

De-recognition – An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the restated statement of profit and loss when the asset is derecognized.

Intangible assets

Recognition, initial measurement and subsequent measurement Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in restated profit or loss in the period in which the expenditure is incurred.

Capital work in progress

Cost of material consumed and erection charges thereon along with other direct cost incurred by the Group for the projects are shown as capital work in-progress until capitalisation.

Leases

The Group as a lessee Classification of leases – The Group enters into leasing arrangements for various assets. The assessment of the lease is based on several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to extend/purchase etc.

Recognition and initial measurement – At lease commencement date, the Group recognizes a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the asset at the end of the lease (if any), and any lease payments made in advance of the lease commencement date (net of any incentives received).

Subsequent measurement – The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Group also assesses the right-of-use asset for impairment when such indicators exist. At lease commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Group's incremental borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed payments) and variable payments based on an index or rate. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is re-measured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset.

The Group has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognizing a right-of-use asset and lease liability, the payments in relation to these are recognized as an expense in standalone statement of profit and loss on a straight-line basis over the lease term.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Provisions, contingent liabilities and contingent assets

Provisions are recognized when present obligations as a result of a past event will probably lead to an outflow of economic resources and amounts can be estimated reliably. Timing or amount of the outflow may still be uncertain. A present obligation arises when there is a presence of a legal or constructive commitment that has resulted from past events, for example, legal disputes or onerous contracts. Provisions are not recognized for future operating losses. Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Provisions are discounted to their present values, where the time value of money is material. All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. In those cases where the outflow of economic resources as a result of present obligations is considered improbable or remote, no liability is recognized.

Contingent liability is disclosed for:

a. Possible obligations which will be confirmed only by future events not wholly within the control of the Group.
b. Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made; or
c. Contingent assets are not recognized. However, when inflow of economic benefits is probable, related assets are disclosed.

Employee benefits

Expenses and liabilities in respect of employee benefits are provided in accordance with Indian Accounting Standard 19 – employee benefits.

Defined contribution plans:
Provident Fund – The Group makes contribution to statutory provident fund in accordance with Employees Provident Fund and Miscellaneous Provisions Act, 1952. The plan is a defined contribution plan and contribution paid or payable is recognized as an expense in the period in which services are rendered by the employee.
Defined benefit plans (gratuity) – The Group operates one defined benefit plan for its employees, viz. gratuity. The cost of providing benefits under this plan is determined on the basis of actuarial valuation at each year-end using the projected unit credit method. Actuarial gain and loss for the defined benefit plan is recognized in full in the period in which they occur in other comprehensive income.
Short-term employee benefits – Expense in respect of other short-term benefits is recognized on the basis of the amount paid or payable for the period during which services are rendered by the employee. Accumulated leave, which is expected to be utilized within a period of next 12 months, is treated as short term employee benefit. The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of unused entitlement that has accumulated at the reporting date.

Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Segment reporting

Operating segments are reported in a manner consistent with the internal reporting done to the chief operating decision maker. The Group operates in a single operating segment and geographical segment.

Business combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred. At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable.

Significant accounting judgments, estimates and assumptions

When preparing the restated financial information management undertakes a number of judgments, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses. The actual results are likely to differ from the judgments, estimates and assumptions made by management, and will seldom equal the estimated results. Information about significant judgments, estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses are discussed below:

Significant judgements:

a. Evaluation of indicators for impairment of non-financial assets – The evaluation of applicability of indicators of impairment of non-financial assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.
b. Recognition of deferred tax assets – The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized. The recognition of deferred tax assets and reversal thereof is based on estimates of future taxable profits.
c. Employee benefits – The accounting of employee benefit plans in the nature of defined benefit requires the Group to use assumptions. These assumptions have been explained under employee benefits note.

Sources of estimation uncertainty:

a. Provisions – At each balance sheet date, basis the management judgment, changes in facts and legal aspects, the Group assesses the requirement of provisions against the outstanding guarantees. However, the actual future outcome may be different from management's estimates.
b. Fair valuation of financial instruments – Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.
c. Recoverability of advances/receivables – At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.
d. Allowance for doubtful trade receivables – The allowance for doubtful trade receivables reflects management's estimate of losses inherent in its credit portfolio. This allowance is based on Group's estimate of the losses to be incurred, which derives from past experience with similar receivables, current and historical past due amounts, write-offs and collections, the careful monitoring of portfolio credit quality and current and projected economic and market conditions.
e. Allowance for obsolete and slow-moving inventory – The allowance for obsolete and slow-moving inventory reflects management's estimate of the expected loss in value, and has been determined on the basis of past experience and historical and expected future trends in the used RAC market. A worsening of the economic and financial situation could cause a further deterioration in conditions in the used RAC market compared to that taken into consideration in calculating the allowances recognised in the restated financial information.
f. Useful lives of depreciable/amortisable assets – Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain software, IT equipment and other plant and equipment.
g. Defined benefit obligations ("**DBO**") – Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Recent Accounting Pronouncements

MCA vide notification no. G.S.R. 242(E) dated March 31, 2023, has issued the Companies (Indian Accounting Standards) Amendment Rules, 2023, which amends following Ind AS (as applicable to the Group)

a. Ind AS 107, Financial instruments: disclosures
b. Ind AS 109, Financial instruments
c. Ind AS 115, Revenue from contracts with customers
d. Ind AS 1, Presentation of financial statements
e. Ind AS 8, Accounting policies, changes in accounting estimates and errors
f. Ind AS 12, Income taxes.

The amendments are applicable for annual periods beginning on or after April 1, 2023. The Group has evaluated the amendments and the impact is not expected to be material.

PRINCIPAL COMPONENTS OF INCOME AND EXPENDITURE

Income

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Our total income comprises (i) revenue from operations; and (ii) other income.

Revenue from operations

Revenue from operations comprise the following:

(i) revenue from contract with customers comprising of revenue from sale of the following products:

a) manufactured goods; and
b) traded goods

(ii) other operating revenue, which comprises revenue from the following:

a) scrap sales;
b) government grants;
c) export incentives; and
d) service charges

Other income

Other income primarily includes (i) interest from (a) bank deposits, (b) other financial assets carried at amortised cost, (c) loan to related party, and (d) others ; and (ii) other non-operating income such as (a) profit on sale of property, plant and equipment (net), (b) foreign exchange fluctuations (net), (c) liabilities no longer required, written back, and (d) miscellaneous income such as insurance claims, notice pay recovery and support service income.

Expenses

Our expenses comprise the following:

(i) cost of materials consumed;
(ii) purchases of stock in trade;
(iii) changes in inventories of finished goods and work in progress;
(iv) employee benefits expense comprising (a) salary, wages and bonus, (b) contribution to provident and other funds, (c) gratuity expense and (d) staff welfare expense;
(v) finance costs comprising (a) interest on term loans, (b) interest on cash credit and working capital demand loan, (c) interest on lease liabilities, (d) others (includes interest on customer bills discounting, vendor bill discounting, etc.), (e) other borrowing costs, and (f) transaction cost on issue of compulsorily convertible preference shares;

(vi) depreciation and amortisation expense comprising (a) depreciation on property, plant and equipment, (b) depreciation of on right-of-use assets, and (c) amortisation on intangible assets; and

(vii) other expenses comprising amongst others, (a) contract labour wages, (b) consumption of stores and spares, (c) rent expenses, (d) power and fuel, (e) legal and professional charges, (f) repair and maintenance, (g) bad debts and advances written off, (h) insurance expenses, (i) impairment of goodwill, (j) corporate social responsibility expenses, (k) loss allowance for doubtful receivables and advances, (l) foreign exchange loss (net), (m) rates and taxes, (n) business promotion expenses, (o) loss from asset sale, and (p) miscellaneous expenses such as security charges, travelling expenses, vehicle maintenance, communication charges, R&D expenditure, among others.

RESULTS OF OPERATIONS

The following table sets forth certain information with respect to the results of operations of our Company based on the Restated Financial Information, for the years indicated:

Particulars	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	₹ in million	**% of total income**	**₹ in million**	**% of total income**	**₹ in million**	**% of total income**
Income						
Revenue from operations	15,388.32	99.91%	9,241.62	99.66%	7,362.45	99.54%
Other income	14.21	0.09%	31.79	0.34%	34.13	0.46%
Total income	**15,402.53**	**100.00%**	**9,273.41**	**100.00%**	**7,396.58**	**100.00%**
Expenses						
Cost of materials consumed	12,987.88	84.32%	7,984.50	86.10%	6,549.61	88.55%
Purchases of stock-in-trade	296.47	1.92%	-	0.00%	-	0.00%
Change in inventories of finished goods and work-in-progress	(43.53)	(0.28)%	(41.09)	(0.44)%	(58.70)	(0.79)%
Employee benefits expense	333.76	2.17%	232.58	2.51%	169.93	2.30%
Finance costs	314.60	2.04%	293.83	3.17%	255.79	3.46%
Depreciation and amortisation expense	260.77	1.69%	162.97	1.76%	89.90	1.22%
Other expenses	788.49	5.12%	377.60	4.07%	281.28	3.80%
Total expenses	**14,938.44**	**96.99%**	**9,010.39**	**97.16%**	**7,287.81**	**98.53%**
Restated Profit before share of profit/(loss) of associate, exceptional items and tax	**464.09**	**3.01%**	**263.02**	**2.84%**	**108.77**	**1.47%**
Share of profit/(loss) of associate	**(8.12)**	**(0.05)%**	**-**	**0.00%**	**-**	**0.00%**
Restated profit before exceptional items and tax	**455.97**	**2.96%**	**263.02**	**2.84%**	**108.77**	**1.47%**
Exceptional items	(15.50)	(0.10)%	-	0.00%	-	0.00%
Restated profit before tax	440.47	2.86%	263.02	2.84%	108.77	1.47%
Tax expense:						
Current tax	104.45	0.68%	77.02	0.83%	27.61	0.37%
Tax pertaining to earlier periods	0.78	0.01%	0.42	0.00%	1.51	0.02%

Particulars	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	₹ in million	**% of total income**	**₹ in million**	**% of total income**	**₹ in million**	**% of total income**
Deferred tax	15.52	0.10%	11.24	0.12%	1.62	0..02%
Restated profit for the year	**319.72**	**2.08%**	**174.34**	**1.88%**	**78.03**	**1.05%**

FISCAL 2023 COMPARED WITH FISCAL 2022

Set forth below is a discussion of our results of operations, on the basis of amounts derived from our Restated Financial Information for the Fiscals ended 2023 and 2022.

Income

Our total income increased by 66.09% from ₹ 9,273.41 million in Fiscal 2022 to ₹ 15,402.53 million in Fiscal 2023. Our total income comprised (i) revenue from operations, and (ii) other income.

Revenue from operations

Our revenue from operations increased by 66.51% from ₹ 9,241.62 million in Fiscal 2022 to ₹ 15,388.32 million in Fiscal 2023, primarily due to the following:

a) Revenue from contracts with customers

Our revenue from contracts with customers increased by 64.79% from ₹ 9,093.12 million in Fiscal 2022 to ₹ 14,984.61 million in Fiscal 2023, primarily due to increase in our sale of our manufactured goods which increased by 61.37% from ₹ 9,093.12 million in Fiscal 2022 to ₹ 14,673.59 million in Fiscal 2023. Additionally, we had an income of ₹ 311.02 million from sale of our traded goods in Fiscal 2023, whereas we had no such income in Fiscal 2022.

b) Other operating revenue

Our other operating revenue increased by 171.86% from ₹ 148.50 million in Fiscal 2022 to ₹ 403.71 million in Fiscal 2023, primarily due to increase in (i) our scrap sales which increased by 80.43% from ₹ 133.96 million in Fiscal 2022 to ₹ 241.70 million in Fiscal 2023, and (ii) government grants which increased by 22,976.92% from ₹ 0.65 million in Fiscal 2022 to ₹ 150.00 million in Fiscal 2023. These government grants in Fiscal 2023 comprised the incentives accrued from the Government, pursuant to our selection as beneficiaries for grant of incentives under the '*PLI for White Goods (Air Conditioners & LED Lights)*' notified by the Ministry of Commerce & Industry on April 16, 2021. This was partially offset by our export incentives which decreased by 13.53% from ₹ 13.89 million in Fiscal 2022 to ₹ 12.01 million in Fiscal 2023.

Other income

Our other income decreased by 55.30% from ₹ 31.79 million in Fiscal 2022 to ₹ 14.21 million in Fiscal 2023, primarily due to a decrease in (i) interest from (a) bank deposits which decreased by 18.95% from₹ 9.76 million in Fiscal 2022 to ₹ 7.91 million in Fiscal 2023, (b) other financial assets carried at amortised cost which increased by 23.33% from ₹ 0.60 million in Fiscal 2022 to ₹ 0.74 million in Fiscal 2023, (c) loan to related party of ₹ 3.78 million in Fiscal 2023, whereas we had no such income in Fiscal 2022, and (d) others increased by 113.33% from ₹ 0.15 million in Fiscal 2022 to ₹ 0.32 million in Fiscal 2023; and decrease in (ii) other non-operating income such as (a) profit on sale of property, plant and equipment (net) of ₹ 0.01 million in Fiscal 2023, whereas we had no such income in Fiscal 2022, (b) foreign exchange fluctuations (net) of ₹ 19.00 million in Fiscal 2022 whereas we had no such income in Fiscal 2023, (c) liabilities no longer required, written back decreased by 73.25% from ₹ 2.28 million in Fiscal 2022 to ₹ 0.61 million in Fiscal 2023, and (d) miscellaneous income of ₹ 0.84 million in Fiscal 2023 comprising insurance claims and notice pay recovery, whereas we had no such income in Fiscal 2022.

Expenses

Our total expenses increased by 65.79% from ₹ 9,010.39 million in Fiscal 2022 to ₹ 14,938.44 million in Fiscal 2023 primarily due to operationalization of our Dehradun Unit IV pursuant to the acquisition of EPACK Components Private Limited by our Company.

Cost of materials consumed

Our cost of materials consumed increased by 62.66% from ₹ 7,984.50 million in Fiscal 2022 to ₹ 12,987.88 million in Fiscal 2023.

Purchases of stock in trade

We had incurred ₹ 296.47 million in Fiscal 2023 on purchases of stock in trade whereas we had no such purchases in Fiscal 2022.

Changes in inventories of finished goods and work in progress

Our changes in inventories of finished goods and work in progress decreased by 5.94% from ₹ (41.09) million in Fiscal 2022 to ₹ (43.53) million in Fiscal 2023.

Employee benefits expense

Our employee benefits expense increased by 43.50% from ₹ 232.58 million in Fiscal 2022 to ₹ 333.76 million in Fiscal 2023 primarily due to increase in our expense on (i) salary, wages and bonus which increased by 41.94% from ₹ 207.49 million in Fiscal 2022 to ₹ 294.52 million in Fiscal 2023, which was primarily driven by increase in the number of our employees and increments in the salaries and wages of our employees, (ii) contribution to provident and other fund which increased by 25.11% from ₹ 11.75 million in Fiscal 2022 to ₹ 14.70 million in Fiscal 2023, (iii) gratuity expenses which increased by 23.71% from ₹ 5.44 million in Fiscal 2022 to ₹ 6.73 million in Fiscal 2023, and (iv) staff welfare expenses which increased by 125.44% from ₹ 7.90 million in Fiscal 2022 to ₹ 17.81 million in Fiscal 2023.

Finance costs

Our finance cost increased by 7.07% from ₹ 293.83 million in Fiscal 2022 to ₹ 314.60 million in Fiscal 2023 primarily due to increase in our (i) interest on term loans which increased by 18.18% from ₹ 71.13 million in Fiscal 2022 to ₹ 84.06 million in Fiscal 2023, (ii) interest on cash credit and working capital demand loan which increased by 30.81% from ₹ 36.22 million in Fiscal 2022 to ₹ 47.38 million in Fiscal 2023, (iii) interest on lease liabilities which increased by 9.18% from ₹ 25.71 million in Fiscal 2022 to ₹ 28.07 million in Fiscal 2023, (iv) others (which included interest on customer bills discounting and vendor bill discounting, among others) which increased by 57.36% from ₹ 80.09 million in Fiscal 2022 to ₹ 126.03 million in Fiscal 2023, and (v) other borrowing costs such as bank charges, etc. which increased by 10.64% from ₹ 19.73 million in Fiscal 2022 to ₹ 21.83 million in Fiscal 2023. These were partially offset by our transaction cost on issue of compulsorily convertible preference shares which decreased by 88.14% from ₹ 60.95 million in Fiscal 2022 to ₹ 7.23 million in Fiscal 2023.

Depreciation and amortization expenses

Our depreciation and amortization expense increased by 60.01% from ₹ 162.97 million in Fiscal 2022 to ₹ 260.77 million in Fiscal 2023, primarily due to increase in depreciation of property, plant and equipment (net) by 80.56% from ₹ 112.68 million in Fiscal 2022 to ₹ 203.46 million in Fiscal 2023 on account of operationalization of our Dehradun Unit IV pursuant to the acquisition of EPACK Components Private Limited by our Company, and increase in depreciation of right of use assets which increased by 14.22% from ₹ 49.65 million in Fiscal 2022 to ₹ 56.71 million in Fiscal 2023.

These were partially offset by decrease in amortization of intangible assets which decreased by 6.25% from ₹ 0.64 million in Fiscal 2022 to ₹ 0.60 million in Fiscal 2023.

Other expenses

Our other expenses increased by 108.82% from ₹ 377.60 million in Fiscal 2022 to ₹ 788.49 million in Fiscal 2023, primarily due to increase in our expenses on (i) contract labour wages which increased by 99.92% from ₹

168.42 million in Fiscal 2022 to ₹ 336.71 million in Fiscal 2023, (ii) consumption of stores and spares which increased by 34.47% from ₹ 25.70 million in Fiscal 2022 to ₹ 34.56 million in Fiscal 2023, (iii) rent expenses which increased by 107.73% from ₹ 2.07 million in Fiscal 2022 to ₹ 4.30 million in Fiscal 2023, (iv) power and fuel which increased by 96.21% from ₹ 52.03 million in Fiscal 2022 to ₹ 102.09 million in Fiscal 2023, (v) legal and professional charges which increased by 39.44% from ₹ 23.30 million in Fiscal 2022 to ₹ 32.49 million in Fiscal 2023, (vi) repair and maintenance of buildings which increased by 243.81% from ₹ 3.15 million in Fiscal 2022 to ₹ 10.83 million in Fiscal 2023, (vii) repair and maintenance of plant and machinery which increased by 23.44% from ₹ 18.56 million in Fiscal 2022 to ₹ 22.91 million in Fiscal 2023, (viii) other repair and maintenance of buildings expenses which increased by 689.36% from ₹ 0.47 million in Fiscal 2022 to ₹ 3.71 million in Fiscal 2023, (ix) insurance expenses which increased by 58.09% from ₹ 10.76 million in Fiscal 2022 to ₹ 17.01 million in Fiscal 2023, (x) corporate social responsibility by 54.17% from ₹ 2.40 million in Fiscal 2022 to ₹ 3.70 million in Fiscal 2023, (xi) business promotion expenses which increased by 17,318.18% from ₹ 0.55 million in Fiscal 2022 to ₹ 95.80 million in Fiscal 2023, and (xii) miscellaneous expense such as security charges, travelling expenses, vehicle maintenance, communication charges, R&D expenditure, among others, which increased by 56.59% from ₹ 33.82 million in Fiscal 2022 to ₹ 52.96 million in Fiscal 2023. Additionally, we had expenses of ₹ 26.15 million on loss allowance for doubtful receivables and advances and ₹ 37.43 million on foreign exchange loss (net) in Fiscal 2023, whereas we did not incur such expenses in Fiscal 2022.

These expenses were partially set off by our expenses on (i) bad debts and advances written off which decreased by 55.81% from ₹ 3.10 million in Fiscal 2022 to ₹ 1.37 million in Fiscal 2023, (ii) rates and taxes which decreased by 57.68% from ₹ 15.29 million in Fiscal 2022 to ₹ 6.47 million in Fiscal 2023. Additionally, we had an expense of ₹ 15.60 million on impairment of goodwill, and ₹ 2.38 million on loss from asset sale, in Fiscal 2022, whereas we did not incur such expense in Fiscal 2023.

Restated profit before tax

On account of factors mentioned hereinabove, our restated profit before tax increased by 67.47% from ₹ 263.02 million in Fiscal 2022 to ₹ 440.47 million in Fiscal 2023**.**

Tax expense

Our tax expense increased by 36.16% from ₹ 88.68 million in Fiscal 2022 to ₹ 120.75 million in Fiscal 2023. This was due to increase in (i) current tax by 35.61% from ₹ 77.02 million in Fiscal 2022 to ₹ 104.45 million in Fiscal 2023, (ii) tax pertaining to earlier periods by 85.71% from ₹ 0.42 million in Fiscal 2022 to ₹ 0.78 million in Fiscal 2023, and (iii) deferred tax by 38.08% from ₹ 11.24 million in Fiscal 2022 to ₹ 15.52 million in Fiscal 2023.

Restated profit for the year

For the reasons discussed above, our restated profit for the year increased by 83.39% from ₹ 174.34 million in Fiscal 2022 to ₹ 319.72 million in Fiscal 2023.

FISCAL 2022 COMPARED WITH FISCAL 2021

Set forth below is a discussion of our results of operations, on the basis of amounts derived from our Restated Financial Information, for the Fiscals ended 2022 and 2021.

Income

Our total income increased by 25.37% from ₹ 7,396.58 million in Fiscal 2021 to ₹ 9,273.41 million in Fiscal 2022. Our total income comprised (i) revenue from operations, and (ii) other income.

Revenue from operations

Our revenue from operations increased by 25.52% from ₹ 7,362.45 million in Fiscal 2021 to ₹ 9,241.62 million in Fiscal 2022, primarily and comprised (a) revenue from contracts with customers and, (b) other operating revenue.

a) Revenue from contracts with customers

Our revenue from contracts with customers increased by 25.90% from ₹ 7,222.63 million in Fiscal 2021 to ₹ 9,093.12 million in Fiscal 2022, due to increase in our sale of our manufactured goods which increased by 25.90% from ₹ 7,222.63 million in Fiscal 2021 to ₹ 9,093.12 million in Fiscal 2022.

b) Other operating revenue

Our other operating revenue increased by 6.21% from ₹ 139.82 million in Fiscal 2021 to ₹ 148.50 million in Fiscal 2022, primarily due to increase in (i) our scrap sales which increased by 54.88% from ₹ 86.49 million in Fiscal 2021 to ₹ 133.96 million in Fiscal 2022, and (ii) export incentives which increased by 2254.24% from ₹ 0.59 million in Fiscal 2021 to ₹ 13.89 million in Fiscal 2022. This was partially offset by our revenue from government grants which decreased by 98.75% from ₹ 52.14 million in Fiscal 2021 to ₹ 0.65 million in Fiscal 2022. Additionally, we had revenue of ₹ 0.60 million in Fiscal 2021 from service charges whereas we had no such revenue in Fiscal 2022.

Other income

Our other income decreased by 6.86% from ₹ 34.13 million in Fiscal 2021 to ₹ 31.79 million in Fiscal 2022, primarily due to increase in (i) interest from (a) bank deposits which increased by 196.66% from ₹ 3.29 million in Fiscal 2021 to ₹ 9.76 million in Fiscal 2022, (b) other financial assets carried at amortised cost which increased by 36.36% from ₹ 0.44 million in Fiscal 2021 to ₹ 0.60 million in Fiscal 2022, and (c) others which decreased by 90.38% from₹ 1.56 million in Fiscal 2021 to₹ 0.15 million in Fiscal 2022; and decrease in (ii) other non-operating income such as (a) profit on sale of property, plant and equipment (net) of ₹ 0.54 million in Fiscal 2021 whereas we had no such income in Fiscal 2022, (b) foreign exchange fluctuations (net) which increased by 36.49% from ₹ 13.92 million in Fiscal 2021 to ₹ 19.00 million in Fiscal 2022, (c) liabilities no longer required, written back which decreased by 81.58% ₹ 12.38 million in Fiscal 2021 to ₹ 2.28 million in Fiscal 2022, and (d) miscellaneous income of ₹ 2.00 million in Fiscal 2021 comprising support service income, whereas we had no such income in Fiscal 2022.

Expenses

Our total expenses increased by 23.64% from ₹ 7,287.81 million in Fiscal 2021 to ₹ 9,010.39 million in Fiscal 2022 primarily due to operationalization of our Dehradun Unit IV pursuant to the acquisition of EPACK Components Private Limited by our Company.

Cost of materials consumed

Our cost of materials consumed increased by 21.91% from ₹ 6,549.61 million in Fiscal 2021 to ₹ 7,984.50 million in Fiscal 2022.

Changes in inventories of finished goods and work in progress

Our changes in inventories of finished goods and work in progress increased by 30.00% from ₹ (58.70) million in Fiscal 2021 to ₹ (41.09) million in Fiscal 2022.

Employee benefits expense

Our employee benefits expense increased by 36.87% from ₹ 169.93 million in Fiscal 2021 to ₹ 232.58 million in Fiscal 2022 primarily due to increase in our expense on (i) salary, wages and bonus which increased by 34.59% from ₹ 154.16 million in Fiscal 2021 to ₹ 207.49 million in Fiscal 2022, (ii) contribution to provident and other fund which increased by 42.77% from ₹ 8.23 million in Fiscal 2021 to ₹ 11.75 million in Fiscal 2022, (iii) gratuity expenses which increased by 23.08% from ₹ 4.42 million in Fiscal 2021 to ₹ 5.44 million in Fiscal 2022, and (iv) staff welfare expenses which increased by 153.21% from ₹ 3.12 million in Fiscal 2021 to ₹ 7.90 million in Fiscal 2022. This increase in our overall employee benefit expenses was attributable to an increase in the number of employees pursuant to the acquisition of EPACK Components Private Limited by our Company.

Finance costs

Our finance cost increased by 14.87% from ₹ 255.79 million in Fiscal 2021 to ₹ 293.83 million in Fiscal 2022 primarily due to increase in our (i) interest on term loans which increased by 47.88% from ₹ 48.10 million in Fiscal 2021 to ₹ 71.13 million in Fiscal 2022, (ii) interest on lease liabilities which increased by 79.79% from ₹

14.30 million in Fiscal 2021 to ₹ 25.71 million in Fiscal 2022, and (iii) other borrowing costs such as bank charges, etc. which increased by 205.42% from ₹ 6.46 million in Fiscal 2021 to ₹ 19.73 million in Fiscal 2022. Additionally, we had incurred transaction costs on the issue of compulsorily convertible preference shares of ₹ 60.95 million in Fiscal 2022, whereas we had no such cost in Fiscal 2021.

These were partially offset by our interest on cash credit and working capital demand loan which decreased by 52.79% from ₹ 76.72 million in Fiscal 2021 to ₹ 36.22 million in Fiscal 2022, and others (which included interest on customer bills discounting, vendor bill discounting, etc.) which decreased by 27.33% from ₹ 110.21 million in Fiscal 2021 to ₹ 80.09 million in Fiscal 2022.

Depreciation and amortization expenses

Our depreciation and amortization expense increased by 81.28% from ₹ 89.90 million in Fiscal 2021 to ₹ 162.97 million in Fiscal 2022, primarily due to increase in (i) depreciation of property, plant and equipment (net) which increased by 114.51% from ₹ 52.53 million in Fiscal 2021 to ₹ 112.68 million in Fiscal 2022, (ii) depreciation on right of use assets which increased by 32.97% from ₹ 37.34 million in Fiscal 2021 to ₹ 49.65 million in Fiscal 2022, and (iii) amortization of intangible assets which increased by 2,033.33% from ₹ 0.03 million in Fiscal 2021 to ₹ 0.64 million in Fiscal 2022.

Other expenses

Our other expenses increased by 34.24% from ₹ 281.28 million in Fiscal 2021 to ₹ 377.60 million in Fiscal 2022, primarily due to increase in our expenses on (i) contract labour wages which increased by 70.09% from ₹ 99.02 million in Fiscal 2021 to ₹ 168.42 million in Fiscal 2022, (ii) consumption of stores and spares which increased by 34.77% from ₹ 19.07 million in Fiscal 2021 to ₹ 25.70 million in Fiscal 2022, (iii) power and fuel which increased by 48.49% from ₹ 35.04 million in Fiscal 2021 to ₹ 52.03 million in Fiscal 2022, (iv) legal and professional charges which increased by 42.42% from ₹ 16.36 million in Fiscal 2021 to ₹ 23.30 million in Fiscal 2022, (v) corporate social responsibility which increased by 9.59% from ₹ 2.19 million in Fiscal 2021 to ₹ 2.40 million in Fiscal 2022, (vi) rates and taxes which increased by 152,800% from ₹ 0.01 million in Fiscal 2021 to ₹ 15.29 million in Fiscal 2022,and (vii) business promotion expenses which increased by 57.14% from ₹ 0.35 million in Fiscal 2021 to ₹ 0.55 million in Fiscal 2022. Additionally, we had expenses on impairment of goodwill of ₹ 15.60 million, and loss from asset sale of ₹ 2.38 million in Fiscal 2022, whereas we did not have such expenses in Fiscal 2021.

These expenses were partially set off by our (i) rent expenses which decreased by 37.27% from ₹ 3.30 million in Fiscal 2021 to ₹ 2.07 million in Fiscal 2022, (ii) repair and maintenance of buildings which decreased by 46.79% from ₹ 5.92 million in Fiscal 2021 to ₹ 3.15 million in Fiscal 2022, (iii) repair and maintenance of plant and machinery which decreased by 12.95% from ₹ 21.32 million in Fiscal 2021 to ₹ 18.56 million in Fiscal 2022, (iv) other repair and maintenance expenses which decreased by 78.73% from ₹ 2.21 million in Fiscal 2021 to ₹ 0.47 million in Fiscal 2022, (v) insurance expenses which increased by 11.73% from ₹ 9.63 million in Fiscal 2021 to ₹ 10.76 million in Fiscal 2022, (vi) Bad Debts and advances written off which decreased by 84.22% from ₹ 19.64 million in Fiscal 2021 to ₹ 3.10 million in Fiscal 2022 and (vii) miscellaneous expense such as security charges, travelling expenses, vehicle maintenance, communication charges, R&D expenditure, among others, which decreased by 22.04% from ₹ 43.38 million in Fiscal 2021 to ₹ 33.82 million in Fiscal 2022. Additionally, we had an expense of ₹ 3.84 million on loss allowance for doubtful receivables and advances in Fiscal 2021, whereas we did not incur such expense in Fiscal 2022.

Restated profit before tax

On account of factors mentioned hereinabove, our restated profit before tax increased by 141.81% from ₹ 108.77 million in Fiscal 2021 to ₹ 263.02 million in Fiscal 2022**.**

Tax expense

Our tax expense increased by 188.48% from ₹ 30.74 million in Fiscal 2021 to ₹ 88.68 million in Fiscal 2022. This was due to increase in current tax by 178.96% from ₹ 27.61 million in Fiscal 2021 to ₹ 77.02 million in Fiscal 2022, and (ii) increase in deferred tax by 593.83% from ₹ 1.62 million in Fiscal 2021 to ₹ 11.24 million in Fiscal 2022. This was partially offset by a decrease in tax pertaining to earlier periods which reduced by 72.19% from ₹ 1.51 million in Fiscal 2021 to ₹ 0.42 million in Fiscal 2022.

Restated profit for the year

For the reasons discussed above, our restated profit for the year increased by 123.43% from ₹ 78.03 million in Fiscal 2021 to ₹ 174.34 million in Fiscal 2022.

CASH FLOWS

(₹ in million)

Particulars	Fiscal ended		
	March 31, 2023	**March 31, 2022**	**March 31, 2021**
Net cash flow from / (used in) operating activities	188.28	(289.41)	474.19
Net cash flow from / (used in) investing activities	(2,175.02)	(2,041.94)	(66.91)
Net cash flow from / (used in) financing activities	2,345.45	2,535.45	(425.42)
Net increase/(decrease) in cash and cash equivalents	358.71	204.10	(18.14)
Cash and cash equivalents at the beginning of the year	241.47	36.48	54.62
Additions on account of business combination as at August 1, 2021	-	0.89	-
Cash and cash equivalents at the end of the year	600.18	241.47	36.48

NET CASH GENERATED FROM/ USED IN OPERATING ACTIVITIES

Fiscal ended March 31, 2023

Net cash flow from operating activities was ₹ 188.28 million in Fiscal ended March 31, 2023. Restated Profit before tax was ₹ 440.47 million in Fiscal ended March 31, 2023. Adjustments to reconcile profit before tax to net cash flows primarily consisted of depreciation and amortisation expense of ₹ 260.77 million, loss on fair valuation of financial instruments (compulsorily convertible preference shares) carried at fair value through profit and loss of ₹ 15.50 million, share of loss of associate of ₹ 8.12 million, provision for slow moving inventory of ₹ 5.90 million, finance costs of ₹ 314.60 million, bad debts and advances written off of ₹ 1.37 million and loss allowance for doubtful receivables and advances of ₹ 26.15 million. This was partially offset by interest income of ₹ 12.75 million, unrealised foreign exchange gain of ₹ 1.03 million and liabilities no longer required, written back of ₹ 0.61 million. Operating cash flow before working capital changes was ₹ 1,058.48 million in Fiscal ended March 31, 2023. The main adjustments in Fiscal ended March 31, 2023, primarily consisted of increase in trade receivables of ₹ 1,255.43 million, increase in inventories of ₹ 169.65 million and increase in other assets of ₹ 56.29 million. This was partially offset by (i) decrease in financial assets of ₹ 5.13 million and (ii) increase in Trade payables of ₹ 559.04 million, increase in Other financial liabilities of ₹ 51.30 million, increase in sundry provisions of ₹ 1.15 million and increase in other liabilities of ₹ 121.79 million. Income taxes paid (net of refunds) amounted to ₹ 127.24 million in Fiscal ended March 31, 2023.

Fiscal ended March 31, 2022

Net cash flow used in operating activities was ₹ 289.41 million in Fiscal ended March 31,2022. Restated Profit before tax was ₹ 263.02 million in Fiscal ended March 31, 2022. Adjustments to reconcile profit before tax to net cash flows primarily consisted of Depreciation and amortisation expense of ₹ 162.97 million, finance costs of ₹ 293.83 million, Goodwill impairment of ₹ 15.60 million, rates and taxes of ₹ 8.80 million and loss on sale of property, plant and equipment of ₹ 2.38 million. This was partially offset by Interest income of ₹ 10.51 million, unrealised foreign exchange gain of ₹ 14.57 million and Liabilities no longer required, written back of ₹ 2.28 million. Operating cash flow before working capital changes was ₹ 722.34 million in Fiscal ended March 31, 2022. The main adjustments in Fiscal ended March 31, 2022, primarily consisted of (i) increase in trade receivables of ₹ 1,015.77 million, increase in inventories of ₹ 1,196.51, increase in financial assets of ₹ 4.58 million, increase in other asset of ₹ 220.04 million and (ii) decrease in other financial liabilities of ₹ 39.89 million, decrease in provision of ₹ 3.57 million and decrease in other liabilities of ₹ 129.35 million. This was partially offset by increase in trade payables of ₹ 1,689.94 million. Income taxes paid (net of refunds) amounted to ₹ 91.98 million in Fiscal ended March 31, 2022.

Fiscal ended March 31, 2021

Net cash flow from operating activities was ₹ 474.19 million in Fiscal ended March 31,2021. Restated Profit before tax was ₹ 108.77 million in Fiscal ended March 31, 2021. Adjustments to reconcile profit before tax to net cash flows primarily consisted of Depreciation and amortisation expense of ₹ 89.90 million, finance costs of ₹ 255.79 million and Bad debts and advances written off of ₹ 19.64 million, field rejection loss of ₹ 10.59 million and loss allowances for doubtful receivables and advances of ₹ 3.84 million. This was partially offset by Interest income of ₹ 5.29 million, unrealised foreign exchange loss of ₹ 0.17 million liabilities no longer required, written back of ₹ 12.38 million and profit of sale of property, plant and equipment of ₹ 0.54 million. Operating cash flow before working capital changes was ₹ 470.49 million in Fiscal ended March 31, 2021. The main adjustments in Fiscal ended March 31, 2021, primarily consisted of increase in trade receivables of ₹ 366.91 million increase in inventories of ₹ 52.91 million and increase in financial assets of ₹ 14.01 million. This was partially offset by (i) decrease in other assets of ₹ 146.75 million and (ii) increase in trade payables of ₹ 128.79 million, increase in other financial liabilities of ₹ 66.70 million, increase in provision of ₹ 4.72 million and increase in other liabilities of ₹ 108.99 million. Income taxes paid (net of refunds) amounted to ₹ 18.42 million in Fiscal ended March 31, 2021.

NET CASH GENERATED FROM/ USED IN INVESTING ACTIVITIES

Fiscal ended March 31, 2023

Net cash used in investing activities in Fiscal ended March 31,2023was ₹ 2,175.02 million. This was primarily on account of acquisition of property, plant and equipment, capital work-in-progress and intangible assets of ₹ 2,243.40 million, acquisition of leasehold land (included in right of use assets) of ₹ 81.15 million, investment in associate of₹ 25.74 million and loans given to associate of ₹ 46.13 million. This was partially offset by redemption of bank deposits of ₹ 203.84 million, proceeds from sale of property, plant and equipment of ₹ 4.34 million. and interest received of ₹ 13.22 million.

Fiscal ended March 31, 2022

Net cash used in investing activities in Fiscal ended March 31,2022 was ₹ 2,041.94 million. This was primarily on account of acquisition of property, plant and equipment, capital work-in-progress and intangible assets of ₹ 1,425.48 million, acquisition of leasehold land (included in right of use assets) of ₹ 348.18 million, investment in other companies of ₹ 30.57 million and investment in bank deposits of ₹ 247.79 million. This was partially offset by interest received of ₹ 8.83 million and proceeds from sale of property, plant and equipment of ₹ 1.25 million.

Fiscal ended March 31, 2021

Net cash used in investing activities in Fiscal ended March 31, 2021 was ₹ 66.91 million. This was primarily on account of acquisition of property, plant and equipment, capital work-in-progress and intangible assets of ₹ 54.07 million, and investment in bank deposits of ₹ 29.11 million. This was partially offset by interest received of ₹ 8.92 million and proceeds from sale of property, plant and equipment of ₹ 7.35 million.

NET CASH GENERATED FROM/ USED IN FINANCING ACTIVITIES

Fiscal ended March 31, 2023

Net cash flow from financing activities in Fiscal ended March 31,2023was ₹ 2,345.45 million. This was primarily on account of proceeds from issue of compulsorily convertible preference shares of ₹ 1,600.00 million, proceeds from long term borrowings of ₹ 864.96 million and proceeds from short term borrowings (net) of ₹ 509.83 million. This was partially offset by repayments of long-term borrowings of ₹ 294.45 million, Interest paid on borrowings of ₹ 244.02 million, payment of lease liabilities of ₹ 33.75 million, interest paid on lease liabilities of ₹ 28.07 million and other finance cost paid of ₹ 29.05 million.

Fiscal ended March 31, 2022

Net cash flow from financing activities in Fiscal ended March 31, 2022 was ₹ 2,535.45 million. This was primarily on account of proceeds from issue of compulsorily convertible preference shares of ₹ 1,600.00 million, proceeds from long term borrowings of ₹ 309.76 million and proceeds from short term borrowings (net) of ₹ 1,242.52 million. This was partially offset by repayments of long-term borrowings of ₹ 289.96 million, interest paid on borrowings of ₹ 190.22 million, payment towards lease liabilities of ₹ 30.26 million, interest paid on lease liabilities of ₹ 25.71 million and other finance cost paid of ₹ 80.68 million.

Fiscal ended March 31, 2021

Net cash flow used in financing activities in Fiscal ended March 31, 2021, was ₹ 425.42 million. This was primarily on account of proceeds from long term borrowings of ₹ 507.26 million. This was partially offset by repayments of long-term borrowings of ₹ 60.90 million, repayment of short term borrowings (net) of ₹ 592.58, interest paid on borrowings of ₹ 231.72 million, payment of lease liabilities of ₹ 26.72 million, interest paid on lease liabilities of ₹ 14.30 million and other finance cost paid of ₹ 6.46 million.

LIQUIDITY AND CAPITAL RESOURCES

We have historically financed the expansion of our business and operations primarily through debt financing, equity funding and funds generated from our operations. From time to time, we may obtain loan facilities to finance our short-term working capital requirements. We evaluate our funding requirements regularly in light of cash flows from our operating activities, the requirements of our business and operations and market conditions.

The following table summarizes certain information in relation to our liquidity and capital resources for the years indicated:

(₹ in million)

Particulars	As at the Fiscals ended		
	March 31, 2023	March 31, 2022	March 31, 2021
Cash and cash equivalents	600.18	241.47	36.48
Non-current borrowings	1,135.80	596.20	677.10
Current borrowings	3,788.65	3,243.61	1,708.47
Lease liabilities			
- Current	64.59	56.18	52.47
- Noncurrent	259.75	258.24	184.62
Bank balances other than cash and cash equivalents	154.38	348.19	78.91

INDEBTEDNESS

As of June 30, 2023, we had outstanding borrowings amounting to ₹ 4,414.13 million. See "*Financial Indebtedness*" as on page 346.

There are a number of covenants in our financing agreements that we have entered into with our lenders. Further, some of our financing agreements include conditions and covenants that require us to obtain their consent prior to carrying out certain activities and entering into certain transactions. Failure to meet these conditions or obtain these consents could have significant consequences on our business. Typically, we require, and may be unable to obtain, lender consents to incur additional secured debt, issue equity, change our capital structure, undertake any major expansion and for any change our management structure, whether or not there is any failure by us to comply with the other terms of such agreements.

The details of our indebtedness (on a consolidated basis) as on June 30, 2023, is provided below:

(in ₹ million)

Category of borrowing	Sanctioned Amount	Outstanding amount as on June 30, 2023
Secured (A)		
Working capital demand loan / sales invoice discounting	4,570.00	1,407.95
Term Loan	2,800.36	1,599.01
Vehicle Loan	15.44	13.22
Non- Fund Based - Letter of Credit and Bank Guarantee issued	4,000.00	1,310.84
Total (A)	**11,385.80**	**4,331.03**
Unsecured (B)		
Bill Discounting	1,250.00	83.10
Total (B)	**1,250.00**	**83.10**
Total (A+B)	**12,635.80**	**4,414.13**

** As certified by the ICA, pursuant to their certificate dated August 11, 2023.*
1. Sanctioned amount includes amount sanctioned for fund and non-fund based facilities.
2. As on June 30, 2023, the Subsidiary of the Company has not availed any borrowings.

Trade receivables

Trade receivables represent receivables from our customers. Our trade receivables were ₹ 4,790.87 million as of

March 31, 2023.

Trade payables

Our total trade payables were ₹ 3,890.75 million as of March 31, 2023.

CONTRACTUAL OBLIGATIONS AND COMMITMENTS

The following table sets forth certain information relating to future payments due under known contractual commitments as of March 31, 2023, aggregated by type of contractual obligation:

Particulars	As of March 31, 2023			
	Payment due by period			
	Total	Less than 1 year	1-3 years	More than 3 years
	(₹ million)			
Micro and small enterprises	192.24	192.24	-	-
Other than micro and small enterprises	3,698.51	3695.37	1.61	1.53
Total	3,890.75	3,887.61	1.61	1.53

CONTINGENT LIABILITIES AND OFF-BALANCE SHEET ARRANGEMENTS

As of March 31, 2023, our contingent liabilities and guarantees identified under the Ind AS 37, on a consolidated basis, were as follows:

Particulars	As of March 31, 2023 (₹ in million)
Contingent Liabilities	
Income tax matters	6.30
GST matters	0.75
Commitments	
Capital Commitments	
Estimated value of contracts in capital account remaining to be executed (net of advance)	616.41
Bank guarantees	16.79
Other Commitments	
Obligation of duty against balance exports obligation for imports under Export Promotion Capital Goods Scheme (EPCG)	7.79
Infrastructure development charges payable by the Holding Company to Sricity Manufacturing Cluster Private Limited	17.38
Infrastructure development charges payable by the subsidiary company to Sricity Manufacturing Cluster Private Limited	13.09

For details of our contingent liability and guarantees as of March 31, 2023, as per Ind AS 37, see "*Restated Financial Information – Note 35 – Commitments and contingencies*" on page 286.

There are no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that we believe are material to investors.

QUALIFICATIONS AND EMPHASIS OF MATTER

Our Statutory Auditors have included certain qualifications in the auditor's report on our audited standalone financial statements and audited consolidated financial statements for the Fiscal ended March 31, 2022, as set forth hereunder:

Our Company has accounted the non-cumulative compulsorily convertible preference shares ("**CCPS**"), including premium aggregating to ₹ 1,600.00 million as at March 31, 2022, as an equity instrument, which is not in accordance with Ind AS 32 "Financial Instruments: Presentation" that requires them to be presented as a financial liability in its entirety and accounted at fair value in accordance with Ind AS 109 "Financial Instruments" and Ind AS 113 "Fair Value Measurement", given that it contains a buy-back right available to the holders and the fixed to fixed criterion is not met. Our Company applied Ind AS during the financial year ended March 31, 2022, and is required to apply Ind AS 32, Ind AS 109 and Ind AS 113 from the date of the transition to Ind AS, i.e., April 1, 2020, which requires the CCPS issued during the year that contain a buy-back right with the holders to be accounted as detailed herein. As a result, the classification and measurement of the liability through profit and loss, the gain / loss from such adjustments, consequential impact on earnings per share and income tax as at and for the year ended March 31, 2022, are not in accordance with Ind AS 32, Ind AS 109 and Ind AS 113. Our Company has not quantified the impact of such non-compliance of Ind AS 32 and Ind AS 109 and has not included the relevant fair value disclosures required under Ind AS 107 "Financial Instruments: Disclosures" for these CCPS not recognized as financial liabilities as at March 31, 2022. In the absence of such quantification and appropriate evidence, our Statutory Auditors were unable to comment on the consequential impact thereof on the audited standalone and consolidated financial statements.

Our Statutory Auditors and our previous statutory auditors have also included certain emphasis of matters and certain observations in their auditor's report on our audited standalone financial statements for Fiscals ended March 31, 2023 and March 31, 2021, and on our audited consolidated financial statements for Fiscal ended March 31, 2023, and the annexure to the auditor's reports as required under the Companies (Auditor's Report) Order, 2020, in respect of our Company and our Material Subsidiary in the manner set forth hereunder:

Emphasis of matter in our Statutory Auditor's and previous statutory auditor's report on the audited standalone financial statements

As at and for the year ended March 31, 2023:

Our Statutory Auditors have drawn attention to a specific note to our audited standalone financial statements as at and for the year ended March 31, 2023, which describes the matter and effects of restatement of comparative financial information included in the standalone financial statements. The opinion of our Statutory Auditors is not modified in respect of this matter.

As at and for the year ended March 31, 2021:

Our previous statutory auditors have drawn attention to a specific note to our audited standalone financial statements as at and for the year ended March 31, 2021, regarding non-filing of claim for special additional duty ("**SAD**") shown as other recoverable in financials under other current assets related to Fiscal ended March 31, 2017, for ₹ 3.89 million as documents i.e., bill of entries and other documents required for filing is being traced/ collected. Our Company is expected to file the same in financial year 2021-22. Our previous statutory auditors have drawn attention to another specific note to our audited standalone financial statements as at and for the year ended March 31, 2021, regarding claim for budgetary support under Scheme for Budgetary support introduced by Department of Industrial Promotion and Policy of Government of India of ₹ 8.80 million. Due to technical reason our Company could not file the claim and approached the GST Department for allowing the Company to file the claim. The request is under consideration with the department, which is shown as other receivable under other current assets. The opinion of our previous statutory auditors is not modified in respect of the above matters.

Emphasis of matter in our Statutory Auditor's report on the audited consolidated financial statements

As at and for the year ended March 31, 2023:

Our Statutory Auditors have drawn attention to a specific note to our audited consolidated financial statements as at and for the year ended March 31, 2023, which describes the matter and effects of restatement of comparative financial information included in the parent's standalone financial statements. The opinion of our Statutory Auditors is not modified in respect of this matter.

Qualifications or adverse remarks under Companies (Auditors Report) Order, 2020 ("CARO") in the Statutory Auditor's report on our audited standalone financial statements

As at and for the year ended March 31, 2023:

A. Our Statutory Auditors reported that the title deeds of all the immovable properties, (other than those that have been taken on lease) disclosed in the standalone financial statements included in property, plant equipment are held in the name of the Company as at the balance sheet date. In respect of immovable properties that have been taken on lease and disclosed in the standalone financial statements as right of use asset as at the balance sheet date, the lease agreements are duly executed in favour of the Company, except for the following:

Description of Immovable properties taken on lease	Gross carrying value (as at the balance sheet date) (₹ in lakh)	Carrying value (as at the balance sheet date (₹ in lakh)	Held in name of	Whether promoter, director or their Relative or employee	Period held	Reason for not being held in name of Company
Leasehold Land	1,282.22	1,219.95	Erstwhile Partnership firm M/s E- Vision	No	September 25, 2006	Refer Note 3(i) to the audited standalone financial statements for Fiscal ended March 31, 2023
Leasehold Land	679.34	676.56	Elcina Electronics Manufacturing Cluster Private Limited	No	November 4, 2022	Refer Note 3(i) to the audited standalone financial statements for Fiscal ended March 31, 2023

B. In the opinion of our statutory auditor, our Company had an internal audit system, scope and coverage of which needed to be enhanced, for it to be commensurate with the size and the nature of its business.

Qualifications or adverse remarks under Companies (Auditors Report) Order, 2020 ("CARO") in the Statutory Auditor's report on our audited consolidated financial statements

As at and for the year ended March 31, 2023:

Name of the entity	Nature of entity	Clause number of section 3 of the CARO which is unfavourable or qualified or adverse	Management Remarks
EPACK Durable Limited	Issuer / parent entity	Clause 3(i)(c) – pertaining to title deed of immovable properties taken on lease	The Lease deed was in the name of M/S E-vision, erstwhile partnership firm that was converted into our Company. Subsequent to the year end, on May 27, 2023, the name of our Company was updated in the records of State Infrastructure Industrial Development Corporation Uttarakhand Limited ("**SIIDCUL**") as "EPACK Durable Private Limited". The Company has been given an allotment letter for the leasehold land at Bhiwadi (Plot numbers: D-6,7 &8). Execution of lease deed is under process.
		Clause 3 (xiv) – pertaining to internal audit system	Our Company is currently in the process of establishing a robust internal audit plan to be commensurate with the growing business. Further during the Fiscal ended 2023, our Company has engaged EY as its internal auditor and expects enhancement in its overall internal audit system.
EPACK Components Private Limited	Subsidiary	Clause 3(i)(c) – pertaining to title deed of immovable properties taken on lease	The lease deed was in the name of M/S E-Durables, erstwhile partnership firm that was converted into our Material Subsidiary. The name of our Subsidiary was updated in the records of SIIDCUL, but the execution of lease deed in the name of the subsidiary company was completed on May 27, 2023.
		Clause 3(ix)(d) – pertaining to short term funds used for	The utilisation is primarily on account of excess working capital.

Name of the entity	Nature of entity	Clause number of section 3 of the CARO which is unfavourable or qualified or adverse	Management Remarks
		long term purposes	
		Clause 3 (xiv) – pertaining to internal audit system	Please see our response to clause 3(xiv) of CARO above
Epavo Electricals Private Limited	Associate	Clause 3 (i)(xvii) pertaining to cash losses	Our associate has incurred cash losses during gestation period. The associate has successfully commenced commercial production during the Fiscal ended 2023.

For further information, see "*Financial Information*", "*Risk Factors – Our Statutory Auditors have included a qualification in the auditor's report on our audited standalone financial statements and audited consolidated financial statements for the Fiscal ended March 31, 2022.*", and "*Risk Factors – Our Statutory Auditors and previous statutory auditors have included certain emphasis of matters and certain observations in their auditor's report on our audited standalone financial statements for Fiscals ended March 31, 2023 and March 31, 2021, and on our audited consolidated financial statements for Fiscal ended March 31, 2023, and the annexure to the auditor's reports as required under the Companies (Auditor's Report) Order, 2020, in respect of our Company and our Material Subsidiary.*" on pages 236, 48 and 49, respectively.

RELATED PARTY TRANSACTIONS

We enter into various transactions with related parties in the ordinary course of business. These transactions principally include rent payments, capital advances, repayment of advances given, and remuneration paid to Directors.

For details, see "*Other Financial Information – Related Party Transactions*" on page 314. Also, see "*Risk Factors – 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.*" on page 56.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT FINANCIAL MARKET RISK

Our management monitors and manages key financial risk relating to our operations by analysing exposures by degree and magnitude of risk. The risks include credit risk, liquidity risk, interest rate risk and inflation risk. Our Board of Directors has overall responsibility for the establishment and oversight of our risk management framework. Our risk management policies are established to identify and analyse the risks faced by us, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and our activities.

Credit Risk

Credit risk is the risk that the counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses both the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. We are exposed to credit risk from our operating activities (primarily trade receivables) and loans receivables. Trade receivables are typically unsecured and are derived from revenue earned from customers. Our trade receivables as of March 31, 2023 was ₹ 4,790.87 million.

Liquidity Risk

Liquidity risk is the risk that we will not be able to meet our financial obligations as they become due. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available to meet our liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to our reputation. We manage liquidity risk by maintaining reserves by continuously monitoring forecast and actual cash flows. Our objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts. As of the year ended March 31, 2023, cash and bank balances and unutilized balance of sanctioned fund based working capital including bill discounting limit of our Company is ₹ 4,099.99 million.

Foreign-currency risk

We undertake transactions denominated in foreign exchange risk arising from foreign currency transactions. A portion of our purchases and sales are denominated in foreign currency. Considering the volume of foreign currency transactions, we have taken forward contracts to manage its exposure. For further details, see "*Risk Factors – Currency exchange rate fluctuations may affect the value of the Equity Shares.*" on page 62.

Interest rate risk

Interest rates for borrowings have been fluctuating in India in recent periods. Our current debt facilities typically carry variable rates of interest. An increase in interest rates would increase interest expenses relating to our outstanding borrowings and increase the cost of new debt. In addition, an increase in interest rates may adversely affect our ability to service long-term debt, which in turn may adversely affect our results of operations. We do not have a policy to enter into hedging arrangements against interest rate fluctuations. We mitigate risk by structuring our borrowings to achieve a reasonable, competitive cost of funding. There can be no assurance that we will be able to do so on commercially reasonable terms, or that these agreements, if entered into, will protect us adequately against interest rate risks.

Inflation risk

In recent years, India has experienced relatively high rates of inflation. While we believe that inflation has not had any material impact on our business and results of operations in light of the growth of our revenues, inflation generally impacts the overall economy and business environment and hence could affect us.

UNUSUAL OR INFREQUENT EVENTS OR TRANSACTIONS

Except as described in this Draft Red Herring Prospectus, to our knowledge, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

SIGNIFICANT ECONOMIC CHANGES THAT MATERIALLY AFFECT OR ARE LIKELY TO AFFECT INCOME FROM CONTINUING OPERATIONS

Our business has been subject, and we expect it to continue to be subject, to significant economic changes that materially affect or are likely to affect income from continuing operations identified above in "– *Significant Factors Affecting our Results of Operations and Financial Condition*" and the uncertainties described in the section "*Risk Factors*" on page 319 and 34, respectively.

KNOWN TRENDS OR UNCERTAINTIES

Other than as described in the section "*Risk Factors*" on page 34, to our knowledge, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

FUTURE RELATIONSHIP BETWEEN COST AND INCOME

Other than as described in the sections "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on pages 34, 167 and 316, respectively, to our knowledge there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

PUBLICLY ANNOUNCED NEW PRODUCTS OR BUSINESS SEGMENTS /MATERIAL INCREASES IN REVENUE DUE TO INCREASED DISBURSEMENTS AND INTRODUCTION OF NEW PRODUCTS

As on the date of the Draft Red Herring Prospectus, there are no new products or services or business segments that have or are expected to have a material impact on our business prospects, results of operations or financial condition.

SIGNIFICANT DEPENDENCE ON SINGLE OR FEW CUSTOMERS OR SUPPLIERS

We are not dependent on a single or a few suppliers for our business but given the nature of our business operations, we do not believe our business is dependent on any single customer. We have over the years established long-term relationships with our customers leading to recurrent business engagements with them. However, significant dependence on certain customers may increase the potential volatility of our results of operations, if we do not achieve our expected margins or suffer losses on such contracts. A failure to negotiate favourable terms with our key customers could have a material adverse effect on the business, financial condition, results of operations, cash flows and future prospects of our Company. For Fiscal 2023, our top five customers accounted for ₹ 12,720.25 million or 82.66% of our revenue from operations. For further details, see *"Risk Factors – A significant portion of our revenue is generated from certain key customers, and the loss of one or more such customers, the deterioration of their financial condition or prospects, or a reduction in their requirement for our products could adversely affect our business, results of operations, financial condition and cash flows."* on page 35.

SEASONALITY OF BUSINESS

Our RAC business operations and the air conditioner industry in general may be affected by seasonal trends in the Indian climate. Generally, we witness an increase in sales in the first half of the calendar year. The sale of our RACs is generally significantly higher in the summer months due to the heat and warm weather, and considerably lower during the monsoon and winter months. For further details, see *"Risk Factors – Our RAC business is subject to seasonal variations and cyclicality that could result in fluctuations in our results of operations"* on page 39.

COMPETITIVE CONDITIONS

We operate in a competitive environment. Please refer to the sections "*Our Business*", "*Industry Overview*" and "*Risk Factors*" on pages 167, 134 and 34, respectively for further information on our industry and competition.

CHANGE IN ACCOUNTING POLICIES

Except as described in this Draft Red Herring Prospectus and herein below, there have been no changes in our accounting policies in the last three Fiscals:

Our Company has voluntarily adopted Ind AS for the accounting year beginning from April 1, 2021 with a transition date of April 1, 2020, and accordingly, our Company has prepared the opening balance sheet as per Ind AS as of April 1, 2020 (the transition date) by recognising all assets and liabilities whose recognition is required by Ind AS, not recognising items of assets or liabilities which are not permitted by Ind AS, reclassifying items from previous GAAP to Ind AS as required under Ind AS, and applying Ind AS in measurement of recognised assets and liabilities.

SIGNIFICANT DEVELOPMENTS AFTER MARCH 31, 2023, THAT MAY AFFECT OUR FUTURE RESULTS OF OPERATIONS

To our knowledge, no circumstances have arisen since the date of the last financial statements as disclosed in this Draft Red Herring Prospectus which materially and adversely affect or are likely to affect, the trading or profitability of our Company, or the value of our assets or our ability to pay our material liabilities within the next 12 months.

FINANCIAL INDEBTEDNESS

Our Company avails loans in the ordinary course of business for, *inter alia,* meeting our working capital and business requirements. For details of the borrowing powers of our Board, see "*Our Management – Borrowing Powers*" on page 212.

We have obtained the necessary consents required under the relevant financing documentation for undertaking the activities in relation to the Offer, including, effecting a change in our capital structure, change in our shareholding pattern, change in our constitutional documents and change in the composition of our Board.

As of June 30, 2023, our outstanding borrowings aggregated to ₹ 4,414.13 million. The details of the indebtedness of our Company (on a consolidated basis) as on June 30, 2023, are provided below:

(in ₹ million)

Category of borrowing	Sanctioned Amount	Outstanding amount as on June 30, 2023
Secured (A)		
Working capital demand loan / sales invoice discounting	4,570.00	1,407.95
Term Loan	2,800.36	1,599.01
Vehicle Loan	15.44	13.22
Non- Fund Based - Letter of Credit and Bank Guarantee issued	4,000.00	1,310.84
Total (A)	**11,385.80**	**4,331.03**
Unsecured (B)		
Bill Discounting	1,250.00	83.10
Total (B)	**1,250.00**	**83.10**
Total (A+B)	**12,635.80**	**4,414.13**

* *As certified by the ICA by way of their certificate dated August 11, 2023.*
Notes:
1. Sanctioned amount includes amount sanctioned for fund and non-fund based facilities.
2. As on June 30, 2023, the Subsidiary of the Company has not availed any borrowings.

Principal terms of the borrowings availed by our Company:

The details provided below are indicative and there may be additional terms, conditions and requirements under the various financing documentation executed by our Company in relation to our indebtedness.

1. ***Interest:*** The applicable rate of interest for the various facilities in India availed by us are typically linked to benchmark rates, such as the marginal cost of lending rate (MCLR), London interbank offered rate (LIBOR), repo rate or T-Bill over a specific period of time and spread per annum, and are subject to mutual discussions between the relevant lenders and our Company. In most of our facilities, a spread per annum is charged above these benchmark rates, and the spread ranges between 0.20% to 2.15% per annum. The interest rate on our unsecured borrowings is 8.50% per annum, which can be reset monthly or quarterly at the sole discretion of the lender from time to time.

2. ***Tenor and repayment:*** The tenor of certain working capital facilities availed by us ranges from a period of 90 days to up to 12 months, whereas the term loan facilities availed by our Company typically has a tenor ranging from 60 to 72 months. Certain of our working capital facilities are repayable on demand while certain are repayable on the basis of a mutually agreed repayment schedule.

3. ***Penal Interest***: The terms of certain financing facilities availed by us prescribe penalties for non-compliance of certain obligations by us. These include, *inter alia*, breach of financial covenants, non-renewal of insurance policy in a timely manner or inadequate insurance cover, diversion of facilities to inter-corporate deposits, debentures, stocks and shares, non-submission of annual financial statements and stock statements, etc. The terms of certain borrowings availed by us prescribe a penalty interest rate that ranges from 1% to 2% per annum over and above the applicable interest rate depending on the event of default or as may be mutually agreed between our Company and the respective lenders.

4. ***Pre-payment penalty:*** Our borrowings typically have pre-payment provisions which allow for pre-payment of the outstanding amount at any given point in time, subject to the conditions specified in the borrowing arrangements. Certain of the working capital facilities and term borrowings availed by us carry a pre-payment penalty of up to 2% on the pre-paid amount or as based on lenders extant guidelines or as may be mutually agreed between us and the respective lenders.

5. ***Security:*** Our borrowings are typically secured, inter alia, by way of mortgage of immoveable fixed assets and hypothecation of moveable assets including charge over entire current assets (both present and future) and receivables of our Company. There may be additional requirements for creation of security under the various borrowing arrangements entered into by us. The credit facilities availed by us are secured by guarantees issued by our Promoters in favour of the lenders. For further details of the security issued by our Company, see *"Restated Financial Information – Note 16(ii)(a) – Nature of security"* on page 274.

6. ***Key Covenants:*** The financing arrangements entered into by us entail various restrictive conditions and covenants restricting certain corporate actions, and we are required to take the prior approval of the lenders before carrying out such activities.

For instance, certain corporate actions for which we require the prior written consent of the lenders include:

(a) effecting any change in our shareholding pattern or capital structure.
(b) making any amendments to the constitutional documents of our Company.
(c) effecting any change in the ownership, control or management of our Company.
(d) undertaking any expansion/modernisation/diversification/renovation or acquiring any fixed assets.
(e) declare or pay any dividend for any year except out of the profits of the relevant year.
(f) permitting any transfer of the controlling interest or making any drastic change in the management set-up including without limitation any change in the senior management.
(g) investing any funds by way of deposits, or loans or in share capital of any other concerns.
(h) pre-paying our outstanding loans in whole or part.

7. ***Events of default:*** The borrowing facilities availed by us contain certain standard events of default, including:

(a) default in payment / repayment of interest or instalment amount on relevant due dates.
(b) non-compliance of financial covenants.
(c) any default under any other facility from any bank or financial institution.
(d) the occurrence of any cross default.
(e) any change of ownership, control and/or management of the Company without the prior consent of the lenders.
(f) breach of security arrangements.
(g) cessation of all or substantial part of Company's business.
(h) supply of misleading information by the Company.
(i) occurrence of a material adverse effect (as defined in the relevant financing document).
(j) initiation of insolvency, bankruptcy, winding-up or liquidation proceedings of the Company, and seizure of the Company's equipment/plant machinery under any process of law.

8. ***Consequences of occurrence of events of default:*** In terms of our borrowing arrangements, due to the occurrence of events of default, our lenders may:

(a) declare all amounts outstanding in respect of facility due and immediately payable.
(b) demand to furnish more security.
(c) recall advance and take any recovery action.
(d) enforce security or change any of the terms of sanction.
(e) impose penal interest on the principal amount.
(f) require the Company to reconstitute its Board.
(g) appoint a nominee director on Board of our Company.

The above is an indicative list and there may be additional consequences of an event of default under the various borrowing arrangements entered into by us.

For risks in relation to the financial and other covenants required to be complied with in relation to our borrowings, see "*Risk Factors – Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business and results of operations.*" on page 47.

SECTION VII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND OTHER MATERIAL DEVELOPMENTS

*Except as stated below, there are no outstanding (i) criminal proceedings (including matters at FIR stage where no/some cognizance has been taken by any court); (ii) outstanding actions by regulatory authorities and statutory authorities; (iii) claims for any direct or indirect tax liabilities; or (iv) proceedings (other than proceedings covered under (i) to (ii) above) which have been determined to be material pursuant to the Materiality Policy (as disclosed herein below), involving our Company, Directors, Promoters or Subsidiary (the **"Relevant Parties"**).*

*In relation to (iv) above, our Board in its meeting held on August 7, 2023, has considered and adopted a policy of materiality for identification of material litigation/arbitration ("**Materiality Policy**"). In terms of the Materiality Policy, the following shall be considered 'material' for the purposes of disclosure in the Draft Red Herring Prospectus:*

(i) Any pending litigation, including arbitration proceedings, involving the Relevant Parties, in which the monetary amount of claim/ dispute, to the extent quantifiable, involved in any such outstanding litigation is equivalent to or in excess of 5% of the restated profit for the year (after tax) for the most recent completed financial year, as derived from the Restated Financial Information as at March 31, 2023. The total restated profit for the year (after tax), on a consolidated basis, of our Company for the Fiscal 2023 is ₹ 319.72 million, and accordingly, all litigation involving our Company, and / or our Subsidiary in which the amount involved exceeds ₹ 15.99 million have been considered as material, if any;

(ii) Any pending litigation including arbitration proceedings, involving the Relevant Parties where the monetary impact is not quantifiable or lower than the threshold specified in (i) above, but an adverse outcome of which (including any litigation under the Insolvency and Bankruptcy Code, 2016) would materially and adversely affect the Company's business, prospects, operations, performance, financial position or reputation on a standalone or consolidated basis; or

(iii) All outstanding litigation / arbitration proceedings with a common cause of action and the aggregate of each of the claim amounts involved in outstanding litigation arising out of such common cause of action, exceed the amount as specified in (i) above, even though the amount involved in an individual matter may not exceed the threshold as specified in (i) above.

Further, any tax litigation which involves a claim amount greater than the materiality thresholds as defined above, will also be disclosed individually.

Except as disclosed in this section, there are no (a) disciplinary actions (including a penalty) imposed by SEBI or any of the stock exchanges against any of the Promoters of our Company in the five financial years preceding the relevant Offer Document, including any outstanding action; and (b) outstanding litigation involving the group companies, the outcome of which may have a material impact on the Company, as applicable.

For the purposes of the above, pre-litigation notices received by any of the Relevant Parties from third parties (excluding those notices issued by statutory / regulatory / governmental / tax / judicial/ quasi-judicial authorities or notices threatening criminal action) shall, unless otherwise decided by the Board, not be considered as litigation and accordingly not be disclosed in the Offer Documents until such time that Relevant Parties, as applicable, are impleaded as defendants in litigation proceedings before any judicial or arbitral forum.

All terms defined in a particular litigation disclosure below are for that particular litigation only.

Further, our Board, in its meeting held on August 7, 2023, has approved that a creditor of the Company shall be considered to be material for the purpose of disclosure in the this Draft Red Herring Prospectus and the website of the Company, if amounts due to such creditor is equivalent to or in excess of 5% of the trade payables of the Company as at the end of the most recent financial period covered in the Restated Financial Information. The trade payables of our Company as on March 31, 2023, were ₹ 3,890.75 million. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds ₹ 194.54 million as on March 31, 2023.

Unless stated to the contrary, the information provided below is as on the date of this Draft Red Herring Prospectus.

Litigation proceedings involving our Company

(a) ***Criminal proceedings***

As on the date of this Draft Red Herring Prospectus, there are no pending criminal proceedings involving our Company.

(b) ***Actions by statutory or regulatory authorities***

As on the date of this Draft Red Herring Prospectus, there are no pending actions initiated by statutory or regulatory authorities against our Company.

(c) ***Claims related to direct and indirect taxes***

Except as disclosed below, as on the date of this Draft Red Herring Prospectus, there are no pending claims related to direct and indirect taxes involving our Company:

S.No.	Nature of Proceedings	Number of cases	Approximate amount in dispute (in ₹ million)
1	Direct Tax	3	6.30
2	Indirect Tax	7	13.08
Total		**10**	**19.38**

(d) ***Other material proceedings***

As on the date of this Draft Red Herring Prospectus there are no other proceedings involving our Company, which have been considered material by our Company in accordance with the Materiality Policy.

Litigation proceedings involving our Subsidiary

(a) ***Criminal proceedings***

As on the date of this Draft Red Herring Prospectus, there are no pending criminal proceedings involving our Subsidiary.

(b) ***Actions by statutory or regulatory authorities***

As on the date of this Draft Red Herring Prospectus, there are no pending actions initiated by statutory or regulatory authorities against our Subsidiary.

(c) ***Claims related to direct and indirect taxes***

Except as disclosed below, as on the date of this Draft Red Herring Prospectus, there are no pending claims related to direct and indirect taxes involving our Subsidiary:

S.No.	Nature of Proceedings	Number of cases	Approximate amount in dispute (in ₹ million)
1	Direct Tax	1	Not quantifiable
2	Indirect Tax	2	1.26
Total		**3**	**1.26**

(d) ***Other material proceedings***

As on the date of this Draft Red Herring Prospectus there are no other proceedings involving our Subsidiary, which have been considered material by our Subsidiary in accordance with the Materiality Policy.

Litigation proceedings involving our Directors

(a) ***Criminal proceedings***

As on the date of this Draft Red Herring Prospectus, there are no pending criminal proceedings involving any of our Directors.

(b) ***Actions by statutory or regulatory authorities***

As on the date of this Draft Red Herring Prospectus, there are no pending actions initiated by statutory or regulatory authorities against our Directors.

(c) ***Claims related to direct and indirect taxes***

As on the date of this Draft Red Herring Prospectus, there are no pending claims related to direct or indirect taxes involving our Directors.

(d) ***Other pending proceedings***

As on the date of this Draft Red Herring Prospectus there are no other pending proceedings involving any of our Directors, which have been considered material by our Company in accordance with the Materiality Policy.

Litigation proceedings involving our Promoters

There are no pending criminal proceedings, claims related to direct or indirect taxes, and other pending proceedings, which have been considered material by our Company in accordance with the Materiality Policy, involving any of our Promoters.

Disciplinary action taken against our Promoters in the five Fiscals preceding the date of this Draft Red Herring Prospectus by SEBI or any stock exchange

No disciplinary action has been taken against our Promoters in the five Fiscals preceding the date of this Draft Red Herring Prospectus either by SEBI or any stock exchange.

Outstanding dues to small scale undertakings or any other creditors

In terms of the Materiality Policy, such creditors are considered 'material' to whom the amount due exceeds 5% percent of the trade payables of our Company as on March 31, 2023. Our Company owed a total sum of ₹ 3,890.75 to a total number of 433 creditors as on March 31, 2023. The details of our outstanding dues to the 'material' creditors of our Company, MSMEs, and other creditors, on a consolidated basis, as on March 31, 2023, are as follows:

Particulars*	No. of creditors	Amount due (in ₹ million)
Micro, small or medium enterprises (including provisions)	98	192.24
'Material' creditors	2	1,224.47
Other creditors (including provisions and other non-attributable payables)	333	2,474.04
Total	**433**	**3,890.75**

**As certified by the ICA by way of their certificate dated August 11, 2023.*

For complete details of outstanding overdues to material creditors, see www.epackdurable.com/investor-relations.

Material Developments

There have not arisen, since the date of the last Restated Financial Information disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect or are likely to affect our trading or profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

*We have set out below an indicative list of approvals, and registrations obtained by our Company and our Material Subsidiary which are considered material and necessary for the purpose of undertaking our business activities, and operations ("**Material Approvals**"). Except as disclosed below, no further material approvals, and registrations are required for carrying on the present business activities and operations of our Company and our Material Subsidiary. Additionally, certain Material Approvals may have lapsed or expired or may lapse in their ordinary course of business, from time to time, and our Company and our Material Subsidiary have either already made applications to the appropriate authorities for renewal of such Material Approvals or is in the process of making such renewal applications in accordance with applicable law. We have set out below, (i) material approvals or renewals applied for but not received; and (ii) material approvals expired and renewal yet to be applied for. Unless otherwise stated, these Material Approvals are valid as on the date of this Draft Red Herring Prospectus. For incorporation details of our Company and our Material Subsidiary, see "History and Certain Corporate Matters – Brief History of our Company" and "History and Certain Corporate Matters – Details of our Subsidiary and Associate" on pages 195 and 198.*

Pursuant to the conversion of our Company into a public limited company and the consequent change in name of our Company, our Company is in the process of changing our name as it appears on various approvals and licenses.

Our Company has filed a scheme of arrangement before the NCLT, Allahabad, for the merger of our Material Subsidiary into our Company. For further details, see "History and Certain Corporate Matters – Mergers or amalgamations" on page 200.

For details in connection with the regulatory and legal framework within which our Company operates, see "Key Regulations and Policies" on page 190. For details of risk associated with not obtaining or delay in obtaining the requisite approvals, see "Risk Factors – We are subject to environmental, health and safety regulations, which may increase our compliance costs. If we fail to obtain, maintain or renew the licenses, permits and approvals required to operate our business, or fail to comply with applicable laws, our business, results of operations and financial condition may be adversely affected." on page 43.

I. Approvals relating to the Offer

For details regarding the approvals and authorisations obtained by our Company in relation to the Offer, see "*Other Regulatory and Statutory Disclosures – Authority for the Offer*" on page 360.

II. Material approvals relating to our business and operations

Tax related approvals

(i) Our Company

1. The permanent account number of our Company is AAFCE4759E.

2. The tax deduction account number of our Company is MRTE02066B.

3. Goods and services tax registrations under the applicable central and state goods and services tax legislations in the states of Andhra Pradesh, Rajasthan, Uttarakhand and Uttar Pradesh issued by the relevant central and state authorities.

(ii) Our Material Subsidiary

1. The permanent account number of our Material Subsidiary is AAFCE4760R.

2. The tax deduction account number of our Material Subsidiary is MRTE02065A.

3. Goods and services tax registrations under the applicable central and state goods and services tax legislations in the states of Andhra Pradesh and Uttarakhand issued by the relevant central and state authorities.

Key business related approvals

(i) Our Company

1. Registration and license to work a factory issued under the Factories Act, 1948 by the Labour Department, Uttarakhand for Dehradun Unit I, Dehradun Unit II, Dehradun Unit III and by the Deputy Chief Inspector Factories and Boilers, Alwar, Government of Rajasthan for the Bhiwadi Manufacturing Facility.

2. No objection certificate issued by the Central Ground Water Authority for ground water abstraction for Dehradun Unit I, Dehradun Unit II and Dehradun Unit III.

3. Licenses under the Static and Mobile Pressure Vessels (Unfired) Rules, 2016 issued by (i) the Deputy Controller of Explosives, Dehradun, Petroleum and Explosives Safety Organisation for storage of liquid nitrogen and liquid oxygen gas in pressure vessels at Dehradun Unit I and (ii) the Deputy Chief Controller of Explosives, Faridabad, Petroleum and Explosives Safety Organisation for storage of liquid nitrogen gas in pressure vessels at Bhiwadi Manufacturing Facility.

4. Fire no-objection certificates from (i) the Chief Fire Officer, Dehradun for Dehradun Unit I, Dehradun Unit II and Dehradun Unit III; and (ii) the Fire Services Officer, Municipal Council, Bhiwadi for Bhiwadi Manufacturing Facility.

5. Approvals from (i) the Legal Metrology Department, Government of Uttarakhand for Dehradun Unit I, Dehradun Unit II and Dehradun Unit III; and (ii) the Department of Consumer Affairs (Legal Metrology Cell), Government of Rajasthan for Bhiwadi Manufacturing Facility under the Legal Metrology Act, 2009 and rules and regulations made thereunder.

6. Importer-exporter code issued by the Directorate General of Foreign Trade, Ministry of Commerce and Industry, Government of India for the Company.

7. Industrial Entrepreneurs Memorandum issued by the Department for Promotion of Industry and Internal Trade (Industrial Entrepreneurs Memorandum Section), Ministry of Commerce and Industry, Government of India for Dehradun Unit I, Dehradun Unit II, Dehradun Unit III and Bhiwadi Manufacturing Facility.

8. License for electrical installation of generators under Central Electricity Authority (Measures relating to Safety and Electric Supply) Regulations, 2010 for Dehradun Unit I, Dehradun Unit II, Dehradun Unit III and Bhiwadi Manufacturing Facility.

9. License under Uttar Pradesh Shops and Commercial Establishment Act, 1962 for the registered office of the Company.

(ii) Our Material Subsidiary

1. Registration and license to work a factory issued under the Factories Act, 1948 by the Labour Department, Uttarakhand for Dehradun Unit IV.

2. No objection certificate issued by the Central Ground Water Authority for ground water abstraction for Dehradun Unit IV.

3. Fire no-objection certificate from the Chief Fire Officer, Dehradun for Dehradun Unit IV.

4. Approval from the Legal Metrology Department, Government of Uttarakhand for Dehradun Unit IV for obtaining registration under the Legal Metrology Act, 2009 and rules and regulations made thereunder.

5. Importer-exporter code issued by the Directorate General of Foreign Trade, Ministry of Commerce and Industry, Government of India for the Material Subsidiary.

Environment related approvals

(i) Our Company

1. Consent to operate and authorisations issued by (i) Uttarakhand Pollution Control Board for Dehradun Unit III, and (ii) Rajasthan State Pollution Control Board for Bhiwadi Manufacturing Facility under the Water (Prevention and Control of Pollution) Act, 1974, the Air (Prevention and Control of Pollution) Act, 1981 and the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 for, amongst others, discharge of treated effluents and air emission.

2. Authorisation issued by Rajasthan State Pollution Control Board for generation, production and storage of biomedical waste under Bio-Medical Waste (Management) Rules, 2016 for Bhiwadi Manufacturing Facility.

3. Authorisation issued under E-Waste (Management) Rules, 2016 for generation, collection and storage of e-wastes generated during manufacturing process at our facility for Dehradun Unit I.

4. Registration certificate for importer issued by Rajasthan State Pollution Control Board under the Plastic Waste Management Rules, 2016, for disposal of plastic waste generated due to plastic packaging, for the Bhiwadi Manufacturing Facility.

(ii) Our Material Subsidiary

1. Authorisation issued by Uttarakhand Pollution Control Board for generation, segregation, collection, and storage of biomedical waste under Bio-Medical Waste Management Rules, 2016 for Dehradun Unit IV.

Labour related approvals

(i) Our Company

1. Certificates of registration under the Contract Labour (Regulation and Abolition) Act, 1970, and the rules of the relevant states, as applicable in establishments where we have employed contract labour, issued by (i) the Labour Department of Uttarakhand for Dehradun Unit I, Dehradun Unit II and Dehradun Unit III, and (ii) the Department of Labour, Government of Rajasthan for Bhiwadi Manufacturing Facility.

2. Certificate of registration issued by the Employees' Provident Fund Organization under the Employees Provident Fund and Miscellaneous Provisions Act, 1952 for Dehradun Unit I, Dehradun Unit II, Dehradun Unit III, Registered and Corporate Office of the Company and Bhiwadi Manufacturing Facility.

3. Certificate of registration issued by the Employees State Insurance Corporation under the Employees State Insurance Act, 1948 for Dehradun Unit I, Dehradun Unit II, Dehradun Unit III and Bhiwadi Manufacturing Facility.

4. Certificate issued by under the Industrial Employment (Standing Orders) Act, 1946 certifying the defined conditions of employment by the Certifying Officer Standing Orders and Deputy Labour Commissioner, Garhwal Region, Dehradun for Dehradun Unit I, Dehradun Unit II, Dehradun Unit III and by the Assistant Labour Commissioner, Labour Department, Government of Rajasthan, for the Bhiwadi Manufacturing Facility.

(ii) Our Material Subsidiary

1. Certificate of registration under the Contract Labour (Regulation and Abolition) Act, 1970, and the rules of the relevant state, as applicable in establishments where our Material Subsidiary has employed contract labour, at our Material Subsidiary's manufacturing facility situated at Dehradun Unit IV, issued by the Labour Department of Uttarakhand.

2. Certificate of registration issued by the Employees' Provident Fund Organization under the Employees Provident Fund and Miscellaneous Provisions Act, 1952 for Dehradun Unit IV.

3. Certificate of registration issued by the Employees State Insurance Corporation under the Employees State Insurance Act, 1948 for Dehradun Unit IV.

4. Certificate issued by the Assistant Labour Commissioner under the Industrial Employment (Standing Orders) Act, 1946 certifying the defined conditions of employment for Dehradun Unit IV.

III. Material approvals applied for, including renewal applications, but not received

Except as stated below, as on the date of this Draft Red Herring Prospectus, there are no material approvals applied for, including renewal applications, that have not been received by our Company:

(i) Our Company

Name of approval	Issuing authority	Date of acknowledgement of renewal application / date of renewal application
Approval of license to import and store petroleum in underground tanks for Dehradun Unit I.	Joint Chief Controller of Explosives, Petroleum and Explosives Safety Organisation	April 20, 2023
Consent under Air (Prevention and Control of Pollution) Act, 1981, to make emissions from industrial plant for Dehradun Unit I.	Uttarakhand Pollution Control Board	March 31, 2023
Consent under Water (Prevention and Control of Pollution) Act, 1974, for discharge or continuation of discharge of sewage /trade effluent for Dehradun Unit I.	Uttarakhand Pollution Control Board	March 31, 2023
Authorisation under the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 for, amongst others, storage and disposal of hazardous waste for Dehradun Unit I.	Uttarakhand Pollution Control Board	March 31, 2023
Consent under Air (Prevention and Control of Pollution) Act, 1981, to make emissions from industrial plant for Dehradun Unit II.	Uttarakhand Pollution Control Board	March 31, 2023
Consent under Water (Prevention and Control of Pollution) Act, 1974, for discharge or continuation of discharge of sewage/trade effluent for Dehradun Unit II.	Uttarakhand Pollution Control Board	March 31, 2023
Authorisation under the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 for, amongst others, storage and disposal of hazardous waste for Dehradun Unit II.	Uttarakhand Pollution Control Board	March 31, 2023
Authorisation under E-waste (Management) Rules, 2022 for generation and storage of e-wastes generated during manufacturing process at Dehradun Unit II.	Uttarakhand Pollution Control Board	May 25, 2022

(ii) Our Material Subsidiary

Name of approval	Issuing authority	Date of acknowledgement of renewal application / date of renewal application
Consent under the Air (Prevention and Control of Pollution) Act, 1981, to make emissions from industrial plant for Dehradun Unit IV.	Uttarakhand Pollution Control Board	June 1, 2023
Consent under Water (Prevention and Control of Pollution) Act, 1974, for discharge or continuation of discharge of sewage/trade effluent for Dehradun Unit IV.	Uttarakhand Pollution Control Board	June 1, 2023
Authorization under the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 for *inter alia* storage and disposal of hazardous waste for Dehradun Unit IV	Uttarakhand Pollution Control Board	June 1, 2023

(iii) **Material approvals to be applied for, including renewal applications**

Except as disclosed below, as on the date of this Draft Red Herring Prospectus, there are no material approvals for which applications are yet to be made by our Company.

1. Authorisation under E-Waste (Management) Rules, 2022 for generation, collection and storage of e-wastes generated during manufacturing process at our facility for the Bhiwadi Manufacturing Facility.

2. Authorisation under the Gas Cylinder Rules, 2016, for storage of R32 gas for the Bhiwadi Manufacturing Facility.
3. Authorisation under the Gas Cylinder Rules, 2016, for storage of R32 gas for Dehradun Unit I.
4. Registration certificate for importer under the Plastic Waste Management Rules, 2016, for disposal of plastic waste generated due to plastic packaging, for Dehradun Unit I.

IV. Intellectual Property Rights

Designs

As on the date of this Draft Red Herring Prospectus, 10 designs of our Company are registered in India.

S. No.	Description	Class of registration	Registering Authority	Registration Number	Date of Expiry
1.	Blender	31-00	Controller General of Patents, Designs and Trade Marks	374993-001	Ten years from January 20, 2023
2.	Blender	31-00	Controller General of Patents, Designs and Trade Marks	374994-001	Ten years from February 7, 2023
3.	Induction Stove	07-02	Controller General of Patents, Designs and Trade Marks	374988-001	Ten years from January 25, 2023
4.	Induction Stove	07-02	Controller General of Patents, Designs and Trade Marks	374989-001	Ten years from January 25, 2023
5.	Water Dispenser	23-01	Controller General of Patents, Designs and Trade Marks	374990-001	Ten years from January 25, 2023
6.	Water Dispenser	23-01	Controller General of Patents, Designs and Trade Marks	374991-001	Ten years from February 3, 2023
7.	Window Air Conditioner	23-04	Controller General of Patents, Designs and Trade Marks	374992-001	Ten years from March 14, 2023
8.	Mixer	31-00	Controller General of Patents, Designs and Trade Marks	374995-001	Ten years from February 7, 2023
9.	Mixer	31-00	Controller General of Patents, Designs and Trade Marks	374996-001	Ten years from January 25, 2023
10.	Blender	31-00	Controller General of Patents, Designs and Trade Marks	374997-001	Ten years from January 25, 2023

Patents

As on the date of this Draft Red Herring Prospectus, our Company has applied for 3 patents which are pending in India.

S. No.	Description	Application Number	Status as on the date of this Draft Red Herring Prospectus
1.	Collar with optimized flared section for joining tubes in coil of heat exchanger	201911031426	Reply filed by the Company to first examination report issued by the Controller of Patents. The application is at the amended examination stage.
2.	Air-conditioning system having heat exchanger	201911040149	Reply filed by the Company to first examination report issued by the Controller of Patents. The application is at the amended examination stage.
3.	An air conditioner for air sterilization	202011023103	Reply filed by the Company to first examination report issued by the Controller of Patents. The application is at

S. No.	Description	Application Number	Status as on the date of this Draft Red Herring Prospectus
			the amended examination stage.

Trademarks

We have entered into a trade mark license agreement dated July 29, 2023 with EPACK Polymers Private Limited pursuant to which we have been granted a license to use trade marks 'EPACK' and '' registered in the name of Epack Polymers Private Limited, as part of our corporate name, and for our trading style, domain name and all other official purposes, effective from July 29, 2023, and for a term of 25 years from the effective date.

For further details, see "*Risk Factors – We have been given permission to use the trademarks 'EPACK' and '', which are owned by EPACK Polymers Private Limited, one of our Group Companies and a member of our Promoter Group, and are exposed to the risk that our use of these trademarks may be affected by events beyond our control and that EPACK Polymers Private Limited may prevent us from using them in the future.*" and "*History and Certain Corporate Matters – Other material agreements*" on pages 54 and 205, respectively.

SECTION VIII – GROUP COMPANIES

In accordance with the SEBI ICDR Regulations and the applicable accounting standards, for the purpose of identification of 'group companies', our Company has considered (i) such companies (other than our Subsidiary) with which there were related party transactions during the period for which Restated Financial Information have been disclosed in this Draft Red Herring Prospectus, as covered under the applicable accounting standards (i.e., Ind AS 24); and (ii) any other companies which are considered material by our Board.

In respect of point (ii) above, our Board, in its meeting held on August 7, 2023, has considered and adopted a policy of materiality for the identification of companies that shall be considered material and disclosed as a 'group company' in this Draft Red Herring Prospectus. In terms of such materiality policy, if a company (a) is a member of the Promoter Group; and (b) has entered into one or more transactions with the Company during the last completed full Financial Year and the most recent period included in the Restated Financial Information, which individually or in aggregate in value exceeds 10% of the total revenue from operations of the Company derived from the Restated Financial Information of the last completed full financial year, it shall be considered material and disclosed as a 'group company'.

Accordingly, all such companies (other than our Subsidiary) with which our Company had related party transactions as covered under the relevant accounting standard (i.e., Ind AS 24), as per the Restated Financial Information, have been considered as Group Companies in terms of the SEBI ICDR Regulations.

Based on the parameters set out above, the following have been identified as Group Companies:

1. EPACK Polymers Private Limited
2. East India Technologies Private Limited
3. East India Auto Traders Private Limited
4. Epavo Electricals Private Limited
5. Mool Chand Eatables Private Limited
6. Ennov Techno Tools Private Limited

Details of our Group Companies

The details of our Group Companies are provided below:

A. Details of our top five Group Companies

Our top five Group Companies in terms of the SEBI ICDR Regulations comprise of EPACK Polymers Private Limited, East India Technologies Private Limited, East India Auto Traders Private Limited, Epavo Electricals Private Limited and Mool Chand Eatables Private Limited, which are our largest unlisted Group Companies on the basis of turnover in Fiscal 2022. In accordance with the SEBI ICDR Regulations, details of our top five Group Companies have been set out below and certain financial information in relation to these entities for the previous three financial years, extracted from their respective audited financial statements is available at the websites indicated below.

1. EPACK Polymers Private Limited ("Epack Polymers")

Registered Office

The registered office of EPACK Polymers is situated at 61-B, Udyog Vihar Surajpur, Kasna Road Greater Noida, Gautam Buddha Nagar, 201 306, Uttar Pradesh, India.

Financial information

The financial information derived from the audited financial statements of EPACK Polymers for Fiscals 2022, 2021 and 2020, as required under the SEBI ICDR Regulations, are available on their website at https://www.epackpolymers.com/financial-information.html.

2. East India Technologies Private Limited ("East India Technologies")

Registered Office

The registered office of East India Technologies is situated at E-19, Site B, Surajpur Industrial Area, Greater Noida, Noida 201 306, Uttar Pradesh, India. East

Financial information

The financial information derived from the audited financial statements of East India Technologies for the Fiscals 2022, 2021 and 2020, as required under the SEBI ICDR Regulations, are available on their website at https://eitpl.com/financial-information.

3. East India Auto Traders Private Limited ("East India Auto Traders")

Registered Office

The registered office of East India Auto Traders is situated at Singhania Sadan, B.K. Kakoti Road, Sarabhati Charali, Guwahati – 781 008, Assam, India.

Financial information

The financial information derived from the audited financial statements of East India Auto Traders for the Fiscals 2022, 2021 and 2020, as required under the SEBI ICDR Regulations, are available on the website of our Company at www.epackdurable.com/investor-relations.

4. Epavo Electricals Private Limited ("Epavo Electricals")

Registered Office

The registered office of Epavo Electricals Private Limited is situated at Ram Ratna House, Victoria Mill Compound, Pandurang Budhkar Marg, Worli, Mumbai - 400 013, Maharashtra, India.

Financial information

The financial information derived from the audited consolidated financial statements of Epavo Electricals for Fiscals 2022, 2021 and 2020, as required under the SEBI ICDR Regulations, are available on the website of our Company at www.epackdurable.com/investor-relations.

5. Mool Chand Eatables Private Limited ("Mool Chand Eatables")

Registered Office

The registered office of Mool Chand Eatables is situated at 2682/2, Ajmal Khan Road, Karol Bagh, New Delhi - 110 005.

Financial information

The financial information derived from the audited financial statements of Mool Chand Eatables for Fiscals 2022, 2021 and 2020, as required under the SEBI ICDR Regulations, are available on the website of our Company at www.epackdurable.com/investor-relations.

B. Details of other Group Companies

Ennov Techno Tools Private Limited

The registered office of Ennov Techno Tools Private Limited is situated at 297 Basement, Guru Nanak Auto Market, Kashmere Gate, Delhi – 110 006.

Common pursuits among Group Companies

Except as disclosed below, there are no common pursuits among any of our Group Companies and our Company:

East India Technologies Private Limited and Epavo Electricals Private Limited are engaged in a business similar to that of our Company. Our Company will ensure necessary procedures and practices as permitted by laws and regulatory guidelines to address situations of conflict of interest as and when they arise.

Nature and extent of interest of our Group Companies

a. Interest in the promotion of our Company

None of our Group Companies have any interest in the promotion of our Company.

b. Interest in the property acquired or proposed to be acquired by the Company

Except as disclosed in "*Restated Financial Information – Note 36 – Related party disclosures*" on page 287, none of our Group Companies are 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

Except as disclosed in "*Restated Financial Information – Note 36 – Related party disclosures*" on page 287, none of our Group Companies are 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 "*Restated Financial Information – Note 36 – Related party disclosures*" on page 287, there are no related business transactions between the Group Companies and our Company.

Business interest of our Group Companies in our Company

Except as disclosed in the section "*Restated Financial Information – Note 36 – Related party disclosures*" on page 287, our Group Companies have no business interests in our Company.

Litigation

As on the date of this Draft Red Herring Prospectus, there are no pending litigation proceedings involving any Group Company which has or will have a material impact on our Company.

Other confirmations

The equity shares of our Group Companies are not listed on any stock exchange. Our Group Companies have not made any public / rights / composite issue in the last three years.

SECTION IX – OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer has been authorized by a resolution of our Board dated July 13, 2023, and the Fresh Issue has been authorized by a special resolution of our Shareholders dated July 29, 2023.

Our Board has approved this Draft Red Herring Prospectus pursuant to their resolution dated August 11, 2023.

Each of the Selling Shareholders has, severally and not jointly, authorized and confirmed inclusion of their portion of the Offered Shares as part of the Offer for Sale, as set out below:

S. No.	Name of the Selling Shareholder	Number of Offered Shares (up to)	Date of Selling Shareholder's Consent Letter
1.	Bajrang Bothra	1,172,976	August 10, 2023
2.	Laxmi Pat Bothra	666,798	August 10, 2023
3.	Sanjay Singhania	748,721	August 10, 2023
4.	Ajay DD Singhania	748,721	August 10, 2023
5.	Pinky Ajay Singhania	286,351	August 10, 2023
6.	Preity Singhania	286,351	August 10, 2023
7.	Nikhil Bothra	442,905	August 10, 2023
8.	Nitin Bothra	442,905	August 10, 2023
9.	Rajjat Kumar Bothra	379,633	August 10, 2023
10.	India Advantage Fund S4 I(1)	7,261,127	August 10, 2023
11.	Dynamic India Fund S4 US I(2)	631,402	August 10, 2023

(1) *India Advantage Fund S4 I has been authorised to participate in the Offer by its management committee at the meeting held on July 31, 2023.*
(2) *Dynamic India Fund S4 US I has been authorised to participate in the Offer through its board resolution dated August 8, 2023.*

Our Company has received in-principle approvals from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by SEBI or any other securities market regulator or authority / court

Our Company, our Promoters, our Directors, the members of the Promoter Group and each of the Selling Shareholders have not been prohibited from accessing the capital markets and have not been debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any other authority/court.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Promoters, the members of the Promoter Group and each of the Selling Shareholders severally and not jointly confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent in force and applicable, as on the date of this Draft Red Herring Prospectus.

Directors associated with the Securities Market

Except for Jyotin Mehta, who is a director of ICICI Prudential Pension Funds Management Company Limited and ICICI Prudential Trust Limited, none of our Directors are, in any manner, associated with the securities market.

There are no outstanding action(s) initiated by SEBI against the Directors of our Company in the five years preceding the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

(a) Our Company has had net tangible assets of at least ₹ 30 million, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each), of which not more than 50% are held in monetary assets;

(b) Our Company has an average operating profit of at least ₹ 150 million, calculated on a restated and consolidated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years;

(c) Our Company has a net worth of at least ₹ 10 million in each of the preceding three full years (of 12 months each), calculated on a restated and consolidated basis; and

(d) Our Company has not changed its name in the last one year, other than the deletion of the word "Private" from the name of our Company pursuant to its conversion into a public limited company. Our Company has not undertaken any new activity pursuant to such change in name.

Our Company's net tangible assets, monetary assets, monetary assets as a percentage of net tangible assets, operating profits and net worth, derived from the Restated Financial Information included in this Draft Red Herring Prospectus, as at and for the Fiscals ended March 31, 2023, 2022, and 2021 is set forth below:

(*₹ in million, unless otherwise stated*)

Particulars	As at and for the Fiscal ended		
	March 31, 2023	March 31, 2022	March 31, 2021
Net tangible assets, as restated and consolidated	2,642.48	768.69	646.17
Monetary assets, as restated and consolidated	600.18	241.47	36.48
Monetary assets, as restated and consolidated, as a percentage of net tangible assets, as restated and consolidated (in %)	22.71	31.41	5.65
Operating profit, as restated and consolidated	756.36	525.06	330.43
Net worth, as restated and consolidated	3,136.18	1,218.65	689.13

Our Company has operating profits in each of Fiscal 2023, 2022 and 2021 in terms of our Restated Financial Information. Our average operating profit for Fiscal 2023, 2022 and 2021 is ₹ 537.28 million.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Offer shall be not less than 1,000, and should our Company fail to do so, the Bid Amounts received by our Company shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations and applicable law.

Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Offer in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 5 of the SEBI ICDR Regulations are as follows:

(a) None of our Company, our Promoters, members of our Promoter Group, our Directors or any of the Selling Shareholders are debarred from accessing the capital markets by SEBI.

(b) None of our Promoters or Directors are promoters or directors of companies which are debarred from accessing the capital markets by SEBI.

(c) None of our Company, our Promoters or Directors is a Wilful Defaulter or Fraudulent Borrower.

(d) None of our Promoters or Directors has been declared a Fugitive Economic Offender in accordance with the Fugitive Economic Offenders Act, 2018.

(e) Except for the Preference Shares of our Company which shall be converted into Equity Shares prior to the filing of the Red Herring Prospectus with the RoC and options granted under the ESOP Scheme, if any, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive, Equity Shares, as on the date of this Draft Red Herring Prospectus. For further information on the Preference Shares of our Company, see "*Capital Structure – Notes to the Capital Structure – Preference Share capital history of our Company"* on page 89.

Each of the Selling Shareholders, severally and not jointly, confirms that they are in compliance with Regulation 8 of the SEBI ICDR Regulations.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, AXIS CAPITAL LIMITED, DAM CAPITAL ADVISORS LIMITED AND ICICI SECURITIES LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS AND EACH OF THE SELLING SHAREHOLDERS IS RESPONSIBLE FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THIS DRAFT RED HERRING PROSPECTUS ABOUT OR IN RELATION TO ITSELF OR ITS RESPECTIVE PORTION OF THE OFFERED SHARES, THE BRLMs ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDERS DISCHARGE THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLMS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED AUGUST 11, 2023, IN THE FORMAT PRESCRIBED UNDER SCHEDULE V (FORM A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE 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 OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to this Offer will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act. All legal requirements pertaining to this Offer will be complied with at the time of filing of the Prospectus with the RoC in terms of Sections 26, 32, 33(1) and 33(2) of the Companies Act.

Disclaimer from our Company, our Directors, the Selling Shareholders and the Book Running Lead Managers

Our Company, our Directors, the Selling Shareholders and the Book Running Lead Managers accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk. Each Selling Shareholder and their respective affiliates, trustees and associates accept or undertake no responsibility for any statements, disclosures or undertakings other than those specifically undertaken or confirmed by such Selling Shareholder in relation to themselves and the Equity Shares being offered by them in the Offer.

The Book Running Lead Managers accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement.

All information shall be made available by our Company, the Selling Shareholders, severally and not jointly (to the extent that the information pertain to themselves and their respective portions of the Offered Shares through the Offer Documents), and the Book Running Lead Managers 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 Bidding Centres or elsewhere.

Prospective investors who Bid in the Offer will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, Underwriters, Book Running Lead Managers and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholders, Underwriters, Book Running Lead Managers and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The Book Running Lead Managers and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, our Promoters, members of the Promoter Group, the Selling Shareholders and their respective directors and officers, group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Promoters, members of the Promoter Group, the Selling Shareholders and their respective directors, officers, group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of Jurisdiction

Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in New Delhi only.

The Offer is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in equity shares, domestic Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in shares, state industrial development corporations, permitted insurance companies registered with IRDAI, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, permitted provident funds (subject to applicable law) and permitted pension funds (subject to applicable law), National Investment Fund, insurance funds set up and managed by the army and navy or air force of Union of India and insurance funds set up and managed by the Department of Posts, India, systemically important NBFCs registered with the RBI and permitted Non-Residents including FPIs and Eligible NRIs, AIFs and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares.

This Draft Red Herring Prospectus does not constitute an invitation to subscribe to or purchase the Equity Shares in the Offer in any jurisdiction, including India. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India. **No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.**

Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

No action has been, or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this

Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor the offer of the Offered Shares shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or the Selling Shareholders since the date of this Draft Red Herring Prospectus or that the information contained herein is correct as of any time subsequent to this date.

Eligibility and Transfer Restrictions

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in "offshore transactions" as defined in and in reliance on, Regulation S and the applicable laws of each jurisdiction where such offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Disclaimer Clause of BSE Limited

As required, a copy of this Draft Red Herring Prospectus will be submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Disclaimer Clause of National Stock Exchange of India Limited

As required, a copy of this Draft Red Herring Prospectus will be submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Listing

The Equity Shares issued pursuant to the Red Herring Prospectus and the Prospectus are proposed to be listed on BSE and NSE. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised. Applications will be made to the BSE and NSE for obtaining their permission for the listing and trading of the Equity Shares.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges are taken within six Working Days from the Bid/ Offer Closing Date or within such other period as may be prescribed. Each Selling Shareholder confirms that they shall extend reasonable support and co-operation (to the extent of its portion of the Offered Shares) as required by law for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within six Working Days from the Bid/Offer Closing Date, or within such other period as may be prescribed. If our Company does not allot Equity Shares pursuant to the Offer within six Working Days from the Bid/Offer Closing Date, or within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period or such other rate of interest as may be prescribed under applicable law. Each of the Selling Shareholders shall reimburse, severally and not jointly, and only to the extent of the respective portion of their Offered Shares, and as mutually agreed and in accordance with applicable law, any expenses and interest incurred by our Company on behalf of the Selling Shareholders for any delays in making refunds as required under the Companies Act and any other applicable law, provided that the Selling Shareholders shall not be responsible or liable for payment of any expenses or interest, unless such delay is solely and directly attributable to an act or omission of such Selling Shareholder in relation to itself or its respective portion of the Offered Shares.

Consents

Consents in writing of each of the Selling Shareholders, our Directors, our Company Secretary and Compliance Officer, our Statutory Auditors, Independent Chartered Accountant, Chartered Engineer, legal counsel to the Company as to Indian law, Bankers to our Company, the Book Running Lead Managers, the Registrar to the Offer, Project Report Provider and F&S have been obtained; and consents in writing of the Monitoring Agency, Syndicate Members, Public Offer Account Bank, Sponsor Bank(s), Escrow Collection Bank(s) and Refund Bank(s) to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act, and such consents shall not be withdrawn up to the time of filing of the Red Herring Prospectus with the RoC.

Experts to the Offer

Except as stated below, our Company has not obtained any expert opinions. The term “experts” and consent thereof does not represent an expert or consent within the meaning under the U.S. Securities Act.

Our Company has received written consent dated August 11, 2023, from our Statutory Auditors, Deloitte Haskins & Sells, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as independent statutory auditors and in respect of their (i) examination report dated August 7, 2023, on our Restated Financial Information and (ii) report dated August 7, 2023, on the Statement of Special Tax Benefits available to our Company, our Shareholders and our Material Subsidiary, and included in this Draft Red Herring Prospectus.

Our Company has also received written consent dated August 11, 2023, from N B T and Co, Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) of the Companies Act, 2013, in respect of various certifications issued by them in their capacity as independent chartered accountant to our Company on certain financial and operational information included in this Draft Red Herring Prospectus.

Additionally, our Company has also received written consent dated August 9, 2023, from the independent chartered engineer, Ocean Tech Engineering Consultancy Service, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) of the Companies Act, 2013, in relation to our Company manufacturing facilities, including products manufactured at the manufacturing facilities, the installed capacity, the actual production and the capacity utilization of the manufacturing facilities of our Company.

Our Company has also received written consent dated August 9, 2023, from Kayron Technologies (OPC) Private Limited, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) of the Companies Act, 2013, in relation to their report titled “*Project Report for Bhiwadi & Sri City Expansion*” dated August 9, 2023 in relation to the project proposed to be undertaken by the Company.

Such consents have not been withdrawn as on the date of this DRHP.

Particulars regarding public or rights issues by our Company during the last five years and performance *vis-à-vis* objects

Our Company has not made any public or rights issues (as defined under the SEBI ICDR Regulations) during the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – Last issue of listed subsidiaries and promoters

As on date of this Draft Red Herring Prospectus, our Company does not have a corporate promoter. Further, as on the date of this Draft Red Herring Prospectus, our Subsidiary is not listed.

Underwriting Commission, Brokerage and Selling Commission paid on previous issues of the Equity Shares

Since this is the initial public issue of Equity Shares, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

Capital issue during the previous three years by our Company

Other than as disclosed in "*Capital Structure*" on page 88, our Company has not undertaken a capital issue in the last three years preceding the date of this Draft Red Herring Prospectus.

Capital issue during the previous three years by listed subsidiaries or associates of our Company

Our Company does not have any listed subsidiaries or associates, as on the date of this Draft Red Herring Prospectus.

Price information of past issues handled by the Book Running Lead Managers

A. Axis Capital Limited

1. Price information of past issues handled by Axis Capital Limited (during the current Fiscal and two Fiscals preceding the current financial year):

S. No.	Issue name	Issue Size (₹ million)	Issue price (₹)	Listing Date	Opening price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark] - 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180th calendar days from listing
1.	Cyient DLM Limited[&][(2)]	5,920.00	265.00	July 10, 2023	403.00	+86.79%, [+1.11%]	-	-
2.	Mankind Pharma Limited[(2)]	43,263.55	1,080.00	May 9, 2023	1,300.00	+37.61%, [+2.52%]	+74.13%, [+6.85%]	-
3.	Elin Electronics Limited[(1)]	4,750.00	247.00	December 30, 2022	243.00	-15.55%, [-2.48%]	-52.06%, [-4.73%]	-29.35%, [+4.23%]
4.	Landmark Cars Limited[*(1)]	5,520.00	506.00	December 23, 2022	471.30	+22.83%, [+1.30%]	+1.16%, [-2.72%]	+35.06%, [+5.82%]
5.	Uniparts India Limited[(1)]	8,356.08	577.00	December 12, 2022	575.00	-5.11%, [-3.24%]	-7.38%, [-4.82%]	-0.60%, [+0.80%]
6.	Keystone Realtors Limited[(1)]	6,350.00	541.00	November 24, 2022	555.00	-12.26%, [-3.90%]	-9.70%, [-2.57%]	-8.64%, [-0.50%]
7.	Bikaji Foods International Limited[#][(1)]	8,808.45	300.00	November 16, 2022	321.15	+28.65%, [-0.29%]	+26.95%, [-2.50%]	+24.17%, [+0.08%]
8.	DCX Systems Limited[(1)]	5,000.00	207.00	November 11, 2022	286.25	+17.10%, [+0.63%]	-12.56%, [-1.83%]	-12.32%, [-0.05%]
9.	Harsha Engineers International Limited (formerly known as Harsha Engineers International Private Limited and Harsha Abakus Solar Private Limited)[$(2)]	7,550.00	330.00	September 26, 2022	450.00	+31.92%, [+3.76%]	+10.68%, [+4.65%]	-2.18%, [-0.42%]
10.	Tamilnad Mercantile Bank Limited[(1)]	8,078.40	510.00	September 15, 2022	510.00	-8.43%, [-3.36%]	+2.14%, [+4.34%]	-15.82%, [-2.83%]

Source: www.nseindia.com and www.bseindia.com

[(1)]BSE as Designated Stock Exchange

[(2)]NSE as Designated Stock Exchange

[&] Offer Price was ₹ 250.00 per equity share to Eligible Employees

[*] Offer Price was ₹ 458.00 per equity share to Eligible Employees

[#] Offer Price was ₹ 285.00 per equity share to Eligible Employees

[$]Offer Price was ₹ 299.00 per equity share to Eligible Employees

Notes:

a. *Issue Size derived from Prospectus/final post issue reports, as available.*
b. *The CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.*
c. *Price on NSE or BSE is considered for all of the above calculations as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.*
d. *In case 30th/90th/180th day is not a trading day, closing price of the previous trading day has been considered.*
e. *Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.*

2. Summary statement of price information of past issues handled by Axis Capital Limited:

Financial Year	Total no. of IPOs	Total funds raised (₹ million)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25% - 50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2023-2024*	2	49,183.55	-	-	-	1	1	-	-	-	-	-	-	-
2022-2023	11	279,285.39	-	1	6	-	2	2	-	2	5	-	3	1
2021-2022	25	609,514.77	-	2	6	6	5	6	3	4	3	5	3	7

** The information is as on the date of the document*
The information for each of the financial years is based on issues listed during such financial year.

Note: Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

B. DAM Capital Advisors Limited

1. Price information of past issues handled by DAM Capital Advisors Limited (during the current Fiscal and two Fiscals preceding the current financial year):

S. No.	Issue name	Issue Size (₹ million)	Issue price (₹)	Listing Date	Opening price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark] - 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180th calendar days from listing
1.	Avalon Technologies Limited(1)	8,650.00	436.00	April 18, 2023	436.00	-10.09%, [+2.95%]	+59.45%, [+10.78]	Not applicable
2.	Uniparts India Limited(2)	8,356.08	577.00	December 12, 2022	575.00	-5.11%, [-3.24%]	-7.38%, [-4.82%]	-0.60%, [+0.80%]
3.	Inox Green Energy Services Limited(2)	7,400.00	65.00	November 23, 2022	60.50	-30.77%, [-1.11%]	-32.77%, [-1.33%]	-26.85%, [+0.36%]
4.	Kaynes Technology India Limited(1)	8,578.20	587.00	November 22, 2022	778.00	+19.79%, [-0.25%]	+48.24%, [-1.64%]	+102.18%, [-0.22%]
5.	Syrma SGS Technology Limited(2)	8,401.26	220.00	August 26, 2022	262.00	+31.11%, [-1.25%]	+29.20%, [+4.55%]	+20.66%, [+3.13%]
6.	CMS Info Systems Limited(2)	11,000.00	216.00	December 31, 2021	218.50	+21.99%, [-1.81%]	+25.35%, [+0.74%]	+3.75%, [-8.71%]
7.	Metro Brands Limited(2)	13,675.05	500.00	December 22, 2021	436.00	+21.77%, [+4.45%]	+14.57%, [+0.64%]	+7.93%, [-9.78%]
8.	C.E. Info Systems Limited(2)	10,396.06	1,033.00	December 21, 2021	1,581.00	+70.21%, [+6.71%]	+48.48%, [+2.74%]	+21.40%, [-8.80%]
9.	Star Health and Allied Insurance Company Limited(1)	60,186.84	900.00[@]	December 10, 2021	845.00	-14.78%, [+1.72%]	-29.79%, [-6.66%]	-22.21%, [-6.25%]
10.	Go Fashion (India) Limited(1)	10,136.09	690.00	November 30, 2021	1,310.00	+59.75%, [+1.36%]	+32.91%, [-1.91%]	+48.90%, [-3.71%]

Source: www.nseindia.com and www.bseindia.com
**A discount of INR 93 per equity share was provided to eligible employees bidding in the employee reservation portion.*
[@] A discount of INR 80 per equity share was provided to eligible employees bidding in the employee reservation portion.
(1) NSE was the designated stock exchange for the said issue.
(2) BSE was the designated stock exchange for the said issue.

Notes:
(a) Issue size derived from prospectus / basis of allotment advertisement, as applicable
(b) Price on NSE or BSE is considered for the above calculations as per the designated stock exchange disclosed by the respective issuer at the time of the issue, as applicable
(c) % of change in closing price on 30th / 90th / 180th calendar day from listing day is calculated vs issue price. % change in closing benchmark index is calculated based on closing index on listing day vs

closing index on 30th/ 90th / 180th calendar day from listing day.
(d) *Wherever 30th/ 90th / 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered.*
(e) *The Nifty 50 or S&P BSE SENSEX index is considered as the benchmark index as per the designated stock exchange disclosed by the respective issuer at the time of the issue, as applicable*
(f) *Not applicable – Period not completed*

2. Summary statement of price information of past issues handled by DAM Capital Advisors Limited:

Financial Year	Total no. of IPOs	Total funds raised (₹ in millions)	Nos. of IPOs trading at discount - as on 30th calendar days from listing date			Nos. of IPOs trading at premium - as on 30th calendar days from listing date			Nos. of IPOs trading at discount - on 180th calendar days from listing date			Nos. of IPOs trading at premium - on 180th calendar days from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2023-24	1	8,650.00	-	-	1	-	-	-	-	-	-	-	-	-
2022-23	4	32,735.54	-	1	1	-	1	1	-	1	1	1	-	1
2021-22	8	136,678.74	-	-	4	2	-	2	-	2	2	-	1	3

Source: www.nseindia.com and www.bseindia.com

Notes:

a. *The information is as on the date of this offer document*
b. *The information for each of the financial years is based on issues listed during such financial year.*
c. *Since 30 or 180 calendar days from listing date has not elapsed for few issues, hence data for same is not available.*

C. ICICI Securities Limited

1. Price information of past issues handled by ICICI Securities Limited (during the current Fiscal and two Fiscals preceding the current financial year):

S. No.	Issue name	Issue Size (₹ million)	Issue price (₹)	Listing Date	Opening price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark] - 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180th calendar days from listing
1.	Life Insurance Corporation of India^	2,05,572.31	949.00(1)	May 17, 2022	867.20	-27.24%,[-3.27%]	-28.12%,[+9.47%]	-33.82%,[+13.76%]
2.	Prudent Corporate Advisory Services Limited^	4,282.84	630.00(2)	May 20, 2022	660.00	-20.71%,[-5.46%]	-2.10%,[+10.92%]	+26.23%,[+13.89%]
3.	Paradeep Phosphates Limited^	15,017.31	42.00	May 27, 2022	43.55	-10.24%,[-3.93%]	+27.50%,[+7.65%]	+31.19%,[+11.91%]
4.	Syrma SGS Technology Limited^	8,401.26	220.00	August 26, 2022	262.00	+31.11%[-1.25%]	+29.20%,[+4.55%]	+20.66%,[+3.13%]
5.	Fusion Micro Finance Limited^^	11,039.93	368.00	November 15, 2022	359.50	+9.86%,[+1.40%]	+12.84%,[-2.97%]	+25.52%,[-0.48%]
6.	Five Star Business Finance Limited^^	15,885.12	474.00	November 21, 2022	468.80	+29.72%,[+1.24%]	+19.20%,[-1.19%]	+11.72%,[+0.24%]
7.	Archean Chemical Industries Limited^^	14,623.05	407.00	November 21, 2022	450.00	+25.42%,[+1.24%]	+56.87%,[-1.19%]	+32.68%, [+0.24%]
8.	Landmark Cars Limited^	5,520.00	506.00(3)	December 23, 2022	471.30	+22.83%,[+1.30%]	+1.16%,[-2.72%]	+35.06%,[+5.82%]
9.	KFIN Technologies Limited^^	15,000.00	366.00	December 29, 2022	367.00	-13.55%,[-3.22%]	-24.56%,[-6.81%]	-4.48%,[+2.75%]
10.	Utkarsh Small Finance Bank Limited^^	5,000.00	25.00	July 21, 2023	40.00	NA*	NA*	NA*

**Data not available*

^BSE as designated stock exchange

^^NSE as designated stock exchange

(1) *Discount of Rs. 45 per equity share offered to eligible employees and Retail Individual Bidders. Discount of Rs. 60 per equity share offered to eligible policyholders. All calculations are based on Issue Price of Rs. 949.00 per equity share*

(2) *Discount of Rs. 59 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 630.00 per equity share*

(3) *Discount of Rs. 48 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 506.00 per equity share.*

2. Summary statement of price information of past issues handled by ICICI Securities Limited:

Financial Year	Total no. of IPOs	Total funds raised (₹ million)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25% - 50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2023-24*	1	5,000.00	-	-	-	-	-	-	-	-	-	-	-	-
2022-23	9	2,95,341.82	-	1	3	-	3	2	-	1	1	-	5	2
2021-22	26	7,43,520.19	-	3	6	6	4	7	3	4	5	5	4	5

** This data covers issues up to YTD*

Notes:

1. *Data is sourced either from www.nseindia.com or www.bseindia.com, as per the designated stock exchange disclosed by the respective Issuer Company.*
2. *Similarly, benchmark index considered is "NIFTY 50" where NSE is the designated stock exchange and "S&P BSE SENSEX" where BSE is the designated stock exchange, as disclosed by the respective Issuer Company.*
3. *30th, 90th, 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the previous trading day*

Track record of past issues handled by the Book Running Lead Managers

For details regarding the track record of the Book Running Lead Managers, as specified in circular (reference CIR/MIRSD/1/2012) dated January 10, 2012, issued by SEBI, please see the website of the Book Running Lead Managers, as set forth in the table below:

S. No.	Name of the Book Running Lead Managers	Website
1.	Axis Capital Limited	www.axiscapital.co.in
2.	DAM Capital Advisors Limited	www.damcapital.in
3.	ICICI Securities Limited	www.icicisecurities.com

Stock Market Data of Equity Shares

This being an initial public offer of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances in the Offer

The agreement between the Registrar to the Offer, our Company and the Selling Shareholders provides for retention of records with the Registrar to the Offer for a period of at least eight 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 Offer for redressal of their grievances.

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

All Offer related grievances, other than by Anchor Investors, may be addressed to the Registrar to the Offer, with a copy to the relevant Designated Intermediary, with whom the ASBA Form was submitted, quoting the full name of the sole or first Bidder, ASBA Form number, Bidders' DP ID, Client ID, UPI ID, PAN, address of the Bidder, number of Equity Shares applied for, date of ASBA Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number (for Bidders other than UPI Bidders using the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or the UPI ID in case of UPI Bidders using the UPI Mechanism. Further, the Bidder shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders. For offer related grievances, investors may contact Book Running Lead Managers, details of which are given in "*General Information – Book Running Lead Managers*" on page 80.

SEBI, by way of its circular dated March 16, 2021 as amended by its circular dated April 20, 2022, has identified the need to put in place measures, in order to manage and handle investor issues arising out of the UPI Mechanism inter alia in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/non allotment within prescribed timelines and procedures. Pursuant to the circular dated March 16, 2021, SEBI has prescribed certain mechanisms to ensure proper management of investor issues arising out of the UPI Mechanism, including: (i) identification of a nodal officer by SCSBs for the UPI Mechanism; (ii) delivery of SMS alerts by SCSBs for blocking and unblocking of UPI Mandate Requests; (iii) hosting of a web portal by the Sponsor Bank containing statistical details of mandate blocks/unblocks; (iv) limiting the facility of reinitiating UPI Bids to Syndicate Members to once per Bid/Batch; and (v) mandating SCSBs to ensure that the unblock process for non-allotted/ partially allotted applications is completed by the closing hours of one Working Day subsequent to the finalisation of the Basis of Allotment.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid / Offer Closing Date, in accordance with the SEBI circular number SEBI/HO/CFD/DIL-2/CIR/P/2021/2480/1/M dated March 16, 2021, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum on the Bid Amount or such for the entire duration of delay exceeding four 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.

In terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI master circular with circular number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum or such other rate of interest as may be prescribed under applicable law for any delay beyond this period of 15 days. The following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issues opening on or after May 1, 2021, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount and 2. ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and 2. ₹ 100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted / partially Allotted applications	₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the Book Running Lead Managers shall be liable to compensate the investor ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

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, and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

Our Company, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. In terms of SEBI master circular with circular number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, name and address of the Book Running Lead Managers, unique transaction reference number, the name of the relevant bank, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the BRLMs where the Bid cum Application Form was submitted by the Anchor Investor. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

All grievances relating to Bids submitted with Registered Brokers, may be addressed to the Stock Exchanges, with a copy to the Registrar to the Offer. Further, Bidders shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries in addition to the information mentioned hereinabove.

Disposal of Investor Grievances by our Company

Our Company shall obtain authentication on the SCORES in compliance with the SEBI master circular bearing reference number SEBI/HO/OIAE/IGRD/P/CIR/2022 dated November 7, 2022, in relation to redressal of investor grievances through SCORES.

Our Company has also constituted a Stakeholders Relationship Committee to review and redress the shareholders and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer and issue of duplicate shares. For details of our Stakeholders Relationship Committee, please see "*Our Management – Committees of our Board*" on page 215.

Our Company has also appointed Esha Gupta, Company Secretary of our Company, as the Compliance Officer for the Offer. For details, "*General Information – Company Secretary and Compliance Officer*" on page 79. Each of the Selling Shareholders, severally and not jointly, has authorised the Company Secretary and Compliance Officer of the Company, and the Registrar to the Offer to deal with, on their behalf, any investor grievances received in the Offer in relation to their respective portion of the Offered Shares.

Our Company has not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus.

Further, no investor complaint in relation to our Company is pending as on the date of this Draft Red Herring Prospectus.

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Exemptions from complying with any provision of securities laws, if any, granted by SEBI

Our Company has not sought any exemptions from complying with any provisions of securities laws by SEBI as on the date of this Draft Red Herring Prospectus.

SECTION X - OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued, offered and Allotted pursuant to the Offer are subject to the provisions of the Companies Act, the SCRA, SCRR, SEBI ICDR Regulations, the SEBI Listing Regulations, our Memorandum of Association and Articles of Association, the terms of the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, CAN and other terms and conditions as may be incorporated in the Allotment Advice and other documents or certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue and offer of capital and listing and trading of issued securities enacted from time to time by SEBI, the GoI, the Stock Exchanges, the RoC, the RBI, and/or other authorities, as in force on the date of the Offer and to the extent applicable, or such other conditions as may be prescribed by such governmental, regulatory or statutory authority while granting its approval for the Offer.

The Offer

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders. Expenses for the Offer shall be shared amongst our Company and the Selling Shareholders in the manner specified in "*Objects of the Offer – Offer Expenses*", on page 115.

Ranking of the Equity Shares

The Equity Shares being issued, offered and Allotted in the Offer shall rank *pari passu* in all respects with the existing Equity Shares including rights in respect of dividend and other corporate benefits if any, declared by our Company after the date of Allotment. For further details, see "*Main Provisions of the Articles of Association*" on page 407.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders of our Company as per the provisions of the Companies Act, 2013, our Memorandum of Association and Articles of Association, the SEBI Listing Regulations and other applicable law. All dividends, if any, declared by our Company after the date of Allotment, will be payable to Allottees, in accordance with applicable law. For further details in relation to dividends, see *"Dividend Policy"* and *"Main Provisions of the Articles of Association"* on pages 235 and 407, respectively.

Face Value, Floor Price, Cap Price and Offer Price

The face value of the Equity Shares is ₹ 10. The Floor Price of Equity Shares is ₹ [●] per Equity Share and the Cap Price is ₹ [●] per Equity Share. The Anchor Investor Offer Price is ₹ [●] per Equity Share. The Offer Price, Price Band and minimum Bid Lot for the Offer will be decided by our Company, the Promoter Selling Shareholders and the Investor Selling Shareholders, in consultation with the BRLMs, and advertised in [●] editions of the English national daily newspaper [●] and [●] editions of the Hindi national daily newspaper [●] (Hindi also being the regional language of Uttar Pradesh, where our Registered and Corporate Office is located), each with wide circulation, respectively, at least two Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available at the respective websites of the Stock Exchanges. The Offer Price shall be determined by our Company and the Selling Shareholders in consultation with the BRLMs, after the Bid/Offer 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 for the Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Shareholders

Subject to applicable laws, rules, regulations and guidelines and the provisions of our Articles, our Shareholders shall have the following rights:

- The right to receive dividend, if declared;
- The right to attend general meetings and exercise voting rights, unless prohibited by law;
- The right to vote on a poll either in person or by proxy or 'e-voting' in accordance with the provisions of the Companies Act;
- The right to receive offers for rights shares and be allotted bonus shares, if announced;
- The right to receive surplus on liquidation subject to any statutory and preferential claims being satisfied;
- The right to freely transfer their Equity Shares, subject to foreign exchange regulations and other applicable laws, including rules framed by the RBI; and
- Such other rights, as may be available to a shareholder of a listed public company under applicable law, including the Companies Act, 2013, the terms of the SEBI Listing Regulations, and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of our Articles relating to voting rights, dividend, forfeiture and lien, transfer and transmission, and/or consolidation/splitting, see "*Main Provisions of the Articles of Association*" on page 407.

Allotment only in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013, and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. Hence, the Equity Shares offered through the Red Herring Prospectus can be applied for in the dematerialised form only. In this context, our Company has entered into the following agreements with the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated May 9, 2023, amongst our Company, NSDL and Registrar to the Offer.
- Tripartite agreement dated May 9, 2023, amongst our Company, CDSL and Registrar to the Offer.

Market Lot and Trading Lot

The trading of our Equity Shares on the Stock Exchanges shall only be in dematerialised form, consequent to which, the tradable lot is one Equity Share. Allotment of Equity Shares will be only in electronic form in multiples of [●] Equity Shares, subject to a minimum Allotment of [●] Equity Shares. For the method of Basis of Allotment, see "*Offer Procedure*" on page 384.

Joint Holders

Subject to provisions contained in our Articles, where two or more persons are registered as the holders of any Equity Share, they shall be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

Jurisdiction

The competent courts of New Delhi, India will have exclusive jurisdiction in relation to this Offer.

Nomination facility

In accordance with Section 72 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole or First Bidder, along with other joint Bidders, may nominate any one person in whom, in the event of the death of the sole Bidder or in case of joint Bidders, the death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of death of the original holder(s), shall be entitled to the same advantages to which such person would be entitled if such person were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to the Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale, transfer or alienation of Equity Share(s) by the nominating holder of such Equity Share(s). A nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation or variation. A buyer will be entitled to make a fresh nomination in the manner prescribed. A fresh nomination can be made only on the prescribed form, which is available on request at our Registered and Corporate Office or with the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 as mentioned above, shall, upon the production of such evidence as may be required by our Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividend, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment will be made only in dematerialised form, there shall be no requirement for a separate nomination with our Company. Nominations registered with the respective Collecting Depository Participant of the Bidder will prevail. If Bidders wish to change their nomination, they are requested to inform their respective Collecting Depository Participant.

Bid/Offer Period

BID/ OFFER OPENS ON*	**[●]**
BID/ OFFER CLOSES ON#**	**[●]**

**Our Company, the Promoter Selling Shareholders and the Investor Selling Shareholders may, in consultation with the BRLMs, consider participation by Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. Anchor Investors shall Bid on the Anchor Investor Bidding Date. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid / Offer Opening Date.*
***Our Company, the Promoter Selling Shareholders and the Investor Selling Shareholders may, in consultation with the BRLMs, consider closing the Bid/Offer Period for QIBs one day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*
 # UPI Mandate end date and time shall be 5.00 pm on the Bid / Offer Closing Date.

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

Event	Indicative Date
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors) / unblocking of funds from ASBA Account**	On or about [●]
Credit of the Equity Shares to depository accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

*** In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked; (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the SCSB 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 post Offer BRLMs shall be liable for compensating the Bidder at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of receipt of the investor grievance until the date on which the blocked amounts are unblocked. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and SEBI master circular with circular number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable.*

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 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

The above timetable is indicative and does not constitute any obligation on our Company, the Selling Shareholders or the BRLMs. While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within six Working Days of the Bid/Offer Closing Date or such period as may be prescribed, the timetable may change due to various factors, such as extension of the Bid/Offer Period by our Company and the Selling Shareholders, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. Each Selling Shareholder confirms that it shall extend reasonable co-operation required by our Company and the BRLMs for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within six Working Days from the Bid/Offer Closing Date, or within such other period as may be prescribed.

Our Company shall within four days from the closure of the Offer, refund the subscription amount received in case of non-receipt of minimum subscription or in case our Company fails to obtain listing or trading permission from the Stock Exchanges for the Equity Shares.

In terms of the UPI Circulars, in relation to the Offer, the Book Running Lead Managers will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within six Working Days from the Bid/Offer Closing Date or such other timeline as may be prescribed under applicable law, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

SEBI is in the process of streamlining and reducing the post issue timeline for IPOs and has vide press release bearing reference number 12/2023 approved the proposal for reducing the time period for listing of shares in public issue from existing 6 days to 3 days. 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. Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the Offer procedure is subject to change basis any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Except in relation to the Bids received from the Anchor Investors, Bids and any revision in Bids shall be accepted **only between 10.00 a.m. and 5.00 p.m.** (Indian Standard Time ("**IST**")) during the Bid/Offer Period (except on the Bid/Offer Closing Date) at the Bidding Centres as mentioned on the Bid cum Application Form **except that:**

(i) on the QIB Bid/Offer Closing Date, in case of Bids by QIBs under the Net QIB Portion, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time) and uploaded until 4.00 p.m. (IST);

(ii) on the Bid/Offer Closing Date:

    (a) in case of Bids by Non-Institutional Bidders, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and uploaded until 4.00 p.m. (IST); and

    (b) in case of Bids by Retail Individual Bidders, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and uploaded until 5.00 p.m. (IST), which may be extended up to such time as deemed fit by the Stock Exchanges after taking into account the total number of Bids received up to the closure of timings and reported by the BRLMs to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSBs on daily basis within 60 minutes of the Bid closure time, from the Bid/ Offer Opening Date till the Bid/Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLMs and the RTA on a daily basis, in the format prescribed in SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the concerned Stock Exchange, after closure of the time for uploading Bids.

For the avoidance of doubt, it is clarified that Bids not uploaded on the electronic bidding system or in respect of which full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, will be rejected.

Due to limitation of the time available for uploading the Bids on the Bid/Offer Closing Date, the Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date and, in any case, no later than 1.00 p.m. (Indian Standard Time) on the Bid/ Offer Closing Date. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Offer Closing Date, as is typically experienced in public offerings in India, it may lead to some Bids not being uploaded due to lack of sufficient time to upload. Such Bids that cannot be uploaded on the electronic bidding system will not be considered for allocation under this Offer. Bids and any revision in Bids will only be accepted on Working Days. Bidders may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006, and letter no. NSE/IPO/25101- 6 dated July 6, 2006, issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

Our Company and the Selling Shareholders, in consultation with the BRLMs, reserves the right to revise the Price Band during the Bid/ Offer Period in accordance with the SEBI ICDR Regulations. The Cap Price shall be less than or equal to 120% of the Floor Price, provided that the Cap Price shall be at least 105% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. Subject to compliance with the immediately preceding sentence, the Floor Price can move up or down to the extent of 20% of the Floor Price.

In case of any revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, the Company may and the Selling Shareholders, in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the respective websites of the BRLMs and at the terminals of the members of the Syndicate and by intimation to the Designated Intermediaries. In case of revision of Price Band, the Bid Lot shall remain the same.

In case of discrepancy in the data entered in the electronic book *vis-à-vis* the data contained in the physical Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

Minimum Subscription

In the event our Company does not receive (i) a minimum subscription of 90% of the Fresh Issue, and (ii) a minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR, including through devolvement of Underwriters, as applicable, within sixty (60) days from the date of Bid/Offer Closing Date, or if the subscription level falls below the thresholds mentioned above after the Bid Closing Date, on account of withdrawal of Bids or after technical rejections or any other reason, or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares being offered in the Offer, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law. If there is a delay beyond four days, our Company, the Selling Shareholders, to the extent applicable, and every Director of our Company who is an officer in default, shall pay interest at the rate of 15% or such other interest rate as prescribed under the SEBI ICDR Regulations and other applicable law.

In the event of under-subscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the SCRR, the Allotment of Equity Shares will be made in the first instance, towards subscription for 90% of the Fresh Issue. If there remain any balance valid Bids in the Offer, the Allotment for the balance valid Bids will be made (i) towards the Equity Shares offered by the Investor Selling

Shareholders on a pro-rata basis, (ii) subsequently, towards the Equity Shares offered by the Promoter Selling Shareholders and Promoter Group Selling Shareholders on a pro-rata basis, and (iii) thereafter, towards the balance 10% of the Fresh Issue..

Further, in accordance with Regulation 49(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 be not less than 1,000, failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company and the Selling Shareholders shall be liable to pay interest on the application money in accordance with applicable laws.

Each of the Selling Shareholders shall reimburse any expenses and interest incurred by our Company on behalf of them for any delays in making refunds as required under the Companies Act and any other applicable law, provided that the Selling Shareholders shall not be responsible or liable for payment of such expenses or interest, unless such delay is solely and directly attributable to an act or omission of the Selling Shareholders.

Arrangements for disposal of odd lots

Since our Equity Shares will be traded in dematerialised form only and the market lot for our Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

New financial instruments

Our Company is not issuing any new financial instruments through this Offer.

Restriction on transfer and transmission of Equity Shares

Except for the lock-in of the pre-Offer Equity Shares, the minimum Promoters' contribution and Equity Shares allotted to Anchor Investors pursuant to the Offer, as detailed in "*Capital Structure*" on page 88, and except as provided in our Articles, there are no restrictions on transfers and transmission of Equity Shares or on their consolidation or splitting. See, "*Main Provisions of the Articles of Association*" at page 407.

Option to receive Equity Shares in Dematerialized Form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchanges. However, Allotees may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Withdrawal of the Offer

The Offer shall be withdrawn in the event that 90% of the Fresh Issue portion of the Offer is not subscribed.

Our Company, the Promoter Selling Shareholders and the Investor Selling Shareholders, in consultation with the BRLMs, reserves the right not to proceed with the entire or portion of the Offer for any reason at any time after the Bid/Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the same newspapers, in which the pre-Offer advertisements were published, within two days of the Bid/Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. Further, the Stock Exchanges on which the Equity Shares are proposed to be listed shall be informed promptly in this regard by our Company and the BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank(s) to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. In the event of withdrawal of the Offer and subsequently, plans of a fresh public offering of Equity Shares by our Company, a fresh draft red herring prospectus will be filed again with SEBI.

Notwithstanding the foregoing, this Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment and within six Working Days of the Bid/Offer Closing Date or such other period as may be prescribed, and the final RoC approval of the Prospectus after it is filed with the RoC. If Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law.

OFFER STRUCTURE

The Offer is being made through the Book Building Process, and in terms of Regulation 6(1) and Regulation 31 of the SEBI ICDR Regulations and Rule 19(2)(b) of the SCRR. The Offer is of up to [●] Equity Shares for cash at a price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating up to ₹ [●] million comprising a Fresh Issue of up to [●] Equity Shares aggregating up to ₹ 4,000.00 million by our Company and an Offer for Sale of up to 13,067,890 Equity Shares aggregating up to ₹ [●] million by the Selling Shareholders.

Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement aggregating up to ₹ 800.00 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, it will be at a price to be decided by our Company in consultation with the BRLMs, and the size of the Fresh Issue will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR.

Particulars	QIBs (1)	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment / allocation* (2)	Not more than [●] Equity Shares	Not less than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and Retail Individual Bidders	Not less than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer Size available for Allotment / allocation	Not more than 50% of the Offer size shall be available for allocation to QIB Bidders. However, 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance Net QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be available for allocation to other QIBs in the Net QIB Portion	Not less than 15% of the Offer, or the Offer less allocation to QIB Bidders and Retail Individual Bidders, subject to the following: (i) one-third of the Non-Institutional Portion shall be reserved for Bidders with an application size of more than ₹0.20 million and up to ₹1.00 million, and (ii) two-third of the Non-Institutional Portion shall be reserved for Bidders with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Bidders.	Not less than 35% of the Offer, or the Offer less allocation to QIB Bidders and Non-Institutional Bidders
Basis of Allotment/ allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above Up to [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual	The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the Non-Institutional Portion shall be reserved for Bidders with an application size of more than ₹0.20 million and up to ₹1.00 million, and (ii) two-third of the Non-Institutional Portion shall be reserved for Bidders with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Bidders.	The Allotment to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details, see *"Offer Procedure"* on page 384.

Particulars	QIBs [1]	Non-Institutional Bidders	Retail Individual Bidders
	Funds at or above the Anchor Investor Allocation Price	The Allotment to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis. For details, see "*Offer Procedure*" on page 384.	
Minimum Bid	Such number of Equity Shares in multiples of [●] Equity Shares, that the Bid Amount exceeds ₹ 200,000	Such number of Equity Shares in multiples of [●] Equity Shares that the Bid Amount exceeds ₹ 200,000	[●] Equity Shares
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer, subject to applicable limits under applicable law	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer (excluding the QIB Portion), subject to limits prescribed under applicable law	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 200,000
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Mode of allotment	Compulsorily in dematerialised form		
Allotment Lot	A minimum of [●] Equity Shares and in multiples of [●] Equity Share thereafter		
Trading Lot	One Equity Share		
Who can apply[3][5]	Public financial institutions (as specified in Section 2(72) of the Companies Act), scheduled commercial banks, Mutual Funds, eligible FPIs other than individuals, corporate bodies and family offices, VCFs, AIFs, FVCIs registered with SEBI, multilateral and bilateral development financial institutions, state industrial development corporation, insurance companies registered with IRDAI, provident funds (subject to applicable law) with minimum corpus of ₹250 million, pension funds with minimum corpus of ₹250 million registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the Government of India, the insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important Non-Banking Financial Companies.	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions, societies and trusts and any individuals, corporate bodies and family offices which are recategorised as category II FPIs and registered with SEBI	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the karta)
Terms of Payment	**In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[4] **In case of all other Bidders**: 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(s) through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.		

Particulars	QIBs [1]	Non-Institutional Bidders	Retail Individual Bidders
Mode of Bidding	Only through the ASBA process (except for Anchor Investors). In case of UPI Bidders, ASBA process will include the UPI mechanism.		

* *Assuming full subscription in the Offer*

(1) *Our Company, the Promoter Selling Shareholders and the Investor Selling Shareholders may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations and subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹ 100 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100 million but up to ₹ 2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹ 50 million per Anchor Investor, and (iii) in case of allocation above ₹ 2,500 million under the Anchor Investor Portion, a minimum of five Anchor Investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500 million, and an additional 10 Anchor Investors for every additional ₹ 2,500 million or part thereof will be permitted, subject to minimum allotment of ₹ 50 million per Anchor Investor. Anchor Investors must Bid for an amount of at least ₹ 100 million. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion. For further details, see "Offer Procedure" on page 384.*

(2) *Subject to valid Bids being received at or above the Offer Price. The Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 45 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to QIBs. Such number of Equity Shares representing 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to all QIBs. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with an application size of more than ₹0.20 million and up to ₹1.00 million, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Bidders.*

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, the Promoter Selling Shareholders and the Investor Selling Shareholders, in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, please see "Terms of the Offer" on page 374.

(3) *In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.*

(4) *Anchor Investors shall pay the entire Bid Amount at the time of submission of the Anchor Investor Bid, provided that any positive difference between the Anchor Investor Allocation Price and the Offer Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN.*

(5) *Bids by FPIs with certain structures as described under "Offer Procedure - Bids by FPIs" on page 390 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.*

Note: Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

OFFER PROCEDURE

*All Bidders should read the General Information Document for Investing in Public Offers prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (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 the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer. Investors should note that the details and process provided in the General Information Document should be read along with this section.*

*Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note ("**CAN**") and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) Designated Date; (viii) disposal of applications and electronic registration of bids; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.*

*SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, as amended from time to time, including pursuant to circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019 has introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism in addition to ASBA for applications by Retail Individual Bidders through intermediaries from January 1, 2019. The UPI Mechanism for Retail Individual Bidders applying through Designated Intermediaries, in phase I, was effective along with the prior process and existing timeline of T+6 days ("**UPI Phase I**"), until June 30, 2019. Subsequently, for applications by Retail Individual Bidders through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and RIBs submitting their ASBA Forms through Designated Intermediaries (other than SCSBs) can only use UPI Mechanism with existing timeline of T+6 days until further notice pursuant to SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020 ("**UPI Phase II**"). SEBI vide press release bearing number 12/2023 had approved the proposal for reducing the time period for listing of shares in public issue from the existing six working days to three working days. Pursuant to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the final reduced timeline of T+3 days using the UPI Mechanism for applications by UPI Bidders ("**UPI Phase III**") has been made voluntary for public issues opening on or after September 1, 2023, and mandatory for public issues opening on or after December 1, 2023. The Offer will be made under UPI Phase II, subject to the timing of the Offer and any circulars, clarification or notification issued by the SEBI from time to time, including SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, 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 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. These circulars are effective for initial public offers opening on or after May 1, 2021, and the provisions of these circulars, as amended, are deemed to form part of this Draft Red Herring Prospectus. The provisions of the circular issued by the NSE having reference no. 25/2022 dated August 3, 2022, and the circular issued by BSE having reference no. 20220803-40 dated August 3, 2022 are also deemed to form part of this Draft Red Herring Prospectus. Further, the processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/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.*

Further, our Company, the Selling Shareholders and the BRLMs do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or *maximum number of Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.*

Our Company, the Selling Shareholders and the Syndicate do not accept any responsibility for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum on the Bid Amount for the entire duration of delay exceeding four Working Days from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking, unless otherwise prescribed under applicable law. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹0.5 million shall use the UPI Mechanism. Subsequently, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories). The Registrar and SCSBs will comply with any additional circulars or other Applicable Law, and the instructions of the BRLMs, as may be issued in connection with this circular. Accordingly, Stock Exchanges shall, for all categories of investors and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR, read with Regulation 31 of the SEBI ICDR Regulations, through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Offer shall be available for allocation to QIBs on a proportionate basis, provided that our Company and the Selling Shareholders, in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from them at or above the Anchor Investor Allocation Price. Further, in the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following and in accordance with the SEBI ICDR Regulations: (i) one-third of the Non-Institutional Portion shall be reserved for applicants with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million, and (ii) two-third of the Non-Institutional Portion shall be reserved for applicants with application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders.

Under-subscription, if any, in any category except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories, at the discretion of our Company, the Promoter Selling Shareholders and the Investor Selling Shareholders, in consultation with the BRLMs and the Designated Stock Exchange subject to applicable laws and the receipt of valid Bids at or above the Offer Price.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including the DP ID and the Client ID and the PAN and UPI ID (for UPI Bidders Bidding through the UPI Mechanism), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Phased implementation of Unified Payments Interface as per the UPI Circulars

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles by introducing an alternate payment mechanism using UPI. Pursuant to the UPI Circulars, UPI 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 the ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced and implemented the UPI payment mechanism in three phases in the following manner:

(a) **Phase I:** This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended until June 30, 2019. Under this phase, an RIB also had the option to submit the ASBA Form with any of the Designated Intermediaries 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.

(b) **Phase II:** This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Under this phase, submission of the physical ASBA Form by an RIB through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and is 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. Subsequently, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, individual investors Bidding up to ₹ 500,000 shall use UPI and provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, CDPs and RTAs.

(c) **Phase III:** In this phase, the time duration from public issue closure to listing would be reduced to be three Working Days. SEBI vide press release bearing number 12/2023 had approved the proposal for reducing the time period for listing of shares in public issue from existing six working days to three working days and pursuant to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the reduce time period of three working days has been made voluntary for public issues opening on or after September 1, 2023, and mandatory for public issues opening on or after December 1, 2023.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline and submit confirmation of the unblock to the BRLMs and Registrar within the prescribed timelines would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post–Offer BRLM will be required to compensate the concerned investor.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI.

Our Company will be required to appoint from among the SCSBs as the Sponsor Banks to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders using the UPI.

Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

NPCI through its circular NPCI/UPI/OC No. 127/ 2021-22 dated December 9, 2021, has enhanced the per transaction limit from ₹ 200,000 to ₹ 500,000 for applications using UPI Mechanism in initial public offerings.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Electronic registration of Bids

a) The Designated Intermediary may register the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the online facilities for the Book Building process on a regular basis before the closure of the Offer.

b) On the Bid/ Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

c) Only Bids that are uploaded on the Stock Exchanges' platform are considered for allocation/Allotment. The Designated Intermediaries are given till 5:00 pm on the Bid/ Offer Closing Date to modify select fields uploaded in the Stock Exchanges' platform during the Bid/ Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at relevant Bidding Centers and at our Registered and Corporate Office. An electronic copy of the ASBA Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid/Offer Opening Date.

For Anchor Investors, the Bid cum Application Forms will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Offer. Anchor Investors are not permitted to participate in this Offer through the ASBA process. The UPI Bidders can Bid through the UPI Mechanism.

UPI Bidders bidding using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and Bid cum Application Forms submitted by UPI Bidders that do not contain the UPI ID are liable to be rejected.

Bidders (other than Anchor Investors and UPI Bidders Bidding using the UPI Mechanism) must provide bank account details and authorisation by the ASBA account holder to block funds in their respective ASBA Accounts in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain such details are liable to be rejected.

Retail Individual Bidders submitting their Bid cum Application Form to any Designated Intermediary (other than SCSBs) shall be required to Bid using the UPI Mechanism and must provide the UPI ID in the relevant space provided in the Bid cum Application Form. Bids submitted by Retail Individual Bidders with any Designated Intermediary (other than SCSBs) without mentioning the UPI ID are liable to be rejected. Retail Individual Bidders Bidding using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

Further, ASBA Bidders shall ensure that the Bids are submitted at the Bidding Centres only on ASBA Forms bearing the stamp of a Designated Intermediary (except in case of electronic ASBA Forms) and ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. Bidders, using the ASBA process to participate in the Offer, must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked therein. In order to ensure timely information to investors SCSBs are required to send SMS alerts to investors intimating them about the Bid Amounts blocked/unblocked.

Since the Offer is made under Phase II, ASBA Bidders may submit the ASBA Form in the manner below:

(i) RIBs (other than the RIBs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(ii) UPI Bidders using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(iii) QIBs and NIBs (other than NIBs using the UPI Mechanism) may submit their ASBA Forms with SCSBs, Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, all the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. The circular shall be applicable for all categories of investors viz. Retail Individual Investors, QIBs, Non-Institutional Bidders, and also for all modes through which the applications are processed. The ASBA Bidders, including UPI Bidders, shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder.

The prescribed colour of the Bid cum Application Forms for various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	[●]
Non-Residents including FPIs, Eligible NRIs applying on a repatriation basis, FVCIs and registered bilateral and multilateral institutions	[●]
Anchor Investors	[●]

** Excluding electronic Bid cum Application Forms*

Notes:

(1) Electronic Bid cum Application forms will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com).

(2) Bid cum Application Forms for Anchor Investors will be made available at the offices of the BRLMs.

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms (except Bid cum Application Forms submitted by UPI Bidders Bidding using the UPI Mechanism) to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank(s). For UPI Bidders using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Banks on a continuous basis through API integration to enable the Sponsor Banks to initiate a UPI Mandate Request to such UPI Bidders for blocking of funds. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded. The Sponsor Banks shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Banks, NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the issuer bank. The Sponsor Banks and the Bankers to the Offer shall provide the audit trail to the BRLMs for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

For all pending UPI Mandate Requests, the Sponsor Banks shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Offer Closing Date

("**Cut-Off Time**"). Accordingly, UPI Bidders Bidding through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. Further, modification of Bids shall be allowed in parallel during the Bid/Offer Period until the Cut-Off Time.

The Sponsor Banks will undertake a reconciliation of Bid requests received from Stock Exchanges and sent to NPCI. Sponsor Banks 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. The Sponsor Banks 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 Banks will undertake final reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share consolidated reports with the BRLMs in the format and within the timelines as specified under the UPI Circulars.

The Sponsor Banks shall host web portals for intermediaries (closed user group) from the date of Bid/Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

Participation by Promoter, Promoter Group, the BRLMs, associates and affiliates of the BRLMs and the Syndicate Members and the persons related to Promoter, Promoter Group, BRLMs and the Syndicate Members and Bids by Anchor Investors

The BRLMs and the Syndicate Members shall not be allowed to purchase the Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLMs and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

In terms of SEBI ICDR Regulations, no BRLMs or its respective associates can apply in the Offer under the Anchor Investor Portion, except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies and family offices which are associate of the BRLMs or pension funds sponsored by entities which are associates of the BRLMs.

Further, an Anchor Investor shall be deemed to be an "associate of the Book Running Lead Managers" if: (i) 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 (ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLMs.

Further, the Promoters and members of the Promoter Group shall not participate by applying for Equity Shares in the Offer, except in accordance with the applicable law. Further, any person related to the Promoters or members of the Promoter Group shall not apply in the Anchor Investor Portion. It is clarified that a qualified institutional buyer who has rights under a shareholders' agreement or voting agreement entered into with any of the Promoter or members of the Promoter Group of our Company, veto rights or a right to appoint any nominee director on our Board, shall be deemed to be a person related to the Promoters or Promoter Group of our Company.

Bids by Mutual Funds

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, the Promoter Selling Shareholders and the Investor Selling Shareholders, in consultation with BRLMs reserve the right to reject any Bid without assigning any reason thereof. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid may be made in respect of each scheme of a Mutual Fund registered with the SEBI. In case of Bids in respect of more than one scheme of a Mutual Fund, the Bids shall clearly indicate the scheme for which the Bid is submitted and such Bids will not be treated as multiple Bids, provided that such Bids clearly indicate the scheme for which the Bid is submitted.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or exchange traded fund or sector or industry specific scheme. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs Bidding on a repatriation basis should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non-Resident External ("**NRE**") Account, or Foreign Currency Non-Resident Accounts ("**FCNR Account**"), and Eligible NRIs bidding on a non-repatriation basis by using resident forms should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid amount, at the time of submission of the Bid cum Application Form. Participation of Eligible NRIs in the Offer shall be subject to the FEMA regulations. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

In accordance with the FEMA NDI Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company. Pursuant to the special resolution dated July 29, 2023, by the Shareholders, the aggregate ceiling of 10% was raised to 24%.

Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour).

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour).

For details of restrictions on investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 406.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs, should be made in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form as follows: "Name of sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids by HUFs may be considered at par with Bids from individuals.

Bids by FPIs

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In terms of the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, *i.e.*, the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly or indirectly, having common ownership of more than 50% or common control)) shall be below 10% of our post-Offer Equity Share capital on a fully diluted basis. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (*i.e.*, up to 100%, under the automatic route). In terms of the FEMA

NDI Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company, the Promoter Selling Shareholders and the Investor Selling Shareholders, in consultation with BRLMs, reserve the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents ([●] in colour).

To ensure compliance with the above requirement, SEBI, pursuant to the master circular with reference number SEBI/HO/AFD-2/CIR/P/2022/175 dated December 19, 2022, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPI investor group who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI is permitted to issue, subscribe to, or otherwise deal in offshore derivative instruments (defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying), directly or indirectly, only if it complies with the following conditions:

(a) such offshore derivative instruments are issued only by persons registered as Category I FPIs;
(b) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs;
(c) such offshore derivative instruments are issued after compliance with the ‘know your client’ norms as specified by SEBI; and
(d) such other conditions as may be specified by SEBI from time to time.

An FPI is required to ensure that the transfer of an offshore derivative instruments issued by or on behalf of it, is subject to (a) the transfer being made to persons which fulfil the criteria provided under Regulation 21(1) of the SEBI FPI Regulations (as mentioned above from points (a) to (d)); and (b) prior consent of the FPI is obtained for such transfer, except in cases, where the persons to whom the offshore derivative instruments are to be transferred, are pre-approved by the FPI.

Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids and are liable to be rejected:

- FPIs which utilise the multi investment manager structure in accordance with the SEBI master circular bearing reference number EBI/HO/AFD-2/CIR/P/2022/175 dated December 19, 2022, to facilitate implementation of SEBI FPI Regulations (such structure “**MIM Structure**”) provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs;

- Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;

- Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;

- FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager.

- Multiple branches in different jurisdictions of foreign bank registered as FPIs;

- Government and Government related investors registered as Category 1 FPIs; and

- Entities registered as collective investment scheme having multiple share classes.

Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation in the Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected. MIM Bids by an FPI Bidder utilising the MIM Structure shall be aggregated for determining the permissible maximum Bid.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN).

In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such compliance from the relevant FPIs with the operational guidelines for FPIs and designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations, such multiple Bids shall be rejected.

FPIs must ensure that any Bid by a single FPI and/ or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) (collective, the "**FPI Group**") shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis. Any Bids by FPIs and/ or the FPI Group (including but not limited to (a) FPIs Bidding through the MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative instruments) for 10% or more of our total paid-up post Offer Equity Share capital on a fully diluted basis shall be liable to be rejected.

Participation of FPIs in the Offer shall be subject to the FEMA NDI Rules.

There is no reservation for Eligible NRI Bidders, AIFs and FPIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

Bids by SEBI registered alternative investment funds, venture capital funds and foreign venture capital investors

The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended (the "**SEBI AIF Regulations**") prescribe, amongst others, the investment restrictions on AIFs. Post the repeal of the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, VCFs which have not re-registered as AIFs under the SEBI AIF Regulations shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended ("**SEBI FVCI Regulations**") prescribe the investment restrictions on FVCIs.

The category I and II AIFs cannot invest more than 25% of their investible funds in one investee company. A category III AIF cannot invest more than 10% of its investible funds in one investee company. An FVCI can invest only up to 33.33% of its investible funds, in the aggregate, in certain specified instruments, which includes subscription to an initial public offering of a venture capital undertaking or an investee company (as defined under the SEBI AIF Regulations) whose shares are proposed to be listed.

Participation of AIFs, VCFs and FVCIs shall be subject to the FEMA NDI Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Selling Shareholders or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

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, the Promoter Selling Shareholders and the

Investor Selling Shareholders, in consultation with BRLMs, reserve the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee is required to be attached to the Bid cum Application Form, failing which our Company, the Promoter Selling Shareholders and the Investor Selling Shareholders, in consultation with BRLMs, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the "**Banking Regulation Act**"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, as per the last audited balance sheet or a subsequent balance sheet, whichever is less. Further, the aggregate equity investment in subsidiaries and other entities engaged in financial and non-financial services company, including overseas investments, cannot exceed 20% of the bank's paid-up share capital and reserves. 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: (a) the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or (b) the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company, provided that the bank is required to submit a time-bound action plan for disposal of such shares (in this sub-clause (b)) within a specified period to the RBI. A banking company would require a prior approval of the RBI to make investment in excess of 30% of the paid-up share capital of the investee company, investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the circulars dated September 13, 2012 and January 2, 2013 issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such Bids.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, the Promoter Selling Shareholders and the Investor Selling Shareholders, in consultation with BRLMs, reserve the right to reject any Bid without assigning any reason thereof. The exposure norms for insurers are prescribed under Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 ("**IRDA Investment Regulations**") read with the Investments – Master Circular issued by the IRDAI on October 27, 2022, and are based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Bidders are advised to refer to the IRDA Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

The exposure norms for insurers, prescribed under the IRDA Investment Regulations,, are broadly set forth below:

a) equity shares of a company: the lower of 10%* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer or health insurer;
b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or health insurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or health insurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

[*]The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 500,000 million or more but less than ₹2,500,000 million.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by NBFC-SI, 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) and such other approval as may be required by the NBFC-SI, must be attached to the Bid-cum Application Form. Failing this, our Company, the Promoter Selling Shareholders and the Investor Selling Shareholders, in consultation with BRLMs, reserve the right to reject any Bid, without assigning any reason thereof. NBFC-SI participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time. The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, NBFC-SI, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250 million (subject to applicable laws) and pension funds with a minimum corpus of ₹ 250 million, 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, the Promoter Selling Shareholders and the Investor Selling Shareholders, in consultation with the BRLMs reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company, the Promoter Selling Shareholders and the Investor Selling Shareholders, in consultation with the BRLMs, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company, the Promoter Selling Shareholders and the Investor Selling Shareholders, in consultation with the BRLMs, may deem fit, without assigning any reasons thereof.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Bid cum Application Form. Failing this, our Company, the Promoter Selling Shareholders and the Investor Selling Shareholders, in consultation with BRLMs reserve the right to reject any Bid, without assigning any reason therefor.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section the key terms for participation by Anchor Investors are provided below.

(a) Anchor Investor Application Forms to be made available for the Anchor Investor Portion at the offices of the BRLMs.

(b) The Bids are required to be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 100 million.

(c) One-third of the Anchor Investor Portion is reserved for allocation to domestic Mutual Funds subject to valid

Bids being received from domestic Mutual Funds at or above Anchor Investor Allocation Price.

(d) Bidding for Anchor Investors will open one Working Day before the Bid/Offer Opening Date, and will be completed on the same day.

(e) Our Company and the Selling Shareholders, in consultation with the BRLMs will finalise allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion is not less than:

- maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 100 million;
- minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100 million but up to ₹ 2,500 million, subject to a minimum Allotment of ₹ 50 million per Anchor Investor; and
- in case of allocation above ₹ 2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500 million, and an additional 10 Anchor Investors for every additional ₹ 2,500 million, subject to minimum Allotment of ₹ 50 million per Anchor Investor.

(f) Allocation to Anchor Investors is required to be completed on the Anchor Investor Bid/Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation will be made, is required to be made available in the public domain by the BRLMs before the Bid/Offer Opening Date, through intimation to the Stock Exchanges.

(g) Anchor Investors can not withdraw or lower the size of their Bids at any stage after submission of the Bid.

(h) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Allocation Price shall still be the Anchor Investor Office Price.

(i) 50% Equity Shares allotted to Anchor Investors shall be locked–in for a period of 90 days from the date of Allotment, whereas, the remaining 50% shall be locked-in for a period of 30 days from the date of Allotment.

(j) Neither the BRLMs nor any associate of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associates of BRLMs or AIFs sponsored by the entities which are associates of the BRLMs or FPIs, other than individuals, corporate bodies and family offices which are associates of the BRLMs or pension funds sponsored by entities sponsored by entities which are associates of the BRLMs) can apply in the Offer under the Anchor Investor Portion.

(k) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered as multiple Bids.

(l) For more information, see the General Information Document.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus, when filed. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulation and as specified in the Red Herring Prospectus, when filed.

In accordance with RBI regulations, OCBs cannot participate in the Offer.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the

Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the BRLMs are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

In the event of an upward revision in the Price Band, RIBs who had Bid at Cut-off Price could either (i) revise their Bid or (ii) shall make additional payment based on the cap of the revised Price Band (such that the total amount i.e. original Bid Amount plus additional payment does not exceed ₹ 200,000 with respect to RIBs if the Bidder wants to continue to Bid at Cut-off Price). The revised Bids must be submitted to the same Designated Intermediary to whom the original Bid was submitted. If the total amount (i.e. the original Bid Amount plus additional payment) exceeds ₹ 200,000 with respect to RIBs, the Bid will be considered for allocation under the Non-Institutional Portion. If, however, the Retail Individual Bidder does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the Retail Individual Bidder and the Retail Individual Bidder is deemed to have approved such revised Bid at Cut-off Price.

In the event of a downward revision in the Price Band, Retail Individual Bidders who have bid at Cut-off Price may revise their Bid; otherwise, the excess amount paid at the time of Bidding would be unblocked after Allotment is finalised.

Any revision of the Bid shall be accompanied by instructions to block the incremental amount, if any, to be paid on account of the upward revision of the Bid.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, our Company will, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in [●] editions of [●], a widely circulated English national daily newspaper and [●] editions of [●], a widely circulated Hindi national daily newspaper (Hindi also being the regional language of Uttar Pradesh, where our Registered and Corporate Office is located). Our Company shall, in the pre-Offer advertisement state the Bid/Offer Opening Date, the Bid/Offer Closing Date and the QIB Bid/Offer Closing Date, as applicable. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Allotment Advertisement

Our Company, the Selling Shareholders, the BRLMs and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in [●] editions of [●], an English national daily newspaper, and [●] editions of [●], a Hindi national daily newspaper (Hindi also being the regional language of Uttar Pradesh, where our Registered and Corporate Office is located) each with wide circulation.

Signing of Underwriting Agreement and filing of Prospectus with the RoC

Our Company and the Selling Shareholders intend to enter into an Underwriting Agreement prior to the filing of the Red Herring Prospectus or Prospectus with the RoC, as applicable, and in accordance with the nature of underwriting which is determined in accordance with Regulation 40(3) of SEBI ICDR Regulations. After signing the Underwriting Agreement, our Company will file the Red Herring Prospectus (as applicable and subject to the nature of underwriting which is determined in accordance with Regulation 40(3)), and thereafter the Prospectus with the RoC. The Prospectus will have details of the Offer Price, Anchor Investor Offer Price, Offer size and underwriting arrangements and will be complete in all material respects.

General Instructions

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise or withdraw their Bid(s) until the Bid/ Offer Closing Date. Anchor Investors are not allowed to withdraw or lower the size of their Bids after the Anchor Investor Bidding Date.

***Do's*:**

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

2. All Bidders (other than Anchor Investors) should submit their Bids using the ASBA process only;

3. Ensure that you have Bid within the Price Band;

4. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than UPI Bidders Bidding using the UPI Mechanism) in the Bid cum Application Form and such ASBA account belongs to you and no one else. UPI Bidders using the UPI Mechanism must mention their correct UPI ID and shall use only his/her own bank account which is linked to such UPI ID and not the bank account of any third party;

5. UPI Bidders Bidding using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;

6. UPI Bidders Bidding using the UPI Mechanism shall make Bids only through the SCSBs, mobile applications and UPI handles whose name appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019, or in the list as updated on the SEBI website from time to time. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;

7. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

8. Ensure that the details about the PAN, DP ID, Client ID and UPI ID (where applicable) are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in dematerialized form only;

9. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time. UPI Bidders using UPI Mechanism, may submit their ASBA Forms with Syndicate, Sub-Syndicate Members, Registered Brokers, RTA or CDP;

10. In case of joint Bids, ensure that First Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the First Bidder is included in the Bid cum Application Form;

11. Retail Individual Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and not with any other Designated Intermediary;

12. Ensure that they have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Banks, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI

Mandate Request raised by the Sponsor Banks for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

13. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

14. 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;

15. Bidders should ensure that they receive the Acknowledgment slip or the acknowledgement number duly signed and stamped by a Designated Intermediary, as applicable, for submission of the Bid cum Application Form;

16. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to any of the Designated Intermediaries;

17. Ensure that you submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

18. 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, (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, and (iii) any other category of Bidders, including without limitation, multilateral/ bilateral institutions, which 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;

19. Ensure that the Demographic Details are updated, true and correct in all respects;

20. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

21. Ensure that the correct category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

22. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents, including a copy of the power of attorney, are submitted;

23. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;

24. UPI Bidders Bidding using the UPI Mechanism, should ensure that they approve the UPI Mandate Request generated by the Sponsor Banks to authorise blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;

25. Note that in case the DP ID, UPI ID (where applicable), Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, UPI ID (where applicable), Client ID and PAN available in the Depository database, then such Bids are liable to be rejected;

26. However, Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM Structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.

27. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;

28. In case of QIBs and NIBs (not using UPI mechanism), ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in) or such other websites as updated from time to time;

29. Ensure that you have correctly signed the authorization /undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB or the Sponsor Banks, as applicable via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;

30. UPI Bidders Bidding using the UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, the UPI Bidders shall be deemed to have verified the attachment containing the application details of the UPI Bidders Bidding using the UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Banks to issue a request to block the Bid Amount mentioned in the Bid Cum Application Form in his/her ASBA Account;

31. UPI Bidders Bidding using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the First Bidder (in case of joint account) in the Bid cum Application Form;

32. UPI Bidders Bidding using the UPI Mechanism, who have revised their Bids subsequent to making the initial Bid, should also approve the revised UPI Mandate Request generated by the Sponsor Banks to authorise blocking of funds equivalent to the revised Bid Amount in his/her account and subsequent debit of funds in case of allotment in a timely manner;

33. UPI Bidders who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which UPI Bidders should ensure acceptance of the UPI Mandate Request received from the Sponsor Banks to authorise blocking of funds equivalent to the revised Bid Amount in the UPI Bidders ASBA Account;

34. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLMs.

35. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Banks prior to 5:00 p.m. on the Bid/ Offer Closing Date.

36. The ASBA bidders shall ensure that bids above ₹ 500,000, are uploaded only by the SCSBs;

37. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020, and press releases dated June 25, 2021, September 17, 2021 and March 28, 2023, and any subsequent press releases in this regard.

Bids by Eligible NRIs, HUFs and any individuals, corporate bodies and family offices, which are recategorized as category II FPI and registered with SEBI, for a Bid Amount of less than ₹ 200,000 would be considered under the Retail Portion for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 200,000 would be considered under the Non-Institutional Portion for allocation in the Offer.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned on the SEBI website in terms of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;

3. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by RIBs)

4. Do not Bid on another Bid cum Application Form after you have submitted a Bid to a Designated Intermediary;

5. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;

6. Do not send Bid cum Application Forms by post, instead submit the same to the Designated Intermediary only;

7. Bids by HUFs not mentioned correctly as provided in "– *Bids by HUFs*" on page 390;

8. Anchor Investors should not Bid through the ASBA process;

9. Do not submit the ASBA Forms to any non-SCSB bank or to our Company or at a location other than the Bidding Centers;

10. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

11. Do not Bid on a physical Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

12. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

13. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer/Issue size and/ or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;

14. If you are a Non-Institutional Bidder or a Retail Individual Bidder, do not submit your Bid after 3.00 pm on the Bid/Offer Closing Date;

15. If you are a QIB, do not submit your Bid after 3.00 p.m. on the QIB Bid/Offer Closing Date;

16. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

17. If you are a UPI Bidder and are using UPI mechanism, do not submit more than one Bid cum Application Form for each UPI ID

18. Do not submit the General Index Register (GIR) number instead of the PAN;

19. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID (where applicable) or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;

20. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account or in the case of UPI Bidders Bidding using the UPI Mechanism, in the UPI-linked bank account where funds for making the Bid are available;

21. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders can

revise or withdraw their Bids until the Bid/Offer Closing Date;

22. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;

23. Do not submit Bids to a Designated Intermediary at a location other than Specified Locations;

24. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;

25. 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;

26. 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);

27. Do not submit more than one Bid cum Application Form per ASBA Account. If you are a UPI Bidder Bidding using the UPI Mechanism, do not submit Bids through an SCSB and/or mobile application and/or UPI handle that is not listed on the website of SEBI;

28. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

29. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any Bids above ₹ 500,000;

30. Do not Bid for Equity Shares more than specified by respective Stock Exchanges for each category;

31. Anchor Investors shall not bid through the ASBA Process;

32. Do not submit the Bid cum Application Form to any non-SCSB Bank or our Company;

33. Do not submit a Bid cum Application Form with third party UPI ID or using a third party bank account (in case of Bids submitted by UPI Bidders using the UPI Mechanism); and

34. Do not Bid if you are an OCB.

For helpline details of the Book Running Lead Managers pursuant to the SEBI circular bearing reference number SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see "*General Information – Book Running Lead Managers*" on page 80.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Grounds for Technical Rejection

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document. In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids could be rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;

3. Bids submitted on a plain paper;

4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;

5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Banks);

6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

7. Bids submitted without the signature of the First Bidder or sole Bidder;

8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

9. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;

10. Bids by OCBs

11. GIR number furnished instead of PAN;

12. Bids by RIBs with Bid Amount of a value of more than ₹200,000 (net of retail discount);

13. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

14. Bids accompanied by stock invest, cheque(s), demand draft(s), money order, postal order or cash; and

15. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Offer Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchanges.

In case of any pre-Offer or post Offer related issues regarding demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer, and the Registrar. For details of the Company Secretary and Compliance Officer and the Registrar, see "*General Information*" on page 78.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock 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 Offer through the Red Herring Prospectus 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 Offer to public may be made for the purpose of making Allotment in minimum lots.

The allotment of Equity Shares to Bidders other than to the Retail Individual Bidders, Non-Institutional Bidders and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Bidder shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Bidder portion, and the remaining available shares, if any, shall be allotted on a proportionate basis. Not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million, and (ii) two-thirds of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Bidders. The allotment to each Non-Institutional Bidder shall not be less than the minimum application size for Non-Institutional Bidders, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.

Payment into Escrow Account(s) for Anchor Investors

Our Company and the Selling Shareholders, in consultation with the BRLMs, in their absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid in the Offer through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS, NACH or NEFT) to the Escrow Accounts. The payment instruments for payment into the Escrow Accounts should be drawn in favour of:

(i) In case of resident Anchor Investors: "[●]"
(ii) In case of non-resident Anchor Investors: "[●]"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Selling Shareholders, the Syndicate, the Bankers to the Offer and the Registrar to the Offer to facilitate collections from Anchor Investors.

Undertakings by our Company

Our Company undertakes the following:

(i) that the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

(ii) that if the Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;

(iii) that all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within six Working Days of the Bid/Offer Closing Date or such other time as may be prescribed by SEBI;

(iv) that funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

(v) where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

(vi) that if our Company or the Selling Shareholders do not proceed with the Offer after the Bid/Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;

(vii) that if our Company, the Promoter Selling Shareholders and the Investor Selling Shareholders, in consultation with the BRLMs, withdraw the Offer after the Bid/Offer Closing Date, our Company shall be required to file a fresh draft offer document with SEBI, in the event our Company and/or the Selling Shareholders subsequently decide to proceed with the Offer thereafter;

(viii) that adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors;

(ix) that, except for the specified securities that may be issued pursuant to the Pre-IPO Placement and the allotment of Equity Shares to employees of our Company pursuant to exercise of stock options granted under the ESOP Scheme, if any, no further issue of specified securities shall be made until the Equity Shares issued or offered through the Red Herring Prospectus are listed or until the Bid monies are refunded/unblocked in the ASBA Accounts on account of non-listing, under-subscription etc; and

(x) Compliance with all disclosure and accounting norms as may be specified by SEBI from time to time.

Undertakings by the Selling Shareholders

Each of the Selling Shareholders, severally and not jointly undertake and/or confirm the following in respect to itself and its respective portion of the Offered Shares:

(i) the Equity Shares offered by it in the Offer for Sale have been held by the Selling Shareholder for a period of at least one year prior to the filing of this Draft Red Herring Prospectus and are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations and shall be in dematerialized form at the time of transfer;

(iii) it is the legal and beneficial holder and has full title to its respective portion of the Offered Shares;

(iv) it shall provide reasonable assistance to our Company and the BRLMs in redressal of such investor grievances in relation to the Offered Shares and statements specifically made or confirmed by it in relation to itself as a Selling Shareholder;

(v) it shall provide reasonable cooperation to our Company in relation to the Offered Shares, (a) for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges, and/ or (b) refund orders (if applicable);

(vi) its respective portion of the Offered Shares are fully paid and are in dematerialized form;

(vii) it shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid in the Offer, except for fees or commission for services rendered in relation to the Offer;

(viii) its respective portion of the Offered Shares are free and clear of any encumbrances and shall be transferred to the Bidders free and clear of Encumbrance within the time specified under applicable law; and

(ix) it shall not have recourse to the proceeds from the Offer for Sale until receipt by our Company of the final listing and trading approvals from all the Stock Exchanges in accordance with applicable law.

Utilisation of Offer Proceeds

Our Board certifies that:

- all monies received out of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act;

- details of all monies utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Offer proceeds remains unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and

- details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invested.

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*." The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹1 million or one per cent of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹1 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹ 5 million or with both.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. 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 FDI Policy Circular of 2020 ("**FDI Policy**"), which, with effect from October 15, 2020, consolidated and supersedes all previous press notes, press releases, and clarifications issued by the DPIIT, which were in force prior to October 15, 2020.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that: (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, had notified the FEMA NDI Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017. Foreign investment in this Offer shall be on the basis of the FEMA NDI Rules. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government of India, as prescribed in the FDI Policy and the FEMA NDI 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 of 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 Bid/Offer Period. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India.

As per the FDI Policy, FDI in companies engaged in manufacturing sector is permitted up to 100% of the paid-up share capital of such company under the automatic route.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer. For further details, see "*Offer Procedure*" on page 384.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in "offshore transactions" as defined in and in reliance on, Regulation S and the applicable laws of each jurisdiction where such offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations, seek independent legal advice about its ability to participate in the Offer and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION XI – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

EPACK DURABLE LIMITED

The Articles of the Company comprise of four parts, Part A, Part B, Part C & Part D, which shall be applicable in the following manner:

*(a) Until the date of the filing of the red herring prospectus of the Company with the relevant registrar of companies in connection with its initial public offering ("**RHP Filing Date**"), Part A, Part B, Part C & Part D shall, unless the context otherwise requires, co-exist with each other. Notwithstanding anything contained herein until the RHP Filling Date, in the event of any conflict between the provisions of Part A, Part B, Part C and Part D of these Articles, the provisions of Parts B, C & D of these Articles shall prevail.*

(b) On and from the RHP Filing Date, Parts B, C & D shall automatically terminate, be deleted and cease to have any force and effect, without any further action by the Company, the Board of Directors or by the Shareholders.

This set of Articles of Association has been approved pursuant to the provisions of Section 14 of the Companies Act, 2013 and by a special resolution passed at the Extraordinary General Meeting of EPACK Durable Limited (the "**Company**") held on June 13, 2023. These Articles have been adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

PART A

PRELIMINARY

1. The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013, as amended from time to time, shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.

2. The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, as amended from time to time, be such as are contained in these Articles.

DEFINITIONS AND INTERPRETATION

3. In these Articles, the following words and expressions, unless repugnant to the subject, shall mean the following:

(i) "**Act**" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the rules and regulations prescribed thereunder as now enacted or as amended from time to time and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable.

(ii) "**Affiliate**" of a Person means, any other Person that either directly or indirectly or through one or more intermediate Persons, Controls, is Controlled by, or is under Common Control with, such Person.

Without prejudice to the generality of the foregoing, the term "**Affiliate**":

(i) in respect of Investor 1, shall be deemed to include, without limitation any fund, collective investment scheme, trust, partnership (including, without limitation, any co-investment partnership), special purpose or other vehicle or any subsidiary or Affiliate of any of the foregoing, which is sponsored, managed, advised and/or administered by ICICI Venture. It is further clarified that the term "Affiliate" in respect of Investor 1 shall not include any investee companies or portfolio companies of the funds managed, advised, or administered by ICICI Venture; and

(ii) in respect of the New Investor, shall be deemed to include, without limitation any fund, collective investment scheme, trust, partnership (including, without limitation, any co-investment partnership), special purpose or other vehicle or any subsidiary or Affiliate of any of the foregoing, which is sponsored, managed, advised and/or administered by Affirma Capital Managers (Singapore) Pte. Ltd. It is further clarified that the term "Affiliate" in respect of the New Investor shall not include any investee companies or portfolio companies of the New Investor or of any funds managed, advised, or administered by Affirma Capital Managers (Singapore) Pte. Ltd or its Affiliates;

(iii) "**Annual General Meeting**" means the annual general meeting of the Company convened and held in accordance with the Act.

(iv) "**Approval**" means any permission, approval, consent, waiver, grant, license, permit, order, decree, authorization, authentication of, or registration, qualification, designation, notice, declaration or filing with or notification, exemption or ruling to or from any Governmental Authority or any other Person.

(v) "**Articles of Association**" or "**Articles**" mean these articles of association of the Company, as may be altered from time to time in accordance with the Act.

(vi) "**Board**" or "**Board of Directors**" means the board of directors of the Company in office at applicable times.

(vii) "**Company**" means EPACK Durable Limited, a company incorporated under the laws of India.

(viii) "**Controlling**", "**Controlled by**" or "**Control**" means, with respect to any Person, the possession by a Person or a group of Persons, directly or indirectly, or together with an Affiliate: (i) the ownership, of more than 50% (Fifty Percent) of the equity or voting shares (calculated on a fully diluted basis); (ii) the possession of the power to direct or exercise significant influence, over the management and policies of such Person whether directly or indirectly; and/or (iii) the power to appoint majority of the members of the board of directors or other governing body of such Person; by virtue of ownership of voting securities, equity securities or management or contract or in any other manner. Provided however, when the terms "**Controlling**", "**Controlled by**" or "**Control**" are being used in the context of a "Promoter Group Party", the foregoing reference to 50% (Fifty Percent) under paragraph (i) will be replaced by 26% (Twenty-Six Percent). The term "**Common Control**" shall be construed accordingly;

(ix) "**Depository**" means a depository, as defined in clause (e) of sub-section (1) of Section 2 of the Depositories Act, 1996 and a company formed and registered under the Act and which has been granted a certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992.

(x) "**Director**" shall mean any director of the Company, including alternate directors, Independent Directors and nominee directors appointed in accordance with and the provisions of these Articles.

(xi) "**E-Durables**" shall mean EPack Components Private Limited (formerly known as E-Durables Prefab Private Limited), a company registered under the Act bearing Corporate Identification Number U74999UP2019PTC115950 and having its registered office at 61-B, Udyog Vihar, Surajpur, Kasna Road, Greater Noida, Gautam Buddha Nagar, Uttar Pradesh 201306, India;

(xii) "**Equity Shares**" means the equity shares of the Company each of face value INR 10 (Indian Rupees Ten);

(xiii) "**Extraordinary General Meeting**" means Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.

(xiv) "**General Meeting**" means any duly convened meeting of the shareholders of the Company and any adjournments thereof;

(xv) "**Governmental Authority**" means any government or quasi-government authority, ministry, statutory or regulatory authority, government department, agency, commission, board, tribunal, judicial authority, quasi-judicial authority, or court or any entity exercising executive, legislative, judicial, regulatory or administrative, financial, supervisory, determinative, disciplinary or taxation functions of or pertaining to or purporting to have jurisdiction on behalf of or representing the Government of India, or any other relevant jurisdiction, or any state, municipality, district or other subdivision or instrumentality thereof, which has authority or jurisdiction with respect to the business of the Company, the Promoter Group Parties, and the Group Companies.

(xvi) "**Group Companies**" means collectively the Company and any present or future Subsidiaries of the Company.

(xvii) "**Initial Public Offering**" means an initial public offering by the Company of its Equity Shares, comprising a fresh issue of Equity Shares and an offer for sale by the selling shareholders and proposed listing of the Equity Shares on BSE Limited and the National Stock Exchange of India Limited which has been authorized by the Board by its resolution dated July 13, 2023, and which shall be undertaken pursuant to sand in accordance with and subject to applicable Law and any transaction agreements entered into by the Company and the Shareholders in connection therewith.

(xviii) "**Investor 1**" means India Advantage Fund S4 I.

(xix) "**Law**" means any applicable national, supranational, foreign, provincial, local or other law, regulations, including applicable provisions of: (i) constitutions, decrees, treaties, statutes, enactments, laws (including the common law), codes, notifications, rules, regulations, policies, guidelines, circulars, directions, directives, ordinances or orders of any Governmental Authority, statutory authority, court, tribunal having jurisdiction over the relevant party; (ii) Approvals; and (iii) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any Governmental Authority, statutory authority, court or tribunal; in each case having jurisdiction over such Party.

(xx) "**Member**" means the duly registered holder from time to time, of the shares of the Company and includes the subscribers to the Memorandum of Association and in case of shares held by a Depository, the beneficial owners whose names are recorded as such with the Depository;

(xxi) "**Memorandum**" or "**Memorandum of Association**" means the memorandum of association of the Company, as may be altered from time to time;

(xxii) "**New Investor**" shall mean Augusta Investments Zero Pte. Ltd., a company incorporated under the laws of Singapore and having its registered office at 6 Battery Road #17-06 Singapore 049909.

(xxiii) "**Office**" means the registered office, for the time being, of the Company;

(xxiv) "**Officer**" shall have the meaning assigned thereto by the Act;

(xxv) "**Ordinary Resolution**" shall have the meaning assigned thereto by the Act;

(xxvi) "**Person**" means any individual, sole proprietorship, Governmental Authority, partnership, Hindu Undivided Family, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in his capacity as trustee, executor, administrator, or other legal representative or any other entity that may be treated as a 'person' under Law.

(xxvii) "**Promoters**" shall mean collectively, Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania and Ajay DD Singhania.

(xxviii) "**Promoter Group Parties**" shall mean collectively, Bajrang Bothra, Laxmi Pat Bothra, Ajay DD Singhania, Sanjay Singhania, Rajjat Kumar Bothra, Nitin Bothra, Nikhil Bothra, Pinky Ajay Singhania and Preity Singhania.

(xxix) "**Register of Members**" means the register of members to be maintained pursuant to the provisions of the Act and the register of beneficial owners pursuant to Section 11 of the Depositories Act, 1996, in case of shares held in a Depository; and

(xxx) "**Special Resolution**" shall have the meaning assigned thereto by the Act; and

(xxxi) "**Subsidiary**" shall have the meaning as ascribed to the term under the Act and shall include E-Durables;

4. Except where the context requires otherwise, these Articles will be interpreted as follows:

(a) headings are for convenience only and shall not affect the construction or interpretation of any provision of these Articles.

(b) where a word or phrase is defined, other parts of speech and grammatical forms and the cognate variations of that word or phrase shall have corresponding meanings;

(c) words importing the singular shall include the plural and vice versa;

(d) all words (whether gender-specific or gender neutral) shall be deemed to include each of the masculine, feminine and neuter genders;

(e) the expressions "hereof", "herein" and similar expressions shall be construed as references to these Articles as a whole and not limited to the particular Article in which the relevant expression appears;

(f) the ejusdem generis (of the same kind) rule will not apply to the interpretation of these Articles. Accordingly, **include** and **including** will be read without limitation;

(g) any reference to a **person** includes any individual, firm, corporation, partnership, company, trust, association, joint venture, government (or agency or political subdivision thereof) or other entity of any kind, whether or not having separate legal personality. A reference to any person in these Articles shall, where the context permits, include such person's executors, administrators, heirs, legal representatives and permitted successors and assigns;

(h) a reference to any document (including these Articles) is to that document as amended, consolidated, supplemented, novated or replaced from time to time;

(i) references made to any provision of the Act shall be construed as meaning and including the references to the rules and regulations made in relation to the same by the Ministry of Corporate Affairs. The applicable provisions of the Companies Act, 1956 shall cease to have effect from the date on which the corresponding provisions under the Companies Act, 2013 have been notified.

(j) a reference to a statute or statutory provision includes, to the extent applicable at any relevant time:

   (i) that statute or statutory provision as from time to time consolidated, modified, re-enacted or replaced by any other statute or statutory provision; and

   (ii) any subordinate legislation or regulation made under the relevant statute or statutory provision;

(k) references to writing include any mode of reproducing words in a legible and non-transitory form; and

(l) references to **Rupees, Re., Rs., INR, ₹** are references to the lawful currency of India.

SHARE CAPITAL

5. AUTHORISED SHARE CAPITAL

The authorized share capital of the Company shall be such amount, divided into such class(es), denomination(s) and number of shares in the Company as stated in Clause V of the Memorandum of Association, with power to increase or reduce such capital from time to time and power to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, convertible, deferred, qualified, or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with the Articles of the Company, subject to the provisions of applicable law for the time being in force.

6. KINDS OF SHARE CAPITAL

The Company may issue the following kinds of shares in accordance with these Articles, the Act and other applicable laws:

(a) Equity share capital:

- (i) with voting rights; and/or
- (ii) with differential rights as to dividend, voting or otherwise in accordance with the Act; and

(b) Preference share capital.

All Equity Shares shall be of the same class and shall be alike in all respects and the holders thereof shall be entitled to identical rights and privileges including without limitation to identical rights and privileges with respect to dividends, voting rights, and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company.

7. SHARES AT THE DISPOSAL OF THE DIRECTORS

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 or at a discount (subject to compliance with the provisions of the Act) and at such time as they may from time to time think fit, and with the approval of the Company in a General Meeting, if any required under the applicable provisions of law, to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors deem fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may so be allotted may be issued as fully paid shares and if so issued, shall be deemed to be fully paid shares. Provided that option or right to call of shares shall not be given to any person or persons without the approval of the Company in the General Meeting.

8. NEW CAPITAL PART OF THE EXISTING CAPITAL

Except so far as otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

9. ALLOTMENT OTHERWISE THAN IN CASH

The Board of Directors may issue and allot shares of the Company as payment in full or in part, for any property purchased by the Company or in respect of goods sold or transferred or machinery or appliances supplied or for services rendered to the Company in the acquisition and/or in the conduct of its business; and any shares which may be so allotted may be issued as fully paid-up shares and if so issued shall be deemed as fully paid up shares. However, the aforesaid shall be subject to the approval of shareholders under the relevant provisions of the Act and Rules.

10. SUB-DIVISION, CONSOLIDATION AND CANCELLATION OF SHARE CERTIFICATE

Subject to the provisions of the Act, the Company in its General Meetings may, by an Ordinary Resolution, from time to time:

(a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;

(b) divide, sub-divide or consolidate its shares, or any of them, and the resolution whereby any share is sub-divided, may determine that as between the holders of the shares resulting from such sub-division one or more of such shares have some preference or special advantage in relation to dividend, capital or otherwise as compared with the others;

(c) cancel shares which at the date of such General Meeting have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled;

(d) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; provided that any consolidation and division which results in changes in the voting percentage of Members shall require applicable approvals under the Act; and

(e) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination.

11. FURTHER ISSUE OF SHARES

(1) Where at any time the Board or the Company, as the case may be, propose to increase the subscribed capital by the issue of further shares then such shares shall be offered, subject to the provisions of section 62 of the Act, and the rules made thereunder:

(A)

(i) To the persons who at the date of the offer are holders of the Equity Shares of the Company, in proportion as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the conditions mentioned in (ii) to (iv) below;

(ii) The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than 15 (fifteen) days or such lesser number of days as may be prescribed under applicable Indian law and not exceeding 30 (thirty) days from the date of the offer, within which the offer if not accepted, shall be deemed to have been declined.

Provided that the notice shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing shareholders at least 3 (three) days before the opening of the issue or such other timeline as may be prescribed under applicable law;

(iii) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in sub-clause(ii) shall contain a statement of this right;

(iv) after the expiry of the time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner and to such person(s) as they may think fit in their sole discretion; or

(B) to employees under any scheme of employees' stock option subject to Special Resolution passed by the Company and subject to the rules and such other conditions, as may be prescribed under applicable law; or

(C) to any person(s), if it is authorised by a Special Resolution, whether or not those persons include the persons referred to in clause (A) or clause (B) above either for cash or for a consideration other than cash, subject to compliance with Law. Where no such resolution is passed, if the votes cast (whether on a show of hands or on a poll as the case may be) in favour of the proposal contained in the resolution moved in that General Meeting (including the casting vote, if any, of the chairman) by members who, being entitled so to do, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the proposal by members, so entitled and voting and the central government is satisfied, on an application made by the Board of Directors in this behalf, that the proposal is most beneficial to the Company;

(2) Nothing in sub-clause (ii) and (iii) of Clause (1) (A) shall be deemed:

(i) To extend the time within which the offer should be accepted; or

(ii) To authorize any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares compromised in the renunciation.

(3) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option attached to the debentures issued or loans raised by the Company to convert such debentures or loans into shares in the company (whether such option is conferred in these Articles or otherwise): provided that either the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a Special Resolution passed by the Company in a General Meeting, or in the case of debentures or loans or other than debentures issued to, or loans obtained from the Government of India or any institution specified by the Central Government in this behalf, has also been approved by the special resolution passed by the Company in General Meeting before the issue of the loans.

(4) Notwithstanding anything contained in Article 11(3) hereof, where any debentures have been issued, or loan has been obtained from any government by the Company, and if that government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion:

Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within prescribed time from the date of communication of such order, appeal to National Company Law Tribunal which shall after hearing the Company and the Government pass such order as it deems fit.

(5) In determining the terms and conditions of conversion under sub-clause (4) of this Article, the Government shall have due regard to the financial position of the Company, the terms of issue of debentures or loans, as the case may be, the rate of interest payable on such debentures or loans and such other matters as it may consider necessary.

(6) Where the Government has, by an order made under sub-clause (4) of this Article, directed that any debenture or loan or any part thereof shall be converted into shares in the Company and where no appeal has been preferred to the Tribunal under sub-clause (4) of this Article or where such appeal has been dismissed, the memorandum of the Company shall, where such order has the effect of increasing the authorised share capital of the Company, stand altered and the authorised share capital of the Company shall stand increased by an amount equal to the amount of the value of shares which such debentures or loans or part thereof has been converted into.

12. ALLOTMENT ON APPLICATION TO BE ACCEPTANCE OF SHARES

Any application signed by or on behalf of an applicant for shares in the Company followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register of Members, shall, for the purpose of these Articles, be a Member.

13. MONEY DUE ON SHARES TO BE A DEBT TO THE COMPANY

The money (if any) which the Board shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise in respect of any shares allotted by them, shall immediately on the inscription of the name of allottee in the Register as the name of the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

14. VARIATION OF SHAREHOLDERS' RIGHTS

(a) If at any time the share capital of the Company is divided into different classes of shares, the rights attached to the shares of any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to provisions of the Act and whether or not the Company is being wound up, be varied with the consent in writing of the holders of not less than three-fourth 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 issued shares of that class, as prescribed by the Act.

(b) Subject to the provisions of the Act, to every such separate meeting, the provisions of these Articles relating to meeting shall *mutatis mutandis* apply.

15. PREFERENCE SHARES

(a) **Redeemable Preference Shares**

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have the power to issue on a cumulative or non-cumulative basis, preference shares liable to be redeemed in any manner permissible under the Act, and the Directors may, subject to the applicable provisions of the Act, exercise such power in any manner as they deem fit and provide for redemption of such shares on such terms including the right to redeem at a premium or otherwise as they deem fit.

(b) **Convertible Preference Shares**

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have power to issue on a cumulative or non-cumulative basis convertible preference shares liable to be converted in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power as they deem fit and provide for conversion of such shares into such securities on such terms as they may deem fit.

16. AMALGAMATION

Subject to provisions of these Articles, the Company may amalgamate or cause itself to be amalgamated with any other person, firm or body corporate subject to the provisions of the Act.

LIEN

17. COMPANY'S LIEN ON SHARES / DEBENTURES

The Company shall have a first and paramount lien—

(a) on every share/ debenture (not being a fully paid share/ debenture) registered in the name of each member (whether solely or jointly with others) and upon proceeds of sale thereof, for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share/

debenture; and

(b) no equitable interest in any share or debenture shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.

The fully paid-up shares shall be free from all liens and in respect of any partly paid shares/ debentures of the Company, the lien, if any, shall be restricted to moneys called or payable at a fixed time in respect of such shares/ debentures.

18. LIEN TO EXTEND TO DIVIDENDS, ETC.

The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares / debentures.

19. ENFORCING LIEN BY SALE

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 (14) days' after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise.

No Member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

20. VALIDITY OF SALE

To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.

21. VALIDITY OF COMPANY'S RECEIPT

The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case maybe) constitute a good title to the share and the purchaser shall be registered as the holder of the share.

22. APPLICATION OF SALE PROCEEDS

The proceeds of any such sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable and 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.

23. OUTSIDER'S LIEN NOT TO AFFECT COMPANY'S LIEN

In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by law) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

24. PROVISIONS AS TO LIEN TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.

The provisions of these Articles relating to lien shall *mutatis mutandis* apply to any other securities, including debentures, of the Company.

CALLS ON SHARES

25. BOARD TO HAVE RIGHT TO MAKE CALLS ON SHARES

The Board may subject to the provisions of the Act and any other applicable law, from time to time, make such call as it thinks fit upon the Members in respect of all moneys unpaid on the shares (whether on account of the nominal value of the shares or by 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. A call may be revoked or postponed at the discretion of the Board. The power to call on shares shall not be delegated to any other person except with the approval of the shareholders' in a General Meeting.

26. NOTICE FOR CALL

Each Member shall, subject to receiving at least fourteen (14) 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.

The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more Members as the Board may deem appropriate in any circumstances.

27. CALL WHEN MADE

The Board of Directors may, when making a call by resolution, determine the date on which such call shall be deemed to have been made, not being earlier than the date of resolution making such call, and thereupon the call shall be deemed to have been made on the date so determined and if no such date is so determined a call shall be deemed to have been made at the date when the resolution authorizing such call was passed at the meeting of the Board and may be required to be paid in instalments.

28. LIABILITY OF JOINT HOLDERS FOR A CALL

The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

29. CALLS TO CARRY INTEREST

If a Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate of interest as shall from time to time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Member. The Board shall be at liberty to waive payment of any such interest wholly or in part.

30. DUES DEEMED TO BE CALLS

Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

31. EFFECT OF NON-PAYMENT OF SUMS

In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

32. PAYMENT IN ANTICIPATION OF CALL MAY CARRY INTEREST

The Board –

(a) may, subject to provisions of the Act, if it thinks fit, agree to and 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 or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, may (until the same would, but for such advance, become presently payable) pay interest at such rate as may be agreed upon between the Board and the Member paying the sum in advance. Nothing contained in this Article shall confer on the Member (i) any right to participate in profits or dividends; or (ii) any voting rights in respect of the moneys so paid by him, until the same would, but for such payment, become presently payable by him. The Directors may at any times repay the amount so advanced.

33. PROVISIONS AS TO CALLS TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.

The provisions of these Articles relating to calls shall *mutatis mutandis* apply to any other securities, including debentures, of the Company.

TRANSFER AND TRANSMISSION OF SHARES

34. ENDORSEMENT OF TRANSFER

In respect of any transfer of shares registered in accordance with the provisions of these Articles, the Board may, at its discretion, direct an endorsement of the transfer and the name of the transferee and other particulars on the existing share certificate and authorize any Director or Officer of the Company to authenticate such endorsement on behalf of the Company or direct the issue of a fresh share certificate, in lieu of and in cancellation of the existing certificate in the name of the transferee.

35. INSTRUMENT OF TRANSFER

(a) The instrument of transfer of any share shall be in writing and all the provisions of the Act, and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof. The Company shall use common form of transfer, as prescribed under the Act, in all cases. In case of transfer of shares, where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act, 1996 shall apply.

(b) The Board may decline to recognize any instrument of transfer unless-
  - (i) the instrument of transfer is in the form prescribed under the Act;
  - (ii) the instrument of transfer is accompanied by the certificate of shares to which it relates, and/or such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
  - (iii) the instrument of transfer is in respect of only one class of shares.

(c) No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document.

36. EXECUTION OF TRANSFER INSTRUMENT

Every such instrument of transfer shall be executed, both by or on behalf of both the transferor and the transferee and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the Register of Members in respect thereof.

37. CLOSING REGISTER OF TRANSFERS AND OF MEMBERS

Subject to compliance with the Act and other applicable law, the Board shall be empowered, on giving not less than seven (7) days' notice or such period as may be prescribed, to close the transfer books, Register of Members, the register of debenture holders at such time or times, and for such period or periods, not exceeding thirty (30) days at a time and not exceeding an aggregate forty-five (45) days in each year as it may seem expedient.

38. DIRECTORS MAY REFUSE TO REGISTER TRANSFER

Subject to the provisions of these Articles, Sections 58 and 59 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, and other applicable provisions of the Act or any other law for the time being in force, the Board may decline or refuse by giving reasons, to register or acknowledge any transfer of, or the transmission by operation of law of the right to, any securities or interest of a Member in the Company, after providing sufficient cause, within a period of thirty days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company. Provided that the registration of transfer of any securities shall not be refused on the ground of the transferor being alone or jointly with any other person or persons, indebted to the Company on any account whatsoever except where the Company has a lien on shares.

39. TRANSFER OF PARTLY PAID SHARES

Where in the case of partly paid shares, an application for registration is made by the transferor alone, the transfer shall not be registered, unless the Company gives the notice of the application to the transferee in accordance with the provisions of the Act and the transferee gives no objection to the transfer within the time period prescribed under the Act.

40. TITLE TO SHARES OF DECEASED MEMBERS

The executors or administrators or the holders of a succession certificate issued in respect of the shares of a deceased Member and not being one of several joint holders shall be the only person whom the Company shall recognize as having any title to the shares registered in the name of such Members and in case of the death of one or more of the joint holders of any registered share, the survivor or survivors shall be entitled to the title or interest in such shares but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person. Provided nevertheless that in case the Directors, in their absolute discretion think fit, it shall be lawful for the Directors to dispense with the production of a probate or letters of administration or a succession certificate or such other legal representation upon such terms (if any) (as to indemnify or otherwise) as the Directors may consider necessary or desirable.

41. TRANSFERS NOT PERMITTED

No share shall in any circumstances be transferred to any infant, or a person of unsound mind, except fully paid shares through a legal guardian.

42. TRANSMISSION OF SHARES

Subject to the provisions of the Act and these Articles, any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any Members, or by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence as the Board thinks sufficient, that he sustains the character in respect of which he proposes to act under this Article, or of his title, elect to either be registered himself as holder of the shares or elect to have some person nominated by him and approved by the Board, registered as such holder or to make such transfer of the share as the deceased or insolvent member could have made. 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. Provided, nevertheless, if such person shall elect to have his nominee registered, he shall testify that election by executing in favour of his nominee an instrument of transfer in accordance with the provision herein contained and until he does so he shall not be freed from any liability in respect of the shares. Further, all limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfer 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.

43. RIGHTS ON TRANSMISSION

A person becoming entitled to a share by reason of the death or insolvency of the holder shall, subject to the Directors' right to retain such dividends or money, 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 a 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 (90) days, the Board may thereafter withhold payment of all dividends, bonus or other moneys payable in respect of such share, until the requirements of notice have been complied with.

44. SHARE CERTIFICATES TO BE SURRENDERED

Before the registration of a transfer, the certificate or certificates of the share or shares to be transferred must be delivered to the Company along with (save as provided in the Act) properly stamped and executed instrument of transfer.

45. COMPANY NOT LIABLE TO NOTICE OF EQUITABLE RIGHTS

The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register) to the prejudice of persons having or claiming any equitable rights, title or interest in the said shares, notwithstanding that the Company may have had notice of such equitable rights referred thereto in any books of the Company and the Company shall not be bound by or required to regard or attend to or give effect to any notice which may be given to it of any equitable rights, title or interest or be under any liability whatsoever for refusing or neglecting to do so, though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

46. TRANSFER AND TRANSMISSION OF DEBENTURES

The provisions of these Articles, shall, *mutatis mutandis*, apply to the transfer of or the transmission by law of the right to any securities including, debentures of the Company.

FORFEITURE OF SHARES

47. BOARD TO HAVE A RIGHT TO FORFEIT SHARES

If a Member fails to pay any call, or installment of a call or any money due in respect of any share or consideration towards shares allotted otherwise than in cash or cash in lieu thereof if approved by the Board of Directors, 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 or consideration remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or installment or consideration or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.

48. NOTICE FOR FORFEITURE OF SHARES

The notice aforesaid shall:

(a) name a further day (not being earlier than the expiry of fourteen days from the date of services 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.

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.

49. RECEIPT OF PART AMOUNT OR GRANT OF INDULGENCE NOT TO AFFECT FORFEITURE

Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided. There shall be no forfeiture of unclaimed dividends before the claim becomes barred by applicable law.

50. FORFEITED SHARE TO BE THE PROPERTY OF THE COMPANY

Any share forfeited in accordance with these Articles, shall be deemed to be the property of the Company and may be sold, re-allocated or otherwise disposed of either to the original holder thereof or to any other person upon such terms and in such manner as the Board thinks fit.

51. ENTRY OF FORFEITURE IN REGISTER OF MEMBERS

When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and any entry of the forfeiture with the date thereof, shall forthwith be made in the Register of Members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.

52. MEMBER TO BE LIABLE EVEN AFTER FORFEITURE

A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay, and shall pay, to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares. All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realization. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part. 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.

53. EFFECT OF FORFEITURE

The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles expressly saved.

54. CERTIFICATE OF FORFEITURE

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.

55. TITLE OF PURCHASER AND TRANSFEREE OF FORFEITED SHARES

The Company may receive the consideration, if any, given for the share on any sale, re-allotment or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of. The transferee shall thereupon be registered as the holder of the share and 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, reallotment or disposal of the share.

56. VALIDITY OF SALES

Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the shares sold and after his name has been entered in the Register of Members in respect of such shares the validity of the sale shall not be impeached by any person.

57. CANCELLATION OF SHARE CERTIFICATE IN RESPECT OF FORFEITED SHARES

Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.

58. BOARD ENTITLED TO CANCEL FORFEITURE

The Board may at any time before any share so forfeited shall have them sold, reallotted or otherwise disposed of, cancel the forfeiture thereof upon such conditions at it thinks fit.

59. SURRENDER OF SHARE CERTIFICATES

The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering them on such terms as they think fit.

60. SUMS DEEMED TO BE CALLS

The provisions of these Articles 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.

61. PROVISIONS AS TO FORFEITURE OF SHARES TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.

The provisions of these Articles relating to forfeiture of shares shall *mutatis mutandis* apply to any other securities, including debentures, of the Company.

ALTERATION OF CAPITAL

62. INCREASE IN SHARE CAPITAL

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.

63. CONSOLIDATE, CONVERT, SUB-DIVIDE ETC.

Subject to the provisions of Section 61 of the Act, the Company may, by Ordinary Resolution, —

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paidup shares of any denomination;

(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum;

(d) 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.

64. SHARES MAY BE CONVERTED INTO STOCK

Where shares are converted into stock:

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:
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;

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage;

(c) such of the Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder"/"Member" shall include "stock" and "stock-holder" respectively.

65. REDUCTION OF CAPITAL

The Company may, by a Special Resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act—

(a) its share capital; and/or
(b) any capital redemption reserve account; and/or
(c) any share premium account

and in particular without prejudice to the generality of the foregoing power may be: (i) extinguishing or reducing the liability on any of its shares in respect of share capital not paid up; (ii) either with or without extinguishing or reducing liability on any of its shares, (a) cancel paid up share capital which is lost or is unrepresented by available assets; or (b) pay off any paid up share capital which is in excess of the wants of the Company; and may, if and so far as is necessary, alter its Memorandum, by reducing the amount of its share capital and of its shares accordingly.

66. RIGHTS TO ISSUE SHARE WARRANTS

The Company may issue share warrants subject to, and in accordance with provisions of the Act. The Board may, in its discretion, with respect to any share which is fully paid up on application in writing signed by the person registered as holder of the share, and authenticated by such evidence (if any) as the Board may from time to time require as to the identity of the person signing the application, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require having been paid, issue a warrant.

The Board may, from time to time, make rules as to the terms on which it shall think fit, a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

67. DEMATERIALISATION OF SECURITIES

(a) The Company shall recognise interest in dematerialised securities under the Depositories Act, 1996.

Subject to the provisions of the Act, either the Company or the investor may exercise an option to issue (in case of the Company only), deal in, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event, the rights and obligations of the parties concerned and matters connected therewith or incidental thereof shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time or any statutory modification(s) thereto or re-enactment thereof, the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and other applicable law.

(b) Dematerialisation of securities

Notwithstanding anything to the contrary or inconsistent contained in these Articles, the Company shall be entitled to dematerialise its existing securities, and/or offer its fresh securities in the dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.

(c) Option to receive security certificate or hold securities with the Depository

Every person subscribing to or holding securities of the Company shall have the option to receive the security certificate or hold securities with a Depository. Where a person opts to hold a security with the Depository, the Company shall intimate such Depository of the details of allotment of the security and on receipt of such information, the Depository shall enter in its Record, the name of the allottees as the beneficial owner of that Security.

(d) Securities in electronic form

All securities held by a Depository shall be dematerialized and held in electronic form. No certificate shall be issued for the securities held by the Depository.

(e) Beneficial owner deemed as absolute owner

Except as ordered by a court of competent jurisdiction or by applicable law required and subject to the provisions of the Act, the Company shall be entitled to treat the person whose name appears on the applicable register as the holder of any security or whose name appears as the beneficial owner of any security in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity, equitable contingent, future, partial interest, other claim to or interest in respect of such securities or (except only as by these Articles otherwise expressly provided) any right in respect of a security other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any security in the joint names of any two or more persons or the survivor or survivors of them.

(f) Register and index of beneficial owners

The Company shall cause to be kept a register and index of members with details of securities held in materialised and dematerialised forms in any media as may be permitted by law including any form of electronic media. The register and index of beneficial owners maintained by a Depository under the Depositories Act, 1996 shall be deemed to be a register and index of members for the purposes of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members, resident in that state or country.

68. BUY BACK OF SHARES

Notwithstanding anything contained in these Articles, but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

CAPITALISATION OF PROFITS

69. CAPITALISATION OF PROFITS

(a) The Company in General Meeting, may, on 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 the Company's reserve accounts or securities premium account 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 the sub-clause (b) amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportion.

(b) The sum aforesaid shall not be paid in cash but shall be applied, either in or towards:

(i) paying up any amounts for the time being unpaid on shares held by such Members respectively;

(ii) paying up in full, unissued share of the Company to be allotted and distributed, credited as fully paid up, to and amongst such Members in the proportions aforesaid; or

(iii) partly in the way specified in sub-clause (i) and partly that specified in sub -clause (ii).

(iv) A securities premium account and a capital redemption reserve account or any other permissible reserve account may be applied as permitted under the Act 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 these Articles.

70. POWER OF DIRECTORS FOR DECLARATION OF BONUS ISSUE

(a) Whenever such a resolution as aforesaid shall have been passed, the Board shall:

(i) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or other securities, if any; and

(ii) generally do all acts and things required to give effect thereto.

(b) The Board shall have full power:

(i) to make such provisions, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of shares or debentures becoming distributable in fractions; and

(ii) to authorize any person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or other securities to which they may be entitled upon such capitalization or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized, of the amount or any parts of the amounts remaining unpaid on their existing shares.

(c) Any agreement made under such authority shall be effective and binding on such Members.

GENERAL MEETINGS

71. ANNUAL GENERAL MEETINGS

(a) The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year.

(b) An Annual General Meeting of the Company shall be held in accordance with the provisions of the Act.

72. EXTRAORDINARY GENERAL MEETINGS

All General Meetings other than the Annual General Meeting shall be called "Extraordinary General Meeting". Provided that, the Board may, whenever it thinks fit, call an Extraordinary General Meeting.

73. EXTRAORDINARY MEETINGS ON REQUISITION

The Board shall, on the requisition of Members, convene an Extraordinary General Meeting of the Company in the circumstances and in the manner provided under the Act.

74. NOTICE FOR GENERAL MEETINGS

All General Meetings shall be convened by giving not less than clear twenty-one (21) days' notice, in such manner as is prescribed under the Act, specifying the place, date and hour of the meeting and a statement of the business proposed to be transacted at such a meeting, in the manner mentioned in the Act. Notice shall be given to all the Members and to such persons as are under the Act and/or these Articles entitled to receive such notice from the Company but any accidental omission to give notice to or non-receipt of the notice by any Member or other person to whom it should be given shall not invalidate the proceedings of any General Meetings.

The Members may participate in General Meetings through such modes as permitted by applicable laws.

75. SHORTER NOTICE ADMISSIBLE

Upon compliance with the relevant provisions of the Act, an Annual General Meeting or any General Meeting may be convened by giving a shorter notice than twenty-one (21) days.

76. CIRCULATION OF MEMBERS' RESOLUTION

The Company shall comply with provisions of Section 111 of the Act, as to giving notice of resolutions and circulating statements on the requisition of Members.

77. SPECIAL AND ORDINARY BUSINESS

(a) Subject to the provisions of the Act, all business shall be deemed special that is transacted at the Annual General Meeting with the exception of declaration of any dividend, the consideration of financial statements and reports of the Directors and auditors, the appointment of Directors in place of those retiring and the appointment of and fixing of the remuneration of the auditors. In case of any other meeting, all business shall be deemed to be special.

(b) In case of special business as aforesaid, an explanatory statement as required under the applicable provisions of the Act shall be annexed to the notice of the meeting.

78. QUORUM FOR GENERAL MEETING

Five (5) Members or such other number of Members as required under the Act or the applicable law for the time being in force prescribes, personally present shall be quorum for a General Meeting and no business shall be transacted at any General Meeting unless the requisite quorum is present at the commencement of the meeting.

79. TIME FOR QUORUM AND ADJOURNMENT

Subject to the provisions of the Act, if within half an hour from the time appointed for a meeting, a quorum is not present, the meeting, if called upon the requisition of Members, shall be cancelled and in any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine. If at the adjourned meeting also a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be quorum and may transact the business for which the meeting was called.

80. CHAIRMAN OF GENERAL MEETING

The chairman, if any, of the Board of Directors shall preside as chairman at every General Meeting of the Company.

81. ELECTION OF CHAIRMAN

Subject to the provisions of the Act, if there is no such chairman or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the Directors present shall elect another Director as chairman and if no Director be present or if all the Directors decline to take the chair, then the Members present shall choose a Member to be the chairman.

82. ADJOURNMENT OF MEETING

Subject to the provisions of the Act, the chairman of a General Meeting may, with the consent given in the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn that meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When the meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as nearly to the original meeting, as may be possible. Save as aforesaid and as provided in Section 103 of the Act, it shall not be necessary to give any notice of adjournment of the business to be transacted at an adjourned meeting.

83. VOTING AT MEETING

At any General Meeting, a demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded. The demand for a poll may be withdrawn at any time by the person or persons who made the demand. Further, no objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the General Meeting, whose decision shall be final and conclusive.

84. DECISION BY POLL

If a poll is duly demanded in accordance with the provisions of the Act, it shall be taken in such manner as the chairman directs and the results of the poll shall be deemed to be the decision of the meeting on the resolution in respect of which the poll was demanded.

85. CASTING VOTE OF CHAIRMAN

In case of equal votes, whether on a show of hands or on a poll, the chairman of the General Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote in addition to the vote or votes to which he may be entitled to as a Member.

86. PASSING RESOLUTIONS BY POSTAL BALLOT

(a) Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Act, to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company.

(b) Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under the Act.

(c) If a resolution is assented to by the requisite majority of the shareholders by means of postal ballot, it shall be deemed to have been duly passed at a General Meeting convened in that behalf.

VOTE OF MEMBERS

87. VOTING RIGHTS OF MEMBERS

Subject to any rights or restrictions for the time being attached to any class or classes of shares:

(a) On a show of hands every Member holding Equity Shares and present in person shall have one vote.

(b) On a poll, every Member holding Equity Shares therein shall have voting rights in proportion to his share in the paid up equity share capital.

(c) A Member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.

88. VOTING BY JOINT-HOLDERS

In case of joint holders the vote of first named of such joint holders in the Register of Members who tender a vote whether in person or by proxy shall be accepted, to the exclusion of the votes of other joint holders.

89. VOTING BY MEMBER OF UNSOUND MIND

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 legal guardian may, on a poll, vote by proxy.

90. NO RIGHT TO VOTE UNLESS CALLS ARE PAID

No Member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him have been paid, or in regard to which the Company has lien and has exercised any right of lien.

91. PROXY

Any Member entitled to attend and vote at a General Meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.

92. INSTRUMENT OF PROXY

An instrument appointing a proxy shall be in the form as prescribed under the Act for this purpose. The instrument appointing a proxy shall be in writing under the hand of appointer or of his attorney duly authorized in writing or if appointed by a body corporate either under its common seal, if any or under the hand of its officer or attorney duly authorized in writing by it. Any person whether or not he is a Member of the Company may be appointed as a proxy.

The instrument appointing a proxy and power of attorney or other authority (if any) under which it is signed or a notarized copy of that power or authority must be deposited at the Office of the Company not less than forty eight (48) hours prior to the time fixed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in case of a poll, not less than twenty four (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.

93. VALIDITY OF PROXY

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 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.

94. CORPORATE MEMBERS

Any corporation or body corporate (whether a company or not within the Act) which is a Member of the Company may, by resolution of its Board of Directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the Company and the said person so authorized shall be entitled to exercise the same powers on behalf of the corporation or body corporate which he represents as that corporation or body corporate could have exercised if it were an individual Member of the Company (including the right to vote by proxy).

BOARD OF DIRECTORS

95. NUMBER OF DIRECTORS

Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Additional and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution. The Company shall have such number of Independent Directors on the Board of the Company, as may be required in terms of the provisions of applicable law. Further, such appointment of such Independent Directors shall be in terms of, and subject to, the aforesaid provisions of applicable law.

The following were first Directors of the Company at the time of incorporation of the Company:

(i) BAJRANG LAL BOTHRA (DIN: 00129286)

(ii) AJAY SINGHANIA (DIN: 00107555)

95A. NUMBER OF DIRECTORS

(a) The Board of the Company shall comprise such number of Directors as may be prescribed under applicable Law, and shall be constituted as follows:

(i) the Promoters shall have the right to nominate 5 (five) Directors on the Board (each a "**Promoter Director**");
(ii) Investor 1 shall have the right to nominate 1 (One) Director ("**Existing Investor Director**");
(iii) the New Investor shall have the right to nominate 1 (One) Director ("**New Investor Director**"); and
(iv) the Board will appoint such number of independent directors (each an **"Independent Director**") as required under applicable Law.

Upon the listing of the Equity Shares of the Company pursuant to the Initial Public Offering, the nomination rights set out in Article 95A (a)(i) will be subject to the Promoter Group Parties, together with the members of the promoter group of the Company, holding at least 5% of the share capital of the Company on a fully diluted basis, the nomination rights set out in Article 95A(a)(ii) will be subject to the Existing Investors and their respective Affiliates collectively holding at least 5% of the share capital of the Company on a fully diluted basis, and the nomination rights set out in Article 95A(a)(iii) will be subject to the New Investor, together with its Affiliates, holding at least 5% of the share capital of the Company on a fully diluted basis.

Upon the listing of the Equity Shares of the Company pursuant to the Initial Public Offering, if the holding of the Promoter Group Parties, together with the members of the promoter group of the

Company, goes below 5% of the share capital of the Company on a fully diluted basis, or if the holding of the Existing Investors and their respective Affiliates goes below 5% of the share capital of the Company on a fully diluted basis, or if the holding of the New Investor along with its Affiliates goes below 5% of the share capital of the Company on a fully diluted basis, as applicable, then such nomination rights will be extinguished forever with respect to the Promoters, Investor 1 or the New Investor, respectively.

(b) Upon the listing of the Equity Shares of the Company pursuant to the Initial Public Offering, the rights set out under Article 95A (a)(i), 95A (a)(ii) and 95A (a)(iii) will be subject to approval by the Shareholders of the Company by way of a special resolution, at the first meeting of the Shareholders of the Company (which the Company shall, on a best efforts basis, undertake at the earliest) following the listing of the Equity Shares on Recognised Stock Exchanges pursuant to said Initial Public Offering and subject to any further approvals required from the Shareholders at such intervals as required under applicable Law.

96. SHARE QUALIFICATION

A Director of the Company shall not be bound to hold any Qualification Shares in the Company.

97. ADDITIONAL DIRECTORS

Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.

98. ALTERNATE DIRECTORS

(a) The Board may, subject to provisions of the Act, appoint a person, not being a person holding any alternate directorship for any other director in the Company or holding directorship in the Company, to act as an alternate director for a director during his absence for a period of not less than 3 (three) months from India (hereinafter in this Article called the "**Original Director**").

(b) An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India. If the term of office of the Original Director is determined before he returns to India the automatic re-appointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.

99. APPOINTMENT OF DIRECTOR TO FILL A CASUAL VACANCY

If the office of any Director appointed by the Company in General Meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board which shall be subsequently approved by members in the immediate next general meeting. The director so appointed shall hold office only up to the date which the director in whose place he is appointed would have held office if it had not been vacated.

100. REMUNERATION OF DIRECTORS

(a) A Director (other than a Managing Director or Whole-Time Director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act or the Central Government from time to time for each meeting of the Board of Directors or any committee thereof attended by him. The remuneration of Directors including Managing Director and/or Whole-Time Director may be paid in accordance with the applicable provisions of the Act.

(b) The Board of Directors may allow and pay or reimburse any Director such sum as the Board may consider fair compensation for travelling, and out-of-pocket expenses and if any Director be called upon to go or reside out of the ordinary place of his residence on the Company's business he shall be entitled to be reimbursed any travelling or other expenses incurred in connection with the business of the Company.

(c) The Managing Directors/ Whole-Time Directors shall be entitled to charge and be paid for all actual expenses, if any, which they may incur for or in connection with the business of the Company. They shall be entitled to appoint full time/part time employees in connection with the management of the affairs of the Company and shall be entitled to be paid by the Company any remuneration that they may pay to such part time employees.

101. REMUNERATION FOR EXTRA SERVICES

If any Director, being willing, shall be called upon to perform extra services or to make any special exertions (which expression shall include work done by Director as a Member of any committee formed by the Directors) in going or residing away from the town in which the Office of the Company may be situated for any purposes of the Company or in giving any special attention to the business of the Company or as member of the Board, then subject to the provisions of the Act, the Board may remunerate the Director so doing either by a fixed sum, or by a percentage of profits or otherwise and such remuneration, may be either in addition to or in substitution for any other remuneration to which he may be entitled.

102. NUMBER OF DIRECTORS BELOW MINIMUM

The continuing Directors may act notwithstanding any vacancy in the Board, but if the number is reduced below three, the continuing Directors or Director may act for the purpose of increasing the number of Directors to three or for summoning a General Meeting of the Company, but for no other purpose.

103. VACATION OF OFFICE OF DIRECTOR

The office of a Director shall be deemed to have been vacated under the circumstances enumerated under Act.

ROTATION AND RETIREMENT OF DIRECTOR

104. ONE-THIRD OF DIRECTORS TO RETIRE EVERY YEAR

At the Annual General Meeting of the Company to be held every year, one-third of such of the Directors as are liable to retire by rotation for time being, or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election.

105. RETIRING DIRECTORS ELIGIBLE FOR RE-ELECTION

A retiring Director shall be eligible for re-election and the Company, at the Annual General Meeting at which a Director retires in the manner aforesaid, may fill up the vacated office by electing a person thereto.

106. WHICH DIRECTOR TO RETIRE

The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lots.

107. POWER TO REMOVE DIRECTOR BY ORDINARY RESOLUTION

Subject to the provisions of the Act, the Company may by an Ordinary Resolution in General Meeting, remove any Director before the expiration of his period of office after giving him a reasonable opportunity of being heard and may, by an Ordinary Resolution, appoint another person instead.

Provided that an independent director re-appointed for second term under the provisions of the Act shall be removed by the company as provided under the Act.

108. DIRECTOR IN COMPANIES PROMOTED BY THE COMPANY

Directors of the Company may be or become a director of any company promoted by the Company or in which the Company may be interested as vendor, shareholder or otherwise and no such Director shall be accountable for any benefits received as a director or member of such company subject to compliance with applicable provisions of the Act.

PROCEEDINGS OF BOARD OF DIRECTORS

109. MEETINGS OF THE BOARD

(a) The Board of Directors shall meet at least once in every three (3) months with a maximum gap of 120 (one hundred and twenty) days between two (2) meetings of the Board for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit in accordance with the Act, provided that at least four (4) such meetings shall be held in every year. Place of meetings of the Board shall be at a location determined by the Board at its previous meeting, or if no such determination is made, then as determined by the chairman of the Board or as may be mutually agreed between the Directors.

(b) The chairman may, at any time, and the secretary or such other Officer of the Company as may be authorised in this behalf on the requisition of Director shall at any time summon a meeting of the Board. Notice of at least 7 (seven) days in writing of every meeting of the Board shall be given to every Director and every alternate Director at his usual address whether in India or abroad, provided always that a meeting may be convened by a shorter notice to transact urgent business subject to such conditions as may be specified in the laws applicable for the time being in force.

(c) The notice of each meeting of the Board shall include (i) the time for the proposed meeting; (ii) the venue for the proposed meeting; and (iii) an agenda setting out the business proposed to be transacted at the meeting.

(d) To the extent permissible by applicable law, the Directors may participate in a meeting of the Board or any committee thereof, through electronic mode, that is, by way of video conferencing i.e., audio visual electronic communication facility. The notice of the meeting must inform the Directors regarding the availability of participation through video conferencing. Any Director participating in a meeting through the use of video conferencing shall be counted for the purpose of quorum.

110. QUESTIONS AT BOARD MEETING HOW DECIDED

Questions arising at any time at a meeting of the Board shall be decided by majority of votes and in case of equality of votes, the Chairman, in his absence the Director presiding shall have a second or casting vote.

111. QUORUM

Subject to the provisions of the Act and other applicable law, the quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher and the participation of the directors by video conferencing or by other audio-visual means shall also be counted for the purposes of quorum.

At any time the number of interested Directors is equal to or exceeds two-thirds of total strength, the number of remaining Directors, that is to say the number of Directors who are not interested, present at the meeting being not less than two, shall be the quorum during such time. The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution or meeting, that is to say, the total strength of Board after deducting there from the number of Directors, if any, whose places are vacant at the time. The term ‘interested director’ means any Director whose presence cannot, by reason of applicable provisions of the Act be counted for the purpose of forming a quorum at meeting of the Board, at the time of the discussion or vote on the concerned matter or resolution.

112. ADJOURNED MEETING

Subject to the provisions of the Act, if within half an hour from the time appointed for a meeting of the Board, a quorum is not present, the meeting, shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine.

113. ELECTION OF CHAIRMAN OF BOARD

(a) The Board may elect a chairman of its meeting and may determine the period for which he is to hold office.

(b) If no such chairman is elected or at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the meeting the Directors present may choose one among themselves to be the chairman of the meeting.

114. POWERS OF DIRECTORS

(a) The Board may exercise all such powers of the Company and do all such acts and things as are not, by the Act or any other applicable law, or by the Memorandum or by the Articles required to be exercised by the Company in a General Meeting, subject nevertheless to these Articles, to the provisions of the Act or any other applicable law and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in a General Meeting; but no regulation made by the Company in a General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

(b) 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 maybe, by such person and in such manner as the Board shall from time to time by resolution determine.

115. DELEGATION OF POWERS

(a) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such members of its body as it thinks fit.

(b) Any committee so formed shall, in the exercise of the power so delegated conform to any regulations that may be imposed on it by the Board.

116. ELECTION OF CHAIRMAN OF COMMITTEE

(a) The Board may designate a person as chairman of a committee or in his absence or where no such designation is made a committee may elect a chairman of its meeting. If no such chairman is elected or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be the chairman of the committee meeting.

(b) The quorum of a committee may be fixed by the Board of Directors.

117. QUESTIONS HOW DETERMINED

(a) A committee may meet and adjourn as it thinks proper.

(b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present as the case may be and in case of equality of vote, the chairman shall have a second or casting vote, in addition to his vote as a member of the committee.

118. VALIDITY OF ACTS DONE BY BOARD OR A COMMITTEE

All acts done by any meeting of the Board, 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 even such Director or such person has been duly appointed and was qualified to be a Director.

119. RESOLUTION BY CIRCULATION

Save as otherwise expressly provided in the Act, a resolution in writing circulated in draft together with the necessary papers, if any, to all the Directors or to all the members of the committee then in India, not being less in number than the quorum fixed of the meeting of the Board or the committee, as the case may be and to all other Directors or Members at their usual address in India and approved by such of the Directors as are then in India or by a majority of such of them as are entitled to vote at the resolution shall be valid and effectual as if it had been a resolution duly passed at a meeting of the Board or committee duly convened and held.

120. MAINTENANCE OF FOREIGN REGISTER

The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of those Sections) make and vary such regulations as it may think fit respecting the keeping of any register.

121. BORROWING POWERS

(a) Subject to the provisions of the Act and these Articles, the Board may from time to time at their discretion raise or borrow or secure the payment of any such sum of money for the purpose of the Company, in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by promissory notes or by receiving deposits and advances with or without security or by the issue of bonds, debentures, perpetual or otherwise, including debentures convertible into shares of this Company or any other company or perpetual annuities and to secure any such money so borrowed, raised or received, mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off any such securities.

(b) To the extent permitted under the applicable law and subject to compliance with the requirements thereof, the Directors shall be empowered to grant loans to such entities at such terms as they may deem to be appropriate and the same shall be in the interests of the Company.

(c) Any bonds, debentures, debenture-stock or other securities may if permissible under applicable law be issued at a discount, premium or otherwise by the Company and on the condition that they or any part of them may be convertible into Equity Shares of any denomination, and with any privileges and conditions as to the redemption, surrender, allotment of shares, attending (but not voting) in the General Meeting, appointment of Directors or otherwise. Provided that debentures with rights to allotment of or conversion into Equity Shares shall not be issued except with, the sanction of the Company in General Meeting accorded by a Special Resolution.

122. NOMINEE DIRECTORS

(a) Subject to the provisions of the Act, so long as any moneys remain owing by the Company to Financial Institutions regulated by the Reserve Bank of India, State Financial Corporation or any financial institution owned or controlled by the Central Government or State Government or any Non-Banking Financial Company regulated by the Reserve Bank of India or any such company from whom the Company has borrowed for the purpose of carrying on its objects or each of the above has granted any loans / or subscribes to the debentures of the Company or so long as any of the aforementioned companies of financial institutions holds or continues to hold debentures /shares in the Company as a result of underwriting or by direct subscription or private placement or so long as any liability of the Company arising out of any guarantee furnished on behalf of the Company remains outstanding, and if the loan or other agreement with such institution/ corporation/ company (hereinafter referred to as the "**Corporation**") so provides, the Corporation may, in pursuance of the provisions of any law for the time being in force or of any agreement, have a right to appoint from time to time any person or persons as a Director or Directors whole-time or non whole-time (which Director or Director/s is/are hereinafter referred to as "**Nominee Directors/s**") on the Board of the Company and to remove from such office any person or person so appointed and to appoint any person or persons in his /their place(s).

(b) The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board meetings and of the meetings of the committee of which Nominee Director/s is/are member/s as also the minutes of such Meetings. The Corporation shall also be entitled to receive all such notices and minutes.

(c) The Company may pay the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees commission, monies or remuneration in any form is payable to the Directors of the Company the fees, commission, monies and remuneration in relation to such Nominee Director/s may accrue to the nominee appointer and same shall accordingly be paid by the Company directly to the Corporation.

(d) Provided that the sitting fees, in relation to such Nominee Director/s shall also accrue to the appointer and same shall accordingly be paid by the Company directly to the appointer.

123. MANAGING DIRECTOR(S) AND/OR WHOLE TIME DIRECTORS

(a) The Board may from time to time and with such sanction(s) as may be required by the Act, appoint one or more of the Directors to the office of the managing director and/ or whole time directors for such term and subject to such remuneration, terms and conditions as they may think fit.

(b) The Directors may from time to time resolve that there shall be either one or more managing directors and/ or whole-time directors.

(c) In the event of any vacancy arising in the office of a managing director and/or whole time director, the vacancy shall be filled by the Board of Directors subject to the approval of the Members.

(d) If a managing director and/or whole time director ceases to hold office as Director, he shall ipso facto and immediately cease to be managing director/whole time director.

124. POWERS AND DUTIES OF MANAGING DIRECTOR OR WHOLE-TIME DIRECTOR

The managing director/whole time director shall, subject to the supervision, control and direction of the Board and subject to the provisions of the Act, exercise such powers as are exercisable under these Articles by the Board of Directors, as they may think fit and confer such power for such time and to be exercised as they may think expedient and they may confer such power either collaterally with or to the exclusion of any such substitution for all or any of the powers of the Board of Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any such powers. The managing Directors/ whole time Directors may exercise all the powers entrusted to them by the Board of Directors in accordance with the Board's direction.

125. REIMBURSEMENT OF EXPENSES

The managing Directors/whole-time Directors shall be entitled to charge and be paid for all actual expenses, if any, which they may incur for or in connection with the business of the Company. They shall be entitled to appoint part time employees in connection with the management of the affairs of the Company and shall be entitled to be paid by the Company any remuneration that they may pay to such part time employees.

126. CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER

Subject to the provisions of the Act —

(a) A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board.

(b) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer. Further, an individual may be appointed or reappointed as the chairperson of the Company as well as the managing Director or chief executive officer of the Company at the same time.

(c) A provision of the Act or the Articles 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 a Director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

(d) Any vacancy in the office of a chief executive officer, Director, compliance officer or chief financial officer shall be filled within prescribed time.

COMMON SEAL

127. COMMON SEAL

The Company shall not have any common seal

DIVIDEND

128. COMPANY IN GENERAL MEETING MAY DECLARE DIVIDENDS

The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

129. INTERIM DIVIDENDS

Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit and as appear to it to be justified by the profits of the company.

130. RIGHT TO DIVIDEND AND UNPAID OR UNCLAIMED DIVIDEND

(a) Where capital is paid in advance of calls, such capital, whilst carrying interest, shall not confer a right to dividend or to participate in the profits.

(b) Where the Company has declared a dividend but which has not been paid or claimed within 30 (thirty) days from the date of declaration, the Company shall transfer the total amount of dividend which remains unpaid or unclaimed within the said period of 30 (thirty) days, to a special account to be opened by the Company in that behalf in any scheduled bank to be called "Unpaid Dividend Account".

(c) Any money transferred to the Unpaid Dividend Account of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company to the fund known as Investor Education and Protection Fund established under the Act and the Company shall send a statement in the prescribed form of the details of such transfer to the authority which administers the said fund and that authority shall issue a receipt to the Company as evidence of such transfer.

(d) No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.

(e) All other provisions under the Act will be complied with in relation to the unpaid or unclaimed dividend.

131. DIVISION OF PROFITS

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.

132. DIVIDENDS TO BE APPORTIONED

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.

133. TRANSFER TO RESERVE(S)

(a) The Board may, before recommending any dividends, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends and pending such application, may, at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time think fit.

(b) The Board may also carry forward any profits when it may consider necessary not to divide, without setting them aside as a reserve.

134. DEDUCTION OF ARREARS

Subject to the Act, no Member shall be entitled to receive payment of any interest or dividend in respect of his share or shares whilst any money may be due or owing from him to the Company in respect of such share or shares of or otherwise howsoever whether alone or jointly with any other person or persons and the Board may deduct from any dividend payable to any Members all sums of money, if any, presently payable by him to the Company on account of the calls or otherwise in relation to the shares of the Company.

135. RETENTION OF DIVIDENDS

The Board may retain dividends payable upon shares in respect of which any person is, under Articles 57 to 70 hereinbefore contained, entitled to become a Member, until such person shall become a Member in respect of such shares.

136. RECEIPT OF JOINT HOLDER

Any one of two or more joint holders of a share may give effective receipt for any dividends, bonuses or other moneys payable in respect of such shares.

137. DIVIDEND HOW REMITTED

Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the Register of Members, or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

138. DIVIDENDS NOT TO BEAR INTEREST

No dividends shall bear interest against the Company.

139. TRANSFER OF SHARES AND DIVIDENDS

Subject to the provisions of the Act, any transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

ACCOUNTS

140. WHERE BOOKS OF ACCOUNTS TO BE KEPT

The Books of Account shall be kept at the Office or at such other place in India as the Directors think fit in accordance with the applicable provisions of the Act.

141. INSPECTION BY DIRECTORS

The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act.

142. INSPECTION BY MEMBERS

No Member (not being a Director) shall have any right of inspecting any account or books or documents of the Company except as conferred by law or authorised by the Board.

WINDING UP

143. Subject to the applicable provisions of the Act–

(a) If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

(b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members.

(c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

(d) Any person who is or has been a Director or manager, whose liability is unlimited under the Act, shall, in addition to his liability, if any, to contribute as an ordinary member, be liable to make a further contribution as if he were at the commencement of winding up, a member of an unlimited company, in accordance with the provisions of the Act.

144. APPLICATION OF ASSETS

Subject to the provisions of the Act as to preferential payment the assets of the Company shall, on its winding up, be applied in satisfaction of its liabilities *pari passu* and, subject to such application shall be distributed among the Members according to their rights and interests in the Company.

INDEMNITY

145. DIRECTOR'S AND OTHERS' RIGHT TO INDEMNITY

Subject to the provisions of the Act, every Director and Officer of the Company shall be indemnified by 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. Provided, however, that such indemnification shall not apply in respect of any cost or loss or expenses to the extent it is finally judicially determined to have resulted from the negligence, willful misconduct or bad faith acts or omissions of such Director.

146. INSURANCE

The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

SHARE CERTIFICATES

147. ISSUE OF CERTIFICATE

(a) Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within two months of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe and approve.

Provided that in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one or several joint holders shall be a sufficient delivery to all such holders.

(b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 46 of the Act.

148. RULES TO ISSUE SHARE CERTIFICATES

The Act shall be complied with in respect of the issue, reissue, renewal of share certificates and the format, sealing and signing of the certificates and records of the certificates issued shall be maintained in accordance with the Act.

149. ISSUE OF NEW CERTIFICATE IN PLACE OF ONE DEFACED, LOST OR DESTROYED

If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate 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, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under this Article shall be issued upon payment of such fees for each certificate as may be specified by the Board (which fees shall not exceed the maximum amount permitted under the applicable law). Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

Provided that notwithstanding what is stated above, the Directors shall comply with such rules or regulation or requirements of any stock exchange or the rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956 or any other act or rules applicable in this behalf. The provision of this Article shall *mutatis mutandis* apply to debentures of the Company.

UNDERWRITING & BROKERAGE

150. COMMISSION FOR PLACING SHARES, DEBENTURES, ETC.

(a) The Company may exercise the powers of paying commissions conferred by sub-section (6) of Section 40 of the Act, 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.

(b) 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 of the Act.

(c) 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.

SERVICE OF DOCUMENTS AND NOTICE

151. MEMBERS TO NOTIFY ADDRESS IN INDIA

Each registered holder of shares from time to time notify in writing to the Company such place in India to be registered as his address and such registered place of address shall for all purposes be deemed to be his place of residence.

152. SERVICE ON MEMBERS HAVING NO REGISTERED ADDRESS

If a Member has no registered address in India, and has not supplied to the Company any address within India, for the giving of the notices to him, a document advertised in a newspaper circulating in the neighbourhood of Office of the Company shall be deemed to be duly served to him on the day on which the advertisement appears.

153. SERVICE ON PERSONS ACQUIRING SHARES ON DEATH OR INSOLVENCY OF MEMBERS

A document may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a Member by sending it through the post in a prepaid letter addressed to them by name or by the title or representatives of the deceased, assignees of the insolvent by any like description at the address (if any) in India supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by serving the document in any manner in which the same might have been served as if the death or insolvency had not occurred.

154. NOTICE BY ADVERTISEMENT

Subject to the provisions of the Act any document required to be served or sent by the Company on or to the Members, or any of them and not expressly provided for by these Articles, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the district in which the Office is situated.

155. MEMBERS BOUND BY DOCUMENT GIVEN TO PREVIOUS HOLDERS

Every person, who by the operation of law, transfer or other means whatsoever, shall become entitled to any shares, shall be bound by every document in respect of such share which, previously to his name and address being entered in the Register of Members, shall have been duly served on or sent to the person from whom he derived his title to such share.

Any notice to be given by the Company shall be signed by the managing Director or by such Director or Secretary (if any) or Officer as the Directors may appoint. The signature to any notice to be given by the Company may be written or printed or lithographed.

SECRECY CLAUSE

156. SECRECY

No Member shall be entitled to inspect the Company's works without the permission of the managing director/Directors or to require discovery of any information respectively and detail of the Company's trading or any matter which is or may be in the nature of a trade secret, history of trade or secret process which may be related to the conduct of the business of the Company and which in the opinion of the managing director/Directors will be inexpedient in the interest of the Members of the Company to communicate to the public.

INVESTMENT POWER

157. INVESTMENT

The Board may from time to time at its discretion subject to the provisions of the act give any loan to anybody corporate(s)/ person(s) ; give any guarantee or provide security in connection with a loan to anybody corporate(s) / persons(s) ; acquire by way of subscription , purchase or otherwise , securities of anybody corporate from time to time in one or more trenches; and invest surplus moneys of the Company not immediately required, in immovable properties, shares, stock, bonds, debentures, obligations, mutual funds or other securities or in current or deposit account/s with Banks and to hold, sell or otherwise deal with such investments."

GENERAL POWER

158. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

159. At any point of time from the date of adoption of these Articles, if the Articles are or become contrary to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"), the provisions of the Listing Regulations shall prevail over the Articles to such extent and the Company shall discharge all of its obligations as prescribed under the Listing Regulations, from time to time.

PART B

OVERRIDING ARTICLES

A. Notwithstanding anything to the contrary contained in Table F of the Companies Act, 2013 and Part A of these Articles, the provisions contained in Part B of these Articles shall also apply to the Company and its Shareholders and in the event of any inconsistency or contradiction between the provisions of Part B of these Articles and Part A of these Articles and / or between Part B of these Articles and Table F of the Companies Act, 2013, the provisions of Part B of these Articles shall override and prevail over the provisions of Part A of these Articles and Table F of the Companies Act, 2013. In the event of any inconsistency or contradiction between the provisions of Section 47 of Companies Act, 2013 and the provisions of these Articles, the provisions of the Articles shall override and prevail over the provisions of Section 47 of Companies Act, 2013. It is further clarified that the voting rights of the CCPS and the Series A CCPS shall be in terms of the provisions of these Articles. Further, the restrictions contained in Sections 101 to 104, Section 106, Section 107 and 109 of the Companies Act, 2013 shall not be applicable to the Company.

B. All cross references made in this **Part B** of these Articles shall apply to Articles of this Part B and not Part A.

1. DEFINITIONS AND INTERPRETATION

In Part B of these Articles of Association: (i) terms already defined in Part A shall have the same meaning in Part B, unless defined otherwise herein; (ii) unless the context suggests otherwise, capitalised terms used herein but not defined shall have the meaning ascribed to such terms in the Amended and Restated Shareholders' Agreement (as defined below) entered into by the parties thereto; (iii) capitalised terms defined by inclusion in quotations or parenthesis shall have the meanings so ascribed; and (iv) the following terms shall have the following meanings assigned to them herein below:

1.1.1 "Accelerated Sale" shall have the meaning ascribed to the term in Article 16.3.1;

1.1.2 "Acceptance Notice" shall have the meaning ascribed to the term in Article 13.4.4;

1.1.3 "Acceptance Period" shall have the meaning ascribed to the term in Article 13.4.4;

1.1.4 "Accepted Pre-Emption Securities" shall have the meaning ascribed to the term in Article 10.2;

1.1.5 "Act" means the Companies Act, 2013, the rules, regulations and circulars issued thereunder and any statutory modification or re-enactment or amendments of the foregoing, as applicable and in force;

1.1.6 "Affiliate" of a Person means, any other Person that either directly or indirectly or through one or more intermediate Persons, Controls, is Controlled by, or is under Common Control with, such Person.

Without prejudice to the generality of the foregoing, the term "Affiliate":

(i) in respect of Investor 1, shall be deemed to include, without limitation any fund, collective investment scheme, trust, partnership (including, without limitation, any co-investment partnership), special purpose or other vehicle or any subsidiary or Affiliate of any of the foregoing, which is sponsored, managed, advised and/or administered by ICICI Venture. It is further clarified that the term "Affiliate" in respect of Investor 1 shall not include any investee companies or portfolio companies of the funds managed, advised, or administered by ICICI Venture; and

(ii) in respect of the New Investor, shall be deemed to include, without limitation any fund, collective investment scheme, trust, partnership (including, without limitation, any co-investment partnership), special purpose or other vehicle or any subsidiary or Affiliate of any of the foregoing, which is sponsored, managed, advised and/or administered by Affirma Capital Managers (Singapore) Pte. Ltd. It is further clarified that the term "Affiliate" in respect of the New Investor shall not include any investee companies or portfolio companies of the New Investor or of any funds managed, advised, or administered by Affirma Capital Managers (Singapore) Pte. Ltd or its Affiliates;

1.1.7 "Affirmative Vote Matters" or "AVM Items" shall have the meaning ascribed to the term in Article 6.1;

1.1.8 "Amended and Restated Shareholders' Agreement" or "Agreement" means the Amended and Restated Shareholders' Agreement executed on 8 August 2022 *inter alia* between the Promoter Group Parties, the Company, and the Investors, read with the First Addendum to the Amended and Restated Shareholders' Agreement dated March 30, 2023 and the Second Addendum to the Amended and Restated Shareholders' Agreement dated May 31, 2023 and shall include the recitals, articles, schedules, annexures, and exhibits annexed to the Amended and Restated Shareholders' Agreement, and any amendments or modifications made to the Amended and Restated Shareholders' Agreement, including the amendment agreement dated August 9, 2023;

1.1.9 "Annual Budget" means the annual budget of the Group Companies prepared for each Financial Year, and adopted by the Board in accordance with the terms and conditions of the Amended and Restated Shareholders' Agreement;

1.1.10 "Anti-Corruption Laws" mean laws, regulations or orders relating to anti-bribery or anti-corruption (governmental or commercial), which apply to the Business and dealings of the Promoter Group Parties and the Group Companies, including the Foreign Corruption Practices Act 1977, the Prevention of Corruption Act 1988 and the UK Bribery Act 2010;

1.1.11 "Anti-Money Laundering Laws" means laws, regulations, rules, or guidelines relating to money laundering, which apply to the Business and dealings of the Promoter Group Parties and the Group Companies;

1.1.12 "Applicable Accounting Principles" means, in respect of each Group Company, generally accepted accounting principles and practices as prescribed by the Institute of Chartered Accountants of India, in effect from time to time in India ("Indian GAAP"), and when applicable, the Indian accounting standards / principles issued under the Companies (Indian Accounting Standards) Rules, 2015, as amended, together with any pronouncements issued under Law thereon from time to time, or any other accounting principles that may be prescribed under Law from time to time;

1.1.13 "Approval" means any permission, approval, consent, waiver, grant, license, permit, order, decree, authorization, authentication of, or registration, qualification, designation, notice, declaration or filing with or notification, exemption or ruling to or from any Governmental Authority or any other Person;

1.1.14 "Articles" means with respect to each Group Company, the articles of association of the said Group Company, as amended from time to time in accordance with the provisions of the Act and pursuant to the transactions contemplated in the Amended and Restated Shareholders' Agreement;

1.1.15 "Assets" of a Person means the whole or any part of such Person's business, undertaking, property, assets, rights, title, privileges, goodwill, and interests of any nature whatsoever (whether immovable, movable, tangible, intangible, absolute, accrued, fixed or otherwise) wherever located including, without limitation, all contracts, Intellectual Property, and Approvals;

1.1.16 "Board" means with respect to each Group Company, the board of directors of the said Group Company, constituted from time to time in accordance with applicable Law, the Articles, and the Amended and Restated Shareholders' Agreement;

1.1.17 "Board Meeting" means with respect to each Group Company, a meeting of the Board of the said Group Company, conducted in accordance with the terms of the Act, the Articles of the said Group Company and the Amended and Restated Shareholders' Agreement;

1.1.18 "Board Meeting Agenda" shall have the meaning as ascribed to the term in Article 4.9.3;

1.1.19 "Business Day" means a day, other than a Saturday, Sunday or a public holiday on which banks are open in Mumbai, Mauritius, Singapore and Delhi for business;

1.1.20 "Business" means business of the Company carried on from time to time and includes manufacturing, assembly, sourcing, trading, import and export of room air conditioners, commercial air conditioners, air conditioners components (such as heat exchangers, injection moulding components, sheet metal component, motors, printed circuit board assemblies and cross flow fans) and spare parts; manufacturing, assembly, sourcing, trading, import and export of small home appliances such as induction cooktops, juicer / mixer grinders, water dispensers, and their components (including printed circuit board assemblies), but excludes job-work or similar manufacturing of printed circuit boards only for Shenzhen Megmeet Electrical Co., Ltd, China or its subsidiaries and affiliate companies either in India or outside;

1.1.21 "Business Plan" means the 5 (Five) year business plan of the Group Companies prepared and adopted by the Board in accordance with the terms of the Amended and Restated Shareholders' Agreement;

1.1.22 "Buyback Notice" shall have the meaning as ascribed to the term in Article 15.5.1;

1.1.23 "Buyback Request Notice" shall have the meaning as ascribed to the term in Article 15.5.1;

1.1.24 "Buyback Shares" shall have the meaning as ascribed to the term in Article 15.5.1;

1.1.25 "CCPS" means any compulsorily convertible preference shares issued by the Company to the Existing Investors on the terms and conditions set out in the Existing Investors SSA the terms of which CCPS are restated in Part A of Schedule 10 of the Amended and Restated Shareholders' Agreement;

1.1.26 "Chairman" shall have the meaning as ascribed to the term in Article 4.12;

1.1.27 "Charter Documents" means collectively, the Articles and the Memorandum;

1.1.28 "Closing" shall have the meaning as ascribed to the term in the New Investor SSA;

1.1.29 "Closing Date" shall have the meaning as ascribed to the term in the New Investor SSA;

1.1.30 "Competing Business" means the business of any Person that is same or similar to the Business;

1.1.31 "Competitor" means the following Persons and their Affiliates: (i) Amber Enterprises India Limited; (ii) Subros Limited; (iii) Dixon Technologies India Limited; (iv) PG Electroplast Limited; (v) Voltas Limited; (vi) Blue Star Limited; (vii) Havells India Limited; (viii) Godrej Industries Limited; (ix) Whirlpool of India Limited; and (x) Carrier Midea India Limited.

1.1.32 "Consent" means any approval, consent, ratification, waiver, notice or other authorization of or from or to any third party, including banks, financial institutions and Approvals that may be required for: (i) the execution of the Transaction Documents; and (ii) the consummation of the transactions contemplated under the Transaction Documents;

1.1.33 "Controlling", "Controlled by" or "Control" means, with respect to any Person, the possession by a Person or a group of Persons, directly or indirectly, or together with an Affiliate: (i) the ownership, of more than 50% (Fifty Percent) of the equity or voting shares (calculated on a Fully Diluted Basis); (ii) the possession of the power to direct or exercise significant influence, over the management and policies of such Person whether directly or indirectly; and/or (iii) the power to appoint majority of the members of the board of directors or other governing body of such Person; by virtue of ownership of voting securities, equity securities or management or contract or in any other manner. Provided however, when the terms "Controlling", "Controlled by" or "Control" are being used in the context of a "Promoter Group Party", the foregoing reference to 50% (Fifty Percent) under paragraph (i) will be replaced by 26% (Twenty-Six Percent). The term "Common Control" shall be construed accordingly;

1.1.34 "Cure Period" shall have the meaning as ascribed to the term in Article 16.1.1;

1.1.35 "Cut-Off Date" means June 30, 2025;

1.1.36 "D&O Insurance" shall have the meaning as ascribed to the term in Article 4.6;

1.1.37 "Deed of Adherence" means a deed of adherence to the Amended and Restated Shareholders' Agreement to be executed in the format set out in Schedule 5 of the Amended and Restated Shareholders' Agreement;

1.1.38 "Dilutive Issuance" shall have the meaning as ascribed to the term in Article 11.1;

1.1.39 "Director" means with respect to each Group Company, a director of the said Group Company duly appointed on the Board in compliance with the provisions of the Act, the Articles and the provisions of the Amended and Restated Shareholders' Agreement and shall include alternate and additional Directors, if any;

1.1.40 "Distributable Proceeds" shall have the meaning as ascribed to the term in Article 14.1;

1.1.41 "Drag Along Right" shall have the meaning as ascribed to the term in Article 15.6.1;

1.1.42 "Drag Notice" shall have the meaning as ascribed to the term in Article 15.6.1;

1.1.43 "Drag Purchaser" shall have the meaning as ascribed to the term in Article 15.6.1;

1.1.44 "Drag Sale" shall have the meaning as ascribed to the term in Article 15.6.1;

1.1.45 "Dragged Shareholders" shall have the meaning as ascribed to the term in Article 15.6.1;

1.1.46 "Dragging Investor" shall have the meaning ascribed to the term in Article 15.6.1;

1.1.47 "Dispute" shall have the meaning as ascribed to the term in Article 18.1;

1.1.48 "Dispute Notice" shall have the meaning as ascribed to the term in Article 18.1;

1.1.49 "E-Durables" shall mean EPACK Components Private Limited (formerly known as E-Durables Prefab Private Limited), a company registered under the Act bearing Corporate Identification Number U74999UP2019PTC115950 and having its registered office at 61-B, Udyog Vihar, Surajpur, Kasna Road, Greater Noida, Gautam Buddha Nagar, Uttar Pradesh 201306, India;

1.1.50 "Eligible Pre-Emption Securities" shall have the meaning as ascribed to the term in Article 10.2;

1.1.51 "Eligible Pre-Emption Shareholders" shall have the meaning as ascribed to the term in Article 10.2;

1.1.52 "Encumbrance" means:

(i) Any mortgage, charge (whether fixed or floating), pledge, equitable interest, lien, hypothecation, assignment, deed of trust, title deposit required by contract, security interest, encumbrance of any kind securing or conferring any priority of payment in respect of any obligation of any Person;

(ii) Any proxy, power of attorney, voting trust or agreement, option, right of other Persons to acquire, right of first offer, refusal, or Transfer restriction in favour of any Person;

(iii) Any adverse claim as to title, possession or use and other title exception of whatsoever nature, including, without limitation, any adverse judgement, order or ruling of any court or arbitral tribunal;

(iv) Other interference, restrictions, limitation or encumbrance of any kind or nature including restriction on use, voting rights, Transfer, receipt of income or exercise of any other attribute of ownership; and / or

(v) A contract, whether conditional or otherwise, to give or refrain from giving any of the foregoing;

Provided that, immediately post-Closing, any reference to "Encumbrance" shall exclude provisions, in the above respect, in the Articles;

1.1.53 "Equity Shares" means the equity shares of the Company each of face value INR 10 (Indian Rupees Ten);

1.1.54 "Event of Default" shall have the meaning as ascribed to the term in Article 16.1;

1.1.55 "Execution Date" means 8 August 2022;

1.1.56 "Existing Investors" shall mean: (i) IDBI Trusteeship Services Limited, a limited company incorporated under the (Indian) Companies Act, 1956, having its registered office at Asian Building, 17, R Kamani Marg, Ballard Estate, Mumbai 400001, acting in its capacity as the trustee of India Advantage Fund S4 I, acting through its investment manager ICICI Venture Funds Management Company, a public limited company incorporated under the (Indian) Companies Act 1956, having its registered office at Ground Floor, "ICICI Venture House, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025 ("Investor 1"); and (ii) Dynamic India Fund S4 US I, a company incorporated under the laws of Mauritius and having its registered office at Apex House, Bank Street, TwentyEight, Cybercity, Ebene 72201, Mauritius;

1.1.57 "Existing Investors SSA" shall mean the share subscription agreement dated 20 September 2021 entered into amongst the Company, the Existing Investors, Mr. Bajrang Bothra, Mr. Laxmi Pat Bothra, Mr. Ajay DD Singhania and Mr. Sanjay Singhania;

1.1.58 "Existing Investor Director" shall have the meaning ascribed to the term in Article 4.2.1;

1.1.59 "Existing Investor Observer" shall have the meaning ascribed to the term in Article 4.2.1

1.1.60 "Exit" shall have the meaning as ascribed to the term in Article 15.1;

1.1.61 "Exit Transaction" shall have the meaning as ascribed to the term in Article 15.2;

1.1.62 "Exit Tagging Investor" shall have the meaning as ascribed to the term in Article 15.6.2;

1.1.63 "Exit Tag Right" shall have the meaning as ascribed to the term in Article 15.6.2;

1.1.64 "Exit Tag Shares" shall have the meaning as ascribed to the term in Article 15.6.2;

1.1.65 "Extended Pre-Emption Issue Offer Period" shall have the meaning as ascribed to the term in Article 10.4;

1.1.66 "Fair Market Value" means the fair market value of the Securities determined in accordance with Schedule 3 of the Amended and Restated Shareholders' Agreement;

1.1.67 "Fallaway Threshold" shall have the meaning as ascribed to the term in Article 19;

1.1.68 "First Adjourned Meeting" shall have the meaning as ascribed to the term in Article 4.9.4;

1.1.69 "Financial Quarter" means with respect to a company, the following periods of time: (i) April 1-

June 30; (ii) July 1-September 30; (iii) October 1-December 31; and (iv) January 1-March 31;

1.1.70 "Financial Year" or "FY" means an accounting year commencing on April 1 in a given calendar year and ending on March 31 of the following calendar year;

1.1.71 "Fully Diluted Basis" means the calculation is to be made on the assumption that all outstanding convertible Securities (whether or not by their terms then currently convertible, exercisable, or exchangeable, including Securities convertible at the option of the holder or issuer of such Securities) stock options, warrants, including but not limited to any outstanding commitments to issue shares at a future date whether or not due to the occurrence of an event or otherwise, have been so converted, exercised or exchanged (or issued, as the case may be) into Equity Shares as per the terms of such convertible Securities. It is hereby clarified that for the purpose of computing the convertibility of the Series A CCPS prior to the date of determination of the New Investor Post Money Equity Valuation in accordance with Part B of Schedule 10 of the Amended and Restated Shareholders' Agreement, the New Investor Post Money Equity Valuation shall be deemed to be as set out in Clause 1.1.69 of the Amended and Restated Shareholders' Agreement;

1.1.72 "Further Issue" shall have the meaning as ascribed to the term in Article 10.1;

1.1.73 "Global Trade Laws and Regulations" means laws, regulations, rules, or guidelines relating to economic and trade sanctions, export or import control laws and all relevant regulations made in relation to any of the foregoing, which apply to the Business and dealings of the Group Companies;

1.1.74 "Governmental Authority" means any government or quasi-government authority, ministry, statutory or regulatory authority, government department, agency, commission, board, tribunal, judicial authority, quasi-judicial authority, or court or any entity exercising executive, legislative, judicial, regulatory or administrative, financial, supervisory, determinative, disciplinary or taxation functions of or pertaining to or purporting to have jurisdiction on behalf of or representing the Government of India, or any other relevant jurisdiction, or any state, municipality, district or other subdivision or instrumentality thereof, which has authority or jurisdiction with respect to the Business, the Promoter Group Parties, and the Group Companies;

1.1.75 "Governing Law" shall have the meaning as ascribed to the term in Article 17;

1.1.76 "Group Companies" means collectively the Company and any present or future Subsidiaries of the Company;

1.1.77 "Immediate Relatives" means, with respect to each Promoter Group Party, their respective spouse, children, spouses of children, and grandchildren of such Promoter Group Party;

1.1.78 "Indebtedness" of any Person, means any obligation of such Person (whether present, future, or contingent) for repayment of money for or in respect of:

(i) borrowed money or determined as borrowed in accordance with applicable accounting principles (including short term borrowings that may be classified as current liabilities under applicable accounting principles);

(ii) debt (as defined under the Insolvency and Bankruptcy Code, 2016, and the rules and regulations framed thereunder);

(iii) all indebtedness of others secured by (or for which the holder of such indebtedness has an existing right, contingent or otherwise, to be secured by) any Encumbrance on the property of such Person;

(iv) any guarantee provided in the financial statements of any Group Company, that will have a recourse against any of the Group Companies;

(v) any amount raised pursuant to the issuance of debentures, notes, redeemable securities, preference shares, loan stock or any similar instrument;

(vi) any amount raised by acceptance under any acceptance credit, bill acceptance or bill endorsement facility or dematerialized equivalent; and

(vii) any other transaction that has the commercial effects of a borrowing;

1.1.79 "Independent Director" shall have the meaning as ascribed to the term in Article 4.2.1;

1.1.80 "INR" means Indian Rupees, the lawful currency of the Republic of India;

1.1.81 "Intellectual Property" means all registered and unregistered intellectual property rights, including inventions (ongoing or completed), invention registrations, approvals, patents and patent applications, trademarks, service marks, trade dress, logos, brands, domain names, trade names and corporate names, copyrights, computer software, trade secrets, business information (including pricing and cost information, distribution network, business and marketing plans, customer relationships and lists and supplier lists), know how, licenses, industrial designs, in-process research and development, engineering drawings, design drawings, technical documents, test data, databases and data collections, whether registered or registerable under applicable Law;

1.1.82 "Investor 1" means India Advantage Fund S4 I;

1.1.83 "Investors" means, collectively, the Existing Investors and the New Investor;

1.1.84 "Investor Directors" shall have the meaning as ascribed to the term in Article 4.2.1;

1.1.85 "Investor Observers" shall have the meaning as ascribed to the term in Article 4.2.2;

1.1.86 "Investor Right of First Offer" shall have the meaning as ascribed to the term in Article 13.3.1;

1.1.87 "Investor ROFO Acceptance Notice" shall have the meaning as ascribed to the term in Article 13.3.4;

1.1.88 "Investor ROFO Acceptance Period" shall have the meaning as ascribed to the term in Article 13.3.4;

1.1.89 "Investor ROFO Exercise Notice" shall have the meaning as ascribed to the term in Article 13.3.3;

1.1.90 "Investor ROFO Exercise Period" shall have the meaning as ascribed to the term in Article 13.3.3;

1.1.91 "Investor ROFO Notice" shall have the meaning as ascribed to the term in Article 13.3.2;

1.1.92 "Investor ROFO Price" shall have the meaning as ascribed to the term in Article 13.3.3;

1.1.93 "Investor ROFO Shares" shall have the meaning as ascribed to the term in Article 13.3.2;

1.1.94 "Investor ROFO Terms" shall have the meaning as ascribed to the term in Article 13.3.3;

1.1.95 "Investor ROFO Transfer Period" shall have the meaning as ascribed to the term in Article 13.3.5;

1.1.96 "Investor ROFO Transferee" shall have the meaning as ascribed to the term in Article 13.3.1;

1.1.97 "Investor Shares" means the Securities held by the Investors in the Company from time to time;

1.1.98 "IPO" means the initial public offering of the Equity Shares or any other Securities of the Company, whether by a fresh issue of Equity Shares or any such other Securities by the Company, or a sale of the existing Equity Shares or any such other Securities held by a Shareholder, or a combination of both, which (i) results in the listing of such Equity Shares or other Securities on a Recognised Stock Exchange, subject to maintenance of a minimum public shareholding in accordance with applicable

Law; and (ii) is made in accordance with Article 15.3;

1.1.99 "Key Personnel" shall mean collectively, (i) the key managerial personnel in terms of Regulation 2. (1)(bb) of the SEBI ICDR Regulations, and (ii) Executive Chairman; Managing Director / Chief Executive Officer; any whole-time Directors; the Chief Financial Officer, Company Secretary; Director-Manufacturing; Head-Supply Chain; Chief Information Officer and the Business Head-Small Home Appliances (to the extent such persons are not key managerial personnel in terms of the SEBI ICDR Regulations);

1.1.100 "Law" means any applicable national, supranational, foreign, provincial, local or other law, regulations, including applicable provisions of: (i) constitutions, decrees, treaties, statutes, enactments, laws (including the common law), codes, notifications, rules, regulations, policies, guidelines, circulars, directions, directives, ordinances or orders of any Governmental Authority, statutory authority, court, tribunal having jurisdiction over the relevant Party; (ii) Approvals; and (iii) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any Governmental Authority, statutory authority, court or tribunal; in each case having jurisdiction over such Party;

1.1.101 "Liquidation Amount" shall have the meaning as ascribed to the term in Article 14.2;

1.1.102 "Liquidation Event" means:

(i) a compromise or arrangement with any of the creditors / debtors of the Company or a winding up or dissolution of the Company either through a members' or creditors' voluntary winding-up process or a court directed winding-up process in accordance with the Act or the Insolvency and Bankruptcy Code, 2016;

(ii) appointment of a provisional or official liquidator by an appropriate court under any applicable Law;

(iii) Sale Event; and

(iv) any transaction which will have the effect of the above or any combination of the above, in relation to the Company;

1.1.103 "Lock In Period" with respect to the New Investor on the one hand and the Existing Investors on the other hand, means the period expiring on the date on which such Investor's rights under the Amended and Restated Shareholders' Agreement fall away in accordance with Clause 26.12 of the Amended and Restated Shareholders' Agreement upon triggering of the Fallaway Threshold;

1.1.104 "Memorandum" means with respect to each Group Company, the memorandum of association of the said Group Company, as amended from time to time in accordance with the provisions of the Act, these Articles and the Amended and Restated Shareholders' Agreement;

1.1.105 "New Investor" shall mean Augusta Investments Zero Pte. Ltd., a company incorporated under the laws of Singapore and having its registered office at 6 Battery Road #17-06 Singapore 049909;

1.1.106 "New Investor SSA" means the share subscription agreement dated 8 August 2022 executed amongst the Company, the New Investor, Mr. Bajrang Bothra, Mr. Laxmi Pat Bothra, Mr. Ajay DD Singhania and Mr. Sanjay Singhania;

1.1.107 "New Investor Director" shall have the meaning ascribed to the term in Article 4.2.1;

1.1.108 "New Investor Observer" shall have the meaning ascribed to the term in Article 4.2.2;

1.1.109 "New Investor Post Money Equity Valuation" means the Post Money Equity Valuation of the Company determined with respect to the Conversion Ratio of the Series A CCPS, arrived at in accordance with Part B of Schedule 10 of the Amended and Restated Shareholders' Agreement;

1.1.110 "Offered Shares" shall have the meaning as ascribed to the term in Article 13.4.1;

1.1.111 "Ordinary Course of Business" means the usual, regular, recurring, and ordinary course of business of a Person (when taken individually or in aggregate), consistent with its past customs and practices only to the extent taken in accordance with applicable Law;

1.1.112 "Parties" shall have the meaning as ascribed to the term in Article 18.1;

1.1.113 "Permitted Transfer" shall have the meaning as ascribed to the term in Article 13.2.1;

1.1.114 "Person" means any individual, sole proprietorship, Governmental Authority, partnership, Hindu Undivided Family, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in his capacity as trustee, executor, administrator, or other legal representative or any other entity that may be treated as a 'person' under Law;

1.1.115 "Pre-emptive Right" shall have the meaning as ascribed to the term in Article 10.1;

1.1.116 "Pre-Emption Issue Notice" shall have the meaning as ascribed to the term in Article 10.2;

1.1.117 "Pre-Emption Issue Offer Period" shall have the meaning as ascribed to the term in Article 10.3;

1.1.118 "Promoters" shall mean collectively, Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania and Ajay DD Singhania;

1.1.119 "Promoter Group Parties" shall mean collectively, Bajrang Bothra, Laxmi Pat Bothra, Ajay DD Singhania, Sanjay Singhania, Rajjat Kumar Bothra, Nitin Bothra, Nikhil Bothra, Pinky Ajay Singhania and Preity Singhania;

1.1.120 "Promoter Director" shall have the meaning as ascribed to the term in Article 4.2.1;

1.1.121 "Promoter Representative" means Mr. Bajrang Bothra, and he shall exclusively, represent the Promoter Group Parties (and the Promoter Group Parties shall exclusively act and communicate through him) and act as the attorney-in-fact for the Promoter Group Parties in all matters relating to these Articles and to take all required decisions in respect of these Articles with the power to sign, on their behalf, all modifications, amendments, Consents, notices and waivers related to these Articles and to act on their behalf as their representative hereunder;

1.1.122 "Protected Issuance" shall mean any issuance of Securities by the Company pursuant to: (i) any employee stock option plan approved in accordance with these Articles; (ii) in order to give effect to an IPO in accordance with the terms of these Articles; (iii) conversion of any Securities of the Company in accordance with the terms of issuance thereof; or (iv) any anti-dilution adjustment in accordance with the Transaction Documents and these Articles;

1.1.123 "Purchaser" shall have the meaning as ascribed to the term in Article 13.4.1;

1.1.124 "Put Acceptance Notice" shall have the meaning as ascribed to the term in Article 15.5.2;

1.1.125 "Put Option" shall have the meaning as ascribed to the term in Article 15.5.2;

1.1.126 "Put Option Date" shall have the meaning as ascribed to the term in Article 15.5.2;

1.1.127 "Put Option Notice" shall have the meaning as ascribed to the term in Article 15.5.2;

1.1.128 "Put Price" shall have the meaning as ascribed to the term in Article 15.5.2;

1.1.129 "Put Response Notice" shall have the meaning as ascribed to the term in Article 15.5.2;

1.1.130 "QIPO Valuation" shall have the meaning as ascribed to the term under the Amended and Restated Shareholders' Agreement;

1.1.131 "Recognised Stock Exchange" means the Bombay Stock Exchange Limited or the National Stock Exchange of India Limited; or such other Indian or international stock exchanges as may be mutually Consented to by the Investors and the Promoter Group Parties;

1.1.132 "Related Party" shall have the meaning as set forth in the Act and shall include Promoter Group Parties and/or any Affiliates of the Promoter Group Parties and/or the Group Companies;

1.1.133 "Relative" with respect to a natural Person, has the meaning given to such expression in Section 2(77) of the Companies Act, 2013;

1.1.134 "Resolution Period" shall have the meaning as ascribed to the term in Article 18.1;

1.1.135 "Right of First Offer" shall have the meaning as ascribed to the term in Article 12.4.1;

1.1.136 "ROFO Acceptance Notice" shall have the meaning as ascribed to the term in Article 12.4.4;

1.1.137 "ROFO Acceptance Period" shall have the meaning as ascribed to the term in Article 12.4.4;

1.1.138 "ROFO Exercise Notice" shall have the meaning as ascribed to the term in Article 12.4.3;

1.1.139 "ROFO Exercise Period" shall have the meaning as ascribed to the term in Article 12.4.3;

1.1.140 "ROFO Exercising Party" shall have the meaning as ascribed to the term in Article 13.3.5;

1.1.141 "ROFO Notice" shall have the meaning as ascribed to the term in Article 12.4.2;

1.1.142 "ROFO Price" shall have the meaning as ascribed to the term in Article 12.4.3;

1.1.143 "ROFO Shares" shall have the meaning as ascribed to the term in Article 12.4.2;

1.1.144 "ROFO Terms" shall have the meaning as ascribed to the term in Article 12.4.3;

1.1.145 "ROFO Transfer Period" shall have the meaning as ascribed to the term in Article 12.4.5;

1.1.146 "Sale Event" means whether individually or in the aggregate:

(i) the disposal, either directly or indirectly, by trade sale, lease, license or otherwise of more than 50% (Fifty Per Cent) of the Assets or business of (i) the Company (including sale, disposal of, or issuance of Securities and/or voting rights in its Subsidiaries), and / or (ii) the Company's Subsidiaries, to any third party;

(ii) the disposal or issuance to any Person, in each case either directly or indirectly, of more than 50% (Fifty Per Cent) of the Share Capital and / or voting rights of the Company (on a Fully Diluted Basis in case of issuance of new Securities); or

(iii) the merger, restructuring, reorganization or consolidation of the Company or its Subsidiaries accounting for more than 50% (Fifty Per Cent) of the Assets and/or the shareholding of the Company or its Subsidiaries with or into another company whereby any Person will acquire, directly or indirectly, more than 50% (Fifty Per Cent) of the share capital and / or voting rights of the surviving company on a Fully Diluted Basis, in such merger or consolidation; (each of the foregoing being referred to individually as a "Sale Event");

1.1.147 "Sanctioned Person" shall mean any Person with whom dealings are restricted or prohibited by Sanctions Laws and Regulations, including: (i) any Person identified in any sanctions list maintained by: (a) the United States Department of Treasury, Office of Foreign Assets Control, the United States Department of Commerce, Bureau of Industry and Security, or the United States Department of State; (b) the United Nations Security Council; (c) the European Union; or (d) HM Treasury of the United Kingdom; (ii) any Person located, organised, or resident in, or a Government Authority or government instrumentality of, a country or territory with which dealings are restricted or prohibited under Sanctions Laws and Regulations;

1.1.148 "Sanctions Laws and Regulations" shall mean all laws concerning embargoes, economic sanctions, export restrictions, the ability to make or receive international payments, the ability to engage in international transactions, or the ability to take an ownership interest in assets located in a foreign country, including those administered or enforced by the United States, the United Nations Security Council, the European Union, the United Kingdom, or any other jurisdiction where any Group Company operates;

1.1.149 "SEBI ICDR Regulations" shall mean the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended;

1.1.150 "Second Adjourned Meeting" shall have the meaning as ascribed to the term in Article 4.9.4

1.1.151 "Securities" in respect of a company means equity shares, preference shares, equity linked instruments, any other equity, ownership or economic interest, profit/income participation, any option, warrant bonds, debentures, instrument or other security or right issued by such company which is directly or indirectly convertible into or exercisable or exchangeable for equity shares or which carries a right to subscribe to or purchase equity shares, or any obligation measured by the price or value of equity shares, or certificate representing a beneficial ownership interest in the shares or other securities of such company;

1.1.152 "Selling Promoter" shall have the meaning as ascribed to the term in Article 13.4.1;

1.1.153 "Series A CCPS" means compulsorily convertible preference shares issued by the Company to the New Investor on the terms and conditions set out in the New Investor SSA, the terms of which Series A CCPS are restated in Part B of Schedule 10 of the Amended and Restated Shareholders' Agreement;

1.1.154 "Share Capital" means the total issued and paid-up equity share capital of the Company computed on a Fully Diluted Basis;

1.1.155 "Shareholder" or "Shareholders" means a Person who holds Equity Shares or Securities of the Company, and the term "Shareholding" shall be construed accordingly (computed on a Fully Diluted Basis);

1.1.156 "Shareholders' Meeting" means a meeting of the Shareholders conducted in accordance with the provisions of the Act, the Articles and the Amended and Restated Shareholders' Agreement;

1.1.157 "Shareholders Meeting Notice" shall have the meaning as ascribed to the term in Article 5.2.1;

1.1.158 "Shortfall" shall have the meaning as ascribed to the term in Article 14.3;

1.1.159 "SIAC" shall have the meaning as ascribed to the term in Article 18.2;

1.1.160 "SIAC Rules" shall have the meaning as ascribed to the term in Article 18.2;

1.1.161 "Subsidiary" shall have the meaning as ascribed to the term under the Act and shall include E-Durables;

1.1.162 "Tag Notice" shall have the meaning as ascribed to the term in Article 13.4.2;

1.1.163 "Tag Right" shall have the meaning as ascribed to the term in Article 13.4.1;

1.1.164 "Tag Shares" shall have the meaning as ascribed to the term in Article 13.4.1;

1.1.165 "Tagged Shares" shall have the meaning as ascribed to the term in Article 13.4.3;

1.1.166 "Tagging Shareholder" shall have the meaning as ascribed to the term in Article 13.4.1;

1.1.167 "Tax" or "Taxes" means all forms of direct and indirect, present and future taxation, including taxation with reference to profits, gains, cess, property, minimum alternate tax, alternate minimum tax, buyback taxes, goods and services tax, gross receipts, duties (including stamp duties), payroll, levies, imposts, including without limitation corporate income–tax, wage withholding tax, fringe benefit tax, provident fund, employee state insurance and gratuity contributions, capital gains tax, value added tax, customs, service tax, excise duties, fees or levies and other legal transaction taxes, distribution taxes (including dividend distribution taxes), withholding tax, tax collected at source, securities transaction tax, professional tax, real estate taxes, other municipal taxes and duties, environmental taxes and duties, any liability or obligation for the payment of any amounts of the type described earlier, equalization levy, together with any surcharges, cesses, costs, charges, interest, penalties, surcharges or fines relating thereto, assessments, or addition to tax, due or payable on own account or in a representative capacity, that is:

(i) levied, imposed upon, or claimed to be owed by any Governmental Authority; or

(ii) required to be remitted to, or collected, withheld, or assessed by, any Governmental Authority;

1.1.168 "Third Party Purchaser" means: (i) with respect to an Investor, a third party to whom the said Investor proposes to sell its Securities, but does not include an Affiliate of the Investor or a Sanctioned Person; and (ii) with respect to a Promoter Group Party, means a third party to whom the Promoter Group Party propose to sell their Securities, but does not include his/her Affiliates, another Promoter Group Party or their Affiliates, or a Sanctioned Person;

1.1.169 "Third Party Sale" shall have the meaning as ascribed to the term in Article 15.4.1;

1.1.170 "Transaction Documents" shall have the meaning ascribed to it under the Amended and Restated Shareholders' Agreement;

1.1.171 "Transfer" means to transfer, sell, assign, Encumber, place in trust (voting or otherwise), exchange, gift, or transfer by operation of applicable Law or in any other way, dispose of, whether or not voluntarily and whether directly or indirectly (pursuant to the transfer of an economic or other interest, the creation of a derivative security or otherwise);

1.1.172 "Transferee" shall have the meaning ascribed to the term in Schedule 5 of the Amended and Restated Shareholders' Agreement;

1.1.173 "Transferring Investor" shall have the meaning as ascribed to the term in Article 12.4.1; and

1.1.174 "Transferring Promoter" shall have the meaning as ascribed to the term in Article 13.3.1.

1.2 Interpretation

Except where the context requires otherwise, these Articles will be interpreted as follows:

1.2.1 the descriptive headings, sub-headings, titles and subtitles to Articles are inserted solely for convenience of reference and are not intended as complete or accurate descriptions of content thereof and shall not be used to interpret the provisions of these Articles;

1.2.2 time is of the essence in the performance of the Shareholders' respective obligations under these Articles. If any time period is specified hereunder is extended, such extended time shall also be of the essence;

1.2.3 the use of words in the singular or plural, or with a particular gender, shall not limit the scope or exclude the application of any provision of these Articles to any Person or Persons or circumstances except as the context otherwise permits;

1.2.4 if a word or phrase is defined, its other grammatical forms have a corresponding meaning;

1.2.5 the terms "hereof", "herein", "hereto", "hereunder" or similar expressions used in these Articles mean and refer to these Articles and not to any particular Article of these Articles. The terms "Article" or "sub-article" mean and refer to the Article or sub-article of these Articles. The terms "paragraph" or "sub-paragraph" mean and refer to the paragraph or sub-paragraph of relevant Schedule of these Articles;

1.2.6 a reference to an agreement or document (including a reference to these Articles) is to the agreement or document as amended, supplemented, novated, or replaced as per the terms of such agreement or document, and except to the extent prohibited by such agreement or document;

1.2.7 a reference to writing includes any method of representing or reproducing words, figures, drawings, or symbols in a visible or tangible form;

1.2.8 a reference to a statutory provision, rule, ordinance, legislation, or other Law shall include any amendment, replacement, modification or re-enactment thereof and any reference to these Articles or any other agreement shall include any amendment, replacement, or modification to such agreement, made in accordance with the terms thereof;

1.2.9 unless otherwise specified, time periods within or following which any payment is to be made or act is to be done shall be calculated by excluding the day on which the period commences and including the day on which the period ends and by extending the period to the next Business Day following if the last day of such period is not a Business Day; and whenever any payment is to be made or action to be taken under these Articles is required to be made or taken on a day other than a Business Day, such payment shall be made or action taken on the next Business Day following;

1.2.10 wherever the word "includes", "includes," or "including" is used in these Articles, it shall be deemed to be followed by the words "without limitation" and the 'ejusdem generis' rule shall be disregarded;

1.2.11 the right of an Investor to subscribe, purchase, or Transfer Securities shall include the right to subscribe, purchase or Transfer Securities through any of the Affiliates of such Investor, subject to such Affiliate executing a Deed of Adherence;

1.2.12 for the purposes of computing the percentage shareholding or number of shares of the Company held by an Investor, the Securities of the Company held by all the Affiliates of the Investors shall also be considered;

1.2.13 all provisions shall be interpreted and construed in accordance with their meanings, and not strictly for or against either Party, regardless of which Party may have drafted these Articles or a specific provision;

1.2.14 representations and warranties made by the Promoter Group Parties shall be made on a joint and several basis by the Promoter Group Parties, the obligations of the Promoter Group Parties under these Articles shall be on a joint and several basis;

1.2.15 for the purposes of these Articles, the Promoter Group Parties shall, exclusively act through the Promoter Representative and all actions, decisions, intimations, consents, waivers or any other written or oral communications made by the Promoter Representative shall bind all the Promoter Group Parties;

1.2.16 for the purposes of these Articles and subject to Clause 26.5 of the Amended and Restated Shareholders' Agreement, the Existing Investors shall act as a single block and all actions decisions, intimations, consents, waivers or any other written or oral communications shall be made jointly by the Existing Investors;

1.2.17 phrases such as “satisfactory to the Investor”, “to the Investor’ satisfaction”, “acceptable to the Investor”, and phrases of similar import mean the occurrence of the relevant event or circumstance or fulfilment of the relevant condition to the satisfaction and acceptability solely of the respective Investors;

1.2.18 any reference to the phrase “Consent of the Investors”/ “Investors’ Consent” and phrases of similar import shall be consent given or withheld at the discretion of the Existing Investors (in accordance with Article 1.2.16) on the one hand and the New Investor on the other hand. The consent given shall be in writing and may be given subject to such terms and conditions as the Existing Investors (in accordance with Article 1.2.16) and/or the New Investor (as the case may be) may at such time deem fit to impose and such terms and conditions shall be deemed incorporated in these Articles;

1.2.19 all references to shareholding of the Investors shall be on a Fully Diluted Basis;

1.2.20 all references to the number of shares and shareholding shall be adjusted for any bonus share splits, share consolidation and reduction of capital of the Company, as the case maybe;

1.2.21 the term “directly or indirectly” in relation to a Party means and includes any direct or indirect action/s on the part of or by or on behalf of such Party, either by itself, or through or in conjunction with or on behalf of any other Person, including through an Affiliate, employee, consultant, proprietor, partner, director, contractor or otherwise; and

1.2.22 the Company and the Promoter Group Parties shall ensure that the Subsidiaries comply with the obligations, covenants and restrictions and enforcement of rights of the Investors under these Articles (as relevant to the Subsidiaries).

1.3 If any provision in this Article 1 is a substantive provision conferring rights or imposing obligations on any Party, effect shall be given to it as if it were a substantive provision in the body of these Articles.

2. ENTRENCHMENT

Notwithstanding anything contained in these Articles, the provisions contained in Part B of the Articles are to be treated as entrenched provisions in accordance with Section 5 of the Act and can only be altered, amended or modified as per the provisions of Part B of these Articles, subject to applicable Laws.

3. CONDUCT OF BUSINESS

3.1 Business Plan & Annual Budget

The Business Plan for the period ending on March 31, 2028 is annexed in **<u>Schedule 9</u>** of the Amended and Restated Shareholders’ Agreement. The details pertaining to FY23 set out in such Business Plan is the Annual Budget for the Financial Year ending on March 31, 2023.

3.1 The Key Personnel shall prepare and present an Annual Budget for the immediately succeeding Financial Year, 30 (Thirty) days before the start of each Financial Year, which Annual Budget shall be prepared in line with the prevailing Business Plan. At least 7 (Seven) days before the commencement of a Financial Year, prior Investors’ Consent and consent of the Board shall be obtained for the Annual Budget for such ensuing Financial Year.

3.2 It is hereby clarified that no consent granted by an Investor for a line item under the Business Plan or Annual Budget, shall be construed as Investor Consent with respect to such Investor for any other related AVM Item or prejudice its right to approve or reject any other AVM Items under Article 6 of these Articles. Provided however, if any specific line items, for which adequate details have been provided to the Investors, have been approved with the Investors’ Consent as a part of the Annual Budget, the matters already expressly approved shall not require any separate Investors’ Consent, even if they form part of subject matter of other AVM Items.

4. THE COMPANY BOARD

4.1 General Covenants

The Investors and the Promoter Group Parties shall: (i) subject to applicable Law, cause their respective nominee Directors on the Board to exercise their voting rights in any Board Meeting and a meeting of the committee of the Board; and (ii) exercise their respective votes or cause the exercise of their votes at any Shareholders' Meeting; to take all actions necessary to ensure the rights and obligations of the Shareholders' as specified under these Articles, the Transaction Documents (including any amendments thereto) and under the Charter Documents of the Company as on the Closing Date and from time to time thereafter are complied with.

4.2 Constitution and functions of the Board of the Company

4.2.1 Number of Directors

(a) The Board of the Company shall comprise such number of Directors as may be prescribed under applicable Law, and shall be constituted as follows:

(i) the Promoters shall have the right to nominate 5 (Five) Directors on the Board (each a "**Promoter Director**");

(ii) Investor 1 shall have the right to nominate 1 (One) Director ("**Existing Investor Director**");

(iii) the New Investor shall have the right to nominate 1 (One) Director ("**New Investor Director**"); and

(iv) the Board will appoint up to such number of Independent Directors (each an "**Independent Director**") as required under applicable Law.

Upon the listing of the Equity Shares of the Company pursuant to the IPO, the nomination rights set out in Article 4.2.1(a)(i) will be subject to the Promoter Group Parties, together with the members of the promoter group of the Company, holding at least 5% of the share capital of the Company on a fully diluted basis, the nomination rights set out in Article 4.2.1(a)(ii) will be subject to the Existing Investors and their respective Affiliates collectively holding at least 5% of the share capital of the Company on a fully diluted basis, and the nomination rights set out in Article 4.2.1(a)(iii) will be subject to the New Investor, together with its Affiliates, holding at least 5% of the share capital of the Company on a fully diluted basis.

Upon the listing of the Equity Shares of the Company pursuant to the IPO, if the holding of the Promoter Group Parties, together with the members of the promoter group of the Company, goes below 5% of the share capital of the Company on a fully diluted basis, or if the holding of the Existing Investors and their respective Affiliates goes below 5% of the share capital of the Company on a fully diluted basis, or if the holding of the New Investor along with its Affiliates goes below 5% of the share capital of the Company on a fully diluted basis, as applicable, then such nomination rights will be extinguished forever with respect to the Promoters, Investor 1 or the New Investor, respectively.

(b) Upon the listing of the Equity Shares of the Company pursuant to the IPO, the rights set out under Articles 4.2.1(a)(i), 4.2.1(a)(ii) and 4.2.1(a)(iii) will be subject to approval by the Shareholders of the Company by way of a special resolution, at the first meeting of the Shareholders of the Company (which the Company shall, on a best efforts basis, undertake at the earliest) following the listing of the Equity Shares on Recognised Stock Exchanges pursuant to said IPO and subject to any further approvals required from the Shareholders at such intervals as required under applicable Law.

4.2.2 Investor Observers

The following Investors shall have the right to appoint 1 (One) observer each to the Board:

(i) Investor 1, which observer shall be an employee of the Existing Investors, ICICI Venture and / or their respective Affiliates ("**Existing Investor Observer**").

(ii) New Investor, which observer shall be an employee of the New Investor, Affirma Capital Managers (Singapore) Pte. Ltd and / or their respective Affiliates ("**New Investor Observer**").

The Existing Investor Observer and the New Investor Observer are collectively hereinafter referred to as the "**Investor Observers**" and individually as an "**Investor Observer**". During his / her appointment as the Investor Observer, an Investor Observer shall not act as a director / observer on the board of directors of a Competitor.

(iii) Each Investor Observer shall be entitled to attend the Board Meetings of the Company and all committees of the Board of the Company. Each Investor Observer shall: (a) have the right to receive all notices, documents, agenda, and information provided to the Board and/or committee members at the same time as they are furnished to the Board and/or committee members or to which the Board and/or committee members have access; and (b) be entitled to attend and speak at all meetings of the Board or committees thereof. It is clarified that no Investor Observer shall be considered for quorum at Board Meetings or meetings of the committee of the Board and shall not be entitled to vote on any resolution proposed to be adopted at a Board Meeting or the meeting of any committee thereof. In addition to the appointment right above, the Investor 1 and the New Investor shall be entitled to remove and replace their respective Investor Observer by providing notice to the Company.

4.3 Alternate and additional Directors

4.3.1 The Investors and the Promoter Group Parties, as the case may be, in accordance with applicable Law, may nominate an alternate for a Director nominated by such Person (i.e., Existing Investors may nominate an alternate Director with respect to the Existing Investor Director, New Investor may nominate an alternate Director with respect to the New Investor Director, and the Promoter Group Parties may nominate an alternate Director with respect to any Promoter Director) and the Board shall appoint such nominated Person as an alternate to each such Director. Upon appointment, an alternate Director shall be entitled to constitute the quorum, vote, provide consent, sign resolutions and exercise all such rights that the Director for whom he/ she is an alternate, is entitled to, in relation to the matters of the Board and committees constituted by the Board.

4.3.2 Subject to terms of these Articles including Article 4.2.1 above, the Board shall be entitled to appoint additional Directors.

4.4 Nominee Directors

4.4.1 (i) The Existing Investor Director shall: (a) be a Person not disqualified to act as a director under the Act; and (b) be an employee of the Existing Investors, ICICI Venture and/or their respective Affiliates. During his / her appointment as the Existing Investor Director, the Existing Investor Director shall not act as a director / observer on the board of directors of any Competitor. (ii) The New Investor Director shall be: (a) a Person not disqualified to act as a director under the Act; and (b) an employee of the New Investor and/or any of its Affiliates. During his / her appointment as the New Investor Director, the New Investor Director shall not act as a director / observer on the board of directors of any Competitor. (iii) The Promoter Directors shall: (a) be a Person not disqualified to act as a director under the Act; (b) with respect to the Company, be a Promoter Group Party and/or his Immediate Relatives, except for one Promoter Director who can be an employee of the Group Companies; and (c) with respect to other Group Companies (other than the Company), be a Promoter Group Party, Immediate Relatives of the Promoter Group Parties and/or employees of Group Companies.

4.4.2 Each Shareholder shall exercise all rights and powers available with them, including the exercise of votes at Board Meetings and Shareholders' Meetings, to procure that effect is given to any nominations made by the Investors for appointment of their respective Investor Directors and Promoter Group Parties for Promoter Directors under Articles 4.2 and 4.3 above and withdrawal of the respective Investor Director, as notified by the relevant Investor(s) and withdrawal of Promoter Directors, as notified by the Promoter Group Parties. Subject to Article 4.4.1 above, no Person other than the Existing Investors or the New Investor shall be permitted to remove or replace, at any time and for any reason whatsoever, the Existing Investor Director or the New Investor Director, respectively. Subject to applicable Law, Article 4.4.1 and except as otherwise provided under these Articles, no Person other than the Promoter Group Parties shall be permitted to remove or replace, at any time and for any reason whatsoever, the Promoter Directors.

4.4.3 Investor 1 and/or the New Investor may require the withdrawal of their respective Investor Director nominated by it, including any alternate Director appointed in accordance with Article 4.3 above, and nominate another individual as its nominee Director in place of the Investor Director so removed, and the other Shareholders and the Company shall exercise their rights to ensure the withdrawal and appointment of the Investor Director as aforesaid.

4.4.4 Each Investor Director appointed under Articles 4.2 and 4.3 shall:

(i) be a non-executive Director;

(ii) not be liable to retire by rotation;

(iii) not be responsible for day-to-day operation/ management of the Business;

(iv) not be liable for any default or failure of the Company in complying with the provisions of applicable Law (including Tax, environmental Laws, and labour Laws);

(v) not incur any liabilities, losses and expenses or be liable for any default or failure of the Company in complying with applicable Law; and

(vi) not be designated or identified as 'officer in default' of the Company under applicable Law or be construed or designated as an 'occupier', 'promoter', 'manager', 'operator', 'employer', 'principal employer' or any other comparable position, designation or Person under any applicable Law including for the purposes of any new applications for approval of any Governmental Authority being made by the Company. In the event any Governmental Authority takes a view or draws an inference that an Investor Director, is a 'Compliance Officer', 'Sponsor', 'Promoter', 'Occupier' or 'Officer in Charge' or 'Officer who is in Default' or any other such designation, then the Shareholders and the Company shall co-operate with each other to make such representations and make full disclosures to Governmental Authority to rectify such inference or view under applicable Law.

4.5 Costs and Expenses

Each Investor Director shall be entitled to all the privileges and powers that the other Directors, are entitled to. All expenses and costs for travelling and accommodation incurred by an Investor Director and Investor Observer for attending meetings of the Board of the Group Companies or for the Group Companies' work shall be borne by the Company or the relevant Group Company (to the extent such costs have been incurred with the prior permission of the relevant Group Company) and shall be paid to Investor 1 or the New Investor (as the case may be), or as directed by Investor 1 or the New Investor (as the case may be).

4.6 Directors' & Officers' Liability Insurance

The Company shall, at all times, maintain a directors' and officers' liability insurance policy covering all Directors (including both the Investor Directors on the Board of the Company and other Group Companies and Independent Directors) ("D&O Insurance"). The total coverage under the D&O Insurance for the Group Companies shall be in accordance with Clause 4.6 of the Amended and Restated Shareholders' Agreement.

4.7 Directors’ Indemnity

Each Investor Director and the Independent Directors shall be indemnified, out of the assets and capital of the Company against any liability incurred by each Investor Director(s) (and/or any alternate Directors to such Investor Director) and Independent Directors in defending any proceedings, whether civil or criminal, against the Company. The Shareholders and the Company have agreed that each Investor Director nominated on the Board and the Independent Directors nominated on the Board, shall not be liable for, and the Company shall indemnify, to the fullest extent permissible under applicable Law, each Investor Director or Independent Directors against: (i) any act, omission or conduct of or by the Board of the Company, any of its committees, or its employees or agents as a result of which, in whole or in part, any of the Investor Directors / the Independent Directors are made a party to, or otherwise incurs any loss pursuant to, any action, suit, claim or proceeding arising out of or relating to any such conduct; or (ii) any action or failure to act as may be required to be taken/omitted by each Investor Director/ Independent Directors at the request of or with the consent of the Company; and/or (iii) any loss incurred by each Investor Director / Independent Directors as a result of any contravention of applicable Law by the Company and any action or proceedings taken against each Investor Director / Independent Directors in connection with any such contravention or alleged contravention by the Company.

4.8 Quorum

Quorum for a meeting of the Board and committees of the Board shall be as per the Act, provided that, no quorum shall be validly constituted, at a meeting of the Board or committees of the Board, unless at least 1 (One) Existing Investor Director, 1 (One) New Investor Director and 1 (One) Promoter Director, to the extent such nominee Directors are Directors on the Board or members of the such committees, are present at the commencement of such meeting and throughout its proceedings. It is hereby clarified that, if Investor 1 or the New Investor or the Promoter Group Parties or any of their respective nominee Directors specifically waive the quorum right available with their respective nominee Directors to any Board Meeting or meeting of any of the committees of the Board, then the presence of the nominee Director shall not be required for the quorum for such Board Meeting or such meeting of the committees of the Board, as applicable.

4.9 Meetings of the Board

4.9.1 The Board shall meet at least once in every Financial Quarter or at such higher frequency as may be necessary for the requirements and exigencies of the Business or under the Act.

4.9.2 Meetings of the Board shall be convened by giving at least 7 (Seven) Business Days’ prior written notice to each of the Directors. Subject to applicable Law, meetings of the Board may be convened at shorter notice with the consent of at least: (i) 1 (One) Existing Investor Director; (ii) 1 (One) New Investor Director; and (iii) 1 (One) Promoter Director.

4.9.3 A written notice to all Directors at their respective addresses in writing or by electronic mail shall be issued at least 7 (Seven) Business Days prior to the Board Meeting, unless a written consent for a shorter notice period has been obtained in accordance with Article 4.9.2 above, for convening a Board Meeting, which notice shall be accompanied by a written agenda specifying the location, date and time (“Board Meeting Agenda”), and providing copies of all papers relevant for such Board Meeting. Subject to Article 6 below, a matter if not included in the Board Meeting Agenda may be discussed at a meeting of the Board or an adjourned meeting of the Board, subject to the prior consent of the Existing Investor Director, the New Investor Director and the Promoter Representative. For the avoidance of doubt, it is hereby clarified that, an AVM Item shall not form a part of the Board Meeting Agenda without the Investors’ Consent.

4.9.4 If a Board Meeting is not held at the time appointed for the meeting due to lack of quorum as specified in Article 4.8 above, then the meeting shall be adjourned to 3 (Three) Business Days after date of the original meeting and at the same time and place as the original meeting (“First Adjourned Meeting”). If the day falling 3 (Three) Business Days after the original meeting is not a Business Day, then the First Adjourned Board Meeting will be held on the immediately next Business Day. If the quorum specified in Article 4.8 is not present at such First Adjourned Board Meeting, then notwithstanding anything specified in Article 4.8 but subject to applicable Law and provisions of

Article 6 hereto, the Directors present at such First Adjourned Board Meeting shall constitute valid quorum provided however, no discussion or decision on any AVM Items, included in the Board Meeting Agenda with Investors' Consent, as provided under Article 4.9.3 above, shall take place unless the Existing Investor Director and the New Investor Director are present throughout such First Adjourned Board Meeting. If the Existing Investor Director and the New Investor Director are not present throughout such First Adjourned Board Meeting and if the Board Meeting Agenda includes an AVM Item, then for the purposes of discussion and decision of the AVM Item, the First Adjourned Meeting shall be further adjourned to 3 (Three) Business Days after the date of the First Adjourned Board Meeting and at the same time and place as the original meeting ("Second Adjourned Meeting"). If the day falling 3 (Three) Business Days after the First Adjourned Meeting is not a Business Day, then the Second Adjourned Board Meeting will be held on the immediately next Business Day. If the quorum specified above in Article 4.8 is not present at the Second Adjourned Board Meeting, then notwithstanding anything specified in Article 4.8 but subject to applicable Law and provisions of Article 6 hereto, the Directors present at such Second Adjourned Board Meeting shall constitute valid quorum provided however, no discussion or decision on any AVM Items, or any matter which is not already included in the Board Meeting Agenda shall take place unless Investors' Consent has been obtained in the manner provided in this Article 4.9.3. For the purposes of this Sub-Article 4.9, Business Days shall be read as those applicable in India only.

4.9.5 Subject to applicable Law, the Company shall hold meetings of the Board, and any Director shall be entitled to participate in a meeting of the Board, by any audio-visual means or video conferencing facility or any other means of contemporaneous communication, in the manner permitted under applicable Law.

4.10 Decisions of the Board

4.10.1 Without prejudice to the other provisions of these Articles and subject to Article 6 below, at any Board Meeting of the Company, each Director may exercise 1 (One) vote.

4.10.2 All resolutions and decisions of the Board shall require the consent of majority of Directors, present at the meeting of the Board, provided that for all resolutions and decisions by the Board relating to AVM Items, prior Investors' Consent shall be required as per Article 4.9 and Article 6.

4.11 Resolution by Circulation

Subject to compliance with the relevant requirements of the Act, a written resolution circulated to all the Directors or members of committees of the Board and confirmed in writing by a majority of such Directors who are entitled to vote on the resolution, shall be as valid and effective as a resolution duly passed at a Board Meeting or committee of the Board called and held in accordance with these Articles and the Charter Documents; provided however such resolution has been circulated in draft form, together with the relevant papers, if any, to all the Directors. Notwithstanding the above, if the resolution proposed to be passed by circulation pertains to an AVM Item, then prior Investors' Consent is to be obtained as per and in accordance with the provisions of Article 6. Notwithstanding anything stated herein, upon adoption of any matter by way of circular resolution, a certified copy of the said resolution shall be furnished to the Investors and the Directors forthwith and in any event not later than 14 (Fourteen) Business Days from the date of adoption of such resolution.

4.12 Chairman of the Board meetings

The meetings of the Board shall be presided over by the chairman who shall be nominated by the Promoter Group Parties ("Chairman"). The Chairman shall not have a casting vote. In the absence of the Chairman at any Board Meeting, the Board may elect any other Director present at such meeting to chair such Board Meeting.

4.13 Compliance Certificate

The Chief Financial Officer of the Company shall provide a compliance certificate to the Board on an annual basis as per format agreed with the Investors.

4.14 Committees of the Board

4.14.1 The Company shall, if required by the Investors, constitute committees of the Board from time to time. On the Closing Date, the Board shall re-constitute the audit committee (“Audit Committee”) which shall comprise of 5 (Five) Directors, i.e., 1 (One) Existing Investor Director, 1 (One) New Investor Director, 2 (Two) Promoter Directors and 1 (One) Independent Director. The functions of the Audit Committee shall include: (i) the recommendation for appointment, remuneration and terms of appointment of auditors of the Company; (ii) review and monitor the auditor’s independence and performance, and effectiveness of audit process; (iii) examination of the financial statement and the auditors’ report thereon; and (iv) approval or any subsequent modification (including providing an omnibus approval) of transactions of the company with Related Parties.

4.14.2 Without prejudice to the foregoing, each of Investor 1 and New Investor shall have the right to the appointment of their respective Investor Director to each of the committees of the Board. The provisions of Articles 4.8 to 4.14 of these Articles relating to Board Meeting of the Company shall be applicable *mutatis mutandis* to the meeting of such committees of the Board of the Company.

5. SHAREHOLDERS’ MEETINGS

5.1 Quorum

The quorum for Shareholders’ meeting (including any adjourned meeting) shall be determined as per the Act, provided that, no quorum shall be validly constituted at a meeting of the Shareholders, unless at least 1 (One) authorized representative of the Existing Investors, 1 (One) authorized representative of the New Investor and at least 1 (One) authorised representative of the Promoter Group Parties are present at the commencement of such meeting and throughout its proceedings.

5.2 Meetings of the Shareholders

5.2.1 A minimum 21 (Twenty-One) days’ prior written notice of any Shareholders Meeting shall be provided to all Shareholders, unless Shareholders representing 85% (Eighty Five Percent) of the Share Capital have given their consent for such Shareholders’ Meeting to be called at shorter notice under the Act. The notice of the scheduled Shareholders’ Meeting shall be accompanied by a written agenda, specifying the location, date, time, and agenda (collectively being referred to as the “Shareholders Meeting Notice”). Subject to Article 6 below, a matter if not included in the Shareholders Meeting Notice shall not be discussed at the Shareholders’ Meeting or an adjourned Shareholders’ Meeting, without the consent of the Existing Investors, the New Investor and the Promoter Group Parties. For the avoidance of doubt, it is hereby clarified that, an AVM Item shall not be included in the agenda of a Shareholders’ Meeting without the Investors’ Consent under Article 6 below.

5.2.2 If a valid quorum (as per Article 5.1) is not present for a Shareholders’ Meeting within 30 (Thirty) minutes of the time specified for the meeting, then the meeting shall be adjourned to the same day of the next week at the same time and place as the original meeting. If the valid quorum (as per Article 5.1) is not present at such adjourned Shareholders’ Meeting within 30 (Thirty) minutes of the time specified for the adjourned Shareholders’ Meeting, then notwithstanding anything contained in Article 5.1, the Shareholders present at the adjourned Shareholders’ Meeting shall constitute valid quorum provided, however, no discussion or decision on any AVM Items shall take place unless Investors’ Consent has been obtained prior to including the relevant AVM Item in the agenda of the Shareholders Meeting and at least 1 (One) authorized representative of the Existing Investors and 1 (One) authorized representative of the New Investor are present at the commencement of such meeting and throughout such adjourned Shareholders’ Meeting.

5.2.3 Subject to applicable Law, the Company shall be entitled to hold meetings of the Shareholders and any Shareholder shall be entitled to participate in meetings of the Shareholders by any audio-visual means or video conferencing facility permitted under applicable Law.

5.3 Decisions of the Shareholders

5.3.1 Without prejudice to Article 6 below, the Shareholders, shall vote on the basis of Securities held by them at all meetings of the Shareholders in such a manner so as to give effect to the terms of these Articles.

5.3.2 All voting at any Shareholders' meeting shall be by way of a show of hands unless poll is demanded as per the provisions of the Act.

5.3.3 Subject to applicable Law, all decisions of the Shareholders shall be made by ordinary or special resolutions, as required under the Act and the rules and regulations framed thereunder, and AVM Items will require prior Investors' Consent in accordance with Article 6.

5.3.4 Unless otherwise decided by the Shareholders present and voting, the Chairman of the Board shall also be the chairman of the Shareholders' Meeting. The chairman shall not have a casting vote.

5.3.5 Any Shareholder of the Company may appoint (in writing) another Person as its proxy (and in case of a corporate shareholder, an authorized representative may appoint (in writing) another Person as its proxy) to attend a meeting and vote in the meeting on such Shareholder's behalf.

5.3.6 Subject to applicable Law, in the event each of the Investors and their respective Affiliates or the Promoter Group Parties and their respective Affiliates (as the case may be) hold any convertible Securities (excluding warrants, stock options, or any other unfunded or partially funded or unpaid or partly paid Securities), each of the Investors and their respective Affiliates, or the Promoter Group Parties and their Affiliates (as the case may be) shall be entitled to vote on any matter placed before any meeting of the Shareholders, on a Fully Diluted Basis on such convertible Securities (excluding warrants, stock options, or any other unfunded or partially funded or unpaid or partly paid Securities).

6. AFFIRMATIVE VOTING RIGHTS

6.1 The Company, its Shareholders and Directors or any of their respective delegates shall not directly or indirectly, take any action or decision in respect of any of the matters set out in Article 6.4 ("Affirmative Vote Matters" or "AVM Items") including at a Board Meeting, meeting of Board committees, and / or Shareholders' Meeting without first obtaining Investors' Consent.

6.2 In furtherance to Article 6.1 above, the Shareholders and the Company have agreed that AVM Items shall only form a part of the Board Meeting Agenda or agenda at the Shareholders' Meeting and be discussed, approved or transacted upon by the Company, whether at the Board of the Company, a committee of the Board of the Company or at meetings of Shareholders of the Company, if the same has been approved by way of Investors' Consent prior to the inclusion of such AVM Items in the agenda of the Board Meeting, meeting of the committee of the Board or Shareholders Meeting (as may be applicable). Upon receipt of a request from the Company to include an AVM Item in the agenda of any Board Meeting or Shareholders' Meeting, the Investors shall be required to respond within 7 (Seven) days from receipt of such request with respect to their respective consent or rejection of such AVM Item. In the event, the Existing Investors or the New Investor do not respond to such request within the time period specified above, the Existing Investors or the New Investor (as the case may be) shall be deemed to have rejected such AVM Item and the Company cannot include/take up such rejected AVM Item as part of the Board Meeting Agenda or agenda at the Shareholders' Meeting or discuss or decide such matters at the said meetings.

6.3 The provisions governing AVM Items under these Articles (including this Article 6) shall *mutatis mutandis* apply to decision making of the board of directors of the Group Companies and shareholders' meetings of all Group Companies.

6.4 Affirmative Vote Matters

(i) Any change in the capital structure, bonus issuance, rights issuance, and issuance of any new Securities by the Company including by way of an IPO or any other means.

(ii) Alteration or change in the rights, preferences or privileges of any of the Securities of the Company.

(iii) Approval of the Annual Budget and any deviation of more than 15% (Fifteen Percent) from the operating expenditure and capital expenditure as set out in an approved Annual Budget.

(iv) Undertaking any Indebtedness that would result in more than 15% (Fifteen Percent) deviation, in aggregate, from the amount of Indebtedness that has been approved in the Annual Budget.

(v) Purchasing any security, private or public.

(vi) Any corporate action such as mergers, amalgamation, de-merger, joint venture, liquidation and acquisition.

(vii) Sale of ownership interest in the Group Companies.

(viii) Sale of fixed assets of Group Companies in excess of INR 1,00,00,000 (Indian Rupees One Crore) in a Financial Year.

(ix) Any Sale Event, other than a transaction proposed to be undertaken pursuant to an Investor exercising its rights under Article 15.5 and/or Article 15.6.

(x) Re-classification, spin-off or bankruptcy of the Company, taking steps to wind-up or dissolve or the making of an administration order in respect of the Company.

(xi) Declaration or payment of any dividend.

(xii) Approval for adoption and amendment of an employee stock option plan.

(xiii) Undertaking of an IPO at a valuation less than the QIPO Valuation.

(xiv) Any change in Articles or Memorandum of the Company.

(xv) Any change in the size and composition of the Board.

(xvi) Any reduction in the Investor 1's right or the New Investor's right to appoint its respective Investor Director to the Board in the manner set out in Article 4. It is clarified that this would be an AVM Item only for: (i) the Existing Investors (and not the New Investor) with respect to the right of appointment of the Existing Investor Director; and (ii) the New Investor (and not the Existing Investors) with respect to the right of appointment of the New Investor Director.

(xvii) Change in scope of Business (including entry, cessation, suspension, or transfer of existing business) or engaging in any business materially different from that described in the current business plan/budget.

(xviii) Any change in the name or registered office of the Company.

(xix) Any change in the statutory auditors of the Company.

(xx) Approval of any material changes in accounting methods or policies.

(xxi) Settlement of litigation or arbitration of a value of INR 1,00,00,000 (Indian Rupees One Crore) or above, except for the collection of debts arising in the Ordinary Course of Business.

(xxii) Granting of any loan, credit, guarantee, or indemnity by the Company to any Person, other than in the Ordinary Course of Business.

(xxiii) Appointment, or determination of compensation of the CEO, CFO or Managing Director of the Company.

(xxiv) Termination of the CEO, CFO or Managing Director of the Company.

(xxv) Any Related Party transaction other than those in the Ordinary Course of Business, except the purchase orders of: (a) INR 20,00,00,000 (Indian Rupees Twenty Crore) plus taxes in relation to the work at Bhiwadi; and (b) INR 60,00,00,000 (Indian Rupees Sixty Crore) plus taxes in relation to the work at Sri City.

(xxvi) For avoidance of doubt, it is clarified that the:

(a) AVM Items above will be applicable to the Company and its Subsidiaries from time to time, and in such case, all references in this Article to: (a) the 'Company' will be read and construed as references to such company, and (b) any capitalized terms which are defined in the New Investor SSA will be to such capitalized terms assuming that the word 'Company', if used in such definition, is construed with reference to such company.

(b) The financial thresholds imposed in connection with the AVM Items shall be applied on a consolidated basis to the Company and its Subsidiaries and should not be considered as severally applicable to each company.

7. ACCESS AND INFORMATION RIGHTS

7.1 Subject to Article 19, the Company and the Promoter Group Parties shall, concurrently furnish the information provided below pertaining to the Group Companies, to the Investors:

7.1.1 Annual financial statements of the Group Companies (on a standalone and consolidated basis, if applicable) for any Financial Year by September 30th of the following Financial Year.

7.1.2 Un-audited and provisional financial statements including cash-flow statements, profit and loss statements and balance sheet for the Group Companies shall be provided on a quarterly basis within 30 (Thirty) days from the end of each Financial Quarter.

7.1.3 Monthly management information system for the Group Companies (in a form agreed with the Investors) within 15 (Fifteen) days of the end of each calendar month, in a format mutually agreed between the Promoter Group Parties and Investors.

7.1.4 Details of any litigations that the Company and / or its Group Companies are a party: (i) which has a potential exposure of INR 50,00,000 (Indian Rupees Fifty Lakh) or more individually, other than in the Ordinary Course of Business; (ii) a Governmental Authority is a counterparty in such litigation; or (iii) litigation pertains to a criminal matter; shall be intimated within 7 (Seven) Business Days from any material development occurring in such litigation.

7.1.5 Corporate social responsibility report (in a form prescribed by the Board) in relation to the Company and / or the Subsidiaries (if applicable under the Act) for each Financial Year by September 30^{th} of the following Financial Year.

7.1.6 Promptly provide details of: (i) any notice of default or complaint received from any Governmental Authority (whether Indian or foreign) which may: (a) result in any criminal liability for the Company, Group Companies or the Board; or (b) cause disruption to the Business; (ii) any default under the Transaction Documents, material contracts or agreements entered into with the lenders; execution or termination of any material contract or material business arrangement; (iii) fire, accidents, labour strikes, lockouts or interruption in operations (which interruptions continue for more than 3 (Three) days); and (iv) any event which may result in a breach by the Company or the Subsidiaries of any environmental, social, health or safety policies of the respective Investors.

7.1.7 Signed copy of minutes of meetings of the Shareholders or Board or a committee thereof; within 7 (Seven) days from finalization of the same, and in any case, within 21 (Twenty-one) days of such meetings.

7.1.8 Such other information and documents as may be reasonably requested by any of the Investors, within 7 (Seven) Business Days of the receipt of a request from such Investor.

7.2 Upon the fall away of rights threshold being triggered under Article 19 below, the following information rights shall be available to the Investors:

7.2.1 Annual financial statements of the Group Companies (on a standalone and consolidated basis, if applicable) for any Financial Year by September 30th of the following Financial Year.

7.2.2 Monthly management information system of the Group Companies (in a form agreed with the Investors) within 15 (fifteen) days of the end of each calendar month.

7.2.3 The right to receive information which is publicly available or otherwise needed by the Investors in order to comply with applicable Law.

7.3 Subject to Article 19 below, the Investors shall be entitled (through themselves and also through their respective appointed advisors) to visit and inspect the Group Companies and its premises including the plants and manufacturing sites, corporate and financial records, and to discuss their business and finances with the officers of the Group Companies, provided however:

7.3.1 Such inspection rights shall be exercised in a manner that does not unduly interfere with the day-to-day operations of the Group Companies; and

7.3.2 Prior notice of 7 (Seven) days shall have to be provided by the concerned Investors to the relevant Group Company.

7.4 Notwithstanding anything set out in this Article 7, the rights available to the Investors under this Article 7 shall be available only to the extent permissible under applicable Law.

8. SUBSIDIARIES

8.1 Governance of Subsidiaries

Unless otherwise set out under this Article 8 or agreed to by the Investors and the Promoter Group Parties in writing, all governance related provisions of this Part B including those listed in Article 4 (other than Article 4.6 to the extent specified thereunder, whereby only the Company shall maintain the D&O Insurance for the Group Companies) and Article 5, pertaining to the Board, committees and Shareholders (including quorum, composition, meetings, appointment, voting and decisions), AVM Items under Article 6, information rights under Article 7, restrictions under Clause 8 of the Amended and Restated Shareholders' Agreement and covenants under Article 9, shall apply mutatis mutandis to the Subsidiaries, subject to the applicable Law.

8.2 Without prejudice to the generality of Article 8.1 above and subject to any additional requirements specified by any provisions of applicable Law, the Board of the Subsidiaries shall be constituted in the same manner as the Board of the Company (and the right of Investor 1, the New Investor and the Promoter Group Parties to nominate directors to the Board of the Company shall *mutatis mutandis* apply to the board of directors of the Subsidiaries). The Investors and the Promoter Group Parties may at any time mutually agree to reduce the size of the board of directors of the Subsidiary, provided that the Investor 1 and the New Investor shall, at all times have the right to nominate 1 (one) respective Investor Director each to the Board of the Subsidiary.

8.3 No Director on the Board of the Subsidiary shall be replaced or removed unless such removal or replacement has been consented to by the Shareholder nominating such Director. The Shareholder nominating a Director in the relevant Subsidiary under these Articles shall be permitted to remove or replace, at any time and for any reason whatsoever, the Directors nominated by such Shareholder.

8.4 Each Shareholder shall exercise all rights and powers available with them, including exercise voting rights at Board Meetings and Shareholders' Meetings, to ensure that the Company as a shareholder of the Subsidiary shall give effect to the nominations made by a Shareholder for appointment of a Director in the relevant Subsidiary under Article 8 above and removal or replacement of a Director from the Board of the relevant Subsidiary, as notified by the nominating Shareholder under Article 8.4 is given effect to.

9. SPECIFIC COVENANTS

The Promoter Group Parties and the Company shall and shall procure that the Group Companies comply with the provisions set out in Article 9 below:

9.1 Books and Records

Group Companies shall keep proper, complete, and accurate books of account in INR in accordance with Applicable Accounting Principles.

9.2 Corporate Opportunities:

9.2.1 Each of the Promoter Group Parties hereby agree and undertake that each of them shall refer all corporate or business opportunities that arise in relation to the Business to the Group Companies.

9.2.2 Each of the Promoter Group Parties undertake that they shall ensure that the efforts of the Promoter Group Parties in the Business will only be on behalf of and for the Group Companies.

9.3 Compliance with Applicable Law

9.3.1 The Group Companies shall comply with applicable Law (including all foreign investment regulations) at all times and in all material respects and comply with the obligations set out in Schedule 8 of the Amended and Restated Shareholders' Agreement at all times.

9.3.2 Without prejudice to the foregoing, the Group Companies shall not engage in any activity which is not permitted under applicable Law or any activity which is ineligible to raise 100% (One Hundred Percent) foreign direct investment under the automatic route under the extant (Indian) foreign exchange laws.

9.3.3 The Group Companies shall:

(i) preserve, protect, and maintain its corporate existence, and makes all efforts to preserve, protect and maintain its rights, franchises, and privileges and all properties necessary or useful to the proper conduct of the Business;

(ii) prepare all its Financial Statements in accordance with Applicable Accounting Principles; and

(iii) at all points of time, obtain and be in possession of all material Approvals, licenses, franchises, permits, and other authorizations necessary under applicable Law to entitle it to own or lease, operate and use its Assets and to carry on and conduct its Business as currently conducted and shall comply in all material respects with the conditions imposed by any Governmental Authority for the continuation of any such license, franchise, permit, approval and authorization, issued to the Company.

9.4 Insurance

Each Group Company shall, at all times, keep insured with a reputable insurer: (i) all its Assets against such risks and in such manner and to such extent as accords with good commercial practice with regard to Assets of the same kind in comparable circumstances; and (ii) itself in respect of any accident, damage, injury, third party loss, business continuity and other risks and to such an extent as accords with good commercial practice with regard to a business of the same kind as that of the Company.

9.5 The Company represents and undertakes that it shall not, and shall not permit any of its Subsidiaries or Affiliates or any of its or their respective Directors, officers, managers, employees, representatives or agents to offer, directly or indirectly, any payment or promise to pay, or gift or promise to give, or authorized such a promise or gift, of any money or anything of value, directly or indirectly to any Person for the purpose of influencing any such Person or inducing him or her to use his or her influence to affect any act or decision of any third party in order to assist the company to obtain or retain business for, or direct business to, the Company in violation of Anti-Corruption Laws. The Company further represents and undertakes that it shall and shall cause each of its Subsidiaries and Affiliates to cease all of its or their respective activities, as well as remediate any actions taken by the Company, its Subsidiaries or Affiliates, or any of their respective directors, officers, managers, employees, representatives or agents in violation of the Anti-Corruption Laws, Anti-Money Laundering Laws and / or Global Trade Laws and Regulations. The Company further represents and undertakes that it shall and shall cause each of its Subsidiaries and Affiliates to maintain systems of internal controls (including, but not limited to, accounting systems, purchasing systems and billing systems) to ensure compliance with the Anti-Corruption Laws, Anti-Money Laundering Laws and /or Global Trade Laws and Regulations. Upon request, the Company agrees to provide responsive information and/or certifications concerning its compliance with applicable Anti-Corruption Laws.

9.6 Ethics, Standards and Sanctioned Persons

9.6.1 Within 100 (One Hundred) days from the Closing Date, the Company shall, and the Promoter Group Parties shall procure that the Company shall, formulate and implement appropriate and adequate policies to deal with all matters relating to the prevention of corrupt practices and procedures to ensure compliance with the Anti-Corruption Laws and Anti-Money Laundering Laws (the "**Anti-Corruption Policies**") and for the purposes of this Article, each Group Company shall be deemed to be required to comply with such Anti-Corruption Policies. The policy shall include matters including, without limitation:

(i) Bribery and corruption risk assessment;

(ii) Gatekeeper functions and networks for compliance (internal audit, legal, human resources, finance, etc.);

(iii) Timely monitoring internal audits and reporting including redressal mechanism/ sanctions against erring employees;

(iv) Appropriate internal controls and training of management and employees in laws and practices relating to anti-corruption;

(v) Whistleblowers policy (including whistleblower protection);

(vi) Investigation of any alleged or suspected actions taken by employees which may not be in compliance with the Anti-Corruption Policies and compliance review or report to management; and

(vii) Providing appropriate template clauses/ covenants to be included by the issuer in third party contracts obliging a contractor/ service provider/ consultant of a Group Company to not indulge in any actions contrary to the Anti-Corruption Policies for and on behalf of the Group Companies or related to the business of the Group Companies.

9.6.2 The Company shall form a committee of senior level management to monitor the compliance with the Anti-Corruption Policies on an ongoing basis. The committee shall periodically report its actions to the Board.

9.6.3 The Company shall review the Anti-Corruption Policies from time to time and take cognizance of the Investors' suggestions to improve and implement the policy and also take cognizance of any changes in Applicable Law.

9.6.4 None of the Group Companies, the Promoter Group Parties, any of their Affiliates shall and shall not permit any director, officer, contractor or employee of any Group Company, to: (i) pay, offer or promise to pay, or authorize the payment, directly or indirectly through any other Person or firm, of any monies or anything of value to (A) any Person or firm employed by or acting for on behalf of any Person, whether private or governmental, or (B) any government official or employee or any political party or candidate for political office, for the purpose of illegally inducing or rewarding any action by any official favourable to such Group Company or any other Person in connection with the business of the Group Companies; or (ii) taken any other action that, would violate the Anti-Corruption Laws and/or Anti-Money Laundering Laws (any such action, a "Prohibited Payment"). A Prohibited Payment will not include the payment of reasonable and bona fide expenditures, such as travel and lodging expenses, which are directly related to the promotion, demonstration or explanation of products or services, or the execution or performance of a contract with a foreign government or agency thereof, provided such payments are permissible under requirements of Law and guidelines applicable to the recipient of such payments.

9.6.5 No Affiliate of a Group Company shall bribe another Person (within the meaning given in section 7(3) of the United Kingdom Bribery Act 2010 and the corresponding provisions of the U. S. Foreign Corrupt Practices Act, 1977 and the Indian Prevention of Corruption Act, 1988) intending to obtain or retain business or an advantage in the conduct of business for the Group Companies, and the Group Companies shall have in place adequate procedures designed to prevent their Affiliates from undertaking any such conduct.

9.6.6 The Group Companies shall have in place anti-money laundering practices as required by applicable Laws.

9.6.7 **Sanctioned Persons**:

The Group Companies shall, and the Promoter Group Parties shall procure that the Group Companies shall:

(i) the Group Companies do not conduct any business or any business arrangements with or involving any Sanctioned Persons, or enter into any transaction knowing or intending that a Sanctioned Person be involved;

(ii) no Group Company shall establish a business or trading presence or activity in or with any Sanctioned Person (including any form of representative or marketing office);

(iii) none of the Group Companies shall conduct any business or have any dealings whatsoever, with Persons engaged in business in the Iranian oil, gas or petrochemical sector; and

(iv) no Group Company shall conduct any business or have any dealings whatsoever with a party sanctioned by the United States of America, the United Kingdom, the European Union or the United Nations, and no such company shall enter into any transaction knowing or intending that such a party be involved.

10. PRE-EMPTION RIGHTS

10.1 If the Company proposes to issue any Securities, excluding any Protected Issuance (each issue being a "Further Issue"), each of the Existing Investors, the New Investor and the Promoter Group Parties shall, subject to applicable Law (including Section 62(1)(a) of the Act), have an inter-se pro rata right (but not the obligation) to subscribe to such number of Securities which entitles the Existing Investors, the New Investor and the Promoter Group Parties to maintain (in a manner provided in this Article 10) their respective shareholding in the Company ("Pre-emptive Right"). Such subscription shall be on the same terms and conditions as the Further Issue. The Existing Investors, the New Investor and the Promoter Group Parties may, at their option, agree to exercise their Pre-emptive Right, in whole or in part, either by themselves or in the case of: (a) the Investors, through their respective Affiliates; and (b) the Promoter Group Parties, through their Immediate Relatives, family trusts where the trustees and the beneficiaries of the trusts are solely the Promoter Group Parties and their Immediate Relatives, Hindu Undivided Families whose sole karta is a Promoter Group Party, or any Affiliates which are 100% Controlled by the Promoter Group Parties, provided that the Promoter Group Parties shall maintain their inter-se shareholding percentage in the Company as provided in Article 14.2 below.

10.2 If the Company proposes to undertake a Further Issue, the Board shall provide a written notice to the Investors and the Promoter Group Parties ("Eligible Pre-Emption Shareholders") setting out the terms of the Further Issue ("Pre-Emption Issue Notice"). Upon receipt of the Pre-Emption Issue Notice, the Eligible Pre-Emption Shareholders shall be entitled to exercise their Pre-emptive Right to subscribe to such number of Securities calculated in the ratio of their inter-se shareholding percentage in the Company (calculated on a Fully Diluted Basis) which entitles the Eligible Pre-Emption Shareholders to maintain their respective shareholding in the Company ("Eligible Pre-Emption Securities").

10.3 Upon such offer being made, the Eligible Pre-Emption Shareholders shall have the right to accept their respective Eligible Pre-Emption Securities, in whole or in part by notifying the Company ("Accepted Pre-Emption Securities"), within a period of 15 (Fifteen) Business Days from the date of the Pre-Emption Issue Notice ("Pre-Emption Issue Offer Period").

10.4 If any of the Eligible Pre-Emption Shareholders agree to subscribe to their respective Accepted Pre-Emption Securities or any part thereof within the time period specified in Article 10.3 above, the Company shall complete the issue and allotment of such Accepted Pre-Emption Securities within a period of 15 (Fifteen) Business Days from the date of such Eligible Pre-Emption Shareholder signifying its willingness to subscribe to the Accepted Pre-Emption Securities. If some but not all of the Securities in the Eligible Pre-Emption Securities have been subscribed to by the Eligible Pre-Emption Shareholders, then subject to the rights of the relevant Shareholders under this Article 10, the Board shall offer such remaining Securities of the Eligible Pre-Emption Securities on the same terms as contained in the Pre-Emption Issue Notice, to the other Eligible Pre-Emption Shareholders that have agreed to subscribe to their entire portion of the Eligible Pre-Emption Securities in proportion to their inter-se shareholding in the Company (calculated on a Fully Diluted Basis) immediately following the completion of the Pre-Emption Issue Offer Period, and such offer shall remain open to such other Eligible Pre-Emption Shareholders for a further period of 15 (Fifteen) days from the date of completion of the Pre-Emption Issue Offer Period ("Extended Pre-Emption Issue Offer Period").

10.5 If no Eligible Pre-Emption Shareholder responds to the Pre-Emption Issue Notice within the Pre-Emption Issue Offer Period or the Extended Pre-Emption Issue Offer Period, as the case may be, or any Eligible Pre-Emption Shareholder declines to subscribe to any portion of its entitlement to the Eligible Pre-Emption Securities and such Securities are not subscribed to by the other Eligible Pre-Emption Shareholders, then the Board may, subject to provisions of Article 6, issue and allot the unsubscribed portion of the Eligible Pre-Emption to a Third Party Purchaser, on terms and conditions, as the Board may determine.

11. ANTI DILUTION

11.1 Notwithstanding anything contained herein, at any time after the Closing Date , in the event the Company issues to any Person any Securities, excluding any Protected Issuances, that is lower than the price per Equity Share on a Fully Diluted Basis, as applicable to the CCPS or the Series A CCPS issued to the Existing Investors and the New Investor respectively (a "Dilutive Issuance"), then if the CCPS and/or the Series A CCPS (as the case maybe) have not been converted into Equity Shares, the holders of such CCPS and/or the Series A CCPS (as the case maybe) shall be entitled to a broad-based weighted average anti-dilution protection in accordance with the illustrations set out in Schedule 6 of the Amended and Restated Shareholders' Agreement and the conversion ratio of the CCPS and/or the Series A CCPS (as the case maybe) shall be amended/adjusted accordingly. In the event that the CCPS and/or the Series A CCPS (as the case maybe) or any part thereof have already been converted into Equity Shares or if the conversion of the CCPS and/or the Series A CCPS (as the case maybe) does not provide the respective Investor of all the Securities that it is entitled to per the illustrations set out in Schedule 6 of the Amended and Restated Shareholders' Agreement, then the Company shall be under an obligation to issue to such Investor(s) such additional number of Equity Shares, at the lowest price permissible under applicable Law so as to give full effect to the broad based weighted average anti-dilution protection right set out herein, such that the broad-based weighted average price per Equity Share paid by the applicable Investor(s) is equal to the price per Equity Share on a Fully Diluted Basis applicable to the CCPS and/or the Series A CCPS (as the case maybe) in accordance with Schedule 6 of the Amended and Restated Shareholders' Agreement. The Company agrees and undertakes that it shall not issue any new Securities in contravention of the provisions of this Article 11.

11.2 Subject to applicable Law, the holders of CCPS and the Series A CCPS shall be entitled to: (i) require that any Dilutive Issuance is completed simultaneously with the completion of the adjustments, issuances or other actions set out in Article 11.1 above; and (ii) exercise their rights under Article 11.1 above either by itself or through respective Affiliates subject to Article 12.3 below; and the Shareholders and the Company shall make best efforts to ensure that such holders of the CCPS and the Series A CCPS are able to exercise their rights under Article 11.1 above in such manner as is required by such holders of the CCPS and the Series A CCPS. The Company shall pay all Taxes due and payable by the Company relating to the issue of additional Securities pursuant to Article 11.1 above.

11.3 For the purposes of Article 11, the price per Equity Share on a Fully Diluted Basis paid by the Existing Investors and / or the New Investor shall be determined as follows:

11.3.1 If Equity Shares have been issued, the price per Equity Share on a Fully Diluted Basis shall be obtained by dividing the aggregate amount paid by the applicable Investor towards subscription to all the Equity Shares by the total number of Equity Shares issued to such Investor; and

11.3.2 If the CCPS and/or the Series A CCPS (as the case maybe) are still held by the respective Investors, by dividing the aggregate price paid for subscription of all such CCPS and/or the Series A CCPS (as the case maybe) by the number of Equity Shares that such CCPS and/or Series A CCPS is entitled to convert into, on their respective terms.

12. TRANSFER OF SECURITIES BY THE INVESTORS

12.1 The Investors (and/or their respective Affiliates) shall be entitled to Transfer any or all of their Securities freely, along with the rights attached thereto, to any Person not being a Sanctioned Person in accordance with applicable Law, at any time, subject only to: (i) the restrictions specified in Articles 12.2 (*Transfer to Competitor*) and 12.4 (*Right of First Offer*); and (ii) such transferee executing a Deed of Adherence thereby agreeing to be bound by the terms of the Amended and Restated Shareholders' Agreement and these Articles.

12.2 Transfer to Competitor

Unless otherwise consented to by the Promoter Group Parties in writing, no Investor shall be permitted to Transfer its respective Investor Shares to a Competitor, until the earlier of: (i) 24 (Twenty Four) months from the Cut-off Date; or (ii) occurrence of an Event of Default. Post the expiry of the aforesaid time period, the Investors shall be entitled to Transfer their respective Investor Shares to any Person including a Competitor without being subject to any restrictions including under this Article 12.

12.3 Transfer to Affiliates

Notwithstanding anything to the contrary contained herein, the Investors (and/or their respective Affiliates) shall be entitled to Transfer any of the Securities held by them to their respective Affiliates, and in case of an Existing Investor, to the other Existing Investor, or an Existing Investor's Affiliates at all points in time and no restrictions on such Transfers shall apply including under the provisions of Article 12.4 of these Articles. Such transferee under this Article 12.3 (unless already a Shareholder) shall execute a Deed of Adherence thereby agreeing to be bound by the terms of the Amended and Restated Shareholders' Agreement and these Articles.

12.4 Promoter Group Parties' Right of First Offer

12.4.1 Subject to the terms of these Articles, if an Investor ("Transferring Investor") intends to Transfer any or all of the Investor Shares held by the Transferring Investor to any Person (not being a Transfer proposed under Article 12.3 above) at any time prior to the Cut-off Date, then, the Transferring Investor shall offer to the Promoter Group Parties, a prior right to purchase all of the ROFO Shares ("Right of First Offer"). Provided that the Right of First Offer shall not apply where the Transferring Investor is exercising its Tag Along Right under Article 13.4 or if the Transferring Investor is selling its Investor Shares after an Event of Default under Article 16 has occurred. The Promoter Group Parties shall jointly exercise the Right of First Offer under this Article through the Promoter Representative and the Transferring Investor shall have duly served all notices and documents required to be served upon the Promoter Group Parties if provided to the Promoter Representative under this Article 12.4.

12.4.2 The Transferring Investor shall give a written notice (the "ROFO Notice") to the Promoter Group

Parties with a copy to the Company. The ROFO Notice shall state: (i) the number and class of Investor Shares that the Transferring Investor then owns (on a Fully Diluted Basis); and (ii) the number and class of Investor Shares proposed to be Transferred by the Transferring Investor (“ROFO Shares”).

12.4.3 With a period of 15 (Fifteen) days of receipt of the ROFO Notice from the Transferring Investor (“ROFO Exercise Period”), the Promoter Group Parties acting jointly shall have the right (but not an obligation) to make an offer to purchase all (and not less than all) of the ROFO Shares in proportion to their inter-se shareholding in the Company. The Promoter Group Parties shall jointly give a written notice to the Transferring Investor of their intent to purchase the ROFO Shares (“ROFO Exercise Notice”) within the ROFO Exercise Period. The ROFO Exercise Notice shall specify the price per ROFO Share at which the Promoter Group Parties are offering to purchase the ROFO Shares (cumulatively, “ROFO Price”), the payment mechanism and all other terms at which the Promoter Group Parties are willing to purchase the ROFO Shares (“ROFO Terms”). The ROFO Terms shall specify that the ROFO Shares shall be purchased by the Promoter Group Parties within the ROFO Transfer Period (as defined below), in a single tranche (and not in multiple tranches) and the ROFO Price shall be paid by the Promoter Group Parties in cash simultaneously at the time of Transfer of the ROFO Shares. If within the ROFO Exercise Period, the Promoter Group Parties do not deliver a ROFO Exercise Notice, or decline to purchase the ROFO Shares, the Promoter Group Parties shall cease to have the Right of First Offer to purchase the ROFO Shares under this Article 12.4.

12.4.4 Upon receipt of the ROFO Exercise Notice in accordance with Article 12.4.3 above, the Transferring Investor shall have the right, but not the obligation, to either (i) accept such offer by written notice to the Promoter Group Parties (“ROFO Acceptance Notice”) at any time within 15 (Fifteen) days from the receipt of such ROFO Exercise Notice (“ROFO Acceptance Period”); or (ii) to reject the offer (either expressly, or by failing to deliver the ROFO Acceptance Notice within the ROFO Acceptance Period).

12.4.5 Upon receipt of the ROFO Acceptance Notice from the Transferring Investor, the Promoter Group Parties shall pay the entire consideration in immediately available funds into a specified bank account of the Transferring Investor, and the Transferring Investor shall be bound to sell, the ROFO Shares, free and clear of all Encumbrances and shall deliver to the Promoter Group Parties a duly stamped and executed share transfer form and the share certificates representing the ROFO Shares, or if such ROFO Shares are in dematerialized form, issue irrevocable instructions to its depository to Transfer the ROFO Shares to the securities account(s) designated by the Promoter Group Parties. Any stamp duty payable upon such Transfer shall be payable by the Promoter Group Parties. The Company shall, together with the Transferring Investor, take all steps as may be necessary to complete the Transfer of the ROFO Shares to the Promoter Group Parties. The sale shall be completed within a period of 30 (Thirty) days from the date of ROFO Acceptance Notice (“ROFO Transfer Period”).

12.4.6 In the event (i) no ROFO Exercise Notice is issued by the Promoter Group Parties within the ROFO Exercise Period in accordance with Article 12.4.3 above; (ii) the Transferring Investor accepts the ROFO Price, but the Promoter Group Parties fail to transfer the ROFO Price cumulatively payable in respect of all the ROFO Shares prior to the expiry of the ROFO Transfer Period; or (iii) the Promoter Group Parties decline the ROFO Notice by a notice in writing to the Transferring Investor; then, the Transferring Investor shall be entitled to sell the ROFO Shares to any Person.

12.4.7 If the Transferring Investor does not accept the offer(s) pursuant to Article 12.4.4, then the Transferring Investor shall be free to sell the ROFO Shares to any Person, at a price which is higher than the ROFO Price offered by the Promoter Group Parties and on terms which are no less favourable to the Transferring Investor than the ROFO Terms offered by the Promoter Group Parties in the ROFO Exercise Notice.

12.4.8 If completion of the Transfer by the Transferring Investor pursuant to Article 12.4.6 does not take place within 180 (One Hundred and Eighty) days from the date of expiry of the ROFO Notice, then the right of the Transferring Investor to sell the ROFO Shares shall lapse and the provisions of this Article 12.4 (commencing from the requirement of delivery of a fresh ROFO Notice) shall once again apply to any proposed Transfer.

12.4.9 If the Promoter Group Parties are desirous of raising debt for funding the ROFO Price in accordance with this Article 12.4, then, the Promoter Group Parties may pledge or Encumber the Securities held by the Promoter Group Parties and/or the ROFO Shares being acquired by the Promoter Group Parties, for the purpose of raising such debt, only with the Investors' Consent and upon the Investors receiving the ROFO Price. It being clarified that the Investors' Consent shall not be unreasonably withheld, provided that the debt so raised is only utilized for the purposes of funding the ROFO Price.

12.5 Co-operation

12.5.1 It is agreed and acknowledged by the Shareholders and the Company that the Investors shall not be required to give any representation, warranty, guarantee or indemnity whatsoever in connection with the Transfer of any Securities, other than: (i) warranty, that it has clear title to the respective Securities held by it; and (ii) that such Securities shall be Transferred free of all Encumbrances including with respect to applicable Taxes.

12.5.2 In relation to the Company and the Subsidiaries, the Company and the Promoter Group Parties shall extend to the transferee: (i) business and Tax related representations and warranties; (ii) corresponding indemnities and covenants to be provided only by the Company, subject to customary limitations; and (iii) such other terms and conditions as may be agreed by the Promoter Group Parties / Company with the transferee. It is hereby clarified that the Company shall not be required to provide indemnities relating to incidence of Taxes on the capital gains/profits made by the Investors in connection with the sale of Securities by the Investors.

12.5.3 The Company and the Promoter Group Parties shall (upon intimation by the relevant Investor(s)) also provide to a proposed transferee under this Article 12, to conduct diligence, access to information, records and sites of the Company and the Subsidiaries as is reasonably requested to enable the proposed transferee to conduct its due diligence on the Company and the Subsidiaries, for the purposes of this Article 12. The Promoter Group Parties shall do all reasonable acts and deeds necessary, including obtaining approvals from Governmental Authorities, to give effect to the provisions of this Article 12.

13. TRANSFER OF SECURITIES BY PROMOTER GROUP PARTIES

13.1 Restricted Transfers

During the Lock-In Period, except for the Permitted Transfer defined under Article 13.2 below, the Promoter Group Parties shall not Transfer or deal with any Securities held by them in the Company, directly or indirectly, except with the relevant Investors' Consent (which Investors' Consent shall be granted by the respective Investors at their sole discretion). Provided however, if a Promoter Group Party is desirous of undertaking any Transfer to an Immediate Relative or a body corporate 100% (One Hundred Percent) owned and controlled by such Promoter Group Party and/or his Immediate Relatives, solely for estate planning purposes, such Investors' Consent will not be unreasonably withheld or delayed, provided that, (i) the inter-se percentage holding as between the Promoter Group Parties remains as per the table provided in Article 13.2.3 below; and (ii) does not in any manner affect the operations of the Company.

13.2 Permitted Transfer

13.2.1 Prior to the expiry of the Lock In Period, the following Transfers shall constitute as "Permitted Transfers" and shall not require any Investors' Consent in accordance with Article 13.1 above:

(i) Promoter Group Parties shall be cumulatively permitted to Transfer Equity Shares representing 4.25% (Four point Two Five Percent) of the total shareholding of the Company as on the Execution Date on a Fully Diluted Basis to any Person (including to another Promoter Group Party), subject to the following restrictions:

(a) The transferee cannot be a Competitor or a Sanctioned Person;

(b) The Promoter Group Parties shall not be capable of assigning any rights with respect to any Investor under the Transaction Documents, to the transferee. Without prejudice to the above, the Promoter Group Parties may provide rights to the transferee which do not: (i) breach the terms of the Transaction Documents; and (ii) adversely impact any of the Investors. Provided further, no such rights shall be provided by the Company or the Promoter Group Parties to the transferees without prior consultation with the Investors (in good faith) disclosing the name of the potential buyer and the detailed rights to be shared with such buyer;

(c) The transferee (other than a Promoter Group Party or an Investor) shall execute a Deed of Adherence prior to the purchase of Securities from the Promoter Group Parties; and

(d) The transfer by a Promoter Group Party of any Equity Shares held by it, to any Person other than to another Promoter Group Party, shall not be undertaken at a value which is less than as prescribed under Clause 14.2.1(i)(d) of the Amended and Restated Shareholders' Agreement.

13.2.2 Other than pursuant to a Permitted Transfer pursuant to Article 13.1 above, the inter-se shareholding percentage amongst the Promoter Group Parties set out below shall continue to remain as follows:

Name of the Promoter Group Party	**Inter-se shareholding amongst the Promoter Group Parties (in percentage)**
Mr. Bajrang Bothra and Immediate Relatives (subject to Transfer to the Immediate Relative complying with restrictions under Article 13.1 above)	25% (presently held by Mr. Bajrang Bothra and his son, Mr. Rajjat Kumar Bothra).
Mr. Laxmi Pat Bothra and Immediate Relatives (subject to Transfer to the Immediate Relative complying with restrictions under Article 13.1 above)	25% (presently held by Mr. Lakshmi Pat Bothra and his sons, Mr. Nikhil Bothra and Mr. Nitin Bothra).
Mr. Ajay DD Singhania and Immediate Relatives (subject to Transfer to the Immediate Relative complying with restrictions under Article 13.1 above)	25% (presently held by Mr. Ajay DD Singhania and his wife, Mrs. Pinky Ajay Singhania).
Mr. Sanjay Singhania and Immediate Relatives (subject to Transfer to the Immediate Relative complying with restrictions under Article 13.1 above)	25% (presently held by Mr. Sanjay Singhania and his wife, Mrs. Preity Singhania).

13.3 Investors' Right of First Offer

13.3.1 Subject to the terms of these Articles (including Article 13.1 and Article 19) if a Promoter Group Party ("Transferring Promoter") intends to Transfer any or all of the Securities held by the Transferring Promoter (excluding a Permitted Transfer) ("Investor ROFO Transferee"), then, the Transferring Promoter hereby grants to the Investors, a prior right to purchase all and not less than all of the Investor ROFO Shares ("Investor Right of First Offer").

13.3.2 The Transferring Promoter shall give a written notice (the "Investor ROFO Notice") to the Investors with a copy to the Company. The Investor ROFO Notice shall state: (i) the number and class of Securities the Transferring Promoter then owns (on a Fully Diluted Basis); and (ii) the number and class of Securities proposed to be Transferred by the Transferring Promoter ("Investor ROFO Shares").

13.3.3 Within a period of 15 (Fifteen) days of receipt of the Investor ROFO Notice from the Transferring Promoter ("Investor ROFO Exercise Period"), each of the Investors shall have the right (but not an obligation) to make an offer to purchase all (and not less than all) of the Investor ROFO Shares. The Investors shall give a written notice to the Transferring Promoter of its offer to purchase the Investor ROFO Shares ("Investor ROFO Exercise Notice") within the Investor ROFO Exercise Period. The Investor ROFO Exercise Notice shall specify the price per Investor ROFO Share at which the respective Investor is offering to purchase the Investor ROFO Shares ("Investor ROFO Price"), the payment mechanism and all other terms at which such Investor is willing to purchase the Investor ROFO Shares ("Investor ROFO Terms"). The Investor ROFO Terms shall specify that the Investor ROFO Shares shall be purchased by the relevant Investors within 30 (Thirty) days from the expiry of the Investor ROFO Acceptance Period (as defined below), in a single tranche (and not in multiple tranches) and the Investor ROFO Price shall be paid by the respective Investors in cash simultaneously at the time of Transfer of the Investor ROFO Shares. If within the Investor ROFO Exercise Period, an Investor does not deliver an Investor ROFO Exercise Notice, or declines to purchase the Investor ROFO Shares, such Investor(s) shall cease to have the Investor Right of First Offer to purchase the Investor ROFO Shares forming a part of the relevant Investor ROFO Notice under this Article 13.3.

13.3.4 Upon receipt of the Investor ROFO Exercise Notice in accordance with Article 13.3.3 above, the Transferring Promoter shall have the right, but not the obligation, to either: (i) accept such offer by written notice to the relevant Investor ("Investor ROFO Acceptance Notice") at any time within 15 (Fifteen) days from the receipt of such Investor ROFO Exercise Notice ("Investor ROFO Acceptance Period"); or (ii) to reject the offer (either expressly, or by failing to deliver the Investor ROFO Acceptance Notice within the Investor ROFO Acceptance Period).

13.3.5 If the Existing Investor(s) on the one hand and the New Investor on the other hand, both exercise their Investor Right of First Offer at the same price and on the same terms (each a "ROFO Exercising Party"), the entitlement of each ROFO Exercising Party to purchase the Investor ROFO Shares shall be limited up to a maximum of its *pro rata* share with respect to such Investor ROFO Shares (calculated based on the number of Investor Shares held by a ROFO Exercising Party, on a Fully Diluted Basis, as a percentage of the aggregate number of all the Investor Shares held by the ROFO Exercising Parties, on a Fully Diluted Basis). If the Transferring Promoter agrees to Transfer the Investor ROFO Shares to a ROFO Exercising Party, it shall intimate the relevant ROFO Exercising Party of the same in writing, within the Investor ROFO Acceptance Period.

13.3.6 Upon receipt of the Investor ROFO Acceptance Notice from the Transferring Promoter, the relevant ROFO Exercising Party shall pay the entire consideration in immediately available funds into a specified bank account of the Transferring Promoter, and the Transferring Promoter shall be bound to sell, the Investor ROFO Shares, free and clear of all Encumbrances and shall deliver to such ROFO Exercising Party duly stamped and executed share transfer forms and the share certificates representing the Investor ROFO Shares, or if such Investor ROFO Shares are in dematerialized form, issue irrevocable instructions to its depository to Transfer the Investor ROFO Shares to the securities account(s) designated by the relevant ROFO Exercising Party. Any stamp duty payable upon such Transfer shall be payable by the applicable ROFO Exercising Party. The Company shall, together with the Transferring Promoter, take all steps as may be necessary to complete the Transfer of the Investor ROFO Shares to the applicable ROFO Exercising Party. The sale shall be completed within a period of 30 (Thirty) days from the Investor ROFO Acceptance Period ("Investor ROFO Transfer Period").

13.3.7 In the event:

(i) all the Investors decline the Investor ROFO Notice by a notice in writing to the Transferring Promoter; or

(ii) no Investor ROFO Exercise Notice is issued by any Investor within the Investor ROFO Exercise Period in accordance with Article 13.3.3 above; or

(iii) The Transferring Promoter accepts the Investor ROFO Price provided by any ROFO Exercising Party, but such ROFO Exercising Party fails to transfer the Investor ROFO Price in respect of the Investor ROFO Shares prior to the expiry of the Investor ROFO Transfer Period, then,

The Transferring Promoter shall be entitled to sell the Investor ROFO Shares to any third party, subject to Article 13.1.

13.3.8 If the Transferring Promoter does not accept the offer(s) pursuant to Article 13.3.4 or Article 13.3.5, then the Transferring Promoter shall be free to sell the Investor ROFO Shares to any Person (subject to Article 13.1), at a price which is higher than the Investor ROFO Price offered by the ROFO Exercising Party and on terms which are no less favourable to the Transferring Promoter than the Investor ROFO Terms offered by the ROFO Exercising Party in the Investor ROFO Exercise Notice.

13.3.9 If completion of the Transfer to the Investor ROFO Transferee pursuant to Article 13.3.6 above, does not take place within 180 (One Hundred and Eighty) days from the date of expiry of the Investor ROFO Notice or the Investor ROFO Exercise Notice, whichever is later, then the right of the Transferring Promoter to sell the Investor ROFO Shares shall lapse and the provisions of this Article 13.3 (commencing from the requirement of delivery of a fresh Investor ROFO Notice) shall once again apply to any proposed Transfer by a Promoter.

13.4 Investor's Tag Along

13.4.1 Subject to Article 13.1, in the event of a proposed Transfer or series of bonafide connected proposed Transfers of Securities ("Offered Shares") by any Promoter Group Party ("Selling Promoter") (not being a Permitted Transfer) to any Person (not being a Competitor or a Sanctioned Person) ("Purchaser"), each Investor (each a "Tagging Shareholder") shall have the right (but not the obligation) to Transfer all or less than all of the Tag Shares (as defined below) as may be determined by such Tagging Shareholder at its sole discretion, on the same terms and conditions specified in the Tag Notice, together with the Securities of the Selling Promoter (the "Tag Right"). "Tag Shares" with respect to each Tagging Shareholder shall mean such number of Investor Shares held by such Tagging Shareholder as are in the same proportion as the Offered Shares being sold by the Selling Promoter. By way of illustration, in such case, if a Selling Promoter proposes to sell X% of the Securities being held by it, each Tagging Shareholder shall be entitled to sell up to X% of its own shareholding.

13.4.2 The Tag Right of each Investor under this Article 13.4 shall be available to such Investor only in the event: (i) such Investor has not exercised its right to first offer under Article 13.3 above; or (ii) the Promoter Group Parties have rejected the Investor ROFO Exercise Notice of such Investor under Article 13.3 above.

13.4.3 The Tagging Shareholders shall be provided with a notice ("Tag Notice") no later than 45 (forty-five) days prior to the Selling Promoter consummating, or agreeing to consummate, a transaction with the Purchaser. The Tag Notice shall set out the terms and conditions (including the price per Offered Share) at which the Offered Shares are proposed to be Transferred to the Purchaser. The Purchaser shall have an obligation to purchase from such Tagging Shareholders, up to such number of Securities as may be decided by each Tagging Shareholder in its sole discretion but not exceeding the Tag Shares ("Tagged Shares").

13.4.4 In the event that a Tagging Shareholder elects to exercise its Tag Right, it shall deliver a written notice ("Acceptance Notice") of such election to the Selling Promoter within 45 (Forty Five) days from the receipt of the Tag Notice ("Acceptance Period"), and upon giving such notice, the Tagging Shareholder shall be deemed to have exercised its Tag Right.

13.4.5 The sale and purchase of the Tagged Shares pursuant to the exercise of the Tag Right shall be completed within 45 (Forty Five) days of the delivery of the Acceptance Notice on the terms set out in the Tag Notice, simultaneously with the sale of Offered Shares by the Selling Promoter under Article 13.4.6 below.

13.4.6 If any Purchaser refuses to purchase the Tagged Shares along with the Offered Shares, the Tagging Shareholder(s) that have served an Acceptance Notice and the Selling Promoter, in that event, shall have the right to Transfer the Tagged Shares and the Offered Shares on a pro-rata basis (computed on a Fully Diluted Basis) to the Purchaser. Provided that, in the event the sale of the Offered Shares by the Selling Promoter(s) on a pro-rata basis would result in the shareholding of all the Promoter Group Parties (taken together) reducing below 50% (Fifty Percent) of the Share Capital, in such case the Tagging Shareholders shall be entitled to sell the entirety of their respective Tagged Shares, and the Selling Promoter(s) will accordingly be required to reduce the number of Offered Shares. The exercise or election not to exercise any right by a Tagging Shareholder hereunder with respect to a particular proposed Transfer shall not adversely affect its right under this Article 13.4 with respect to any other Transfers of the same or other Selling Promoter's Securities.

13.4.7 In the event that a Tagging Shareholder exercises its Tag Right within the Acceptance Period, the Selling Promoter and such Tagging Shareholder shall complete the sale of the Offered Shares and the Tagged Shares simultaneously to the Purchaser within 60 (Sixty) days of the expiry of the Acceptance Period (excluding any time required to obtain necessary Approvals from a Governmental Authority for such Transfer) on the same terms and at the same price as specified in the Tag Notice, failing which the procedure set out in this Article 13.4 shall be repeated.

14. LIQUIDATION PREFERENCE

14.1 Notwithstanding the terms and conditions of these Articles and the Articles but subject to applicable Law, in the event of the occurrence of any Liquidation Event, the total proceeds from such Liquidation Event (whether in cash, or consideration other than cash to the extent such consideration other than cash has been approved by the Investors' Consent) ("Distributable Proceeds"), shall be distributed in the manner set out in this Article 14.

14.2 In priority to all other Shareholders, the Investors shall, on a *pari passu* basis, be entitled to an amount equal to the higher of the following: (i) consideration paid by the Investors towards the purchase of their respective Investor Shares plus any accrued, accumulated or declared but unpaid dividends on such Investor Shares; and (ii) an amount which is proportionate to the Investors' respective shareholding percentage in the Company (computed on a Fully Diluted Basis) (such amount being the "Liquidation Amount").

14.3 It is agreed that if Distributable Proceeds are less than the Liquidation Amount ("Shortfall") payable to all the Investors in accordance with this Article 14, then notwithstanding anything contained in Article 14.2 above, in preference to the holders of all other Securities of the Company, the Investors shall be entitled to have all of the Distributable Proceeds distributed to them in proportion to their shareholding in the Company (computed on a Fully Diluted Basis) in order for the Investors to realize the Liquidation Amount. For the avoidance of doubt, it is clarified that the Promoter Group Parties and other Shareholders shall not be entitled to receive any Distributable Proceeds in the event of a Shortfall. If the Distributable Proceeds are higher than the Liquidation Amount, then the balance amount after distributing the Liquidation Amount to the Investors, shall be distributed among the Shareholders (other than the Investors) of the Company in ratio of their inter-se Shareholding.

14.4 In respect of the Investors' right to receive payments under this Article 14, each of the other Shareholders expressly waive any right that they may have under applicable Law, whether preferential, pari passu or otherwise. The Company and/or the Promoter Group Parties shall not undertake any Liquidation Event unless the terms of this Article 14 have been complied with in full.

14.5 It is agreed and acknowledged that for any Liquidation Event where the Distributable Proceeds are not solely received by the Company and received directly or indirectly by one or more Shareholders, the Promoter Group Parties and the Company shall do all such acts/take all such necessary actions including holding in trust such Distributable Proceeds received by them from such Liquidation Event, on behalf of and for the benefit of the Investors, as may be required to give effect to this Article 14.

14.6 Each of the Promoter Group Parties and the Company agree and undertake that it shall honour the Investors' rights provided under this Article 14, in distributing the Distributable Proceeds out of a Liquidation Event in any manner legally permissible including, exercising their rights, so as to ensure that the intent of this Article 14 is achieved.

14.7 Notwithstanding anything else contained herein, the Promoter Group Parties and the Company agree, acknowledge and undertake that (i) the rights and entitlements of the Investors as set out in this Article 14 shall stand in preference and be given priority over any other rights and entitlements given to any other Shareholders; and (ii) the rights and entitlements of the Investors as set out in this Article 14 shall also apply in the event (and notwithstanding) that CCPS and/or the Series A CCPS may have been converted into Equity Shares.

14.8 The parties to the Amended and Restated Shareholders' Agreement shall, on or prior to the approval of the Liquidation Event in accordance with Article 6 (if applicable), agree, in good faith, to the manner in which the Securities will be Transferred, bought back or otherwise extinguished in lieu of payment of the Liquidation Amount, if necessary.

15. EXIT RIGHTS

15.1 The Company and the Promoter Group Parties shall make best efforts to provide an exit to the Investors ("Exit"), through an IPO (in accordance with this Article 15.1 and Article 15.3), on or prior to the Cut-Off Date on terms and conditions acceptable to the Investors, at or, above the QIPO Valuation. It is hereby clarified that the inability of the Company and the Promoter Group Parties to provide Exit at QIPO Valuation shall not be deemed to breach of these Articles, in any manner whatsoever.

15.2 If the Company and the Promoter Group Parties do not complete an IPO (as specified in Article 15.1 above), by the Cut-Off Date, then the Investors (jointly or severally), shall be entitled to require the Company and the Promoter Group Parties to provide such Investors with an Exit in the manner set out below (each exit option being hereinafter referred to as an "Exit Transaction"):

15.2.1 With effect from the Cut-Off Date and till the expiry of 15 (Fifteen) months from the Cut-Off Date, the Investors (jointly or severally) shall have the right to require the Company and the Promoter Group Parties to undertake an IPO in accordance with Article 15.3 below;

15.2.2 Without prejudice to the above, with effect from the Cut-Off Date and till the expiry of 15 (Fifteen) months from the Cut-Off Date, the Investors (jointly or severally) shall have the right to also require the Company and the Promoter Group Parties to cause a Third Party Sale in accordance with Article 15.4;

15.2.3 If an Investor has not Exited the Company at the expiry of 15 (Fifteen) months from the Cut-Off Date pursuant to the Exit Transaction set out in Article 15.2.1 or 15.2.2 above, then such Investor(s) shall have the right to require the Company and/or the Promoter Group Parties to buyback the Investor Shares held by such Investors or exercise the Put Option, in accordance with Article 15.5 below;

15.2.4 If upon the expiry of 27 (Twenty Seven) months from the Cut-Off Date, an Investor has not Exited the Company, then such Investor(s) (the Existing Investors on the one hand and the New Investor on the other hand acting severally) shall be entitled to exercise the Drag Along Right in accordance with Article 15.6 below.

15.2.5 It is clarified that, for a period of 15 (Fifteen) months after the expiry of the Cut-off Date, the Investors may exercise the Exit Transaction listed in Article 15.2.1 (IPO) and 15.2.2 (Third Party Sale) simultaneously. After the expiry of 15 (Fifteen) months from the Cut-Off Date, the parties to the Amended and Restated Shareholders' Agreement shall discuss in good faith, if IPO and Third Party Sale should be evaluated as potential Exit Transactions. It is hereby further clarified that if an Investor has initiated an Exit Transaction under Article 15.5 below, as per the timelines set out under this Article 15, then notwithstanding any timelines stated under this Article 15, the said Exit Transaction shall be implemented until consummation, provided however subject to Article 15.2.4, the Investors shall have the right to drag the Promoter Group Parties upon expiry of 120 (One Hundred Twenty) days from the date of Put Option Notice.

15.2.6 The co-operation provisions under Article 12.5 of these Articles shall apply *mutatis mutandis* to any Exit Transaction under this Article 15 (including where such Exit is pursuant to an Event of Default).

15.3 IPO

15.3.1 All terms and conditions of the IPO including the size of the issue, price of the Securities and related matters shall be determined by the Company with Investors' Consent. It is clarified that an IPO shall be deemed to be completed only upon the actual listing and trading of the Equity Shares on recognized stock exchanges.

15.3.2 The Company shall take all such steps to do all such reasonable acts, deeds, matters and things as may be required, and each Party shall extend all cooperation to each other, and other Persons as may be reasonably required for the purpose of expeditiously making and completing any IPO. The Company shall ensure that the IPO complies with all applicable Law including listing requirements of the Recognised Stock Exchanges

15.3.3 Without prejudice to the generality of the foregoing, the IPO shall satisfy each of the following conditions:

(i) The IPO shall be managed by a reputable merchant banker approved with Investors' Consent;

(ii) In any such IPO, subject to Article 15.3.3(iii) below and subject to applicable Law, the Company and the Promoter Group Parties shall ensure that each Investor (along with its respective Affiliates) shall be entitled to (but not obliged to) tender 100% (One Hundred Percent) of the Securities held by such Investor (along with its respective Affiliates), in the IPO (subject to the maximum of the overall size of the IPO, as may be advised by the merchant banker (appointed as per Article 15.3.3.(i)), ahead of all other Shareholders, on a pro rata basis, based on their respective shareholding in the Company. Provided that in the event of a shortfall, the Promoter Group Parties shall be bound to tender the residual number of Equity Shares required to meet the minimum listing criteria as well as to make the IPO a commercial success as may be advised by the merchant banker (appointed as per Article 15.3.3.(i)) and subject to applicable Law;

(iii) Provided that if, as per the advice of the merchant banker (appointed as per Article 15.3.3(i)), the IPO is required to compulsorily comprise of an offer of a certain number of Equity Shares in an offer for sale; <u>and</u>

(a) (I) if, the IPO is being undertaken at a pre-money equity valuation of the Company which is less than 2 (two) times the New Investor Post Money Equity Valuation, then all the Investors may (and shall not be obligated to) tender their Securities towards such offer for sale in proportion to their respective *inter-se* shareholding percentage in the Company, and the Promoter Group Parties shall be bound to tender the residual Equity Shares.

(II) It is hereby agreed that if the New Investor does not tender its pro-rata Securities in the offer for sale, then the Existing Investors shall be under an obligation to tender such number of their Securities which all the Investors would have otherwise tendered in the offer for sale in proportion to their respective inter-se shareholding percentage in the Company as per Article 15.3.3(iii)(a)(I) and the Promoter Group Parties shall be bound to tender the residual Equity Shares;

(b) If, the IPO is being undertaken at a pre-money equity valuation of the Company which is greater than or equal to 2 (two) times the New Investor Post Money Equity Valuation, then all the Investors shall be under an obligation to tender their Securities towards such offer for sale in proportion to their respective inter-se shareholding percentage in the Company, and the Promoter Group Parties shall be bound to tender the residual Equity Shares.

In order to meet the applicable minimum listing criteria for the purposes of the IPO, the Company and the Promoter Group Parties shall ensure that the requisite number of Equity Shares if not available with the Promoter Group Parties to tender, are made available to the public by way of issuance of new Equity Shares.

(iv) All costs in relation to the IPO will be borne by the Company and the selling shareholders participating in the offer for sale component of the IPO in accordance with the offer agreement to be executed in relation to the IPO.

15.3.4 The Company and the Promoter Group Parties agree and undertake that, under applicable Law, (a) they shall do all such acts and things as may be necessary to ensure that the Investors are not treated or named as a "founder" or "promoter" or part of the "promoter group" or "controlling shareholder" in connection with the Group Companies including in any prospectus, offering document, underwriting or other agreements, Memorandum, public announcement and/or other document or agreement and the Investors shall have the right to review, approve and seek appropriate amendments to all documents or public disclosures related to the IPO to ensure compliance with the provisions of this Article 15.3.4; and (b) the Investor Shares held by the Investors shall not be subject to any restrictions on Transfer as applicable to the Promoter Group Parties' shareholding under any applicable Law. If any Securities are to be made subject to any lock-in in connection with any IPO, then the Promoter Group Parties shall first offer their Securities towards such lock-in. The Company shall cause the Promoter Group Parties to enter into a separate market stand-off agreement, if required at the relevant time. The Company and the Promoter Group Parties hereby agree that, to the extent permitted by applicable Law, the Investors shall not, in connection with the IPO, or upon listing of the Equity Shares held by the Investors pursuant to the IPO, be required to give any representations, warranties or indemnities to any underwriter, broker, Recognized Stock Exchanges or any other Person other than in relation to clear title to their respective Equity Shares if the Investors are participating in any offer for sale, and other than as agreed to in the offer agreement to be executed in relation to the IPO amongst the Company, the persons participating in the offer for sale component of the IPO and the merchant banker(s); Provided however that the Investor Shares shall be subject to the lock-in requirements in accordance with the applicable Law, including the SEBI ICDR Regulations.

15.3.5 In the event of the Company undertaking an IPO, the Investors/Promoter Group Parties shall, if required by merchant banker under applicable Law, enter into an agreement for dilution of their rights in these Articles for the purposes of listing of the Securities in accordance with these Articles.

15.4 Third Party Sale

15.4.1 The Company and Promoter Group Parties shall cause sale of Investor Shares to one or more financial investors ("Third Party Sale"), on such terms including valuation, as are acceptable to the Investors.

15.4.2 The Company and the Promoter Group Parties shall be required to initiate the Third Party Sale immediately upon the receipt of a notice from the Existing Investors and/or the New Investor. For the avoidance of doubt, it is clarified that a Third Party Sale shall be deemed to occur in respect of the Investors only when the Investors have been provided an Exit in relation to all (and not less than all) of their respective Investor Shares in the Company on such terms and conditions as are acceptable to the Investors and such Exit has been evidenced by a successful completion of the Transfer of all (and not less than all) the Investor Shares held by the Investors in favour of the financial investors.

15.4.3 In the event of a Third Party Sale, the Company and the Promoter Group Parties shall appoint financial or technical advisors, bankers, lawyers, and accountants and/or other intermediaries as acceptable to the Investors, to facilitate such Third Party Sale.

15.4.4 Notwithstanding anything contrary contained herein but subject to Article 12.4 above, an Investor shall at all times have the right to sell any or all the Investor Shares held by it to a buyer identified on its own, or at its option, to a buyer identified during the process specified under Article 12 (*Transfer by the Investor*) in accordance with such terms and conditions as may be agreed between the relevant Investor and such buyer (including the valuation).

15.5 Buyback by the Company or Put Option on the Promoter Group Parties

The Existing Investors on the one hand and the New Investor on the other hand, shall, jointly or severally, have one or both of the following rights under Article 15.5.1 and Article 15.5.2, at their sole respective option.

15.5.1 Buyback by the Company

(i) The Company shall and the Promoter Group Parties shall cause the Company, to buyback/purchase, some, or all of the Investor Shares ("Buyback Shares") (in the manner prescribed by applicable Law), upon the Investor(s) issuing a written notice to the Company and the Promoter Group Parties ("Buyback Request Notice"), stipulating the same.

(ii) The Investor delivering the Buyback Request Notice to the Company and the Promoter Group Parties, shall simultaneously deliver a copy of such notice to the other Investors. Each of the Investors shall be entitled to deliver a Buyback Request Notice more than once at its sole discretion. The Company shall initiate the buyback process no later than 30 (Thirty) days of receipt of a Buyback Request Notice from any of the Investors. If within 15 (Fifteen) days of receipt of a Buyback Request Notice by the Company and the Promoter Group Parties from any of the Investors, the Company and the Promoter Group Parties receive another Buyback Request Notice from any other Investor, the Company shall be required to effect the buyback of the Investor Shares indicated in all such Buyback Request Notices simultaneously.

(iii) Upon a receipt of the Buyback Request Notice(s) issued to the Company, the Company shall, subject to applicable Laws, issue a notice of buyback for buyback of all the Buyback Shares, to the Investors ("Buyback Notice"). The Buyback Notice shall stipulate the time period within which the Buyback must be completed (which time period must be acceptable to the Investor(s)). The Investor(s) that have issued a Buyback Request Notice shall have the right to participate in such Buyback up to the extent of all and not less than all their respective Investor Shares. In order to enable the Buyback by the Company, the Shareholders other than such Investors shall waive their respective right to participate in the Buyback process initiated by the Company.

(iv) The price at which each Buyback Share shall be bought back shall be the Fair Market Value of the Securities plus any accrued, accumulated or declared but unpaid dividends until the date of issuance of the Buyback Notice and acceptable to the Investors.

(v) In no event shall the number of Buyback Shares to be bought back under this Article 15.5 be less than the lower of (i) the maximum number of Securities that the Company is eligible to buy back in accordance with applicable Law; and (ii) all the Buyback Shares.

(vi) It is clarified that the Investors, whether or not they have participated in the Buyback shall also be entitled to exercise their rights in accordance with Article 15.6 (*Drag Along Right*), in accordance with the provisions thereof and such non-participation in the Buyback shall not, in any manner, prejudice or affect the rights and entitlements of the Investors.

(vii) The Company and the Promoter Group Parties agree and acknowledge that they shall co-operate with each other and take necessary steps to cause the Company to buy back the Investor Shares held by the Investors as specified in the Buyback Notice within 120 (One Hundred and Twenty) days of delivery of the Notice for Buyback in compliance with applicable Law. Such Buyback can be exercised through one or more buyback offers in accordance with applicable Law.

(viii) The Investors that have issued the Buyback Request Notice shall be entitled to sell their Investor Shares in a Buyback, in priority over any other Shareholders. The Promoter Group Parties and all other Shareholders (including the other Investors) hereby irrevocably and unconditionally waive any and all rights that they have in respect of offering their Securities in such Buyback until the Investor Shares held by the Investors are bought back in full.

(ix) Upon issue of the Buyback Notice, the Company and the Promoter Group Parties agree and undertake that, subject to applicable Law, they shall, without any recourse to the Investors, take all steps necessary to allow the Company to satisfy the requirements under this Article 15.5.1, including obtaining all necessary Approvals or Consents (statutory or otherwise), undertaking the Buyback in one or more tranches, maintaining sufficient reserves and cash flows, and otherwise extending all such cooperation as may be required to facilitate the Exit of the Investors. It is agreed that any and all costs in relation to the Buyback, including legal fees, accounting fees, investment/merchant banker expenses, etc., shall be borne solely by the Company.

15.5.2 Put Option of the Investors

(i) The Promoter Group Parties shall acquire up to all the Investor Shares ("Put Option") at a price equal to Fair Market Value plus any accrued, accumulated or declared but unpaid dividends until the date of issuance of the Put Option Notice ("Put Price"), in the manner provided in this Article 15.5.2.

(ii) The Existing Investors on the one hand and the New Investor on the other hand, may, jointly or severally, exercise their rights in respect of the Put Option by a written notice to the Promoter Group Parties (represented by Promoter Representative) ("Put Option Notice"), stating that they wish to exercise their right under this Article 15.5, specifying the (i) the number of Investor Shares to be sold to Promoter Group Parties, and (ii) the Put Price. Prior to the expiry of 30 (Thirty) days from the Put Option Notice issued by an Investor, the Promoter Group Parties will send across a written notice (the "Put Response Notice") to the relevant Investor(s) notifying their acceptance of the Put Option Notice and specifying the date on which the Put Option will be completed, being a date no later than 90 (Ninety) days after the date of the Put Response Notice for payment of the Put Price ("Put Option Date"); and the place or places where certificates for the Investor Shares are to be transferred for payment of the Put Price.

(iii) The Investors shall, after the receipt of the Put Response Notice to elect in writing (the "Put Acceptance Notice"), require the Promoter Group Parties to purchase the Investor Shares held by the Investors on or prior to the Put Option Date. Upon receipt of the Put Acceptance Notice, the Promoter Group Parties will prior to the Put Option Date, deposit the Put Price in respect of the relevant Investor Shares to be bought by the Promoter Group Parties on the Put Option Date to a bank account designated by the relevant Investors as per the requirements of the Act.

(iv) The parties to the Amended and Restated Shareholders' Agreement shall take all necessary steps, including passing of all necessary resolutions, to effectuate the Put Option.

(v) The Promoter Group Parties shall have the right to undertake the Put Option in the manner set out in this Article 15.5.2, through acquisition financing, inter alia, raised by way of pledge of / Encumbrance on the Securities held by the Promoter Group Parties and the Securities proposed to be acquired by the Promoter Group Parties, under this Article 15.5.2, without the Investors' Consent and upon the Investors receiving the Put Price, provided that, the proceeds raised pursuant to such acquisition financing under this Article 15.5.2, shall be utilized by the Promoter Group Parties solely for the purposes of acquiring Securities from the Investors, in the manner specified herein.

15.5.3 It is clarified that the Company and the Promoter Group Parties shall be obligated to do all such acts and deeds as may be necessary to provide a complete Exit to the Investors, including providing all necessary and relevant information, obtaining all necessary Consents and Approvals, if any, and ensuring compliance with applicable Law, in a timely manner, and provide all assistance to the Investors to cause the consummation of the transactions specified in this Article 15. The Investors agree that they shall vote their Securities and provide such reasonable information that is required to consummate the transactions contemplated under this Article 15, including obtaining any Investor specific Approvals, if applicable.

15.6 Drag Along Right

15.6.1 In addition and without prejudice to, any other rights that the Investors may have under these Articles and under applicable Law, if the Company and the Promoter Group Parties fail to provide an Exit to the Investors, in accordance with the foregoing provisions of this Article 15, then such Investor (where the Existing Investors shall act jointly) ("Dragging Investor") shall have the right (but not the obligation) to cause the Transfer of any or all of the Securities ("Dragged Shares") held by the other Shareholders (other than those held by the other Investor(s)) ("Dragged Shareholders"), along with the transfer of the Investor Shares held by the Investor exercising the rights contained herein or any part thereof ("Drag Sale"), to any purchaser or a group of purchasers identified by it (including a Competitor) ("Drag Purchaser"). If a Dragging Investor proposes to exercise its rights above relating to a Drag Sale ("Drag Along Right"), then the Dragging Investor shall give a written notice of the same ("Drag Notice") to all the other Shareholders and the Company. In such case, the other Investor(s) ("Exit Tagging Investor") shall have the right (but not the obligation) ("Exit Tag Right") to Transfer all of the Exit Tag Shares (as defined below), on the same terms and conditions specified in the Drag Notice, together with the Securities held by the Dragging Investor, and the Dragged Shareholders (as applicable).

15.6.2 It is clarified that the Dragged Shareholders and the Exit Tagging Investor, shall sell their respective Securities to the Drag Purchaser on the same terms and conditions as those offered to the Dragging Investor. "Exit Tag Shares" with respect to each Exit Tagging Investor shall mean, all or a part of the Investor Shares held by such Exit Tagging Investor, as may be determined by such Exit Tagging Investor at its sole discretion. Notwithstanding anything stated under this Article 15.6, if the Drag Sale is in favour of a Competitor, the Dragging Investor shall procure that, the Dragged Shares shall be equal to: (i) such number of Securities that shall not result in the Shareholding of the Promoter Group Parties cumulatively falling below 51% (fifty one percent) of the Share Capital; or (ii) all the Securities held by the Promoter Group Parties. The manner in which the procurement obligation is complied with between sub-paragraphs (i) and (ii) in the immediately preceding sentence shall be determined by the Dragging Investor.

15.6.3 The Drag Notice shall specify the: (a) name of the Drag Purchaser; (b) consideration payable per Dragged Share; (c) number of Dragged Shares to be sold by the relevant Dragged Shareholder; and (d) summary of the material terms on which the Drag Purchaser is willing to purchase the Dragged Shares. Upon receipt of a Drag Notice, in the event that an Exit Tagging Investor elects to exercise its Exit Tag Right, it shall deliver a written notice ("Exit Tag Acceptance Notice") of such election to the Dragging Investor within 15 (Fifteen) days from the receipt of the Drag Notice ("Exit Tag Acceptance Period"), and upon giving such Exit Tag Acceptance Notice, the Exit Tagging Investor shall be deemed to have exercised its Exit Tag Right. In such case, the Dragging Investor shall ensure that the Drag Purchaser purchases from the Exit Tagging Investor, all of the Exit Tag Shares as part of the Drag Sale.

15.6.4 A Drag Notice shall be revocable by the Dragging Investor by a written notice to all the Shareholders and the Company at any time before the closing of the Drag Sale of the Dragged Shares and the Exit Tag Shares, and any such revocation shall not prohibit the exercise of a Drag Along Right at any time in future. In case of revocation of a Drag Notice, the Exit Tagging Investor shall cease to have an Exit Tag Right with respect to such Drag Sale (without prejudice to its rights exercisable in the event of a future exercise of a Drag Along right by a Dragging Investor).

15.6.5 Upon receipt of a Drag Notice, the Company, the Promoter Group Parties and the Exit Tagging Investor shall do all acts, deeds, and things necessary in a timely manner and in any event within such time periods as may be specified in the Drag Notice, in order to successfully complete a Drag Sale. In an event a Drag Sale is being exercised in the manner set out in these Articles, the obligations of the Company and the Promoter Group Parties under this Article 15.6 shall include, without limitation, voting in favour of or procuring the approval of the Board (and any relevant committee thereof) for the Drag Sale and expressly waiving any dissenter's rights or rights of appraisal or similar rights. The Company, the Promoter Group Parties, and as applicable, the other Shareholders, shall also ensure, delivery of share certificates, and execution and delivery of share transfer forms (in relation to the Dragged Shares and the Exit Tag Shares, as applicable).

15.6.6 The closing of any purchase of the Dragged Shares and the Exit Tag Shares (if applicable) shall take place simultaneously with the closing of the purchase of the Investor Shares held by the Dragging Investor(s). At such closing, the Dragged Shareholders and the Exit Tagging Investor shall do all such acts or things as may be required to Transfer the Dragged Shares and the Exit Tag Shares to a securities account designated by the Drag Purchaser. The Dragged Shareholders and the Exit Tagging Investor shall ensure that their respective Securities to be sold to the Drag Purchaser are free and clear of any Encumbrance. At such closing, all of the parties to the transaction shall execute such additional documents as may be necessary or appropriate to give effect to the sale of the Securities to the Drag Purchaser.

15.6.7 If a Dragged Shareholder fails, refuses or is otherwise unable to comply with its obligations under this Article 15.6, then the Company shall have the authority and be obliged to designate a Person to execute and perform the necessary sale on such Dragged Shareholder's behalf. The Company may receive and hold the purchase consideration in trust for such Dragged Shareholder and cause the Drag Purchaser to be registered as the holder of the Dragged Shares being sold by the relevant Dragged Shareholder. The receipt by the Company of the purchase consideration shall be a good discharge to the Drag Purchaser (who shall not be bound to see to the application of this amount).

15.6.8 Notwithstanding anything to the contrary contained in these Articles, it is agreed and clarified that any breach by the Dragged Shareholders and/or the Company of their obligations under this Article 15.6 shall not relieve the Company and/or the Dragged Shareholders of any of their obligations under this Article 15.6 and it is hereby agreed and clarified that the Investors shall continue to be entitled to exercise its rights under this Article 15, until a complete Exit is provided to the Investors.

15.6.9 It is hereby further clarified that upon exercise of the Drag Along Right, if any Investor Shares (convertible into Equity Shares) issued by the Company to the Investors have not been converted into Equity Shares as on the date of the Drag Notice set out above, then, the Investor, may (at its option) require the Company, and the Company shall, forthwith and in any event within 15 (Fifteen) Business Days from receipt of such request, undertake such steps as are necessary for converting such Investor Shares held by the Investors into Equity Shares in accordance with the provisions of these Articles.

15.6.10 If any Drag Purchaser refuses to purchase the Exit Tag Shares along with the Dragged Shares, then the Exit Tagging Investor shall be entitled to sell the entirety of the Exit Tag Shares, and the number of Securities to be sold by the Dragged Shareholders shall accordingly be reduced.

15.6.11 Notwithstanding anything to the contrary, the restrictions on Transfer of Securities set out in Articles 12 (*Transfer of Securities by the Investor*) and 13 (*Transfer of Securities by the Promoter Group Parties*) above shall not apply to any Transfer of Securities to a Third Party Purchaser in accordance with this Article 15.6.

16. EVENT OF DEFAULT

16.1 Each of the following events is hereinafter referred to as "Event of Default":

16.1.1 If the Group Companies or the Promoter Group Parties are in breach of provisions of the Articles 4.2 (*Appointment of Investor Director or Observer*), 6 (*Affirmative Vote Matters*), 13 (*Transfer Of Securities By Promoter Group Parties*), 14 (*Liquidation Preference*) and Clause 8 of the Amended and Restated Shareholders' Agreement and such breach or failure is either: (a) not capable of being remedied to the satisfaction of the Investors; or (b) is not remedied by the Company or the Promoter Group Parties to the satisfaction of the Investors, within 30 (thirty) days of the date of a notice issued by any of the Investors to the Company or the Promoter Group Parties requiring them to remedy that breach or failure (as the case may be) ("Cure Period").

16.1.2 If the Promoter Group Parties are found to have committed an act of fraud in relation to the Business of the Group Companies upon conviction by a court of competent jurisdiction.

16.1.3 If a petition of insolvency, liquidation or winding up is admitted by the adjudicating authority against the Group Companies or the Promoter Group Parties or if the Group Companies or the Promoter Group Parties are declared bankrupt or insolvent or an acknowledgement is provided by the Company or the Promoter Group Parties of its / their inability to pay off debts (other than debts owed to trade creditors) as defined under the Insolvency and Bankruptcy Code, 2016.

16.2 In the event that either the Group Companies or any of the Promoter Group Parties commit an Event of Default, which is not cured within the Cure Period, then, in addition and without prejudice to the rights available with the Investors under applicable Law, equity or otherwise, the following shall apply upon either the Existing Investors (acting jointly) or the New Investor electing to apply the same by way of an Event of Default notice:

16.2.1 all obligations of the relevant Investor that has issued a notice of Event of Default, and all restrictions imposed on such Investor(s) under the Transaction Documents, except for their obligations under Clause 22 (*Confidentiality*) of Amended and Restated Shareholders' Agreement, shall automatically lapse without requirement of any further act, deed, or thing. Without prejudice to the generality of the foregoing, this will include any obligation to comply with any of the Transfer restrictions under any Transaction Documents;

16.2.2 all restrictions on the Promoter Group Parties and the Company and all rights available to the Investors against the Promoter Group Parties and the Company under the Transaction Documents shall continue in full force and effect in accordance with the provisions of the Transaction Documents;

16.2.3 the right to appoint any Directors on the Board by the Promoter Group Parties shall fall away and cease to exist;

16.2.4 the Investor(s) that have issued the notice of Event of Default shall be entitled to direct the Company to terminate the defaulting Promoter Group Party's employment; and

16.2.5 the Investors shall have the right to immediately exercise any of their rights, unanimously, (solely or in combination) under Article 15 (*Exit Rights*), without reference to any time limits stated therein.

16.3 Consequences of an Event of Default

16.3.1 In the event of an Event of a Default (which has not been cured in accordance with Article 16.1), in addition to any other rights available to the Investors under these Articles, the Existing Investors on the one hand and the New Investor on the other hand shall jointly or severally at their respective option, by a notice delivered to the Company and the Promoter Group Parties, have the right but not the obligation to consummate / require the Company and the Promoter Group Parties to consummate a sale of Securities held by such Investors pursuant to the Exit Transactions ("Accelerated Sale"). Till such Accelerated Sale is provided, the Investors have a right to have injunctive relief and restraining order to ensure discontinuation of the Event of Default.

16.3.2 If the Existing Investors (acting jointly) and/or the New Investor exercise the Accelerated Sale right in the manner specified in Article 16.3.1 above, the Promoter Group Parties agree and undertake that they shall Transfer up to all the Securities held by such Investor(s) to a Third Party Purchaser and shall undertake all necessary actions and omissions, including voting rights to enable the Accelerated Sale, as required by the relevant Investor(s). It is agreed that the proceeds of the Accelerated Sale shall be distributed in the manner the Distributable Proceeds are to be distributed as per Article 14 (*Liquidation Preference*). It is further agreed that the mechanics of the Accelerated Sale, shall be as decided by the relevant Investors exercising the Accelerated Sale right.

16.3.3 In the event the Company and the Promoter Group Parties are unable to give effect to the rights exercised by an Investor, under Article 16.3 within a period of 90 (Ninety) days from the occurrence of the Event of Default, such Investor(s) shall, jointly or severally, at their sole discretion, have the right to cause a change in management of the Company, in any manner they deem fit.

17. GOVERNING LAW

These Articles shall, in all respects, be governed and interpreted by, and construed in accordance with the laws of India and subject to Article 18 below, the courts in New Delhi shall have exclusive jurisdiction, without giving effect to conflict of law principles ("**Governing Law**").

18. DISPUTE RESOLUTION

18.1 Any and all disputes, differences, claims, or controversies between or among the Company and the Shareholders (collectively the "Parties"), arising out of, relating to, or in connection with, these Articles including any question regarding its existence, validity or termination thereof (hereinafter referred to as a "Dispute"), a Party may give the other Parties notice that a Dispute has arisen (a "Dispute Notice") and the Parties shall negotiate to amicably resolve the Dispute within 30 (Thirty) days of service of the Dispute Notice (or such longer period as the Parties may mutually agree) (the "Resolution Period").

18.2 If the Dispute is not resolved within the Resolution Period, the Dispute shall be referred to arbitration. The arbitration shall be conducted and finally settled in accordance with the rules of the Singapore International Arbitration Centre ("SIAC") (which rules shall hereinafter be referred to as the "SIAC Rules") in effect at the time of the arbitration, provisions whereof shall be deemed to have been incorporated under this Article 18.2 by reference. Each Party to the Dispute shall co-operate in good faith to expedite, to the maximum extent practicable, the conduct of any arbitral proceedings commenced under these Articles.

18.3 Subject only to Article 18.4, the seat, or legal place, of the arbitration, and the venue of the arbitration shall at all times be Singapore.

18.4 Notwithstanding anything contained in Article 18.3, if both the Existing Investors on the one hand and the New Investor on the other hand, are both parties to a Dispute or one of the disputing Parties are the Existing Investors, then the venue of arbitration in such case shall be New Delhi, with the seat or legal place of arbitration continuing to remain Singapore.

18.5 The language to be used in the arbitral proceedings, including language of any documents used in those proceedings, will be English.

18.6 The arbitration tribunal shall consist of 3 (Three) arbitrators out of which each Party to the Dispute shall appoint 1 (One) arbitrator each, and the third arbitrator shall be appointed jointly by the 2 (Two) arbitrators so appointed, who shall act as the chairman or presiding arbitrator of the arbitral tribunal. In the event of failure of the 2 (Two) arbitrators appointed by the Parties to the Dispute, to mutually consent on the name of the third arbitrator, the third arbitrator shall be appointed by SIAC in accordance with the SIAC Rules. If either Party to the Dispute fails to nominate an arbitrator within 30 (Thirty) days of receiving a written notice of the nomination of an arbitrator by the other Party, SIAC shall appoint an arbitrator for and on behalf of such Party in accordance with the SIAC Rules.

18.7 The law governing these Articles shall be the Governing Law. The arbitrators shall state the reasons for their decisions in writing.

18.8 The arbitration award rendered by the arbitration tribunal will be final and binding on the Parties and none of the Parties shall be entitled to commence or maintain any action in a court of law upon any matter in Dispute arising from or in relation to these Articles, except for the enforcement of an arbitral award granted pursuant to this Article 18.8 or to the extent permitted under Law. The costs and expenses of arbitration, including, without limitation, the fees of the arbitration, shall be borne as may be determined by the arbitrator (at its discretion).

18.9 The arbitration tribunal appointed in accordance with Article 18.6 above may consolidate the arbitration proceeding with any other arbitration proceeding arising out of or in connection with these Articles, if it is determined that: (i) there are issues of fact or Law common to the proceedings such that a consolidated proceeding would be more efficient than multiple separate proceedings; and (ii) no Party would be prejudiced as a result of such consolidation through undue delay or otherwise.

18.10 Notwithstanding the foregoing, either party to the arbitration shall be entitled to apply, pending arbitration to any court of competent jurisdiction for injunctive relief/protective order, to restrain any actual or threatened conduct in relation to these Articles or the subject matter of the Dispute.

18.11 Notwithstanding the existence of any Dispute or commencement of any arbitration proceedings in accordance with the provisions of this Article 18, the rights and obligations of the Parties under these Articles shall remain in full force and effect pending the award in such arbitration proceeding, which award, if appropriate, shall determine whether and when any termination shall become effective. The Parties shall continue to perform their respective obligations under these Articles to the extent reasonably possible and such proceedings shall be conducted so as to cause minimum inconvenience to the performance by the Parties of such obligations.

18.12 No Party or Person involved in any way in the initiation, coordination, or operation of the arbitration of any Dispute may disclose the existence, content or results of the Dispute or any arbitration conducted under these Articles in relation to that Dispute, in each case subject to those disclosures permitted by Clause 22

(*Confidentiality*) of the Amended and Restated Shareholders' Agreement.

19. FALL AWAY OF RIGHTS

Subject to Clause 26.5 of the Amended and Restated Shareholders' Agreement, the obligations of an Investor under these Articles (other than the obligation to procure a Transferee to execute a Deed of Adherence upon Transfer of Securities by such Investor and obligations set out under Article 12.4 (*Promoter Group Parties' Right of First Offer*), Clause 17 (*Representations and Warranties*), Clauses 19.3 and 19.4 (*Termination Post-Closing*), Clause 20 (*Survival*), Clause 22 (*Confidentiality*) and Clause 26.15 (*Further Assurances*) of the Amended and Restated Shareholders' Agreement) and the rights of the Investors under Article 4 (*the Company Board*), Article 5 (*Shareholders' Meetings*), Article 6 (*Affirmative Voting Rights*), Articles 7.1 and 7.3 (*Access and Information Rights to the extent stated therein*), Article 10 (*Pre-emption Rights*), Article 12.2 (*Transfer to Competitors*), Article 13 (*Transfer of Securities by Promoters*) (other than Article 13.4 (*Tag Along Right*)), Article 15 (*Exit Rights)* and Article 16 (*Event of Default*) of these Articles shall cease to apply with respect to:

(i) the Existing Investors, if the shareholding of the Existing Investors and their respective Affiliates cumulatively reduces below 5% (Five percent) of the Share Capital ("**Fallaway Threshold**"), only pursuant to any sale of the Investor Shares held by the Existing Investors (or their respective Affiliates) in the manner provided in these Articles; and

(ii) the New Investor, if the shareholding of the New Investor and its Affiliates cumulatively reduces below the Fallaway Threshold, only pursuant to any sale of the Investor Shares held by the New Investor (or its Affiliates) in the manner provided in these Articles.

Provided however, upon the Existing Investors or the New Investor, as the case may be, falling below the Fallaway Threshold, such Investor shall have a right to participate (and not a right to trigger) in an initial public offer, third party sale or a buy-back being provided by the Company.

20. COMPLETION OF SALE AND PURCHASE OF SECURITIES

20.1 Any Transfer or attempt to Transfer any Securities in contravention of the provisions of these Articles, shall be null and void, and the Company and the Board shall not approve or register any such Transfer or acknowledge the same in any manner.

20.2 At completion of Transfer of Securities in accordance with the terms of these Articles, the buyer (unless already a Shareholder) shall execute and deliver to the Company and the Investor, a Deed of Adherence under which it covenants to observe and be bound by the terms of these Articles and the Amended and Restated Shareholders' Agreement.

21. ASSIGNMENT

The provisions of Clause 26.5 of the Amended and Restated Shareholders' Agreement are deemed to be incorporated herein by reference and any reference therein to "this Agreement" shall mean a reference to these Articles.

22. INVESTORS NOT TO BE CONSIDERED A "PROMOTER"

It is agreed that the Investors are mere financial investors in the Company and are not responsible for the day-to-day affairs of the Company. Subject to the provisions of applicable Law, the Company shall make best endeavours and take all reasonable actions to ensure that the Investors shall not be considered/classified to be a "promoter" of the Company or any person acting in concert of the "promoter" of the Company for any reason whatsoever and any Securities acquired by the Investors are not subject to any restriction (including that of lock-in or other restriction) which are applicable to promoters under any applicable Law. Subject to applicable Law, the Company undertakes that it shall not name any of the Investors as a promoter in any prospectus or other document relating to the issuance or listing of Securities.

23. COMPLIANCE WITH ANTI-CORRUPTION LAWS

Each Party shall, and shall cause: (a) all directors or officers, employees, and authorised agents of such Party, and (b) any other Persons acting for or on behalf of such Party at the direction of such Party, to:

(i) comply with all Anti-Corruption Laws; and

(ii) refrain from taking any action that would result in a violation of any Anti-Corruption Laws by the Party and all directors, officers, employees and authorized agents of such Party and any other persons acting for or on behalf of such Party at the direction of such Party.

PART C

OVERRIDING ARTICLES

A. Notwithstanding anything to the contrary contained in Table F of the Companies Act, 2013 and Part A and Part B of these Articles, the provisions contained in Part C of these Articles shall also apply to the Company and its Shareholders and in the event of any inconsistency or contradiction between the provisions of, (i) Part B and/or Part C of these Articles and Table F/Part A of the Companies Act, 2013, unless specified to the contrary in Part C of these Articles, Part B shall override and prevail; and (ii) Part B and Part C of these Articles, the provisions of Part C shall override and prevail.

B. All capitalized terms used in Part C of these Articles, unless specifically defined in Part C, shall have the same meaning as ascribed to the term under Part B of these Articles. The rules of interpretation as specified under Article 1.2 and Article 18 (Dispute Resolution), of Part B of these Articles shall apply mutatis-mutandis to Part C of these Articles. Save as specifically provided in Part C of these Articles, all other terms and conditions of Part B of these Articles shall remain unchanged and shall continue to be in full force and effect and binding on the Company and the Shareholders.

C. The Company, the Promoter Group Parties, the Existing Investors and the New Investor executed an amendment to the Amended and Restated Shareholders Agreement on 30th March, 2023 ("**First Addendum**").

D. On and from the date of execution of the First Addendum, each Investor has agreed to waive its rights, unconditionally and irrevocably, as available to each such Investor under Article 15.5.1 of Part B of these Articles (*Buy-Back by the Company*) (i.e. Clause 16.5.1 of the Amended and Restated Shareholders' Agreement). It being clarified that all other rights of the respective Investors under Part B of these Articles (and/or otherwise) shall remain unaltered, including but not limited to under Article 15.5.2 of Part B of these Articles (i.e. Clause 16.5.2 of the Amended and Restated Shareholders' Agreement).

PART D[1]

OVERRIDING ARTICLES

A. Part D of these Articles shall prevail and override the provisions contained in Part C of these Articles.

B. Notwithstanding anything to the contrary contained in Table F of the Companies Act, 2013 and Part A and Part B of these Articles, the provisions contained in Part D of these Articles shall also apply to the Company and its Shareholders and in the event of any inconsistency or contradiction between the provisions of, (i) Part B and/or Part D of these Articles and Table F/Part A of the Companies Act, 2013, unless specified to the contrary in Part D of these Articles, Part B shall override and prevail; and (ii) Part B and Part D of these Articles, the provisions of Part D shall override and prevail.

C. All capitalized terms used in Part D of these Articles, unless specifically defined in Part D, shall have the same meaning as ascribed to the term under Part B of these Articles. The rules of interpretation as specified under Article 1.2 and Article 18 (Dispute Resolution), of Part B of these Articles shall apply mutatis-mutandis to Part D of these Articles. Save as specifically provided in Part D of these Articles, all other terms and conditions of Part B of these Articles shall remain unchanged and shall continue to be in full force and effect and binding on the Company and the Shareholders.

D. The Company, the Promoter Group Parties, the Existing Investors and the New Investor executed Second addendum ("Second Addendum") dated May 31, 2023 to the Amended and Restated Shareholders' Agreement dated August 08, 2022 read with the First Addendum dated March 30, 2023.

E. On and from April 01, 2022 for Existing Investors and from August 08, 2022 for New Investor, each Investor has agreed to waive its rights, unconditionally and irrevocably, as available to each such Investor under Article 15.5.1 of Part B of these Articles (Buy-Back by the Company) (i.e. Clause 16.5.1 of the Amended and Restated Shareholders' Agreement). It is being clarified that all other rights of the respective Investors under Part B of these Articles (and/or otherwise) shall remain unaltered, including but not limited to under Article 15.5.2 of Part B of these Articles (i.e. Clause 16.5.2 of the Amended and Restated Shareholders' Agreement).

[1] Part D to the Articles of Association was added at the Extra-Ordinary General Meeting held on June 13, 2023

SECTION XII - OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company), which are or may be deemed material will be attached to the copy of the Red Herring Prospectus and the Prospectus which will be filed with the RoC and will also be available on the website of the Company which can be accessed at www.epackdurable.com/investor-relations. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered and Corporate Office between 10 a.m. and 5 p.m. on all Working Days from the date of the Red Herring Prospectus until the Bid / Offer Closing Date (except for such agreements executed after the Bid/Offer Closing Date).

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

A. Material contracts for the Offer

1. Offer Agreement dated August 11, 2023, entered into between our Company, the Selling Shareholders and the BRLMs.

2. Registrar Agreement dated August 9, 2023, entered into between our Company, the Selling Shareholders and the Registrar to the Offer.

3. Cash Escrow and Sponsor Bank Agreement dated [●] entered into between our Company, the Selling Shareholders, the Registrar to the Offer, Syndicate Members, the BRLMs and the Banker(s) to the Offer.

4. Share Escrow Agreement dated [●] entered into between the Selling Shareholders, our Company and the Share Escrow Agent.

5. Syndicate Agreement dated [●] entered into between our Company, the Selling Shareholders, the BRLMs, the Syndicate Members and the Registrar.

6. Underwriting Agreement dated [●] entered into between our Company, the Selling Shareholders and the Underwriters.

7. Monitoring Agency Agreement dated [●] entered into between our Company and the Monitoring Agency.

B. Material documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company as amended from time to time.

2. Certificate of incorporation dated May 6, 2019.

3. Fresh certificate of incorporation consequent to change of our name to 'Epack Durable Private Limited' dated September 17, 2021.

4. Fresh certificate of incorporation consequent upon conversion to public limited company dated June 28, 2023.

5. Resolution of the Board of Directors and the Shareholders of our Company dated July 13, 2023 and July 29, 2023, respectively in relation to the Offer and other related matters.

6. Resolution of the Board of Directors of our Company dated August 11, 2023, approving this Draft Red Herring Prospectus.

7. Consent letters from each of the Selling Shareholders in relation to the Offer for Sale.

8. Consent dated August 7, 2023, from F&S to rely on and reproduce part or whole of the report, "*Industry report for IPO – ODM opportunities in Indian Room Air Conditioner and Small Domestic Appliance segments*" dated August 1, 2023 and include their name in this Draft Red Herring Prospectus.

9. Industry report titled "*Industry report for IPO – ODM opportunities in Indian Room Air Conditioner and Small Domestic Appliance segments* " dated August 1, 2023, issued by F&S.

10. Consent dated August 11, 2023, from the Statutory Auditors namely, Deloitte Haskins & Sells, to include their name as required under Section 26(5) of the Companies Act, 2013, read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as the Statutory Auditors and in respect of the: (i) examination report dated August 7, 2023 on our Restated Financial Information, and (ii) report dated August 7, 2023 on the Statement of Special Tax Benefits available to our Company, our Shareholders and our Material Subsidiary, and included in this Draft Red Herring Prospectus.

11. Consent letter dated August 9, 2023 from the independent chartered engineer, Ocean Tech Engineering Consultancy Service, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus as an "expert" as defined under Section 2(38) of the Companies Act, 2013, in relation to our Company's manufacturing facilities, including products manufactured at the manufacturing facilities, the installed capacity, the actual production and the capacity utilization of the manufacturing facilities of our Company.

12. Consent letter dated August 11, 2023 from N B T and Co, Chartered Accountants, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus as an "expert" as defined under Section 2(38) of the Companies Act, 2013, in respect of various certifications issued by them in their capacity as independent chartered accountant to our Company on certain financial and operational information included in this Draft Red Herring Prospectus.

13. Consent letter dated August 9, 2023, from Kayron Technologies (OPC) Private Limited, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus as an "expert" as defined under Section 2(38) of the Companies Act, 2013, in relation to their report titled "*Project Report for Bhiwadi & Sri City Expansion*" dated August 9, 2023 in relation to the project proposed to be undertaken by the Company;

14. Certificate dated August 11, 2023, from N B T and Co, Chartered Accountants, regarding key performance indicators of our Company.

15. Resolution of the Audit Committee dated August 11, 2023, approving key performance indicators of our Company.

16. Report issued by the Statutory Auditors dated August 7, 2023, on the Statement of Special Tax Benefits available to our Company, our Shareholders and our Material Subsidiary.

17. Agreement dated September 22, 2021, between our Company and Ajay DD Singhania, in connection with his appointment as Chief Executive Officer.

18. Amended and restated shareholders' agreement dated August 8, 2022, entered into by and amongst our Company, India Advantage Fund S4 I (acting through its investment manager ICICI Venture Funds Management Company Limited), Dynamic India Fund S4 US I, Augusta Investments Zero Pte. Ltd., and Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania, Ajay DD Singhania, Rajjat Kumar Bothra, Nitin Bothra, Nikhil Bothra, Pinky Ajay Singhania and Preity Singhania.

19. First addendum to the Shareholders' Agreement, dated March 30, 2023, entered into by and amongst our Company, India Advantage Fund S4 I (acting through its investment manager ICICI Venture Funds Management Company Limited), Dynamic India Fund S4 US I, Augusta Investments Zero Pte. Ltd., and Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania, Ajay DD Singhania, Rajjat Kumar Bothra, Nitin Bothra, Nikhil Bothra, Pinky Ajay Singhania and Preity Singhania.

20. Second addendum to the Shareholders' Agreement, dated May 31, 2023, entered into by and amongst our Company, India Advantage Fund S4 I (acting through its investment manager ICICI Venture Funds Management Company Limited), Dynamic India Fund S4 US I, Augusta Investments Zero Pte. Ltd., and Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania, Ajay DD Singhania, Rajjat Kumar Bothra, Nitin Bothra, Nikhil Bothra, Pinky Ajay Singhania and Preity Singhania.

21. Amendment agreement to the Shareholders' Agreement dated August 9, 2023, entered into by and amongst our Company, India Advantage Fund S4 I (acting through its investment manager ICICI Venture Funds Management Company Limited), Dynamic India Fund S4 US I, Augusta Investments Zero Pte. Ltd., and Bajrang Bothra, Laxmi Pat Bothra, Sanjay Singhania, Ajay DD Singhania, Rajjat Kumar Bothra, Nitin Bothra, Nikhil Bothra, Pinky Ajay Singhania and Preity Singhania.

22. The scheme of arrangement filed by our Company before the NCLT, Allahabad, for the merger of ECPL into our Company.

23. Deeds of guarantees in connection with the guarantees as set out under *"History and Certain Corporate Matters – Guarantees given by Promoters offering Equity Shares in the Offer"* on page 203.

24. Trade Mark License Agreement dated July 29, 2023, entered into between our Company and EPACK Polymers Private Limited.

25. Memorandum of Understanding dated September 18, 2021, entered into between our Company and East India Technologies Private Limited.

26. Copies of annual reports of our Company for the Fiscals 2023, 2022 and 2021.

27. Special purpose Ind AS financial statements as at and for the financial year ended March 31, 2021.

28. Consent of our Directors, BRLMs, Syndicate Members, the legal counsel to the Company, Registrar to the Offer, Statutory Auditors, Monitoring Agency, Banker(s) to the Offer, Banker to our Company, Company Secretary and Compliance Officer, Chief Financial Officer, as referred to in their specific capacities.

29. Tripartite agreement dated May 9, 2023, amongst our Company, NSDL and the Registrar to the Offer.

30. Tripartite agreement dated May 9, 2023, amongst our Company, CDSL and the Registrar to the Offer.

31. Due diligence certificate dated August 11, 2023, addressed to SEBI from the BRLMs.

32. In-principle listing approvals dated [●] and [●] issued by BSE and NSE, respectively.

33. SEBI observation letter dated [●].

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended, or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Bajrang Bothra
(*Chairman and Whole-time Director*)

Place: New Delhi

Date: August 11, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended, or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Laxmi Pat Bothra
(*Non-Executive Director*)

Place: Noida

Date: August 11, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended, or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Sanjay Singhania
(*Non-Executive Director*)

Place: Noida

Date: August 11, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended, or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Ajay DD Singhania
(*Managing Director and Chief Executive Officer*)

Place: Greater Noida

Date: August 11, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended, or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Nikhil Mohta
(*Nominee Director*)

Place: Mumbai

Date: August 11, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended, or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Vibhav Niren Parikh
(*Nominee Director*)

Place: Mumbai

Date: August 11, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended, or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Jyotin Mehta
(*Independent Director*)

Place: Mumbai

Date: August 11, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended, or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Kailash Jain
(*Independent Director*)

Place: Mumbai

Date: August 11, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended, or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Krishnamachari Narasimhachari
(*Independent Director*)

Place: Bhimtal

Date: August 11, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended, or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Priyanka Gulati
(*Independent Director*)

Place: New Delhi

Date: August 11, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended, or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Sameer Bhargava
(*Independent Director*)

Place: Toronto, Canada

Date: August 11, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended, or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Shashank Agarwal
(*Independent Director*)

Place: Noida

Date: August 11, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended, or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Rajesh Kumar Mittal
Chief Financial Officer

Place: Greater Noida

Date: August 11, 2023

DECLARATION

I, Bajrang Bothra, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself, as a Promoter Selling Shareholder, and the Equity Shares being offered by me in the Offer, are true and correct. I assume no responsibility, for any other statements, disclosures or undertakings including any of the statements, disclosures or undertakings made or confirmed by the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Bajrang Bothra

Place: New Delhi

Date: August 11, 2023

DECLARATION

I, Laxmi Pat Bothra, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself, as a Promoter Selling Shareholder, and the Equity Shares being offered by me in the Offer, are true and correct. I assume no responsibility, for any other statements, disclosures or undertakings including any of the statements, disclosures or undertakings made or confirmed by the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Laxmi Pat Bothra

Place: Noida

Date: August 11, 2023

DECLARATION

I, Sanjay Singhania, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself, as a Promoter Selling Shareholder, and the Equity Shares being offered by me in the Offer, are true and correct. I assume no responsibility, for any other statements, disclosures or undertakings including any of the statements, disclosures or undertakings made or confirmed by the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Sanjay Singhania

Place: Noida

Date: August 11, 2023

DECLARATION

I, Ajay DD Singhania, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself, as a Promoter Selling Shareholder, and the Equity Shares being offered by me in the Offer, are true and correct. I assume no responsibility, for any other statements, disclosures or undertakings including any of the statements, disclosures or undertakings made or confirmed by the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Ajay DD Singhania

Place: Greater Noida

Date: August 11, 2023

DECLARATION

I, Pinky Ajay Singhania, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself, as a Promoter Group Selling Shareholder, and the Equity Shares being offered by me in the Offer, are true and correct. I assume no responsibility, for any other statements, disclosures or undertakings including any of the statements, disclosures or undertakings made or confirmed by the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

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Pinky Ajay Singhania

Place: Noida

Date: August 11, 2023

DECLARATION

I, Preity Singhania, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself, as a Promoter Group Selling Shareholder, and the Equity Shares being offered by me in the Offer, are true and correct. I assume no responsibility, for any other statements, disclosures or undertakings including any of the statements, disclosures or undertakings made or confirmed by the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Preity Singhania

Place: Noida

Date: August 11, 2023

DECLARATION

I, Nikhil Bothra, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself, as a Promoter Group Selling Shareholder, and the Equity Shares being offered by me in the Offer, are true and correct. I assume no responsibility, for any other statements, disclosures or undertakings including any of the statements, disclosures or undertakings made or confirmed by the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Nikhil Bothra

Place: Noida

Date: August 11, 2023

DECLARATION

I, Nitin Bothra, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself, as a Promoter Group Selling Shareholder, and the Equity Shares being offered by me in the Offer, are true and correct. I assume no responsibility, for any other statements, disclosures or undertakings including any of the statements, disclosures or undertakings made or confirmed by the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

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Nitin Bothra

Place: Noida

Date: August 11, 2023

DECLARATION

I, Rajjat Kumar Bothra, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself, as a Promoter Group Selling Shareholder, and the Equity Shares being offered by me in the Offer, are true and correct. I assume no responsibility, for any other statements, disclosures or undertakings including any of the statements, disclosures or undertakings made or confirmed by the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Rajjat Kumar Bothra

Place: Noida

Date: August 11, 2023

DECLARATION

We hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus about or in relation to us, as an Investor Selling Shareholder, and the Equity Shares being offered by us in the Offer, are true and correct. We assume no responsibility, for any other statements, disclosures or undertakings including any of the statements, disclosures or undertakings made or confirmed by the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Signed for and on behalf of **India Advantage Fund S4 I (acting through its investment manager ICICI Venture Funds Management Company Limited)**

Name: Ms. Pooja Basu

Designation: Director – Legal, Compliance & Secretarial

Place: Mumbai

Date: August 11, 2023

DECLARATION

We hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus about or in relation to us, as an Investor Selling Shareholder, and the Equity Shares being offered by us in the Offer, are true and correct. We assume no responsibility, for any other statements, disclosures or undertakings including any of the statements, disclosures or undertakings made or confirmed by the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Signed for and on behalf of **Dynamic India Fund S4 US I**

Name: Zakir Hussein Niamut

Designation: Director

Place: Mauritius

Date: August 11, 2023