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Draft Red Herring Prospectus  
Dated: November 24, 2023  
Please read Section 26 and 32 of The  
Companies Act, 2013  
100% Book Built Issue



**ALPEX SOLAR LIMITED**  
**CIN: U51909DL1993PLC171352**

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	EMAIL ID & CONTACT NO.	WEBSITE
B-79 Shivalik Enclave Near Malviya Nagar New Delhi -110017 India	Plot No I 26 Site 5 Surajpur Industrial Area, I.A. Surajpur, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201306	Ms. Sakshi Tomar, Company Secretary and Compliance Officer	<b>Email:</b> <a href="mailto:csalpex@alpexonline.com">csalpex@alpexonline.com</a> <b>Tel:</b> +91 - 9971751589	<a href="http://www.alpexsolar.com">www.alpexsolar.com</a>

**THE PROMOTERS OF OUR COMPANY ARE MR. ASHWANI SEHGAL, MRS. MONICA SEHGAL AND MR. VIPIN SEHGAL**

**DETAILS OF THE ISSUE TO PUBLIC**

TYPE	FRESH ISSUE	OFS SIZE	TOTAL ISSUE SIZE	ELIGIBILITY
Fresh Issue	64,80,000 Equity Shares aggregating to ₹ [•] Lakhs	Nil	64,80,000 Equity Shares aggregating to ₹ [•] Lakhs	The Issue is being made pursuant to Regulation 229(2) of SEBI ICDR Regulations, 2018. As the Company's post issue face value capital exceeds ₹1000 Lakhs but does not exceed ₹ 2500 Lakhs.

**DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION**

NAME	TYPE	NUMBER OF SHARES OFFERED / AMOUNT IN ₹	WACA IN ₹ PER EQUITY SHARE
<b>NIL</b>			

**RISKS IN RELATION TO THE FIRST ISSUE**

This being the first public issue of the Equity Shares, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10 per Equity Share. The Floor Price, the Cap Price and the Offer Price (as determined by our Company in consultation with the BRLM), on the basis of the assessment of market demand for the Equity Shares by way of the book building process, as stated in "Basis for Issue Price" beginning on page 93, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISK**

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

**ISSUER'S ABSOLUTE RESPONSIBILITY**

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

**LISTING**

The Equity Shares offered through the Draft Red Herring Prospectus are proposed to be listed on the Emerge platform of National Stock Exchange of India Limited ("NSE EMERGE"). In terms of the Chapter IX of the SEBI ICDR Regulations, as amended from time to time, our Company has received in-principal approval letter dated [•] from NSE Emerge for using its name in this Offer document for listing our shares on the NSE Emerge. For the purpose of this Issue, the Designated Stock Exchange will be National Stock Exchange of India Limited.

BOOK RUNNING LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
 <b>Corporate Capital Ventures</b> <b>CORPORATE CAPITALVENTURES PRIVATE LIMITED</b> B1/E13, First Floor, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi – 110044, <b>Tel:</b> +91 11 - 41824066; <b>Email:</b> <a href="mailto:smeipo@ccvindia.com">smeipo@ccvindia.com</a> <b>Investor Grievances Email id-</b> <a href="mailto:investor@ccvindia.com">investor@ccvindia.com</a> <b>Website:</b> <a href="http://www.ccvindia.com">www.ccvindia.com</a> <b>SEBI Registration:</b> INM000012276 <b>Contact Person:</b> Mrs. Harpreet Parashar	 <b>Skyline</b> <b>Financial Services Pvt. Ltd.</b> <b>SKYLINE FINANCIAL SERVICES PRIVATE LIMITED</b> D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020 <b>Tel No.:</b> +91- 11-40450193-197; <b>Fax No.:</b> +91-11-26812683 <b>E-mail:</b> <a href="mailto:ipo@skylinerta.com">ipo@skylinerta.com</a> <b>Investor Grievances Email id-</b> <a href="mailto:grievances@skylinerta.com">grievances@skylinerta.com</a> <b>Website:</b> <a href="http://www.skylinerta.com/">http://www.skylinerta.com/</a> <b>SEBI Registration No.:</b> INR000003241 <b>Contact Person:</b> Mr. Anuj Rana

**ISSUE PROGRAMME**

ISSUE OPENS ON: [•]	ISSUE CLOSES ON: [•]
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Our Company may, in consultation with the Book Running Lead Manager, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date.



**ALPEX SOLAR LIMITED**  
**CIN: U51909DL1993PLC171352**

Our Company was originally incorporated on August 27, 1993 as a Private Limited Company as “Alpex Exports Private Limited” vide Registration No.13657 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Chandigarh. Subsequently, pursuant to a special resolution passed by the Shareholders at their Extraordinary General Meeting held on August 10, 2017, the name of our Company was changed to “Alpex Solar Private Limited” and a fresh Certificate of Incorporation was issued on September 07, 2017 by Registrar of Companies, Delhi. Subsequently pursuant to a special resolution passed by the Shareholders at their Extraordinary General Meeting held on August 16, 2023, our company was converted from a Private Limited Company to Public Limited Company and consequently, the name of our Company was changed to “Alpex Solar Limited” and a Fresh Certificate of Incorporation dated September 01, 2023 was issued to our company by Registrar of Companies, Delhi. The Corporate Identification Number of our Company is U51909DL1993PLC171352. For further details of change in Object and change in Registered Office of our Company, please refer to section titled ‘Our History and Certain Other Corporate Matters’ beginning on page 165 of this Draft Red Herring Prospectus.

**Registered Office:** B-79 Shivalik Enclave near Malviya Nagar New Delhi 110017 India.

**Corporate Office:** Plot No 1 26 Site 5 Surajpur Industrial Area, I.A. Surajpur, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201306

**Tel:** +91-9971751589; **E-mail:** [csalpex@alpexonline.com](mailto:csalpex@alpexonline.com); **Website:** <https://alpexsolar.com/>;

**Contact Person:** Ms. Sakshi Tomar, Company Secretary and Compliance Officer;

**OUR PROMOTERS: MR. ASHWANI SEHGAL, MRS. MONICA SEHGAL AND MR. VIPIN SEHGAL**

**PUBLIC ISSUE OF 64,80,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (“EQUITY SHARES”) OF ALPEX SOLAR LIMITED (THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹ [●] PER EQUITY (THE “ISSUE PRICE”) AGGREGATING TO ₹ [●] (“THE ISSUE”) COMPRISING OF A FRESH ISSUE OF 64,80,000 EQUITY SHARES AGGREGATING TO ₹ [●] LAKH (THE “FRESH ISSUE”) OF WHICH 3,24,000 EQUITY SHARES AGGREGATING TO ₹ [●] LAKH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF 61,56,000 EQUITY SHARES AGGREGATING TO ₹ [●] LAKH (THE “NET ISSUE”). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.48% AND 25.15% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.**

**PRICE BAND: ₹ [●] TO ₹ [●] PER EQUITY SHARE OF FACE VALUE OF ₹ 10/- EACH AND THE ISSUE PRICE IS [●] TO [●] TIMES OF THE FACE VALUE AT THE LOWER PRICE BAND AND THE UPPER PRICE BAND RESPECTIVELY. BID CAN BE MADE FOR MINIMUM OF [●] EQUITY SHARES AND THE MULTIPLES OF [●] EQUITY SHARES THEREAFTER.**

IN CASE OF ANY REVISION IN THE PRICE BAND, THE BID/ISSUE PERIOD WILL BE EXTENDED BY AT LEAST THREE ADDITIONAL WORKING DAYS AFTER SUCH REVISION IN THE PRICE BAND, SUBJECT TO THE BID/ISSUE PERIOD NOT EXCEEDING 10 WORKING DAYS. IN CASES OF FORCE MAJEURE, BANKING STRIKE OR SIMILAR CIRCUMSTANCES, OUR COMPANY MAY, FOR REASONS TO BE RECORDED IN WRITING, EXTEND THE BID/ISSUE PERIOD FOR A MINIMUM OF THREE WORKING DAYS, SUBJECT TO THE BID/ISSUE PERIOD NOT EXCEEDING 10 WORKING DAYS. ANY REVISION IN THE PRICE BAND AND THE REVISED BID/ISSUE PERIOD, IF APPLICABLE, SHALL BE WIDELY DISSEMINATED BY NOTIFICATION TO THE STOCK EXCHANGE, BY ISSUING A PUBLIC NOTICE, AND ALSO BY INDICATING THE CHANGE ON THE RESPECTIVE WEBSITES OF THE BOOK RUNNING LEAD MANAGER AND AT THE TERMINALS OF THE SYNDICATE MEMBERS AND BY INTIMATION TO DESIGNATED INTERMEDIARIES AND THE SPONSOR BANK, AS APPLICABLE.

The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”) read with Regulation 253 of the SEBI ICDR Regulations, as amended, wherein not more than 50 % of the Net Issue shall be allocated on a proportionate basis to Qualified Institutional Buyers (“QIBs”, the “QIB Portion”), provided that our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations (“Anchor Investor Portion”), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net 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 Issue Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilize the Application Supported by Blocked Amount (“ASBA”) process providing details of their respective ASBA accounts, and UPI ID in case of RBs using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see “**Issue Procedure**” beginning on page 340 of this Draft Red Herring Prospectus.

**RISK IN RELATION TO THE FIRST ISSUE**

This being the first public issue of Equity Shares, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10 per Equity Share. The Floor Price, the Cap Price and the Offer Price (as determined by our Company in consultation with the BRLM), on the basis of the assessment of market demand for the Equity Shares by way of the book building process, as stated in “Basis for Issue Price” beginning on page 93, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

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

**ABSOLUTE RESPONSIBILITY**

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

**LISTING**

The Equity Shares offered through the Draft Red Herring Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited i.e., NSE Emerge. Our Company has received ‘in-principle’ approval from the NSE Emerge for using its name in the offer document for the listing of the Equity Shares, pursuant to letter dated [●]. For the purpose of the Issue, the Designated Stock Exchange shall be National Stock Exchange of India Limited.

**BOOK RUNNING LEAD MANAGER TO THE ISSUE**

**REGISTRAR TO THE ISSUE**



Corporate Capital Ventures



**CORPORATE CAPITAL VENTURES PRIVATE LIMITED**  
B1/E13, First Floor, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi – 110044,  
**Tel:** +91 11 - 41824066;  
**Email:** [smeipo@ccvindia.com](mailto:smeipo@ccvindia.com)  
**Investor Grievances Email Id –** [investor@ccvindia.com](mailto:investor@ccvindia.com)  
**Website:** [www.ccvindia.com](http://www.ccvindia.com)  
**SEBI Registration:** INM000012276  
**Contact Person:** Mrs. Harpreet Parashar

**SKYLINE FINANCIAL SERVICES PRIVATE LIMITED**  
D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020  
**Tel No.:** +91- 11-40450193-97;  
**Fax No.:** +91-11-26812683  
**E-mail:** [ipo@skylinerta.com](mailto:ipo@skylinerta.com)  
**Investor Grievances Email id-** [grievances@skylinerta.com](mailto:grievances@skylinerta.com)  
**Website:** <http://www.skylinerta.com/>  
**SEBI Registration No.:** INR000003241  
**Contact Person:** Mr. Anuj Rana

**ISSUE PROGRAMME**

**ISSUE OPENS ON: [●]**

**ISSUE CLOSES ON: [●]**

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

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PURSUANT TO SCHEDULE VI OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE  
REQUIREMENTS) REGULATIONS, 2018.**

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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 specified or indicates, requires or implies, shall have the meaning as provided below. References to any legislations, acts, regulation, rules, guidelines, circulars, notifications, policies or clarifications shall be deemed to include all amendments, supplements or re-enactments and modifications thereto notified from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under such 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. If there is any inconsistency between the definitions given below and the definitions contained in the General Information Document (defined hereinafter), the following definitions shall prevail.*

**General Terms**

Term	Description
“Alpex” –or – “We” or – “us” or –“our Company” or – “the Issuer” – or – “Company”	Unless the context otherwise requires, refers to Alpex Solar Limited, a company incorporated under the Companies Act, 1956, bearing Corporate Identification Number U51909DL1993PLC171352 and having registered office at B-79 Shivalik Enclave Near Malviya Nagar New Delhi -110017 India

**Company Related Terms**

Terms	Description
Articles / Articles of Association	Unless the context otherwise requires, refers to the Articles of Association of Alpex Solar Limited, as amended from time to time.
Audit Committee	The committee of the Board of Directors constituted as the Company’s Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and rules made thereunder and disclosed as such in the chapter titled –Our Management on page 175 of this Draft Red Herring Prospectus.
Auditors/ Statutory Auditors	The Statutory Auditors of our Company, being M/s Seth & Seth, Chartered Accountants, having FRN 014842N, Address - D-43, Gulmohar Park New Delhi - 110049
Board of Directors /Board/ Director(s)	The Board of Directors of Alpex Solar Limited, including all duly Constituted Committees thereof.
Central Registration Centre (CRC)	It’s an initiative of Ministry of Corporate Affairs (MCA) in Government Process Re-engineering (GPR) with the specific objective of providing speedy incorporation related services in line with global best practices. For more details please refer. <a href="http://www.mca.gov.in/MinistryV2/central+registration+centre+content+page.html">http://www.mca.gov.in/MinistryV2/central+registration+centre+content+page.html</a>
Companies Act	The Companies Act, 2013 including provisions of the Companies Act, 1956, to the extent not repealed.
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company being Ms. Sakshi Tomar.
Chief Financial Officer	The Chief Financial Officer of our Company being Mr. Satish Kumar Gupta.
Depositories Act	The Depositories Act, 1956, as amended from time to time.
Equity Shares	Equity Shares of our Company of Face Value of ₹ 10/- each unless otherwise specified in the context thereof.
Equity Shareholders	Persons holding equity shares of our Company.
Group Entities	The group entities of our Company, as covered under the applicable accounting standards and other companies as considered material by our Board in terms of the Materiality Policy and as set forth in-Group Entities on page 194 of this Draft Red Herring Prospectus.
HUF	Hindu Undivided Family.
Indian GAAP	Generally Accepted Accounting Principles in India.

<b>Terms</b>	<b>Description</b>
Key Managerial Personnel /Key Managerial Employees	The officer vested with executive power and the officers at the level immediately below the Board of Directors as described in the chapter titled -Our Management on page 175 of this Draft Red Herring Prospectus.
MOA / Memorandum / Memorandum of Association	Memorandum of Association of Alpex Solar Limited.
Non-Residents	A person resident outside India, as defined under FEMA.
NRIs / Non-Resident Indians	A person outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validity constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Promoters or Our Promoters	Mr. Ashwani Sehgal, Mrs. Monica Sehgal and Mr. Vipin Sehgal are our Promoters.
Promoters Group	The companies, individuals and entities (other than companies) as defined under Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018, which is provided in the chapter titled - Our Promoters Group. For further details refer page 191 of this Draft Red Herring Prospectus.
Peer Review Auditor	M/S K R A & Co., Kathua, FRN – 020266N, H-1/208, Garg Tower, Netaji Subhash Place, Pitampura, Delhi – 110034.
Registered Office	The Registered office of our company which is located at B-79 Shivalik Enclave Near Malviya Nagar New Delhi -110017 India.
Restated Financial Statements	The Restated Financial statements of our Company, which comprises the restated statement of Assets and Liabilities for the period ended September 30, 2023 and for the financial year March 31, 2023, 2022 & 2021 and the restated statements of profit and loss for the period ended September 30, 2023 and for the financial year ended on March 31, 2023, 2022 & 2021 and the restated cash flows for the period ended September 30, 2023 and for the financial year on March 31, 2023, 2022 & 2021 of our Company prepared in accordance with generally accepted accounting principles (Indian GAAP )and the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Revised Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, together with the schedules, notes and annexure thereto.
ROC	Registrar of Companies, Delhi.
SEBI	Securities and Exchange Board of India, constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time.
SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
SEBI (LODR) Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
SEBI (Takeover)Regulations or SEBI (SAST) Regulations	SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
Stock Exchange	Unless the context requires otherwise, refers to, the Emerge Platform of National Stock Exchange of India Limited.
Shareholders	Equity shareholders of our Company, from time to time

#### Offer Related Terms

<b>Terms</b>	<b>Description</b>
Acknowledgement Slip	The slip or document issued by a Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form.
Allotment/ Allot/ Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Issue to the successful Applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.

<b>Terms</b>	<b>Description</b>
Allottee	The successful applicant to whom the Equity Shares are being / have been allotted.
Applicant	Any prospective investor who makes an application for Equity Shares of our Company in terms of this Draft Red Herring Prospectus.
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of this Draft Red Herring Prospectus.
Application Form	The Form in terms of which the prospective investors shall apply for our Equity Shares in the Issue.
ASBA/ Application Supported by Blocked Amount.	Applications Supported by Blocked Amount (ASBA) means an application for Subscribing to the Issue containing an authorization to block the application money in a bank account maintained with SCSB.
ASBA Account	Account maintained with an SCSB and specified in the Application Form which will be blocked by such SCSB or account of the RILs blocked upon acceptance of UPI Mandate request by RILs using the UPI mechanism to the extent of the appropriate Bid / Application Amount in relation to a Bid / Application by an ASBA Applicant.
ASBA Investor/ASBA applicant	Any prospective investor(s)/applicant(s) in this Issue who apply(ies) through the ASBA process.
Banker(s) to the Issue/ Public Issue Bank(s).	Collectively, the Escrow Collection Banks(s), Sponsor Bank, Refund Bank(s) and Public Issue Bank, in our case being [•].
Basis of Allotment	The basis on which Equity Shares will be Allotted to the successful Applicants under the Issue and which is described under chapter titled "Issue Procedure" beginning on page 340 of this Draft Red Herring Prospectus.
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 at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the relevant Bid cum Application Form. The term "Bidding" shall be construed accordingly.
Bidding Centres	Centres at which the Designated Intermediaries accepted the ASBA Forms, i.e., Designated Branches of SCSBs, Specified Locations for members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
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 Thursday, August 03, 2023, which shall be published in [•] editions of [•] (a widely circulated English national daily newspaper), [•] and editions of [•] (a widely circulated Hindi national daily newspaper). Further Hindi is also the regional language of the place where our registered office is located at. Our Company, in consultation with the LM, may, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Offer Closing Date shall be widely disseminated by notification to the Stock Exchanges, and also be notified on the websites of the BRLM and at the terminals of the Syndicate Members, if any and communicated to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in same newspapers in which the Bid/ Offer Opening Date was published, as required under the SEBI ICDR Regulations.
Bid/Offer Opening Date	Except in relation to any Bids received from 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), [•] and editions of [•] (Hindi being the regional language of the place, where our Registered 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 the terms of the Red Herring Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other

Terms	Description
	than Anchor Investors. Our Company, in consultation with the Lead Manager may consider closing the Bid/Offer Period for the QIB Portion One Working Day prior to the Bid/Offer Closing Date which shall also be notified in an advertisement in same newspapers in which the Bid/Offer Opening Date was published, in accordance with the SEBI ICDR Regulations. In cases of force majeure, banking strike or similar circumstances, our Company may, in consultation with the LM, for reasons to be recorded in writing, extend the Bid / Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days.
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made.
Cap Price	The higher end of the Price Band, subject to any revisions thereto, above which the Offer Price and the Anchor Investor Offer Price will not be finalized and above which no Bids will be accepted.
Controlling Branch	Such branch of the SCSBs which coordinate Applications under this Issue by the ASBA Applicants with the Registrar to the Issue and the Stock Exchange and a list of which is available at <a href="https://www.sebi.gov.in/">https://www.sebi.gov.in/</a> or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their address, PAN, occupation and bank account details.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from the ASBA Applicants and a list of which is available at <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> , or at such other website as may be prescribed by SEBI from time to time.
Designated Date	The date on which funds are transferred from the amount blocked by the SCSBs is transferred from the ASBA Account to the Public Issue Account, as appropriate, after the Issue is closed, following which the Equity Shares shall be allotted/transfer to the successful Applicants.
Designated StockExchange	Designated Stock Exchange shall be National Stock Exchange of India Limited.
Draft Red Herring Prospectus	Draft Red Herring Prospectus filed with Emerge Platform of National Stock Exchange of India Limited for obtaining in-principal approval.
Eligible NRIs	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom this Draft Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein.
Emerge Platform of NSE	The Emerge Platform of National Stock Exchange of India Limited for listing equity shares offered under Chapter IX of the SEBI (ICDR) Regulation which was approved by SEBI as an SME Exchange.
First/ Sole Applicant	The applicant whose name appears first in the Application Form or Revision Form.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Offer Price and the Anchor Investor Offer Price will be Finalized and below which no Bids will be accepted.
Issue/ Issue Size/ Initial Public Offer/Initial Offering/ IPO	Public Issue of 64,80,000 Equity Shares of face value of ₹10/- each fully paid of our Company for cash at a price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating ₹ [●] Lakhs comprising of a fresh issue of 64,80,000 equity shares aggregating up to ₹[●] lakhs by our Company..
Issue Agreement	The agreement dated November 10, 2023 between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Closing Date	The date on which Issue closes for subscription is [●]
Issue Opening Date	The date on which Issue opens for subscription is [●]
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both the days during which prospective investors may submit their application.
Issue Price	The price at which the Equity Shares are being issued by our Company under this Draft Red



Terms	Description
	Herring Prospectus being ₹ [●] per Equity Share of face value of ₹10/- each fully paid.
Issue Proceeds	Proceeds from the Issue that will be available to our Company, being ₹ [●].
LM / Lead Manager	Lead Manager to the Issue, in this case being Corporate CapitalVentures Private Limited.
Listing Agreement	The equity listing agreement to be signed between our Company and the National Stock Exchange of India Limited.
Market Maker	Market Makers appointed by our Company from time to time, in this case being [●] having SEBI registration number [●] who have agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time.
Market Making Agreement	The Agreement entered into between the Book Running Lead Manager, Market Maker and our Company dated [●].
Market Maker Reservation	The Reserved Portion of 3,24,000 Equity Shares of face value of ₹10/- each fully paid for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] for the Market Maker in this Issue.
Mutual Fund(s)	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations,1996, as amended from time to time.
Net Issue/ Offer	The Issue (excluding the Market Maker Reservation Portion) of 61,56,000 Equity Shares of face value of ₹10/- each of Issuer at ₹ [●] (including share premium of ₹ [●]) per equity share aggregating to ₹ [●].
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company. For information about use of the Issue Proceeds and the Issue expenses, please refer to the chapter titled - "Objects of the Issue" beginning on page 79 of this Draft Red Herring Prospectus.
NIF	National Investment Fund set up by resolution F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India.
Non-Institutional Applicants	All Applicants that are not Qualified Institutional Buyers or Retail Individual Investors and who have applied for Equity Shares for an amount more than ₹ 2,00,000/-
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 trust in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under Foreign Exchange Management (Deposit) Regulations, 2000. OCBs are not allowed to invest in this Issue.
Payment through electronic transfer of funds	Payment through ECS / NECS, Direct Credit, RTGS or NEFT, as applicable.
Prospectus	The Prospectus, which will be filed with the RoC containing, inter alia, the Issue opening and closing dates and other information.
Price Band	Price Band of a minimum price (Floor Price) of ₹ [●] and the maximum price (Cap Price) of ₹ [●] and includes revisions thereof. The Price Band will be decided by our Company in consultation with the BRLM and advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily regional newspaper, in the language where the registered office of the Company is situated, with wide circulation at least two working days prior to the Bid / Offer Opening Date.
Public Issue Account	Account opened with the Banker to the Issue/Public Issue Bank i.e. [●] by our Company to receive monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Qualified Institutional Buyers / QIBs	As defined under the SEBI ICDR Regulations, including public financial institutions as specified in Section 4A of the Companies Act, scheduled commercial banks, mutual fund registered with SEBI, FII and sub-account (other than a sub-account which is a foreign corporate or foreign individual) registered with SEBI, multilateral and bilateral development financial institution, venture capital fund registered with SEBI, foreign venture capital investor registered with SEBI, state industrial development corporation, insurance company registered with Insurance Regulatory and Development Authority, provident fund with minimum corpus of ₹ 2,500 Lakh, pension fund with minimum corpus of ₹ 2,500 Lakh, NIF and 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.

Terms	Description
Refund Account	The account opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to Anchor Investors shall be made.
Refund Bank	The Bankers to the Offer with whom the Refund Account(s) are opened, in this case being [●].
Refunds through electronic transfer of funds	Refunds through electronic transfer of funds means refunds through ECS, Direct Credit or RTGS or NEFT or the ASBA process, as applicable
Registrar Agreement	The registrar agreement dated November 20, 2023 between our Company and Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Registrar/ Registrar to the Offer	Registrar to the Offer being Skyline Financial Services Private Limited. For more information please refer —General Information on page 54 of this Draft Red Herring Prospectus.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time.
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2,00,000/-
SCSB	Shall mean a Banker to an Issue registered under SEBI (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on <a href="http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html">http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html</a> or at such other website as may be prescribed by SEBI from time to time.
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the retail investors into the UPI. In this case [●].
Underwriter	Underwriter to this Issue is [●].
Underwriting Agreement	The agreement dated [●] entered into between [●] and our Company.
Unified Payments Interface / UPI	The instant payment system developed by the National Payments Corporation of India.
Working Days	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulations, working days means, all days on which commercial banks in the city as specified in this Draft Red Herring Prospectus are open for business 1. However, in respect of announcement of price band and bid/ Offer period, working day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in the city as notified in the Draft Red Herring Prospectus are open for business. 2. In respect to the time period between the bid/ Offer closing date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the stock exchange, excluding Sundays and bank holidays in accordance with circular issued by SEBI.

#### Conventional Terms / General Terms / Abbreviations

Abbreviation	Full Form
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
AIF	Alternative Investment Fund as defined in and registered with SEBI under the SEBI AIF Regulations
ALMM	Approved List of Models and Manufacturers
AQL	Acceptable Quality Level
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount

AY	Assessment Year
B2B	Business to Business
B2C	Business to Customer
BIFR	Board for Industrial and Financial Reconstruction
Bn	Billion
BRLM	Book Running Lead Manager
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
Carpet Area	The area of the apartment excluding the thickness of inner walls.
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CGST Act	Central Goods and Services Tax Act, 2017
CIBIL	Credit Information Bureau (India) Limited
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CSR	Corporate Social Responsibility
CST	Central Sales Tax
DIN	Director Identification Number
DP	Depository Participant
DP ID	Depository Participant's identification
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry Government of India
EBITDA	Earnings before Interest, Taxes, Depreciation and Amortization
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EPFO	Employees' Provident Fund Organization
EPC	Engineering, Procurement and Construction
EPCG	Export Promotion Capital Goods
EPS	Earnings Per Share
ESOP	Employee Stock Option Plan
ESPS	Employee Stock Purchase Scheme
FCNR Account	Foreign Currency Non-Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the regulations framed there under
FIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FIPB	Foreign Investment Promotion Board
F&NG	Father and Natural Guardian
FTP	Foreign Trade Policy
FVCI	Foreign Venture Capital Investors as defined and registered under the SEBI FVCI Regulations
FY / Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product
Gov/Government	Government of India
GST	Goods & Services Tax
HUF	Hindu Undivided Family
IAS Rules	Indian Accounting Standards, Rules 2015

I.T. Act	Income Tax Act, 1961, as amended from time to time
ICAI	The Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IGST Act	Integrated Goods and Services Tax Act, 2017
IMF	International Monetary Fund
Indian GAAP	Generally Accepted Accounting Principles in India
IPO	Initial Public Offering
IRDAI	Insurance Regulatory and Development Authority of India
ISO	International Organization for Standardization
IST	Indian Standard Time
KMP	Key Managerial Personnel
Ltd	Limited
MAPIN	Market Participants and Investors Integrated Database
MCA	Ministry of Corporate Affairs, Government of India
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India(Merchant Bankers) Regulations, 1992
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
NA	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NBFC	Non-Banking Financial Company
NDOH	Next Date of Hearing
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NGT	National Green Tribunal
NOC	No Objection Certificate
NPCI	National Payments Corporation of India
NPV	Net Present Value
NRE Account	Non-Resident External Account
NRIs	Non-Resident Indians
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Bodies
OPC	One Person Company as defined under section 2(62) of The Companies Act, 2013
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PLR	Prime Lending Rate
Plots	Parcel of land demarcated through boundary
PMI	Purchasing Managers' Index
PPP	Purchasing power parity
QIC	Quarterly Income Certificate
RBI	The Reserve Bank of India
RoC	Registrar of Companies

ROE	Return on Equity
RONW	Return on Net Worth
Rs. /₹	Rupees, the official currency of the Republic of India
RTGS	Real Time Gross Settlement
RERA	Real Estate Regulatory Authority
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
Sec.	Section
SGST Act	State Goods and Services Tax Act, 2017
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
STT	Securities Transaction Tax
Super Area	The built-up area added to share of common areas which includes staircases, reception, lift shafts, lobbies, club houses and so on
TIN	Taxpayers Identification Number
TDS	Tax Deducted at Source
UGST Act	Union Territory Goods and Services Tax Act, 2017
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the United States of America
UPI	Unified payments interface which is an instant payment mechanism, developed by NPCI.
UPI Circulars	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI/HO/CFD/DIL2/CIR/P/2021/47 dated March 31, 2021, SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
UPI Mandate Request	The request initiated by the Sponsor Bank and received by an RII using the UPI Mechanism to authorise blocking of funds on the UPI mobile or other application equivalent to the Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that may be used by a RIB to make an application in the Issue in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018
UPI PIN	Password to authenticate UPI transaction
VAT	Value Added Tax
VC	Venture Capital
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
WIP	Work in process
WHO	World Health Organization
WEO	WEO World Economic Outlook

YoY	Year on Year
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#### Industry Related Terms

Term	Description
AC Pumps	Alternating current
AJAY	Atal Jyoti Yojana
CAPEX	Capital Expenditure
COCO	Company Owned & Company Operated
DC Pumps	Direct current
EL	Electroluminescence Testing
EPC	Engineering, Procurement, and Constructions
EV	Electric vehicles
DISCOM	Distribution Company
GDP	Gross Domestic Product
GVA	Gross value added
GW	Gigawatt
HV	High voltage
HP	Horse Power
IPP	Independent Power Producer
KUSUM	Pradhan Mantri Kisan Urja Suraksha evam Utthan Mahabhiyan
KW	Kilowatt
KWh	Kilowatt per hour
KWp	Kilowatt Peak
MW	Megawatt
MNRE	Ministry of New and Renewable Energy
NISM	National Institute of Solar Energy
O & M	Operation and Maintenance
PERC	Passivated Emitter and Rear Cell
PPA	Power Purchase Agreement
PV	Photovoltaic / photo-voltaic
REC	Renewable Energy Corporation
RESCO	Renewable Energy Service Company
RPO	Renewable Purchase Obligations
RTS	Rooftop Solar
SECI	Solar Energy Corporation of India
Solar PV	Solar Photovoltaic
USD	United States Dollar
UV	Ultra Violet
V	Volt

Notwithstanding the foregoing:

1. In the section titled "Main Provisions of the Articles of Association" beginning on page number 373 of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;
2. In the chapters titled "Summary of Offer Documents" and "Our Business" beginning on page numbers 19 and 122 respectively, of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;
3. In the section titled "Risk Factors" beginning on page number 25 of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;
4. In the chapter titled "Statement of Tax Benefits" beginning on page number 99 of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;
5. In the chapter titled "Management's Discussion and Analysis of Financial Conditions and Results of Operations"

*beginning on page number 282 of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section.*

## PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

### Financial Data

Unless stated otherwise, the financial data included in this Draft Red Herring Prospectus are extracted from the restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled "Financial Statements", as Restated "beginning on page 199 this Draft Red Herring Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act, and have been restated in accordance with the SEBI (ICDR) Regulations.

Our fiscal year commences on 1st April of each year and ends on 31st March of the next year. All references to a particular fiscal year are to the 12 months period ended 31st March of that year. In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points. There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company's financial data. Accordingly, to what extent, the financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices / Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. Any percentage amounts, as set forth in "Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this Draft Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company's restated financial statements prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled "Financial Statements", as Restated beginning on page 199 of this Draft Red Herring Prospectus.

### Currency and units of presentation

In this Draft Red Herring Prospectus, references to Rupees or INR or ₹. are to Indian Rupees, the official currency of the Republic of India. All references to \$, US\$, USD, U.S. \$ or U.S. Dollars are to United States Dollars, the official currency of the United States of America. All references to million / Million / Mn refer to one million, which is equivalent to ten lacs or ten lakhs, the word Lacs / Lakhs / Lac means onehundred thousand and Crore means ten million and billion / bn./ Billions means one hundred crores.

### Industry and Market Data

Unless stated otherwise, industry data used throughout the Draft Red Herring Prospectus has been obtained or derived from industry and government publications, publicly available information and sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although our Company believes that industry data used in the Draft Red Herring Prospectus is reliable, it has not been independently verified. Further, the extent to which the industry and market data presented in the Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of, the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

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## FORWARD LOOKING STATEMENTS

All statements contained in the Draft Red Herring Prospectus that are not statements of historical facts constitute “forward-looking statements”. All statements regarding our expected financial condition and results of operations, business, objectives, strategies, plans, goals and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, our revenue and profitability, and other matters discussed in the Draft Red Herring Prospectus regarding matters that are not historical facts. These forward-looking statements and any other projections contained in the Draft Red Herring Prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections.

These forward-looking statements can generally be identified by words or phrases such as “will”, “aim”, “will likely result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- loss of consumers;
- impact of Covid 19 pandemic or any future pandemic;
- general economic and business conditions in the markets in which we operate and in the local, regional and national and international economies;
- Adverse natural calamities having significant impact on regions where we are having projects under implementation;
- our ability to successfully implement strategy, growth and expansion plans and technological initiatives;
- our ability to respond to technological changes;
- our ability to attract and retain qualified personnel;
- the effect of wage pressures, seasonal hiring patterns and the time required to train and productively utilize new employees;
- general social and political conditions in India which have an impact on our business activities or investments;
- potential mergers, acquisitions restructurings and increased competition;
- occurrences of natural disasters or calamities affecting the areas in which we have operations;
- market fluctuations and industry dynamics beyond our control;
- changes in the competition landscape;
- our ability to finance our business growth and obtain financing on favourable terms;
- our ability to manage our growth effectively;
- our ability to compete effectively, particularly in new markets and businesses;
- changes in laws and regulations relating to the industry in which we operate changes in government policies and regulatory actions that apply to or affect our business; and
- developments affecting the Indian economy;
- Any adverse outcome in the legal proceedings in which we are involved.
- Our ability to attract and retain qualified personnel;
- Volatility of loan interest rates and inflation;
- Inability to protect our IP or any third-party claims in relation to infringement of our existing intellectual property rights or in future
- Inability to cater to the evolving consumer preferences, in India and abroad, in the information technology
- The occurrence of natural disasters or calamities; and
- Failure to successfully upgrade our service portfolio, from time to time.

For a further discussion of factors that could cause our current plans and expectations and actual results to differ, please refer to the chapters titled “Risk Factors”, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page numbers 25, 122 and 282 respectively of this Draft Red Herring Prospectus.

Forward looking statements reflects views as of the date of the Draft Red Herring Prospectus and not a guarantee of future performance. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Neither our Company / our directors nor the Lead Manager, nor any of its affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the Lead Manager will ensure that investors in India are informed of material developments until such time as the listing and trading permission is granted by the Stock Exchange(s).

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## SECTION II - SUMMARY OF OFFER DOCUMENTS

### A. SUMMARY OF OUR BUSINESS OVERVIEW

#### OUR COMPANY

Our Company was originally incorporated on August 27, 1993 as a Private Limited Company as “Alpex Exports Private Limited” vide Registration No.13657 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Chandigarh. Subsequently, pursuant to a special resolution passed by the Shareholders at their Extraordinary General Meeting held on August 10, 2017, the name of our Company was changed to “Alpex Solar Private Limited” and a fresh Certificate of Incorporation was issued on September 07, 2017 by Registrar of Companies, Delhi. Subsequently pursuant to a special resolution passed by the Shareholders at their Extraordinary General Meeting held on August 16, 2023, our company was converted from a Private Limited Company to Public Limited Company and consequently, the name of our Company was changed to “Alpex Solar Limited” and a Fresh Certificate of Incorporation dated September 01, 2023 was issued to our company by Registrar of Companies, Delhi. The Corporate Identification Number of our Company is U51909DL1993PLC171352.

For further details of change in object and change in Registered Office of our Company, please refer to section titled ‘Our History and Certain Other Corporate Matters’ beginning on page 165 of this Draft Red Herring Prospectus.

#### OUR BUSINESS

Alpex is a Solar Photovoltaic (PV) module manufacturer in North India. Our PV modules are manufactured using both monocrystalline and polycrystalline cell technologies. Our portfolio of solar energy products consists of the following solar PV modules which include bifacial, mono perc, half-cut. We also provide integrated solar energy solutions, including engineering, procurement, construction (EPC) of DC/AC Solar Pumps.

#### OUR PRODUCT PORTFOLIO

- A. Manufacture - Solar Photovoltaic (PV) module.
- B. (EPC) Engineering, Procurement, Construction of Solar PV Water Pumps

Our Company has been accredited with various quality certifications such as ISO 14001:2015 and Certificate number - KAEM202307012, ISO 45001: 2018 and Certificate number - KAOH202307009, and ISO 9001: 2015 and Certificate number - K AQM202307016 certified by KVQA Assessment Pvt Ltd, for Manufacturing and Assembly of Solar Photo Voltaic Modules / Panels, Solar Power Generating Systems (Covering Off Grid, On Grid & Hybrid Solar Power Plants), Solar Pumping Systems.

We currently operate one manufacturing facility in Greater Noida, located at Plot Number I-25, 26, 27, Surajpur Industrial Area, Site – V, Kasna, Greater Noida, Uttar Pradesh, which spans over 7,700 square meters and other offices located in the state of – New Delhi, Mumbai, Ludhiana, Nalagarh (Himachal Pradesh), Jaipur, Chhattisgarh, Tirupur (Tamil Nadu).

For detailed information on the business of our Company please refer to “Our Business” beginning on page numbers 122 of this Draft Red Herring Prospectus.

#### SUMMARY OF OUR INDUSTRY

##### Global Solar Market Outlook

The global solar power market size was valued at US\$ 197.23 billion in 2021 and is expected to hit around US\$ 368.63 billion by 2030, poised to grow at a compound annual growth rate (CAGR) of 7.2% during the forecast period 2021 to 2030.

The global PV base once again grew significantly in 2022, reaching 1 185 GW ( $\approx$  1,2 TW) of cumulative capacity according to preliminary market data, both despite and because of post covid prices hikes and European geo-political strife. With 240 GW

of new systems installed and commissioned, and nearly a dozen countries with penetration rates over 10%, (over 19% for Spain!), PV has demonstrated that it is a serious, major, long-term contributor to cost competitive electricity generation and emissions reductions of the energy sector.

The impact of the COVID-19 pandemic had significant impact on the global solar power market. The growing demand for power and electricity generation is driving the growth of the global solar power market during 2020. The supply chain disruptions and halt of manufacturing units had adversely affected the growth of the global solar power market.

Furthermore, the development of storage systems named as photovoltaic (PV) is essential in order to increase the capability of photovoltaic systems in order to replace the existing conventional sources. Also, with the growth in demand for photovoltaic installations, the adoption of storage grid is likely to surge, which will drive the demand for solar energy storage lithium ion-powered battery and will also drive the growth of the solar energy market.

### **Indian Solar Market Outlook**

India's energy demand is expected to increase more than that of any other country in the coming decades due to its sheer size and enormous potential for growth and development. Therefore, it is imperative that most of this new energy demand is met by low-carbon, renewable sources. India's announcement that it intends to achieve net zero carbon emissions by 2070 and to meet 50% of its electricity needs from renewable sources by 2030 marks a historic point in the global effort to combat climate change.

As of October 2022, India's installed renewable energy capacity (including hydro) stood at 165.94 GW, representing 40.6% of the overall installed power capacity.

The country is targeting about 450 Gigawatt (GW) of installed renewable energy capacity by 2030 – about 280 GW (over 60%) is expected from solar.

The non-hydro renewable energy capacity addition stood at 4.2 GW for the first three months of FY23 against 2.6 GW for the first three months of FY22.

Solar power installed capacity has increased by more than 18 times, from 2.63 GW in March 2014 to 49.3 GW at the end of 2021. In 2022, till November, India has added 12 GW of solar power capacity.

Power generation from renewable energy sources (not including hydro) stood at 16.18 billion units (BU) in September 2022, up from 14.49 BU in September 2021.

With a potential capacity of 363 GW and with policies focused on the renewable energy sector, Northern India is expected to become the hub for renewable energy in India.

For details relating to Industry Overview, please refer section titled "Industry Overview" beginning on page 101 of this Draft Red Herring Prospectus

### **B. PROMOTER**

The promoter of our Company is Mr. Ashwani Sehgal, Mrs. Monica Sehgal and Mr. Vipin Sehgal.

For detailed information please refer chapter titled Our Promoter and Our Promoter Group on page number 191 respectively of this Draft Red Herring Prospectus.

### **C. ISSUE SIZE**

The Issue size comprises of fresh issuance of up to 64,80,000 Equity Shares of face value of ₹ 10/- each fully paid-up equity shares of the Company for cash at price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) aggregating ₹ [●].

### **D. OBJECTS OF THE ISSUE**

**Our Company intends to utilize the Net Proceeds for the following objects:**

S. N.	Particulars	Amount (In ₹. Lakh)
1.	Funding capital expenditure for upgradation and expansion of our existing solar module manufacturing facility by increasing 750 MW, located at Plot No I 26 Site 5 Surajpur Industrial Area, I.A. Surajpur, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201306	1955.80
2.	Funding Capital Expenditure towards setting up of a new manufacturing unit for Aluminum frame for our solar module	1294.65
3.	To Meet Working Capital requirements of the Company	2049.55
4.	General Corporate Purposes*	[●]
<b>Total</b>		<b>[●]</b>

\*The amount utilized for general corporate purposes shall not exceed 25% of the gross proceeds of the Issue.

#### E. PRE-ISSUE SHAREHOLDING

S. N.	Name of shareholder	Pre issue		Post issue	
		No. of equity Shares	As a % of Issued Capital	No. of equity Shares	As a % of Issued Capital
<b>Promoter</b>					
1	Mr. Ashwani Sehgal	55,91,652	31.08	55,91,652	22.85
2	Mrs. Monica Sehgal	35,89,200	19.95	35,89,200	14.67
3	Mr. Vipin Sehgal	25,19,076	14.00	25,19,076	10.29
<b>Total – A</b>		<b>1,16,99,928</b>	<b>65.02</b>	<b>1,16,99,928</b>	<b>47.81</b>
<b>Promoter Group</b>					
4	Udaya Sehgal	75,000	0.42	75,000	0.30
5	Aditya Sehgal	75,000	0.42	75,000	0.30
6	Ashwani Sehgal HUF	9,69,000	5.39	9,69,000	3.96
7	Anita Sikka	6,35,172	3.52	6,35,172	2.60
8	Udaya Fibers Private Limited	8,25,000	4.59	8,25,000	3.37
9	Krishma Machine Tools Private Limited	25,50,000	14.17	25,50,000	10.42
<b>Total – B</b>		<b>51,29,172</b>	<b>28.51</b>	<b>51,29,172</b>	<b>20.95</b>
<b>Public</b>					
11	Existing Shareholders	11,64,300	6.47	11,64,300	4.76
12	IPO	-	-	64,80,000	26.48
<b>Total-C</b>		<b>11,64,300</b>	<b>6.47</b>	<b>76,44,300</b>	<b>31.24</b>
<b>Grand Total (A+B+C)</b>		<b>1,79,93,400</b>	<b>100.00</b>	<b>2,44,73,400</b>	<b>100.00</b>

#### F. SUMMARY OF RESTATED STANDALONE FINANCIAL INFORMATION

(Amount in Lakhs Except EPS & NAV)

Particulars	For the period ended	For the year ended March 31		
	September 30	2023	2022	2021
Share Capital	599.78	599.78	599.78	599.78
Net Worth	4,932.46	3,929.49	3,554.87	3,547.81
Revenue (total income)	20,713.36	18,393.22	15,606.91	13,949.16
Profit after Tax	1,002.97	374.61	7.05	279.76
Earnings per share Basic	5.57	2.08	0.04	1.55
Diluted Earnings per share	5.57	2.08	0.04	1.55
Net Asset Value per Equity Share	82.24	65.52	59.27	59.15
<b>Total borrowings</b>				
- Long Term	249.30	376.40	602.27	1,014.14
- Short Term	3,925.85	3,603.53	1,376.00	1,752.58

\*Note

1. The NAV is calculated on the basis of face value of each Equity Shares of Rs. 10/- existing as on September 30, 2023,

**March 31, 2023, 2022 and 2021.**

2. However, the number of Equity Shares as on date of this Draft Red Herring Prospectus are 1,79,93,400 out of that 11,995,600 Equity Shares are issued via Bonus Issue in the ratio of 2:1 issued by the company on October 27, 2023.

**SUMMARY OF RESTATED CONSOLIDATED FINANCIAL INFORMATION**

(Amount in lakhs Except EPS & NAV)

Particulars	For the period ended	For the year ended March 31		
	September 30	2023	2022	2021
Share Capital	599.78	599.78	599.78	599.78
Net Worth	4,906.86	4,146.29	3,767.70	3,748.28
Revenue (total income)	21,310.72	19,592.07	16,853.62	14,972.96
Profit after Tax	760.58	378.58	19.42	315.23
Basic Earnings/(Loss) Per Share (Rs.)	25.34	6.31	0.96	4.23
Diluted Earnings/(Loss) Per Share (Rs.)	25.34	6.31	0.96	4.23
Net Asset Value per Equity Share	81.81	69.13	62.82	62.49
Total borrowings				
- Long Term	249.30	845.09	1,213.98	1,194.83
- Short Term	3,925.85	3,890.64	1,456.00	1,797.85

\*Note

1. The NAV is calculated on the basis of face value of each Equity Shares of Rs. 10/- existing as on September 30, 2023, March 31, 2023, 2022 and 2021.

2. However, the number of Equity Shares as on date of this Draft Red Herring Prospectus are 1,79,93,400 out of that 11,995,600 Equity Shares are issued via Bonus Issue in the ratio of 2:1 issued by the company on October 27, 2023.

**QUALIFICATIONS OF AUDITORS**

The Restated Financial Statements do not contain any qualification requiring adjustments by the chartered Accountants who have prepared and signed the restated financials of the company.

**G. SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPEMENTS**

A summary of pending legal proceedings and other material litigations involving our Company is provided below:

(in Lakhs)

Name	By/Against	Civil Proceedings	Criminal Proceedings	Tax Proceedings	Other Pending Litigation	Actions by regulatory authorities	Amount Involved
Company	By	-	-	-	-	-	-
	Against	-	-	4	3*	-	395.44
Promoter	By	-	-	-	-	-	-
	Against	-	-	6	-	-	62.48
Promoter Group	By	-	-	-	-	-	-
	Against	-	-	-	-	-	-
Group Companies/Entities	By	2	1	-	-	-	18.92
	Against	-	-	-	-	-	-
Directors other than promoter	By	-	-	-	-	-	-
	Against	-	-	-	-	-	-

\*Amount of two labor dispute ie MW V. Apex Export Private Limited and Devhuti Chauhan V.M/S Apex Export Pvt Ltd which is filed against the company Not Quantifiable till date.

For further details, please refer chapter titled "Outstanding Litigations & Material Developments" beginning on page 293 of this Draft Red Herring Prospectus.

**H. RISK FACTORS**

For details relating to risk factors, please refer section titled "Risk Factors" beginning on page 25 of this Draft Red Herring

## Prospectus.

### I. SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

As per the Consolidated Restated Financial statement of the company, following are the contingent liabilities:

(Amount in Lakhs)

Particulars	September 30,2023	March31,2023	March 31,2022	March 31,2021
Claims against the Company, not acknowledge as Debt:				
Bank Guarantee (to the extent Margin not provided)	3478.83	1228.53	1823.77	418.83

### J. SUMMARY OF RELATED PARTY TRANSACTIONS

Our Company has entered into certain transactions with our related parties including our Promoters, Promoter Group, Directors and their relatives as disclosed in consolidated Restated Financial Statement mentioned below:

Particulars	September 30,2023	March 31,2023	March 31,2022	March 31,2021
<b>Mr. Ashwani Sehgal</b>				
Remuneration Paid	36.00	72.25	72.05	125.90
Rent	9.81	19.89	12.00	12.00
Advance Paid for Lease	-	160.65		
O/s Unsecured Loan	-	-	-	59.46
<b>Mrs. Monica Sehgal</b>				
Remuneration Paid	6.00	72.00	69.52	48.01
Rent	0.90	3.60	3.60	3.60
O/s Unsecured Loan	-	-	-	165.79
<b>Mr. Vipin Sehgal</b>				
O/s Unsecured Loan	-357.50	122.76	140.38	24.00
Remuneration Paid	6.99	23.88	23.40	22.13
<b>Ms. Anshu Bhatia</b>				
Rent	0.60	3.00	3.00	3.00
<b>Scan International Private Limited</b>				
Reimbursement of Expenses	-	0.35	0.36	0.41
<b>Udaya Fibers Private Limited</b>				
Reimbursement of Expenses	-	0.35	0.36	0.40
<b>Krishma Machine Tools Private Limited</b>				
Reimbursement of Expenses	-	0.35	0.36	0.39
Payment Receipts			-	4.90
Reimbursement of Expenses			-	0.58
<b>Mr. Satish Gupta</b>				
Managerial Remuneration	1.52		18.40	-
<b>Ms. Sakshi Tomar-Company Secretary</b>				
Managerial Remuneration	-		4.55	4.24

### K. FINANCING ARRANGEMENTS

There have been no financing arrangements whereby our Promoter, members of the Promoter Group, our directors and their relatives have financed the purchase by any other person of securities of our Company during a period of six (6) months immediately preceding the date of this Draft Red Herring Prospectus.

### L. WEIGHTED AVERAGE PRICE AT WHICH THE EQUITY SHARES WERE ACQUIRED BY EACH OF OUR PROMOTER IN LAST ONE YEAR

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in₹.)
Mr. Ashwani Sehgal	37,42,768	0.27
Mrs. Monica Sehgal	23,92,800	Nil
Mr. Vipin Sehgal	16,79,384	Nil

\* Only the shares acquired are considered.

#### M. AVERAGE COST OF ACQUISITION

The average cost of acquisition per Equity Share to our Promoter as on the date of this Draft Red Herring Prospectus is:

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in₹.)
Mr. Ashwani Sehgal	55,91,652	1.43
Mrs. Monica Sehgal	35,89,200	0.56
Mr. Vipin Sehgal	25,19,076	0.04

\* Only the shares acquired are considered.

#### N. DETAILS OF PRE-ISSUE PLACEMENT

Our Company does not contemplate any issuance or placement of Equity Shares from the date of this Draft Red Herring Prospectus until the listing of the Equity Shares.

#### O. ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR

Except as follows, our Company has not issued any equity shares as bonus issue since inception. For more details, refer - Capital Structure on page number 62 of this Draft Red Herring Prospectus.

Sr. No.	Date of Allotment	No. of Bonus share issued	Face Value	Nature of Consideration	Nature of Allotment
1.	February 11,2004	3,63,780	10	Other than cash	Bonus Issue
2.	December 28,2010	45,18,240	10	Other than cash	Bonus Issue
3.	October 27, 2023	1,19,95,600	10	Other than cash	Bonus Issue

For more details, refer - Capital Structure on page number 62 of this Draft Red Herring Prospectus.

#### P. SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR

The Company has not consolidated its equity shares in the last one (1) year.

#### Q. EXEMPTION FROM COMPLYING SECURITIES LAWS

No, our company has not been granted any such exemption.



### SECTION III- RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties summarized below, before making an investment in our Equity Shares. The risks described below are relevant to the industries our Company is engaged in, our Company and our Equity Shares. To obtain a complete understanding of our Company, you should read this section in conjunction with the chapters titled "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page numbers 122 and 282, respectively, of this Draft Red Herring Prospectus as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. Prior to making an investment decision, prospective investors should carefully consider all of the information contained in the section titled "Financial Information, as Restated" beginning on page number 199 of this Draft Red Herring Prospectus.

If any one or more of the following risks as well as other risks and uncertainties discussed in the Draft Red Herring Prospectus were to occur, our business, financial condition and results of our operation could suffer material adverse effects and could cause the trading price of our Equity Shares and the value of investment in the Equity Shares to materially decline which could result in the loss of all or part of investment. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India, and is therefore subject to a legal and regulatory environment that may differ in certain respects from that of other countries.

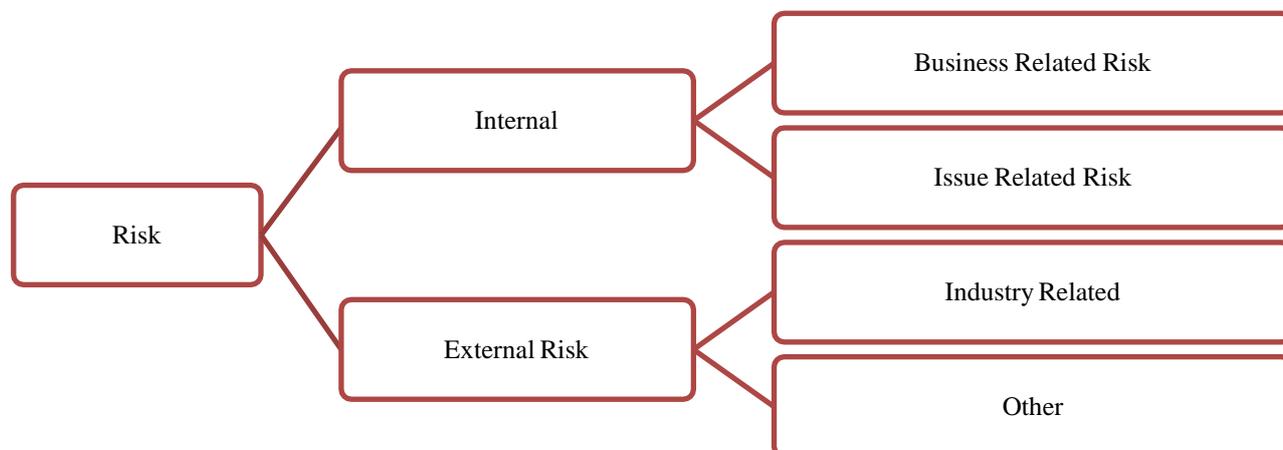
This Draft Red Herring Prospectus also contains forward looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of many factors, including the considerations described below and elsewhere in the Draft Red Herring Prospectus. These risks are not the only ones that our Company face. Our business operations could also be affected by additional factors that are not presently known to us or that we currently consider to be immaterial to our operations. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify financial or other implication of any risks mentioned herein.

#### Materiality

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

1. Some events may not be material individually but may be material when considered collectively.
2. Some events may have an impact which is qualitative though not quantitative
3. Some events may not be material at present but may have a material impact in the future.

#### Classification of Risk Factors



Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Unless the context requires otherwise, the financial information of our Company has been derived from the Restated Financial Information.

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

## **INTERNAL RISK FACTORS**

**1. *Our company involves in the case of Deputy Commissioner of Income Tax v. Alpex Export Private Limited & Ors Criminal Revision Petition 132/2023 before the Hon'ble Delhi High Court.***

In the case of **Income Tax Office V. Alpex Exports Private Limited & Ors. CRLR 132/2023 (Criminal Revision Petition)**, Alpex Export Private Limited Company filed its return of income for Assessment Year 2015-16 on 30.09.2015 disclosing total income of Rs.8,69,95,780/- on which tax of Rs.3,11,63,525/- was due, however, only Rs.48,37,959/- was paid (TDS of Rs. 15,87,959/- and self-assessment tax of Rs. 32,50,000/-). Balance amount of Rs. 2,61,59,506/- was not paid by the Issuer Company. A Complaint was filed by the Income tax department vide case no. 5516/2019 before the trial court against Issuer Company and its promoters. It was adumbrated by the complainant that despite having adequate liquidity and assets, the company deliberately did not pay the income tax in time and it paid the income tax in instalments till 16.03.2017 i.e. upto 1 ½ year later from the date of filing of ITR. This revised petition is filed by the Income tax department against the impugned order dated 06.10.2022 passed by the learned Trial Court in CC No.5516/2019 in favor of respondents, whereby the respondents were discharged for the offence under Section 276C(2) of the Income Tax Act. It was opined by the trial court that the question of wilful attempt to evade does not even arise as the entire tax and interest had been paid voluntarily by the issuer company and there is no positive act or movement which shows conscious attempt to evade payment of taxes. The trial court aligned itself with the view expressed in *Bhushan Kumar and Anr v. State (NCT of Delhi)* and *Anr* and accordingly, all the accused are discharged as no case is made out against them. Being aggrieved by the order of trial court, the Petitioner had filed a revision petition before Delhi High Court. Notices were issued and the Respondents had accepted notice to file response. The company have been charged under the ambit of Sec 276C of Income Tax Act, 1961, which states that wilful attempt to evade tax. The matter is sub-judice before the Hon'ble Delhi High Court. If the order come against the company, then they might charge with the wilful attempt to evade tax.

**2. *We may not be successful in bidding for and winning bids for solar water pumps EPC projects to grow our business.***

The government through various schemes such as Jawaharlal Nehru National Solar Mission and Rashtriya Krishi Vikas Yojna open tender for the different solar companies to bid under the different category of solar installation schemes. In addition to our solar PV module supply, our business performance and growth also depends on our ability to continually win bids for solar water pumps EPC projects. Under the EPC for AC/DC water pumps, our company secures projects by submitting bids in government-issued tenders. If we win the tender, we proceed to install the AC/DC water pump in the designated land area. Our company may face difficulties in successfully bidding for and winning contracts in the solar water pumps EPC (Engineering, Procurement, and Construction) projects segment. Our solar industry is highly competitive, and securing projects often demands not only competitive pricing but also a strong track record, technical expertise, and an understanding of evolving market trends. By critically evaluating our bidding strategies, enhancing our technical capabilities, and building strategic partnerships, we can work towards overcoming these challenges and progressively grow our business within the solar sector. However, we cannot give assurance that in future we will be able to winning bids for solar water pumps.

**3. *Our Restated Financial Statements are Prepared and Signed by the Peer Review Chartered Accountants who is not Statutory Auditors of our Company.***

The Restated Financial Statements have been provided by Peer Reviewed Chartered Accountants M/s KRA & Co. who is not Statutory Auditor of our Company. The Restated Financial Statements of our Company for the period ended September 30, 2023 and for the financial years ended March 31 2023, March 31 2022 and March 31, 2021 has been provided by a Peer Reviewed Chartered Accountant who is not Statutory Auditor of our Company. Our Statutory Auditor does not hold peer review certificate.

**3. *Our business operations may face less sales in unfavourable solar weather conditions could have a material adverse effect on our business, financial condition and results of operations.***

In the solar industry, the demand for solar panels in the market is often hampered by unfavourable weather conditions. These conditions result in reduced demand for solar panels from customers, consequently impacting our business and financial status adversely. Customers may postpone or scale back their solar panel purchase plans. This dependency on weather patterns highlights a vulnerability within our business model, as our revenue and sales are directly tied to the availability of

solar-friendly weather. To mitigate these challenges, we continuously assess and strategize to diversify our offerings or implement measures that reduce our dependency on specific weather conditions, ensuring a more resilient and stable financial position.

4. ***We have not taken any steps to order the machinery/equipment required for the proposed aluminium Plant. In the event of any delay in placing the orders, or in the event the vendors are not able to provide the equipment / machineries in a timely manner, or at all, the same may result in time and cost over-runs.***

Our company intends to utilize a portion i.e amount of Rs. 1494.56 lakhs out of the Net Proceeds for funding capital expenditure requirements for the purchase of equipment/machineries and other construction works for proposed aluminium plant. While we have procured quotations from various vendors in relation to the capital expenditure to support our expanding operations, we have not placed any firm orders for any of them. For details in respect of the foregoing, please see “Objects of the Issue” on page 79. Such quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. We cannot assure that we will be able to undertake such capital expenditure at the cost associated by such quotations or that there will not be cost escalations over and above the contingencies proposed to be funded out of the Net Proceeds. Further, 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 and technological changes. If we are unable to a new manufacturing plant within our estimated time frames, we may be unable to expand our business. There can be no assurance that we will complete any proposed expansion or upgradation in a timely manner.

5. ***We may continue to derive a material portion of our revenue from our top five customers and our financial dependence on our top Five customers particularly “Luminous Power Technologies Private Limited” poses a potential risk. A reduction in business from “Luminous” or any other major clients could have negative implications for both our revenue and profitability.***

At present, we derive most of our revenues from the sale of products from limited number of customers.

(in Lakhs)

Particular	As on March 31, 2023	As on March 31, 2022	As on March 31, 2021
Revenue from Operations	18,269.41	15,270.79	13,833.73
Top 5 Customers	15,193.46	13,493.1	11,712.06
<b>% of top 5 Customers to Revenue from Operations*</b>	<b>83.16%</b>	<b>88.36%</b>	<b>84.66%</b>

\*The % has been derived by dividing the total amount received from top five customers with the Revenue from operations of the company in the relevant year as mentioned in the Profit and Loss Statement as given in restated financials of the company.

Our Top 5 Customers are:

(in lakhs)

Name of top 5 Customers	As on March 31, 2023	As on March 31, 2022	As on March 31, 2021
Luminous Power Technologies Private Limited	7,565.18	5,622.51	5,452.30
Premier Energies Limited	3,353.17	-	1,029.02
The Director General New & Renewable Energy Development	1,774.71	-	-
Punjab Energy Development Agency	1,382.57	-	-
BVG INDIA LTD	1,117.82	-	-
Tata Power Solar Systems Limited	-	3,401.50	3,198.56
Saatvik Green Energy (P) Ltd	-	3,265.99	-
Hild Projects Private Limited	-	1,001.24	1,149.74
Marlec Engineering Co Ltd	-	201.86	-
Jakson Engineers Limited	-	-	882.44

Any decline in our quality standards, any change in the demand for our solar panels by the customers particularly “Luminous” may adversely affect our ability to retain them. We cannot assure that we shall generate the same quantum of business, or any business at all, from these customers, and loss of business from one or more of them may adversely affect our revenues

and profitability. However, the composition and revenue generated from these clients might change as we continue to add new clients in normal course of business.

**6. Majority of our state wise revenues from operations for the last 3 years is dependent majorly on Uttar Pradesh. Any adverse developments affecting our operations in these states could have an adverse impact on our revenue and results of operations.**

Our domestic sales are majorly dependent on Uttar Pradesh i.e 80.29%, 94.18%, 97.83% of our revenues for the year ended March 31, 2023, 2022 and 2021 respectively. Geographical distribution of our revenue bifurcated on page no. 148 of this Draft Red Herring Prospectus.

(in lakhs)

State	March 31, 2023		March 31, 2022		March 31, 2021	
	Amount	% of total Revenue	Amount	% of total Revenue	Amount	% of total Revenue
Uttar Pradesh	14,668.23	80.29	14,381.58	94.18	13,533.04	97.83

\* The % has been derived by dividing the total revenue generated from Uttar Pradesh with the Revenue from operations of the company in the relevant year as mentioned in the Profit and Loss Statement as given in restated financials of the company.

Such concentration of revenue in Uttar Pradesh may have an adverse effect. Further, drastic change in Taxes and other levies imposed by State Government of Uttar Pradesh as well as other financial policies and regulations, political and deregulation policies, if changed, could harm business and economic conditions. However, the composition and revenue generated from various states might change as we continue to add new customers in the different parts of India.

**7. Our company involves in the consumer court cases where customer not satisfied with the warranty.**

Our Company provides warranty of Solar PV modules greater than 240Wp & upto 410Wp which is applicable from the date of the first sale to the original end customer. The warranty is divided into two separate categories: -

1. Manufacturer's Limited Product Warranty, If the PV Modules having manufacturing defects or defects due to materials within 10 years after the sale of PV Modules to the original end customer. Then our company repair or replace the product or refund the purchase price considering 5% depreciation every year or provide free supplementary modules free of charge to the customer.
2. Extended Term Limited Warranty on Power Output, it is further divided into two separate categories;
  - i. Off Grid Applications with or without Battery Backup, our company having sole and absolute discretion that any power loss happening due to defects in material. When the PV modules first sale to the original end customer within 10 years exhibits power output less than 90% as specified on the label of the product.
  - ii. On Grid Application, our company having sole and absolute discretion that any power loss happening due to defects in material. When the PV modules first sale to the original end customer within 25 years exhibits power output less than 80% as specified on the label of the product.

If the product fall in (i) and (ii) categories then our company will repair or replace the defective module or provide additional modules or refund the amount.

The panels which come below the above-mentioned categories will not come under the ambit of warranty period. In reference to the case of **Kaushalya Devi v. Manager Apex Complaint No.209/2019, District Forum Consumer Protection, Hanumangarh, Sangam** where customer buys solar panels and pumps of INR 5,10,049 under the government schemes. The solar panels and pump were purchased to irrigate the crops but the panels catch fire due to that customer filed case against the company for the loss. The company denied to give warranty as per the policy of the company. In future if the company faces such issues which may lead to loss of confidence of the customers in the solar products. Therefore, if the customers lose confidence in the solar product, then it will affect the business of the company.

**8. We face competition in our business from domestic competitors. Such competition would have an adverse impact on our business and financial performance.**

The industry, in which we are operating, is highly and increasingly competitive and our results of operations and financial condition are sensitive to, and may be materially adversely affected by, competitive pricing and other factors. Competition may result in pricing pressures, reduced profit margins or lost market share or a failure to grow our market share, any of which could substantially harm our business and results of operations. There can be no assurance that we can effectively compete

with our competitors in the future, and any such failure to compete effectively may have a material adverse effect on our business, financial condition and results of operations.

**9. Non-availability of secretarial records of the company filed with ROC since incorporation and non-updating of recent records at MCA.**

Since the company was incorporated in 1993, it is not possible to trace all secretarial records since incorporation. We are unable to trace copies of certain records. We cannot assure you that the filings were made in a timely manner and so, we shall not be subject to any penalty imposed by the regulatory authorities in this respect. Although we have received the search report from Practicing Company Secretary Mr. Amit Shukla having certificate of practice no. 18190 dated November 04, 2023 for ascertainment of information and reconciliation of secretarial data and records of the company.

**10. There are certain discrepancies and non-compliances noticed in some of our corporate records relating to forms filed with the Registrar of Companies, taxation authorities and other public authorities.**

In the past, there have been some instances of delays in filing statutory forms with the RoC which includes DPT-3, ADT-1, AOC-4 XBRL, MGT-7, DIR-12 with the additional fees. Also, we have delayed in filing few of our TDS Returns with the concerned offices on several instances and have accordingly been subjected to penalty and charged with interest for delayed deposit of tax on various instances as well.

The details of delayed GST filings and EFP have been encapsulated as under:

**Delay GST – 3B & GSTR -1**

Place	Financial Year	Month	Return Type	Due Date	Actual date of Filing	Delay Days
Nodia	2020-21	Apr-21	GSTR 3B	20-05-2021	25-06-2021	-36
		May-21	GSTR 3B	20-06-2021	15-07-2021	-25
		Jul-21	GSTR 3B	20-08-2021	28-08-2021	-8
Delhi	2021-22	Apr-21	GSTR 3B	20-05-2021	08-06-2021	-19
		May-21	GSTR 3B	20-06-2021	22-06-2021	-2
Haryana	2022-23	Apr-22	GSTR 3B	24-05-2022	11-06-2022	-18
		Feb-23	GSTR 3B	20-03-2023	08-04-2023	-19
		Mar-23	GSTR 3B	20-04-2023	10-05-2023	-20
Ludhiana	2021-22	Apr-21	GSTR 3B	20-05-2021	27-05-2021	-7
		May-21	GSTR 3B	20-06-2021	03-07-2021	-13
Chhattisgarh	2021-22	Apr-21	GSTR 3B	20-05-2021	25-05-2021	-5
		Aug-21	GSTR 3B	20-09-2021	05-10-2021	-15
Mumbai	2021-22	Apr-21	GSTR 3B	20-05-2021	25-06-2021	-36
		May-21	GSTR 3B	20-06-2021	29-06-2021	-9
Tripur		Apr-21	GSTR 3B	20-05-2021	27-05-2021	-7

**Delay GSTR - 9**

Place	Financial Year	Return Type	Due Date	Actual date of Filing	Delay Days
Himachal Pradesh	2020-21	GSTR -9	30-12-2021	12-02-2022	-44
Punjab	2020-21	GSTR -9	30-12-2021	28-02-2022	-60
Haryana	2020-21	GSTR -9	30-12-2021	12-02-2022	-44

**Employee Provident Fund**

Financial Year	Month	Due Date	Date of Credit	No of Delay
2017-18	Oct-17	15-11-2017	15-02-2018	-92
	Nov-17	15-12-2017	15-02-2018	-62
	Dec-17	15-01-2018	15-02-2018	-31
	Feb-18	15-03-2018	19-04-2018	-35

2018-19	Jun-18	15-07-2018	17-07-2018	-2
2020-21	Apr-20	15-05-2020	22-06-2020	-38
	May-20	15-06-2020	30-06-2020	-15
	Jul-20	15-08-2020	18-08-2020	-3

Non-compliance of applicable laws shall attract penal provisions and inability to file the statutory returns on time and failure to remit statutory dues will have an adverse effect on our operations and the company shall also face negative brand image in the market. Further with the expansion of our operations there can be no assurance that deficiencies in our internal controls and compliances will not arise, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls, in a timely manner or at all.

**11. Our Company's modules are approved by many private and public sector developers failure to maintain the quality standards of the products could adversely impact our business, results of operations and financial condition.**

Most of the time, the EPC player has to get our plant approved by the Developer. This ensures that the modules the EPC player is installing meet the standards of high-quality PV modules. Our company is approved by many private and public sector developers, such as SCCL, BVG India, Luminous, Solar World, Tata, Hild Energy, Saatvik, Jakson, NTPC, NLC, HAL, Power Grid, SJVN, NHDC, and various export customers, for modules. We have put in place strict quality control procedures but we cannot assure that our panels will always be able to satisfy our customer's quality standards. Any negative publicity regarding our Company, or products could adversely affect our reputation and our operations.

**12. We do not own the premises in which our registered office, manufacturing unit and Branch Office is located and the same are on lease arrangement. Any termination of such lease/license and/or non-renewal thereof and attachment by Property Owner could adversely affect our operations.**

We operate our business from the following places which is taken by our company on lease or rental basis.

Sr. No.	Details of Property	Name of Lessor/Owner	Purpose	Tenure	Validity upto	Rent (in Rs.)
1.	B-79, Shivalik Enclave, Near Malviya nagar, New Delhi-110017	Mr. Ashwani Sehgal	Registered Office	11 Months	August 25, 2024	1,80,000
2.	Industrial Property No I-25, Site – 5, UPSIDC, Greater Noida, Distt Gautam Buddha Nagar, Uttar Pradesh	Mr. Ashwani Sehgal	Manufacturing House	11 Months	October 31, 2026	9,00,000/-
3.	Plot No I 26 Site 5 Surajpur Industrial Area, I.A. Surajpur, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201306	UP State Industrial Development Corporation Limited	Manufacturing House*	90 years	23, January, 2109	59,42,000
4.	Plot No I-27, Site – 5, Surajpur, Kasna, Greater Noida, Gautam Budh Nagar, Uttar Pradesh	M/S Santoshi Hyvolt Electricals Pvt Ltd	Manufacturing House	3 Years	December 31,2025	39,06,000/-*
5.	AD- 6C, Devi Marg, Banipark Jaipur, Rajasthan (India), Pin-302018	Mr. Ganesh Sharma	Branch Office	11 Months	August 19, 2024	1,62,000
6.	118 B, Kitchlu Nagar, Ludhiana-141001, Punjab	Mrs. Anshu Bhatia	Branch Office	5 Years	May 24, 2026	1,20,000

7.	52/32, C KPN Colony, 4th Street, Behind Nalini Hospital, Tirupur-641601	Mr. Ashwani Sehgal	Branch Office	11 Months	August 20,2024	1,80,000
8.	425, 4 <sup>th</sup> floor Rama Magneto Mall, Shrikant Verma Marg, Zilla Bilaspur, Chhattisgarh- 495004	M/s Arvez energy Private Limited	Branch Office	11 Months	May 16,2024	1,08,000
9.	H. No. 3126/172A, 1 <sup>st</sup> Floor, Circular Road, Opp, bus stand, Rewari Tehsil and Distt. Rewari (Haryana)	Mr. Rajesh Lohia and Mr. Parveen Lohia	Branch office	11 Months	August 27, 2024	1,20,000
10.	Maithili's Signet on Plot No. 39/4, Sector 30-A, vashi, Navi Mumbai	Mr. Bhagwati Charan Sikka and Mrs. Anita Sikka	Branch Office	Agreement to Sale**	Not Applicable	55,00,00

\*Subject to escalation rate @ 5% every year

Unless the lease of our premises is renewed, upon termination of the lease, we are required to return the premises office to the Lessor/Licensor. There can be no assurance that the term of the agreements will be renewed on commercially acceptable terms and in the event the Lessor/Licensor terminates or does not renew the agreements, we are required to vacate the said premises where operational activities are carried out. In such a situation, we have to identify and take alternative premises and enter into fresh lease or leave and license agreement at less favourable terms and conditions to shift our registered office and operations. Such a situation could result in time overruns and may adversely affect our operations temporarily.

\*We have manufacturing house in the Plot No I 26 Site 5 Surajpur Industrial Area, I.A. Surajpur, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201306 in the name of Alpex Solar Private Limited which was taken on lease for 90 years on 23<sup>rd</sup> January, 2019 and the consolidated amount paid of INR 59,42,000.

\*\* In the abovementioned property in which an agreement to sell is executed on 8<sup>th</sup> December, 2007 but the registration and mutation is pending.

**13. We have experienced negative cash flows in the past. Any such negative cash flows in the future could adversely affect our business, results of operations and prospects.**

The following table sets forth our cash flow for the periods indicated:

Particulars	(in lakhs)			
	As on September 30,2023	March 2023	March 2022	March 2021
Net cash from Operations	796.55	(685.02)	(111.92)	171.27

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet its capital expenditure, pay dividends, repay loans, and make new investments without raising finance from external resources. Such negative cash flows lead to a net decrease in cash and cash equivalents. Any negative cash flow in future could adversely affect our operations and financial conditions and the trading price of our Equity Shares.

**14. Our Company is involved in certain legal proceeding(s) potential litigations. Any adverse decision in such proceeding(s) may render us/them liable to liabilities/penalties and may adversely affect our business and results of operations.**

We are involved in certain legal proceedings which are pending at different levels of adjudication before various courts, tribunals, enquiry officers, and appellate authorities. We cannot provide assurance that these legal proceedings will be decided in our favour. Any adverse decisions in any of the proceedings may have a significant adverse effect on our business, results of operations, cash flows and financial condition. A classification of these legal and other proceedings are as follows:

A summary of pending legal proceedings and other material litigations is provided below:

Name	By/Against						Amount Involved
		Civil Proceedings	Criminal Proceedings	Tax Proceedings	Other Pending Litigation	Actions by regulatory authorities	

Company	By	-	-	-	-	-	-
	Against	-	-	4	3*	-	395.44
Promoter	By	-	-	-	-	-	-
	Against	-	-	6	-	-	62.48
Promoter Group	By	-	-	-	-	-	-
	Against	-	-	-	-	-	-
Group Companies/Entities	By	2	1	-	-	-	18.92
	Against	-	-	-	-	-	-
Directors other than promoter	By	-	-	-	-	-	-
	Against	-	-	-	-	-	-

\* Amount of two labor dispute ie MW V. Apex Export Private Limited and Devhuti Chauhan V.M/S Alpex Export Pvt Ltd which is filed against the company Not Quantifiable till date.

**15. There may be potential conflicts of interest if our Promoter or Directors get involved in any business activities that compete with or are in the same line of activity as our business operations.**

At present our promoters Mr. Ashwani Sehgal and Mrs. Monica Sehgal, who also serve as directors in CER Rooftop Private Limited, an associated company engaged in similar to the line of business of our Company. However, there can be no assurance that our Promoters or members of the Promoter Group will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition which may adversely affect our profitability and results of operations.

**16. Our Promoter/ Directors have mortgaged their properties and provided personal guarantees to secure certain of our loan facilities, which if revoked or invoked may require alternative guarantees, repayment of amounts due or termination of the facilities.**

Our Promoter have mortgaged their properties and provided personal guarantees as security to secure some of our existing borrowings and may continue to provide similar guarantees in the future. In the event that any of these properties or guarantees are revoked by promoters, members of Promoter group or third party, the lenders for such facilities may require alternate properties as mortgages/guarantees, repayment of amounts outstanding under such facilities, or may even terminate such facilities.

We may not be successful in procuring alternative properties/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 may not be available on acceptable terms or at all and any such failure to raise additional capital could affect our operations and our financial condition.

For details on personal guarantee given by Promoters and members of the promoter group of our Company see “Financial Indebtedness” on page 291 of this draft red herring Prospectus.

**17. Our Contingent Liabilities could materially and adversely affect our business, results of operations and financial condition.**

A summary of our contingent liabilities, as indicated in our Consolidated Restated Financial Statements is as follows:

Particulars	(in Lakhs)			
	September 30,2023	March 31,2023	March 31,2022	March 31,2021
Claims against the Company, not acknowledge as Debt:				
Bank Guarantee (to the extent Margin not provided)	3478.83	1228.53	1823.77	418.83

For further Information, see, “Restated Financials Statements”- Note 33 on page no. 228 on the draft red herring Prospectus

**18. Our Company has availed unsecured loan which are repayable on demand. Any demand from the lenders for repayment of such unsecured loan may affect our financial condition.**



Our Company has, as per the restated standalone audited financial statement, availed total sum of ₹ 17.00 Lakh unsecured loan from Banks, Body Corporates and others which may be recalled at any time. Sudden recall may disrupt our operations and also may force us to opt for funding at unviable terms resulting in higher financial burden. Further, we will not be able to raise funds at short notice and thus result in shortage of fund. For further details, please refer to the section —Restated Standalone Statement of Long-Term Borrowing on page 216 of this Draft Red- Herring Prospectus. Any demand for the repayment of such unsecured loan, may adversely affect our cash flow and financial condition.



**19. We have applied for registration of logo  and do not own the trademark legally as on date. We may be unable to adequately protect our intellectual property. Furthermore, we may be subject to claims alleging breach of third-party intellectual property rights.**

Our Company using approved original trademark under class 35 and class 9 with the registration number 2326177 and 2326178 respectively. The trademark we use does shows the reflection of sunlight on the petals but in the MCA official website for trademark search we don't find that reflection of sunlight. In future there could be objection or we may get penalised under sec 107 of Trade Mark Act, 1999 for the infringement of trademark which elaborates upon the penalty for the false representation of the trademark while portraying as registered. If the company founds guilty under non-compliance of statute ie Trade Mark Act,1999 then the company intellectual property might get cancelled or penalty may be levied.

We are in the process of for registration of our logo under the provisions of the Trade Marks Act, 1999. There can be no assurance that we will be able to register the trademark in future or that, third parties will not infringe our intellectual property, causing damage to our business prospects, reputation and goodwill. Further, we cannot assure you that any application for registration of our trademark in future by our Company will be granted by the relevant authorities in a timely manner or at all.

**20. We require certain approvals, licenses, registrations and permits for our business and the failure to obtain or renew them in a timely manner may adversely affect our operations.**

Our Company requires certain statutory and regulatory registrations, licenses, permits and approvals for our business. In future, we shall be required to renew such registrations and approvals and obtain new registrations and approvals for any proposed operations, including any expansion of existing operations. While we believe that we will be able to renew or obtain such registrations and approvals, as and when required, there can be no assurance that the relevant authorities will renew or issue any such registrations or approvals in the time frame anticipated by us or at all. Failure to obtain and renew such registrations and approvals with statutory time frame attracts penal provisions. If we are unable to renew, maintain or obtain the required registrations or approvals, it may result in the interruption of our operations and may have a material adverse effect on our revenues, profits and operations and profits.

Further, certain statutory licenses and approvals which we have obtained for the purpose of carrying our business, contain terms and conditions/covenants, which are to be adhered to by our Company. In case our Company defaults in complying with the said terms and conditions/ covenants, we may be subjected to penal provisions and it may also lead to the cancellation of such licenses and approvals, which will adversely affect our business, financial conditions and results of operations.

For further details see Chapter on “Key Industry Regulations and Policies” and “Government and Other Approvals” beginning on page 153 and 306 of the Draft Red Herring Prospectus respectively.

**21. Restrictions on or import duties relating to materials and equipment imported for our manufacturing operations as well as restrictions on or import duties levied on our products in our export markets may adversely affect our business prospects and financial performance.**

A significant part of our materials used in the production of our modules, particularly solar cells, is imported from China and other certain countries, including Malaysia. Any restrictions, either from the GoI or any state or provincial government or governmental authority, or from restrictions imposed by any other applicable authorised bilateral or multilateral organisations, on such imports from China and other jurisdictions in which our principal suppliers are located, may adversely affect our business, results of operations and prospects.

The GoI had introduced the safeguard duty in July 2018 on import of solar cells which was applicable until July 2021, and this is being replaced with significantly higher basic customs duty of 25% on solar cells, commencing April 1, 2022. The imposition of such high basic customs duty on imported solar cells is expected to impact our cost of materials unless we are able to

implement our backward integration plan of producing our own solar cells by such time in a cost-effective manner or procure from other cost-effective and domestic producers of solar cells.

**22. Our company is engaged in assembling of solar water pumping system and customers receives subsidy from State/Central Government. Any reduction or discontinuation of such subsidy will results in reduction in number of potential consumers.**

We also provide services of assembling of solar water pumping system to beneficiaries for their captive purpose, the Channel partner Scheme which was run by MNRE in which we had done few projects where subsidy was received by us from MNRE. The scheme was discontinued and now beneficiaries are eligible for claiming subsidy directly from State/Central Government.

Apart from that if the same scheme was discontinued by the government, in future or if there is any reduction or any discontinuance of subsidy from State/Central Government, we may require to charge total cost of project from customers which will ultimately results higher cost to the customer. As a result number of potential consumer of our services may reduce which will ultimately affect our potential revenue in future to that extent.

**23. Government may commence assembling the solar water pumps/products and may start providing products at cheaper rates.**

At present, government is providing subsidy on solar water pumps/products to the specific group of end users. In future, if the state/central government comes up with the policy of assembling of solar water pumps and providing solar water pumps/products to customers at cheaper rates than that of us, then in such a situation, we will be not able to compete with the government rates and as results it will affect on our business, results of operations and financial condition.

**24. We do business with our customers on purchase order basis and do not have long-term contracts with most of them.**

Our business is conducted on purchase order basis, depending on the requirements of the client preferences and demand. We do not have long-term contracts with our customers and there can be no assurance that we will continue to receive repeat orders from any of them. Further, even if we were to continue receiving orders from our clients, there can be no assurance that they will be on the same terms, and the new terms may be less favourable to us than those under the present terms.

**25. We have issued Equity Shares during the last one year at a price that may be below the Issue Price.**

During the last one year we have issued Equity Shares at a price that is lower than the Issue Price as detailed in the following table:

Date of allotment	Number of Equity Shares allotted	Face value (₹)	Issue Price (₹)	Nature of Consideration	Nature of allotment
October 27, 2023	1,19,95,600	10.00	NIL	Other than Cash	Bonus Issue

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

As on March 31, 2023, we have entered into related party transactions with our Promoter, Directors and Group Companies. Whilst these related party transactions have been disclosed in our financial statements as per AS-18, and we believe that all such transactions have been conducted on an arms-length basis, we cannot assure you that we may not have achieved more favourable terms had such transactions been entered into with unrelated parties. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our business, prospects, results of operations and financial condition, including because of potential conflicts of interest or otherwise. For further details kindly refer to the note 41 titled 'Statement of Related Party Transactions' beginning on page 274 of this DRHP.

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

Modernization and technology up gradation is essential to reduce costs and increase the output. Our technology and machineries may become obsolete or may not be upgraded timely, hampering our operations and financial conditions and we may lose our competitive edge. Although we believe that we have installed updated technology, we shall continue to strive to keep our technology, plant and machinery in line with the latest technological standards. In case of a new found technology in the industry in which we operate, we may be required to implement new technology or upgrade the machineries and other

equipment employed by us. Further, the costs in upgrading our technology and modernizing the plant and machineries are significant which could substantially affect our finances and operations

**28. *The average cost of acquisition of Equity Shares by our Promoters could be lower than the issue price.***

Our Promoters' average cost of acquisition of Equity Shares in our Company is lower than the Issue Price of the shares proposed to be offered through this Draft Red Herring Prospectus. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company, please refer to page 24 of this Draft Red Herring Prospectus.

**29. *The Objects of the Issue for which funds are being raised, are based on our management estimates and any bank or financial institution or any independent agency has not appraised the same. The deployment of funds in the project is entirely at our discretion, based on the parameters as mentioned in the chapter titles "Objects of the Issue".***

The fund requirement and deployment, as mentioned in the "Objects of the Issue" on page 79 of this Draft Red Herring Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. The deployment of the funds as stated under chapter "Objects of the Issue" is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency. Further, we cannot assure that the actual costs or schedule of implementation as stated under chapter "Objects of the Issue" will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control. Occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

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

Post this Issue, our Promoters and Promoter Group will collectively own 68.76% of our post issue equity share capital. As a result, our Promoters, together with the members of the Promoter Group, will continue to exercise a significant degree of influence over the Company and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act, 2013 and our Articles of Association. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company. In addition, our Promoters will continue to have the ability to cause us to take actions that are not in, or may conflict with, our interests or the interests of some or all of our creditors or other shareholders and we cannot assure you that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares.

**31. *Several of our key raw materials and components are sourced from a limited group of global third-party suppliers giving rise to supplier concentration risks. Any restrictions in supply or defects in quality could cause delays in project construction or implementation and impair our ability to provide our services to customers at a price that is profitable to us, which could have a material adverse effect on our business, financial condition and results of operations.***

Our failure to obtain raw materials and components that meet our quality, quantity and cost requirements in a timely manner could interrupt or impair our ability to provide our services or increase our operating costs. We depend on a limited number of suppliers for our key raw materials. As a result, any failure of any of our suppliers to perform could disrupt our global supply chain and materially and adversely affect our operations.

In addition, we engage with local and global suppliers for raw materials for our projects and any adverse regulations for engaging local suppliers; import and export restrictions; transportation and related infrastructure failures; or deterioration in diplomatic relationships and bilateral trade disputes could increase supply costs, which could have a material adverse effect on our operations and financial condition. For instance, anti-dumping and countervailing or anti-subsidy duties imposed on

solar PV cells imported from certain countries, such as China, Malaysia and many other countries, may restrict our choice of suppliers, which may result in increased supply costs for our projects, materially and adversely affecting our profitability, financial condition and results of our operations.

- 32. *Our success depends on stable and reliable logistics and transportation. Disruption of logistics and transportation services could impair the ability of our suppliers to deliver raw materials or our ability to deliver products to our customers and/ or increase our transportation costs, which may adversely affect our operations.***

We utilize third party transportation services for transportation of raw materials and our products from/ to our suppliers and customers. Transportation involves risks, including, collision, grounding, storm, fire, explosion, lightning, political instability and operating restrictions/ lockdown. Any delay or disruption caused to the transportation of raw materials or our products could adversely impact our ability to procure the raw materials as well as to meet the delivery schedule of our products in an economical manner. To ensure timely delivery of our products, we may also be required to maintain relatively high level of inventory of raw materials and this may also resultantly increase our cost.

- 33. *Our success will depend on our ability to attract and retain our key managerial personnel, our design and engineering team and other key personnel. Failure to do so may have a material adverse effect on our business, financial condition and results of operations.***

Our success heavily depends upon the continued services of our Key Managerial Personnel, along with support of our Promoters. We also depend significantly on our Key Managerial Personnel for executing our day-to-day activities. The loss of any of our Promoters and Key Management Personnel, or failure to recruit suitable or comparable replacements, could have an adverse effect on us. The loss of service of the Promoters and other senior management could seriously impair the ability to continue to manage and expand the business efficiently. If we are unable to retain qualified employees at a reasonable cost, we may be unable to execute our growth strategy. For further details of our Directors and Key Managerial Personnel, please refer to chapter — “Our Management” beginning on page 175.

- 34. *Change in technology, evolving customer requirements and emerging industry trends may affect our business, may render our current technologies obsolete and may require us to make substantial capital investments.***

Our ability to respond to technological advances, evolving customer requirements, and emerging industry standards and practises in a cost-effective and timely manner is critical to our future success. The development and implementation of such technology entails significant technical and business risk, as well as significant implementation costs. We cannot guarantee that new technologies will be successfully implemented or that our processing systems will be able to adapt to changing customer requirements or emerging industry standards. Technological advancements may make newer solutions more competitive than ours, or they may necessitate additional capital expenditures to upgrade our facilities and technology. If we are unable, for technical, legal, financial or other reasons, to adapt in a timely manner to changing market conditions, evolving customer requirements or technological changes, our business, financial condition and results of operations could be materially and adversely affected.

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

We are insured for a number of the risks associated with our several businesses, such as insurance cover against loss or damage by fire, burglary and housebreaking, theft etc. We believe we have got our assets adequately insured; however there can be no assurance that any claim under the insurance policies maintained by us will be honored fully, in part or on time, to cover all material losses. To the extent that we suffer any loss or damage that is not covered by insurance or exceeds our insurance coverage, our business and results of operations could be adversely affected.

- 36. *Our operations may cause injury to people or property and therefore could subject us to significant disruptions in our business, legal and regulatory actions, costs and liabilities which could materially and adversely affect our business, financial condition and results of operations.***

The nature of our operations carries inherent risks, including the potential for harm to individuals or property, which could lead to substantial disruptions in our business operations. These risks may also expose us to legal and regulatory actions, resulting in significant financial costs and liabilities. These adverse consequences have the potential to exert a material and detrimental impact on our business, financial stability, and overall operational performance. Hence, it is imperative that we remain vigilant in implementing robust safety measures and compliance protocols to mitigate these potential challenges and safeguard our business interests. The operation of equipment and machinery can be hazardous, resulting in significant personal injury to our employees or other individuals, severe damage to and destruction of property, plant, and equipment, and contamination or damage to the environment.

**37. *The outbreak of COVID-19 or outbreak of any other severe communicable disease could have a potential impact on our business, financial condition and results of operations.***

One significant risk factor related to COVID-19 is the disruption in supply chains. We heavily relies on a various suppliers for components, raw materials, and equipment. Due to the pandemic, many countries implemented lockdowns, travel bans, and restrictions on manufacturing activities. As a result, our company too faced delays or shortages in the availability of necessary inputs during the year 2020.

If for any reason the same situation arises, it may affect the production schedules of solar panel manufacturers, potentially leading to project delays or increased costs. Moreover, if certain components or raw materials are sourced from heavily affected regions, their production and distribution may be severely impacted, causing prolonged delays in fulfilling orders or even halting production altogether.

The risk of disruption in supply chains highlights the importance for solar panel companies to diversify their supplier base geographically and establish contingency plans for alternative sources of essential components. It also underscores the need for effective communication and collaboration with suppliers to anticipate and mitigate potential disruptions, ensuring a steady supply of materials and minimizing the impact on production and project timelines. However, the uncertainty and risk associated with COVID-19 cannot be completely ignored.

**38. *We have not made any dividend payments in the past and our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements, capital expenditures and restrictive covenants in our financing arrangements.***

In the past, we have not made dividend payments to the shareholders of our Company. The amount of our future dividend payments, if any, will depend upon various factors including our future earnings, financial condition, cash flows and requirement to fund operations and expansion of the business. There can be no assurance that we will be able to declare dividends. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors. For further details, please refer "Dividend Policy" on page 198 of this Draft Red Herring Prospectus.

Additionally, we may not be permitted to declare any dividends under the loan financing arrangement that our Company has entered presently and may enter into future, if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof.

Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details regarding our dividend policy, please see "Dividend Policy" on page no 198 of this Draft Red Herring Prospectus.

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

The issue price of the equity shares have been based on many factor and may not be indicative of the market price of our Equity Shares after the Issue. For further information please refer the section titled "Basis for Issue Price" beginning on page 93. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price.

**40. Lockdown and suspension of commercial operations will affect the growth of our business and cash flows.**

We are operating in an industry which is highly competitive in nature. Further, for expansion our productivity, we require highly skilled and unskilled labours. With an ambitious goal of manufacturing over 1500 solar panels per day and an eye on expanding to 2000 per day, our business relies heavily on a dedicated workforce to achieve these targets. However, our vulnerability becomes evident when external factors, such as lockdowns or suspension of commercial activities, disrupt our operations. This vulnerability was especially highlighted during the pandemic, where unforeseen circumstances severely impacted our business growth and operational results. To mitigate such risks, it is imperative that we diversify our supply chains, maintain a flexible workforce, and implement contingency plans that can safeguard our operations against unforeseen disruptions, ensuring we can continue to thrive in a competitive landscape. Thus, lockdown and suspension of commercial operations due to any reason, including pandemic, will affect the growth of our business and results of our operations.

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

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

**42. You may be subject to Indian taxes arising out of capital gains on sale of Equity Shares.**

Under current Indian tax laws and regulations, capital gains arising from the sale of Equity Shares in an Indian Company are generally taxable in India. Any gain realized on the sale of listed Equity Shares on a stock exchange held for more than 12 months shall be subject to capital gains tax in India at 10% of such capital gain exceeding Rs. 1 lakh if Securities Transaction Tax (STT) has been paid on both acquisition and transfer of such shares. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Any gain realised on the sale of Equity Shares held for more than 12 months to an Indian resident, which are sold other than on a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India. However, any gain realized on the sale of listed Equity Shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less which are sold other than on a recognised stock exchange and on which no STT has been paid, will be subject to short term capital gains tax at a relatively higher rate as compared to the transaction where STT has been paid in India. For more details, please refer to "Statement of Tax Benefits" beginning on page 99.

**43. The price of our Equity Shares may be volatile, or an active trading market for our Equity Shares may not develop.**

Prior to this Issue, there has been no public market for our Equity Shares. [•] is acting as Market Maker for the Equity Shares of our Company. However, the trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. In addition, if the stock markets experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could materially affect the price of our Equity Shares. Any instance of disinvestments of equity shares by our Promoters or by other significant shareholder(s) may significantly affect the trading price of our Equity Shares. Further, our market price may also be adversely affected even if there is a perception or belief that such sales of Equity Shares might occur. There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after this Issue, or that the price at which our Equity Shares are initially offered will correspond to the prices at which they will trade in the market subsequent to

this Issue. For further details of the obligations and limitations of Market Maker, please refer to the section V titled “General Information” for this Issue beginning on page 55.

### **ISSUE RELATED RISK**

- 1. We cannot assure you that our equity shares will be listed on the SME platform of NSE in a timely manner or at all, which may restrict your ability to dispose of the equity shares.***

Though we shall make best of our efforts to comply with all applicable regulatory, financial and operational requirements for getting the equity shares proposed to be offered through this Draft Red Herring Prospectus listed on EMERGE platform of NSE in a time bound manner, yet on account of any change in applicable laws, economic conditions and/or any other reason/s beyond our control, the said shares may not get listed on the EMERGE platform of NSE Limited in a timely manner or at all, which may restrict your ability to dispose of the equity shares. However, even in such circumstances, the company shall stay fully committed to pay such interest and/or refund the full application amount, as may be required in accordance with the applicable regulatory directives.

- 2. Sale of Equity Shares by our Promoters or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.***

Any instance of disinvestments of equity shares by our Promoters or by other significant shareholder(s) may significantly affect the trading price of our Equity Shares. Further, our market price may also be adversely affected even if there is a perception or belief that such sales of Equity Shares might occur.

- 3. After this Issue, the price of the Equity Shares may be highly volatile, or an active trading market for the Equity Shares may not develop.***

The price of the Equity Shares on the Stock Exchange may fluctuate as a result of the factors, including

- Volatility in the Indian and global capital market;
- Company’s results of operations and financial performance;
- Performance of Company’s competitors,
- Adverse media reports on Company or pertaining to our Industry;
- Changes in our estimates of performance or recommendations by financial analysts;
- Significant developments in India’s economic and fiscal policies; and
- Significant developments in India’s environmental regulations.

Current valuations may not be sustainable in the future and may also not be reflective of future valuations for our industry and our Company. There has been no public market for the Equity Shares and the prices of the Equity Shares may fluctuate after this Issue. There can be no assurance that an active trading market for the Equity Shares will develop or be sustained after this Issue or that the price at which the Equity Shares are initially traded will correspond to the price at which the Equity Shares will trade in the market subsequent to this Issue.

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

The Issue Price of our Equity Shares has been determined by book building method. This price is based on numerous factors (For further information, please refer chapter titled “Basis for Issue Price” beginning on page 93 of this Draft Red Herring Prospectus) and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price. Among the factors that could affect our share price include without limitation. The following:

- Half yearly variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues;
- Changes in revenue or earnings estimates or publication of research reports by analysts;
- Speculation in the press or investment community;

4. General market conditions; and
5. Domestic and international economic, legal and regulatory factors unrelated to our performance.

## EXTERNAL RISK FACTORS

**1. *Changes in government regulations or their implementation could disrupt our operations and adversely affect our business and results of operations.***

Our business and industry are regulated by different laws, rules and regulations framed by the Central and State Government. These regulations can be amended/ changed on a short notice at the discretion of the Government. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change adversely, we may incur increased costs or be subject to penalties, which could disrupt our operations and adversely affect our business and results of operations.

**2. *You may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.***

Under current Indian tax laws, capital gains arising from the sale of equity shares within 12 months in an Indian company are classified as short-term capital gains and generally taxable. Any gain realized on the sale of listed equity shares on a stock exchange that are held for more than 12 months is considered as long-term capital gains and is taxable at 10%, in excess of Rs.1,00,000. Any long-term gain realized on the sale of equity shares, which are sold other than on a recognized stock exchange and on which no STT has been paid, is also subject to tax in India. Capital gains arising from the sale of equity shares are exempt from taxation in India where an exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable to pay tax in India as well as in their own jurisdiction on a gain on the sale of equity shares.

**3. *Taxes and other levies imposed by the Government of India or other State Governments, as well as other financial policies and regulations, may have a material adverse effect on our business, financial condition and results of operations.***

Taxes and other levies imposed by the Central or State Governments in India that affect our industry include

- custom duties on imports of raw materials and components;
  - Goods and Service
- These taxes and levies affect the cost and prices of our products and therefore demand for our product. An increase in any of these taxes or levies, or the imposition of new taxes or levies in the future, may have a material adverse effect on our business, profitability and financial condition.
- 4. *Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business in particular.***

The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. The rate of economic liberalization could change, and specific laws and policies affecting the information technology sector, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular.

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

While facts and other statistics in the Draft Red Herring Prospectus relating to India, the Indian economy and the industry in which we operate has been based on various web site data and IBEF that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors



and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled **“Industry Overview”** beginning on page 101 of this Draft Letter of Offer. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

**6. Global economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our stock price.**

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, fluctuations in commodities markets, consumer debt levels, unemployment trends and other matters that influence consumer confidence, spending and tourism. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency and magnitude, which may negatively affect our stock prices.

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

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

**8. The extent and reliability of Indian infrastructure could adversely affect our Company’s results of operations and financial condition.**

India’s physical infrastructure is in developing phase compared to that of many developed nations. Any congestion or disruption in its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt our Company’s normal business activity. Any deterioration of India’s physical infrastructure would harm the national economy, disrupt the transportation of goods and supplies, and add costs to doing business in India. These problems could interrupt our Company’s business operations, which could have an adverse effect on its results of operations and financial condition.

**9. Any downgrading of India’s sovereign rating by an independent agency may harm our ability to raise financing.**

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

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

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

**11. Terrorist attacks, civil unrests and other acts of violence or war involving India or other countries could adversely affect the financial markets, our business, financial condition and the price of our Equity Shares.**

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's economy and our business. Incidents such as the terrorist attacks in India, other incidents such as those in US, Russia, Ukraine, Indonesia, Madrid, London and other acts of violence may adversely affect the Indian stock markets where our Equity Shares will trade as well the global equity markets generally. Such acts could negatively impact business sentiment as well as trade between countries, which could adversely affect our Company's business and profitability. Additionally, such events could have a material adverse effect on the market for securities of Indian companies, including the Equity Shares.

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## SECTION IV- INTRODUCTION

### THE ISSUE

PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS	
<b>Offer for Equity Shares*</b> Public Offer of Equity Shares by our Company	Up to 64,80,000 Equity Shares aggregating to ₹ [●]
<b>The Offer consists of:</b>	
<b>Fresh Issue</b>	64,80,000 Equity Shares aggregating to ₹ [●]
<b>of which</b>	
<b>Reserved for the Market Makers</b>	3,24,000 Equity Shares aggregating to ₹ [●] Lakhs
<b>Net Offer to the Public</b>	61,56,000 Equity Shares aggregating to ₹ [●] Lakhs
<b>Out of which</b>	
<b>A. QIB Portion*3</b>	Not more than [●] Equity Shares aggregating to ₹ [●] Lakhs
Of which:	
(a) Anchor Investor Portion	Upto [●] Equity Shares aggregating to ₹ [●] Lakhs
(b) Net QIB Portion (assuming the Anchor Investor Portion is fully subscribed)	Upto [●] Equity Shares aggregating to ₹ [●] Lakhs
Of which:	
(i) Available for allocation to Mutual Funds only (5% of the QIB Portion (excluding Anchor Investor Portion))	Upto [●] Equity Shares aggregating to ₹ [●] Lakhs
(ii) Balance of QIB Portion for all QIBs including Mutual Funds	Upto [●] Equity Shares aggregating to ₹ [●] Lakhs
<b>B. Non-Institutional Category*3</b>	Not Less than [●] Equity Shares aggregating to ₹ [●] Lakhs
<b>C. Retail Portion*3</b>	Not Less than [●] Equity Shares aggregating to ₹ [●] Lakhs
<b>Pre and Post – Issue Equity Shares</b>	
<b>Equity Shares outstanding prior to the Offer</b>	1,79,93,400 Equity Shares of face value of ₹10 each
<b>Equity Shares outstanding after the Offer</b>	2,44,73,400 Equity Shares of face value of ₹10 each
<b>Objects of the Offer/ Use of Offer Proceeds</b>	Please see the chapter titled “Objects of the Issue” on page 79 of this Draft Red Herring Prospectus for information about the use of Net Proceeds from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale.

**Notes: -**

1. The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. The issue is being made by our company in terms of Regulation 229 (2) of SEBI (ICDR) Regulation, read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post issued paid-up equity share capital of our company are being offered to the public for subscription.
- 2) The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on October 27, 2023.
- 3) \*The allocation in the net issue to the public category shall be made as per the requirements of Regulation 253(1) of SEBI ICDR regulations, as amended from time to time. Our Company in consultation with the BRLMs may allocate as follows-
  - a) Not less than thirty-five per cent. to retail individual investors;
  - b) Not less than fifteen per cent. to non-institutional investors
  - c) Not more than fifty percent. to qualified institutional buyers, five percent. of which shall be allocated to mutual funds:

Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in any other category:

Provided further that in addition to five percent allocation available in terms of clause (c), mutual funds shall be eligible for allocation under the balance available for qualified institutional buyers.

For further details, please see the section entitled “Issue Structure” or “Issue Procedure” on page 336 or 340. Allocation to all categories shall be made in accordance with SEBI ICDR Regulations.

**SUMMARY OF FINANCIAL INFORMATION**

**RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES**

**Annexure I**

**(Amt. in Lakhs)**

Particulars	Note No.	As at 30th September 2023 Rs.	As at 31st March 2023 Rs.	As at 31st March 2022 Rs.	As at 31st March 2021 Rs.
<b>EQUITY AND LIABILITIES</b>					
<b>Shareholder's Funds</b>					
(a) Share Capital	3	599.78	599.78	599.78	599.78
(b) Reserves and Surplus	4	4,307.08	3,546.51	3,167.92	3,148.50
(c) Minority Interest			8.46	8.42	7.77
<b>Non-Current Liabilities</b>					
(a) Long-Term Borrowings	5	249.30	845.09	1,213.98	1,194.83
(b) Deffered Tax Liabilities (Net )	6	19.77	20.45	16.76	52.09
(c) Long-Term Provisions	7	31.48	37.97	52.13	45.39
<b>Current liabilities</b>					
(a) Short-Term Borrowings	8	3,925.85	3,890.64	1,456.00	1,797.85
(b) Trade Payables	9				
(i) Total Outstanding Dues of Micro and Small Enterprises		645.89	167.76	70.40	70.82
(ii) Total Outstanding Dues Other than Micro and Small Enterprises		3,197.15	2,297.06	2,183.82	2,281.82
(c) Other Current Liabilities	10	767.56	946.05	1,187.18	598.58
(d) Short-Term Provisions	11	444.61	199.87	47.38	137.91
<b>TOTAL</b>		<b>14,188.47</b>	<b>12,559.63</b>	<b>10,003.76</b>	<b>9,935.35</b>
<b>ASSETS</b>					
<b>Non-Current Assets</b>					
(a) Property, Plant & Equipment and Intangible Assets	12				
(i) Property, Plant and Equipment		2,275.25	1,702.99	1,661.39	1,964.85
(ii) Goodwill on Consolidation		-	36.04	36.04	36.04
(iii) Capital WIP		-	445.03	199.93	56.21
(b) Deffered Tax Assets (Net)	6	-	-	-	-
(c) Non-Current Investments	13	602.70	324.87	358.31	414.34
(d) Other Non-Current Assets	14	51.21	53.96	51.43	109.13
<b>Current Assets</b>					
(a) Inventories	15	4,484.17	5,305.36	4,403.95	3,143.91
(b) Trade Receivables	16	3,822.29	1,870.44	1,682.57	1,419.85
(c) Cash and Cash Equivalents	17	717.88	1,255.01	660.23	1,453.49
(d) Short-Term Loans & Advances	18	1,179.01	583.34	404.06	684.30
(e) Other Current Assets	19	1,055.94	982.60	545.86	653.23
<b>TOTAL</b>		<b>14,188.46</b>	<b>12,559.64</b>	<b>10,003.75</b>	<b>9,935.35</b>

For the Significant Accounting Policies (Refer Note 1) The accompanying notes no. 2 to 56. Form an integral part of Financial Statement

**As per our Annexed Audit report of Even date**

**For KRA & Co**

Chartered Accountants  
FRN: 020266N

**For and on behalf of the board,**

Alpex Solar Limited  
(Formerly known as Alpex Solar Pvt. Ltd.)

**CA Rajat Goyal**

Partner  
Membership No. 503150

**Ashwani Sehgal**

Managing Director  
DIN:00001210

**Monica Sehgal**

Director  
DIN:00001213

**UDIN-23503150BGWHW14467**

**Date – 20.11.2023**

**Place - Delhi**

**Satish Kumar Gupta**

Chief Financial Officer  
PAN: AALPG3318G

**Sakshi Tomar**

Company Secretary  
PAN: AUEPT1719P

**RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS**

**Annexure II**

**(Amt. in Lakhs)**

Particulars	Note No	For the Period	For the Period	For the Period	For the Period
		ending 30th September 2023	ending 31st March 2023	ending 31st March 2022	ending 31st March 2021
		Rs.	Rs.	Rs.	Rs.
I. Revenue from Operations	20	21,276.36	19,468.01	16,556.14	14,853.26
II. Other Income	21	34.36	124.06	297.48	119.70
<b>III Total Income (I+II)</b>		<b>21,310.72</b>	<b>19,592.07</b>	<b>16,853.62</b>	<b>14,972.96</b>
<b>IV Expenses:</b>					
Cost of Materials Consumed & Direct Expenses	22	16,380.54	16,182.30	13,423.74	11,259.32
Purchase of Traded Goods	23	1,815.69	2,328.12	1,687.04	1,047.91
Changes in Inventories of Finished Goods, Work-in-Progress and Stock	24	377.53	-1,661.11	-440.41	72.19
Employee Benefit Expenses	25	592.66	779.41	789.04	754.52
Finance Costs	26	334.81	535.13	398.84	431.42
Depreciation and Amortization Expenses	12	121.83	205.06	261.18	232.16
Other Expenses	27	691.37	693.65	696.28	831.52
<b>Total Expenses</b>		<b>20,314.42</b>	<b>19,062.56</b>	<b>16,815.72</b>	<b>14,629.04</b>
<b>V Profit before Exceptional and Extraordinary Items and Tax (III-IV)</b>		<b>996.30</b>	<b>529.52</b>	<b>37.90</b>	<b>343.92</b>
<b>VI Exceptional Items</b>		-	-	-	-
<b>VII Profit before Share of Profit / (Loss) of Associates and Exceptional Item &amp; Tax</b>					
- Share of Profit/(Loss) of Associates [Net]		7.95	0.31	-5.47	6.00
<b>VIII Profit before Extraordinary Items and Tax</b>		<b>1,004.25</b>	<b>529.83</b>	<b>32.43</b>	<b>349.92</b>
<b>IX Extraordinary Items</b>		-	-	-	-
<b>X. Profit before Tax (VII-VIII)</b>		<b>1,004.25</b>	<b>529.83</b>	<b>32.43</b>	<b>349.92</b>
<b>XI. Tax Expenses:</b>					
(I) Current Tax		253.70	147.51	47.69	96.42
(II) Deferred Tax	6	-9.37	3.70	-35.33	-62.66
<b>XII. PROFIT/(LOSS)FROM THE PERIOD FROM CONTINUING OPERATIONS</b>		<b>759.92</b>	<b>378.62</b>	<b>20.07</b>	<b>316.16</b>
<b>XIII. Profit/ (Loss) from Discontinuing Operations before Tax</b>		-	-	-	-
<b>XIV. Tax Expense of Discounting Operations</b>		-	-	-	-
<b>XV. Profit/(Loss) from Discontinuing Operations after Tax</b>		-	-	-	-
<b>XVI. Profit/ (Loss) for the Period (XI + XIV)</b>		<b>759.92</b>	<b>378.62</b>	<b>20.07</b>	<b>316.16</b>
<b>XVII.</b>					
<b>Profit for the year attributable to</b>					
- Non-Controlling Interest / Minority Interest		-0.66	0.04	0.65	0.93
<b>Profit for the year</b>		<b>760.58</b>	<b>378.58</b>	<b>19.42</b>	<b>315.23</b>
<b>XVIII. Earning per Equity Share: (in Rs.)</b>					
(I) Basic	62	4.22	2.10	0.96	4.23
(II) Diluted		4.22	2.10	0.96	4.23

**For the Significant Accounting Policies (Refer Note 1) The accompanying notes no. 2 to 56. Form an integral part of Financial Statement.**

**As per our Annexed Audit report of even date**

**For KRA & Co**

Chartered Accountants

FRN: 020266N

**CA Rajat Goyal**

Partner

Membership No. 503150

**For and on behalf of the board,**

Alpex Solar Limited

(Formerly known as Alpex Solar Pvt. Ltd.)

**Ashwani Sehgal**

Managing Director

DIN:00001210

**Monica Sehgal**

Director

DIN:00001213

**Satish Kumar Gupta**

Chief Financial Officer

PAN: AALPG3318G

**Sakshi Tomar**

Company Secretary

PAN: AUEPT1719P

**UDIN- 23503150BGWHW14467**

Date: 20.11.2023

Place: New Delhi

**CONSOLIDATED RESTATED CASH FLOW STATEMENT**

Annexure III

(Amt. in Lakhs)

Particulars	For the period ended 30th September 2023	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021
<b>Cash Flow from Operating Activities</b>				
<b>Net Profit before Tax and after Prior Period Items</b>	<b>996.30</b>	<b>529.83</b>	<b>32.43</b>	<b>349.92</b>
<b>Adjustments for:</b>				
Depreciation	121.83	205.06	261.18	232.16
Provision for diminution in value of Investment	-	-	-	17.57
Loss / (Profit) on Sale / Disposal of Fixed Asset	-1.34	0.20	51.41	0.01
Long Term Capital Gain on sale of Mutual fund	-	-	-	-19.30
Interest income from Fixed Deposits with Banks & Others	-6.54	-37.09	-38.70	-47.57
Allowance for bad & doubtful debts	1.40	-	17.86	10.23
Allowance for bad & doubtful loans & advances	-	-	10.63	-
Profit on Sale of Property	8.27	-	-20.57	-
Rent Equalisation Reserve	-0.90	0.09	1.83	-
Finance Costs	290.66	364.55	321.07	311.84
<b>Operating Profit before Working Capital Changes</b>	<b>1,409.68</b>	<b>1,062.65</b>	<b>637.15</b>	<b>854.87</b>
<b>Adjustments for:</b>				
(Increase) / Decrease in Inventories	821.18	-901.41	-1,260.04	-1,200.70
(Increase) / Decrease in Trade Receivables	-1,953.25	-187.88	-280.58	112.77
(Increase) / Decrease in Short-Term Loans & Advances	-595.67	-179.28	269.62	-139.52
(Increase) / Decrease in Other Current Assets	-73.34	-436.74	107.37	-195.37
(Increase) / Decrease in Other Non-Current Assets	2.75	-2.54	57.70	-61.61
Increase / (Decrease) in Trade Payables	1,378.22	210.60	-98.42	726.28
Increase / (Decrease) in Other Current Liabilities	-178.49	-241.15	588.59	136.47
Increase / (Decrease) in Provisions	-14.57	9.39	4.93	18.74
<b>Cash Generated from Operations</b>	<b>796.52</b>	<b>-666.36</b>	<b>26.32</b>	<b>251.94</b>
Income Taxes Paid/ Refund Received	0.03	-18.66	-138.25	-80.68
<b>Net Cash Provided / (Used) by Operating Activities (A)</b>	<b>796.55</b>	<b>-685.02</b>	<b>-111.92</b>	<b>171.27</b>
<b>Cash Flow from Investing Activities</b>				
Proceeds from Sale of Investment	-241.25	33.44	56.02	53.29
Proceeds from Maturity of FDR & Margin Moneys	335.52	-430.72	681.31	-604.90
Interest income from Fixed Deposits with Banks & Others	6.54	37.09	38.70	47.57
Purchase or Constuction of Property, Plant & Equipments, Intangibe Assets and Capital Advances	-247.73	-491.96	-132.27	-309.75
<b>Net Cash Provided / (Used) by Investing Activities (B)</b>	<b>-146.91</b>	<b>-852.15</b>	<b>643.76</b>	<b>-813.78</b>
<b>Cash Flow from Financing Activities</b>				
Finance Costs Paid	-290.66	-364.55	-321.07	-311.84
Share Application Money received	-	-	-	-
Proceeds/ Repayment from Borrowings	-560.59	2,065.75	-322.71	997.01
<b>Net Cash Provided / (Used) by Financing Activities (C)</b>	<b>-851.24</b>	<b>1,701.21</b>	<b>-643.78</b>	<b>685.17</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A + B + C)</b>	<b>-201.60</b>	<b>164.04</b>	<b>-111.94</b>	<b>42.65</b>
<b>Cash and Cash Equivalents at the Beginning of Period</b>	<b>267.49</b>	<b>103.45</b>	<b>215.39</b>	<b>172.74</b>
<b>Cash and Cash Equivalents at the End of Period</b>	<b>65.90</b>	<b>267.49</b>	<b>103.45</b>	<b>215.39</b>
<b>Notes to Cash Flow Statement</b>				
1. Components of Cash and Cash Equivalents :	As at 31 March 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Cash in Hand	47.50	73.05	66.08	56.19
Balances with Banks:				
- On current accounts	18.39	194.45	37.36	159.20
	<b>65.89</b>	<b>267.50</b>	<b>103.44</b>	<b>215.39</b>

**For the Significant Accounting Policies (Refer Note 1) The accompanying notes no. 2 to 56. Form an integral part of Financial Statement.**

**As per our Annexed Audit report of even date**

**For KRA & Co**

Chartered Accountants

FRN: 020266N

**CA Rajat Goyal**

Partner

Membership No. 503150

**For and on behalf of the board,**

Alpex Solar Limited

(Formerly known as Alpex Solar Pvt. Ltd.)

**Ashwani Sehgal**

Managing Director

DIN:00001210

**Monica Sehgal**

Director

DIN:00001213

**Satish Kumar Gupta**

Chief Financial Officer

PAN: AALPG3318G

**Sakshi Tomar**

Company Secretary

PAN: AUEPT1719P

**UDIN- 23503150BGWHW14467**

Date: 20.11.2023

Place: New Delhi



**RESTATED STATEMENT OF ASSETS AND LIABILITIES**

**Annexure I**

**(Amt. in Lakhs)**

Particulars		Note No.	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
			Rs.	Rs.	Rs.	Rs.
<b>I.</b>	<b>EQUITY AND LIABILITIES</b>					
<b>1</b>	<b>Shareholder's Funds</b>					
	(a) Share Capital	3	599.78	599.78	599.78	599.78
	(b) Reserves and Surplus	4	4,332.68	3,329.71	2,955.09	2,948.03
<b>2</b>	<b>Non-Current Liabilities</b>					
	(a) Long-Term Borrowings	5	249.30	376.40	602.27	1,014.14
	(b) Deffered Tax Liabilities (Net)	6	19.77	25.22	21.82	57.31
	(c) Long-Term Provisions	7	31.48	28.00	40.97	40.74
<b>3</b>	<b>Current liabilities</b>					
	(a) Short-Term Borrowings	8	3,925.85	3,603.53	1,376.00	1,752.58
	(b) Trade Payables	9				
	(i) Total Outstanding Dues of Micro and Small Enterprises		645.89	167.76	69.73	70.82
	(ii) Total Outstanding Dues Other than Micro and Small Enterprises		3,197.15	2,154.24	2,034.75	2,105.94
	(c) Other Current Liabilities	10	767.56	920.25	1,169.52	575.29
	(d) Short-Term Provisions	11	447.07	196.71	40.60	120.82
	<b>TOTAL</b>		<b>14,216.52</b>	<b>11,401.58</b>	<b>8,910.52</b>	<b>9,285.45</b>
<b>II</b>	<b>ASSETS</b>					
<b>1</b>	<b>Non-Current Assets</b>					
	(a) Property, Plant & Equipment and Intangible Assets	12				
	(i) Property, Plant and Equipment		2,275.25	1,542.70	1,656.97	1,961.32
	(ii) Intangible Assets		-	-	-	-
	(iii) Capital WIP		-	445.03	199.93	56.21
	(b) Deffered Tax Assets (Net)	6	-	-	-	-
	(c) Non-Current Investments	13	630.76	392.58	426.33	476.89
	(d) Other Non-Current Assets	14	51.21	53.96	51.43	109.13
<b>2</b>	<b>Current Assets</b>					
	(a) Inventories	15	4,484.17	4,112.22	3,421.05	2,214.38
	(b) Trade Receivables	16	3,822.29	2,147.34	1,604.19	1,745.67
	(c) Cash and Cash Equivalents	17	717.88	1,201.56	626.34	1,403.22
	(d) Short-Term Loans & Advances	18	1,179.01	548.77	395.06	677.66
	(e) Other Current Assets	19	1,055.94	957.41	529.22	640.98
	<b>TOTAL</b>		<b>14,216.53</b>	<b>11,401.58</b>	<b>8,910.50</b>	<b>9,285.45</b>

The above statement should be read with Statement of Notes to the Restated Financial Information.

**As per our report of even date attached**

**For KRA & Co**

Chartered Accountants

FRN: 020266N

**CA Rajat Goyal**

Partner

Membership No. 503150

UDIN - 23503150BGWHWJ127

**Place: Delhi**

**Date: 20.11.2023**

**For and on behalf of the board,**

Alpex Solar Limited

(Formerly known as Alpex Solar Pvt. Ltd.)

**Ashwani Sehgal**

Managing Director

DIN:00001210

**Monica Sehgal**

Director

DIN:00001213

**Satish Kumar Gupta**

Chief Financial Officer

PAN: AALPG3318G

**Sakshi Tomar**

Company Secretary

PAN: AUEPT1719P

**RESTATED STATEMENT OF PROFIT AND LOSS**

**Annexure II**

(Amt. in Lakhs)

Particulars	Note No	For the Period	For the Period	For the Period	For the Period
		ending 30th September 2023	ending 31st March 2023	ending 31st March 2022	ending 31st March 2021
		Rs.	Rs.	Rs.	Rs.
I. Revenue from Operations	20	20,458.94	18,269.41	15,270.79	13,833.73
II. Other Income	21	254.42	123.80	336.11	115.43
<b>III Total Income (I+II)</b>		<b>20,713.36</b>	<b>18,393.22</b>	<b>15,606.91</b>	<b>13,949.16</b>
<b>IV Expenses:</b>					
Cost of Materials Consumed & Direct Expenses	22	16,380.54	16,182.30	13,423.74	11,223.10
Purchase of Traded Goods	23	976.19	1,304.80	661.35	354.10
Changes in Inventories of Finished Goods, Work-i	24	605.92	-1,450.87	-387.04	72.37
Employee Benefit Expenses	25	481.04	601.23	657.22	644.67
Finance Costs	26	311.66	505.95	385.69	423.11
Depreciation and Amortization Expenses	12	94.15	196.10	259.20	231.09
Other Expenses	27	612.63	529.38	596.26	697.51
<b>Total Expenses</b>		<b>19,462.13</b>	<b>17,868.89</b>	<b>15,596.42</b>	<b>13,645.96</b>
<b>V Profit before Exceptional and Extraordinary Items and Tax (III-IV)</b>		<b>1,251.23</b>	<b>524.33</b>	<b>10.49</b>	<b>303.20</b>
<b>VI Exceptional Items</b>		-	-	-	-
<b>VII Profit before Extraordinary Items and Tax</b>		<b>1,251.23</b>	<b>524.33</b>	<b>10.49</b>	<b>303.20</b>
<b>VIII Extraordinary Items</b>		-	-	-	-
<b>IX. Profit before Tax (VII-VIII)</b>		<b>1,251.23</b>	<b>524.33</b>	<b>10.49</b>	<b>303.20</b>
<b>X. Tax Expenses:</b>					
(I) Current Tax		253.70	146.31	38.93	81.55
(II) Deferred Tax	6	-5.45	3.40	-35.50	-58.11
<b>XI. PROFIT/(LOSS)FROM THE PERIOD FROM CONTINUING OPERATIONS</b>		<b>1,002.97</b>	<b>374.61</b>	<b>7.05</b>	<b>279.76</b>
<b>XII. Profit/ (Loss) from Discontinuing Operations before Tax</b>		-	-	-	-
<b>XIII. Tax Expense of Discounting Operations</b>		-	-	-	-
<b>XIV. Profit/(Loss) from Discontinuing Operations after Tax</b>		-	-	-	-
<b>XV. Profit/ (Loss) for the Period (XI + XIV)</b>		<b>1,002.97</b>	<b>374.61</b>	<b>7.05</b>	<b>279.76</b>
<b>XVI. Earning per Equity Share: (in Rs.)</b>					
(I) Basic	62	5.57	2.08	0.04	1.55
(II) Diluted		5.57	2.08	0.04	1.55

For the Significant Accounting Policies (Refer Note 1) The accompanying notes no. 2 to 64. Form an integral part of Financial Statement.

**As per our Annexed Audit report of even date**

**For KRA & Co**  
Chartered Accountants  
FRN: 020266N

**CA Rajat Goyal**  
Partner  
Membership No. 503150

**For and on behalf of the board,**  
Alpex Solar Limited  
(Formerly known as Alpex Solar Pvt. Ltd.)

**Ashwani Sehgal**  
Managing Director  
DIN:00001210

**Monica Sehgal**  
Director  
DIN:00001213

**Satish Kumar Gupta**  
Chief Financial Officer  
PAN: AALPG3318G

**Sakshi Tomar**  
Company Secretary  
PAN: AUEPT1719P

**UDIN- 23503150BGWHWJ127**

**Date: 20.11.2023**  
**Place: New Delhi**

**RESTATED STATEMENT OF CASH FLOW**

**Annexure III**  
**(Amt. in Lakhs)**

Particulars	For the period ended 30th September 2023	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021
<b>A. Cash Flow from Operating Activities</b>				
<b>Net Profit before Tax and after Prior Period Items</b>	<b>1,251.23</b>	<b>524.33</b>	<b>10.49</b>	<b>303.20</b>
<b>Adjustments for:</b>				
Depreciation	94.15	196.10	259.20	231.09
Provision for diminution in value of Investment	-	-	-	17.57
Loss / (Profit) on Sale / Disposal of Fixed Asset	-1.34	0.20	51.41	0.01
Donations and Contributions	-	7.14	3.54	20.30
Long Term Capital Gain on sale of Mutual fund	-	-	-	-19.30
Interest income from Fixed Deposits with Banks & Others	-6.46	-37.09	-38.70	-47.55
Allowance for bad & doubtful debts	1.00	-	17.65	-
Allowance for bad & doubtful loans & advances			10.63	
Loss / (Profit) on Sale / Disposal of Investment	-222.95	-	-20.57	-
Rent Equalisation Reserve	-0.90	0.09	1.83	-
Finance Costs	270.96	337.17	309.59	305.12
<b>Operating Profit before Working Capital Changes</b>	<b>1,385.69</b>	<b>1,027.95</b>	<b>605.08</b>	<b>810.45</b>
<b>Adjustments for:</b>				
(Increase) / Decrease in Inventories	-371.96	-691.17	-1,206.67	-1,200.51
(Increase) / Decrease in Trade Receivables	-1,675.96	-543.15	123.82	439.17
(Increase) / Decrease in Short-Term Loans & Advances	-630.24	-153.71	271.98	-207.39
(Increase) / Decrease in Other Current Assets	-98.53	-428.19	111.76	-183.12
(Increase) / Decrease in Other Non-Current Assets	2.75	-2.54	57.70	-61.61
Increase / (Decrease) in Trade Payables	1,521.04	210.38	-75.82	648.38
Increase / (Decrease) in Other Current Liabilities	-152.69	-249.29	594.24	120.87
Increase / (Decrease) in Provisions	1.04	5.98	-0.66	15.66
<b>Cash Generated from Operations</b>	<b>-18.84</b>	<b>-823.75</b>	<b>481.43</b>	<b>381.89</b>
Income Taxes Paid/ Refund Received	-	-9.24	-120.10	-77.43
<b>Net Cash Provided / (Used) by Operating Activities (A)</b>	<b>-18.84</b>	<b>-832.99</b>	<b>361.33</b>	<b>304.46</b>
<b>B. Cash Flow from Investing Activities</b>				
Proceeds from Sale of Investment	-15.24	33.75	50.56	59.30
Proceeds from Maturity of FDR & Margin Moneys	335.52	-430.72	681.31	-604.90
Interest income from Fixed Deposits with Banks & Others	6.46	37.09	38.70	47.55
Purchase or Constuction of Property, Plant & Equipments, Intangibe Assets and Capital Advances	-380.34	-327.14	-129.41	-307.55
<b>Net Cash Provided / (Used) by Investing Activities (B)</b>	<b>-53.59</b>	<b>-687.01</b>	<b>641.15</b>	<b>-805.61</b>
<b>C. Cash Flow from Financing Activities</b>				
Finance Costs Paid	-270.96	-337.17	-309.59	-305.12
Share Application Money received				
Proceeds/ Repayment from Borrowings	195.22	2,001.66	-788.45	836.05
<b>Net Cash Provided / (Used) by Financing Activities (C)</b>	<b>-75.74</b>	<b>1,664.49</b>	<b>-1,098.04</b>	<b>530.93</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A + B + C)</b>	<b>-148.17</b>	<b>144.50</b>	<b>-95.56</b>	<b>29.79</b>
<b>Cash and Cash Equivalents at the Beginning of Period</b>	<b>214.05</b>	<b>69.56</b>	<b>165.12</b>	<b>135.33</b>
<b>Cash and Cash Equivalents at the End of Period</b>	<b>65.89</b>	<b>214.05</b>	<b>69.56</b>	<b>165.12</b>
<b>Notes to Cash Flow Statement</b>				
1. Components of Cash and Cash Equivalents :	<b>As at 31 March 2023</b>	<b>As at 31 March 2023</b>	<b>As at 31 March 2022</b>	<b>As at 31 March 2021</b>
Cash in Hand	47.50	51.67	54.43	114.24
Balances with Banks:				
- On current accounts	18.39	162.38	15.12	50.88
	<b>65.89</b>	<b>214.05</b>	<b>69.55</b>	<b>165.12</b>

For the Significant Accounting Policies (Refer Note 1) The accompanying notes no. 2 to 64. Form an integral part of Financial Statement

**As per our Annexed Audit report of Even date**

**For KRA & Co**  
Chartered Accountants  
FRN: 020266N

**CA Rajat Goyal**  
Partner  
Membership No. 503150

**For and on behalf of the board,**  
Alpex Solar Limited  
(Formerly known as Alpex Solar Pvt. Ltd.)

**Ashwani Sehgal**  
Managing Director  
DIN:00001210

**Monica Sehgal**  
Director  
DIN:00001213

**Satish Kumar Gupta**  
Chief Financial Officer  
PAN: AALPG3318G

**Sakshi Tomar**  
Company Secretary  
PAN: AUEPT1719P

**UDIN- 23503150BGWHWJ127**

**Date: 20.11.2023**

**Place: New Delhi**

## SECTION V- GENERAL INFORMATION

Our Company was originally incorporated on August 27, 1993 as a Private Limited Company as “Alpex Exports Private Limited” vide Registration No.13657 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Chandigarh. Subsequently, pursuant to a special resolution passed by the Shareholders at their Extraordinary General Meeting held on August 10, 2017, the name of our Company was changed to “Alpex Solar Private Limited” and a fresh Certificate of Incorporation was issued on September 07, 2017 by Registrar of Companies, Delhi. Subsequently pursuant to a special resolution passed by the Shareholders at their Extraordinary General Meeting held on August 16, 2023, our company was converted from a Private Limited Company to Public Limited Company and consequently, the name of our Company was changed to “Alpex Solar Limited” and a Fresh Certificate of Incorporation dated September 01, 2023 was issued to our company by Registrar of Companies, Delhi. The Corporate Identification Number of our Company is U51909DL1993PLC171352. 1

For further details of change in name, change in object and change in Registered office of our company, please refer to section titled “History and Certain Corporate Matters” beginning on page 165 of this Draft Red Herring Prospectus.

### Brief Information on Company and Issue

<b>Registered Office</b>	B-79 Shivalik Enclave Near Malviya Nagar New Delhi -110017 India <b>Tel:</b> +91-9971751589 <b>Fax:</b> N.A. <b>E-mail:</b> <a href="mailto:csalpex@alpexonline.com">csalpex@alpexonline.com</a> <b>Website:</b> <a href="http://www.alpexsolar.com">www.alpexsolar.com</a>
<b>Corporate Office</b>	Plot No I 26 Site 5 Surajpur Industrial Area, I.A. Surajpur, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201306 <b>Tel:</b> +91-9971751589 <b>Fax:</b> N.A. <b>E-mail:</b> <a href="mailto:csalpex@alpexonline.com">csalpex@alpexonline.com</a> <b>Website:</b> <a href="http://www.alpexsolar.com">www.alpexsolar.com</a>
<b>Date of Incorporation</b>	August 27, 1993
<b>CIN</b>	U51909DL1993PLC171352
<b>Company Category</b>	Company Limited by Shares
<b>Registrar of Company</b>	Registrar of Company, Delhi 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi - 110019, <b>Email:</b> <a href="mailto:roc.delhi@mca.gov.in">roc.delhi@mca.gov.in</a> <b>Website:</b> <a href="http://www.mca.gov.in">www.mca.gov.in</a>
<b>Company Secretary &amp; Compliance Officer</b>	<b>Name:</b> Ms. Sakshi Tomar <b>Address:</b> Plot No I 26 Site 5 Surajpur Industrial Area, I.A. Surajpur, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201306 <b>Tel:</b> +91-9971751589 <b>E-mail:</b> <a href="mailto:csalpex@alpexonline.com">csalpex@alpexonline.com</a> <b>Website:</b> <a href="http://www.alpexsolar.com">www.alpexsolar.com</a>
<b>Chief Financial Officer</b>	<b>Name:</b> Mr. Satish Gupta <b>Address:</b> Plot No I 26 Site 5 Surajpur Industrial Area, I.A. Surajpur, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201306 <b>Tel:</b> 9663105577 <b>E-mail:</b> <a href="mailto:cfo@alpexonline.com">cfo@alpexonline.com</a> <b>Website:</b> <a href="http://www.alpexsolar.com">www.alpexsolar.com</a>
<b>Designated Stock</b>	NSE Emerge

<b>Exchange</b>	National Stock Exchange of India Limited. Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra(E) Mumbai – 400051 <b>Website:</b> <a href="http://www.nseindia.com">www.nseindia.com</a>			
<b>Issue Programme</b>	Issue Opens On:	[•]	Issue Closes On:	[•]

**Note:** Applications and any revisions to the same will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centers mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue Closing Date applications will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time). Applications will be accepted only on Working Days.

#### DETAILS OF INTERMEDIARIES PERTAINING TO THIS ISSUE AND OUR COMPANY

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
 <b>Corporate Capital Ventures</b> SEBI Registered Category I Merchant Banker <b>CORPORATE CAPITALVENTURES PRIVATE LIMITED</b> B-1/E-13, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi 110044 Tel: +91 11-41824066; Email: <a href="mailto:smeipo@ccvindia.com">smeipo@ccvindia.com</a> Investor Grievances Email id- <a href="mailto:investor@ccvindia.com">investor@ccvindia.com</a> Website: <a href="http://www.ccvindia.com">www.ccvindia.com</a> SEBI Registration: INM000012276 Validity: Permanent Contact Person: Mrs. Harpreet Parashar	 <b>SKYLINE FINANCIAL SERVICES PRIVATE LIMITED</b> D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020 Tel No.: +91- 11-40450193-97; Fax No.: +91-11-26812683 E-mail: <a href="mailto:ipo@skylinerta.com">ipo@skylinerta.com</a> Investor Grievances Email Id: <a href="mailto:grievances@skylinerta.com">grievances@skylinerta.com</a> Website: <a href="http://www.skylinerta.com/">http://www.skylinerta.com/</a> SEBI Registration No.: INR000003241 Contact Person: Mr. Anuj Rana
BANKER TO THE ISSUE & SPONSOR BANK	MARKET MAKER
[•]	[•]
STATUTORY AUDITOR OF THE COMPANY	LEGAL ADVISOR TO THE ISSUE
<b>M/s Seth &amp; Seth,</b> Chartered Accountants <b>Firm Registration No.:</b> 014842N <b>Address:</b> D-43, Gulmohar Park, New Delhi -110049 <b>Tel:</b> <b>Email:</b> <a href="mailto:sumit.seth@sethandseth.in">sumit.seth@sethandseth.in</a> <b>Contact Person:</b> Mr. Sumit Seth	<b>Adlegus Law Consultants LLP</b> <b>Enrollment No.:</b> D/1675/2019 <b>Address:</b> 2 <sup>nd</sup> Floor, Moolchand Tower, I – Block, Sector – 22, Nodia - 201301 <b>Tel:</b> +91-9711914380 <b>Email:</b> <a href="mailto:anang@adlegus.in">anang@adlegus.in</a> <b>Contact Person:</b> Adv. Anang Kumar Shandilya
PEER REVIEW AUDITORS OF OUR COMPANY	
<b>M/s KRA &amp; CO.</b> Chartered Accountants <b>Firm Registration No.</b> 020266N <b>Peer Review Regn No.</b> 015776 <b>Address:</b> H-1/ 208, Garg Tower, Netaji Subhash Place, Pitampura, Delhi – 110034. <b>Email Id:</b> <a href="mailto:rajat@kra.co.in">rajat@kra.co.in</a> <b>Contact Person:</b> Mr. Rajat Goyal	

## DETAILS OF BOARD OF DIRECTORS OF OUR COMPANY

S.N.	Name	DIN	Category	Designation
1.	Mr. Ashwani Sehgal	00001210	Executive	Chairman and Managing Director
2.	Mrs. Monica Sehgal	00001213	Whole - Time	Director
3.	Mr. Vipin Sehgal	00001214	Executive	Director
4.	Mr. Aditya Sehgal	10357902	Non-Executive	Director
5.	Mr. Indrajeet S Khanna	10341232	Non-Executive	Independent Director
6	Mr. Deepak Verma	07489985	Non-Executive	Independent Director

For further details of our directors please refer chapter titled "Our Management" beginning on page 175 of this Draft Red Herring Prospectus.

Investors may contact our Company Secretary and Compliance Officer and/or the Registrar to the Offer, i.e., Ms. Sakshi Tomar and/or Skyline Financial Services Private limited and/or the lead manager i.e., Corporate Capitalventures Private Limited, in case of any pre-Offer or post-Offer related problems, such as non-receipt of letters of Allotment, credit of allotted Equity Shares in the respective beneficiary account, unblocking of amount in ASBA, etc.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant SCSB to whom the Application was submitted (at ASBA Bidding Locations), giving full details such as name, address of the applicant, number of Equity Shares applied for, Application Amount blocked, ASBA Account number and the Designated Branch of the relevant SCSBs where the Application was submitted by the ASBA Applicants.

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

## SELF-CERTIFIED SYNDICATE BANKS

The lists of banks that have been notified by SEBI to act as SCSB for the Applications Supported by Blocked Amount (ASBA) Process are provided on the website of SEBI. For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the below mentioned SEBI link. <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>

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

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

## REGISTERED BROKERS

Bidders can submit Bid cum Application Forms in the Offer using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centers. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time. For details on Registered Brokers, please refer <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>

## REGISTRAR TO OFFER AND SHARE TRANSFER AGENTS



The list of the RTAs eligible to accept Bid cum Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of the SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> as updated from time to time.

#### **COLLECTING DEPOSITORY PARTICIPANTS**

The list of the CDPs eligible to accept Bid cum Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time.

#### **STATEMENT OF RESPONSIBILITY OF THE LEAD MANAGER/STATEMENT OF INTER SEALLOCATION OF RESPONSIBILITIES**

Since Corporate Capital Ventures Private Limited is the sole Lead Manager to this Issue, a statement of inter-se-allocation of responsibilities amongst Lead Managers is not required.

#### **CREDIT RATING**

This being an issue of Equity Shares, credit rating is not required.

#### **IPO GRADING**

Since the Issue is being made in terms of Chapter IX of SEBI ICDR Regulations, there is no requirement of appointing an IPO grading agency.

#### **EXPERT OPINION**

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

1. Our Company has received written consent dated October 16, 2023 from Peer Review Auditor namely, **M/s KRA & CO**, Chartered Accountants, to include its name as an expert as defined under Section 2(38) of the Companies Act, read with Section 26(5) of the Companies Act, 2013, read with SEBI ICDR Regulations in this Prospectus as an "expert" as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as an independent Statutory Auditor and in respect of its (i) examination report dated from on our restated Standalone financial information; and (ii) its report dated November 20, 2023 on the statement of Special Tax Benefits in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus.
2. Our Company has received a written consent dated October 03, 2023 from Mr. Anang Kumar Shandilya, Advocate, having registration number D/1675/2019 to include its name as an expert as defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) of the Companies Act, 2013, read with SEBI ICDR Regulations in this Prospectus as an "expert", to the extent and in its capacity as an advisor on the Legal Litigations being subsisting by the Company, against the Company, by the Promoters, against the Promoters, by the Directors and against the Directors of the Company.

Aforementioned consents have not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term - expert shall not be construed to mean an - expert as defined under the U.S. Securities Act. All the intermediaries including Merchant Banker has relied upon the appropriacy and authenticity of the same.

#### **DEBENTURE TRUSTEE**

Since this is not a debenture issue, appointment of debenture trustee is not required.

#### **APPRAISAL AND MONITORING AGENCY**

As per regulation 262(1) of SEBI ICDR Regulations, the requirement of monitoring agency is not mandatory if the Issue size is up to ₹ 10,000 Lakh. Since the Issue size is below ₹10,000 Lakh, our Company has not appointed any monitoring agency for this Issue. However, as per section 177 of the Companies Act, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the issue.

#### UNDERWRITING AGREEMENT

Our Company and LM to the issue hereby confirm that the Issue is 100% Underwritten. The Underwriting agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Name, Address, Telephone, Fax, and Email of the Underwriter	Indicative No. of Equity Shares to be Underwritten	Amount Underwritten (Rs. in Lakh)	% of the Total Issue Size Underwritten
<b>Corporate Capitalventures Private Limited</b> <b>Address:</b> B-1/E-13, Mohan Cooperative Industrial, Estate Mathura Road, New Delhi 110044 <b>Tel:</b> +91 11 - 41824066; <b>Email:</b> <a href="mailto:smeipo@ccvindia.com">smeipo@ccvindia.com</a> <b>Investor Grievances Email id:</b> <a href="mailto:investor@ccvindia.com">investor@ccvindia.com</a> <b>Website:</b> <a href="http://www.ccvindia.com">www.ccvindia.com</a> <b>SEBI Registration:</b> INM000012276 <b>Validity:</b> Permanent <b>Contact Person:</b> Mrs. Harpreet Parashar	[●]	[●]	100%
<b>Total</b>	[●]		100%

In the opinion of our Board of Directors of the Company, the resources of the abovementioned Underwriter are sufficient to enable them to discharge the underwriting obligations in full. The above-mentioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchanges.

#### FILING OF OFFER DOCUMENT

The Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus and Offer Document shall be filed on the platform of NSE Emerge.

Pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, Draft Red Herring Prospectus shall not be submitted to SEBI, however, soft copy of Red Herring Prospectus and Prospectus with the Due Diligence Certificate shall be submitted to SEBI pursuant to Regulation 246(1), and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>. SEBI will not issue any observation on the Issue document in term of Regulation 246(2) of the SEBI ICDR Regulations.

A copy of the Red Herring Prospectus and Prospectus along with the material contracts and documents referred elsewhere in the Prospectus required to be filed under Section 32 of the Companies Act, 2013 will be delivered to the Registrar of Companies, Delhi situated at 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi – 110019, at least (3) three days prior from the date of opening of the Issue.

#### CHANGE IN THE AUDITOR DURING LAST 3 YEAR

Except as provided below, Company has not changed auditor during last 3 years.

Name of Auditor	Appointed for the Period	Date of Resignation	Reason for Resignation
<b>Gireesh Bhalla &amp; Co</b> (Chartered Accountants) <b>Address</b> - M-1, Ashoka Centre, E-4/15,	30/12/2020	27/08/2021	Due to uncertain unavoidable circumstances

Jhandewalan Extn., DELHI-110055 FRN: 005854N Email Id - <a href="mailto:gireeshbhalla2000@yahoo.co.in">gireeshbhalla2000@yahoo.co.in</a> Contact Person – Gireesh Bhalla			
<b>M/s Seth and Seth</b> (Chartered Accountants) <b>Address:</b> D-43, Gulmohar Park New Delhi - 110049 <b>FRN: 014842N</b> <b>E-Mail:</b> <a href="mailto:sumit.seth@sethandseth.in">sumit.seth@sethandseth.in</a> <b>Contact person</b> - Mr. Sumit Seth	11/09/2021	NA	NA
<b>M/s Seth and Seth*</b> (Chartered Accountants) <b>Address:</b> D-43, Gulmohar Park New Delhi - 110049 <b>FRN: 014842N</b> <b>E-Mail:</b> <a href="mailto:sumit.seth@sethandseth.in">sumit.seth@sethandseth.in</a> <b>Contact Person</b> - Mr. Sumit Seth	01/04/2021 To 31/03/2026	NA	NA

*\*Based on the recommendation of the Board of Directors of the Company, the shareholders of the Company in the Annual General Meeting dated December 30<sup>th</sup>, 2021 have approved appointment of M/s. Seth & Seth, Chartered Accountants (Firm Registration No. 014842N), as Statutory Auditors of the Company appointed for the period of 5 Years i.e., from 01.04.2021 to 31.03.2026.*

*Further, the Board of Directors of the Company, at their meeting held on September 04, 2023 have approved appointment M/s. KRA & CO, Chartered Accountants (Firm Registration No. 020266N), (Peer Review Regn No. 015776), as Peer review Chartered Accountants of the Company to restate the financials of the company as required under Schedule VI of SEBI ICDR, 2018.*

#### **WITHDRAWAL OF THE ISSUE**

Our Company in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for Allotment. In such an event, our Company would issue a public notice in the newspapers, in which the pre-Issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one (1) day of receipt of such notification. Our Company shall also promptly inform NSE EMERGE on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals from NSE EMERGE, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Prospectus.

#### **DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS OFFER**

Our Company and the Lead Manager have entered into a tripartite agreement dated [●] with [●] the MarketMaker for this Issue, duly registered with NSE EMERGE to fulfill the obligations of Market Making:

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the NSE and SEBI regarding this matter from time to time. Following is a summary of the key details pertaining to the Market Making arrangement:

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be

monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.

2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of NSE EMERGE and SEBI from time to time.
3. The minimum depth of the quote shall be ₹1,00,000. However, the investors with holdings of value less than ₹1,00,000 shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
4. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
5. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
6. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
7. The Marker maker may also be present in the opening call auction, but there is no obligation on him to do so.
8. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.

The Market Maker(s) shall have the right to terminate said arrangement by giving a one month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s). In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. Further, our Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our corporate office from 11.00 a.m. to 5.00 p.m. on working days.

9. **Risk containment measures and monitoring for Market Makers:** EMERGE Platform of NSE will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value- At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
10. **Punitive Action in case of default by Market Maker:** EMERGE Platform of NSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Makers, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties/ fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker(s) in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties/fines/ suspension for any type of misconduct/manipulation/ other irregularities by the Market Makers from time to time.

11. Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/02/2012 dated January 20, 2012, has laid down that for Issue size up to ₹ 250 crores, the applicable price bands for the first day shall be:

(i) In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.

(ii) In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Offer price.

Additionally, the trading shall take place in TFT sent for first 10 days from commencement of trading.

The following spread will be applicable on the SME Exchange Platform.

S. No.	Market Price Slab	Proposed Spread (in % to sale price)
1	Up to 50	9.00%
2	50 to 75	8.00%
3	75-100	6.00%
4	Above 100	5.00%

12. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.

13. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27,2012, limits on the upper side for Markets Makers during market making process has been made applicable, based on the issue size and as follows:

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

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

***The trading shall take place in TFT segment for first 10 days from commencement of trading. The price band shall be 20% and the Market Maker Spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.***

## SECTION VI - CAPITAL STRUCTURE

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

#	Particulars	Amount (Rs. in Lakhs)	
		Aggregate nominal value	Aggregate value at Offer Price
A.	<b>Authorised Share Capital</b>		
	2,50,00,000 Equity Shares of ₹ 10/- each (₹ 25,00,00,000 Equity Share Capital)	2,500.00	-
B.	<b>Issued, Subscribed and Paid-Up Share Capital before the Issue</b>		
	1,79,93,400 Equity Shares of ₹10/- each	1,799.34	-
C.	<b>Present Issue in terms of the Prospectus</b>		
	Fresh Offer of 64,80,000 Equity Shares of Face Value ₹10/- each at a Price of ₹ [•] per Equity Share.	[•]	[•]
	<b>Consisting of:</b>		
	<b>Reservation for Market Maker</b> – 3,24,000 Equity Shares of ₹ 10/- each at a price of ₹ [•] per Equity Share reserved as Market Maker Portion.	[•]	[•]
	<b>Net Issue to the Public</b> – 61,56,000 Equity Shares of ₹ 10/- each at a price of ₹ [•] per Equity Share.	[•]	[•]
	<b>Of the Net Issue to the Public</b>		
	<b>1. QIB Portion</b>		[•]
	Of which:		
	(a) Anchor Investor Portion	[•]	[•]
	(b) Net QIB Portion (assuming the Anchor Investor Portion is fully subscribed)	[•]	[•]
	Of which:	[•]	
	(i) Available for allocation to Mutual Funds only (5% of the QIB Portion (excluding Anchor Investor Portion)	[•]	[•]
	(ii) Balance of QIB Portion for all QIBs including Mutual Funds	[•]	[•]
	<b>2. Non-Institutional Category</b>	[•]	[•]
	<b>3. Retail Portion</b>	[•]	[•]
D.	<b>Issued, Subscribed and Paid-up Share Capital after the Issue</b>		
	2,44,73,400 Equity Shares of ₹10/- each	2447.34	
E.	<b>Securities Premium Account</b>		
	Before the Issue		[•]
	After the Issue		[•]

The present issue has been authorized by our Board of Directors vide a resolution passed at its meeting held on dated October 27, 2023 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the EGM of our shareholders held on October 27, 2023.

All Equity Shares are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Draft Red Herring Prospectus.

### NOTES TO THE CAPITAL STRUCTURE

#### 1. Details of increase in Authorised Share Capital:

Since August 27, 1993 the authorized share capital of our Company has been altered in the manner set forth below:

S. No.	Date	No. of Equity Shares (Additions)	Face Value (in ₹)	Cumulative No. of Shares	Cumulative Authorised Share Capital (in ₹)	Whether AGM/EGM
1.	August 27, 2010	40,00,000	10	60,00,000	6,00,00,000	EGM

2.	August 16,2023	1,90,00,000	10	2,50,00,000	25,00,00,000	EGM
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Note: We are unable to trace documents earlier than those provided above, we have relied on the search report by Amit Shukla & Associates (CoP- 18190), Practising Company Secretary for tracing changes in authorised Share Capital. For further information, please refer to the chapter titled "Risk Factors" Risk No. 10 on the Page No. 29 of this Draft Red Herring Prospectus.

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

Not e	Date of Allotment	No. of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Nature of consideration	Nature of Allotment	Cumulative number of Equity Shares	Cumulative Equity Paid - up Capital (Rs.)	Cumulative Securities premium (Rs.)
1.	On Incorporation*	200	10	10	Cash	Subscription to MOA <sup>(1)</sup>	200	2,000	Nil
2.	November 26,1994*	29,800	10	10	Cash	Further Allotment <sup>(2)</sup>	30,000	3,00,000	Nil
3.	October 21,1997*	70,000	10	10	Cash	Further Allotment <sup>(3)</sup>	1,00,000	10,00,000	Nil
4.	November18,1998*	44,150	10	10	Cash	Further Allotment <sup>(4)</sup>	1,44,150	14,41,500	Nil
5.	December 20,1999*	1,43,030	10	10	Cash	Further Allotment <sup>(5)</sup>	2,87,180	28,71,800	Nil
6.	October 10,2000*	20,000	10	10	Cash	Further Allotment <sup>(6)</sup>	3,07,180	30,71,800	Nil
7.	November 28,2001*	3,000	10	10	Cash	Further Allotment <sup>(7)</sup>	3,10,180	31,01,800	Nil
8.	October 08,2002*	53,600	10	10	Cash	Further Allotment <sup>(8)</sup>	3,63,780	36,37,800	Nil
9.	February 11,2004	3,63,780	10	Nil	Other than Cash	Bonus Issue <sup>(9)</sup>	7,27,560	72,75,600	Nil
10.	March 27,2006	2,78,000	10	10	Cash	Further Allotment <sup>(10)</sup>	10,05,560	1,00,55,600	Nil
11.	March 28,2007	74,000	10	50	Cash	Further Allotment <sup>(11)</sup>	10,79,560	1,07,95,600	29,60,000
12.	July 22,2010	50,000	10	200	Cash	Further Allotment <sup>(12)</sup>	11,29,560	1,12,95,600	1,24,60,000
13.	December 28,2010	45,18,240	10	Nil	Other than Cash	Bonus Issue <sup>(13)</sup>	56,47,800	5,64,78,000	Nil
14.	January 25,2011	3,50,000	10	45	Cash	Further Allotment <sup>(14)</sup>	59,97,800	5,99,78,000	2,47,10,000
15.	October 27,2023	1,19,95,600	10	Nil	Other than Cash	Bonus Issue	1,79,93,400	17,99,34,000	Nil

\*We are unable to trace the initial Memorandum of association of the company and complete documents of the board resolutions, shareholders resolution and relevant forms filled with ROC for the allotment of shares and therefore details mentioned above are extracted from available share certificates in the records of the company. We have relied on the search report by Amit Shukla & Associates (CoP- 18190), Practising Company Secretary for tracing changes in Capital buildup sheet. For further information, please refer to the chapter titled "Risk Factors" Risk No. 10 on the Page No. 29 of this Draft Red Herring Prospectus.

### Notes:

- Initial Subscribers to Memorandum of Association hold 200 Equity Shares each of face value of ₹ 10/- fully paid up as per the details given below:

S.No.	Name of Person	No. of Shares Allotted
1.	Ashwani Sehgal	100

2.	Swadesh Kumar Khullar	100
	<b>Total</b>	<b>200</b>

2. The Company thereafter allotted 29,800 Equity shares as Equity shares as Further Allotment on November 26, 1994 the details of which is given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Swadesh Kumar Khullar	29,000
2.	Ashwani Sehgal	400
3.	Saroj Khullar	400
	<b>Total</b>	<b>29,800</b>

3. The Company thereafter allotted 70,000 Equity shares as Equity shares as Further Allotment on October 21, 1997, the details of which is given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Kanta Sehgal	17,170
2.	Ashwani Sehgal	15,440
3.	Scan International	13,500
4.	Monica Sehgal	7,940
5.	Kamlesh Verma	6,000
6.	Vipin Sehgal	5,950
7.	Anita Sikka	4,000
	<b>Total</b>	<b>70,000</b>

4. The Company thereafter allotted 44,150 Equity shares as Further Allotment on November 18, 1998 the details of which is given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	B.C. Sikka	5,560
2.	R.P.S. Sarna	5,000
3.	Dinesh Mahajan	5,000
4.	Avinash Bansal	5,000
5.	Anita Sikka	3,590
6.	Puneet Rawal	2,500
7.	Lakhan Singh	2,500
8.	A.K. Verma	2,500
9.	Vikram Bector	2,000
10.	Jagdish	2,000
11.	Rakesh Lamba	1,800
12.	Vikas Bali	1,800
13.	Devhuti Chauhan	1,500
14.	A.K. Verma	1,500
15.	Sona Verma	1,000
16.	Ajay Kumar	900
	<b>Total</b>	<b>44,150</b>

5. The Company thereafter allotted 1,43,030 Equity shares as Further Allotment on December 20, 1999 the details of which is given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Monica Sehgal	42,000
2.	Kulbhushan Verma	40,000
3.	B.C. Sikka	20,850



4.	Kanta Sehgal	20,000
5.	Udaya Fibers Private Limited	12,500
6.	Suman Mahajan	2,500
7.	Madhu Bedi	1,800
8.	Naresh Vishwakarma	1,700
9.	Anita Sikka	1,680
	<b>Total</b>	<b>143,030</b>

6. The Company thereafter allotted 20,000 Equity shares as Further Allotment on October 10, 2000 the details of which is given below:

S. No.	Name of Person	No. of Shares Allotted
1.	Ashwani Sehgal	20,000
	<b>Total</b>	<b>20,000</b>

7. The Company thereafter allotted 3,000 Equity shares as Further Allotment on November 28, 2001 the details of which is given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Ashwani Sehgal	3,000
	<b>Total</b>	<b>3,000</b>

8. The Company thereafter allotted 53,600 Equity shares as Further Allotment on October 08, 2002 the details of which is given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Priya Financial Servies Private Limited	18,000
2.	Ashish Impex Private Limited	10,000
3.	Ashwani Sehgal (HUF)	8,300
4.	Monica Sehgal	4,000
5.	Roma Impex Private Limited	4,000
6.	Leafin Lease & Finance Private Limited	3,000
7.	Udaya Sehgal	2,500
8.	Aditya Sehgal	2,500
9.	Dinesh Mahajan	500
10.	B.C. Sikka	400
11.	Jagdish	400
	<b>Total</b>	<b>53,600</b>

9. The Company thereafter allotted 3,63,780 Equity shares as Bonus issue on February 11, 2004 the details of which is given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Monica Sehgal	68,940
2.	Ashwani Sehgal	59,440
3.	Kulbhushan Verma	40,000
4.	Kanta Sehgal	39,170
5.	B.C Sikka	26,810
6.	Priya Financial services Private limited	18,000
7.	Scan International Private Limited	13,500
8.	Udaya Fibers Private Limited	12,500
9.	Vipin Sehgal	10950

10.	Ashish Impex Private Limited	10,000
11.	Anita Sikka	9,270
12.	Ashwani Sehgal HUF	8,300
13.	Kamlesh Verma	8,000
14.	Jinesh Mahajan	5,500
15.	R.P.S Sarna	5,000
16.	Roma Impex Private Limited	4,000
17.	Leafin Lease & Finance Private Limited	3,000
18.	Punit Rawal	2,500
19.	Suman Mahajan	2,500
20.	Udaya Sehgal	2,500
21.	Aditya Sehgal	2,500
22.	Jagdish	2,400
23.	Vikram Bector	2,000
24.	Rakesh Lamba	1,800
25.	Madhu Bedi	1,800
26.	Devhuti Chauhan	1,500
27.	Sona Verma	1,000
28.	Ajay Kumar	900
	<b>Total</b>	<b>363,780</b>

10. The Company thereafter allotted 2,78,000 Equity shares as Further Allotment on March 27, 2006 the details of which is given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Paramveer Sachdeva	70,000
2.	Fortune India	70,000
3.	Monica Sehgal	60,000
4.	Ashwani Sehgal HUF	48,000
5.	Udaya Fibers Private Limited	30,000
	<b>Total</b>	<b>278,000</b>

11. The Company thereafter allotted 74,000 Equity shares as Further Allotment on March 28, 2007 the details of which is given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Ashwani Sehgal	74,000
	<b>Total</b>	<b>7400074,000</b>

12. The Company thereafter allotted 50,000 Equity shares as Further Allotment on July 22, 2010 the details of which is given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Karishma Machine Tools Private Limited	50,000
	<b>Total</b>	<b>50,00050,000</b>

13. The Company thereafter allotted 45,18,240 Equity shares as Bonus Issue on December 28, 2010 the details of which is given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Ashwani Sehgal	18,45,120
2.	Monica Sehgal	10,93,120
3.	Kanta Sehgal	3,13,360
4.	Ashwani Sehgal HUF	2,58,400
5.	Udaya Fibers Private Limited	2,20,000

6.	B.C. Sikka	2,14,480
7.	Karishma Machine Tools Private Limited	2,00,000
8.	Scan International Private Limited	1,08,000
9.	Vipin Sehgal	87,600
10.	Anita Sikka	74,160
11.	Kamlesh Verma	64,000
12.	Udaya Sehgal	20,000
13.	Aditya Sehgal	20,000
	<b>Total</b>	<b>518,280</b>

14. The Company thereafter allotted 3,50,000 Equity shares as Further Allotment on January 25, 2011 the details of which is given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Krishma machine Tools Private Limited	3,50,000
	<b>Total</b>	<b>3,50,000</b>

15. The Company thereafter allotted 1,19,95,600 Equity shares as Bonus Issue on October 27, 2023 the details of which is given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Ashwani Sehgal	37,27,768
2.	Monica Sehgal	23,92,800
3.	Krishma Machine Tools Private Limited	17,00,000
4.	Vipin Sehgal	16,79,384
5.	Ashwani Sehgal HUF	6,46,000
6.	Udaya Fibers Private Limited	5,50,000
7.	B.C. Sikka	5,36,200
8.	Anita Sikka	4,23,448
9.	Diwakar Gandhi	2,40,000
10.	Udaya Sehgal	50,000
11.	Aditya Sehgal	50,000
	<b>Total</b>	<b>1,19,95,600</b>

### 3. Shareholding of the Promoters of our Company

As on the date of this Draft Red Herring Prospectus, our Promoter Ashwani Sehgal, Monica Sehgal, Vipin Sehgal holds total 55,91,652, and 35,89,200 Equity Shares and 25,19,076 Equity shares respectively representing 31.08% and 19.95% and 14.00% respectively of the pre-issue paid up share capital of our Company.

#### Details of build-up of shareholding of the Promoters-

Date of Allotment / acquisition / transaction and when made fully paid up	Nature (Allotment/ transfer)	Number of Equity Shares	Face Value per Equity Share (in ₹)	Issue/ Transfer price per Equity Share (in ₹)	Consideration (cash/ other than cash)	Name of Transferor / Transferee
<b>Mr. Ashwani Sehgal</b>						
Subscription to MOA	Subscriber to MOA	100	10	10	Cash	-
November 26,1994	Shares Issued	400	10	10	Cash	-
November 18,1996	Transfer	15,100	10	10	Cash	Swadesh Kumar Khullar
November 18,1996	Transfer	400	10	10	Cash	Saroj Khullar

October 21,1997	Shares Issued	15,440	10	10	Cash	-
October 10,2000	Shares Issued	20,000	10	10	Cash	-
November 28,2001	Shares Issued	3,000	10	10	Cash	-
December 31,2003	Transfer	5,000	10	10	Cash	Avinash Bansal
February 11,2004	Bonus Issue	59,440	10	Nil	Cash	-
February 02,2007	Transfer	36,000	10	10	Cash	Priya Financial Services Private Limited
February 02, 2007	Transfer	6,000	10	10	Cash	Leafin Lease and Finance Private Limited
February 02,2007	Transfer	8,000	10	10	Cash	Roma Impex Private Limited
February 02,2007	Transfer	20,000	10	10	Cash	Ashish Impex Private Limited
March 28, 2007	Shares Issued	74,000	10	50	Cash	-
March 10, 2009	Transfer	4,000	10	10	Cash	Vikram Bector
March 10, 2009	Transfer	5,000	10	10	Cash	Puneet Rawal
March 10, 2009	Transfer	4,800	10	10	Cash	Jagdish
March 10, 2009	Transfer	11,000	10	10	Cash	Jinesh Mahajan
March 10, 2009	Transfer	2,000	10	10	Cash	Sona Verma
March 10, 2009	Transfer	3,600	10	10	Cash	Rakesh Lamba
March 10, 2009	Transfer	80,000	10	10	Cash	Kulbhushan Verma
March 10, 2009	Transfer	5,000	10	10	Cash	Suman Mahajan
March 10, 2009	Transfer	70,000	10	10	Cash	Pramveer Sachdeva
October 10, 2010	Transfer	10,000	10	10	Cash	R.P.S. Sarna
October 10, 2010	Transfer	3,000	10	10	Cash	Devhuti Chauhan
December 28, 2010	Bonus Issue	18,45,120	10	Nil	Cash	-
July 13, 2017	Transfer	(1,19,024)	10	Nil	Gift	Anita Sikka
July13, 2017	Transfer	(3,38,492)	10	Nil	Gift	Vipin Sehgal
September 21, 2023	Transfer	15,000	10	68	Cash	Scan International Private Limited
October 27, 2023	Bonus Issue (2:1)	37,27,768	10	Nil	Other than Cash	-
<b>Total</b>		<b>55,91,652</b>				
<b>Mrs. Monica Sehgal</b>						
November18, 1996	Transfer	10,000	10	10	Cash	Swadesh Kumar Khullar
October21, 1997	Shares Issued	7,940	10	10	Cash	-
December 20, 1999	Shares Issued	42,000	10	10	Cash	-
October 08, 2002	Shares Issued	4,000	10	10	Cash	-
December 31, 2003	Transfer	2,500	10	10	Cash	Lakhan Singh
December 31, 2003	Transfer	2500	10	10	Cash	A.K. Verma
February 11, 2004	Bonus Issue	68,940	10	Nil	Other Than Cash	-
March27, 2006	Allotment	60,000	10	10	Cash	-
March10, 2009	Transfer	70,000	10	10	Cash	Fortune India
October 10, 2010	Transfer	1,800	10	10	Cash	Ajay Kumar
October 10, 2010	Transfer	3,600	10	10	Cash	Madhu Bedi
December 28, 2010	Bonus Issue	10,93,120	10	Nil	Other than Cash	-
December 12, 2012	Transfer	(2,50,000)	10	10	Cash	Karishma Machine Tools Private Limited
July13, 2017	Transfer	80,000	10	Nil	Gift	Kamlesh Verma
October 27, 2023	Bonus Issue(2:1)	23,92,800	10	Nil	Other than Cash	-
<b>Total</b>		<b>35,89,200</b>				
<b>Mr. Vipin Sehgal</b>						

October 21, 1997	Shares issued	5,950	10	10	Cash	-
December 31, 2003	Transfer	1,800	10	10	Cash	Vikas Bali
December 31, 2003	Transfer	1,500	10	10	Cash	A. K. Verma
December 31, 2003	Transfer	1,700	10	10	Cash	Naresh Vishwakarma
February 11, 2004	Bonus Issue	10,950	10	Nil	Other than Cash	-
December 28, 2010	Bonus Issue	87,600	10	Nil	Other than Cash	-
July 13, 2017	Transfer	3,91,700	10	Nil	Gift	Kanta Sehgal
July 13, 2017	Transfer	3,38,492	10	Nil	Gift	Ashwani Sehgal
October 27, 2023	Bonus Issue(2:1)	16,79,384	10	Nil	Other than cash	-
<b>Total</b>		<b>25,19,076</b>				

*Note – All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares.*

### 3. Our shareholding Pattern

a) The table below represents the shareholding pattern of our Company as per Regulation 31 of the SEBI (LODR) Regulations, 2015, as on the date of this Draft Red Herring Prospectus

Category Code	Category of shareholder	No. of share holder	No. of fully paid-up equity shares held	No. of Partly paid-up Equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Share holding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (As a percentage of diluted share Capital) As a % of (A+B+C2)	Number of locked in Shares		Number of Shares pledged or otherwise encumbered		Number of shares held in dematerialized form	
								No. of Voting Rights					Total as a % of (A+B+C)	No. (a)	As a % of total shares held (B)	No. (a)		As a % of total shares held (B)
								Class X	Class Y	Total								
I	II	III	IV	V	VI	VII= IV+V+VI	VIII	IX			XI=VII+X	XII		XIII		XIV		
(A)	Promoters and Promoter Group	9	1,68,29,100	-	-	1,68,29,100	93.53%	1,68,29,100	1,68,29,100	93.53%	-	-	-	-	-	-	1,68,29,100	
(B)	Public	2	11,64,300	-	-	11,64,300	6.47%	11,64,300	11,64,300	6.47%	-	-	-	-	-	-	11,64,300	
(C)	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

(1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	11	1,79,93,400	-	-	1,79,93,400	100.00%	1,79,93,400	-	1,79,93,400	100.00%	-	-	-	-	-	-	1,79,93,400

**\*\*As on the date of this Draft Red Herring Prospectus 1 Equity Share holds 1 vote.**

**Note:**

- In terms of SEBI circular bearing No. CIR/ISD/3/2011 dated June 17, 2011 and SEBI circular bearing No. SEBI/CIR/ISD/05/2011, dated September 30, 2011, the Equity Shares held by the Promoters/Promoters Group Entities and 50% of the Equity Shares held by the public shareholders, shall be dematerialized. Accordingly, all the existing equity shares of the Company will be in dematerialized form at the time of listing of shares.
- PAN of the Shareholders will be provided by our Company prior to Listing of Equity Share on the Stock Exchange.
- Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI (LODR) Regulations, 2015, one day prior to the listing of the equity shares. The shareholding pattern will be uploaded on the website of BSE before commencement of trading of such Equity Shares.

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5. As on the date of this Draft Red Herring Prospectus, there are no partly paid-up shares/outstanding convertible securities/warrants in our Company.
6. Following are the details of the holding of securities of persons belonging to the category “Promoter and Promoter Group” and public before and after the Issue:

S. No.	Name of shareholder	Pre-issue		Post-issue	
		No. of equity Shares	As a % of Issued Capital	No. of Equity shares	As a % of Issued Capital
<b>Promoters</b>					
1.	Ashwani Sehgal	55,91,652	31.08	55,91,652	22.85
2.	Monica Sehgal	35,89,200	19.95	35,89,200	14.67
3.	Vipin Sehgal	25,19,076	14.00	25,19,076	10.29
<b>Total – A</b>		<b>1,16,99,928</b>	<b>65.02</b>	<b>1,16,99,928</b>	<b>47.81</b>
<b>Promoter Group</b>					
4.	Udaya Sehgal	75,000	0.42	75,000	0.30
5.	Aditya Sehgal	75,000	0.42	75,000	0.30
6.	Ashwani Sehgal HUF	9,69,000	5.39	9,69,000	3.96
7.	Anita Sikka	6,35,172	3.52	6,35,172	2.60
8.	Udaya Fibers Private Limited	8,25,000	4.59	8,25,000	3.37
9.	Krishma Machine Tools Private Limited	25,50,000	14.17	25,50,000	10.42
<b>Total – B</b>		<b>51,29,172</b>	<b>28.51</b>	<b>51,29,172</b>	<b>20.95</b>
11	Existing Shareholders	11,64,300	6.47	11,64,300	4.76
12	IPO	-	-	64,80,000	26.48
<b>Total - C</b>		<b>11,64,300</b>	<b>6.47</b>	<b>76,44,300</b>	<b>31.24</b>
<b>Grand Total (A+B+C)</b>		<b>1,79,93,400</b>	<b>100.00</b>	<b>2,44,73,400</b>	<b>100.00</b>

6. The weighted average cost of acquisition of or subscription to Equity Shares by our Promoter is set forth in the table below:

Name of the Promoter and Promoter Group	No. of Shares held*	Average cost of Acquisition (in ₹)
Ashwani Sehgal	55,91,652	1.43
Monica Sehgal	35,89,200	0.56
Vipin Sehgal	25,19,076	0.04

\*Only the shares acquired are considered.

#### 7. Details of Major Shareholders:

- A. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date of this Draft Red Herring Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held	% of Paid-up Capital
1.	Ashwani Sehgal	55,91,652	31.08
2.	Monica Sehgal	35,89,200	19.95
3.	Vipin Sehgal	25,19,076	14.00
4.	Krishma Machine Tools Private Limited	25,50,000	14.17
5.	Ashwani Sehgal HUF	9,69,000	5.39
6.	Udaya Fibers Private Limited	8,25,000	4.59
7.	B.C. Sikka	8,04,300	4.47
8.	Anita Sikka	6,35,172	3.53
9.	Diwakar Gandhi	3,60,000	2.00
<b>Total</b>		<b>1,78,43,400</b>	<b>99.18</b>



B. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date ten days prior to the date of the Draft Red Herring Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held	% of Paid-up Capital
1.	Ashwani Sehgal	55,91,652	31.08
2.	Monica Sehgal	35,89,200	19.95
3.	Vipin Sehgal	25,19,076	14.00
4.	Krishma Machine Tools Private Limited	25,50,000	14.17
5.	Ashwani Sehgal HUF	9,69,000	5.39
6.	Udaya Fibers Private Limited	8,25,000	4.59
7.	B.C. Sikka	8,04,300	4.47
8.	Anita Sikka	6,35,172	3.53
9.	Diwakar Gandhi	3,60,000	2.00
	<b>Total</b>	<b>1,78,43,400</b>	<b>99.18</b>

C. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date one year prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of shareholders	No. of Equity held	% of Paid-up Capital
1.	Ashwani Sehgal	18,48,884	30.83
2.	Monica Sehgal	11,96,400	19.94
3.	Vipin Sehgal	8,39,692	14.00
4.	Krishma Machine Tools Pvt Ltd	8,50,000	14.17
5.	Ashwani Sehgal HUF	3,23,000	5.39
6.	Udaya Fibers Private Limited	2,75,000	4.59
7.	B.C. Sikka	2,68,100	4.47
8.	Anita Sikka	2,11,724	3.53
9.	Scan International Private Limited	1,35,000	2.25
	<b>Total</b>	<b>59,47,800</b>	<b>99.17</b>

D. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date two years prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held	% of Paid up Capital
1.	Ashwani Sehgal	18,48,884	30.83
2.	Monica Sehgal	11,96,400	19.95
3.	Vipin Sehgal	8,39,692	14.00
4.	Krishma Machine Tools Pvt Ltd	8,50,000	14.17
5.	Ashwani Sehgal HUF	3,23,000	5.39
6.	Udaya Fibers Private Limited	2,75,000	4.59
7.	B.C. Sikka	2,68,100	4.47
8.	Anita Sikka	2,11,724	3.53
9.	Scan International Private Limited	1,35,000	2.25
	<b>Total</b>	<b>59,47,800</b>	<b>99.17</b>

9. The Company has not issued any convertible instruments like warrants, debentures etc. since its incorporation and there are no outstanding convertible instruments as on date of this Draft Red Herring Prospectus.

10. Our Company has not issued any Equity Shares out of revaluation reserve or reserves without accrual of cash resources.

11. Our Company has not issued any Equity Shares during a period of one year preceding the date of this Draft Red Herring Prospectus at a price lower than the Issue Price, except as following:

**Right Issue: Nil**

Bonus Issue: 1,19,95,600 Equity Shares

Sr.No.	Name of Person	No. of Shares Allotted	FaceValue (Rs.)	IssuePrice (Rs.)	Date of Allotment
1.	Ashwani Sehgal	37,27,768	10	Nil	October 27,2023
2.	Monica Sehgal	23,92,800	10	Nil	October 27,2023
3.	Vipin Sehgal	16,79,384	10	Nil	October 27,2023
4.	Udaya Sehgal	50,000	10	Nil	October 27,2023
5.	Aditya Sehgal	50,000	10	Nil	October 27,2023
6.	Ashwani Sehgal HUF	6,46,000	10	Nil	October 27,2023
7.	Anita Sikka	4,23,448	10	Nil	October 27,2023
8.	Udaya Fibers Private Limited	5,50,000	10	Nil	October 27,2023
9.	Krishma Machine Tools Pvt Ltd	17,00,000	10	Nil	October 27,2023
10.	BC Sikka	5,36,200	10	Nil	October 27,2023
11.	Diwakar Gandhi	2,40,000	10	Nil	October 27,2023
	<b>Total</b>	<b>1,19,95,600</b>			

12. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of Red Herring Prospectus until the Equity Shares have been listed. Further, our Company presently does not have any intention or proposal to alter our capital structure for a period of six months from the date of opening of this Issue, by way of split / consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or otherwise, except that if we enter into acquisition(s) or joint venture(s), we may consider additional capital to fund such activities or to use Equity Shares as a currency for acquisition or participation in such joint ventures.
13. We have **11 (Eleven)** shareholders as on the date of filing of this Draft Red Herring Prospectus.
14. As on the date of this Draft Red Herring Prospectus, our Promoter and Promoters Group hold total **1,68,29,100** Equity Shares representing **93.53%** of the pre-issue paid up share capital of our Company.
15. None of our Promoters, their relatives and associates, persons in Promoter Group or the directors of the Company which is a promoter of the Company and/or the Directors of the Company have purchased or sold any securities of our Company during the past six months immediately preceding the date of filing this Draft Red Herring Prospectus except as following –

Sr. No.	Transfer Date	From	To	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)
1.	September 21,2023	Scan International Private Limited	Mr. Ashwani Sehgal	15,000	10	68

16. The members of the Promoters Group, our directors and the relatives of our directors have not 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 the six months immediately preceding the date of filing this Draft Red Herring Prospectus.

**17. Details of Promoter's Contribution locked in for three years:**

As per Sub-Regulation (1) of Regulation 236 of the SEBI (ICDR) Regulations, 2018, an aggregate of 20.00% of the post- Issue Capital shall be considered as Promoter 's Contribution.

Our Promoters have granted consent to include such number of Equity Shares held by them as may constitute 20.00% of the post-issue Equity Share Capital of our Company as Promoters Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters Contribution from the date

of filing of this Draft Red Herring Prospectus until the completion of the lock-in period specified above.

In terms of clause (a) of Regulation 238 of the SEBI (ICDR) Regulations, 2018, Minimum Promoters' Contribution as mentioned above shall be locked-in for a period of three years from the date of commencement of commercial production or date of allotment in the Initial Public Offer, whichever is later.

Explanation: The expression "date of commencement of commercial production" means the last date of the month in which commercial production of the project in respect of which the funds raised are proposed to be utilised as stated in the offer document, is expected to commence.

We further confirm that Minimum Promoters Contribution of 20.00% of the post issue paid-up Equity Shares Capital does not include any contribution from Alternative Investment Fund.

The Minimum Promoters Contribution has been brought into to the extent of not less than the specified minimum lot and has been contributed by the persons defined as Promoters under the SEBI (ICDR) Regulations, 2018.

The lock-in of the Minimum Promoters Contribution will be created as per applicable regulations and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

As on date of this Draft Red Herring Prospectus there are no equity shares held by our Promoter and Promoter Group which are under lock in.

We confirm that the minimum Promoters contribution of 20.00% which is subject to lock-in for three years does not consist of:

- a) Equity Shares acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalisation of intangible assets;
- b) Equity Shares acquired during the preceding three years resulting from a bonus issue by utilisation of revaluation reserves or unrealised profits of the issuer or from bonus issue against equity shares which are ineligible for minimum Promoters' contribution;
- c) Equity Shares acquired by Promoters during the preceding one year at a price lower than the Issue Price;
- d) The Equity Shares held by the Promoters and offered for minimum 20% Promoters Contribution are not subject to any pledge.
- e) Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoters' Contribution subject to lock-in.

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, our Company confirms that certificates of Equity Shares which are subject to lock in shall contain the inscription —Non-Transferable and specify the lock-in period and in case such equity shares are dematerialized, the Company shall ensure that the lock in is recorded by the Depository.

### Equity Shares locked-in for three years

The details of Lock-in Period of existing pre- IPO capital of promoters for 3 years are as follows:

Sr. No.	Category	No. of Shares	Lock-in Period
1.	Ashwani Sehgal	23,39,380	3 Years
2.	Monica Sehgal	15,01,500	3 Years
3.	Vipin Sehgal	10,53,800	3 Years
	<b>Total</b>	<b>48,94,680</b>	

### Equity Shares locked-in for one year

The details of Lock-in Period of existing pre- IPO capital of Promoter, Promoter Group or Public are as follows:

Sr. No.	Category	No. of Shares	Lock-in Period
1.	Promoter	68,05,248	1 Year
2.	Promoter Group	51,29,172	1 Year
3.	Public	11,64,300	1 Year
	<b>Total</b>	<b>1,30,98,720</b>	

Further, such lock-in of the Equity Shares would be created as per the bye laws of the Depositories.

#### **Pledge of Locked in Equity Shares:**

In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018, the locked-in Equity Shares held by our Promoters can be pledged only with any scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or financial institutions, subject to the following:

- In case of Minimum Promoters' Contribution, the loan has been granted to the issuer company or its subsidiary (ies) for the purpose of financing one or more of the Objects of the Issue and pledge of equity shares is one of the terms of sanction of the loan.
- In case of Equity Shares held by Promoters in excess of Minimum Promoters' contribution, the pledge of equity shares is one of the terms of sanction of the loan.

Further, lock in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the equity shares till the lock in period stipulated has expired.

However, the Equity Shares held by the Promoters of the Company are not under any Pledge.

#### **Transferability of Locked in Equity Shares:**

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 and subject to provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable:

- The Equity Shares held by our Promoters and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoters or any person of the Promoters' Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.
  - The equity shares held by persons other than promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoter and Promoters' Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock- in period stipulated has expired.
17. Our Company, our Promoters, our Directors and the Lead Manager to this Offer have not entered into any buy-back, standby or similar arrangements with any person for purchase of our Equity Shares from any person.
18. Our Company has not issued shares for consideration other than cash or out of revaluation of reserves at any point of time since Incorporation, although our company has issued Bonus Shares out of Free reserve or Securities Premium reserve only, details of which are as follows: -

<b>S. N</b>	<b>Name of Shareholders</b>	<b>No. of shares Allotted</b>	<b>FV</b>	<b>Issue Price</b>	<b>Date of allotment</b>	<b>Reason of allotment</b>
1.	Ashwani Sehgal	37,27,768	10	Nil	October 27,2023	Bonus Issue
2.	Monica Sehgal	23,92,800	10	Nil	October 27,2023	Bonus Issue
3.	Vipin Sehgal	16,79,384	10	Nil	October 27,2023	Bonus Issue
4.	Udaya Sehgal	50,000	10	Nil	October 27,2023	Bonus Issue
5.	Aditya Sehgal	50,000	10	Nil	October 27,2023	Bonus Issue
6.	Ashwani Sehgal HUF	6,46,000	10	Nil	October 27,2023	Bonus Issue
7.	Anita Sikka	4,23,448	10	Nil	October 27,2023	Bonus Issue
8.	Udaya Fibers Private Limited	5,50,000	10	Nil	October 27,2023	Bonus Issue
9.	Krishma Machine Tools Private Limited	17,00,000	10	Nil	October 27,2023	Bonus Issue
10.	BC Sikka	5,36,200	10	Nil	October 27,2023	Bonus Issue

11.	Diwakar Gandhi	2,40,000	10	Nil	October 27,2023	Bonus Issue
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19. Our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 230 to 234 of the Companies Act, 2013.
20. Our Company has not re-valued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves
21. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014. Our company may have ESOP Scheme in coming time, the same shall be duly passed under the applicable laws and will be duly informed to all the investors/ shareholders.
22. There are no safety net arrangements for this public Offer.
23. An oversubscription to the extent of 10% of the Net Offer can be retained for the purposes of rounding off to the minimum allotment lot, while finalizing the Basis of Allotment.
24. As on the date of filing of this Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.
25. All the Equity Shares of our Company are fully paid up as on the date of this Draft Red Herring Prospectus. Further, since the entire money in respect of the Offer is being called on application, all the successful applicants will be allotted fully paid-up equity shares.
26. As per RBI regulations, OCBs are not allowed to participate in this Issue.
27. There is no -Buyback, -Standby, or similar arrangement by our Company/Promoters/Directors/Lead Manager for purchase of Equity Shares issued / offered through this Draft Red Herring Prospectus.
28. As on the date of this Draft Red Herring Prospectus, none of the shares held by our Promoters/ Promoter Group are pledged with any financial institutions or banks or any third party as security for repayment of loans.
29. Investors may note that in case of over-subscription, the allocation in the Issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, as amended from time to time.
30. Under subscription, if any, in any category, shall be met with spill-over from any other category or combination of categories at the discretion of our Company, in consultation with the Lead Manager and BSE.
31. The Issue is being made through Book Building Method.
32. Lead Manager to the Issue viz. Corporate Capital Ventures Private Limited and its associates do not hold any Equity Shares of our Company.
33. Our Company has not raised any bridge loan against the proceeds of this Issue.
34. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
35. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
36. An Applicant cannot make an application for more than the number of Equity Shares being Issued/Offered through this fixed subject to the maximum limit of investment prescribed under relevant laws applicable to each

category of investors.

37. No payment, direct or indirect in the nature of discount, commission, and allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Offer.
38. Our Promoters and the members of our Promoter Group will not participate in this Issue.
39. Our Company has not made any public issue since its incorporation.
40. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing the Draft Red Herring Prospectus and the Offer Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.
41. For the details of transactions by our Company with our Promoter Group, Group Companies during the last three Fiscals i.e., 2021, 2022 and 2023. please refer to paragraph titled *-Related Party Transaction* in the chapter titled, *"Financial Information"* beginning on page number 274 of this Draft Red Herring Prospectus.

None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated in the chapter titled *-Our Management* beginning on page 175.

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**SECTION VII – PARTICULARS OF THE ISSUE  
OBJECTS OF THE ISSUE**

We believe that listing will give more visibility and enhance corporate image of our Company. We also believe that our Company and shareholders will receive the benefits from listing of Equity Shares on the EMERGE platform of NSE. It will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our Company.

The Issue includes a fresh Issue of 64,80,000 Equity Shares our Company at an Issue Price of ₹ [●] per Equity Share.

**Fresh Issue**

The details of the proceeds of the Fresh Issue are summarized below:

Particulars	Amount
Gross Proceeds from the Fresh Issue	[●]
Less: Issue related expenses	[●]
<b>Net Proceeds of the Fresh Issue</b>	<b>[●]</b>

**Requirement of Funds**

Our Company intends to utilize the Net Fresh Issue Proceeds for the following Objects (“Objects of the Issue”):

- 1) Funding Capital Expenditure for upgradation and expansion of our existing solar module manufacturing facility by increasing 750 MW;
- 2) Funding Capital Expenditure towards setting up of a new manufacturing unit for Aluminum frame for our solar module;
- 3) To Meet Working Capital requirements of the Company; and
- 4) General Corporate Expenses.

The main object clause of Memorandum of Association of our Company enables us to undertake the activities for which the funds are being raised by us through the Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the object clause of our Memorandum of Association. For the main objects clause of our Memorandum of Association, see “History and Certain Corporate Matters” on page 165.

**Utilization of Net Proceeds:** We intend to utilize the proposed net proceeds in the manner set forth below:

Sr. No	Particulars	Amount
1.	Funding capital expenditure for upgradation and expansion of our existing solar module manufacturing facility by increasing 750 MW	1955.80
2.	Funding Capital Expenditure towards setting up of a new manufacturing unit for Aluminum frame for our solar module	1294.65
3.	To Meet Working Capital requirements of the Company	2049.55
4.	General Corporate Expenses *	[●]
	<b>Total</b>	<b>[●]</b>

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

*Since, the entire fund requirement of the objects detailed above are intended to be funded from the Net Proceeds. In view of the above, we confirm that the firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue is not applicable.*

The fund requirements mentioned above are based on internal management estimates of our Company and have not been verified by the lead managers or appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business and our Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, cost of commodities and interest or exchange rate fluctuations. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. In the event of any shortfall of funds for the activities proposed to be financed out of the issue proceeds as stated above, our Company may re-allocate the issue proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Further, in case of a shortfall in the issue proceeds or cost overruns, our management may explore a range of options including utilizing our internal accruals or seeking debt financing.

To the extent our Company is unable to utilize any portion of the Net Proceeds towards the Object, as per the estimated schedule of deployment specified above; Our Company shall deploy the Net Proceeds in the subsequent Financial Years towards the Object. In case of variations in the actual utilisation of funds earmarked for the purpose set forth or shortfall in the Net Proceeds or delay in raising funds through the IPO, increased fund requirements for a particular purpose may be financed from our internal accruals and/ or debt financing, as required. If the actual utilisation towards any of the objects is lower than the proposed deployment, such balance will be used for funding other objects as mentioned above or towards general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 25% of the Gross Proceeds from the Issue in accordance with the SEBI ICDR Regulations. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds. We further confirm that no part of the Issue Proceed shall be utilized for repayment of any part of outstanding unsecured loan as on date of filing the Draft Red Herring Prospectus.

For further details on the risks involved in our business plans and executing our business strategies, please see the section titled "Risk Factors" beginning on page no. 25.

### PROPOSED SCHEDULE OF IMPLEMENTATION OF NET PROCEEDS

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

(in lakhs)

Particulars	Total Estimated Cost	Amount already Deployed as on November *	Amount to be funded from net proceeds	Estimated utilization of net proceeds		
				FY 2024	FY 2024-2025	FY 2025-2026
Funding capital expenditure for upgradation & expansion of our existing solar module manufacturing facility.	2395.69	439.89 <sup>(1)</sup>	1955.80	439.87	1515.93	-
Setting up of a new manufacturing facility of an Aluminum Frame project. **	1,294.65	-	1,294.65	141.12	1091.07	62.46
To Meet Working Capital requirements of the Company	2,049.55	-	2,049.55	2,049.55	-	-
General Corporate Purpose***	[●]	[●]	[●]	[●]	[●]	[●]
<b>Total</b>	[●]	[●]	[●]	[●]	[●]	[●]

\*As of November, our company has deployed 439.89 Lakhs from Internal Accruals/raised loans, toward the object of the issue as certified by statutory auditor, M/s KRA & Co, Chartered Accountants vide certificate dated November 24, 2023 for making the advance payment of plant and machinery.

(1) The costs incurred by our Company for acquisition of Plant and Machineries for upgradation & expansion of our existing solar module manufacturing facility forms part of the total estimated cost of the Project.

\*\*The amount for General Corporate Purpose does not exceed 25% of the Net Proceeds

### DETAILS OF THE USE OF PROCEEDS

#### 1. Funding capital expenditure for upgradation & expansion of our existing solar module manufacturing facility.

Our company is engaged in the manufacturing of solar modules and assembling of solar pumps. Our current manufacturing facility have an annual production capacity of 450MW situated at Plot No I 25 & 26 Site 5 Surajpur Industrial Area, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201306. In line with our continued focus on strategic growth opportunities, our company proposes to upgrade and expand our current manufacturing facility from 450MW to 1200 MW by increasing additionally capacity of 750MW. Our company proposes to utilise a portion of the Net Proceeds, amounting to ₹ 1955.80 Lakhs, for upgradation & expansion of our current manufacturing facilities, with an annual production capacity of 750 MW. This project is expected to be completed by the second quarter of Fiscal 2025, and the trial runs and commercial production from the enhanced manufacturing facility is expected to be completed in the third quarter of Fiscal 2024. Our Board pursuant to its resolution dated October 27, 2023 sets out its proposal for such capital expenditure from the Net Proceeds.



### **Advantages of upgradation and expansion of existing manufacturing unit**

As our existing manufacturing facility is already in operation from Noida at Plot No I 25 & 26 Site 5 Surajpur Industrial Area, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201306. Therefore, there will be ease of operations in integrating our existing manufacturing process with the proposed expansion of manufacturing process with an additional capacity of 750MW thus helping us in expanding business operations.

Upgrading our manufacturing facility will allow us to embrace cutting-edge technology, including larger-sized cells with Multi Bus Bars (MBB) and the latest cell types like Mono Perk, Topcon, and Bifacial cells to meet market demands. This expansion will provide remarkable supply chain benefits for the company.

By increasing our production capacity, we can benefit from economies of scale, leading to reduced production costs. This, in turn, will boost our profitability and enhance our competitiveness in the market. Moreover, the expanded capacity will enable us to meet the substantial demands of large developers who require high monthly volumes. All other infrastructural facilities like power connection, transport facilities, communication facilities etc are also readily available.

In other language, there are two types of machines which largely determine the capacity of any module manufacturing plant. One is the capacity of Stringers (Which joins the cells in a string in a particular manner to give the required output of modules) and the second one is the Laminator (which cures all the components of Modules). The other machines used in module production are the EVA/Back sheet cutting machine, Glass Loader and Framing machine and lastly the Simulator which measures the wattage of each module under the standard sun light. All these other equipment though are the integral part of the manufacturing process but the most critical and capacity building equipment are Stringers and Laminator.

Thus, based on the cycle time of each equipment, size and sample testing for the Existing equipments with manufacturing of 158 mm mono crystalline cell and the capacity working for the proposed new equipments using 210 mm monocrystalline cells. With these combination of equipments (Existing and Proposed) the capacity derived will be 1200MW.

### ***Estimated project cost***

The total estimated cost of the Proposed Project is ₹2395.69 Lakhs. The detailed break-down of estimated cost is set forth below:

(in lakhs)

<b>BREAKDOWN OF ESTIMATED COST FOR EXPANSION &amp; UPGRADATION OF EXISTING OF MANUFACTURING UNIT</b>				
<b>Sr. No</b>	<b>Particulars</b>	<b>Total Estimated Cost</b>	<b>Amount deployed as on 24.11.2023</b>	<b>Amount to funded from net proceeds</b>
1.	<b>Building and civil works</b>	643.63	-	643.63
2.	<b>Plant, machinery, equipment, and utilities</b>	1494.55	439.89	1054.66
3.	<b>Miscellaneous Assets &amp; Preliminary Expenses</b>	257.51	-	257.51
4.	<b>Total</b>	<b>2395.69</b>	<b>439.89</b>	<b>1955.80</b>

### **Notes:**

1. The estimated cost of the Proposed Project is ₹2395.69 Lakhs, out of which ₹439.89 Lakhs has been deployed out of internal accruals and Term loan from Tata Capital Financial Services Limited, as certified by KRA & Co, towards the Proposed Project.
2. "Plant, machinery, equipment, and utilities" includes supply and installations.
3. "Miscellaneous expenses" include preliminary and pre-operative expenses like trial run cost, loading and unloading charges, contingencies and other direct expenses.
4. Exchange rate of 83.50 per USD has been considered, it is subject to the foreign currency exchange rate.

### ***Building and civil works***

The proposed expansion plan for our manufacturing facility is being set-up on the existing facility situated at Plot No I 26 Site

5 Surajpur Industrial Area, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201306 admeasuring 3,200 sq. mtrs. which is owned and possessed by our Company on a leasehold basis for a period of 90 years from U.P. Industrial Development Corporation Limited, pursuant to conveyance deed dated January 23, 2019. Building and civil works includes Supply and erection of Pre-Engineered Buildings (PEB) structure, supply and fixing of PUFF panels, fixing of water gutters, down spot pipes, flashing, trims, etc. For further details in relation to the estimated cost of such building and civil works please refer to the table entitled “Detailed break-up of the estimated cost to setup 750 MW solar module manufacturing facility” below:

<b>DETAILED BREAK-UP OF THE ESTIMATED COST TO SETUP 750 MW SOLAR MODULE MANUFACTURING FACILITY</b>				
<b>S. No.</b>	<b>Particulars</b>	<b>Quantity</b>	<b>Rate</b>	<b>INR Value</b>
<b>Pre-Engineered Buildings (PEB) Structure</b>				
1.	Supply and erection of the PEB structure	185	105000	194.25
2.	Supply and fixing of PUFF panels	4000	2350	94.00
3.	Supply and fixing of water gutter, down spout pipes, flashings, trims, etc	1800	165	2.97
4.	Supply of high tensile bolts 8.8 grade	4500	150	6.75
5.	Design and drawing and consultancy charges	-	-	4.50
<b>Total (A)</b>				<b>302.47*</b>
<b>CIVIL, ELECTRICAL &amp; MISCELLANEOUS</b>				
1.	Supply and Fixing of Foundation bolts	160	750	1.20
2.	9” Brick work and plaster with class I bricks	2300	295	6.79
3.	RCC flooring 5” (M-25) with reinforcement	11730	185	21.70
4.	Dewatering, harding and polishing of floor	11730	70	8.21
5.	Supply and fixing of Kota stone on floor	18862	145	27.35
6.	Supply and fixing of UPVC windows	1200	550	6.60
7.	Supply and fixing of 2.5Ton split Ac including installation of copper pipelines	12	85000	10.20
8.	Supply and fixing electrical points, wiring and other accessories	30590	150	45.89
9.	Supply and fixing of firefighting equipment, sprinklers, hydrants, extinguishers, etc.	30590	175	53.53
<b>Total (B)</b>				<b>181.46*</b>
	Loading and unloading and other expenses			48.39
	Contingency			24.20
	<b>Total Base Price</b>			<b>556.52</b>
	GST (18%)			87.11
	<b>Total Estimated Cost</b>			<b>643.63**</b>

\*The company has taken tentative cost and a quote from sterling arch. Our Promoters, Directors and Key Managerial Personnel do not have any interest in engineering, procurement and construction of the building work as above.

#### **Plant, machinery, equipment and utilities**

Plant and machinery required for the proposed expansion of Solar PV module manufacturing unit includes Solar Module Laminator, Automatic Hydraulic Solar Panel Framing Machine, Tabber & Stringer, NDC Laser Cutting Machine, Auto Trimming Machine, Auto JB Glue Potting Machine and other machines. Our Company has identified the type of plant and machinery to be purchased for the proposed manufacturing unit and obtained quotations from vendors. The machinery and equipment required to be installed in the proposed project for that, the total estimated cost for the proposed Plant & Machinery is Rs 1494.55 lakhs.

A list of plant, machinery and equipment required to be installed in the Proposed Project, that we intend to fund from the Net Proceeds, along with details of the quotations we have received in this respect, are as provided in the table below. As on the date of this Draft Red Herring Prospectus, we have placed an order for plant, machinery, equipment, etc. to be used at the Proposed Project and has paid an advance amount of Rs. 439.89 Lakhs from the internal accruals and arranged debt. No second-hand or used machinery is proposed to be purchased out of the Net Proceeds.

The detailed list of plant & machinery acquired / to be acquired by our Company is provided below:

S. No	Description of Machinery	Qty	Quotation Amount (in USD)	Total Estimated Cost (in Lakhs.) *	Amount Deployed on Machineries	Vendor Name	Purchase Order Dated**
1	Automatic Hydraulic Solar Panel Framing Machine	1	33,500	29.37113	29,37,113	Wuhan Winnergy Company Ltd.	27-Mar-23
2	Frame & JB Sealant Dispenser WSD-FJ	1	18,000	15.7815	2,99,952	China	03-Oct-23
3	Tabber & Stringer	1	2,80,000	245.49	2,45,49,000	Wuxi Lead Intelligent Equipment Co Ltd	12-May-23
4	Tabber & Stringer	1	2,80,000	89.4285	16,99,728		12-May-23
5	NDC Laser Cutting Machine	1	1,02,000	175.35	-	Shenzhen Guangyuan Intelligent Equipment Co Ltd	03-Oct-23
6	Auto BussingGRDH200HP 10BB Half Cells, 182mm	1	2,00,000	37.70025	-		03-Oct-23
7	Auto Taping Machine 4 head	1	43,000	35.94675	-		03-Oct-23
8	Auto 2nd EVA Cutter with Laying, Horizontal conveyor, Auto BS Cutter with Laying	1	41,000	18.85013	-	Suzhou GaoRun New Energy Technology Co. Ltd	03-Oct-23
9	Auto Trimming Machine	1	21,500	17.97338	-		03-Oct-23
10	Auto JB Glue Potting Machine	1	20,500	15.7815	-		03-Oct-23
11	Auto Curing Line- 9 stacks	1	18,000	16.65825	-		03-Oct-23
12	Auto Inline Hi-Pot Tester with Testing Jigs	1	19,000	127.1288	-		03-Oct-23
13	Automation as per PI	1	1,45,000	14.90475	-		03-Oct-23
14	FOB Packaging and TPT upto port	1	17,000	121.8683	23,16,236		03-Oct-23
15	Solar Module Laminator KSL27760AC-D, ( Buffer Loader & Buffer Unloader), With 1 Extra Vacum Pump 2X-70	1	1,39,000	121.8683	-		03-Oct-23
16	Solar Module Laminator KSL27760AC-D, (Buffer Loader & Buffer Unloader), With 1 Extra Vacum Pump 2X-70	1	1,39,000	121.8683	1,21,86,825	Qinhuangdao Visual Automation Equipment Co., Ltd	11-Jan-23
17	Solar Module Laminator KSL27760AC-D, ( Buffer Loader & Buffer Unloader), With 1 Extra Vacuum Pump 2X-70	1	1,39,000	245.49	-		04 -Nov -23
18	Machine Upgradation, Software Upgradation, Dismantling & Re-Installation of Existing Machines & Commissioning, 01 year Service Support		-	43.0936	-	Cliantech Solutions & Technologies LLP	-
	<b>Total Equipment Cost</b>			<b>1,494.55</b>	<b>439.89</b>		

\*The amounts disclosed above are inclusive of Cost, insurance, and freight (CIF) at a rate of 5%.

\*\*The purchase order has been placed for majority of the machineries or equipment's, however the advance/cost has been paid against only 6 (six) machineries as provided in Sr. No. 1 ,2,3,4, 14 and 16. Actual deliveries of the machines is yet to be received by the company, upon paying the balance payment.

The estimated cost of the Proposed Project is ₹1494.56 Lakhs, out of which ₹439.89 Lakhs has been deployed, out of internal accruals/raised loans, as certified by KRA & Co , towards Plant and Machineries for the Proposed Project.

For all imported equipment or machinery, our Company has assumed an exchange rate of USD 1= ₹ 83.50 and RMB 1 = 7.31

### **Miscellaneous Assets and Other Preliminary expenses**

We intend to procure miscellaneous Items for the purposes of the Proposed Project, and anticipate incurring expenses approximately amounting to ₹ 257.51 Lakhs in relation to the 1.2 GW module manufacturing facility. The Miscellaneous Items includes 500 KV Generator, testing equipment, laptops, furniture, storage racks, fork lift and others. For the purposes of the Proposed Project, and anticipate incurring expenses approximately amounting to ₹ 100.00 Lakhs

(in lakhs)

Sr. No	Particulars	Amount*
1.	500 KVA generator	70.00
2.	Testing equipment	50.00
3.	Fork lift	15.00
4.	Laptops	3.00
5.	Furniture	8.00
6.	Storage Racks	4.00
7.	Other Items	7.51
8.	Preliminary Expenses	100.00
	<b>Total</b>	<b>257.51</b>

### **Proposed Schedule of implementation;**

We believe that we shall be able to achieve completion of the Proposed Project in Fiscal 2024-25, and complete trial runs and commence commercial production from the integrated manufacturing facility in the fourth quarter of Fiscal 2024.

<b>Schedule of implementation for Expansion &amp; Upgradation of Existing Of Manufacturing Unit</b>			
Sr. no	Particulars	Date of commencement	Date of completion
1	Appointment of various designers, engineers, contractors, consultants, etc.	27th September 2023	March 2025
2	Preparation / approval of designs, drawings, etc	CAD drawings are under preparation by Cliantech Solutions & technologies LLP	
3	Acquisition of land and site development	Not required since it is already an operating plant	
4	Civil Works	February 2024	July 2024
5	Placement of orders for plant and machinery and other ancillary and auxiliary equipment	March, 2023	February 2023
6	Installation / implementation of plant and machinery and the ancillary and auxiliary equipment	March, 2023	September,2024
7	Trial runs and commercial production from the enhanced manufacturing facility.	October 2024 Majority of them	

Note: The above timelines with respect to the implementation are as planned and indicative; and are dependent on funding timeline from the Net Proceeds.

### **Infrastructure facilities and utilities:**

#### **Power:**

The manufacturing facility currently has a power demand of 1000KVA, but with the ongoing modernization, upgrading, and expansion of the solar module plant and machinery, the load is anticipated to increase to 1,800KVA. The company, having a power connection with Noida Power Company Limited (NPCL), will take required approval for an additional load of 800KVA from NPCL for the expansion of the existing solar manufacturing facility.

#### **Water:**

The manufacturing process of the company doesn't require water; it only utilizes a minimal amount for drinking, washrooms, and cooling towers. Therefore, water availability is not a concern for the company.

### **Government approvals:**

Our company has all the required licenses and government approvals required for manufacturing of solar module, for more information please refer chapter "Government and Other Approval" starting on page no. 306. Further, our company is planning to expand the manufacturing plant within the same existing facility, therefore we do not require any new approvals. However,

if any approval is required, we will apply for the same to the respective government authority.

## 2. SETTING UP OF A NEW MANUFACTURING FACILITY OF AN ALUMINUM FRAME PROJECT

We have been operating in the business of solar module manufacturing since 2007, and further intend to foray into the manufacturing of Aluminum Frame (which is one of the input materials in Solar modules), with the establishment of the Proposed Project. We intend to expand our operating margin by achieving the proposed backward integration and manufacturing high quality solar module in a cost-effective manner. This strategy reduces our dependency for our raw material which we procure from various vendors. So far, we were importing the aluminum frames profiles from other countries, including India and design the profiles into desired sizes within our existing facility as per the module requirement. However, now we have taken a step further by establishing a plant dedicated for manufacturing the aluminum frames in house, which eliminates our dependency on import of such frames.

Our Company proposes to utilize part of IPO proceeds amounting ₹ 1294.65 Lakhs to set up this new manufacturing facility of aluminum frames, where our company will convert the Aluminum ingots into the Aluminum profiles for framing, which is being used in Module manufacturing. Our company has decided to integrate the aluminum extrusion and cutting plant into our existing manufacturing facility along with all other ancillary equipment.

### Location:

The proposed aluminum plant will be set up at the same location as our existing unit located, i.e., Plot No I 26 Site 5 Surajpur Industrial Area, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201306. which is owned and possessed by our Company on a leasehold basis for a period of 90 years from U.P. Industrial Development Corporation Limited, pursuant to conveyance deed dated 23<sup>rd</sup> January,2019.

### Advantages for setting up Aluminum Unit

Currently, we heavily rely on importing aluminum profiles from China & other sources within India and subsequently processes them by cutting them to the required dimensions using cutting- edge technology for our solar module manufacturing, further, we integrate these aluminum profiles into solar PV modules, which leads to increased costs. To address this, backward integration is a strategic move to produce these frames in-house. This will significantly reduce our expenses, potentially saving around 5-10% of the frame cost.

Furthermore, considering India's robust module manufacturing capacity and the rising demand for frames, in-house production will benefit from economies of scale. Not only will it lower costs due to our own consumption, but we can also offer frames to other module manufacturers, generating additional profits. Moreover, in house aluminum can streamline the manufacturing process of solar Photovoltaic (PV) modules, as it allows the customization and optimization of raw materials, ultimately leading to more efficient and cost-effective production. This will help us to meet production deadlines, respond to changes in demand more effectively, and reduce the impact of external factors such as transportation delays or geopolitical instability.

Importing frames today forces us to invest heavily in inventory, impacting our working capital and profitability. By producing frames internally, we can design them to meet specific requirements and reduce costs more efficiently through our own research and development. This eliminates the current dependence on external sources, which is time-consuming and often complicated by language barriers when dealing with external suppliers.

### **Estimated project cost**

The total estimated cost of the Proposed Project is ₹ 1294.65 Lakhs. However, such total estimated cost and related fund requirements have not been appraised by any bank or financial institution. The detailed break-down of estimated cost is set forth below:

(in lakhs)

BREAKDOWN OF ESTIMATED COST FOR SETTING UP OF AN ALUMINUM FRAME PROJECT				
Sr. No	Particulars	Total estimated cost*	Amount deployed as on October 31, 2023	Estimated utilization of net proceeds

1.	<b>Plant &amp; Machinery, equipment, and utilities</b>	1019.65	-	1019.65
2.	<b>Building and Civil Works</b>	100.00	-	100.00
3.	<b>Miscellaneous Assets and other preliminary Expenses</b>	175.00	-	175.00
4.	<b>Total</b>	<b>1294.65</b>	-	<b>1294.65</b>

*\*This is tentative figures, it can vary as per the actual usage or expenditure.*

**The Detailed Breakup of Plant & Machinery/ Equipment's:**

*(in lakhs)*

Sr. No	Details of Equipment/ Machinery	Total estimated Cost	Vendor Name
<u>1</u>	Extrusion plant capacity 1000 ton/month	194.42*	Foshan City Nanhai Xinxinke Extrusion Machinery Co Ltd.
<u>2</u>	Auxiliary Equipment for 1100 T	275.96**	Jiangyin Lutong Industrial Co.Ltd
<u>3</u>	Anodising plant	500.00	Grauer & Weil (India) Limited
<u>4</u>	Sand Blasting	49.27***	Jiangyin Lutong Industrial Co.Ltd
	<b>Total (A)</b>	<b>1019.65</b>	

*\*Extrusion plant cost includes CIF cost of 33,40,000 and installation and commissioning cost of Rs. 12,53,000*

*\*\*Auxiliary Equipment cost includes CIF cost of Rs. 33,40,000 and installation cost of Rs. 18,79,000*

*\*\*\*Sand Blasting Machine cost includes CIF cost of Rs. 1,67,000 and installation and commissioning cost of Rs. 4,18,000*

*Our Company will import equipment's/ machineries, Company has assumed an exchange rate of RMB=7.31 USD and USD=83.50 INR*

*Please note that no order has been placed against any of the machineries as mentioned herein above table, the same will be placed out of the IPO proceeds.*

**Plant & Machinery:**

Our Company proposes to acquire plant and machineries at an estimated cost of ₹1019.65 Lakhs. Our Company has identified the type of plant and machinery to be purchased for the proposed manufacturing unit and obtained quotations from various vendors but we are yet to place order for the plant and machinery. The detailed list of plant & machinery and electrical works to be acquired by our Company is provided below:

**Extrusion plant:** An extrusion plant in aluminum manufacturing takes aluminum billets, presses them through shaped dies to create custom profiles, cools and straightens the profiles, performs heat treatments if necessary, and applies surface treatments. This process ensures the production of aluminum components with desired shapes and properties for various applications.

**Auxiliary Equipment:** Auxiliary equipment in an aluminum plant supports the primary production processes. This includes equipment like casting machines, homogenizers, saws, heat treatment furnaces, and quality control tools. These machines aid in casting, shaping, treating, and ensuring the quality of aluminum products, contributing to the overall efficiency and quality of the manufacturing process.

**Anodising plant:** An anodizing plant in an aluminium facility is responsible for the anodizing process, which involves creating a protective and decorative oxide layer on aluminium surfaces. This layer enhances corrosion resistance, improves durability, and provides a platform for colour or surface finish customization.

**Sand Blasting:** It is a surface preparation method which involves propelling abrasive materials, often sand or other media, at high velocity onto aluminium surfaces. This process removes contaminants, oxides, and rough spots from the aluminium, preparing it for subsequent treatments like coating, painting, or anodizing. Sand blasting improves the adhesion of surface finishes and enhances the overall quality and appearance of aluminium products.

**1. Building and Civil Works:**

The total estimated cost for civil construction (building) is ₹ 100.00 Lakhs. Our company plans to allocate the amount for Building and civil works for the Project mainly includes encompassing tasks such as foundation construction with pre-mix, excavation, soil removal, installation of jigs and cabins, flooring, painting and other related activities. The foundation work for setting up an extrusion plant in an aluminum manufacturing unit involves the construction of a robust and stable base to support heavy extrusion equipment, structure, roof, doors and windows, drainage and sewerage system, etc.

(in lakhs)

Sr. No	Particulars	Amount
1	Foundations with pre-mix, digging, removing soil and setting up of jigs	80.00
2	Cabins	7.50
3	Flooring	5.00
4	Painting and other expenses	7.50
	<b>Total</b>	<b>100.00</b>

### 3. Miscellaneous Assets and other Preliminary Expenses

The total estimated cost for procuring Miscellaneous assets and anticipate incurring expenses approximately amounting to ₹ 175.00 Lakhs in relation to setting up of aluminium Plant. To maintain uninterpreted operations and support various processes miscellaneous assets includes 500 KVA Generator, testing equipment, laptops, furniture, storage sacks, fork lift.

(in lakhs)

Sr. No	Particulars	Amount
1	500 KVA generator	70.00
2	Testing equipment	10.00
3	Laptops	3.00
4	Furniture	1.00
5	Storage Racks	1.00
6	Fork lift	15.00
7	Preliminary Expenses	75.00
	<b>Total</b>	<b>175.00</b>

#### Infrastructure facilities and utilities:

##### **Power:**

The Aluminum Extrusion plant relies on a connected load of 500 KVA for the crucial process of heating semi-liquid Aluminum Ingots and extruding them through a die to obtain the desired profile. Additionally, the Anodising plant requires an extra 200 KVA, bringing the total power requirement for the Aluminum plant to 700 KVA. The company holds a power connection with Noida Power Company Limited (NPCL) approved till 1000 KVA. Therefore, our company will apply for additional load of 1500 KVA in total for expansion of existing plant i.e 800 KVA additional load for solar module manufacturing and an additional 700 KVA load for proposed Aluminum plant. The company will apply for requisite approval in due course as we move forward with the proposed expansions and new unit installations.

##### **Water:**

Water is not a concern for the Aluminum Extrusion plant, as the company only utilizes a minimal amount for drinking, washrooms, and the cooling tower.

##### **Government Approvals:**

The company shall make an application for following approvals:

- Factory License for Aluminum Plant
- Registration & License to work As Factory under the Factories Act, 1948
- Certification for quality and reliability of Aluminum
- Bureau of Indian Standard Certificate
- Consent under section 21/22 of Air (Prevention and control of pollution) Act 1981
- Consent under section 25/26 of the water (Prevention and control of pollution) Act, 1974
- Extended Producer Responsibility Registration Certificate

\* The government approvals may vary according to the requirement of the industry.

The company will apply for these licenses only after purchase of additional plant and machinery.

#### **Proposed Schedule of implementation;**

We believe that we will be able to achieve majority completion of the Proposed Project in Fiscal 25, and complete trial runs and commence commercial production from the integrated manufacturing facility in the first quarter of Fiscal 2025.

Schedule of implementation for setting up of Aluminum Unit			
Sr. no	Particulars	Date of commencement	Date of completion
1	Appointment of various designers, engineers, contractors, consultants, etc.	Not required since it is a Turnkey project	
2	Preparation / approval of designs, drawings, etc.	Not required	
3	Acquisition of land and site development	This will be installed in our existing premises	
4	Civil Works	April 2024	April 2025
5	Placement of orders for plant and machinery and other ancillary and auxiliary equipment	March 2024	September 2024
6	Installation / implementation of plant and machinery and the ancillary and auxiliary equipment	For Extrusion plant March 2024	For Extrusion plant April 2025
		For Anodizing Plant September 2024	For Anodizing Plant September 2024
7	Trial runs and commercial production from the Extrusion Manufacturing Facility	March 2025	April 2025
8	Trial runs and commercial production from the Anodising manufacturing facility	March 2025	April 2025

Note: The above timelines with respect to the implementation are as planned and indicative; and are dependent on funding timeline from the Net Proceeds.

For details in relation to possible risks associated with not meeting the expected schedule of implementation for the Proposed Project, please refer to the section entitled "Risk Factors – 4." We have not taken any steps to order the machinery/equipment required for the proposed aluminum Plant. In the event of any delay in placing the orders, or in the event the vendors are not able to provide the equipment / machineries in a timely manner, or at all, the same may result in time and cost over-runs."

#### 4. FUNDING OF WORKING CAPITAL REQUIREMENTS OF THE COMPANY

We propose to utilise Rs. 2049.55 Lakhs from the Issue Proceeds to fund working capital requirements of our Company. We fund most of our working capital requirements in the ordinary course of our business from our internal accruals and financing from various banks. However, now since we are looking to expand our business, therefore more funds would be required for working capital, the breakup of which is given in the below table

(Rs. in Lakhs)

Particulars	As at March 31			
	2021	2022	2023	2024 (Estimated)
<b>Current Assets</b>				
Inventories	2,214.38	3,421.05	4,112.22	5,112.22
Trade Receivables	1,745.67	1,604.19	2,147.34	2,897.34
Cash and Cash Equivalents	1,403.22	626.34	1,201.56	1,401.56
Short Term Loans and Advances	677.66	395.06	548.77	798.77
Other Current Assets	640.98	529.22	957.41	1,007.41
<b>Total Current Assets(A)</b>	<b>6,681.91</b>	<b>6,575.86</b>	<b>8,967.30</b>	<b>11,217.30</b>
<b>Current Liabilities</b>				
Trade Payables	2,176.76	2,104.48	2,322.00	2,422.00
Other Current Liabilities	575.29	1,169.52	920.25	870.25
Short term Provisions	120.82	40.6	196.71	221.71
<b>Total Current Liabilities(B)</b>	<b>2,872.87</b>	<b>3,314.60</b>	<b>3,438.96</b>	<b>3,513.96</b>
<b>Total Working Capital Requirement(A-B)</b>	<b>3,809.04</b>	<b>3,261.26</b>	<b>5,528.34</b>	<b>7,703.34</b>



<b>Funding Pattern</b>				
<b>Working Capital funding from Banks</b>	<b>2,674.77</b>	<b>1,843.00</b>	<b>3,943.03</b>	<b>3,843.03</b>
<b>Internal Accruals</b>	<b>1,134.26</b>	<b>1,418.26</b>	<b>1,585.31</b>	<b>1,810.76</b>
<b>Issue Proceeds</b>				<b>2,049.55</b>

#### Assumption of Holding Levels

Provided below are details of the holding levels (days) considered.

Particulars	As at March 31			
	2021	2022	2023	2024 (Estimated)
<b>Current Assets</b>				
Inventories	65.00	89.00	88.00	61.00
Trade Receivables	46.00	38.00	43.00	32.00
<b>Current Liabilities</b>				
Trade Payables	64.00	55.00	50.00	33.00

#### Justification for holding period levels.

Particular	Assumptions made and justification
<b>Current Assets</b>	
<b>Inventories</b>	<b>Decreasing trend:</b> Holding period of Inventory has increased from 65 days in 2021 to 89 & 88 days in 2022 & 2023 is on account of holding of larger inventory to cater to the immediate needs of the customers. 2022 & 2023 had been little dull period since the Raw material costs had gone high and the offtake from developers was low. Any sales made was generally for immediate requirement to take advantage of the situation. However, from Financial year 2024, the Raw material costs have softened and the company also started procuring smaller lots of raw material as there had been significant local procurement, all this has resulted lower Inventory levels. It is projected to be in the range of about 61 days in FY24.
<b>Trade Receivables</b>	<b>Decreasing trend:</b> The receivable period had declined from 46 days in 2021 to 38 days in 2022 because of better payment terms negotiated with customers and increased focus on recoveries. Though the company still focus high on timely recoveries but in 2023 company did solar water pump sales of about 3500.00 lakhs, the recovery of which takes time thus resulting in increase of days to 43 days.  However, in Financial 2024, with the experience of 6 months the average no of days of credit has reduced and is expected to be around 33 days, by virtue of better sales mix between Modules and Pumps, improved payment terms and increased turnover."
<b>Current Liabilities</b>	
<b>Trade Payables</b>	<b>Unfavorable payment terms:</b> The decreasing trend in the number of days for trade payables, from 64 days in 2021 to 55 days in 2022 and 50 days in 2023, suggests that Alpex had not been able to negotiate better payment terms from its Vendors. But the company had a cost benefit analysis where it was ensured that the company gets better price of its raw material and thus increase its profits.  Though there is a very clear guideline in the company to maximize credit period for the purchases, but if the prices offered are better then we agree on lower credit period as well.  In Financial year 2024 we have taken advantage of better prices and this has and will lead to 33 days of Vendor payment."

#### Justification for working capital requirements:

The requirement of working capital has gone up because of increase in operations. The Company has got good orders and infact in Half year FY24, the company has already achieved the turnover of almost 112% of the full year of FY23. This resulted

in increase of Inventory by about INR 2.6 crores to cater to the enhanced demand of modules.

The company had also done a lot of solar water pump business. It has already done a business of almost 23 crores in H1 FY24 as against 34 crores in FY23 and 8 crores in FY22. All the pump business is through the state government in which the subsidy for the pump comes from State and Central Govt., The payment is received after a lot of validation from various Govt. agencies. All this takes almost 3 months to 9 months to receive the amount leading to increased Debtors and working capital. The company is taking all the steps for quick recovery of money from the Govt departments, to the extent it can in terms of getting the pump sites physically verified by various Govt agencies to ensure that our documentation is complete and is eligible for payment. We have identified one person also to ensure that our payments for the pumps are received in time. Similarly, on the recoverable from the Module debtors, we are further improving the payment terms. With all these we are hopeful to turn the cash flow from operations into positive. However, when the business Turnover increase (more than 100% in our case in FY24), there are all the chances to have negative operational cash flow. In past since market was very dull for good more than three years at least, we had to stock lot of paid Inventory and also give extended credit to ensure we are able to sell our modules in the market.

## 5. GENERAL CORPORATE EXPENSES

Our management, in accordance with the policies of our Board, will deploy ₹ [●] Lakhs from Net Proceeds towards the general corporate expenses to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in utilizing the remaining Net Proceeds not exceeding 25% of the amount raised by our Company through this Issue, for general corporate purpose including but not restricted to, meeting operating expenses, branding, promotion, advertisements and meeting exigencies, which our Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act.

Further, our management confirms that –

- any issue related expenses shall not be considered as a part of General Corporate Purpose; and
- the amount deployed towards general corporate expense, as mentioned above in this Draft Red Herring Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

## TO MEET THE EXPENSES OF THE ISSUE

The total expenses of the Issue are estimated to be approximately ₹ [●] Lakhs which include, among others, underwriting and management fees, printing and distribution expenses, advertisement expenses, legal fees and listing fees. The estimated Issue expenses are as follows:

(₹ in Lakhs)			
Expenses	Estimated expenses	As a % of the total estimated Issue expenses	As a % of the total Gross Issue Proceeds
Issue Management Fees	[●]	[●]	[●]
Selling and Distribution Fees	[●]	[●]	[●]
Underwriting Commission	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Fees payable to Registrar to the Issue	[●]	[●]	[●]
Brokerage and selling commission payable to SCSBs, Registered Brokers, RTAs and CDPs, as applicable	[●]	[●]	[●]
Processing fees to the SCSBs and to the Sponsor Banks for ASBA Forms procured by Registered Brokers, RTAs or CDPs	[●]	[●]	[●]
Printing and distribution of issue stationery	[●]	[●]	[●]
Others	[●]	[●]	[●]
a. Listing fees	[●]	[●]	[●]
b. BSE Processing	[●]	[●]	[●]

c. Book Building software fees	[●]	[●]	[●]
d. Other regulatory expenses	[●]	[●]	[●]
e. Fees payable to legal counsel	[●]	[●]	[●]
f. Miscellaneous	[●]	[●]	[●]
<b>Total Estimated Issue Expenses</b>	[●]	[●]	[●]

*please note that the cost mentioned is an estimate quotation as obtained from the respective parties and it may include GST and excludes, interest rate and inflation cost. The amount deployed so far toward issue expenses shall be recouped out of the issue proceeds.*

Structure for commission and brokerage payment to the SCSBs Syndicate, RTAs, CDPs and SCSBs:

1. ASBA applications procured directly from the applicant and Bided (excluding applications made using the UPI Mechanism, and in case the Offer is made as per Phase I of UPI Circular) - Rs 10/- per application on wherein shares are allotted.
2. Syndicate ASBA application procured directly and bided by the Syndicate members (for the forms directly procured by them) - Rs 10/- per application on wherein shares are allotted.
3. Processing fees / uploading fees on Syndicate ASBA application for SCSBs Bank - Rs 10/- per application on wherein shares are allotted.
4. Sponsor Bank shall be payable processing fees on UPI application processed by them – Rs [\*] /- per application on wherein shares are allotted.
5. No additional uploading/processing charges shall be payable to the SCSBs on the applications directly procured by them.
6. The commissions and processing fees shall be payable within 30 Working days post the date of receipt of final invoices of the respective intermediaries.
7. Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.

#### **Appraisal by Appraising Fund**

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

#### **Shortfall of Funds**

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

#### **Bridge Financing Facilities**

As on the date of this Draft Red Herring Prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds. However, we may draw down such amounts, as may be required, from an overdraft arrangement/cash credit facility with our lenders, to finance additional working capital needs until the completion of the Issue.

#### **Interim Use of Proceeds**

Pending utilization for the purposes described above, our Company intends to invest the funds in with scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934. Our management, in accordance with the policies established by our Board of Directors from time to time, will deploy the Net Proceeds. Further, our Board of Directors hereby undertake that full recovery of the said interim investments shall be made without any sort of delay as and when need arises for utilization of process for the objects of the issue.

#### **Monitoring Utilization of Funds**

As the Issue size is less than ` 10,000 Lakh, under the SEBI (ICDR) Regulations it is not mandatory for us to appoint a monitoring agency. However, our Board and the management will monitor the utilization of the Net Proceeds through its audit committee. Pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of

the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Draft Red Herring Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement will be certified by the Statutory Auditors of our Company.

No part of the Issue Proceeds will be paid by our Company as consideration to our Promoters, our Directors, Key Management Personnel or companies promoted by the Promoters, except as may be required in the usual course of business and for working capital requirements.

#### **Variation in Objects**

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Initial Public Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through a postal ballot. Further, pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half- yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (“Postal Ballot Notice”) shall specify the prescribed details as required under the Companies Act. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, the vernacular language of the jurisdiction where our Registered 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 as may be prescribed by SEBI, in this regard.

#### **Other Confirmations**

There are no material existing or anticipated transactions with our Promoters, our Directors, our Company’s Key Managerial Personnel, in relation to the utilization of the Net Proceeds. No part of the Net Proceeds will be paid by us as consideration to our Promoters, our directors or Key Managerial Personnel, except in the normal course of business and in compliance with the applicable laws.

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## BASIS FOR ISSUE PRICE

The Price Band and the Issue Price will be determined by our Company in consultation with the BRLM, on the basis of the Book Building Process and the quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹10 each and the Issue floor Price is ₹ [●] /- which is [●] times of the face value of Equity Shares and the Issue Cap Price is ₹ [●] /- which is [●] times of the face value of Equity Shares. Investors should refer to “Risk Factors”, “Our Business”, “Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 25, 122, 199 and 282 respectively, to have an informed view before making an investment decision.

### Qualitative Factors

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

- Strategically located manufacturing facility
- Diverse product portfolio with focus on quality
- Experienced Promoter and management team with strong industry expertise and successful track record
- Well versed and equipped with advance technology
- Quality Assurance & Control

For further details, see “Risk Factors” and “Our Business” on pages 25 and 122 respectively.

### Quantitative Factors

The information presented in this section is derived from our Restated Financial Statements. For details, see “Financial Information” on page 199. Investors should evaluate our Company and form their decisions taking into consideration its earnings, and based on its growth strategy. Some of the quantitative factors which may form the basis for computing the Issue price are as follows:

#### 1. Basic and Diluted Earnings per Share (EPS), as adjusted for changes in capital

Year ended	Basic EPS/ (in ₹)*	Diluted EPS (in ₹)*	Weight
FY 2020-21	1.76	1.76	1
FY 2021-22	0.11	0.11	2
FY 2022-23	2.10	2.10	3
<b>Weighted Average</b>	<b>1.38</b>	<b>1.38</b>	
September 30, 2023	4.22	4.22	

#### Note:

1. Basic EPS and Diluted EPS is calculated after considering effect of allotments which was made after September 30, 2023 i.e. bonus issue of 1,19,95,600 equity shares allotted on same date i.e. 27.10.2023. Hence Issued Equity Shares as of October 26, 2023 is 2,44,73,400.
2. The ratios have been computed as under:
  - Basic and diluted EPS: profit for the year attributable to equity shareholders of the Company divided by total weighted average number of equity shares outstanding during the period. Basic and diluted EPS are computed in accordance with Ind AS 33 – Earnings per share post the bonus issue in current financial year;
  - 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
  - The figures disclosed above are based on the Restated Consolidated Financial Information

#### 2. Price / Earning (P/E) Ratio in relation to Issue Price of ₹ [●] to ₹ [●] per Equity Share

Particulars	P/E at the lower end of the price band (no. of times)	P/E at the higher end of the price band (no. of times)
a) P/E ratio based on Basic and diluted EPS of ₹ 2.10 as at March 31, 2023	[●]	[●]
b) P/E ratio based on Weighted Average Basic and diluted EPS of ₹1.38	[●]	[●]

#### 3. Return on Net Worth (RONW):

Year ended	RoNW (%)	Weight
FY 2020-21	8.39	1
FY 2021-22	0.52	2
FY 2022-23	9.55	3
<b>Weighted Average</b>	<b>6.15</b>	
September 30, 2023	<b>16.79</b>	

**Note:-** \*RONW is calculated after considering effect of allotments which was made after September 30, 2023 i.e bonus issue of 1,19,95,600 equity shares allotted on same date i.e 27.10.2023.

The ratios have been computed as under:

	Net profit after tax as restated, attributable to the owners of the company
Return on Net Worth (%)	$\frac{\text{Average Net worth as restated, including share capital and reserves and surplus, as stated at the end of the last 2 years}}{\text{Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss)}}$
Net Worth	Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss).

#### 4. Net Asset Value\* (NAV) per Equity Share

Particulars	Rs.
As of March 31, 2023	69.13
As of March 31, 2022	62.82
As of March 31, 2021	62.49
September 30, 2023	81.81
<b>NAV post issue:</b>	
At the lower end of the price band of ₹ [●]	[●]
At the lower end of the price band of ₹ [●]	[●]
Issue price per share	[●]

#### Note-

\*NAV is calculated after considering effect of allotments which was made after September 30, 2023 i.e bonus issue of 1,19,95,600 equity shares allotted on same date i.e 27.10.2023.

The ratios have been computed as under:

Net asset value per equity share	$\frac{\text{Net worth as restated, including share capital and reserves and surplus, as restated at the end of the year}}{\text{No. of equity shares outstanding at the end of the year}}$
Basic earnings per share (Rs.)	$\frac{\text{Net profit after tax as restated for calculating basic EPS}}{\text{Weighted average number of equity shares outstanding at the end of the period or year}}$

#### 5. Comparison of Accounting Ratios with Industry Peers

For Fiscal 2023									
Sr. No.	Name of Company	Face Value (₹)	Total income (₹ in Lakhs)	Basic EPS (₹)	Diluted EPS (₹)	P/E (based on Diluted EPS)	RoNW (%)	NAV per share (₹)	
1.	Alpex Solar Limited	10	19592.07	2.10	2.10	-	9.55%	69.13	
<b>Peer Group*</b>									

1.	Insolation Energy Limited	10	28005.86	6.01	6.01	20.95	28.48%	25.39
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\*Source: All the financial information for listed industry peer mentioned above is on a consolidated basis and is sourced from the filings made with stock exchanges available on [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) and has also been extracted from [www.moneycontrol.com](http://www.moneycontrol.com) for the Financial Year ending March 2023.

Source for Alpex solar Limited: Based on the restated standalone financial statements of the Company for year ended F.Y 2022-23

**6. The Issue Floor Price is ₹ [●] /- which is [●] times the face value of Equity Shares and the Issue Cap Price is ₹ [●] /- which is [●] times the face value of Equity Shares.**

The price band/floor price/issue price will be determined by the issuer in consultation with the BRLM, on the basis of book-building on the basis of assessment of the market demand from investors for the Equity Shares and shall be justified in view of the above qualitative and quantitative parameters.

Investors should read the above-mentioned information along with “Risk Factors”, “Our Business” and “Financial Information” on pages 25, 122 and 199 respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in “Risk Factors” and you may lose all or part of your investments.

**Key Financial and Operational Performance Indicators (“KPIs”)**

The KPIs disclosed below have been used historically by our Company to understand and analyse the business performance, which in result, help us in analyzing the growth of various verticals in comparison to our peers.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated November 20,2023 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this draft red herring prospectus. Further, the KPIs herein have been certified by M/s. KRA & Company, Chartered Accountants, by their certificate dated November 20,2023.

For details of our other operating metrics disclosed elsewhere, refer “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators” on pages 122, 282 and 123 respectively.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilization of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Issue Section, whichever is later. Any change in these KPIs, during the aforementioned period, will be disclosed by the Company. Uptill that, the ongoing KPIs shall continue to be certified as certified by M/s. KRA & Company, Chartered Accountants, by their certificate dated November 20,2023.

**Key Financial Performance Indicators of our Company:**

(Figure in Lakhs)

Particulars <sup>(1)</sup>	For the period ended on September 30, 2023	Financial year ended March 31, 2023	Financial year ended March 31, 2022	Financial year ended March 31, 2021
Revenue from Operations <sup>(2)</sup>	21,276.36	19,468.01	16,556.14	14,853.26
EBITDA	1,460.89	1,270.02	692.45	1,013.49
EBITDA margin (%)	6.87	6.52	4.18	6.82
ROCE (%)	25.15	18.81	2.79	13.24
PAT margin (%)	3.57	1.94	0.12	2.13
ROE (%)	16.79	9.55	0.52	8.39
Net working capital days	39	47	61	61

Notes:-

- 1) To compute the aforementioned financial key performance indicators (KPIs), the relevant numerical values are from disclosed information within the Restated Standalone Financial Information.
- 2) Revenue from Operation: Restated revenue from operating activities of the business as reported in Restated Standalone Financial Information (i.e. excluding other income)

Formula used to derive the above ratios is as under: -

KPI metrics	Formula
EBITDA	Earnings Before Interest Tax and Depreciation
EBITDA margin (%)	(EBITDA/Revenue from Operations)*100
ROCE (%)	(EBIT/ Capital Employed)*100
PAT Margin (%)	(Profit after Tax/ Revenue from Operation) *100
ROE (%)	(Profit after Tax/Average Shareholder's Equity)*100
Net working capital days	(Working Capital*365)/Net Sales

Description on the historic use of the KPIs by our Company to analyze, track or monitor the operational and/or financial performance of our Company.

KPI metrics	Explanation
EBITDA	The company has higher EBITDA which indicates that the company has high operating cash profits.
EBITDA margin (%)	The EBITDA % of the company is continuously improving which indicates that the operative earnings/profits of the company are continuously increasing.
ROCE (%)	It is better to determine the profitability of company than return on equity. Higher ROCE indicates better performance of the company.
PAT margin (%)	This ratio indicates the percentage of money the company earns per each rupee of revenue.
ROE (%)	A high return on Equity indicates that the company is more successful in generating profit internally.
Net working capital days	Net working capital days describes how many days it takes for a company to convert its working capital into revenue.
Debt to equity ratio (times)	The D/E ratio is considered to be a gearing ratio, a financial ratio that compares the owner's equity or capital to debt, or funds borrowed by the company.
Fixed assets turnover ratio (times)	The fixed asset turnover ratio reveals how efficient a company is at generating sales from its existing fixed assets.
	KPIs disclosed in the offer document should be comprehensive and explanation shall be provided on how these KPIs have been used by the management historically to analyse, track or monitor the operational and/or financial performance of the Issuer Company.

#### COMPARISON OF KPI WITH LISTED INDUSTRY PEERS

Key Financial Performance	Alpex Solar Limited				Insolation Energy Limited **			
	September 30, 2023*	March 31, 2023	March 31, 2022	March 31, 2021	September 30, 2023*	March 31, 2023	March 31, 2022	March 31, 2021
Revenue from Operations	21,276.36	19,468.01	16,556.14	14,853.26	27,840.35	27,936.52	21,539.27	16,145.59
EBITDA	1,460.89	1,270.02	692.45	1,013.49	2,974.77	1,911.06	1,359.14	1,199.16
EBITDA margin (%)	6.87	6.52	4.18	6.82	10.62	6.82	6.31	7.36
ROCE (%)	25.15	18.81	2.79	13.24	19.35	21.72	24.59	31.90
PAT margin (%)	3.57	1.94	0.12	2.13	5.37	3.81	3.22	4.18
ROE (%)	16.79	9.55	0.52	8.39	22.14	28.48	37.22	57.61
Net working capital days	39	47	61	61	106.16	58.33	38.08	49.27



**\*Not annualized.**

**\*\*** All the financial information for the Company above is on a Standalone basis. For Competitor Entity, all the financial information mentioned above is on a consolidated basis and is sourced from the annual reports as available of the respective company for the fiscal ended March 2023,2022 and 2021and period ended on September 30 for the respective periods as submitted to Stock Exchanges.

**#The company has not published the quarterly balance sheet, therefore these ratios are not ascertained.**

#### JUSTIFICATION FOR BASIS FOR OFFER PRICE

**(A) The price per share of the Company based on the primary/ new issue of shares.**

There have been no issuance of Equity Shares, excluding shares issued as bonus shares, during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of 30 days.

**(B) The price per share of our Company based on the secondary sale / acquisition of shares (equity / 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) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-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) Since there are no transactions to report to under (A) and (B) therefore, information shall be disclosed for price per share of the Issuer Company based on last 5 primary or secondary transactions (secondary transactions where promoter / promoter group entities or shareholder(s) selling shares through offer for sale in IPO or shareholder(s) having the right to nominate director(s) in the Board of the Issuer Company, are a party to the transaction), not older than 3 years prior to the date of filing of the Red Herring Prospectus or Prospectus, irrespective of the size of transactions.**

Date of Transfer	Name of Transferor	Name of Transferee	No. of Equity Shares	Face Value of Equity Shares	Price per Equity shares	Nature of Transaction	Nature of Consideration	Total Consideration (In Rs.)
September 21, 2023	Scan International Private Limited	Ashwani Sehgal	15,000	10	68	Transfer	Cash	10,20,000
<b>Weighted average cost of acquisition (WACA) for Secondary transactions</b>								68

**Weighted average cost of acquisition, floor price and cap price:**

Type of transaction	Weighted average cost of acquisition (₹ per Equity Share)	Weighted average cost of acquisition after Bonus Shares Adjustment. (₹ per Equity Share)	Floor Price is ₹ [●] /-	Cap Price is ₹ [●] /-
Weighted average cost of acquisition of primary issuances	Nil	Nil	[●] /-	[●] /-
Weighted average cost of acquisition for secondary	Nil	Nil	[●] /-	[●] /-

transactions				
Weighted average cost of acquisition for past 5 primary issuances / secondary transactions, as disclosed above	68	22.67	[●]/-	[●]/-

**Justification for Basis for Issue Price**

**Explanation for Issue Price / Cap Price being [●] price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in [●] above) along with our Company's key performance indicators and the Fiscals 2023, 2022 and 2021.**

[●]\*

\*To be included upon finalization of Price Band

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

[●]\*

\*To be included upon finalization of Price Band

*This space is left blank intentionally.*

## STATEMENT OF POSSIBLE TAX BENEFITS

To,  
**The Board of Directors**  
**Alpex Solar Limited**  
B-79 Shivalik Enclave Near Malviya Nagar New Delhi-110017

Dear Sirs,

**Sub: Statement of possible Special tax benefit ('the Statement') available to Alpex Solar Limited and its shareholders prepared in accordance with the requirements under Schedule VI-Clause 9L of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the 'Regulations')**

We **KRA & Co.**, Chartered Accountants, hereby confirm that the enclosed annexure, prepared by Alpex Solar Limited ("the Company") states the possible special tax benefits available to the Company and the shareholders of the Company under the Income – tax Act, 1961 ('Act') as amended time to time, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the company may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and its Shareholders and do not cover any general tax benefits. Further, these benefits are neither exhaustive nor conclusive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

Our views are based on the existing provisions of the Act and its interpretations, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such change, which could also be retroactive, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein.

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

- the Company or its Shareholders will continue to obtain these benefits in future; or
- the conditions prescribed for availing the benefits, where applicable have been/would be met.

The contents of this annexure are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the provisions of the tax laws.

No assurance is given that the revenue authorities / courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We would not assume responsibility to update the view, consequence to such change.

We shall not be liable to Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith of intentional misconduct. The enclosed Annexure is intended solely for your information and for inclusion in the Draft Red Hearing Prospectus/ Red Hearing Prospectus/Prospectus or any other issue related material in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent. Signed in terms of our separate report of even date.

**Yours faithfully,**  
**For and behalf of**

**M/s KRA & Co.**  
Chartered Accountants  
FRN No. 0020266N

**Rajat Goyal**

**Partner**  
Membership No. 503150  
UDIN No: 23503150BGWHWN7539

**Place:** Delhi  
**Date:** 20-11-2023

### **Annexure to the statement of possible Tax Benefits**

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

#### **YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION.**

1. Special Tax Benefits available to the Company under the Act:

The Company is not entitled to any Special tax benefits under the Act.

2. Special Tax Benefits available to the shareholders of the Company

The Shareholders of the company are not entitled to any Special tax benefits under the Act.

Notes:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

Signed in terms of our separate report of even date.

**Yours faithfully,  
For and behalf of**

**M/s KRA & Co.  
Chartered Accountants  
FRN No. 0020266N**

**Rajat Goyal  
Partner  
Membership No. 503150  
UDIN No: 23503150BGWHWN7539**

**Place: Delhi  
Date: 20 November,2023**

## SECTION VIII – ABOUT US

### INDUSTRY OVERVIEW

The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. None of the Company and any other person connected with the Issue have independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projection forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on information.

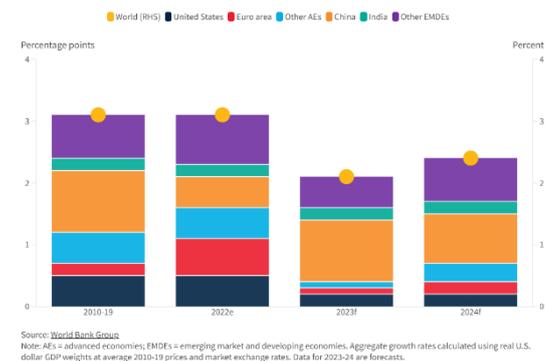
### GLOBAL ECONOMIC OUTLOOK IN FIVE CHARTS

The global economy is set to slow substantially in 2023. The lagged and current effects of monetary tightening, as well as more restrictive credit conditions, are expected to weigh on activity in the second half of the year, with weakness persisting into 2024. Excluding China, growth in emerging market and developing economies (EMDEs) is set to decline markedly, with the outlook weakest in countries with elevated fiscal and financial vulnerabilities. The resurgence of recent banking sector turmoil represents a serious risk. Widespread financial stress could have especially severe economic consequences.

#### 1. Global growth is slowing

The global economy is forecast to slow substantially this year, with a pronounced deceleration in advanced economies. Monetary tightening is expected to have its peak impact this year for many major economies. Global growth is forecast to decline to 2.1 percent in 2023, a full percentage point less than in 2022, before a tepid recovery to 2.4 percent in 2024. In emerging market and developing economies (EMDEs) excluding China, growth is projected to fall to 2.9 percent in 2023, from 4.1 percent in 2022, as tight global financial conditions and subdued external demand weigh on activity. Global growth could weaken more than anticipated in the event of further financial sector stress, or if persistent inflation prompts tighter-than-expected monetary policy.

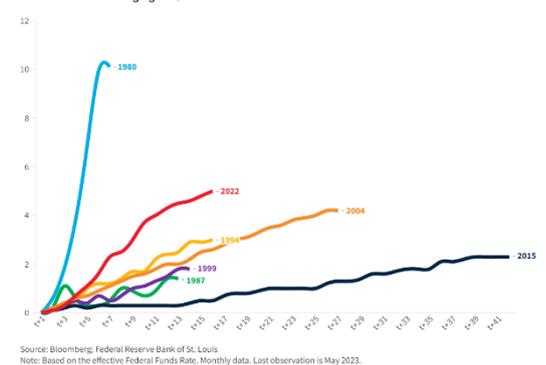
Contributions to global growth



#### 2. Monetary policy will weigh on growth this year and next

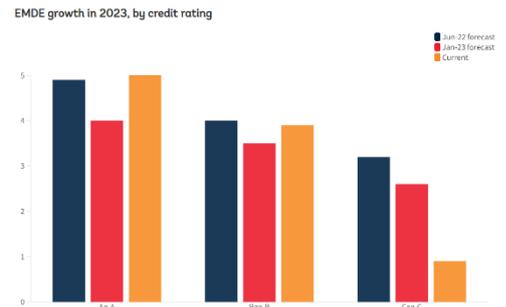
The substantial near-term deceleration expected in advanced economies is mainly due to the lagged effects of the sharp rise in policy rates over the past year and a half, aimed at reining in high inflation. Tight monetary policy in the United States, in particular, can adversely affect EMDEs in several ways. It slows the U.S. economy, which reduces demand for EMDE exports, and tends to lead to higher interest rates in EMDEs.

Federal Reserve hiking cycles, cumulative



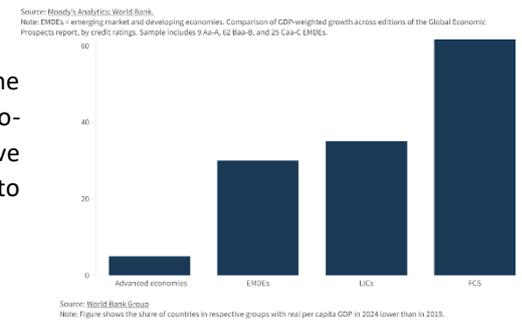
### 3. Restrictive financial conditions pose severe challenges for vulnerable EMDEs

The majority of EMDEs have so far withstood global monetary tightening with limited financial stress. However, in EMDEs with pronounced vulnerabilities (as reflected by low credit ratings) sovereign risk spreads have widened sharply, domestic currencies have depreciated, and already-limited fiscal space has dwindled further. Growth projections for these economies have been revised markedly lower, to less than 1 percent in 2023.



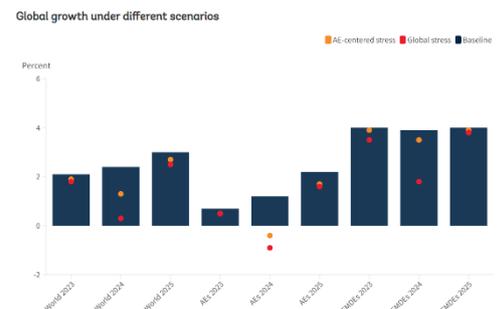
### 4. The pandemic recovery remains weak

In per capita terms, the latest forecasts suggest a weak recovery from the overlapping shocks of the past three years. Nearly a third of EMDEs, including two-thirds of countries in fragile and conflict-affected situations, are expected to have lower per capita incomes in 2024 than they did in 2019. Fragility continues to aggravate humanitarian crises, entrenching extreme poverty.



### 5. Further episodes of financial stress are a serious risk to the global economy

Several large banks in advanced economies have failed this year. More—and more disorderly—bank failures represent a key risk. The negative effects would be greatest if banking turmoil were to escalate into a systemic crisis, transmitted around the world via cross-border financial linkages. This would result in a severe downturn in the global economy in 2024—global growth could decline to just 0.3 percent. A severe credit crunch confined mostly to advanced economies would do lesser though still serious damage, reducing global growth in 2024 to 1.3 percent.



**Source:** <https://blogs.worldbank.org/developmenttalk/global-economic-outlook-five-charts-1>

#### THE FORECAST BY IMF

Global growth is projected to fall from an estimated 3.5 percent in 2022 to 3.0 percent in both 2023 and 2024. While the forecast for 2023 is modestly higher than predicted in the April 2023 World Economic Outlook (WEO), it remains weak by historical standards. The rise in central bank policy rates to fight inflation continues to weigh on economic activity. Global headline inflation is expected to fall from 8.7 percent in 2022 to 6.8 percent in 2023 and 5.2 percent in 2024. Underlying (core) inflation is projected to decline more gradually, and forecasts for inflation in 2024 have been revised upward.

The recent resolution of the US debt ceiling standoff and, earlier this year, strong action by authorities to contain turbulence in US and Swiss banking, reduced the immediate risks of financial sector turmoil. This moderated adverse risks to the outlook. However, the balance of risks to global growth remains tilted to the downside. Inflation could remain high and even rise if further shocks occur, including those from an intensification of the war in Ukraine and extreme weather-related events, triggering more restrictive monetary policy. Financial sector turbulence could resume as markets adjust to further policy tightening by central banks. China's recovery could slow, in part as a result of unresolved real estate problems, with negative cross-border spillovers. Sovereign debt distress could spread to a wider group of economies. On the upside, inflation could fall faster than expected, reducing the need for tight monetary policy, and domestic demand could again prove more resilient.

In most economies, the priority remains achieving sustained disinflation while ensuring financial stability. Therefore, central banks should remain focused on restoring price stability and strengthening financial supervision and risk monitoring. Should market strains materialize, countries should provide liquidity promptly while mitigating the possibility of moral hazard. They should also build fiscal buffers, with the composition of fiscal adjustment ensuring targeted support for the most vulnerable.

Improvements to the supply side of the economy would facilitate fiscal consolidation and a smoother decline of inflation toward target levels.

For advanced economies, the growth slowdown projected for 2023 remains significant: from 2.7 percent in 2022 to 1.5 percent in 2023, with a 0.2 percentage point upward revision from the April 2023 WEO. About 93 percent of advanced economies are projected to have lower growth in 2023, and growth in 2024 among this group of economies is projected to remain at 1.4 percent.

- In the United States, growth is projected to slow from 2.1 percent in 2022 to 1.8 percent in 2023, then slow further to 1.0 percent in 2024. For 2023, the forecast has been revised upward by 0.2 percentage point, on account of resilient consumption growth in the first quarter, a reflection of a still-tight labor market that has supported gains in real income and a rebound in vehicle purchases. However, this consumption growth momentum is not expected to last: Consumers have largely depleted excess savings accumulated during the pandemic, and the Federal Reserve is expected to raise rates further.
- Growth in the euro area is projected to fall from 3.5 percent in 2022 to 0.9 percent in 2023, before rising to 1.5 percent in 2024. The forecast is broadly unchanged, but with a change in composition for 2023. Given stronger services and tourism, growth has been revised upward by 0.4 percentage point for Italy and by 1.0 percentage point for Spain. However, for Germany, weakness in manufacturing output and economic contraction in the first quarter of 2023 means that growth has been revised downward by 0.2 percentage point, to -0.3 percent.
- Growth in the United Kingdom is projected to decline from 4.1 percent in 2022 to 0.4 percent in 2023, then to rise to 1.0 percent in 2024. This is an upward revision of 0.7 percentage point for 2023, reflecting stronger-than-expected consumption and investment from the confidence effects of falling energy prices, lower post-Brexit uncertainty (following the Windsor Framework agreement), and a resilient financial sector as the March global banking stress dissipates.
- Growth in Japan is projected to rise from 1.0 percent in 2022 to 1.4 percent in 2023, reflecting a modest upward revision, buoyed by pent-up demand and accommodative policies, then slow to 1.0 percent in 2024, as the effects of past stimuli dissipate.
- For emerging market and developing economies, growth is projected to be broadly stable at 4.0 percent in 2023 and 4.1 percent 2024, with modest revisions of 0.1 percentage point for 2023 and -0.1 percentage point for 2024. However, this stable average masks divergences, with about 61 percent of the economies in this group growing faster in 2023 and the rest—including low-income countries and three of the five geographic regions described in what follows—growing more slowly.
- Growth in emerging and developing Asia is on track to rise to 5.3 percent in 2023, then to moderate to 5.0 percent in 2024, reflecting a modest (0.1 percentage point) downward revision for 2024. The forecast for China is unchanged at 5.2 percent for 2023 and 4.5 percent for 2024, but with a change in composition: Consumption growth has evolved broadly in line with April 2023 WEO projections, but investment has underperformed due to the ongoing real estate downturn in that country. Stronger-than-expected net exports have offset some of the investment weakness, although their contribution is declining as the global economy slows. Growth in India is projected at 6.1 percent in 2023, a 0.2 percentage point upward revision compared with the April projection, reflecting momentum from stronger-than-expected growth in the fourth quarter of 2022 as a result of stronger domestic investment.
- Growth in emerging and developing Europe is projected to rise to 1.8 percent in 2023, reflecting a 0.6 percentage point upward revision since April, and to rise further to 2.2 percent in 2024. The forecast for Russia in 2023 has been revised upward by 0.8 percentage point to 1.5 percent, reflecting hard data (on retail trade, construction, and industrial production) that point to a strong first half of the year, with a large fiscal stimulus driving that strength.
- Latin America and the Caribbean is expected to see growth decline from 3.9 percent in 2022 to 1.9 percent in 2023, although this reflects an upward revision of 0.3 percentage point since April, and to reach 2.2 percent in 2024. The decline from 2022 to 2023 reflects the recent fading of rapid growth during 2022 after pandemic reopening, as well as lower commodity prices; the upward revision for 2023 reflects stronger-than-expected growth in Brazil—marked up by 1.2 percentage points to 2.1 percent since the April WEO—given the surge in agricultural production in the first quarter of 2023, with positive spillovers to activity in services. It also reflects stronger growth in Mexico, revised upward by 0.8 percentage point to 2.6 percent, with a delayed post-pandemic recovery in services taking hold and spillovers from resilient

US demand.

- Growth in the Middle East and Central Asia is projected to decline from 5.4 percent in 2022 to 2.5 percent in 2023, with a downward revision of 0.4 percentage point, mainly attributable to a steeper-than-expected growth slowdown in Saudi Arabia, from 8.7 percent in 2022 to 1.9 percent in 2023, a negative revision of 1.2 percentage points. The downgrade for Saudi Arabia for 2023 reflects production cuts announced in April and June in line with an agreement through OPEC+ (the Organization of the Petroleum Exporting Countries, including Russia and other non-OPEC oil exporters), whereas private investment, including from “giga-project” implementation, continues to support strong non-oil GDP growth.
- In sub-Saharan Africa, growth is projected to decline to 3.5 percent in 2023 before picking up to 4.1 percent in 2024. Growth in Nigeria in 2023 and 2024 is projected to gradually decline, in line with April projections, reflecting security issues in the oil sector. In South Africa, growth is expected to decline to 0.3 percent in 2023, with the decline reflecting power shortages, although the forecast has been revised upward by 0.2 percentage point since the April 2023 WEO, on account of resilience in services activity in the first quarter.

## Forces Shaping the Outlook

The global recovery from the COVID-19 pandemic and Russia’s invasion of Ukraine is slowing amid widening divergences among economic sectors and regions.

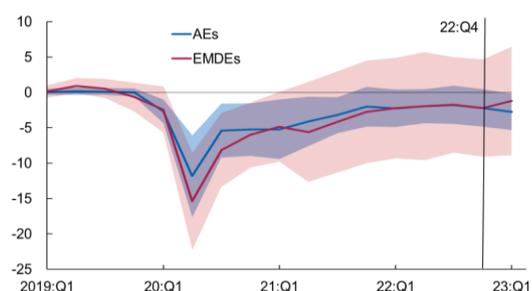
The World Health Organization (WHO) announced in May that it no longer considers COVID-19 to be a “global health emergency.” Supply chains have largely recovered, and shipping costs and suppliers’ delivery times are back to pre-pandemic levels. But forces that hindered growth in 2022 persist. Inflation remains high and continues to erode household purchasing power. Policy tightening by central banks in response to inflation has raised the cost of borrowing, constraining economic activity. Immediate concerns about the health of the banking sector have subsided, but high interest rates are filtering through the financial system, and banks in advanced economies have significantly tightened lending standards, curtailing the supply of credit. The impact of higher interest rates extends to public finances, especially in poorer countries grappling with elevated debt costs, constraining room for priority investments. As a result, output losses compared with pre-pandemic forecasts remain large, especially for the world’s poorest nations. Despite these headwinds, global economic activity was resilient in the first quarter of 2023, with that resilience driven mainly by the services sector. The post-pandemic rotation of consumption

back toward services is approaching completion in advanced economies (including in tourism-dependent economies of southern Europe), and it accelerated in a number of emerging market and developing economies in the first quarter (Figure 1). However, as mobility returns to pre-pandemic levels, the scope for further acceleration appears more limited.

At the same time, nonservices sectors, including manufacturing, have shown weakness, and high-frequency indicators for the second quarter point to a broader slowdown in activity. Amid softening consumption of goods, heightened uncertainties regarding the future geoeconomic landscape, weak productivity growth, and a more challenging financial environment, firms have scaled back investment in productive capacity. Gross fixed capital formation and industrial production have slowed sharply or contracted in major advanced economies, dragging international trade and manufacturing in emerging markets with them. International trade and indicators of demand and production in manufacturing all point to further weakness. Excess savings built up during the pandemic are declining in advanced economies, especially in the United States, implying a slimmer buffer to protect against shocks, including those to the cost of living and those from more restricted credit availability.

The fight against inflation continues. Inflation is easing in most countries but remains high, with divergences across economies and inflation measures. Following the buildup of gas inventories in Europe and weaker-than-expected demand in China, energy and food prices have dropped substantially from their 2022 peaks, although food prices remain elevated. Together with the normalization of supply chains, these developments have contributed to a rapid decline in headline inflation in most countries. Core inflation, however, has on average declined more gradually and remains well above most central banks’ targets. Its persistence reflects, depending on the particular economy considered, pass-through of past shocks to headline inflation into

**Figure 1. Value Added in the Services Sector: Distance to Pre-Pandemic Trends (Percent)**



Sources: Haver Analytics; and IMF staff calculations.  
Note: The lines denote means and the bands represent one standard deviation around the means. For 18 AEs, the sample comprises AUS, CAN, CHE, CZE, DEU, DNK, ESP, FRA, GBR, ISR, ITA, KOR, NOR, NZL, SGP, SWE, TWN, and USA. For 16 EMDEs, the sample comprises ARG, BRA, CHL, CHN, COL, HUN, IDN, IND, MEX, MYS, PER, PHL, RUS, THA, TUR, and ZAF. Economy list uses International Organization for Standardization (ISO) country codes. AEs = advanced economies; EMDEs = emerging market and developing economies.



core inflation, corporate profits remaining high, and tight labor markets with strong wage growth, especially in the context of weak productivity growth that lifts unit labor costs. However, to date, wage-price spirals—wherein prices and wages accelerate together for a sustained period—do not appear to have taken hold in the average advanced economy, and longer-term inflation expectations remain anchored. In response to the persistence of core inflation, major central banks have communicated that they will need to tighten monetary policy further. The Federal Reserve paused rate hikes at its June meeting but signaled further ones ahead, and the Reserve Bank of Australia, Bank of Canada, Bank of England, and European Central Bank have continued to raise rates. At the same time, in some other economies, particularly in East Asia, where mobility curbs during the pandemic restricted demand for services longer than elsewhere, core inflation has remained low. In China, where inflation is well below target, the central bank recently cut policy interest rates. The Bank of Japan has kept interest rates near zero under the quantitative and qualitative monetary easing with yield curve control policy.

Acute stress in the banking sector has receded, but credit availability is tight. Thanks to the authorities’ swift reaction, the March 2023 banking scare remained contained and limited to problematic regional banks in the United States and Credit Suisse in Switzerland. Accordingly, since the April 2023 WEO, global financial conditions have eased (Box 1), a sign that financial markets may have become less concerned about risks to financial stability coming from the banking sector. But tight monetary policy continues to put some banks under pressure, both directly (through higher costs of funding) and indirectly (by increasing credit risk). Bank lending surveys in the United States and Europe suggest that banks restricted access to credit considerably in the first quarter of 2023, and they are expected to continue to do so in coming months. Corporate loans have been declining lately, as has commercial real estate lending.

Following a reopening boost, China’s recovery is losing steam. Manufacturing activity and consumption of services in China rebounded at the beginning of the year when Chinese authorities abandoned their strict lockdown policies; net exports contributed strongly to sequential growth in February and March as supply chains normalized and firms swiftly put backlogs of orders into production. Nonetheless, continued weakness in the real estate sector is weighing on investment, foreign demand remains weak, and rising and elevated youth unemployment (at 20.8 percent in May 2023) indicates labor market weakness. High-frequency data through June confirm a softening in momentum into the second quarter of 2023.

Source: <https://www.imf.org/-/media/Files/Publications/WEO/2023/Update/July/English/text.ashx>

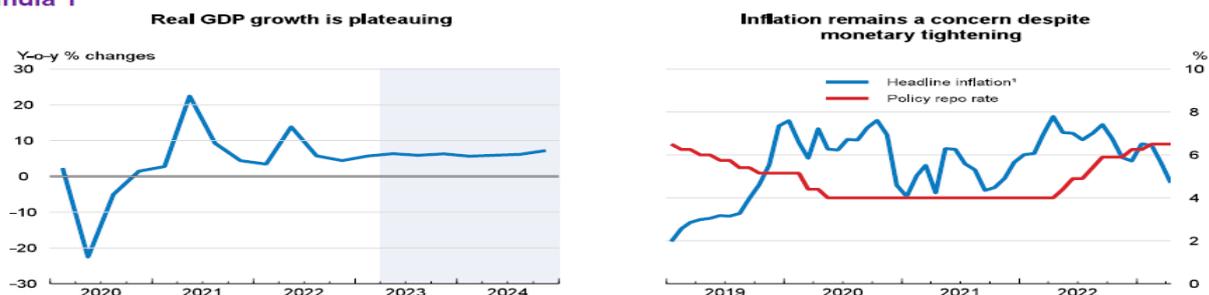
## INDIAN ECONOMY

Weak global demand and the effect of monetary policy tightening to manage inflationary pressures will constrain the economy in FY 2023-24, limiting real GDP growth to 6%. Moderating inflation and monetary policy easing in the second half of 2024 will help discretionary household spending regain momentum. This, along with improved global conditions, will help economic activity to accelerate, with growth of 7% in real GDP in FY 2024-25.

Despite an impressive growth and development record, daunting challenges remain. Creating good jobs is the most promising pathway to reduce poverty, which is particularly high in the female population. Increasing investment in education and vocational training, and updating labour laws, would help to achieve this objective. India is particularly vulnerable to extreme heatwaves and must make progress in mobilising resources for investment in the green economy.

Moderating demand and high inflation have slowed economic activity FY 2022-23 ended on a positive note, due to higher-than-expected agriculture output and strong government spending. However, high inflation, in particular for energy and food, and the ensuing monetary tightening to anchor expectations are weighing on purchasing power and household consumption,

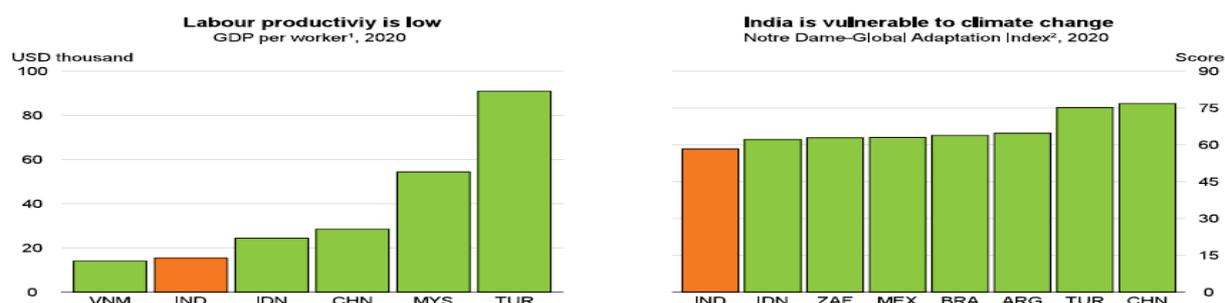
### India 1



1. Headline inflation refers to the change in price of all goods in the basket. OECD seasonal adjustment based on monthly consumer price index (index 2012 = 100) from the Ministry of Statistics and Programme Implementation (MOSPI).  
Source: OECD Economic Outlook 113 database; CEIC; and RBI.

particularly in urban areas. Tighter financial market conditions are reflected in weakening credit-supported demand for capital goods, a good proxy for business investment. The merchandise trade deficit was 40% larger in FY 2022-23 than in FY 2021-22, with trade in petroleum accounting for over two-fifths of the deterioration. Although services export growth remains brisk and the sectoral surplus rose by 35%, it is insufficient to offset the imbalance in goods' trade. Low labour productivity is affecting the competitiveness of "Made in India" goods and participation in global value chains. The current account deficit narrowed in the October-December quarter to 2.2% of GDP, from 2.7% in the same period in FY 2021-22. Headline inflation has fallen below 6% (the central bank's upper bound of the tolerance band) since March 2023, mostly due to lower food prices, as well as base effects. Employment and wage estimates suggest improving labour market conditions in rural areas, while export-oriented service firms report increasing difficulties filling vacancies.

## India 2



1. GDP per worker at constant prices using 2017 PPP.

2. The Notre Dame-Global Adaptation Index is a composite indicator which summarises two sub-indices: 1) a country's vulnerability to climate change and other global challenges and 2) a country's readiness to improve resilience. The index is recalculated based on the best performing country's score (Norway = 100).

Source: APO Productivity Databook 2022; and University of Notre Dame, Notre Dame Global Adaptation Initiative.

Domestic growth prospects are strongly influenced by global developments. India has seized the opportunity of discounted Urals oil, which has increased Russia's share in its energy imports. The sourcing of fertilisers from Russia has also increased considerably, more than doubling in volume in the case of urea. Overall, Indian imports from Russia rose from USD 9.9 billion (1.6% of total imports) in FY 2021-22 to USD 46.2 billion (6.5%) in FY 2022-23.

## Macroeconomic policies remain restrictive

Monetary policy is focused on anchoring inflation expectations and bringing headline inflation consistently within the 2-6% tolerance band. A long cycle of policy rate increases came to a halt in April. Following one further small increase, rates are expected to remain unchanged until the end of the calendar year, when evidence will confirm whether core inflation, which is less sensitive to weather conditions and geopolitical tensions, has durably diminished. The projections assume mild interest rate declines from mid-2024.

During the projection period, the priority for fiscal policy is to control government debt, so as to keep it at sustainable levels, reduce interest payments, and thereby free resources for public investment in physical and human capital and initiatives to adapt to population aging. The Pradhan Mantri Garib Kalyan Anna Yojana scheme provided free foodgrains to eligible beneficiaries during the pandemic, but targeting was imprecise – as testified by the number of beneficiaries (820 million), well in excess of most estimates of the poor population (between 400 and 500 million) – and the cost excessive. Its suppression in 2023 reinforces the need to update the 2011 Census in order to guarantee coverage of eligible families. The next 25 years until the 2047 centenary of Independence will be crucial for India to fight poverty and the government strategy (so-called Amrit Kaal) will require a large increase in capital investment outlays.

## The economy will not escape the global slowdown

After reaching 7.2% in FY 2022-23, real GDP growth is expected to slow to 6% in FY 2023-24, before rising to 7% in FY 2024-25. While indicators suggest that India's growth is stable for now, headwinds from the impact of rapid monetary policy

tightening in the advanced economies, heightened global uncertainty and the lagged impact of domestic policy tightening will progressively take effect. With slower growth, inflation expectations, housing prices and wages will progressively moderate, helping headline inflation converge towards 4.5%. This will allow interest rates to be lowered from mid-2024. The trade restrictions (including export bans on various rice varieties) imposed in 2022 to fight inflation are assumed to be withdrawn. The current account deficit will narrow, reflecting abating import price pressures.

Most risks to the projections are tilted to the downside. While banks' solvency ratios and financial results have improved and the authorities have enhanced loan-loss provisioning and established a 'bad bank', any deterioration of banks' asset quality could threaten macro-financial stability. In the run-up to the 2024 elections, fiscal consolidation may be delayed, and the conclusion of trade agreements may become more difficult. A potentially below-normal monsoon season could also impact growth. Declining geopolitical uncertainty, on the other hand, would boost confidence and benefit all sectors, as would a faster-than-expected conclusion of free-trade agreements with key partners and the incorporation therein of services.

### **Climate change and gender gaps require targeted policies**

More than half of the Indian population lives in the Indo-Gangetic Plain and is exposed to the increasingly frequent and extreme heatwaves caused by climate change. It is estimated that almost 100 000 extra lives are lost every year due to hot weather and the flooding that can follow. The economic costs are also large, including labour losses, a meagre wheat harvest, greater livestock mortality and power outages. Reducing global greenhouse gas emissions, including in India, will help limit such losses in the long term. However, measures that can immediately reduce the impact of extreme weather events are also needed, such as improved infrastructure to prevent flooding. Sustainable development also requires further progress in gender equality across many dimensions, including access to health, education and capital. Impressive results have been attained, for instance in financial inclusion, but substantial gaps remain. Policy formulation and execution should fully incorporate gender considerations and specific indicators. Enhanced policy efforts to increase childcare assistance, vocational training and life-long education for working women would also be welcome. Better enforcement of the land rights of women would strengthen their economic position and, by making it possible to use this asset as collateral, may also facilitate investments in climate mitigation and adaptation.

Source: <https://issuu.com/oecd.publishing/docs/india-oecd-economic-outlook-june-2023?fr=sNDBIZDUwNTY2MTA>

### **Road Ahead**

In the second quarter of FY 2022-23, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2022. India's comparatively strong position in the external sector reflects the country's generally positive outlook for economic growth and rising employment rates. India ranked fifth in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in FY 2022–23 (until August 2022), stood 46.8% higher than the same period last year. The ratio of revenue expenditure to capital outlay decreased from 6.4 in the previous year to 4.5 in the current year, signaling a clear change in favour of higher-quality spending. Stronger revenue generation as a result of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels.

Despite the continued global slowdown, India's exports climbed at the second highest rate this quarter. With a reduction in port congestion, supply networks are being restored. The CPI-C and WPI inflation reduction from April 2022 already reflects the impact. In August 2022, CPI-C inflation was 7.0%, down from 7.8% in April 2022. Similarly, WPI inflation has decreased from 15.4% in April 2022 to 12.4% in August 2022. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

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

### **GLOBAL INDUSTRY OVERVIEW**

The global solar power market size was valued at US\$ 197.23 billion in 2021 and is expected to hit around US\$ 368.63 billion by

2030, poised to grow at a compound annual growth rate (CAGR) of 7.2% during the forecast period 2021 to 2030.



#### Growth Factors

Solar energy is the radiant energy emitted from the sun, which is exercised by using numerous technologies similar as photovoltaic cells, solar heating, and others. It's an effective form of unconventional energy and an accessible renewable solution toward growing greenhouse emigrations and global warming. The growth of the solar energy market is majorly driven by rise governmental provision of impulses & duty rebates to install solar panels and environmental pollution. In addition, drop in footprint of water is associated with solar energy systems has propelled their demand in power generation sectors. The solar cells demand has gained huge traction due to rise in rooftop installations, which is further followed by rise in operations in the sector of architecture. Likewise, the demand for solar power halls and parabolic troughs in the generation of electricity is anticipated to propel the concentrated solar power systems demand in the market. One of the prominent factors contributing towards the growth of the global solar power market is the growing prices of fossil fuels. The growing environmental concerns regarding greenhouse gases and carbon emissions. In addition, the growing government initiatives and favorable policies in order to curb the adverse effects of the toxic gases emissions is driving the growth of the global solar power market during the forecast period.

The solar energy market growth is driven by rise provision of government incentives and tax rebates in order to install solar panels and growing environmental pollution. Furthermore, decrease in footprint of water associated with systems of solar energy has driven their demand in the sectors of power generation. The solar cells demand has gained huge traction due to rise in rooftop installations, which is further followed by rise in architectural sector applications. In addition, the demand for solar power towers and parabolic troughs in the generation of electricity is expected to propel the demand for concentrated solar power systems.

Solar energy has endured spectacular growth over the once two decades. But the crises caused by the COVID-19 could vastly disrupt this momentum. Further, governments will be central more than other while determining the pace of deployment of solar energy and diving these challenges in the upcoming time period.

The impact of the COVID-19 pandemic had significant impact on the global solar power market. The growing demand for power and electricity generation is driving the growth of the global solar power market during 2020. The supply chain disruptions and halt of manufacturing units had adversely affected the growth of the global solar power market.

Furthermore, the development of storage systems named as photovoltaic (PV) is essential in order to increase the capability of photovoltaic systems in order to replace the existing conventional sources. Also, with the growth in demand for photovoltaic

installations, the adoption of storage grid is likely to surge, which will drive the demand for solar energy storage lithium ion-powered battery and will also drive the growth of the solar energy market.

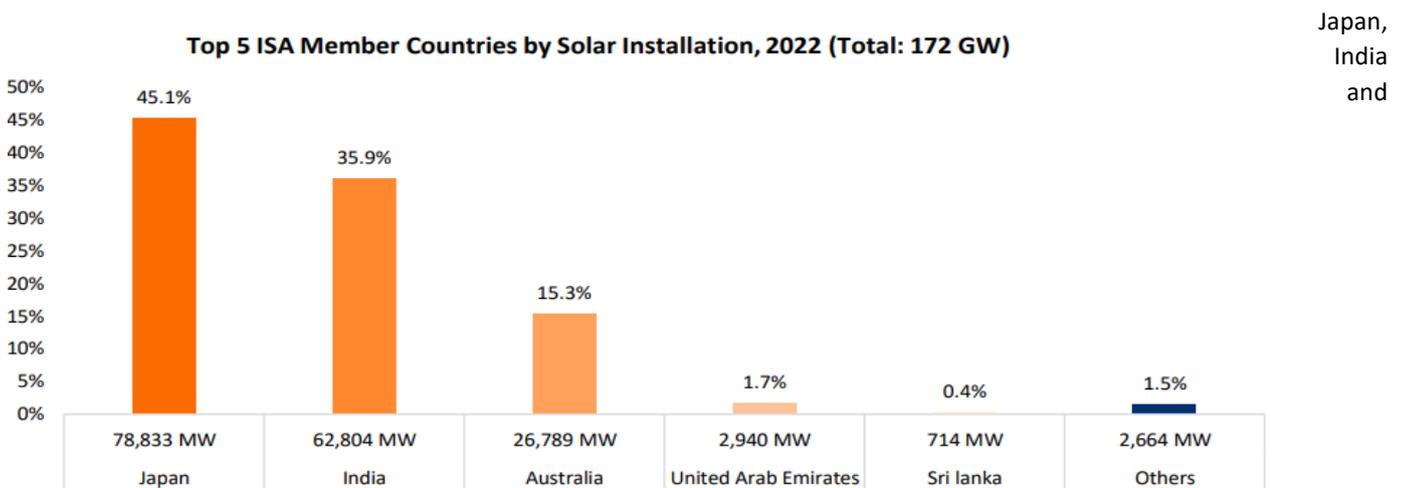
The underdeveloped and developing regions face issues regarding load shedding a lot. The market players are substantially taking efforts in those regions for the growth and development of the solar power market. The solar power is regarded as efficient and cost-effective option for the generation of electricity. In addition, the government is taking constant efforts for the development and expansion of the energy industry. This factor is directly impacting the growth and development of the global solar power market during the projection period

(Source - <https://www.precedenceresearch.com/solar-power-market> )

### International Solar Alliance

The International Solar Alliance (ISA) is an alliance of more than 120 signatory countries, most being sunshine countries, which lie either completely or partly between the Tropic of Cancer and the Tropic of Capricorn. The primary objective of the alliance is to work for the efficient consumption of solar energy to reduce dependence on fossil fuels. This initiative was first proposed by Indian Prime Minister Narendra Modi in a speech in November 2015 at Wembley Stadium (London HA9 0WS, United Kingdom), in which he referred to sunshine countries as Suryaputra ("Sons of the Sun").[2] The alliance is a treaty-based inter-governmental organization. Countries that do not fall within the Tropics can join the alliance and enjoy all benefits as other members, with the exception of voting rights

Source([https://en.wikipedia.org/wiki/International\\_Solar\\_Alliance#:~:text=As%20of%202023%2C%20the%20Framework,ratified%20by%2052%20other%20countries](https://en.wikipedia.org/wiki/International_Solar_Alliance#:~:text=As%20of%202023%2C%20the%20Framework,ratified%20by%2052%20other%20countries)).



Australia have the major installations accounting for 96.4% of total capacity in the region. The Asia and Pacific region comprise a diverse and dynamic region of the globe, with 4.4 Bn people living in 58 markets, ranging from the small island economies that are among the most vulnerable to the impact of the climate change to the world’s largest energy consumer. Along with the vast renewable energy potential, the region already possesses significant knowledge and expertise on renewables. (Source: IRENA, 2022)

(Source - <https://isolaralliance.org/uploads/39193a46a9b21f9a60338100ad85ab.pdf> )

### Global PV Markets

The global PV base once again grew significantly in 2022, reaching 1 185 GW (≈ 1,2 TW) of cumulative capacity according to preliminary market data, both despite and because of post covid prices hikes and European geo-political strife. With 240 GW of new systems installed and commissioned, and nearly a dozen countries with penetration rates over 10%, (over 19% for Spain!), PV has demonstrated that it is a serious, major, long-term contributor to cost competitive electricity generation and emissions reductions of the energy sector.

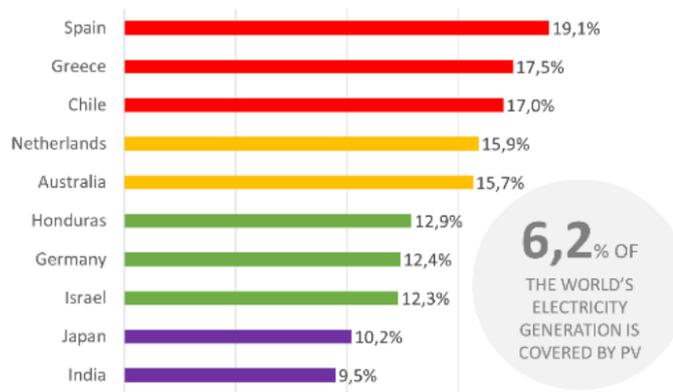
Major trends include:

- The Chinese market continues to dominate both new and cumulative capacity and added 106 GW<sup>1</sup> DC or 44% of new capacity to reach 414,5 GW of cumulative capacity, more than double that in Europe. This strong growth follows that of previous years -

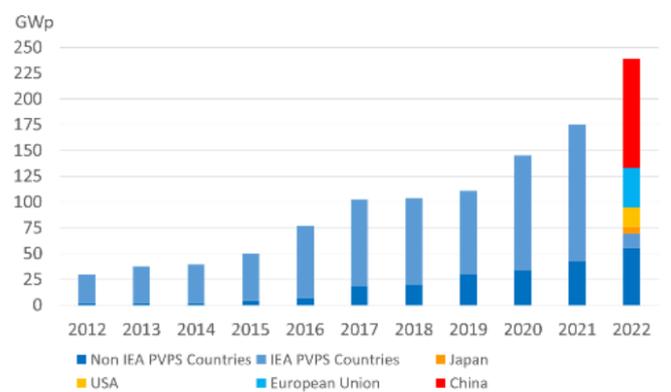
54,9 GW in 2021 and 48,2 GW in 2020, and evenly balanced between centralised and distributed systems.

- Europe demonstrated continued strong growth with 39 GW installed, led by Spain (8,1 GW), Germany (7,5 GW), Poland (4,9 GW) and the Netherlands (3,9 GW). High electricity market prices have reinforced the competitiveness of PV and several countries have acted policies to further accelerate PV in line with EU and national energy sovereignty engagements – whilst others are enacting policies to reduce injections because of grid congestion.
- The American market contracted to 18,6 GW under the combined influence of trade issues and grid connection backlogs, whilst Brazil installed a high 9,9 GW, nearly doubling the previous year’s new capacity.
- India once again showed strong growth with 18,1 GW, predominantly in centralised systems, and a PV penetration of nearly 10%. Strong volumes from Australia (3,9 GW despite supply chain issues), and Korea round out the regional market.
- Japan remained steady at 6,5 GW, the same as in 2021.

### COUNTRIES WITH HIGHEST PV PENETRATION



### EVOLUTION OF ANNUAL PV INSTALLATIONS



### The Top Markets in 2022

The Chinese market grew again at a remarkable rate and installed 106 GW in 2022 (up from 55 GW in 2021), or 44% of the global market. With 38,9 GW of annual installations the European Union ranked second followed by the USA where an estimated 18,6 GW were installed, a market hit by trade disputes and grid connection backlogs, followed by India with an increased market of 18,1 GW. Brazil comes in fourth with an estimated 9,9 GW, the most dynamic market in Latin America.

TABLE 1: TOP 10 COUNTRIES FOR INSTALLATIONS AND TOTAL INSTALLED CAPACITY IN 2022 FOR ANNUAL INSTALLED CAPACITY FOR CUMULATIVE CAPACITY

FOR ANNUAL INSTALLED CAPACITY				FOR CUMULATIVE CAPACITY			
1		China	106 GW	1		China	414,5 GW
(2)		European Union	38,7 GW	(2)		European Union	209,3 GW
2		USA	18,6 GW	2		USA	141,6 GW
3		India	18,1 GW	3		Japan	84,9 GW
4		Brazil	9,9 GW	4		India	79,1 GW
5		Spain	8,1 GW	5		Germany	67,2 GW
6		Germany	7,5 GW	6		Australia	30 GW
7		Japan	6,5 GW	7		Spain	26,6 GW
8		Poland	4,9 GW	8		Italy	25 GW
9		Australia	3,9 GW	9		Korea	24,8 GW
10		Netherlands	3,9 GW	10		Brazil	23,6 GW

Note: The European Union grouped 27 European countries in 2022, out of which Germany, Spain, France, the Netherlands and Italy also appear in the Top Ten, either for the installed capacity or the annual installations. The European Commission is a member of IEA-PVPS through its Joint Research Centre (EU-JRC).

To reach the Top Ten for new capacity in 2022, countries needed to install at least 3 GW of PV systems (compared to 1,5 GW in 2018). Korea and France gave way to Poland and the Netherlands despite reasonable performance. The Top Ten of total cumulative installed capacities shows more inertia due to past levels of installations: France exited the Top Ten for cumulative

installed capacity in 2022 and was replaced by Italy that is now back in the Top Ten. There remains a significant gap between the first five and the next five; Australia, Spain, Italy, Korea and Brazil have very similar cumulative capacities of between 20 GW and 30 GW, under half as much as number five, Germany.

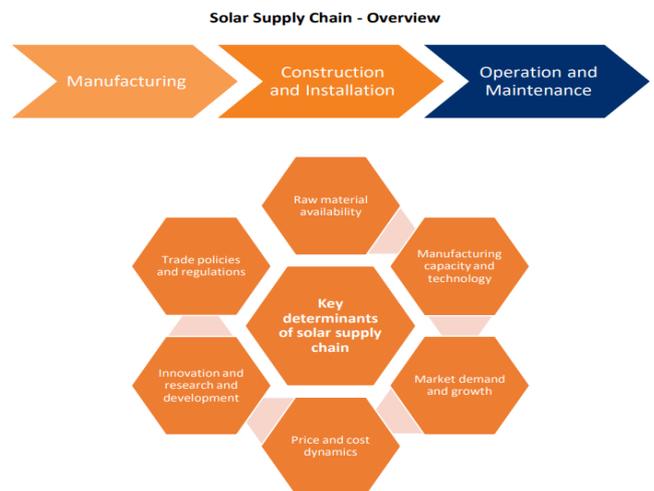
### MARKET SEGMENTATION

Preliminary data indicates that in absolute terms, both rooftop and utility scale segments grew in 2022. Market segments were balanced, with 48% of new capacity on rooftops. The share of the rooftop segment has been growing continuously since 2018 as markets open in new countries and decreasing costs makes it more accessible for residential and commercial investors, with notable volumes (>2,5 GW) and market shares in China, Brazil, and Germany as well as Poland and Australia. On both segments new applications are in growth; from BIPV in the rooftop segment to utility scale floating PV. Still marginal but growing, agrivoltaic projects and BIPV are as yet hard to quantify, as are VIPV/VAPV3 volumes (PV integrated in vehicles) although they are expected to develop well in the coming years. Technological evolutions, such as bifacial PV will also impact the development of these new market segments.

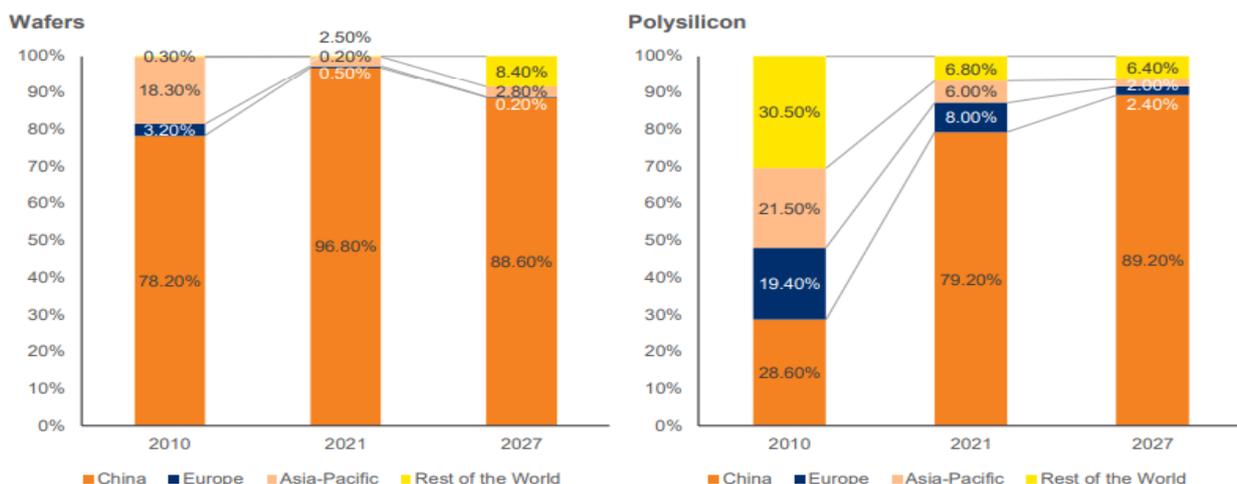
(Source- <file:///C:/Users/corpo/Downloads/power%20-%203.pdf> )

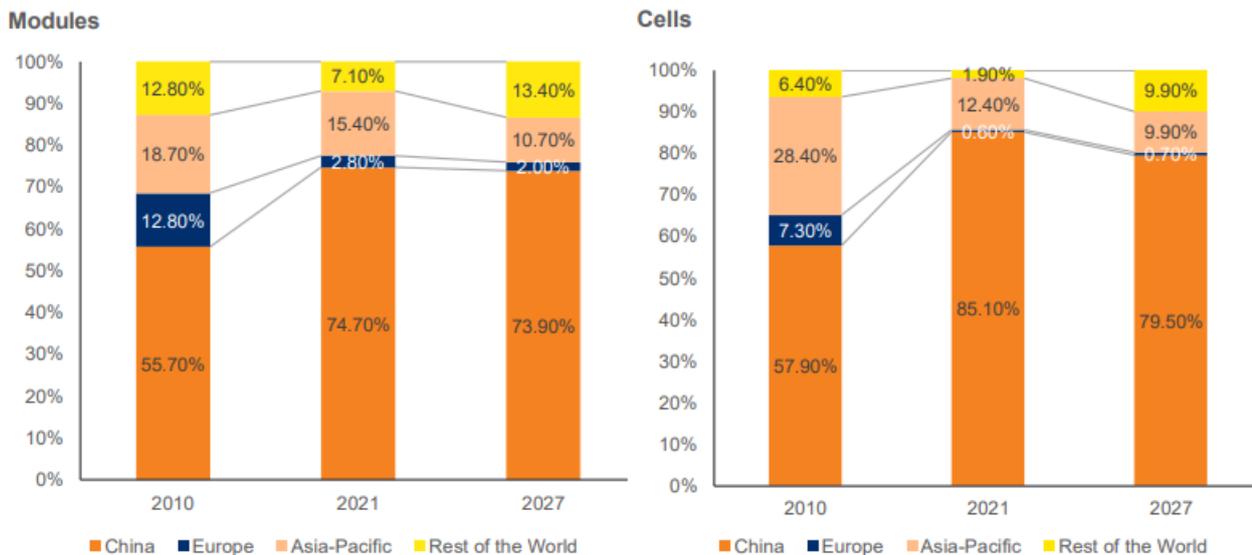
### Solar Supply Chain Trends

This section focuses on the trends in the solar PV supply chain, bottlenecks and measures to build a more secure supply chain. For the solar PV technology, the main segments of the value chain include manufacturing of equipment, construction and installation, and O&M, plus a range of support services, enabling functions and governance aspects.



The solar PV manufacturing capacity shifted from Europe, the United States to China over the last decade. In 2022, China dominates the global solar PV supply chains. The global manufacturing capacity of solar PV jumped from approximately 25 GW (2010) to 220 GW (2022), with China accounting for 97% of the production. In addition, 300 GW of manufacturing capabilities have already been announced, underlying the willingness to prevent other actors from gaining significant shares of the market. The Chinese market dominance reflects the ability of local companies to gain benefit from the economies of scale, and the government support which has set strategic long-term goals in the industry. Between 2017 and 2021, around half of the total Chinese production of PV modules has been delivered to Asia Pacific regions and India while the other half delivered to Europe, with smaller amounts directed to Latin America and Caribbean and the rest of the world. Based on the IEA Data and Statistics (2022), the previous, and expected solar PV manufacturing capacity based on different technologies by region for the FY 2010, FY 2021 and 2027 provided below,





Source - <https://isolaralliance.org/uploads/39193a46a9b21f9a60338100ad85ab.pdf>

## Key Trends in Solar PV Manufacturing

### China

- Manufacturing activities accounted for 1.6 Mn of the PV jobs; construction and installation accounted for almost 1 Mn jobs, with O&M accounting for 0.8 million jobs
- China's dominant role in solar PV employment reflects its strong position as both the dominant manufacturer of equipment and its commanding position in capacity installations.
- Supported by industrial policy measures, China is home to the bulk of the global PV supply chain. Approximately 72% of global polysilicon production takes place in China, with massive expansion of capacity under construction or planned.

### India

- The Indian government-imposed import duties of 40% on all modules and 25% on all cells effective April 2022
- The country also introduced a production-linked incentive (PLI) scheme to boost domestic manufacturing of high-efficiency modules. This offers financial support for project developers who commit to setting up production facilities along the supply chain.
- In 2021, the rising costs in China had knock-on effect on module prices. Indian PV imports sank to a low of approximately USD 500 Mn, down from almost USD 4 Bn in 2018.

### USA

- The Inflation Reduction Act, passed in August 2022, embraces elements of a broader industrial policy.
- It includes manufacturing credits for clean energy, in addition to a long-term extension of existing solar and wind tax credits and many other climate and health provisions.



- c) A clean manufacturing tax credit alone could trigger approximately 1,15,000 job-years (direct, indirect and induced jobs), and tax credits for solar, wind and battery manufacturing could create another 5,61,000 jobs

### Solar PV Cost Trends

One of the key trends in the solar PV industry in 2023 is the continued decline in the cost of components required for solar panel installations, such as solar cells and inverters. This is due to the increased manufacturing efficiency, advances in technology and economies of scale. Manufacturers have become more efficient in their solar PV production processes, leading to produce solar



panels at a much faster pace. Advances in technology have led to manufacturing of solar cells and inverters at a lower cost. The economies of scale have resulted in the cost-effective production of solar panels in larger quantities. The figure below depicts the key drivers involved in reducing the price of solar panels,

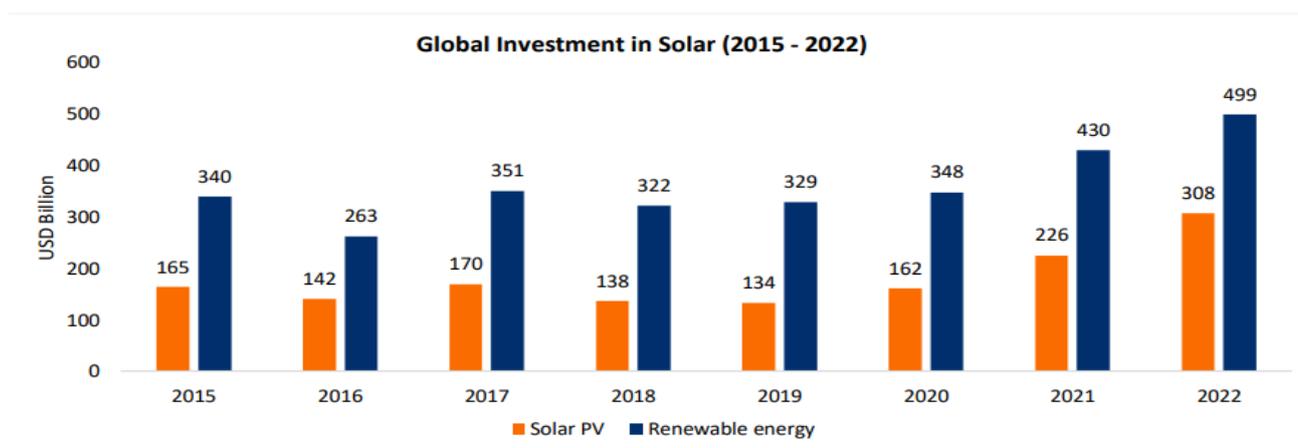
Technology improvements that have reduced system losses have played a vital role. The recent adoption towards an increased use of bifacial modules has increased the performance of the solar panel by generating more energy (than mono-facial panels).

Further, solar PV module prices return to the downward curve they were following prior to the covid-19 pandemic, as polysilicon supply becomes more abundant. The raw material and shipping costs decline in 2023 also has a direct impact on solar component prices.

(Source - <https://isolaralliance.org/uploads/39193a46a9b21f9a60338100ad85ab.pdf> )

### Solar PV Investment Trends

The annual investments in renewable energy continued a positive trend in 2022. Global investment in renewables reached USD 430 Bn in 2021 and in 2022 they further increased by 16% reaching almost USD 0.5 Tn.



Solar PV continued to dominate investment in 2022, accounting for 64% of the renewable energy investment. The strong growth in solar PV investment in 2021 expanded further in 2022, to reach approximately USD 308 Bn. Increased maturity and declining costs attracted investments in solar technologies, particularly in solar PV deployment, which accounts for approximately 90% of total solar investments between 2013 - 2020. The figure below represents the global investment trends across renewable energy and solar.

The increase in renewable energy investments has been driven by, 1) Policy makers growing awareness of the importance of renewable energy in fighting climate change, strengthening energy security and reducing dependence on volatile energy sources; 2) Investors' appetite for alternatives to balance out the volatility and risks of investments in fossil fuels.

## **INDIAN INDUSTRY OUTLOOK**

India's energy demand is expected to increase more than that of any other country in the coming decades due to its sheer size and enormous potential for growth and development. Therefore, it is imperative that most of this new energy demand is met by low-carbon, renewable sources. India's announcement that it intends to achieve net zero carbon emissions by 2070 and to meet 50% of its electricity needs from renewable sources by 2030 marks a historic point in the global effort to combat climate change.

The Indian renewable energy sector is the fourth most attractive renewable energy market in the world. India was ranked fourth in wind power, fifth in solar power and fourth in renewable power installed capacity, as of 2020. Installed renewable power generation capacity has gained pace over the past few years, posting a CAGR of 15.92% between FY16-22. India is the market with the fastest growth in renewable electricity, and by 2026, new capacity additions are expected to double.

With the increased support of the Government and improved economics, the sector has become attractive from an investor's perspective. As India looks to meet its energy demand on its own, which is expected to reach 15,820 TWh by 2040, renewable energy is set to play an important role.



## **MARKET SIZE**

As of October 2022, India's installed renewable energy capacity (including hydro) stood at 165.94 GW, representing 40.6% of the overall installed power capacity.

The country is targeting about 450 Gigawatt (GW) of installed renewable energy capacity by 2030 – about 280 GW (over 60%) is expected from solar.

The non-hydro renewable energy capacity addition stood at 4.2 GW for the first three months of FY23 against 2.6 GW for the first three months of FY22.

Solar power installed capacity has increased by more than 18 times, from 2.63 GW in March 2014 to 49.3 GW at the end of 2021. In 2022, till November, India has added 12 GW of solar power capacity.

Power generation from renewable energy sources (not including hydro) stood at 16.18 billion units (BU) in September 2022, up from 14.49 BU in September 2021.

With a potential capacity of 363 GW and with policies focused on the renewable energy sector, Northern India is expected to become the hub for renewable energy in India.

## INVESTMENTS/ DEVELOPMENTS

According to the data released by the Department for Promotion of Industry and Internal Trade (DPIIT), FDI inflow in the Indian non-conventional energy sector stood at US\$ 12.57 billion between April 2000-June 2022. More than Rs. 5.2 lakh crore (US\$ 70 billion) has been invested in India's renewable energy sector since 2014. According to the analytics firm British Business Energy, India ranked 3rd globally in terms of its renewable energy investments and plans in 2020.

Some major investments and developments in the Indian renewable energy sector are as follows:

- US\$ 2.4 billion National Hydrogen Mission for production of 5 MMT by 2030 and US\$ 36 million additional in budget.
- 59 solar parks of aggregate capacity 40 GW have been approved in India.
- Solar Parks in Pavagada (2 GW), Kurnool (1 GW) and Bhadla-II (648 MW) included in top 5 operational solar parks of 7 GW capacity in the country.
- The world's largest renewable energy park of 30 GW capacity solar-wind hybrid project is under installation in Gujarat.
- India offers a great opportunity for investments in RE sector; \$196.98 Bn worth of projects underway in India.
- Wind Energy has an offshore target of 30 GW by 2030 with three potential sites identified.
- In August 2022, Norfund, who manage the Norwegian Climate Investment Fund, and KLP, Norway's biggest pension company, signed an agreement to buy a 49% share of a 420 MW solar power plant in Rajasthan for Rs. 2.8 billion (US\$ 35.05 million).
- India has generated 47.64 BU of solar power in the first half of 2022, a 34% YoY increase.
- Investment in renewable energy in India reached a record US\$ 14.5 billion in FY22, an increase of 125% over FY21.
- Delhi's Indira Gandhi International Airport (IGIA) has become the first Indian airport to run entirely on hydro and solar power. Around 6% of the airport's electricity requirement is met from the onsite solar power plants.
- Ayana Renewable Power Pvt Ltd (Ayana) announced plans to set up renewable energy projects totaling 2 gigawatts (GWs) with an investment of Rs. 12,000 crore (US\$ 1.53 billion) in Karnataka.
- India ranked third on the EY Renewable Energy Country Attractive Index 2021.
- In February 2022, Creduce Technologies-HCPL JV announced winning the bid for India's single largest hydro power carbon credits project with Satluj Jal Vidyut Nigam, which will create more than 80 million carbon credits.
- In February 2022, Husk Power Systems, a renewable energy company working towards rural electrification, secured a US\$ 4.2 million loan from the Indian Renewable Energy Development Agency (IREDA).
- In December 2021, India's largest energy provider, Tata Power, was awarded a contract by the Maharashtra State Electricity Distribution Company Limited (MSEDCL) to set up a 300 MW wind-solar hybrid power plant.
- In October 2021, Reliance New Energy Solar Ltd. (RNESSL) announced two acquisitions to build more capabilities. Both acquisitions – REC Solar Holdings AS (REC Group), a Norway-based firm, and Sterling & Wilson Solar, based in India – exceeded US\$ 1 billion and are expected to contribute to Reliance's target of achieving the capacity of 100 GW of solar energy at Jamnagar by 2030.
- In October 2021, Adani Green Energy Ltd. (AGEL) acquired SB Energy India for US\$ 3.5 billion to strengthen its position in the renewable energy sector in India.
- In August 2021, Copenhagen Infrastructure Partners (CIP) signed an investment agreement with Amp Energy India Private Limited to facilitate joint equity investments of US\$ 200 million across Indian renewable energy projects.

- In July 2021, National Thermal Power Corporation Renewable Energy Ltd. (NTPC REL), NTPC's fully owned subsidiary, sent out a tender to domestic manufacturers to build India's first green hydrogen fueling station in Leh, Ladakh.
- The NTPC is expected to commission India's largest floating solar power plant in Ramagundam, Telangana by May-June 2022. The expected total installed capacity is 447MW.
- The Solar Energy Corporation of India (SECI) implemented large-scale central auctions for solar parks and has awarded contracts for 47 parks with over 25 GW of combined capacity.

## GOVERNMENT INITIATIVES

Some initiatives by Government of India to boost India's renewable energy sector are as follows:

- In Budget 2023-24, Green Growth identified is one of the nodes in the SAPTARISHI (seven priorities).
- In Budget 2023-24, pumped storage projects received a push with a detailed framework to be formulated.
- In Budget 2023-24, US\$ 1.02 billion (Rs. 8,300 crore) central sector support for ISTS infrastructure for 13 GW renewable energy from Ladakh was announced.
- On November 19, Prime Minister Mr. Narendra Modi dedicated the 600 MW Kameng Hydro Power Station in Arunachal Pradesh to the country. The project, which covers more than 80 kilometres and costs about Rs. 8,200 crore (US\$ 1 billion), is located in Arunachal Pradesh's West Kameng District.
- On November 9, Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman, approved the final Sovereign Green Bonds framework of India. The Paris Agreement's Nationally Determined Contribution (NDC) targets will be further strengthened by this approval, which will also aid in attracting foreign and domestic capital to green projects.
- In the Union Budget 2022-23, the allocation for the Solar Energy Corporation of India (SECI), which is currently responsible for the development of the entire renewable energy sector, stood at Rs. 1,000 crores (US\$ 132 million).
- In the Budget, the government allocated Rs. 19,500 crore (US\$ 2.57 billion) for a PLI scheme to boost manufacturing of high-efficiency solar modules.
- In February 2022, Nepal and India agreed to form a Joint Hydro Development Committee to explore the possibility of viable hydropower projects.
- In November 2021, at the Cop-26 Summit in Glasgow, Prime Minister Mr. Narendra Modi made a promise to increase India's renewable energy generation capacity to 500 GW, and meet 50% of India's energy needs through renewable means by the year 2030.
- In October 2021, the Ministry of Power announced a new set of rules aimed at reducing financial stress for stakeholders and safeguarding timely cost recovery in electricity generation.
- In August 2021, the Indian government proposed new rules for the purchase and consumption of green energy. The latest rules are a part of government measures to encourage large-scale energy consumers, including industries, to leverage renewable energy sources for regular operations.
- In July 2021, to encourage rooftop solar (RTS) throughout the country, notably in rural regions, the Ministry of New and Renewable Energy plans to undertake Rooftop Solar Programme Phase II, which aims to install RTS capacity of 4,000 MW in the residential sector by 2022 with a provision of subsidy.

- In July 2021, the Ministry of New and Renewable Energy (MNRE) gave the go ahead to NTPC Renewable Energy Ltd., a 100% subsidiary of NTPC, to build a 4,750 MW renewable energy park at the Rann of Kutch in Khavada, Gujarat. This will be India's largest solar park to be developed by the country's leading power producer.
- The Government of India has announced plans to implement a US\$ 238 million National Mission on advanced ultra-supercritical technologies for cleaner coal utilisation.
- Indian Railways is taking increased efforts through sustained energy efficient measures and maximum use of clean fuel to cut down emission level by 33% by 2030.
- The government has spent US\$ 4.63 billion on hydroelectric projects to provide electricity to villages in Jammu and Kashmir from 2018-21.

## ROAD AHEAD

India has set a target to reduce the carbon intensity of the nation's economy by less than 45% by the end of the decade, achieve 50% cumulative electric power installed by 2030 from renewables, and achieve net-zero carbon emissions by 2070. Low-carbon technologies could create a market worth up to \$80 billion in India by 2030.

India's target is to produce five million tonnes of green hydrogen by 2030. The Green Hydrogen target is set at India's electrolyzer manufacturing capacity is projected to reach 8 GW per year by 2025. The cumulative value of the green hydrogen market in India could reach \$8 Bn by 2030 and India will require at least 50 gigawatts (GW) of electrolyzers or more to ramp up hydrogen production.

India's ambitious renewable energy goals are transforming its power sector. The rising population and widespread electrification in rural homes are fueling the demand for energy to power homes, businesses and communities. Clean energy will reduce pollution levels as villages become self-sustainable with their use of clean energy. In 2022, India's renewable energy sector is expected to boom with a likely investment of US\$ 15 billion this year, as the government focuses on electric vehicles, green hydrogen, and the manufacturing of solar equipment.



It is expected that by 2040, around 49% of the total electricity will be generated by renewable energy as more efficient batteries will be used to store electricity, which will further cut the solar energy cost by 66% as compared to the current cost. Use of renewables in place of coal will save India Rs. 54,000 crore (US\$ 8.43 billion) annually. Around 15,000 MW of wind-solar hybrid capacity is expected to be added between 2020-25.

As per the Central Electricity Authority (CEA) estimates, by 2029-30, the share of renewable energy generation would increase from 18% to 44%, while that of thermal is expected to reduce from 78% to 52%. The CEA also estimates India's power requirement to grow to reach 817 GW by 2030.

(References: Central Electricity Authority, Ministry of New and Renewable Energy, Media Reports, Press Releases)

(Source - <https://www.ibef.org/industry/renewable-energy> )

### **KUSUM SCHEME (Kisan Urja Suraksha evam Utthaan Mahaabhiyan) Solar Agriculture Pumps Loan Subsidy Yojana**

PM-KUSUM (Pradhan Mantri Kisan Urja Suraksha evam Utthaan Mahabhiyan) Scheme is aimed at ensuring energy security for farmers in India, along with honouring India's commitment to increase the share of installed capacity of electric power from non-fossil-fuel sources to 40% by 2030 as part of Intended Nationally Determined Contributions (INDCs).

#### **Objective of KUSUM Yojana**

The main aim of this scheme is to provide the farmers with advanced technology to generate power. The solar pumps will not only assist to irrigate the farmers, but will also allow each farmer to generate safe energy. Due to the presence of the energy power grid, the agricultural labors will be able to sell the extra power directly to the government. It will provide them with extra income as well. So, this scheme will bring double benefits.

### **The PM-KUSUM Scheme was launched in 2019 with 3 components:**

**Component-A:** For Setting up of 10,000 MW of Decentralized Grid Connected Renewable Energy Power Plants on barren land. Under this component, renewable energy based power plants (REPP) of capacity 500 kW to 2 MW will be setup by individual farmers/ group of farmers/ cooperatives/ panchayats/ Farmer Producer Organisations (FPO)/Water User associations (WUA) on barren/fallow land. These power plants can also be installed on cultivable land on stilts where crops can also be grown below the solar panels. The renewable energy power project will be installed within five km radius of the sub-stations in order to avoid high cost of sub-transmission lines and to reduce transmission losses. The power generated will be purchased by local DISCOM at pre-fixed tariff

**Component-B:** For Installation of 17.50 Lakh stand-alone solar agriculture pumps. Under this Component, individual farmers will be supported to install standalone solar Agriculture pumps of capacity up to 7.5 HP for replacement of existing diesel Agriculture pumps / irrigation systems in off-grid areas, where grid supply is not available. Pumps of capacity higher than 7.5 HP can also be installed, however, the financial support will be limited to 7.5 HP capacity

**Component-C:** For Solarisation of 10 Lakh Grid Connected Agriculture Pumps. Under this Component, individual farmers having grid connected agriculture pump will be supported to solarise pumps. The farmer will be able to use the generated solar power to meet the irrigation needs and the excess solar power will be sold to DISCOMs at pre-fixed tariff It is notable that the scope of the PM-KUSUM Scheme was modified based on the learning from the first year of the implementation

### **Ministry of New and Renewable Energy**

#### **Solar Energy Overview**

The Sun has been worshiped as a life-giver to our planet since ancient times. The industrial ages gave us the understanding of sunlight as an energy source. India is endowed with vast solar energy potential. About 5,000 trillion kWh per year energy is incident over India's land area with most parts receiving 4-7 kWh per sq. m per day. Solar photovoltaic power can effectively be harnessed providing huge scalability in India. Solar also provides the ability to generate power on a distributed basis and enables rapid capacity addition with short lead times. Off-grid decentralized and low-temperature applications will be advantageous from a rural application perspective and meeting other energy needs for power, heating and cooling in both rural and urban areas. From an energy security perspective, solar is the most secure of all sources, since it is abundantly available. Theoretically, a small fraction of the total incident solar energy (if captured effectively) can meet the entire country's power requirements.

There has been a visible impact of solar energy in the Indian energy scenario during the last few years. Solar energy based decentralized and distributed applications have benefited millions of people in Indian villages by meeting their cooking, lighting and other energy needs in an environment friendly manner. The social and economic benefits include reduction in drudgery among rural women and girls engaged in the collection of fuel wood from long distances and cooking in smoky kitchens, minimization of the risks of contracting lung and eye ailments, employment generation at village level, and ultimately, the improvement in the standard of living and creation of opportunity for economic activities at village level. Further, solar energy sector in India has emerged as a significant player in the grid connected power generation capacity over the years. It supports the government agenda of sustainable growth, while, emerging as an integral part of the solution to meet the nation's energy needs and an essential player for energy security.

National Institute of Solar Energy has assessed the Country's solar potential of about 748 GW assuming 3% of the waste land area to be covered by Solar PV modules. Solar energy has taken a central place in India's National Action Plan on Climate Change with National Solar Mission as one of the key Missions. National Solar Mission (NSM) was launched on 11th January, 2010. NSM is a major initiative of the Government of India with active participation from States to promote ecological sustainable growth while addressing India's energy security challenges. It will also constitute a major contribution by India to the global effort to meet the challenges of climate change. The Mission's objective is to establish India as a global leader in solar energy by creating the policy conditions for solar technology diffusion across the country as quickly as possible. The Mission targets installing 100 GW grid-connected solar power plants by the year 2022. This is line with India's Intended Nationally Determined Contributions (INDCs) target to achieve about 40 percent cumulative electric power installed capacity from non-fossil fuel based energy resources and to reduce the emission intensity of its GDP by 33 to 35 percent from 2005 level by 2030.

In order to achieve the above target, Government of India have launched various schemes to encourage generation of solar power in the country like Solar Park Scheme, VGF Schemes, CPSU Scheme, Defence Scheme, Canal bank & Canal top Scheme,

Bundling Scheme, Grid Connected Solar Rooftop Scheme etc.

Various policy measures undertaken included declaration of trajectory for Renewable Purchase Obligation (RPO) including Solar, Waiver of Inter State Transmission System (ISTS) charges and losses for inter-state sale of solar and wind power for projects to be commissioned up to March 2022, Must run status, Guidelines for procurement of solar power through tariff based competitive bidding process, Standards for deployment of Solar Photovoltaic systems and devices, Provision of roof top solar and Guidelines for development of smart cities, Amendments in building bye-laws for mandatory provision of roof top solar for new construction or higher Floor Area Ratio, Infrastructure status for solar projects, Raising tax free solar bonds, Providing long tenor loans from multi-lateral agencies, etc.

Recently, India stands 4th in solar PV deployment across the globe as on end of 2021. Solar power installed capacity has reached around 61.97 GW as on 30th November, 2022. Presently, solar tariff in India is very competitive and has achieved grid parity.

### **Solar Energy Off – Grid**

Off-grid Solar PV Applications Programme is one of the oldest programmes of the Ministry aimed at providing solar PV based applications in areas where grid power is either not available or is unreliable. Applications such as solar home lighting systems, solar street lighting systems, solar power plants, solar pumps, solar lanterns and solar study lamps are covered under the programme.

Under the National Solar Mission, a target of 2000 MWp was kept for off-grid solar PV applications. Under the Phase-I of the Mission from 2010-13, a target of 200 MWp was kept against which 253 MWp was sanctioned and under the Phase-II from 2013 – 17, a target of 500 MWp was kept against which 713 MWp has been sanctioned. Under Phase-III of the Off-grid and Decentralised Solar PV Applications Programme, a target of 118 MW has been kept excluding solar pumps which are to be installed under PM KUSUM Scheme and solar home lights which are being taken up under 'Saubhagya' Scheme of Ministry of Power.

Solar pumps are an important component of the solar off-grid programme as it provides reliable irrigation facility in rural/remote areas of the country. Solar photovoltaic water pumping systems can easily meet the irrigation requirements of land holdings for small and marginal farmers. Therefore, solar pumps are being installed to replace the existing diesel pump used for irrigation.

Programme was first started by MNRE in the year 1992. From 1992 to 2014, about 11,600 solar pumps were installed in the country. During 2014-15, the Government allocated Rs. 400 crore for installation of one lakh solar pumps for irrigation and drinking water in the country. Till date, about 2.37 lakh solar pumps have been installed under the solar pump programme. Up to 30% of the benchmark cost of the solar pumps is provided as CFA under the Scheme.

Standalone solar pumps were part of the Off-grid and Decentralised Solar PV Applications Scheme up till 31.03.2017. Government have recently launched a new scheme named Pradhan Mantri Kisan Urja Suraksha evam Utthan Mahabhiyan (PM KUSUM) which aims install new standalone solar pumps in off-grid areas and to solarize existing grid connected agricultural pumps. This will provide farmers with reliable source of irrigation, increase farmers' income and their overall economic status and wellbeing.

Ministry is also implementing a scheme for 70 lakh Solar Study lamps, which aims to provide rural students with high quality and affordable clean light. Scheme is being implemented in 5 states viz., Assam, Bihar, Jharkhand, Odisha and Uttar Pradesh, which have more than 50% un-electrified households, as per census, 2011. Blocks with more than 50% kerosene dependent households are being covered under the scheme. Out of the total cost of lamp of about Rs. 450 per lamp, student has to pay only Rs. 100/- and the balance is provided as financial support from the Government.

Under Atal Jyoti Yojana(AJAY), Solar LED Street Lights in rural, semi-urban and urban areas are being installed in various States through 75% cost support from MNRE and balance 25% from MPLADS. The installation of Solar LED Street Lights ensure ample light in major roads, markets, public conveniences etc. in remote areas and would help the citizens of our country lead a safe and secure life.

### **Solar Energy Grid Connected**

Solar power sector in India has emerged as a fast-upcoming section in last few years. It supports the government agenda of sustainable growth, while, emerging as an integral part of the solution to meet the nation's energy needs and an essential player for energy security.

A target of installing 100 GW of grid connected solar power by 2022 has been kept. In order to achieve the above target, Government of India have launched various schemes to encourage generation of solar power in the country like Solar Park Scheme, VGF Schemes, CPSU Scheme, Defence Scheme, Canal bank & Canal top Scheme, Bundling Scheme, Grid Connected Solar Rooftop Scheme etc. Various policy measures are also undertaken to promote the grid connected solar power plants.

India has achieved 4<sup>th</sup> rank in the world in solar power deployment. As on 30-11-2022, solar projects of capacity of 61.97 GW has been commissioned in the country. The capacity of 61.97 GW includes 52 GW from ground-mounted solar projects, 7.82 GW from rooftop solar projects, and 2.09 GW from off-grid solar projects. With technological improvements, economy of scale and reduction in solar cell/ module prices solar tariff in India is now competitive and has achieved grid parity.

### **National Institute of Solar Energy (NISE)**

NISE is an autonomous specialized institute under the Ministry of New and Renewable Energy (MNRE), Government of India, mandated for research and development, solar component testing and certification, capacity building, and development of solar products and applications. The technical support of NISE complements the requirements of MNRE to become a self-reliable renewable power producing nation and accept the series of challenges intervened in amidst of implementation of the National Solar Mission (NSM). NISE has established in the solar energy sector through continuous efforts by developing newer technologies, developing standards, and catering to the changing needs in the industry. Furthermore, NISE envisions in accelerating the proliferation of the renewable energy sector by intently working together with the Government of India.

#### Major Activities of NISM

The main functions of the Institute include:

- i. Assisting the Ministry in implementing the NSM objectives through appropriate mechanisms, evolving Science & Technology (S&T) programmer and projects, managing special projects, overseeing and coordinating with all relevant stakeholder agencies in the pursuit of the above objectives.
- ii. The Institute is responsible for providing thrust to R&D in solar energy and related technologies under the Mission. It would facilitate work related to demonstration and technology validation projects. The Institute will also consider the sector-specific R&D needs to commercialize the solar applications. These target sectors could be buildings, rural areas, and industries for lighting and any other applications. The objective of solar application and R&D efforts should also target replacement of kerosene and diesel being used by the sectors stated
- iii. The Institute is responsible for R&D, resource assessment, training, testing/standardization work assigned to the Institute by the Ministry from time to time. It will maintain a data bank for use by industry and other institutions.
- iv. The Institute also undertakes R&D projects on different aspects of solar energy technologies, hybrid systems and storage techniques/systems.
- v. The internal administrative functions, international cooperation projects on research, training, and testing, technology validation are also undertaken by the institute.
- vi. The Institute also works as the Secretariat for the work of the R&D Advisory Council. The Solar Research Advisory Council facilitates the development of a technology roadmap and provides inputs on all matters related to R&D and capacity building to the Mission Steering Group. The Institute also works closely with the Solar Corporation of India set up by the Ministry for implementation of the Mission.
- vii. The Institution under the guidance of the Ministry and the Mission Steering Group is responsible for Coordination with the (i) other Canters of Excellence identified under the Mission, (ii) R&D projects funded in the field of solar energy in the country, (iii) other S&T Ministries/Organizations in the country.
- viii. The Institute strives to bridge the gap between existing R&D institutions and Industry, and get the Industry on board, through partnership programmer and projects.



- ix. The Institute collaborates with the international S&T organizations for R&D and capacity building activities in the areas of solar energy assigned to the Institute by the Ministry from time to time.
- x. The Institute keeps track of latest global developments based on technology forecasting and fore sighting relating to solar energy and related technologies including storage techniques and provides inputs to the Ministry and the Mission Steering Group for the accelerated development of the indigenous solar energy technologies and industry in the country.
- xi. The Institute also provides technical support to other R&D and testing organizations, as considered necessary.
- xii. The Institute assists the Ministry in preparation of a technology roadmap and the related S&T policies for effective implementation of the S&T component of the Mission.
- xiii. The Institute also coordinates the work of technical monitoring of projects covered under the S&T roadmap for the Mission and undertakes technical studies and evaluations.
- xiv. The Institute is eligible to receive research grants from MNRE, other Ministries/organizations including international funding to carry out various assigned tasks and R&D activities.
- xv. The Institute also supports capacity building and supports students, teachers, and research personnel to work for higher degrees including Ph.D. The Institute would develop suitable linkage with various academic and research organizations for this purpose.
- xvi. Any other tasks assigned by the Government from time to time.

(Source - <https://nise.res.in/about-us/about-nise/#page-content> )

### **Solar Energy Corporation of India Limited**

"Solar Energy Corporation of India Ltd" (SECI) is a CPSU under the administrative control of the Ministry of New and Renewable Energy (MNRE), set up on 20th Sept, 2011 to facilitate the implementation of National Solar Mission (NSM) and achievement of targets set therein. It is the only CPSU dedicated to the renewable energy sector. It was originally incorporated as a section-25 (not for profit) company under the Companies Act, 1956.

However, through an amendment by Government of India, the company has been converted into a Section-3 company, in 2015, under the Companies Act, 2013. The mandate of the company has also been broadened to cover the entire renewable energy domain.

In the present outlook of the RE sector, SECI has a major role to play in the sector's development. The company is one of the nodal agency for implementation of a number of schemes of MNRE. In addition, SECI has ventured into solar project development on turnkey basis for several PSUs/Government departments.

The company also has a Category 1 power trading license and is active in this domain through trading of solar power from projects set up under the schemes being implemented by it.

## OUR BUSINESS

*Some of the information in this section, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. Before deciding to invest in the Equity Shares, Shareholders should read this Draft Red Herring Prospectus. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with investment in the Equity Shares, you should read "Risk Factors" on page 25 for a discussion of the risks and uncertainties related to those statements, as well as "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 199 and 282 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 stated, the financial information used in this section is derived from our Restated Financial Statements.*

### COMPANY OVERVIEW

Our Company was originally incorporated on August 27, 1993 as a Private Limited Company as "Alpex Exports Private Limited" vide Registration No.13657 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Chandigarh. Subsequently, pursuant to a special resolution passed by the Shareholders at their Extraordinary General Meeting held on August 10, 2017, the name of our Company was changed to "Alpex Solar Private Limited" and a fresh Certificate of Incorporation was issued on September 07, 2017 by Registrar of Companies, Delhi. Subsequently pursuant to a special resolution passed by the Shareholders at their Extraordinary General Meeting held on August 16, 2023, our company was converted from a Private Limited Company to Public Limited Company and consequently, the name of our Company was changed to "Alpex Solar Limited" and a Fresh Certificate of Incorporation dated September 01, 2023 was issued to our company by Registrar of Companies, Delhi. The Corporate Identification Number of our Company is U51909DL1993PLC171352. For further details of change in name and change in Registered Office of our Company, please refer to section titled 'Our History and Certain Other Corporate Matters' beginning on page 165 of this Draft Red Herring Prospectus.

Unless otherwise stated, all references in this section to "Alpex" or "the Company" or "our Company" or "we" or "our" or "us" are to Alpex Solar Limited'.

### BUSINESS OVERVIEW

Alpex is a solar photovoltaic (PV) module manufacturer in North India. Our PV modules are manufactured using both monocrystalline and polycrystalline cell technologies. Our portfolio of solar energy products consists of bifacial, mono perc, Half-cut solar PV modules. We also provide integrated solar energy solutions, including engineering, procurement, construction (EPC) of AC/DC Solar Pumps in both Surface and Submersible categories.

We manufacture and deliver solar panels in the B2B space and also serve as a contract manufacturer for several large companies, including Luminous, Jakson, and Tata Power. Our solar panels are delivered to companies, with a specific focus on EPC companies such as Solarworld Energy Solutions Pvt Ltd, BVG India Limited, Tata Power, Hild Energy Private Limited, and Shakti Pumps India Limited. These companies install our solar panels at their clients' locations after securing orders. As for solar water pumps, we target the B2C segment. We begin by applying for tenders in respective states, and if we succeed in winning the tender, we proceed to assess the installation site and subsequently install solar water pumps at the designated locations.

We currently operate from one manufacturing facility in Greater Noida, situated at Plot Number I-25, 26, 27, Surajpur Industrial Area, Site – V, Kasna, Greater Noida, and we have additional offices located in various cities, including New Delhi, Haryana, Chhatisgarh, Mumbai, Ludhiana, Nalagarh (Himachal Pradesh), Jaipur, and Tirupur (Tamil Nadu).

Our manufacturing unit is equipped with world-class PV manufacturing lines from worldwide suppliers. The fully automatic robotic plants currently have a manufacturing capacity of 450MW, with plans to increase it to 1GW. We have a workforce of 196 people and more than 15 years of industry experience.

Our Plant is approved after undergoing rigorous quality and production process due diligence by numerous government and private companies, including Tata Power, Luminous Power, Jakson Power, as well as government agencies such as NTPC, NHDC, Haryana Renewable Energy Development Agency (HAREDA), Chhattisgarh State Renewable Energy Development Agency (CREDA), Punjab Energy Development Agency (PEDA), Rajasthan Agricultural Competitiveness Project (RACP), and HP Saur Sinchai Yojana.

Mr. Ashwani Sehgal is the Managing Director and a promoter of the company also serves as the **President** of the Indian Solar

Manufacturers Association (ISMA). Where he plays a pivotal role in advocating for government policies that favor solar manufacturers. Our promoters along with support of our key management personnels and dedicated employees base manage and control the major affairs of our business operations with their dedications and commitment management personnels and thus our modules are certified for quality and reliability by TUV labs and hold certifications from TUV, Solar PLC, BIS, and ALMM. They come with a warranty for 25 years of power generation.

Our Company has been accredited with various quality certifications such as ISO 14001:2015 and Certificate number - KAEM202307012, ISO 45001: 2018 and Certificate number - KAOH202307009, and ISO 9001: 2015 and Certificate number - KQM202307016 certified by KVQA Assessment Pvt Ltd, Manufacturing and Assembly of Solar Photo Voltaic Modules / Panels, Solar Power Generating Systems (Covering Off Grid, On Grid & Hybrid Solar Power Plants), Solar Pumping Systems and Bureau of Indian Standards Certificate harmonious development of the activities of standardization, marking and quality certification of goods and for matters connected therewith or incidental.



#### Key Performance Indicators of Our Company

Particular	Sep 2023	FY 2022-23	FY 2021-22	FY 2020-21
Revenue from Operations	21,276.36	19,468.01	16,556.14	14,853.26
EBITDA	1,460.89	1,270.02	692.45	1,013.49
EBITDA margin (%)	6.87	6.52	4.18	6.82
ROCE (%)	25.15	18.81	2.79	13.24
PAT margin (%)	3.57	1.94	0.12	2.13
ROE (%)	16.79	9.55	0.52	8.39
Net working capital days	39	47	61	61

**Note**  
mention formula of all the metrics

*EBITDA Margin % = EBITDA / Revenue from Operations*

*Return on Capital Employed = EBIT / (Total Equity + Total Long-Term Debt)*

*Profit After Tax Ratio = Profit After Tax / Revenue from Operations*

*Return on Equity Ratio = Profit After Tax / Total Equity*

*Net working capital days = 12 / Revenue from Operations / (Total Current Assets – Total Current Liabilities) \*30 days*

## OUR VISION AND MISSION

OUR VISION	OUR MISSION
<p>We are committed to driving the renewable energy revolution forward, ensuring a brighter and cleaner future for generations to come.</p> <p>Our vision is to use cutting edge technology and Global Invaluable Experience to produce most efficient solar modules at the most cost-effective prices.</p>	<p>The primary mission of Alpex Solar is to facilitate the transition to clean and sustainable energy by producing high quality and cost-effective solar modules that harness the power of the sun to generate electricity. This mission contributes to a reduction in greenhouse gas emissions and dependence on fossil fuels.</p> <p>Along with Environmental Responsibility, the mission is Job Creation and Economic Growth</p>

## OUR PRODUCT PORTFOLIO

- C. Manufacture Solar Photovoltaic (PV) module.
- D. (EPC) Engineering, Procurement, Construction of Solar PV Water Pumps

### A. Manufacturer Solar Photovoltaic (PV) module

**Solar Cells** - Photovoltaic cells in solar PV modules are made of silicon, which is a material that is highly efficient at converting sunlight into electricity. The cells are connected in series and parallel to increase the voltage and current, respectively. The resulting electrical output is then used to power electrical devices and charge batteries. The raw materials and components used in the manufacture of our PV modules are solar cells which we currently procure primarily from India and other countries.

**Solar PV Module** - Solar PV module, also known as a solar panel or photovoltaic module, a solar module is a single photovoltaic panel that is an assembly of connected solar cells. The solar cells absorb sunlight as a source of energy to generate electricity. Our PV modules are manufactured by using polycrystalline and monocrystalline cell technologies. Our portfolio of solar energy products consists of the following solar PV modules.

#### 1. Mono-crystalline Solar Modules

Monocrystalline solar modules, also referred to as monocrystalline solar panels, consist of solar cells made from a single crystal structure of silicon. These modules are renowned for their exceptional efficiency in converting sunlight into electricity, making them an ideal choice for applications with limited space. Monocrystalline panels typically feature a sleek and uniform black or dark blue appearance, which adds to their aesthetic appeal, especially in residential installations. Additionally, they are suitable for commercial and utility-scale solar projects, contributing significantly to clean energy production and the reduction of greenhouse gas emissions.

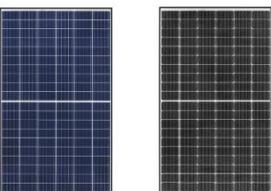
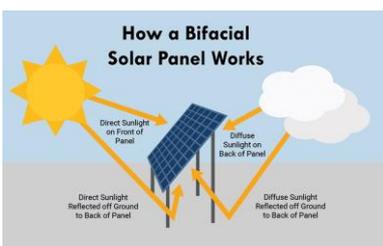


## 2. Polycrystalline Solar Modules

Polycrystalline solar modules, also known as polycrystalline solar panels or multicrystalline solar panels composed of multiple silicon crystals. They are cost-effective but less efficient than monocrystalline panels, converting sunlight into electricity at a slightly lower rate. These panels are known for their durability, making them a popular choice for various solar energy applications. They perform well in high-temperature conditions and have a lifespan of 25 years or more with proper maintenance. Polycrystalline solar modules are used in residential, commercial, and utility-scale solar installations.



"There are further subcategories of PV panels based on advanced technologies that utilize both polycrystalline and monocrystalline cell technologies.

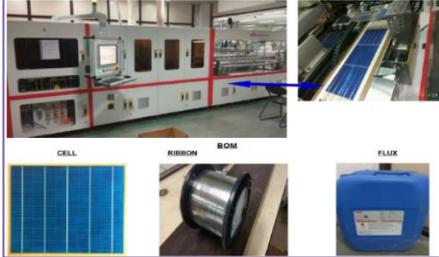
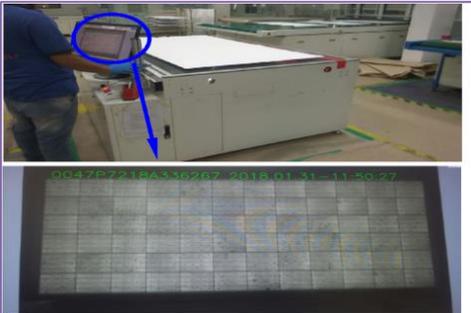
<p style="text-align: center;"><b>Mono Perc Solar Panel</b></p> 	<p>MONO PERC solar panels utilize monocrystalline cells with Passivated Emitter Rear Cell (PERC) technology, achieving high efficiency in converting sunlight into electricity. They are space-efficient, durable, and ideal for limited rooftop areas. These panels offer a long lifespan with warranties often exceeding 25 years, making them a reliable choice for sustainable energy generation, reducing carbon emissions.</p>
<p style="text-align: center;"><b>Half-Cut Solar Panels</b></p> 	<p>Half-cut solar panels are a type of photovoltaic module where solar cells are divided into two separate halves, each operating independently. This design enhances efficiency, reduces shading effects, improves temperature tolerance, and enhances reliability. They are particularly advantageous in situations with partial shading or varied cell performance.</p>
<p style="text-align: center;"><b>Bi-facial Solar Panels</b></p> 	<p>Bifacial solar panels have been designed to absorb light from both sides of the solar panel, making them more efficient than traditional one-sided panels. Bifacial panels can be either polycrystalline or monocrystalline and are installed in the areas where we have the reflection of light from the ground as well. These modules are slightly expensive than the one-sided modules. In India, many developers have started using these modules but it is restricted to the areas which have a reflective surface.</p>

Our upcoming product portfolio consists of two following series **NIKKO MBB Series\*** and **DIAMOND Series**.

<p>Under Nikko MBB Series, the said products are manufactured: -</p>	<p>(520 - 555W) Mono Perc Crystalline – 72*2 Half Cut Cells</p>
	<p>(480 - 515W) Mono Perc Crystalline – 66*2 Half Cut Cells</p>
	<p>(440 – 475W) Mono Perc Crystalline – 60*2 Half Cut Cells</p>
<p>Under Diamond Series, the said products are manufactured: -</p>	<p>(315 – 345W) Poly Crystalline – 72 Cells</p>
	<p>(150 – 170W) Poly Crystalline – 36 Cells</p>
	<p>(375 – 400W) Poly Crystalline – 72 Cells</p>
	<p>(175 – 200W) Mono Perc Crystalline – 36 Cells</p>

\*Currently under implementation

**Manufacturing Process of Solar PV Panel**

	<p><b>Raw Material Procurement</b></p> <ul style="list-style-type: none"> <li>Procure all the necessary raw materials required for the solar PV panel manufacturing process, ensuring they meet the required specifications and quality standards</li> </ul>
	<p><b>Stringing of Cell</b></p> <ul style="list-style-type: none"> <li>Arrange solar cells in the desired configuration and string them together according to the panel specifications</li> </ul>
	<p><b>Bussing &amp; Layout</b></p> <ul style="list-style-type: none"> <li>Connect the strung solar cells using busbars and arrange them in the desired layout or configuration for the solar panel</li> </ul>
	<p><b>EL TESTING</b></p> <ul style="list-style-type: none"> <li>Perform Electroluminescence Testing to detect any defects or irregularities in the solar cells</li> </ul>
	<p><b>Lamination Input Section</b></p> <ul style="list-style-type: none"> <li>Prepare the solar cells for lamination by ensuring they are properly aligned and ready for the lamination process</li> </ul>



### Lamination Output Section

- ☐ Laminate the prepared solar cells to encapsulate them securely and protect them from environmental factors.



### Trimming Section

- ☐ Trim the laminated solar cells to the required size and shape, ensuring they meet the panel specifications



### Visual Inspection Stage

- ☐ Conduct a thorough visual inspection of the trimmed solar cells to ensure they meet the desired quality standards.



### Sealant Dispensing

- ☐ Use an automatic machine to dispense silicon sealant to enhance the durability and weather resistance of the solar panel.



### Framing

- ☐ Fix the frame onto the solar panel using an automatic framing machine to provide structural support and protection.

 <p>ELECTRIC QUALIFIED PALLET TESTING (BY CURVE)</p>	<p><b>Testing (Sun Simulator Testing)</b></p> <ul style="list-style-type: none"> <li>Perform testing using a sun simulator to verify the electrical performance and efficiency of the solar PV panel.</li> </ul>
	<p><b>Post EL Test</b></p> <ul style="list-style-type: none"> <li>Conduct additional Electroluminescence Testing after framing to ensure the panel integrity post-framing</li> </ul>
 <p>CARTON BOX    STRAPPING    BOM USED    CLINKING SHEET    PALLET</p>	<p><b>Packing</b></p> <ul style="list-style-type: none"> <li>Pack the solar PV panels according to customer specifications, ensuring proper protection during transportation and storage</li> </ul>
 <p>06-02-2018 15:07</p>	<p><b>Dispatch</b></p> <ul style="list-style-type: none"> <li>Load the packaged solar PV panels into the delivery vehicles using a forklift and dispatch them to the customers as per the agreed schedule</li> </ul>

**B. EPC - AC/DC SOLAR WATER PUMPS**

**EPC OF SOLAR WATER PUMPS (Engineering, Procurement, and Construction)**

Engineering, Procurement, and Construction (EPC) of solar water pumps involves a full cycle of designing, acquiring materials, and constructing solar-powered water pumping systems. EPC service provider is responsible for delivering a complete Photovoltaic (PV) power plant to the Asset Owner, handling all aspects from designing till commissioning and ensuring that the system performs to achieve the desired results.

EPC of Solar Water Pumps divided into following Phases:

**Engineering:** This phase involves the detailed planning and design of the solar energy system, including determining the optimal direction and placement of solar panels, electrical systems, and other components to maximize energy generation.

**Procurement:** During this stage, all the necessary materials and equipment, such as AC/DC water pumps of desired capacity, solar panels, inverters, mounting structures, wiring, Pipes and other items, are sourced and procured for the project.



**Construction:** The actual installation of the solar energy system takes place in the construction phase. This includes assembling and installing solar panels, connecting them to the controller, and ensuring the system operates efficiently and safely.

## TYPES OF SOLAR WATER PUMPS

AC/DC solar water pumps are a type of water pump that can be powered by both alternating current (AC) and direct current (DC) electricity sources. These pumps are primarily designed to be powered by solar panels. Solar panels generate DC electricity from sunlight, which can be used directly to power DC pumps or converted to AC power using an inverter for AC pumps.

**DC Pumps:** DC solar water pumps are specifically designed to run on direct current. They are highly efficient and suitable for solar power applications because they can directly use the electricity generated by solar panels without the need for an inverter.

**AC Pumps:** AC solar water pumps are designed to run on alternating current, similar to traditional electric pumps. They require an inverter to convert the DC power generated by solar panels into AC power. This makes them suitable for larger water supply systems, such as agricultural irrigation or supplying water to residential and commercial properties.

## SCENARIO BEFORE SOLAR WATER PUMPS

India's agriculture sector is heavily dependent on monsoons for natural irrigation. Pumps are used as an artificial means to provide water for irrigation. Farmers rely on grid electricity or diesel gen-sets to run the pump, which leads to huge delays and economic stress. Hence, for our farmers, an effective irrigation system such as the Solar Water Pump is a great boon. It increases their crop yield and also help them in taking advantage of multiple crops in a year, by ensuring a reliable and perennial supply of water to their fields.

## WHAT WE DO

Our Company offers both DC and AC range of Solar Water Pumps in both Surface and Submersible categories. These pumps help reduce farmers' dependency on expensive fuels and their maintenance costs as opposed to conventional irrigation systems.

Alpex Solar is involved in the business of Engineering, Procurement, and Construction (EPC) of AC/DC solar water pumps. Primarily, our company procures essential raw materials such as pumps set, batteries, cables, pipe, wiring, and connectors. Furthermore, we utilize our in-house solar panels. With these raw materials in hand, we embark on the meticulous assembly process, culminating in the creation of efficient AC/DC solar pumps. Alpex Solar offers a complete range of 2/3.5/7.5/10 HP solar water pumps in both surface and submersible categories, featuring highly efficient AC/DC solar pumps.

Alpex Solar Pumps have made a significant impact in the states of Haryana, Rajasthan, Punjab and Chhattisgarh, bringing high-quality solar pump solutions to the forefront. Our diverse range of solar pumps, including solar agricultural pumps, solar deep submersible pumps, and solar mini pumps, serves a multitude of purposes, Alpex Solar Pumps have become indispensable in these regions. Remarkably, we've already surpassed the installation of over 4000 plus solar pumps, and this number continues to rise, underlining our commitment to delivering sustainable and eco-friendly solutions to communities in need.

## Why Most of The Place Farmer Ask for The Solar Water Pump Set

In many villages, farmers receive power from the grid for only a few hours each day, mostly during the night. As a result, their water needs are not adequately met due to the limited availability of grid power. Farmers require more water for their crops. Furthermore, the primarily nighttime power availability negatively impacts their health as they work during the night and face significant risks such as snake bites. Solar water pumps operate from sunrise to sunset, ensuring not only sufficient water but also enabling farmers to work in the fields during the day. This promotes their health and overall energy levels. Solar water pumps are highly cost-effective as farmers do not have to pay any amount to the DISCOMs

## Details of AC/DC Solar water Pumps Projects for Last three years

HARYANA			
Year	Pump – AC/DC	Pump Sub Type	Pump Capacity (HP)
2020-2021	11 AC Pumps	15 Submersible	3,5,7.5 HP
	67 DC Pumps	63 Surface	
2021-2022	7 DC Pumps	7 Surface	3,5 HP

2022 – 2023	468 AC Pumps	110 Submersible	3,5,7.5 HP
	1077 DC Pumps	967 Surface	
2023-2024	53 AC Pumps	100 Submersible	3,7.5,10 HP
	160 DC Pumps	113 Surface	
<b>Total</b>	<b>1843 AC/DC pumps Installed</b>		

PUNJAB			
Year	Pump – AC/DC	Pump Sub Type	Pump Capacity (HP)
2020-2021	386 AC Pumps	156 Submersible	3,5,7.5 HP
		233 Surface	
2022 – 2023	199 AC Pumps	123 Submersible	3,5,7.5 HP
		76 Surface	
<b>Total</b>	<b>585 AC/DC pumps Installed</b>		

CHHATTISGARH			
Year	Pump – AC/DC	Pump Sub Type	Pump Capacity (HP)
2020 - 2021	183 DC Pumps	183 Submersible	3,5 HP
	17 DC Pumps	17 Surface	
2021 - 2022	242 DC Pumps	242 Submersible	3,5 HP
	7 DC Pumps	7 Surface	
<b>Total</b>	<b>449 DC pumps Installed</b>		

## PROCESS OF EPC OF AC/DC SOLAR WATER PUMP

### 1. Initiation and Tender Application

The process commences when the state government initiates a tender scheme. Our company, seizing this opportunity, diligently prepares and submits a tender application with the specified financial amount, meeting Tender's Technical and Financial Strength and capabilities in AC/DC solar pump projects.

### 2. Tender Award and Work Orders

Upon successfully winning the tender, the state government awards our company the project and issues official work orders, affirming our responsibility for the EPC of AC/DC solar pumps within the designated project area.

### 3. Site Survey

Our company promptly conducts a thorough site survey to assess the project area, identifying key requirements and potential challenges. All of this information is then incorporated into the engineering and design of the pumps. This step is vital for effective project planning and execution.

### 4. Raw Material Procurement

Following the site survey, we meticulously procure essential raw materials necessary for the solar pump installation, ensuring that we acquire high-quality materials that meet project specifications. Mostly, except for the critical parts, most of the low cost but high-volume items are procured locally to reduce the cost impact and thus have better profitability

### 5. Project Preparation and Timeline Adherence:

With a keen focus on adhering to the stipulated timeline, our team efficiently organizes and prepares for the project, streamlining activities in alignment with the work order requirements.

### 6. Pre-Dispatch Inspection (PDI):

State authorities conduct a comprehensive Pre-Dispatch Inspection (PDI) to validate the readiness and compliance of the project components. Our team cooperatively facilitates the PDI, ensuring that all aspects meet the specified standards and regulations.

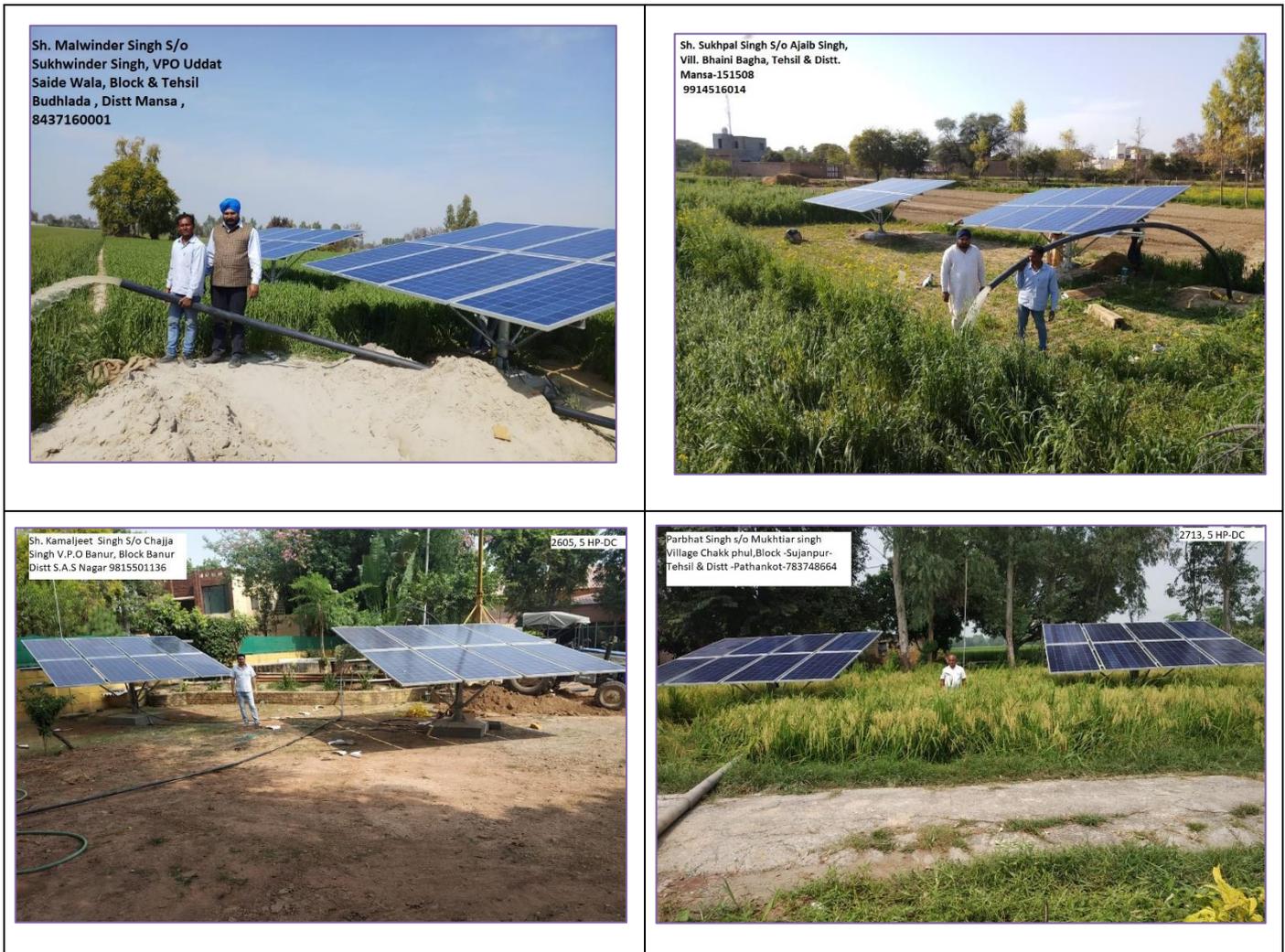
## 7. PDI Report Submission:

Subsequently, we diligently compile and submit a comprehensive PDI report, summarizing the inspection findings and addressing any concerns or recommendations raised during the inspection process.

## 8. Installation at Farmer's Land:

Upon approval and acceptance of the PDI report, our skilled technicians proceed to install the AC/DC solar water pumps at the designated land areas of the respective farmers. The installation process adheres to best practices, safety guidelines, and efficient project management principles.

### PROJECTS OF SOLAR PUMPS:





### Benefits of solar Pumps

- ❑ No dependence on erratic grid power and saving on expensive diesel
- ❑ Higher yield during the day when crop gets all the necessary ingredients – sunlight and water
- ❑ Water output across all season to cultivate multiple crops every year
- ❑ One time investment and then zero running cost (free sunlight) for many years to come
- ❑ Easy for farmers to cultivate the land during day time rather than at night time when grid is erratic.
- ❑ Solar system needs no maintenance excepts regular cleaning of the modules – no consumables, easy to operate
- ❑ Contribution to reduction of Carbon emission and Pollution.

### MACHINERY

To maintain the quality of our products, we have installed quality machinery/Equipment at our plant site. We have a range of machines for the manufacturing process. The details of the machines are as follows

S.no	Equipment	Image	Usage
1.	Glass Loader Conveyor		❑ Glass loaders are used in solar panel manufacturing to automate the safe and efficient handling and placement of fragile glass sheets
2.	Eva And Tedlar Cutter Machine – 1 & 2		❑ Eva and Tedlar Cutter Machines use for trimming of EVA (Ethylene Vinyl Acetate) and Back sheets

3.	Auto Ribbon Cutter Machine		 Auto Ribbon Cutter Machines are used to precisely and efficiently cut Busbar ribbons
4.	Solar Cell cutter Machine		 Solar Cell Cutter Machine is a specialized tool used to cut and shape solar cells in the manufacturing of solar panels, ensuring uniform size and quality for optimal energy production
5.	Assembler Machine		 assembler is responsible for the precise assembly of solar panel components, including solar cells, glass, encapsulation materials, and frames, ensuring the creation of functional and efficient solar panels for power generation
10	Auto Layup, Robotic		 String Placing and alignment on Solar Glass.

11	Auto Conveyor Line		 <p>Auto conveyor lines in the solar industry are essential for the automated transportation of solar panels during the production process, facilitate the movement of solar panels between different manufacturing stages</p>
12.	El Tester		 <p>Electroluminescence Tester, is Visual Check to detect defects, cracks, or malfunctions in solar cells and panels&amp; Visual Check</p>
13.	Solar Module Laminator		 <p>Laminators in the solar industry are essential for encapsulating and sealing solar cells between protective layers, enhancing durability and performance while safeguarding against environmental factors</p>
18.	Framing Machine		 <p>Framing machines in the solar industry are utilized to securely encase solar panels within durable frames, providing structural support, protection, and ease of installation</p>
19	Sun-Simulator		 <p>Sun simulators in the solar industry replicate natural sunlight conditions for testing solar panels and cells, ensuring their performance and efficiency under various light conditions.</p>

20	Solar Cell Tester		 <p>A Solar Cell Tester is used to assess the electrical characteristics and quality of individual solar cells, ensuring they meet performance standards and are suitable for use in solar panel assembly</p>
21	HI-POT Tester		 <p>HI-POT tester is employed to assess the insulation integrity of electrical components and wiring in solar panels, ensuring safety and reliability by detecting potential defects and electrical leaks</p>
22	Hot Air Oven		 <p>HOT air oven is used for curing and bonding various materials like encapsulants, back sheets, and adhesives, ensuring strong and durable connections within solar panels</p>
23	Transformer		 <p>Power Distribution</p>

24	A.C Power Generator - 1		 Electricity
25	A.C Power Generator - 2		 Electricity
26	Air Compressor  (we have four Air Compressor)		 Air Supply
27	AC Machine-1 (16.5 Ton)  AC Machine-2 (16.5 Ton)		 Temperature Maintaining



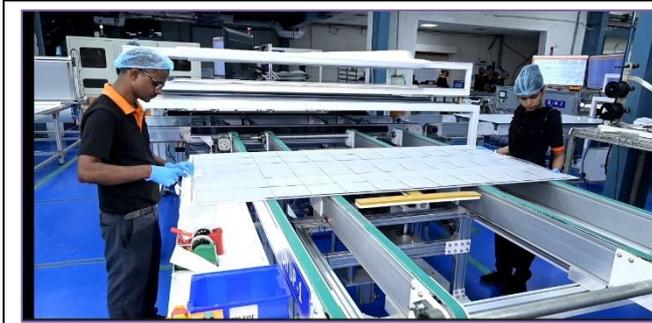
28	Cooling Tower		 Cool Water Supply
29	UPS		 Electricity Back up
31	Sealant Dispenser – 1 & 2		 Sealant dispenser is utilized to apply precise amounts of sealant or adhesive materials to ensure proper sealing and bonding of various components in solar panels, enhancing their durability and weather resistance
32	Fork Lift		 Material Movement, Loading & Un loading

**OUR MANUFACTURING FACILITIES**

Our Company has One manufacturing facilities situated at:

Unit Name	Address
Manufacturing House	Plot number I-25, 26, 27, Surajpur Industrial Area, Site-V, Kasna, Greater Noida

For further details, kindly refer to the section titled; "Our Properties" mentioned below.



## INSTALLED CAPACITY

Below are the details of the installed and the utilized capacity of our company:

Machinery	TYPE	MW/MONTH	MW/YEAR	MAKE	MODEL
Assembler -1	Stringer	13.4244	161.0928	Lead	LDTs-4000
Assembler- 2	Stringer	10.4412	125.2944	Lead	LDTs-3000
Assembler-3	Stringer	8.2038	98.4456	Lead	LDTs-2400
Assembler-4	Stringer	8.2038	98.4456	Lead	LDTs-2400
Assembler-5	Stringer	4.4748	53.6976	Sunny World	LTS-1800
<b>Total String Capacity</b>			<b>536.98 MW</b>		

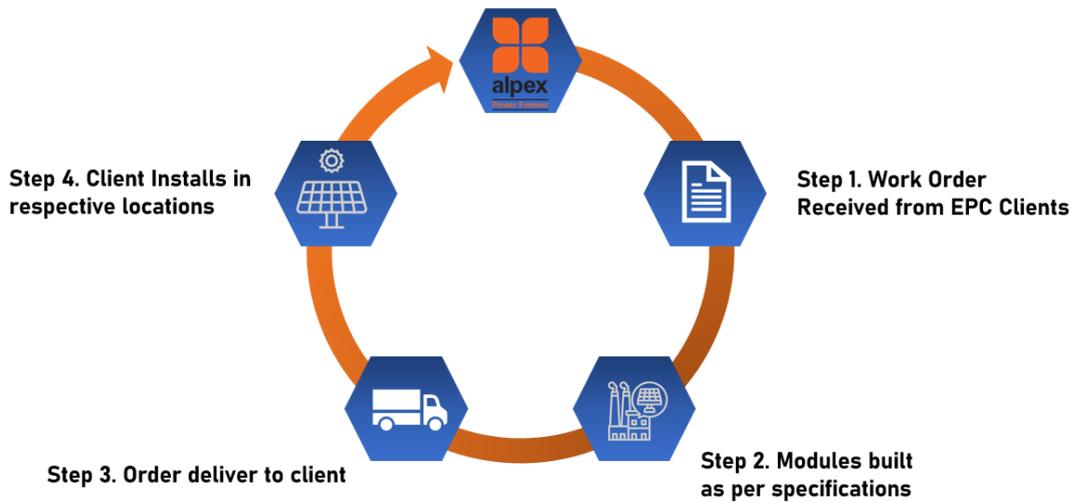
Machinery	TYPE	MW/MONTH	MW/YEAR	MAKE	MODEL
Laminator-1	Lam	8.50176	102.02112	Boost Solar	BSL23360AC-H
Laminator-2	Lam	8.50176	102.02112	Boost Solar	BSL23360AC-H
Laminator-3	Lam	8.50176	102.02112	Boost Solar	BSL23360AC-H
Laminator-4	Lam	8.50176	102.02112	Boost Solar	BSL23360AC-H
Laminator-5	Lam	4.25088	51.01056	Boost Solar	BSL23360AC
<b>Total Lamination Capacity</b>			<b>459.1 MW</b>		

The above figures are certified by Deepak, Chartered Engineer, Associated Member (AM151755-7) Institute of Engineers (India) dated October 28, 2023.

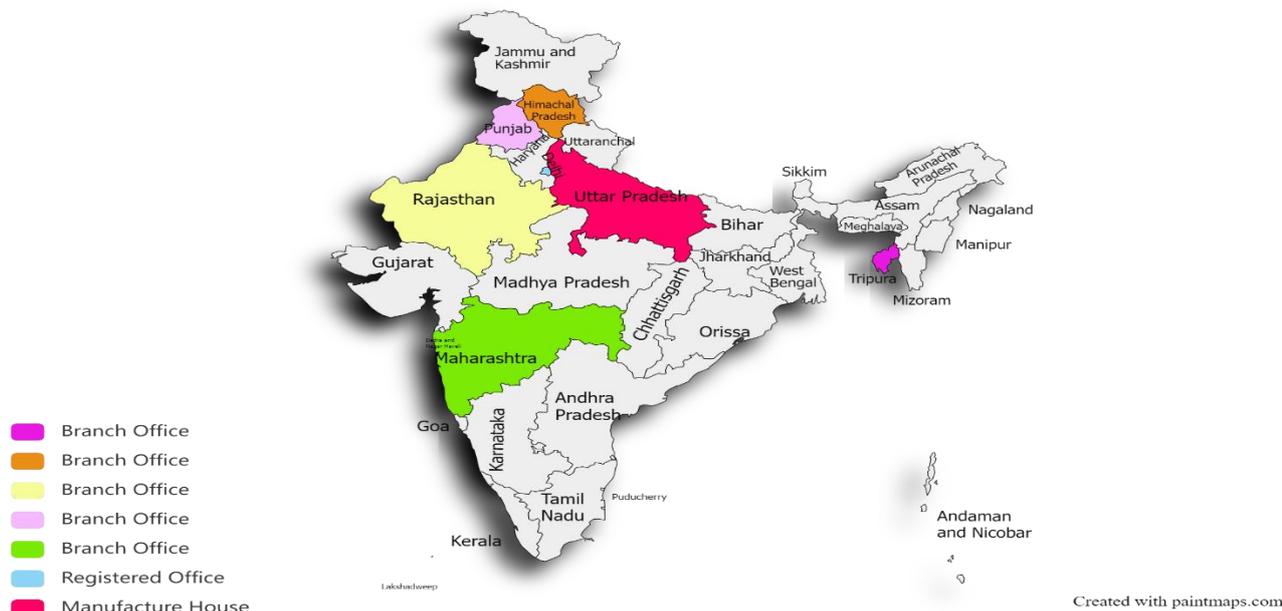
## OUR BUSINESS MODEL

Alpex Solar Limited revolves around providing high-quality PV modules to various contract manufacturers, EPC (Engineering, Procurement, and Construction) companies and also to the Project Developers as the case may be. Through EPC firms are our primary clientele, and they purchase our solar PV modules from us. Subsequently, these companies undertake the responsibility of installing our solar PV modules at the designated locations where they have secured orders. This approach allows for a seamless and efficient process, enabling the widespread adoption of solar energy while catering to the specific needs and requirements of our customers

Most of the time, the EPC player has to get our plant approved by the Developer. This ensures that the modules the EPC player is installing meet the standards of high-quality PV modules. Our company is approved by many private and public sector developers, such as SCCL, BVG India, Luminous, Solar World, Tata, Hild Energy, Saatvik, Jakson, NTPC, SJVN, NHDC, and various export customers, for modules. Additionally, we are approved by HAREDA, PEDDA, RHDS, CREDA, and the Department of Agriculture Himachal Pradesh for solar pumps.



## OUR GEOGRAPHICAL PRESENCE



Unit Name	Address
Registered Office	B-79 Shivalik Enclave Near Malviya Nagar New Delhi DI 110017
Corporate Office	Plot No I 26 Site 5Surajpur Industrial Area, I.A. Surajpur, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201306
Manufacturing House	Industrial Property No I-25 & 26, Site – 5, UPSIDC, Greater Noida, Distt Gautam Buddh Nagar, Uttar Pradesh
Warehouse House	Plot No I-27, Site – 5, Surajpur, Kasna, Greater Noida, Gautam Budh Nagar, Uttar Pradesh
Branch Office	Maithili’s Signet on Plot No. 39/4, Sector 30-A, vashi, Navi Mumbai
Branch Office	118 B, Kitchlu Nagar, Ludhiana-141001, Punjab, India
Branch Office	Mauza Berson, Hadbast No. 111, Tehsil Nalagarh, Solan, Himachal Pradesh
Branch Office	425, 4th floor Rama Magneto Mall, Shrikant Verma Marg, Zilla Bilaspur, Chhattisgarh- 495004
Branch Office	H. No. 3126/172A, 1st Floor, Circular Road, Opp, bus stand, Rewari Tehsil and Distt. Rewari (Haryana)
Branch Office	AD- 6C, Devi Marg, Banipark Jaipur, Rajasthan (India), Pin-302018
Branch Office	52/32, C KPN Colony, 4th Street, Behind Nalini Hospital, Tirupur-641601

## TALENT BEHIND SUCCESS OF ALPEX

	<p><b>Mr. Satish Gupta is Chief Financial Officer</b> - brings over 35 years of diverse experience, with a notable 17-year tenure in the renewable energy sector, including his previous role as Group Chief Financial Officer for Tata Power's Renewable business. Over the past 17 years, He has consistently excelled in building and maintaining crucial relationships with financial institutions, government agencies, and corporate decision-makers. His strengths lie in strategic management, creative problem-solving, and adeptness in financial and regulatory matters. He holds a B. Com Hons degree from Delhi University and is a certified ICWA professional</p>
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	<p><b>Mr. Ramjee Gupta is AVP Marketing</b> - Mr. Ramjee Gupta, AVP Marketing, is a seasoned professional with 28 years of experience, including an impressive 24-year tenure at Alpex Group. He holds a unique combination of qualifications, with a background in Software Engineering and a Master's in Business Administration. His career journey began in textile yarn and needle sales, but he transitioned to the solar modules sector as Alpex ventured into this field. With over 14 years of expertise in solar module sales at Alpex Solar, he excels in driving business growth, enhancing profitability, and increasing sales. Ramjee is known for his innovative thinking, data-driven decision-making, and fostering a culture of commitment and success. His leadership qualities encompass sales management, strategic planning, marketing, new business development, P&amp;L management, and effective customer and supplier relations.</p>
	<p><b>Lakhan Singh</b>, at 56 years old, has been heading the plant (AVP-Manufacturing) at Alpex Solar Limited since July 2020. With a Bachelor's Degree in Electrical Engineering and over 34 years of extensive experience, he holds overall responsibility for high-quality photovoltaic solar panel production, focusing on cost efficiency, productivity, and technology upgrades in line with market trends. Prior to his role at Alpex, he served as General Manager at Indosolar Limited, overseeing the installation of a 500 MW photovoltaic solar cell production system and championing Total Quality Management (TQM) to enhance productivity and reduce manufacturing costs. He also led the manufacturing plant at Phoenix Lamps Ltd. for 16 years, setting quality standards and implementing SAP in the automotive lighting technology industry. He is a master of manufacturing with advanced technologies in high-throughput industries.</p>

### APPROVED LIST OF MODELS AND MANUFACTURERS (ALMM)

Our company's modules have met the required standards and have been officially registered on the Approved List of Models and Manufacturers. This registration is valid until November 9, 2023\* after which we need to undergo a revaluation or renewal process to maintain their status on the list. This registration is likely important for demonstrating the quality, safety, or compliance of your products within a specific industry or regulatory framework.

Type of Module	Applied Model	Enlisted Models	No. of Cells in Module	System Voltage (in Volt)	Validity	
					From	To
Multi C-Si Modules	ALP40C-P36 (40Wp)	ALP40C-P36	36 (Cut Cells)	600	10.11.2021	09.11.2023
Multi C-Si Modules	ALP55C-P36 (55Wp)	ALP55C-P36	36 (Cut Cells)	600	10.11.2021	09.11.2023
Multi C-Si Modules	ALP80C-P36 (80Wp)	ALP80C-P36	36 (Half-Cut Cells)	600	10.11.2021	09.11.2023
Multi C-Si Modules	ALP110C-P36 (110Wp)	ALP105C-P36	36 (Cut Cells)	600	10.11.2021	09.11.2023
		ALP110C-P36				
		ALP115C-P36				
Multi C-Si Modules	ALP165W (165Wp)	ALP160W	36 (Full Cells)	1500	10.11.2021	09.11.2023
		ALP165W				
		ALP170W				
Multi C-Si Modules	ALP295W (295Wp)	ALP285W	66 (Full Cells)	1500	10.11.2021	09.11.2023
		ALP290W				
		ALP295W				
		ALP300W				
		ALP305W				
Multi C-Si Modules	ALP325W (325Wp)	ALP310W	72 (Full Cells)	1500	10.11.2021	09.11.2023
		ALP315W				
		ALP320W				
		ALP325W				
		ALP330W				
		ALP335W				
		ALP340W				
MONO C-Si PERC Modules	ALP65C-M36 (65Wp)	ALP65C-M36	36 (Cut Cells)	600	10.11.2021	09.11.2023
MONO C-Si PERC Modules	ALP95C-M36 (95Wp)	ALP95C-M36	36 (Half-Cut Cells)	600	10.11.2021	09.11.2023
MONO C-Si PERC Modules	ALP130C-M36 (130Wp)	ALP125C-M36	36 (Cut Cells)	600	10.11.2021	09.11.2023
		ALP130C-M36				
		ALP135C-M36				
MONO C-Si PERC Modules	ALP185WM (185Wp)	ALP180WM	36 (Full Cells)	1500	10.11.2021	09.11.2023
		ALP185WM				
		ALP190WM				
MONO C-Si PERC Modules	ALP370WM (370Wp)	ALP355WM	72 (Full Cells)	1500	10.11.2021	09.11.2023
		ALP360WM				
		ALP365WM				
		ALP370WM				
		ALP375WM				
		ALP380WM				
		ALP385WM				

*\*The application for renewal has been made to MNRE, payment made on 1<sup>st</sup> Nov,2023 for the renewal and on 10<sup>th</sup> Nov inspection team came to carry out the ALMM inspection of the factory*

*The Ministry of New and Renewable Energy (MNRE) in its effort to reduce India's dependence on solar-related product imports and make India self-reliant announced compulsory registration of solar module manufacturers under the Approved list of models and manufacturers (ALMM), The aim is to inspect the manufacturing unit physically, check the actual manufacturing facility, and check the certifications (BIS) and their validity ( for more information visit the website of - <https://solarismypassion.com/solar-blogs/approved-list-of-models-and-manufacturers-alm/> )*

## **QUALITY CONTROL**

A strict Quality Control System is applied to ensure that 100% of the modules delivered are qualified. We apply our industry experience in manufacturing and know-how to produce the highest quality.

Alpex Solar has implemented a comprehensive quality control project that starts from Incoming Material and continues through to Final Packaging. Specifically, we apply two stages of 100% EL testing Electroluminescence Testing (before and after lamination) to identify modules with micro-cracks and other critical defects.

Alpex Solar conducts extensive testing on all types of modules to ensure they are free from PID (Potential Induced Degradation) and Hot Spots. Our tests go beyond the standard requirements, including double the tests specified in IEC61215 and IEC61730. All of these extremely rigorous tests ensure that the modules delivered by Alpex Solar are of reliable high quality. In simple terms, our partners can sit back and relax!"

our manufacturing facilities are **ISO 14001:2015** and Certificate number - KAEM202307012, **ISO 45001: 2018** and Certificate number - KAOH202307009, and **ISO 9001: 2015** and Certificate number - KAQM202307016 certified by KVQA Assessment Pvt Ltd.

## **BRAND BUILDING AND MARKETING**

The "Alpex" brand continues to participate in various renewable energy exhibitions, creating a positive impact on potential customers. Alpex also possesses extensive knowledge of various developers and their upcoming projects. Moreover, as one of the very few companies to have initiated solar module production in the private sector in India, Alpex is generally well-known to almost all large-scale customers. Thus, either Alpex reaches out to potential customers or customers reach out to us. Due to Alpex's consistent supply of high-quality products and almost negligible module recalls. With this reputation, we continue to benefit from historical brand recognition as we execute our future growth plans. Our expanding business interests in government-driven solar water pump installations (B2C), over 4,000 pumps thus far have further solidified Alpex as a household brand in villages. Thus, we serve, Tata Power, Jagson, Luminous, and many more for contract manufacturing, which is a rapidly growing business stream.

## **WASTE MANAGEMENT**

Alpex Solar Limited received EPR Registration Certificate (Registration Number **B-29016(4149) (EPR)/23/WM-111** from Central Pollution Control Board on dated 11.09.2023 which shall be valid for five years for the E Waste Management. Our Company produced e- waste of solar panels/cells, solar photovoltaic panels/cells/modules which is recycle according the rules and regulations mandated in E- Waste Management Rules, 2022. Further, we make awareness programs in schools, colleges, institutions and bulk consumer's offices. We regularly update the e- waste compliances in the government portal.

Our company entered into an agreement dated 1st June, 2023 with the Threco Recycling LLP (LLPIN AAQ-8487) registered address at 301, Guru Ashish Society, Bapubhai Vashi Road, Near Laxminarayan Temple, Vilp Parle (West), Mumbai City, Maharashtra, India, 400056 for the e-waste management which is produced by the company. The issuer company produces wastes likes e- waste, electronics scraps and solar panel which is disposed according to the norms of Central Pollution Control Board and E- Waste Management Rules, 2022

## **BUREAU OF INDIAN STANDARD CERTIFICATE**

Our Company having Bureau of Indian Standard Certificate which includes models likes "CRYSTALLINE SILICON TERRESTRIAL PHOTOVOLTAIC (PV) MODULES (Si wafer based)" as per IS 14286: 2010/ IEC 61215: 2005, IS/IEC 61730 (Part 1): 2004 & IS/IEC 61730 (Part 2): 2004 in Licence No. R-93007480 which is valid upto 12-02-2026. The green initiatives of Bureau of Indian Standard confirm and allow to store, manufacture for selling, distributing, or importing solar products. Therefore, our company maintains the standard with the compliance of Bureau of Certification Scheme.

## **UTILITIES & INFRASTRUCTURE FACILITIES**

### **RAW MATERIAL AND COMPONENTS**

The principal raw materials required for our manufacturing process include Solar Cells, Tempered Glass, Back-sheets, Aluminium Frames, Electrical Conductors, Encapsulates and Junction Box, etc.

The following list of raw materials used by our Company

<b>Unit</b>	<b>Name of Raw material</b>	<b>Availability/ procurement</b>
<b>Solar Module Manufacture</b>	Solar Cell	Domestic/ Imported
	Ribbon	Domestic
	Flux	Domestic
	Glass	Domestic/ Imported
	Frame	Domestic/ Imported
	Sealant	Domestic/ Imported
	Junction Box	Domestic
	Cables & Connectors	Domestic
	Packing Material	Domestic
<b>AC/DC Solar Water Pumps</b>	Motors	Domestic
	batteries	Domestic
	cables	Domestic
	pipelines	Domestic
	wiring	Domestic
	connectors	Domestic

The raw material used in the manufacturing of products are procured from pan India across different states, we procure raw material after considering the quotation received from every vendor. Further, we also verify the quality of raw material to be used in the manufacturing of our products. Further some components and Raw material are imported including from China

### **POWER**

Our manufacturing unit has an adequate power supply from the state supply utilities. The company has been sanctioned 1,000 KVA from the Uttar Pradesh Power Corporation Ltd. Additionally, we have two power generators and four UPS units for electricity purposes.

### **MANPOWER**

We believe that our employees are key contributors to our business success and thus we focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for its kind of business. As on date of Draft Red Herring Prospectus our Company has employed approximately 196 employees at various levels of the Organization.

In your manufacturing process, we use contract labour for ancillary tasks such as loading and unloading materials and packing products, and we have three agreements with three different vendors for these services.

#### **Agreement 1: APS Security & House Keeping Service ("APS")**

Duration: This agreement is effective from March 20, 2023, to March 31, 2024.

Scope of Services: APS Security & House Keeping Service is responsible for providing housekeeping services, including loading and unloading of materials, as well as ensuring the good conduct and discipline of their employees.

Legal Compliance: APS is obligated to observe and comply with all applicable laws.

#### **Agreement 2: M/S Atharva Enterprise**

Duration: This agreement is valid from May 1, 2023, to April 30, 2024.

Scope of Services: the service provides engaged in providing manpower regarding production, helper of production department & all other manpower service and independent service provider

Legal Compliance: M/S Atharva Enterprise is also required to observe and comply with all applicable laws.

### Agreement 3: Bravado Security & Surveillance

Duration: The duration of this agreement is not specified.

Scope of Services: Bravado Security & Surveillance is contracted to provide security personnel for the protection of your factory premises round the clock.

### TECHNOLOGY

Software Name	Specification
Libre Office	 LibreOffice is a cloud-based and on-premise suite of applications designed to help businesses
Linux	 Server OS for web servers, database servers, file servers, email servers and any other type of shared server.
Kyocera Scan Utility	 uses an intuitive and user-friendly system of icons that makes it easy for anyone to choose between the various destinations a scan can be sent to.
Autocad	 AutoCAD is a computer-aided drafting program used for many different design processes
Odoo ERP 9	 Odoo ERP system is enterprise resource planning software used company-wide for the management of business processes
Tally	 Tally is a complete system for business accounting and inventory management
SSH - For Secure Login Linux System	 SSH, also known as Secure Shell or Secure Socket Shell, is a network protocol that gives users, particularly system administrators, a secure way to access a computer over an unsecured network
Samba	 Samba enables Linux / Unix machines to communicate with Windows machines in a network
OMV	 OpenMediaVault makes a few changes to the Debian operating system. It provides a Web-based user interface for administration and customization, and a plug-in API for implementing new features
TSC Barcode	 An exclusive software that makes updating interactive touch panel menus and label designs easy by using an icon-based drag-and-drop interface for TSC printers
Sunsimulator	 work as single-lamp systems with photovoltaic devices placed in designated test areas or as multi-lamp systems based on superposition of light cones.
EL - Electroluminescence Testing	 Electroluminescence testing is a non-invasive method used to identify microcracks on site and help in proving the root cause
Quick Heal Antivirus	 Quick Heal antivirus programs are able to scan your computer's hard drive and identify files that are malicious

### LOGISTIC

We primarily transport raw materials and finished products by road. Our suppliers are located throughout the country. Most of our purchases are on an Ex-Factory basis, and in these cases, freight is paid upon receipt of the material at our factory premises. In some other cases, our purchases are based on rates that include freight.

We outsource the delivery of our products to third-party logistics companies. Our main customers are located across the country, with a concentration of large-scale solar farm developers in Rajasthan, Chhattisgarh, Uttar Pradesh, Telangana, Himachal Pradesh, Punjab, Tamil Nadu, and other regions

### COLLABORATIONS

We have not entered into any technical or other collaboration as on date.

### SEGMENT WISE REVENUE BREAKUP

Segment Wise Revenue breakup of our Company as per Restated Financial Information is as under:



(Figures in Lakhs)

Particular	Financial year ended on March 31, 2023	% of total revenue	Financial year ended on March 31, 2022	% of total revenue	Financial year ended on March 31, 2021	% of total revenue
Solar Module	14,098.91	77.17	13,214.81	86.54	12,460.38	90.07
Solar Water Pump	3,426.75	18.76	783.11	5.13	129.15	0.93
Others	743.74	4.07	1272.86	8.34	1244.19	8.99
<b>Total</b>	<b>18,269.41</b>	<b>100</b>	<b>15,270.79</b>	<b>100</b>	<b>13,833.73</b>	<b>100</b>

\*Others - Sale of Solar Raw Material, Jobwork Solar Module, Freight, Knitting Needle

Revenue bifurcation from Government and Private sector for last 3 year

(Figures in Lakh)

Particular	Financial year ended on March 31, 2023	% of total revenue	Financial year ended on March 31, 2022	% of total revenue	Financial year ended on March 31, 2021	% of total revenue
Government	3426.75	18.76	783.11	5.13	129.15	0.93
Private Sector	14842.66	81.24	14,487.68	94.87	13,704.57	99.07
<b>Total</b>	<b>18269.41</b>	<b>100%</b>	<b>15270.79</b>	<b>100</b>	<b>13833.73</b>	<b>100</b>

Revenue bifurcation from Export and Domestic for last 3 year

(Figures in Lakh)

Particular	Country	Financial year ended on March 31, 2023	% of total revenue	Financial year ended on March 31, 2022	% of total revenue	Financial year ended on March 31, 2021	% of total revenue
<b>Export</b>	<b>USA</b>	21.60	0.12	0.00	0.00	0.00	0.00
	<b>UK</b>	94.31	0.52	201.86	1.32	58.80	0.43
	<b>NEPAL</b>	90.42	0.49	90.07	0.59	48.08	0.35
<b>Domestic</b>		18063.08	98.87	14978.86	98.09	13726.84	99.23
<b>Total</b>		<b>18269.41</b>	<b>100.00</b>	<b>15270.79</b>	<b>100.00</b>	<b>13833.73</b>	<b>100.00</b>

## OUR COMPETITIVE STRENGTHS

### 1. Location of the Production Unit

Our factory is situated at well-developed industrial area, with all the infrastructure facilities and both skilled and unskilled manpower are available at competitive cost. Moreover, our factory location is well connected to Bus Station, State and National Highways. All infrastructure facilities like availability of skilled labour, raw material, technology; Communication, electricity, transportation etc. is easily available due to extensive industrialization in the area. The production facility of our Company is located in Greater Nodia,

### 2. Experienced promoters and a skilled management team with strong industry expertise.

Our company's competitive edge lies in the depth of experience within our management team, which encompasses Solar Power Industry and EPC specialists, alongside experts in finance and marketing functions. Our promoters, each boasting over a decade of hands-on experience, bring a wealth of knowledge spanning diverse technologies, products, and services in the industry. Their backgrounds as Mechanical Engineers and Bachelor of Engineering (Production) graduates provide us with a strong technical foundation, enabling us to excel in innovation and execution within the solar sector.

We have a management team led by our Promoter, Mr. Ashwani Sehgal, who has 34 years of work experience.

**Mr. Ashwani Sehgal** - aged 58 years, is the Promoter, Chairman, and Managing Director of our company. He holds a degree in Mechanical Engineering from Punjab University, Chandigarh, with 34 years of work experience, 16 of which were in the Solar Business, he has held the position of President in the Indian Solar Manufacturers Association (ISMA). He began his career with Punjab Tractor Limited in 1989 and left the company in 1993 to start his own company, Alpex Solar Limited

**Mr Vipin Sehgal** – aged 52 years, is the Promoter and Executive Director of our company. He holds a Bachelor's degree in Production Engineering from Gurunanak Dev Engineering College, Ludhiana, obtained in the year 1992. He also pursued Commerce from Punjab University, Chandigarh. With over 22 years of work experience in production and computer applications, Mr. Sehgal is responsible for overseeing all production and computer application programs, including ERP, ensuring efficient management in line with the corporate era. He is actively involved in technology adoption, research and development, and the day-to-day operations of the company

**Mr. Ramjee Gupta** – (For more Information please refer to the section of our Business page No – 140)

**Mr. Lakhan Singh**, - (For more Information please refer to the section of our Business page No – 140)

**Mr. Satish Kumar Gupta** - (For more Information please refer to the section of our Business page No – 140)

### **3. Strong supplier base for sourcing of raw materials/ products**

Our Company has developed a robust supply chain for the sourcing of a wide variety of products that we offer to our customers. While, we do not have any long-term contracts with any of our suppliers. however, we have maintained good relationships with our major suppliers. We believe our good relationships with our suppliers enable us to obtain good quality products within the prescribed timelines. We continually strive to maintain strong relationships with our suppliers in order to derive better insight into the markets for our raw materials, which helps us to manage our raw material supply chain, resulting in greater predictability of supply and, consequently, a greater ability to meet production schedules and achieve on time delivery for our customers. We have successfully leveraged the past experience of our management in maintaining effective supplier relationship ensuring uninterrupted supply chain management.

### **4. Certifications and Recognition**

Our Company has been accredited with various quality certifications

- ✓ ISO **14001:2015** and Certificate number - KAEM202307012, certified by KVQA Assessment Pvt Ltd
- ✓ ISO **45001: 2018** and Certificate number - KAOH202307009, certified by KVQA Assessment Pvt Ltd
- ✓ ISO **9001: 2015** and Certificate number - KQM202307016 certified by KVQA Assessment Pvt Ltd,
- ✓ Certified for Photovoltaic Module (PV) by Solar PTL, certificate number - TU 722140010 01, TU 722140010 02
- ✓ Our Company having Bureau of Indian Standard Certificate which includes models likes "CRYSTALLINE SILICON TERRESTRIAL PHOTOVOLTAIC (PV) MODULES (Si wafer based)" as per IS 14286: 2010/ IEC 61215: 2005, IS/IEC 61730 (Part 1): 2004 & IS/IEC 61730 (Part 2): 2004 in Licence No. R-93007480 which is valid upto 12-02-2026
- ✓ Certified for Photovoltaic Module (PV) by TUV Rheinland LGA Products GmbH, for comply with IEC61215, IEC61730 Standard testing.
- ✓ Our company's modules have met the required standards and have been officially registered on the Approved List of Models and Manufacturers

### **5. The Government of India has recognized the energy and power sector as one of the crucial and key components of growth for the Indian Economy. It is also believed that India's energy and power sector has a huge untapped potential for investment. The Scheme/Mission which are proposed by the government are as follows: -**

Jawaharlal Nehru National Solar Mission - The Ministry of New & Renewable Energy in India introduced the Jawaharlal Nehru National Solar Mission to encourage the growth of solar energy. The primary goals are to increase solar power capacity, reduce costs, and make it as affordable as traditional coal-based power. The mission aims to achieve grid parity (where solar power costs the same as conventional power) by 2022 and be on par with coal-based power by 2030. To achieve this, they set targets to add 1000 MW of grid-connected solar power by 2013, an additional 3000 MW by 2017, and a substantial 20,000 MW by 2022. To make this happen, they've implemented the Renewable Purchase Obligation (RPO), requiring utility companies to purchase a certain amount of their power from renewable sources, like solar. They also offer favorable tariffs to incentivize the adoption of solar power. This way, they're driving the growth of solar energy and reducing the country's reliance on coal-based power.

Central Public Sector Undertaking (CPSU) Scheme, where in Indian Cabinet Approved Viability Gap Funding (VGF) For Grid

Connected Solar Power Projects for Government Consumption Under CPSU Using Domestically Manufactured PV Cells & Modules. **Made In India**

Grid Connected Solar Rooftop Programme to provide subsidized rooftop solar power connections to rural population by providing Central Financial Assistance (CFA) in residential sector and to the Distribution Companies (DISCOMS)

Pradhan Mantri Kisan Urja Suraksha evam Utthan Mahabhiyaan (PM-KUSUM), the Scheme consists of three components:

-  Component A: 10,000 MW of solar capacity through installation of small Solar Power Plants of individual plants of capacity up to 2 MW.
-  Component B: Installation of 20 lakh standalone Solar Powered Agriculture Pumps.
-  Component C: Solarisation of 15 Lakh Grid-connected Agriculture Pumps.

## **6. Ability to provide EPC as supplemental value addition to our solar PV module manufacturing business.**

Our company specializes in manufacturing high-efficiency solar PV modules and has expanded to offer a diverse range of solar energy solutions. Our latest milestone involves providing integrated Engineering, Procurement, and Construction (EPC) services of solar PV panel to our clients. This means that in EPC projects, we utilize our own meticulously manufactured PV panels, ensuring top-notch quality and seamless integration. This approach allows us to offer a comprehensive solar solution to our clients, from production to project completion, ensuring efficiency and reliability throughout. This process also further help us to add a new business stream of venturing into rooftop EPC business going forward.

## **7. Strong Client Relationships:**

Over the years, we have built enduring relationships with our clients based on trust and mutual respect. Our ability to deliver on time and within budget has earned us their confidence and repeat business.

## **8. Geographical Presence**

As on date, we have one manufacturing facility located in Greater Noida, and our other offices are situated in different cities, including Delhi, Mumbai, Himachal Pradesh, Chittorgarh, Jaipur, Tirupur, and Ludhiana.

## **OUR STRATEGY**

### **1. Capital Expenditure towards upgradation and expansion of our existing solar module manufacturing facility and setting up of a new manufacturing unit for Aluminium frame for our solar module.**

Our company is presently engaged in the manufacturing of solar modules and the assembly of solar pumps. Our current manufacturing facility is situated at Industrial Property No. I-25, Site 5, UPSIDC, Greater Noida, in the Gautam Buddha Nagar district of Uttar Pradesh, India. Therefore, there will be ease of operations in integrating our existing manufacturing process with the proposed expansion of manufacturing process with an additional capacity of 750MW thus helping us in expanding business operations. This will allow us to embrace cutting-edge technology, including larger-sized cells with multi bus bars (MBB) and the latest cell types like Mono Perk, Topcon, and Bifacial cells to meet market demands.

Further, So far, we were importing the aluminium frames from other countries and design the profiles into desired sizes within our existing facility as per the module requirement. However, now we have taken a step further by establishing a plant dedicated for manufacturing the aluminium frames in house, which eliminates our dependency on import of such frames.

### **2. Capitalize on the growth opportunities available in the renewable energy sector.**

We believe that the renewable energy sector in India holds significant development potential, owing to the existing demand-supply gap, favorable government policies, and related legislation that promotes the use of renewable energy resources.

India is also embracing the power of renewable energy , it already announced its aim to reach net zero emissions by 2070, furtherer according to the ministry of power, the country is likely to meet 62% of its electricity requirements with 500GW of non-fossil fuel source by 2030, however in order to successful achieve its ambitious target and support the clean energy transition, the country requires the aid of innovation in renewal energy (source -

<https://economictimes.indiatimes.com/industry/renewables/view-indias-future-use-of-renewable-energy-depends-on-innovation/articleshow/101832265.cms> )

To successfully attain these ambitious targets and support the transition to cleaner energy, innovation in renewable energy becomes pivotal. Our solar manufacturing company is poised to leverage this sector's enormous potential, primarily through the production of solar panels. We remain dedicated to capitalizing on this opportunity, aligning with our growth objectives while contributing significantly to India's sustainable energy transformation

### 3. Optimal Utilization of Resources

Our Company constantly endeavors to improve our manufacturing process to optimize the utilization of resources. We have invested significant resources, and intend to further invest in our activities to develop customized systems and processes to ensure effective management control. We regularly analyze our existing policies to be carried out for operations of our Company which enable us to identify the areas of bottlenecks and correct the same. This helps us in improving efficiency and putting resources to optimal use.

### HUMAN RESOURCE

Our employees are the key to the success of our business. As on date, we have the total strength of 196 in various department as per the below details:

S.no	Departments	No. of Employees
1.	Accounts & Finance	8
2.	Admin	6
3.	HR & Admin	2
4.	IT	1
5.	Maintenance	9
6.	Management	2
7.	PPC	1
8.	Production	148
9.	Quality	8
10.	Sales and Marketing	3
11.	SCM	1
12.	Store & Logistics	5
13.	Pumps Team	2
	<b>Total</b>	<b>196</b>

### GEOGRAPHICAL WISE REVENUE BREAKUP

Geographical distribution of our revenue during the last 3 years are as under:

(Amount in Lakhs)

State/ Country	March 31, 2023		March 31, 2022		March 31, 2021	
	Amount	In %	Amount	In %	Amount	In %
Uttar Pradesh	14,668.23	80.29	14,381.58	94.18	13,533.04	97.83
Punjab	1,391.54	7.62	0.15	0.00	4.98	0.04
Haryana	1,774.71	9.71	-	-	-	-
Chhattisgarh	134.44	0.74	764.90	5.01	-	-
Himachal	135.03	0.74	-	-	-	-
Delhi	162.76	0.89	117.24	0.77	192.34	1.39
Maharashtra	2.66	0.01	1.98	0.01	4.72	0.03
Tamil Nadu	0.05	0.00	2.38	0.02	1.01	0.01
Rajasthan	-	0.00	2.56	0.02	97.64	0.71
<b>Total</b>	<b>18,269.41</b>	<b>100</b>	<b>15,270.79</b>	<b>100</b>	<b>13,833.73</b>	<b>100</b>

### TOP TEN CUSTOMER

Our top 10 clients in terms of revenue generated during the last 3 Financial Year i.e., March 31, 2023, 2022 and 2021 are as

follows:

(Amounts in Lakhs)

S. No	Particular	March 31, 2023 (in ₹)	% in Total
1.	Luminous Power Technologies Private Limited	7,565.18	44.12
2.	Premier Energies Limited	3,353.17	19.56
3.	The Director General New & Renewable Energy Development	1,774.71	10.35
4.	Punjab Energy Development Agency	1,382.57	8.06
5.	Bvg India Ltd	1,117.82	6.52
6.	Solarworld Energy Solutions Private Limited.	1,049.82	6.12
7.	Oswal Pumps Ltd.	410.38	2.39
8.	Saatvik Green Energy (P) Ltd	263.14	1.53
9.	Marlec Engineering Co Ltd	94.31	0.55
10.	Surya Roshni Construction Industrial Pvt. Ltd	90.42	0.53
	<b>Total</b>	<b>17,146.90</b>	<b>100</b>

S. No	Particular	March 31, 2022 (in ₹)	% in Total
1.	Luminous Power Technologies Private Limited	5,622.51	40.27
2.	Tata Power Solar Systems Limited	3,401.50	24.36
3.	Saatvik Green Energy Private Limited	3,265.99	23.39
4.	Hild Projects Private Limited	1,001.24	7.17
5.	Marlec Engineering Co Ltd	201.86	1.45
6.	Jakson Engineers Limited	146.59	1.05
7.	Lohia Sales	142.17	1.02
8.	Surya Roshni Construction Industrial Private Limited	90.07	0.65
9.	Fiscap India Private Limited	49.20	0.35
10.	Rohini Solares Private Limited	41.02	0.29
	<b>Total</b>	<b>13,962.15</b>	<b>100</b>

S.No	Particular	March 31, 2021 (in ₹)	% in Total
1.	Luminous Power Technologies Private Limited	5,452.30	41.98
2.	Tata Power Solar Systems Limited	3,198.56	24.63
3.	Hild Energy Private Limited	1,149.74	8.85
4.	Premier Energies Limited	1,029.02	7.92
5.	Jakson Engineers Limited	882.44	6.80
6.	Lohia Sales Alwar	714.44	5.50
7.	Vivaan Solar Private Limited	273.09	2.10
8.	Fiscap India Private Limited	142.10	1.09
9.	Zunroof Tech Private Limited	86.08	0.66
10.	Marlec Engineering Co Limited	58.80	0.45
	<b>Total</b>	<b>12,986.56</b>	<b>100</b>

## TOP TEN SUPPLIER

Our top 10 Supplier in terms of revenue generated during the last 3 Financial Year i.e., March 31, 2023, 2022 and 2021 are as follows:

(Amounts in Lakhs)

S.No	Particular	March 31, 2023 (in ₹)	% in Total
1.	Uniarc Trade International LLP	1,195.95	14.05
2.	Lohia Sales- Rewari	1,501.55	17.64
3.	Borosil Renewables Limited	1,060.07	12.45
4.	Zetwerk Manufacturing Businesses Private Limited	942.81	11.07
5.	Jupiter International Limited	921.39	10.82
6.	Cansun Energy Co., Limited	680.53	7.99

7.	Sun N Sand Exim India Private Limited	611.68	7.19
8.	Perfect Alex Private Limited	583.05	6.85
9.	Renewsys India Private Limited	568.51	6.68
10.	Wuxi Amphenol Solar Energy Technology Co. Limited	447.69	5.26
	<b>Total</b>	<b>8,513.23</b>	<b>100</b>

S.No	Particular	March 31, 2022 (in ₹)	% in Total
1.	United Renewable Energy Co. Limited	1,908.60	26.97
2.	Jupiter International Limited	1,202.33	16.99
3.	Borosil Renewables Limited	1,123.06	15.87
4.	Jiangyin Enor New Material Technology Co Limited	744.95	10.53
5.	Renewsys India Private Limited	683.26	9.66
6.	Uniarc Trade International LLP	555.31	7.85
7.	Navitas Alpha Renewables Private Limited	250.88	3.55
8.	Haifei Solar International Private Limited	219.34	3.10
9.	Luvata Malaysia Sdn Bhd.	209.44	2.96
10.	Sumati Electronic Private Limited	179.42	2.54
	<b>Total</b>	<b>7,076.59</b>	<b>100</b>

S.No	Particular	March 31, 2021 (in ₹)	% in Total
1.	Jupiter International Limited	2,448.92	28.78
2.	Jiangyin Enor New Material Technology Co Limited	1,142.86	13.43
3.	Borosil Renewables Limited	1,383.49	16.26
4.	Renewsys India Private Limited	917.83	10.79
5.	Uniarc Trade International LLP	908.20	10.67
6.	United Renewable Energy Co. Limited	477.19	5.61
7.	Haifei Solar International Private Limited	459.47	5.40
8.	Zhejiang Zhonghuan Sunter PV Technology Co. Limited	419.86	4.93
9.	SG Packaging solution Private Limited	186.66	2.19
10.	Asha Elesys Associate	164.92	1.94
	<b>Total</b>	<b>8,509.40</b>	<b>100</b>

## INTELLECTUAL PROPERTY

The Company owned the following trademark / copyrights which are owned by our Company and applied for registration:

S.NO	Trademark	Date of Application	Registration Number	Class	Current Status	Valid Upto
1.		-	2326177	35	Registered	04/05/2032
2.		-	2326178	9	Registered	04/05/2032
3.		-	2065892**	9	Registered	09/12/2030

4.		24/11/2023	6196675	9	Send to Vienna Codification	N/A
5.		24/11/2023	6196676	35	Send to Vienna Codification	N/A

\*The Registered Trademark in the name of Alpex Solar Export Pvt. Ltd

\*\*This trademark was taken by us in the class 9 with application number 2065892 but we have stopped using this trademark for Alpex Solar Export Pvt. Ltd.

**Note-** Further, Application No. 6196675 and Application No. 6196676 in class 9 and 35 respectively, we have applied for trademark in the name of Alpex Solar Limited

The Details of Domain Names Registered in the Name of the Company:

S. No	Domain Name	Registrant Organization	Expiry Date
1.	Alpex.in	Alpex Solar Limited and GoDaddy.com, LLC	15-09-2028
2.	Alpexsolar.com	Alpex Solar Limited and GoDaddy.com, LLC	15-09-2025
3.	Alpexonline.Com	BombayBiz India Pvt. Ltd	05-02-2025

## INSURANCE POLICIES

S. No	Insurer	Name of the Policy	Description of Property Insured	Insured Amount	Policy No.	Expiry date
1	HDFC ERGO General Insurance Company Limited	Marine Cargo Insurance Policy (sales Turnover policy)	Capital Good	13,00,000,00	2414204608783901000	30/03/2024
			Domestic Purchase	1,41,00,00,000		
			Domestic Sale	3,40,00,00,000		
			Exports	10,00,00,000		
			Imports	46,00,00,000		
			Interfactory Movements	1,77,00,000		
2	National Insurance Company Limited	National Bharat Sookshma Udayam Suraksha	Furniture Fixture and Fittings	3,50,00,000	355000112310000141	10/09/2024
3	HDFC ERGO General Insurance Company Limited	Business Suraksha Classik	Material Damage	50,00,00,000	2949204462600101000	04/01/2024
			Burglary and housebreaking	42,00,00,000		
			Plate Glass	50,000		
			Fire loss of Profit	10,00,00,000		
4	The New India Assurance Co. Ltd	Bharat Sookshma Udyam Suraksha Policy	Building including plinth, Basement and additional structures and Furniture & Fixtures, Fittings and other equipment	16,680,000	31280611238000000023	20/08/2024

## PROPERTIES

We operate our activities from our registered office and manufacturing units. Details of which are given below:

S. No	Address of Premises	Name of the Seller	Date of Execution of Agreement	Consideration	Validity upto	Purpose
1.	B-79, Shivalik Enclave, Near Malviya nagar, New Delhi-110017	Mr. Ashwani Sehgal	November 01, 2021	1,80,000	August 25, 2024	Manufacturing House
2.	Plot No I 26 Site 5 Surajpur Industrial Area, I.A. Surajpur 0, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201306	UP State Industrial Development Corporation Limited	Jan 23, 2019	59,42,000	Jan 23, 2019	Corporate Office
3.	Industrial Property No I-25, Site – 5, UPSIDC, Greater Noida, Distt Gautam Buddh Nagar, Uttar Pradesh	Mr. Ashwani Sehgal	October 31, 2036	9,00,000/-	October 31, 2036	Manufacturing House
4.	Plot No I-27, Site – 5, Surajpur, Kasna, Greater Noida, Gautam Budh Nagar, Uttar Pradesh	M/S Santoshi Hyvolt Electricals Pvt Ltd	December 31, 2025	39,06,000/-	June 30, 2024	Manufacturing House
5.	AD- 6C, Devi Marg, Banipark Jaipur, Rajasthan (India), Pin-302018	Mr. Ganesh Sharma	August 19, 2024	1,62,000	August 19, 2024	Branch Office
6.	118 B, Kitchlu Nagar, Ludhiana-141001, Punjab	Mrs. Anshu Bhatia	May 24, 2026	10,000/month	May 24, 2026	Branch Office
7.	52/32, C KPN Colony, 4th Street, Behind Nalini Hospital, Tirupur-641601	Mr. Ashwani Sehgal	August 20, 2024	1,80,000	August 20, 2024	Branch Office
8.	425, 4 <sup>th</sup> floor Rama Magneto Mall, Shrikant Verma Marg, Zilla Bilaspur, Chhattisgarh-495004	M/s Arvez energy Private Limited	May 16, 2024	1,08,000	May 16, 2024	Branch Office
9.	H. No. 3126/172A, 1 <sup>st</sup> Floor, Circular Road, Opp, bus stand, Rewari Tehsil and Distt. Rewari (Haryana)	Mr. Rajesh Lohia and Mr. Parveen Lohia	August 27, 2024	1,20,000	August 27, 2024	Branch office
10.	Mauza Berson, Hadbast No. 111, Tehsil Nalagarh, Solan, Himachal Pradesh	M/S Alpex Exports Pvt. Ltd	June 19, 2007	45,47,500	June 19, 2007	Branch Office
11.	Maithili's Signet on Plot No. 39/4, Sector 30-A, vashi, Navi Mumbai	Mr. Bhagwati Charan Sikka and Mrs. Anita Sikka	8 <sup>th</sup> December	53,00,000	NA*	Branch Office

\* This is agreement to sell executed between Mr. Bhagwati Charan Sikka, Mrs. Anita Sikka and M/ S Alpex Exports Private Limited



## KEY INDUSTRY REGULATIONS AND POLICIES

*The following description is a summary of the relevant laws, regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from publications available in the public domain. The description of the applicable regulations as given below has been set out in a manner to provide general information to the investors and is not exhaustive and shall not be treated as a substitute for professional legal advice.*

*The statements below are based on current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. For details of government approvals obtained by us, see the chapter titled “Government and Other Approvals” beginning on page 306 of this Draft Red Herring Prospectus.*

*Set forth below are certain significant legislations and regulations which generally govern the business and operations of our Company:*

This chapter has been classified as under:

- A. Industry & Business-Related Laws
- B. Employment and Labour Laws
- C. Environmental laws
- D. Tax Laws
- E. Intellectual Property Laws
- F. Corporate Law
- G. Foreign Regulations
- H. General Laws

### A. INDUSTRY RELATED LAWS

#### **Electricity Act, 2003**

The Electricity Act is the central legislation which covers, among others, generation, transmission, distribution, trading and use of electricity. Under the Electricity Act, the transmission, distribution and trade of electricity are regulated activities that require licenses from the Central Electricity Regulatory Commission (—CERC||), the State Electricity Regulatory Commissions (—SERCs||) or a joint commission (constituted by an agreement entered into by two or more state governments or the central government in relation to one or more state governments, as the case may be).

The generating company is required to establish, operate and maintain generating stations, tie-lines, sub-stations and dedicated transmission lines. Further, the generating company may supply electricity to any licensee or even directly to consumers, subject to availing open access to the transmission and distribution systems and payment of transmission charges, including wheeling charges and open access charges, as may be determined by the relevant electricity regulatory commission. In terms of the Electricity Act, open access means the non-discriminatory provision for the use of transmission lines or distribution system or associated facilities with such lines or system, by any licensee or consumer or a person engaged in generation in accordance with the regulations specified by the relevant electricity regulatory commission.

Under the Electricity Act, the appropriate commission shall specify the terms and conditions for the determination of tariff, and one of the guiding factors in doing so shall be the promotion of co-generation and generation of electricity from renewable sources of energy. The SERCs under the Electricity Act are also required to promote co-generation and generation of electricity from renewable sources of energy by providing suitable measures for connectivity with the grid and sale of electricity to any person, and also specify, for purchase of electricity from such sources, a percentage of the total consumption of electricity in the area of a distribution license.

### **National Renewable Energy Act, 2015**

MNRE released the draft National Renewable Energy Act, 2015 on July 17, 2015. The draft Act provides for a framework to facilitate and promote the use of renewable energy. It aims to address issues that are not adequately covered under the Electricity Act, 2003, as amended ("**Electricity Act**") or its amendments with respect to renewable energy such as the principles of grid planning and operation and the concept of national targets and its compliance by utilities. It proposes provisions for facilitating generation of renewable energy through sound institutional structure, supportive eco-system, viable economic and financial framework and promotion of renewable energy applications including distributed and grid connected renewable electricity.

Among other things, the Act proposes to empower the GoI and State Governments to establish national renewable energy funds and state green funds respectively, in order to meet the expenses of implementing the national renewable energy policy and national renewable energy plan.

### **The Ministry of New and Renewable Energy ("MNRE")**

The MNRE is the nodal ministry of the Government of India at the national level for all matters relating to non-conventional sources of energy and renewable energy. The mandate of MNRE includes research, development, commercialization and deployment of renewable energy systems or devices for various applications in rural, urban, industrial and commercial sector.

### **Draft Electricity (promoting renewable energy through Green Energy Open Access) Rules, 2022 ("Draft Electricity Rules 2022")**

The Ministry of Power ("**MoP**") circulated the Draft Electricity Rules 2022 in August 2022 and is seeking public comments. The Draft Electricity Rules 2022 have been proposed for the purchase and consumption of green energy, including the energy from waste-to-energy plants. It will provide in detail for renewable purchase obligation (RPO), green energy open access, nodal agencies, procedure for the grant of green energy open access, banking and cross-subsidy surcharge. It also provides for tariff for green energy which shall be determined by the appropriate commission.

### **MNRE Circular on imposition of Basic Customs Duty (BCD) on Solar PV Cells & Modules/ Panels**

On March 9, 2021, MNRE issued a circular (ref. no. 283/3/2018- GRID SOLAR) in relation to imposition of BCD on solar cells and modules. According to the circular, no BCD will be charged on solar cells and modules upto March 31, 2022. From April 1, 2022, 25% and 40 % BCD will be charged on solar cells and solar modules, respectively.

### **Bureau of Indian Standards Act, 2016 (the "BIS Act") and the Solar Photovoltaics, Systems, Devices and Components Goods (Requirements for Compulsory Registration) Order, 2017 ("Compulsory Registration Order")**

The Bureau of Indian Standards Act, 2016 provides for the establishment of bureau for the standardization, marking and quality certification of goods. Functions of the bureau include, inter alia, (a) recognizing as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere; (b) specifying a standard mark which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) conducting such inspection and taking such samples of any material or substance as may be necessary to see whether any article or process in relation to which the standard mark has been used conforms to the Indian Standard or whether the standard mark has been improperly used in relation to any article or process with or without a license. A person may apply to the bureau for grant of license or certificate of conformity, if the articles, goods, process, system or service conforms to an Indian Standard.

The Compulsory Registration Order issued by MNRE was published on August 30, 2017 and was scheduled to come into effect on the expiry of one year from the date of such publication. In terms of the Compulsory Registration Order, any manufacturer who, inter alia, manufactures, stores for sale, sells or distributes; (a) utility interconnected photovoltaic inverters, (b) power converters for use in PV power system, (c) PV modules (wafer and thin film) (d) thin film terrestrial PV modules; and (e) crystalline silicon terrestrial PV modules (collectively the "**Goods**") would require registration from the Bureau of Indian Standards for use of the Standard Mark as specified in the Schedule of the Compulsory Registration Order. The Compulsory Registration Order seeks to prohibit the manufacture or storage for sale, import, or distribution of the Goods which do not conform to the standard specified under the Compulsory Registration Order. However, pursuant to the notifications of MNRE dated April 16, 2018 and October 12, 2018, considering the time taken for tests and the framing of the guidelines for such tests, manufacturers of SPV modules and inverters were permitted in the interim to continue operations by submitting a self-certification that their products conform to the relevant Indian standards or their IEC counterparts along with proof of submission of samples to laboratories with the expected date of completion of testing. With respect to SPV modules ((c), (d) and (e) above), the timeline for submission of

such self-certification together with samples for a test lab recognized by BIS pending results was January 1, 2019. However, pursuant to a subsequent notification dated January 4, 2019 of the MNRE, manufacturers of inverters ((a) and (b) above) have been permitted to continue operations by only submitting self-certification by June 30, 2019 without submission of samples to test labs till the series guidelines for submission of samples was under preparation, provided that the manufacturers have valid IEC corresponding to the Indian Standard.

### **The Jawaharlal Nehru National Solar Mission**

The Jawaharlal Nehru National Solar Mission (JNNSM), or the National Solar Mission, is an initiative of the Government of India and State Governments to promote solar power in India. Inaugurated in January 2010, the JNNSM had revised a target of 100 GW of solar PV in the year 2022.

### **Renewable Purchase Obligations**

The Electricity Act promotes the development of renewable sources of energy by requiring the relevant electricity regulatory commission to ensure grid connectivity and the sale of electricity generated from renewable sources. In addition, it requires the relevant electricity regulatory commission to specify, for the purchase of electricity from renewable sources, a percentage of the total consumption of electricity within the area of a distribution licensee, which are known as renewable purchase obligations (“RPOs”). Pursuant to this mandate, most of the relevant electricity regulatory commissions have specified solar and non-solar RPOs in their respective states. In terms of the RPO regulations, RPOs are required to be met by obligated entities (that is, distribution licensees, captive power plants and open access consumers) by purchasing renewable energy, either by entering into PPAs with renewable energy power producers or by purchasing renewable energy certificates.

Pursuant to the order dated June 14, 2018 (no. 23/03/2016-R&R) issued by the Ministry of Power, Government of India (the “MoP”), the MoP has notified the long-term growth trajectory of renewable purchase obligations for solar and non-solar, uniformly for all states/Union Territories for a period of three years i.e., Fiscal 2020 to 2022.

Further, pursuant to the order dated January 15, 2021 (no. 23/12/2016-R&R) issued by the Ministry of Power, Government of India (the “MoP”), the MoP has notified Waiver of Inter-State Transmission charges and losses on transmission of electricity generated from solar and wind sources of energy.

Further, pursuant to the order dated June 21, 2021 (no. 23/12/2016-R&R Part-(1) [239444]) read with the order dated January 15, 2021 (no. 23/12/2016-R&R) issued by the Ministry of Power, Government of India (the “MoP”), the MoP has notified Waiver of Inter-State Transmission charges and losses on transmission of electricity generated from solar and wind sources of energy – **Amendment thereof**.

### **Renewable Energy Certificates Regulations (“REC Regulations”)**

The Central Electricity Regulatory Commission notified the REC Regulations on January 29, 2020 which has been amended from time to time. REC Regulations were enacted to develop the market in electricity from non-conventional energy sources by issuance of transferable and saleable credit certificates (“REC Mechanism”). The REC Mechanism provides a market-based instrument which can be traded freely and provides means for fulfilment of RPOs by the distribution utilities/consumers. Under the REC Regulations, there are two categories of certificates, i.e., solar certificates issued to eligible entities for generation of electricity based on solar as renewable energy source and non-solar certificates issued to eligible entities for generation of electricity based on renewable energy sources other than solar. The REC Regulations determine the quantum of such certificates to be issued to the eligible entities and the method of dealing in the certificates.

The National Load Despatch Centre is the central agency which oversees the REC Mechanism, including, inter alia, registration of eligible entities, issuance of certificates, maintaining and settling accounts in respect of certificates, acting as repository of transactions in certificates and such related functions of the REC Mechanism as may be assigned by the CERC. There are certain conditions which are now imposed on electricity generating company, distribution licensee and captive generation plant to be eligible to apply for REC.

### **Ujwal Discom Assurance Yojana (“UDAY”)**

The Ministry of Power, GoI, notified on November 20, 2015. It provides for the financial turnaround and revival of power distribution companies (“DISCOMs”). The scheme is applicable only to State-owned DISCOMs including combined generation, transmission and distribution undertakings. The State Government, DISCOMs and the GoI are required to enter into agreements

which shall stipulate responsibilities of the entities towards achieving the operational and financial milestones under the scheme. One of the features of this scheme is that the States shall take over 75% of the debt of the DISCOMs as of September 30, 2015 over a period of two years — 50% of the DISCOM debt in 2015-16 and 25% in 2016-17 as per the mechanism provided for in the scheme.

### **Pradhan Mantri Kisan Urja Suraksha evam Utthaan Mahabhiyan Scheme 2019 (“PM-KUSUM”)**

The PM-KUSUM scheme was implemented by the MNRE in 2019 with three components:

(i) For setting up of 10,000 MW of decentralized grid connected renewable energy power plants on barren land. Under this component, renewable energy-based powerplants (“REPP”) of capacity 500 KW to 2 MW will be set up by individual farmers / group of farmers / cooperatives / panchayats / farmer producer organisations (“FPO”) / water user associations (“WUA”) on barren land. The power generated will be purchased by state electricity distribution companies (“DISCOMs”) at pre-fixed tariff;

(ii) For installation of 1.75 million standalone solar agriculture pumps. Individual farmers will be supported to install standalone solar agriculture pumps of capacity up to 7.5 HP for replacement of existing diesel agriculture pumps / irrigation systems in off-grid area, where grid supply is not available; and

(iii) For solarization of 10 lakh grid connected agriculture pumps. Under this component, individual farmers having grid connected agriculture pumps will be supported to solarize pumps. The farmers will be able to use the generated solar power to meet their irrigation needs and excess power will be sold to DISCOMs at pre-fixed tariff.

The scope of this scheme was expanded in 2021, with 20 lakh farmers to now be provided with assistance to install standalone solar pumps, and another 15 lakh farmers to be assisted with solarising their grid-connected pump sets. The scheme aims to add solar and other renewable energy capacity of 25,750 MW by 2022.

### **Integrated Energy Policy 2006**

The Integrated Energy Policy, 2006, (“Policy”) is a report of an expert committee constituted by the Government of India, to explore alternative technologies and possible synergies that would increase energy system efficiency and meet the requirement for energy services. The aims and objectives of this Policy include, amongst others, providing appropriate fiscal policies to take care of externalities, tax measures, transparent and targeted subsidies, promoting energy efficiency, providing incentive for renewable energy production by linking the incentive to not just the outlay but also the output. The Policy also provides for the respective power regulators to mandate feed-in-laws for renewable energy, as may be appropriate and as provided under the Electricity Act.

### **Net Metering Regulations**

These regulations have been formulated by various states to promote the generation of electricity from renewable energy sources in respect of the grid connected solar rooftop photovoltaic systems. These regulations regulate the supply of excess electricity from an eligible consumer allowing the consumer to export the excess quantum of electricity produced from his premises to the distribution licensee. Under these regulations, the eligible consumer can avail the benefit of the excess quantum supplied to be carried forward to the next billing cycle as credited units of electricity.

### **Grid Connected Solar Rooftop Programme**

The aim of this initiative is to achieve a cumulative capacity of 40,000 MW from the rooftop solar projects by 2022. Phase-II of the Grid Connected Solar Rooftop Programme was approved by the Cabinet Committee on Economic Affairs (“CCEA”) and provides for central financial assistance for residential rooftop solar installations upto 40% for rooftop systems up to a capacity of 3 kW and 20% for those with a capacity of 3-10 kW. The Phase-II also focuses on increasing the incentives for DISCOMs based on achievement of certain installed capacity.

### **Integrated Power Development Scheme**

The Integrated Power Development Scheme (“IPD Scheme”) was launched pursuant to the Office Memorandum of the Ministry of Power, GoI, dated December 3, 2014, by the Prime Minister of India on June 28, 2015 for urban areas, to ensure 24/7 power for all. The objective of the IPD Scheme is to (i) strengthen sub-transmission and distribution network in the urban areas; (ii) meter distribution transformers/feeders/consumers in urban areas; and (iii) enable IT of the distribution sector and to strengthen

the distribution network as per CCEA approval dated June 21, 2013 for completion of targets laid down under the Restructured Accelerated Power Development and Reforms Programme (“RAPDRP”) for the 12<sup>th</sup> and 13<sup>th</sup> Five Year Plans by carrying forward the approved outlay for RAPDRP to IPD Scheme. It aims to help in the reduction of AT&C losses, the establishment of IT enabled energy accounting/auditing system, improvement in billed energy based on metered consumption and improvement in collection efficiency.

### **Foreign Investment Regulations**

In terms of the Consolidated FDI Policy, 2020, issued by the Department for Promotion of Industry and Internal Trade (formerly, Department of Industrial Policy and Promotion), 100% foreign investment is permitted under automatic route in the manufacturing sector.

### **Public Procurement Policy**

Public Procurement Policy for Micro and Small Enterprises (“MSE”) was notified on November 9, 2018 under section 11 of Micro, Small and Medium Enterprises Development Act, 2006. The objective of Policy is promotion and development of Micro and Small Enterprises by supporting them in marketing of products produced and services rendered by them. However, the policy rests upon core principle of competitiveness, adhering to sound procurement practices and execution of supplies in accordance with a system which is fair, equitable, transparent, competitive and cost effective.

Under the Policy, every Central Ministry /Department / PSUs need to set an annual target for 25% procurement from MSE Sector. A sub-target of 4% out of 25% target of annual procurement is required to be earmarked for procurement from MSEs owned by SC/ST entrepreneurs. The Policy provides special provisions for Micro and Small Enterprise owned by women. Out of the total annual procurement from Micro and Small Enterprises, 3 per cent from within the 25 per cent target needs to be earmarked for procurement from Micro and Small Enterprises owned by women. Ministry /Department/CPSUs are required to prepare their annual procurement plan for uploading on their official website.

### **Central Public Sector Undertakings (“CPSU”)**

The Ministry of New and Renewable Energy (“MNRE”) issued amendments for setting up 12 GW of solar projects with viability gap funding (“VGF”) by CPSUs for self-use or use by government entities. The total cost of the projects under this program is estimated to be ₹480 billion.

As per an earlier amendment, the Indian Renewable Energy Development Agency (“IREDA”) was made the implementing agency on behalf of the MNRE, including conducting the bidding through the VGF route. In 2021, IREDA floated a tender to set up 5 GW of grid-connected solar projects in India (Tranche III) under the CPSU program (Phase II). IREDA capped the tariff under this tender at ₹2.20/kWh. Following the announcement, Telecommunications Consultants India Limited issued an expression of interest to select partners for setting up solar projects under this program.

### **State solar policies**

Our Company’s operations are also subject to the solar policies framed in the states in which the solar power projects are implemented, and we supply our products to such projects. Such policies typically provide a framework for the governance of the solar power industry and projects, procedures for undertaking of bids, terms of the renewable purchase obligations, connectivity to grid lines and the measures to be taken to promote the development of solar power in the state, including incentives to manufacturers such as grants or concessions on certain taxes, research and development initiatives.

### **The Micro, Small and Medium Enterprises Development Act, 2006 (“MSME Act”):**

MSME Act was enacted to provide for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. Any person who intends to establish (a) a micro or small enterprise, at its discretion; (b) a medium enterprise engaged in providing or rendering of services may, at its discretion; or (c) a medium enterprise engaged in manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 is required to file a memorandum before such authority as specified by the State Government or the Central Government. The form of the memorandum, the procedure of its filing and other matters incidental thereto shall be such as may be specified by the Central Government, based on the recommendations of the

advisory committee. Accordingly, in exercise of this power under the MSME Act, the Ministry of Micro, Small and Medium Enterprises notification dated September 18, 2015 specified that every micro, small and medium enterprises is required to file a Udyog Adhaar Memorandum in the form and manner specified in the notification.

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

The Factories Act, 1948 aims at regulating labour employed in factories. A “factory” is defined as “any premises...whereon ten or more workers are working or were working on any day of the preceding twelve months, and in any part of which a manufacturing process is being carried on with the aid of power, or is ordinarily so carried on, or whereon twenty or more workers are working, or were 81 working on any day of the preceding 119 twelve months, and in any part of which a manufacturing process is carried on without the aid of power, or is ordinarily so carried on...”. The main aim of the said Act is to ensure adequate safety measures and to promote the health and welfare of the workers employed in factories initiating various measures from time to time to ensure that adequate standards of safety, health and welfare are achieved at all the places.

Under the Factories Act, the State Government may make rules mandating approval for proposed factories and requiring licensing and registration of factories. The Factories Act makes detailed provision for ensuring sanitary conditions in the factory and safety of the workers and also lays down permissible working hours, leave etc. In addition, it makes provision for the adoption of worker welfare measures. The prime responsibility for compliance with the Factories Act and the rules thereunder rests on the “occupier”, being the person who has ultimate control over the affairs of the factory. The Factories Act states that save as otherwise provided in the Factories Act and subject to provisions of the Factories Act which impose certain liability on the owner of the factory, in the event there is any contravention of any of the provisions of the Factories Act or the rules made thereunder or of any order in writing given thereunder, the occupier and the manager of the factory shall each be guilty of the offence and punishable with imprisonment or with fine. The occupier is required to submit a written notice to the chief inspector of factories containing all the details of the factory, the owner, manager and himself, nature of activities and such other prescribed information prior to occupying or using any premises as a factory. The occupier is required to ensure, as far as it is reasonably practicable, the health, safety and welfare of all workers while they are at work in the factory.

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

### **The Employees’ Provident Fund and Miscellaneous Provisions Act, 1952**

The Employees Provident Funds and Miscellaneous Provisions Act, 1952, as amended from time to time (—EPF Act||), mandates provisioning for provident fund, family pension fund and deposit linked insurance in factories and other establishments for the benefits of the employees. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employer of such establishment is required to make a monthly contribution to the provident fund equivalent to the amount of the employee’s contribution to the provident fund. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities.

### **The Employees’ State Insurance Act, 1948 (the “ESI Act”)**

The promulgation of Employees' State Insurance Act, 1948 envisaged an integrated need based social insurance scheme that would protect the interest of workers in contingencies such as sickness, maternity, temporary or permanent physical disablement, death due to employment injury resulting in loss of wages or earning.

All the establishments to which the Employees State Insurance (ESI) Act applies are required to be registered under the Act with the Employees State Insurance Corporation. The Act requires all the employees of the factories and establishments to which the Act applies to be insured in the manner provided under the Act. Further, employer and employees both are

required to make contribution to the fund at the rate prescribed by the Central Government. The return of the contribution made is required to be filed with the Employee State Insurance department.

### **The Equal Remuneration Act, 1976**

Equal Remuneration Act, 1976 was enacted with the aim of state to provide Equal Pay and Equal Work as envisaged under Article 39 of the Constitution. The act provides for payment of equal remuneration to men and women workers and for prevention of discrimination, on the ground of sex, against female employees in the matters of employment and for matters connected therewith.

### **Payment of Gratuity Act, 1972**

The Payment of Gratuity Act is applicable to every factory, mine, oilfield, plantation, port, railway companies and to every shop and establishment in which 10 or more persons are employed or were employed at any time during the preceding twelve months. This Act applies to all employees irrespective of their salary.

The Payment of Gratuity Act, as amended, provides for a scheme for payment of gratuity to an employee on the termination of his employment after he has rendered continuous service for not less than 5 years:

- (a) on his/her superannuation;
- (b) on his/her retirement or resignation;
- (c) on his/her death or disablement due to accident or disease (in this case the minimum requirement of five years does not apply)

A shop or establishment to which this act has become applicable shall be continued to be governed by this act irrespective of the number of persons falling below ten at any day.

### **Payment of Bonus Act, 1965**

The Payment of Bonus Act, 1965 is applicable to every factory and every other establishment employing twenty (20) or more persons. Every employee shall be entitled to be paid by his employer in an accounting year, bonus, in accordance with the provisions of this Act, provided he has worked in the establishment for not less than thirty working days in that year.

### **The Maternity Benefit Act, 1961**

The purpose of the Maternity Benefit Act, 1961 is to regulate the employment of pregnant women in certain establishments for certain periods and to ensure that they get paid leave for a specified period before and after childbirth, or miscarriage or medical termination of pregnancy. It provides, inter alia, for payment of maternity benefits, medical bonus and prohibits the dismissal of and reduction of wages paid to pregnant women, etc. Government, further amended the Act which is known as The Maternity Benefit (Amendment) Act, 2016, effective from March 28, 2017 introducing more benefits for pregnant women in certain establishments.

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

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (—SHWW Act||) provides for the protection of women at workplace and prevention of sexual harassment at workplace. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behaviour namely, physical contact and advances or a demand or request for sexual favors or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The SHWW Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee, which shall always be presided upon by a woman.

## **EMPLOYMENT AND LABOUR LAWS**

Certain other laws and regulations that may be applicable to our Company in India include the following:

- Industrial (Development and Regulation) Act, 1951 (“IDRA”)
- Industrial Disputes Act, 1947 (“ID Act”)
- Child Labour (Prohibition and Regulation) Act, 1986
- Inter-State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979
- Contract Labour (Regulation and Abolition) Act, 1970 (CLRA) and Contract Labour (Regulation and Abolition) Central Rules, 1971 (Contract Labour Rules)
- Workmen Compensation Act, 1923 (“WCA”)
- Industrial Employment Standing Orders Act, 1946
- The Employees Compensation Act, 1923 (“EC Act”) and the rules framed thereunder
- Minimum Wages Act, 1948 (“MWA”) and the rules framed thereunder

## **C. ENVIRONMENTAL LAWS**

Our Company is subject to Indian laws and regulations concerning environmental protection.

### **The Public Liability Insurance Act, 1991**

This Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the legislation has been enumerated by the Government by way of a notification. The owner or handler is also required to take out an insurance policy insuring against liability under the legislation. The rules made under the Public Liability Act mandate that the employer has to contribute towards the environment relief fund, a sum equal to the premium paid on the insurance policies. The amount is payable to the insurer.

### **Air (Prevention and Control of Pollution) Act, 1981**

Air (Prevention and Control of Pollution) Act 1981 (-the Act) was enacted with an objective to protect the environment from smoke and other toxic effluents released in the atmosphere by industries. With a view to curb air pollution, the Act has declared several areas as air pollution control area and also prohibits the use of certain types of fuels and appliances. Prior written consent is required of the board constituted under the Act, if a person intends to commence an industrial plant in a pollution control area.

### **Water (Prevention and Control of Pollution) Act, 1974**

The Water (Prevention and Control of Pollution) Act, 1974 (-the Act) was enacted with an objective to protect the rivers and streams from being polluted by domestic and industrial effluents. The Act prohibits the discharge of toxic and poisonous matter in the river and streams without treating the pollutants as per the standard laid down by the Pollution control boards constituted under the Act. A person intending to commence any new industry, operation or process likely to discharge pollutants must obtain prior consent of the board constituted under the Act.

### **The Water (Prevention and Control of Pollution) Cess Act, 1977 (“Water Pollution Cess Act”)**

The Water Pollution Cess Act has been enacted to provide for the levy and collection of a cess on water consumed by persons carrying on certain industries to augment the resources of the central pollution control board and state pollution control boards. The Water Pollution Cess Act also provides for a rebate to the extent of 25% of the cess payable, in favour of persons who, being liable to cess under the Water Pollution Cess Act, install any plant for the treatment of sewage or effluents.



However, this rebate is not applicable to persons consuming water in excess of the maximum prescribed quantity or who fail to comply with the provisions of section 25 of the Water Act or who fail to adhere to standards laid down by the Central Government under the Environment Act.

#### **D. TAX LAWS**

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

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

##### **The Goods and Services Tax ("GST")**

The GST is applicable on the supply of goods or services as against the present concept of tax on the manufacture and sale of goods or provision of services. It is a destination-based consumption tax. It is dual GST with the Central and State Governments simultaneously levying it on a common tax base. The GST to be levied by the Centre on intra-State supply of goods and / or services is called the Central GST (CGST||) as provided by the CGST Act and that to be levied by the States is called the State GST (SGST) as given under the SGST Acts. An Integrated GST (IGST) under the IGST Act is to be levied and collected by the Centre on inter-State supply of goods and services. The CGST and SGST is to be levied at rates to be jointly decided by the Centre and States.

Every person liable to take registration under these Acts shall do so within a period of 30 days from the date on which he becomes liable to registration. The Central/State authority shall issue the registration certificate upon receipt of application. The Certificate shall contain fifteen digit registration numbers known as Goods and Service Tax Identification Number (GSTIN). In case a person has multiple business verticals in multiple locations in a state, a separate application will be made for registration of each and every location. The registered assessee is then required to pay GST as per the rules applicable thereon and file the appropriate returns as applicable thereon.

There are indirect taxes that are levied and collected by the Central and State Government which are now subsumed under GST. Some of the taxes which were applicable to the Company are as follows:

- Service Tax
- Value Added tax
- The Central Sales Tax Act, 1956

##### **Professional Tax**

**Profession tax** is the tax levied and collected by the state governments in India. It is a direct tax. A person earning an income from salary or anyone practicing a profession such as chartered accountant, company secretary, lawyer, doctor etc. are required to pay this professional tax. Different states have different rates and methods of collection. In India, profession tax is imposed every month. However, not all states impose this tax. Business owners, working individuals, merchants and people carrying out various occupations come under the purview of this tax. Profession tax is levied and collected by the Commercial Taxes Department of State Governments, in some states by particular Municipal Corporations and majority of the Indian states are collecting this tax. It is a source of revenue for the government. The maximum amount payable per year is INR 2,500 and in line with tax payer's salary, there are predetermined slabs. It is also payable by members of staff employed in private companies. It is deducted by the employer from their employee every month and remitted to state exchequer and in some states sent to the Municipal Corporation. It is mandatory to pay professional tax. The tax payer is eligible for income tax deduction for this payment

### **The Customs Act, 1962**

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

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

### **Copyright Act, 1957 (Copyright Act)**

The Copyright Act governs copyright protection in India. Under the Copyright Act, copyright may subsist in original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings.

While copyright registration is not a prerequisite for acquiring or enforcing a copyright, registration creates a presumption favoring ownership of the copyright by the registered owner. Copyright registration may expedite infringement proceedings and reduce delay caused due to evidentiary considerations. Once registered, the copyright protection of a work lasts for 60 years from the beginning of the next calendar year, following the year in which the work is first published.

The remedies available in the event of infringement of a copyright under the Copyright Act include civil proceedings for damages, account of profits, injunction and the delivery of the infringing copies to the copyright owner. The Copyright Act also provides for criminal remedies including imprisonment of the accused and the imposition of fines and seizure of infringing copies.

### **The Trade Marks Act, 1999 ("Trademark Act")**

The Trademark Act provides for the statutory protection of trademarks and for the prevention of the use of fraudulent marks in India. Certification marks and collective marks can also be registered under the Trademark Act. An application for trade mark registration may be made by any person claiming to be the proprietor of a trade mark used or proposed to be used by him, who is desirous of registering it. Applications for a trade mark registration may be made for in one or more classes. Once granted, trade mark registration is valid for ten years unless cancelled.

The Trade Mark (Amendment) Act, 2010 has been enacted by the Government of India to amend the Trademark Act to enable Indian nationals as well as foreign nationals to secure simultaneous protection of trade mark in other countries.

## **F. CORPORATE LAWS**

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

The Companies Act, 2013, has replaced the Companies Act, 1956 in a phased manner. The Act received the assent of President of India on 29th August 2013. At present almost all the provisions of this law have been made effective except a very few. The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013.

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

In the functioning of the corporate sector, although freedom of companies is important, protection of the investors and shareholders, on whose funds they flourish, is equally important. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

### **Competition Act, 2002**

The Competition Act, 2002 came into effect on June 1, 2011 and has been enacted to “prohibit anti-competitive agreements, abuse of dominant positions by enterprises” and regulates “combinations” in India. The Competition Act also established the Competition Commission of India (the “CCI”) as the authority mandated to implement the Competition Act. The Act prohibits Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is likely to have an appreciable adverse effect on competition in India.

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

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

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

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

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

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

## **G. FOREIGN REGULATIONS**

### **The Foreign Trade (Development and Regulation) Act, 1992 (“FTA”)**

In India, the main legislation concerning foreign trade is FTA. The FTA read along with relevant rules provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. FTA read with the Indian Foreign Trade Policy provides that no export or import can be made by a company without an Importer-Exporter Code number unless such company is specifically exempt. An application for an Importer-Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce.

### **Foreign Exchange Management Act, 1999**

When a business enterprise imports goods from other countries, exports its products to them or makes investments abroad, it deals in foreign exchange. Foreign Exchange Management Act, 1999 (—FEMA||) was enacted to consolidate and amend the law relating to foreign exchange with the objective of facilitating external trade and for promoting the orderly development and maintenance of foreign exchange market in India. FEMA extends to whole of India. This Act also applies to all branches, offices and agencies outside India owned or controlled by a person resident in India and also to any contravention committed thereunder outside India by any person to whom the Act is applies. The Act has assigned an important role to the Reserve Bank of India (RBI) in the administration of FEMA.

## **H. GENERAL LAW**

### **Sale of Goods Act, 1930**

The law relating to the sale of goods is codified in the Sale of Goods Act, 1930. It defines sale and agreement to sell as a contract whereby the seller transfers or agrees to transfer the property in goods to the buyer for a price and provides that there may be a contract of sale between part owner and another and that the contract of sale may be absolute or conditional.

### **Transfer of Property Act, 1882 (“TP Act”)**

The Transfer of Property Act, 1882 (the —TP Act||) establishes the general principles relating to transfer of property in India. It forms a basis for identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. Transfer of property is subject to stamping and registration under the specific statutes enacted for that purpose.

### **The Indian Stamp Act, 1899**

Under the Indian Stamp Act, 1899, stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state.

### **Information Technology Act, 2000 (as amended by Information Technology Amendment Act, 2008):**

The Information Technology Act, 2000 (the IT Act) is an Act of the Indian Parliament notified on October 17, 2000. It is the primary law in India dealing with cybercrime and electronic commerce. It was enacted with the purpose of providing legal recognition to electronic transactions and facilitating electronic filing of documents. The IT Act further provides for civil and criminal liability including fines and imprisonment for various cyber- crimes, including unauthorized access to computer systems, unauthorized modification to the contents of computer systems, damaging computer systems, the unauthorized disclosure of confidential information and computer fraud.

### **Limitation Act, 1963**

The law relating to Law of Limitation to India is the Limitation Act, 1859 and subsequently Limitation Act, 1963 which was enacted on 5th of October, 1963 and which came into force from 1st of January, 1964 for the purpose of consolidating and amending the legal principles relating to limitation of suits and other legal proceedings. The basic concept of limitation is relating to fixing or prescribing of the time period for barring legal actions. According to Section 2 (j) of the Limitation Act, 1963, period of limitation ‘means the period of limitation prescribed for any suit, appeal or application by the Schedule, and prescribed period ‘means the period of limitation computed in accordance with the provisions of this Act.

## OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

### HISTORY OF OUR COMPANY

Our Company was originally incorporated on August 27, 1993 as a Private Limited Company as “Alpex Exports Private Limited” vide Registration No. 13657 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Pb. H. P. & Chandigarh. Subsequently, the registered office of our company changed from one state to another pursuant to a special resolution passed at Extra Ordinary General meeting held on October 04, 2006 and a new CIN U51909DL1993PTC171352 was issued on December 12, 2007 by the Registrar of Companies, National Capital territory of Delhi & Haryana. Thereafter the main object of the company was altered by passing of special resolution by the shareholders of the company on February 16, 2008 and a new CIN U51909DL1993PTC171352 was issued by ROC, National Capital Territory of Delhi and Haryana. Subsequently, pursuant to a special resolution passed by the Shareholders at their Extraordinary General Meeting held on August 10, 2017, our Company name was changed to “Alpex Solar Private Limited” and a fresh Certificate of Incorporation with Corporate Identification Number U51909DL1993PTC171352 consequent to conversion was issued on September 07, 2017 by the Registrar of Companies, Delhi. Further, pursuant to a special resolution passed by the Shareholders at their Extraordinary General Meeting held on August 16, 2023, company was converted from a Private Limited Company to Public Limited Company and consequently, the name of our Company was changed to “Alpex Solar Limited” and a Fresh Certificate of Incorporation consequent to Conversion was issued on September 01, 2023 by the Registrar of Companies, Delhi. The Corporate Identification Number of our Company is U51909DL1993PLC171352.

Presently, we carry out our operations from our Registered Office, Corporate Office and 8 (Eight) Units for business purpose as per the below details:

Sr. No.	Particulars	Address
1.	Registered Office	B-79 Shivalik Enclave Near Malviya Nagar New Delhi -110017 India
2.	Corporate office	Plot No I 26 Site 5 Surajpur Industrial Area, I.A. Surajpur, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201306
3.	Manufacturing Unit	Industrial Property No I-25/26, Site – 5, UPSIDC, Greater Noida, Distt Gautam Buddh Nagar, Uttar Pradesh
4.	Warehouse	Plot No I-27, Site – 5, Surajpur, Kasna, Greater Noida, Gautam Budh Nagar, Uttar Pradesh
5.	Branch Office	AD- 6C, Devi Marg, Banipark Jaipur, Rajasthan (India), Pin-302018
6.	Branch Office	118 B, Kitchlu Nagar, Ludhiana-141001, Punjab
7.	Branch Office	52/32, C KPN Colony, 4th Street, Behind Nalini Hospital, Tirupur-641601
8.	Branch Office	425, 4th floor Rama Magneto Mall, Shrikant Verma Marg, Zilla Bilaspur, Chhattisgarh- 495004
9.	Branch Office	H. No. 3126/172A, 1st Floor, Circular Road, Opp, bus stand, Rewari Tehsil and Distt. Rewari (Haryana)
10.	Branch Office	Maithili’s Signet on Plot No. 39/4, Sector 30-A, vashi, Navi Mumbai

### CHANGES IN OUR REGISTERED OFFICE

Registered Office of the Company is presently situated at B-79 Shivalik Enclave Near Malviya Nagar New Delhi -110017 India

The Details of the change of Registered Office of the Company are as follows:

Sr. No.	Date of Change	Shifted From	Shifted to	ROC	Reason of Change
1.	September 14, 2007	H. No – 155, Sector – 16A Chandigarh	B-79 Shivalik Enclave Near Malviya Nagar, New Delhi-110017, India	RoC- Delhi	Administration purpose

## CHANGES IN NAME CLAUSE

Date of Amendment	Particular	Reason
August 10, 2017	Change in name of company from "Alpex Exports Private Limited" to "Alpex Solar Private Limited"	To reflect the main business activities of Memorandum of Association.
August 16, 2023	Change in name of company from "Alpex Solar Private Limited" to "Alpex Solar Limited"	Conversion of Private Company into Public Company

## MAIN OBJECTS OF OUR COMPANY

The object clauses of the Memorandum of Association of our Company enable us to undertake our present activities. The main objects of our Company as per the Object Clause of Memorandum of Association of the Company are as under:

1. To carry on the business of manufacturers, dealers, wholesalers, retailers, distributors importers, exporters, assemblers and fabricators, repairers, installers, maintainers, owners, agents and operators for all kinds of renewable energy sources and systems including but not limited to solar photovoltaic systems, modules, panels, accessories and hybrid systems combining solar photovoltaic with other forms of renewable energy and- basic components for such systems.
2. To render any kind of technical, administrative, consultancy or financial services in the field of renewable energy including but not limited to solar photovoltaic and hybrid systems combining solar photovoltaics with other forms of energy.
3. To own power plants, generate power, EPC of power Plants including solar water pumping installations and thermal solar plants. To undertake operation and maintenance of power plants of any nature. To provide consultancy in the field of manufacturing, operation and maintenance of Power plants. To perform all other activities like distribution etc. of Power.

## AMENDMENTS TO THE MOA OF OUR COMPANY SINCE INCORPORATION:

Since incorporation, there has been following amendment made to the MoA of our Company:

Date of Amendment	Particulars of Amendment
February 16,2008	Alteration in object clause by inserting sub clause 7 after sub clause 6 of the Objects mentioned in Clause III A. "To carry on the business of solar panel and generation of electricity through solar panel including related allied activities"
August 27, 2010	Clause V of the MoA was amended to reflect the increase in the authorized share capital of our Company. The authorized share capital of our Company was increased from ₹2,00,00,000 divided into 20,000,00 equity share of ₹10 each to ₹ 6,00,00,000 divided into 60,00,000 Equity share of ₹10 each.
August 10, 2017	Change the name of company from "Alpex Exports Pvt Ltd" to "Alpex Solar Pvt Ltd"
August 16, 2023	Clause V of the MoA was amended to reflect the increase in the authorized share capital of our Company. The authorized share capital of our Company was increased from ₹6,00,00,000 divided into 60,000,00 equity share of ₹10 each to ₹ 25,00,00,000 divided into 2,50,00,000 Equity shares of ₹10 each.
August 16, 2023	Change in name consequent upon conversion from Private to Public Company
September 30, 2023	Alteration in object clause by inserting Clause III(A)1, Clause III(A)2, Clause III(A)3 of Memorandum of Association. The existing main object Clause III(A) be altered by replacing the same with New Clause III(A)1, Clause III(A)2, Clause III(A)3  Clause III(A)1 - To carry on the business of manufacturers, dealers, wholesalers, retailers, distributors importers, exporters, assemblers and fabricators, repairers, installers,

	<p>maintainers, owners, agents and operators for all kinds of renewable energy sources and systems including but not limited to solar photovoltaic systems, modules, panels, accessories and hybrid systems combining solar photovoltaic with other forms of renewable energy and basic components for such systems</p> <p>Clause III(A)2 - To render any kind of technical, administrative, consultancy or financial services in the field of renewable energy including but not limited to solar photovoltaic and hybrid systems combining solar photovoltaics with other forms of energy</p> <p>Clause III(A)3 - To own power plants, generate power, EPC of power Plants including solar water pumping installations and thermal solar plants. To undertake operation and maintenance of power plants of any nature. To provide consultancy in the field of manufacturing, operation and maintenance of Power plants. To perform all other activities like distribution etc. of Power.</p>
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#### KEY EVENTS AND MILESTONES:

The following table sets forth the key events and milestones in the history of our Company, since incorporation:

YEAR	PARTICULARS
1993	Incorporation of Our Company
2008	Entered in the business of Manufacturing of Solar PV panels
2017	Achieved the Turnover of Rs. 394 Crore
2019	Received Bureau of India Standard Licence, Registration number - R-93007480, for production of Crystalline Silicon Terrestrial Photovoltaic (PV) Modules
2021	Obtain Approval for Manufacturing and Models of solar PV Modules from ALMM
2021	<ul style="list-style-type: none"> <li>Assessed and certified as meeting the standards of ISO <b>14001: 2015</b> Quality Management System vide Certificate No. <b>KAEM202307012</b> issued by KVQA Assessment Private Limited</li> <li>Assessed and certified as meeting the standards of ISO <b>45001: 2018</b> Quality Management System vide Certificate No. <b>KAOH202307009</b> issued by KVQA Assessment Private Limited</li> <li>Assessed and certified as meeting the standards of ISO <b>9001: 2015</b> Quality Management System vide Certificate No. <b>KAQM202307016</b> issued by KVQA Assessment Private Limited</li> </ul>
2021	Obtain Certification for quality and reliability of PV Modules from "Solar PTL" (US certified)
2023	Converted to Public Limited Company- consequently the name of our company was changed to 'Alpex Solar Limited'.

#### DETAILS OF BUSINESS OF OUR COMPANY

The company was incorporated on August 27, 1993 by the founder Mr. Ashwani Sehgal with a clear objective and vision "to manufacture highly specialized high power photovoltaic modules. Alpex Solar Limited is a Noida based manufacturing house which is engaged in the business of providing the following product range:

- Manufacturing of Solar Photovoltaic modules;
- Engineering, Procurement, and Construction (EPC) of AC/DC Solar water pumps;

Alpex is a solar Photovoltaic (PV) module manufacturer in North India. Our PV modules are manufactured using both monocrystalline and polycrystalline cell technologies. We also provide integrated solar energy solutions, including engineering, procurement, construction (EPC) of DC/AC Solar Pumps.

Our Company has been accredited with various quality certifications such as ISO 14001:2015 and Certificate number - KAEM202307012, ISO 45001: 2018 and Certificate number - KAOH202307009, and ISO 9001: 2015 and Certificate number - KAQM202307016 certified by KVQA Assessment Pvt Ltd, Manufacturing and Assembly of Solar Photo Voltaic Modules / Panels, Solar Power Generating Systems (Covering Off Grid, On Grid & Hybrid Solar Power Plants), Solar Pumping Systems.

We currently operate one manufacturing facility in Greater Noida, located at Plot Number I-25, 26, 27, Surajpur Industrial Area, Site – V, Kasna, Greater Noida, which spans over 7,700 square meters and other offices located in the state of – New Delhi, Haryana, Chittorgarh, Mumbai, Ludhiana, Nalagarh, Jaipur, Tirupur.

For Further details on the description of our company’s business please see “Our Business”, “Management Discussion and Analysis of Financial Conditions” and “Basis for Issue Price” on page 122, 282 and 93 of this Draft Red Herring Prospectus respectively.

## **HOLDING COMPANY OF OUR COMPANY**

Our company has no Holding Company as on the date of filling of this Draft Red Herring Prospectus, for further details, please see “Our Promoter and Promoter Group” on page no. 191.

## **SUBSIDIARY COMPANY OF OUR COMPANY**

As of the date of this Draft Red Herring Prospectus, our company has no subsidiaries. However, there is one subsidiary on or before October 01, 2023. Subsequently, the shares of the company transfer to Ashwani Sehgal.

The details of Subsidiary as on date September 30, 2023 as follows.

### **1. ALPEX EXIM PRIVATE LIMITED**

#### **Corporate Information**

Alpex Exim private Limited was incorporated on July 24, 2007 under companies Act 1956, The registered office of the company is Situated At B-79, Shivalik Near Malviya Nagar, New Delhi, India, 110017. The corporate identification number is - U74110DL2007PTC166184.

#### **Main Object of the company**

1. To purchase sale, repack, C & F Agents, imports, distributor, manufacture, repair, or otherwise deal in all type of textile and hosiery machinery and its components including knitting needles.
2. To carry on the business as whole – sellers, repack, C & F Agents, retails, importers, exporters, processors, distributor, bleachers, dyers, finishers of raw or knitwears, made from cotton, rayon, nylon, wool, silk, synthetic, fibres, staple fibres, yarn and other materials including by products and generally to carry on the business of hosiery knitting & textile mills.
3. To carry on the business of manufacture, importers and exporters, wholesaler, and retail, dealers of and in hosiery goods and readymade garments of every kind, nature and description for men, Women, and children including vests, underwear, socks, stockings, sweaters, laces etc. and of all or anything which is used is hosierygoods.

#### **Board of Director**

The Directors of Alpex Exim Private Limited as on date of 30.09.2023 are as follows:

<b>Name</b>	<b>Designation</b>
Mr. Vipin Sehgal	Director
Mr. Ashwani Sehgal	Director
Mrs. Monica Sehgal	Director

#### **Capital Structure and Shareholding Pattern**

The authorized share capital of the Company is Rs 40,00,000/- (4,00,000 Equity shares of Rs.10/- each). The paid-up share capital Rs. 29,89,420/- (2,98,942 Equity shares of Rs.10/- each).

The Shareholding Pattern of **Alpex Exim Private Limited** as on date of 30.09.2023 is as follows:

<b>Name of shareholder</b>	<b>No. of Equity Shares Held</b>	<b>Percentage of Shareholding</b>
Mr. Ashwani Sehgal	2,92,442	97.83%
Mrs. Monica Sehgal	3,500	1.17%
Mr. Vipin Sehgal	3,000	1.00%



<b>TOTAL</b>	<b>298942</b>	<b>100.00%</b>
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### **Financial Information**

*(Amount in lakhs Except EPS and NAV)*

<b>Particulars</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>	<b>March 31, 2021</b>
Equity capital	29.89	29.89	29.89
Reserves and surplus (excluding revaluation)	222.90	221.78	202.27
Total Income	1,363.82	1,403.47	1,211.53
Profit/(Loss) after tax	1.12	19.51	27.81
Earnings per share (Rs.) (Basic)	0.38	6.53	9.30
Earnings per share (Rs.) (Diluted)	0.38	6.53	9.30
Net Worth	252.79	251.78	232.16
Net asset value per share (Rs.)	84.56	84.22	77.66

### **ASSOCIATE COMPANY & JOINT VENTURE**

As on date of this Draft Red Herring Prospectus, our company has two Associate Enterprises.

#### **1. CER ROOFTOP PRIVATE LIMITED**

##### **Corporate Information**

CER Rooftop Private Limited was incorporated on May 12, 2016 under Companies Act, 2013. The registered office of the company is situated at Unit No. 336 A, 3rd floor, tower B3 Spaze I- Tech Park, Sector 49, Sohna Road Gurgaon- 122018. The Corporate Identification Number is U74999HR2016PTC064049.

##### **Main Object of the Company**

1. To carry on the business of manufacturers, dealers, wholesalers, retailers, distributors importers, exporters, assemblers and fabricators, repairers, maintainers, owners, agents and operators for all kinds of renewable energy modules and systems including but not limited to solar photovoltaic systems. modules, accessories and hybrid systems combining solar photovoltaic with other forms of renewable energy and basic components for such systems.
2. To render any kind of technical, administrative, consultancy or financial services in the field of renewable energy systems but not limited to solar photovoltaic and hybrid systems combining solar photovoltaic with other forms of energy.
3. To carry on in India and elsewhere in the world, the business of generating producing receiving, improving buying purchasing, selling reselling acquiring using transmitting transferring, accumulating employing distributing developing handling, supplying and to act as producer, dealer, agent, broker representative consultant, collaborator or otherwise to deal in and undertake assist encourage promote developmental scientific, technical engineering, procurement construction research activities associated with the generation, transmission and distribution of power which is derived through solar energy and to deal in all apparatus and things necessary, or required for or capable of being used in connection with generation transmission, distribution energy conservation, development of means, modes and methods for conservation and efficient utilization of solar energy, measuring the output and improving the efficiency thereof, supply, or otherwise, trade in, accumulation and employment of electricity, and all power that may directly or indirectly be derived therefrom, and for that purpose, acquire establish, contract, laydown, promote, erect, build, install, commission carry out and run all necessary power sub-station workshops, repair shops or any other facility or property required for the purpose of carrying on such business for captive consumption and for commercial usages

##### **Board of Director**

The Directors of CER Rooftop Private Limited as on date of 30.09.2023 are as follows:

Name	Designation
Mr. Ashwani Sehgal	Director
Mrs. Monica Sehgal	Director
Mr. Achyuta Narayan Bakshi	Director

### **Capital Structure and Shareholding Pattern**

The authorized share capital of the Company is Rs 10,01,00,000/- (1,00,10,000 Equity shares of Rs.10/- each). The paid-up share capital Rs. 5,41,00,000/- (54,10,000 Equity shares of Rs.10/- each).

The Shareholding Pattern of **CER Rooftop Private Limited** as on date of 30.09.2023 is as follows:

Name of shareholder	No. of Equity Shares Held	Percentage of Shareholding
Cambridge Energy Resources Private Limited	30,10,000	55.64
Alpex Solar Private Limited	24,00,000	44.36
<b>TOTAL</b>	<b>10,054</b>	<b>100%</b>

### **Financial Information**

*(Amount in lakhs Except EPS and NAV)*

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Equity capital	541.00	541.00	541.00
Reserves and surplus (excluding revaluation)	(59.50)	(60.65)	(48.77)
Total Income	60.01	58.08	143.62
Profit/(Loss) after tax	1.14	(11.88)	14.01
Earnings per share (Rs.) (Basic)	(0.02)	(0.00)	0.00
Earnings per share (Rs.) (Diluted)	(0.02)	(0.00)	0.00
Net Worth	481.50	480.35	492.23
Net asset value per share (Rs.)	8.90	8.78	9.09

## **2. KRISHMA MACHINE TOOLS PRIVATE LIMITED**

### **Corporate Information**

Krishma Machine Tools Private Limited was incorporated on January 10, 1991 under Companies Act, 1956. The registered office of the company is situated at B-79 Shivalik, New Delhi, Delhi, India, 110017. The Corporate Identification Number is U74899DL1991PTC042679.

### **Main Object of the Company**

To manufacture, assemble, install, maintain, prepare, buy, sell, resell, import, export, process, reprocess, fabricate, design, develop, research, improve, service, repair, overhaul, engineer, alter, hire, let on hire, exchange, market, act as agent, and consultants and to deal in Automatic lathe machines, CNC with turning centre machines, hydraulic machines, pneumatic control machines, and deal in all kinds of appliance, components, devices, equipments and accessories and related thereto,

### **Board of Director**

The Directors of Krishma Machine Tools Private Limited as on date of 31.10.2023 are as follows:

Name	Designation
Mr. Ashwani Sehgal	Director
Mrs. Monica Sehgal	Director

### **Capital Structure and Shareholding Pattern**

The authorized share capital of the Company is Rs 10,00,000 /- ( 10,000 Equity shares of Rs.100/- each). The paid-up share capital Rs. 1,27,500 /- (1,275 Equity shares of Rs.100/- each).

The Shareholding Pattern of **Krishma Machine Tools Private Limited** as on date of 31.10.2023 is as follows:

<b>Name of shareholder</b>	<b>No. of Equity Shares Held</b>	<b>Percentage of Shareholding</b>
Ashwani Sehgal	500	39.22
Monica Sehgal	500	39.22
Alpex Solar Private Limited	275	21.56
<b>TOTAL</b>	<b>1275</b>	<b>100.00</b>

### **Financial Information**

*(Amount in lakhs Except EPS and NAV)*

<b>Particulars</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>	<b>March 31, 2021</b>
Equity capital	1.275	1.275	1.275
Reserves and surplus (excluding revaluation)	379.90	380.27	380.63
Total Income	0.00	0.00	0.00
Profit/(Loss) after tax	(0.36)	(0.36)	(0.39)
Earnings per share (Rs.) (Basic)	(28.71)	(28.39)	(30.90)
Earnings per share (Rs.) (Diluted)	(28.71)	(28.39)	(30.90)
Net Worth	381.17	381.54	381.90
Net asset value per share (Rs.)	29,895.68	29,924.70	29,952.94

### **OTHER DECLARATIONS AND DISCLOSURES**

Our Company is not a listed entity and its securities have not been refused listing at any time by any recognized stock exchange in India or abroad. Further, Our Company has not made any Public Issue or Rights Issue (as defined in the SEBI ICDR Regulations) in the past. No action has been taken against Our Company by any Stock Exchange or by SEBI. Our Company is not a sick company within the meaning of the term as defined in the Sick Industrial Companies (Special Provisions) Act, 1985. Our Company is not under winding up nor has received a notice for striking off its name from the relevant Registrar of Companies.

### **FUND RAISING THROUGH EQUITY OR DEBT**

For details in relation to our fund-raising activities through equity and debt, please refer to the chapters titled “*Capital Structure*” beginning on page number 62 respectively, of this Draft Red Herring Prospectus.

### **REVALUATION OF ASSETS**

Our Company has not re-valued its assets since its incorporation.

### **CHANGES IN THE ACTIVITIES OF OUR COMPANY HAVING A MATERIAL EFFECT**

Since the incorporation of the company, there has been no change in the activities being carried out which may have a material effect on the profits / loss of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

### **INJUNCTIONS OR RESTRAINING ORDERS**

Our Company is not operating under any injunction or restraining order.

## DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/BANKS

There have been no Defaults or Rescheduling of borrowings with financial institutions/banks.

## STRIKES AND LOCK-OUTS

Our Company has, since incorporation, have been involved in two labor disputes or disturbances which is in relation to non-payment of wages.

Case No.	Court	Case type	Section Involved	Amount Involved	Petitioner	Respondent	Fact of the Case	Status of Litigation
19510/2019	Chief Metropolitan Magistrate, New Delhi, PHC	Complaint Case	22(A) of Minimum Wages Act	Not Quantifiable Till Date	MW	Alpex Exports Private Limited	An application has been filed by the Petitioner against the Issuer Company on 30-01-2019. The petitioner alleged that her employment was abruptly terminated by the Company on 27.07.2018 and the company withheld her dues pertaining to i) Leave ii) Gratuity amount iii) compensation for overtime. The Court had taken the cognizance and the First hearing in the case was held before the Metropolitan Magistrate on 02-02-2021. Various hearings were held in the matter till now wherein parties made arguments	As per the last order dated 16.09.2023, None of the parties were present and the matter is adjourned for the next date of hearing i.e. 22 March 2024
2255/2019	766- Presiding Officer - Labour Court, Rouse Avenue Court Complex, New Delhi	L I R – Labour/Industrial Tribunal referred matter	10C of Industrial Disputes Act, 1947	Not-Quantifiable Till Date	Devhuti Chauhan	M/S Alpex Exports Pvt. Ltd.	The petitioner had been working with the Issuer Company since 21.09.1998 and was illegally terminated from the position of senior store incharge on 29/08/2017 without prior notice, without notice/charge sheet and without any internal inquiry action. It was submitted by the petitioner that the company had not provided Appointment Letter since joining. Later, the Petitioner had issued a demand letter on 07/09/2018 with regard to joining the service but no satisfactory reply was received by Petitioner, rather wrong facts were	As per representation received from Management, the Issuer Company had paid an amount of Rs.94,082 vide cheque bearing no.022178 as a full and final settlement to the employee and the same has been acknowledged by the Respondent vide email dated 23.10.2017 and further gratuity is demanded. Vide order dated

							presented in the reply and no outstanding dues were paid. It is prayed by the Petitioner to cancel the termination order and to reinstate her in old service with same salary and perks. Also to pay dispute expenses incurred with 18% interest.	12.01.2023, the matter was transferred to mediation for settlement since, there exists element of settlement.  The matter is pending before Mediation Centre, Rouse Avenue District Court, New Delhi and the matter is listed for hearing on 21.12.2023 and it was directed to file M.E. Affidavit of management's witness and advance copy of the same be supplied to AR of the claimant/petitioner.
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#### **TIME AND COST OVERRUNS IN SETTING UP PROJECTS**

As on the date of this Draft Red Herring Prospectus, there have been no time and cost overrun in any of the projects undertaken by our Company.

#### **SHAREHOLDERS' AGREEMENT**

Our Company does not have any subsisting shareholders' agreement as on the date of this Draft Red Herring Prospectus.

#### **OTHER AGREEMENTS**

Except as disclosed in the title "**Material Contracts and Documents for Inspection**" on page No. 412 as on the date of this Draft Red Herring Prospectus our Company has not entered into any agreements other than those entered into in the ordinary course of business and there are no material agreements entered into more than two years before the date of this Draft Red Herring Prospectus.

#### **AGREEMENTS WITH KEY MANAGERIAL PERSONNEL, DIRECTORS, PROMOTERS OR ANY OTHER EMPLOYEE**

As on the date of this Draft Red Herring Prospectus, there are no agreements entered into by our Key Managerial Personnel or Directors or Promoters or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

#### **COLLABORATION AGREEMENT**

As on the date of this Draft Red Herring Prospectus, our Company is not party to any collaboration agreement.

#### **STRATEGIC PARTNERS**

Our Company does not have any strategic partner(s) as on the date of this Draft Red Herring Prospectus.

#### **FINANCIAL PARTNERS**

As on the date of this Draft Red Herring Prospectus, our Company does not have any financial partners.

#### **ACQUISITION OF BUSINESS/UNDERTAKINGS**

Our Company has not acquired any material business or undertaken any mergers or amalgamation or divestments of business or undertaking since incorporation preceding the date of this Draft Red Herring Prospectus.

#### **DIVESTMENT OF BUSINESS/UNDERTAKING BY COMPANY SINCE INCEPTION YEARS.**

There has been no divestment by the Company of any business or undertaking since inception.

#### **NUMBER OF SHAREHOLDER OF OUR COMPANY**

Our Company has **11 (Eleven)** shareholders as on date of this Draft Red Herring Prospectus. For further details on the Shareholding Pattern of our Company, please refer to the Chapter titled "*Capital Structure*" beginning on page 62 of this Draft Red Herring Prospectus.

#### **DETAILS OF PAST PERFORMANCE**

For details of Change of management, please see chapter titled "*Our Business*" and "*Our History and Certain Corporate Matters*" on page 122 and 165 respectively of this Draft Red Herring Prospectus.

#### **DETAILS OF FINANCIAL PERFORMANCE**

For details in relation to our financial performance in the previous five financial years, including details of non-recurring items of income, refer to section titled "*Financial Statements*" beginning on page 199 of this Draft Red Herring Prospectus.

#### **GUARANTEES GIVEN BY PROMOTER OFFERING ITS SHARES IN THE OFFER FOR SALE**

This Issue is a fresh issue of Equity Shares and our Promoters is not offering his shares in this Issue.

## OUR MANAGEMENT

### BOARD OF DIRECTORS

As per the Articles of Association of our Company, we are required to have not less than 3 (Three) Directors and not more than 15 (Fifteen) Directors on its Board, subject to provisions of Section 149 of Companies Act, 2013. As on date of this Draft Red Herring Prospectus, our Board consist of Six (6) Directors, out of which Three (3) are Executive Directors, Three (3) are Non-Executive Director out of which two (2) are Non-Executive Independent Director.

Sr.No.	Name	DIN	Category	Designation
1.	Ashwani Sehgal	00001210	Executive	Chairman & Managing Director
2.	Monica Sehgal	00001213	Executive	Whole Time Director
3.	Vipin Sehgal	00001214	Executive	Executive Director
4.	Aditya Sehgal	10357902	Non-Executive	Director
5.	Deepak Verma	07489985	Non-Executive	Independent Director
6.	Indrajeet S Khanna	10341232	Non-Executive	Independent Director

The following table sets forth certain details regarding the members of our Company's Board as on the date of this Draft Red Herring Prospectus:

S. No.	Name, DIN, Date of Birth, Qualification, Designation, Occupation, Address, Nationality and Term	Age	Other Directorship
1.	<p><b>Mr. Ashwani Sehgal</b></p> <p><b>Designation:</b> Chairman and Managing Director</p> <p><b>Address:</b> A-16, Geetanjali Enclave, Geetanjali, New Delhi, 110017</p> <p><b>Date of Birth:</b> 17/07/1965</p> <p><b>Educational Qualification:</b> Mechanical Engineering from Punjab University</p> <p><b>Professional Experience:</b> - More than 20 years of professional experience in Renewable Industry.</p> <p><b>Occupation:</b> Business</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> 5 years w.e.f September 30, 2023</p> <p><b>Date of First Appointment:</b> August 27, 1993</p> <p><b>Date of Appointment as MD:</b> September 30, 2023</p> <p><b>DIN:</b> 00001210</p>	58	<p><b><u>Indian Private Limited Company</u></b></p> <p>1. Krishma Machine Private Limited 2. Scan International Private Limited 3. Udaya Fibers Private Limited 4. Alpex Exim Private Limited 5. CER Rooftop Private Limited 6. Axsources Global Private Limited</p> <p><b><u>Indian Public Limited Company</u></b></p> <p>Nil</p> <p><b><u>Indian Limited Liability Partnership</u></b></p> <p>Nil</p> <p><b><u>Indian Hindu Undivided Family</u></b></p> <p>Nil</p>

S. No.	Name, DIN, Date of Birth, Qualification, Designation, Occupation, Add0ress, Nationality and Term	Age	Other Directorship
2.	<p><b>Mrs. Monica Sehgal</b></p> <p><b>Designation:</b> Whole Time Director</p> <p><b>Address:</b> A-16, Geetanjali Enclave, Geetanjali, New Delhi, 110017</p> <p><b>Date of Birth:</b> 06/05/1968</p> <p><b>Educational Qualification:</b> Masters in Computer Applications from Bhopal university</p> <p><b>Professional Experience:</b> - 15 years of experience in Solar Industry.</p> <p><b>Occupation:</b> Business</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> 5 years w.e.f. September 30, 2023</p> <p><b>Date of First Appointment:</b> August 27,1993</p> <p><b>Date of Appointment as Whole Time Director:</b> September 30,2023</p> <p><b>DIN:</b> 00001213</p>	55	<p><b><u>Indian Private Limited Company</u></b></p> <p>1. Krishma Machine Tools Private Limited 2. Scan International Private Limited 3. Alpex Exim Private Limited 4. CER Rooftop Private Limited</p> <p><b><u>Indian Public Limited Company</u></b></p> <p>Nil</p> <p><b><u>Indian Limited Liability Partnership</u></b></p> <p>Nil</p> <p><b><u>Indian Hindu Undivided Family</u></b></p> <p>Nil</p>
3.	<p><b>Mr. Vipin Sehgal</b></p> <p><b>Designation:</b> Executive Director</p> <p><b>Address:</b> 79 A, Rajguru Nagar, Ludhiana, Punjab, 141012</p> <p><b>Date of Birth:</b> 15/03/1971</p> <p><b>Educational Qualification:</b> Bachelor of engineering (production)from Gurunanak dev engineering college</p> <p><b>Professional Experience:</b> - 15 years of experience in Solar Industry and 25 Years experience in textile industry.</p> <p><b>Occupation:</b> Business</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> Liable to retire by rotation</p> <p><b>Date of First Appointment:</b> June 10, 2017</p> <p><b>DIN:</b> 00001214</p>	52	<p><b><u>Indian Private Limited Company</u></b></p> <p>1. Udaya Fibers Private Limited 2. Alpex Exim Private Limited</p> <p><b><u>Indian Public Limited Company</u></b></p> <p>Nil</p> <p><b><u>Indian Limited Liability Partnership</u></b></p> <p>Nil</p> <p><b><u>Indian Hindu Undivided Family</u></b></p> <p>Nil</p>



S. No.	Name, DIN, Date of Birth, Qualification, Designation, Occupation, Address, Nationality and Term	Age	Other Directorship
4.	<p><b>Mr. Aditya Sehgal</b></p> <p><b>Designation:</b> Non - Executive Director</p> <p><b>Address:</b> A – 16, Geetanjali Enclave, South Delhi - 110017</p> <p><b>Date of Birth:</b> 04/08/1998</p> <p><b>Educational Qualification:</b> Bachelor in Science in Electrical Engineering from University of California</p> <p><b>Professional Experience:</b> - N.A</p> <p><b>Term:</b> Liable to retire by rotation</p> <p><b>Occupation:</b> Business</p> <p><b>Nationality:</b> Indian</p> <p><b>Appointed on:</b> October 16, 2023</p> <p><b>DIN:</b> 10357902</p>	25	<p><u>Indian Private Limited Company</u></p> <p>Nil</p> <p><u>Indian Public Limited Company</u></p> <p><u>Indian Limited Liability Partnership</u></p> <p>Nil</p> <p><u>Indian Hindu Undivided Family</u></p> <p>Nil</p>
5.	<p><b>Mr. Deepak Verma</b></p> <p><b>Designation:</b> Non-Executive Independent Director</p> <p><b>Address:</b> A-16 2<sup>nd</sup> Floor, Geetanjali Enclave, Malviya Nagar, South Delhi-110017</p> <p><b>Date of Birth:</b> 28/08/1947</p> <p><b>Professional Experience:</b> -</p> <ul style="list-style-type: none"> <li>➤ Chief Justice of Rajasthan High Court</li> <li>➤ Judge of Supreme Court of India</li> </ul> <p><b>Occupation:</b> Professional</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> 5 Years i.e., till October 15, 2028</p> <p><b>Appointed on:</b> October 16, 2023</p> <p><b>DIN:</b> 07489985</p>	76	<p><u>Indian Private Limited Company</u></p> <p>Nil</p> <p><u>Indian Public Limited Company</u></p> <ol style="list-style-type: none"> <li>1. 63 Moons Technologies Limited</li> <li>2. Ticker Limited</li> </ol> <p><u>Indian Limited Liability Partnership</u></p> <p>Nil</p> <p><u>Indian Hindu Undivided Family</u></p> <p>Nil</p>

S. No.	Name, DIN, Date of Birth, Qualification, Designation, Occupation, Address, Nationality and Term	Age	Other Directorship
6.	<p><b>Mr. Indrajeet S Khanna</b></p> <p><b>Designation:</b> Non-Executive Independent Director</p> <p><b>Address:</b> C-8, Tower -3, New Moti Bagh, Netaji Nagar (South West Delhi), Delhi-110023.</p> <p><b>Date of Birth:</b> 25/02/1957</p> <p><b>Educational Qualification:</b></p> <ul style="list-style-type: none"> <li>➤ Master in Business Administration</li> <li>➤ Bachelor in Engineering in Electronics and Tele Communication from University of Jabalpur</li> </ul> <p><b>Professional Experience:</b> - 35 years of experience working in various roles within the Government of India, including serving as the Chairperson of the Council of Europe, a Councilor at the International Telecommunication Union (ITU) in Geneva, and as Deputy Director General (IR) and Deputy Director General (AS)</p> <p><b>Occupation:</b> Professional</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> 5 Years i.e., till October 15, 2028</p> <p><b>Appointed on:</b> October 16, 2023</p> <p><b>DIN:</b> 10341232</p>	66	<p><u>Indian Private Limited Company</u></p> <p>Nil</p> <p><u>Indian Public Limited Company</u></p> <p><u>Indian Limited Liability Partnership</u></p> <p>Nil</p> <p><u>Indian Hindu Undivided Family</u></p> <p>Nil</p>

#### BRIEF PROFILE OF THE DIRECTORS OF OUR COMPANY

**Mr. Ashwani Sehgal**, aged 58 years, is the Promoter, Chairman, and Managing Director of our company. He holds a degree in Mechanical Engineering from Punjab University, Chandigarh. With 34 years of work experience, 16 of which were in the Solar Business, he has held the position of President in the Indian Solar Manufacturers Association (ISMA). He began his career with Punjab Tractor Limited in 1989 and left the company in 1993 to start his own company, Alpex Solar Limited. He has been actively involved in the day-to-day operations of the company and currently oversees and controls the overall commercial operations, including but not limited to formulating business strategies for development and making finance-related decisions. He has been associated with the company since its incorporation

**Ms. Monica Sehgal**, aged 55 years, is the Promoter and Whole Time Director of our company. She holds a Master's degree in Computer Application from Bhopal University. With 20 years of work experience in administration and Human Resources, she is well-versed in handling administration and human resource-related issues, including employee benefits, development, and relationships. She possesses good knowledge of the current business scenario and adapts to the ever-changing and challenging requirements of the organization. Mrs. Sehgal has been actively involved in the day-to-day operations of the company and currently oversees and controls the overall commercial operations. She has been associated with the company since its inception in 1993.

**Mr. Vipin Sehgal**, aged 52 years, is the Promoter and Executive Director of our company. He holds a Bachelor's degree in

Production Engineering from Gurunank Dev Engineering College, Ludhiana, obtained in the year 1992. He also pursued Commerce from Punjab University, Chandigarh. With over 22 years of work experience in production and computer applications, Mr. Sehgal is responsible for overseeing all production and computer application programs, including ERP, ensuring efficient management in line with the corporate era. He is actively involved in technology adoption, research and development, and the day-to-day operations of the company. Mr. Sehgal has been associated with the company since its incorporation.

**Mr. Aditya Sehgal**, aged at the age of 25, serves as a non-executive director on the board of the company, bringing a fresh and dynamic perspective to the business. His educational background includes a Bachelor's degree in science with a focus on Electrical Engineering, which he earned from the prestigious University of California.

**Mr. Deepak Verma**, aged 76 years, is a Non- Executive Independent director on the board of the company. He is a prominent Indian jurist and former Supreme Court of India judge. With a legal career spanning back to 1972, he initially practiced before the Madhya Pradesh High Court. In 2005, he was appointed as the Administrative Judge of the Madhya Pradesh High Court and also served as the Welfare Commissioner for Bhopal gas tragedy victims. His career took him to the High Court of Karnataka, Bangalore, where he became the senior-most judge and briefly served as Acting Chief Justice. Subsequently, he assumed the position of Chief Justice of the Rajasthan High Court. From 2009 to 2012, he served as a judge in the Supreme Court of India. Currently, he is an independent arbitrator and mediator, handling both domestic and international disputes and offering expertise on Indian law matters to foreign courts and international tribunals. He actively participates in academic and industry conferences and has authored articles covering various legal domains. Additionally, he co-authored a leading commentary on the Civil Procedure Code, highlighting his expertise in procedural law.

**Mr. Indrajeet S Khanna**, aged 66 years, is a Non-Executive Independent Director on the board of the company. He has 35 years of experience working in various senior-level positions within the government of India, such as Chairperson of the Council of Europe and the International Telecommunication Union (ITU) Council in Geneva. He has also served as Deputy Director General (IR) and Deputy Director General (AS) and held the position of General Manager. By qualification, he holds a Master's degree in Business Administration and a Bachelor's degree in Engineering in Electronics and Telecommunication from the University of Jabalpur.

**Note:**

*None of the above-mentioned Directors are on the RBI List of willful defaulters as on the date of this Draft Red Herring Prospectus.*

- 1) *None of the Promoters, persons forming part of our Promoter Group, our directors or persons in control of our Company or our Company are debarred by SEBI from accessing the capital market.*
- 2) *None of the Promoters, Directors or persons in control of our Company, have been or are involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.*

**FAMILY RELATIONSHIP BETWEEN DIRECTORS**

Except as stated below, none of the Directors of the Company are related to each other as per Section 2(77) of the Companies Act, 2013:

S. No.	Name of the Director	Other Director	Relationship with other Director
1	Mr. Ashwani Sehgal	Mrs. Monica Sehgal	Spouse
		Mr. Vipin Sehgal	Brother
		Mr. Aditya Sehgal	Son
2	Mrs. Monica Sehgal	Mr. Ashwani Sehgal	Spouse
		Mr. Vipin Sehgal	brother-in-law
		Mr. Aditya Sehgal	Son
3	Mr. Vipin Sehgal	Mr. Aswani Sehgal	Brother
		Mrs. Monica Sehgal	Sister-in-law
		Mr. Aditya Sehgal	Nephew

**Details of current and past directorship(s) in listed companies whose shares have been / were suspended from being traded on the stock exchanges and reasons for suspension**

None of our Directors is / was a director in any listed company during the last five years before the date of filing of this Draft Red Herring Prospectus, whose shares have been / were suspended from being traded on the any stock exchange.

**Details of current and past directorship(s) in listed companies which have been/ were delisted from the stock exchange(s) and reasons for delisting**

None of our Directors are currently or have been on the board of directors of a public listed company whose shares have been or were delisted from any stock exchange.

**Details of arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which of the Directors were selected as a director or member of senior management.**

There are no arrangements or understandings with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Managerial Personnel were selected as a Director or member of the senior management.

**TERMS AND CONDITIONS OF EMPLOYMENT OF THE DIRECTORS**

***i. Executive Directors***

<b>Name</b>	<b>Mr. Ashwani Sehgal</b>
<b>Designation</b>	Managing Director
<b>Period</b>	5 years w.e.f. September 30, 2023
<b>Date of approval of shareholder</b>	September 30, 2023
<b>Remuneration (w.e.f. September 30,2023)</b>	INR 8,00,000/- P.M.
<b>Perquisite</b>	As per the rules of the Company

<b>Name</b>	<b>Mrs. Monica Sehgal</b>
<b>Designation</b>	Whole Time Director
<b>Period</b>	5 years w.e.f. September 30, 2023
<b>Date of approval of shareholder</b>	September 30, 2023
<b>Remuneration (w.e.f. September 30,2023)</b>	INR 7,00,000/- P.M.
<b>Perquisite</b>	As per the rules of the Company

<b>Name</b>	<b>Mr. Vipin Sehgal</b>
<b>Designation</b>	Executive Director
<b>Period</b>	Liable to retire by rotation
<b>Date of approval of shareholder</b>	September 30, 2023
<b>Remuneration (w.e.f. September 30,2023)</b>	INR 5,00,000/- P.M.
<b>Perquisite</b>	As per the rules of the Company

***ii. Non-Executive Directors***

Non-Executive Directors including Independent Directors are not entitled to any remuneration except sitting fees for

attending meetings of the Board, or of any committee of the Board. They are entitled to a sitting fee for attending the meeting of the Board and the Committee thereof respectively.

**Note: No portion of the compensation as mentioned above was paid pursuant to a bonus or profit-sharing plan.**

#### SHAREHOLDING OF DIRECTORS IN OUR COMPANY

As per the Articles of Association of our Company, a director is not required to hold any shares in our Company to qualify him for the office of the Director of our Company. The following table details the shareholding in our Company of our Directors in their personal capacity, as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Directors	No. of Equity Shares held	% of pre-issue paid-up Equity Share capital in our Company
1.	Ashwani Sehgal	55,91,652	31.08
2.	Monica Sehgal	35,89,200	19.95
3.	Vipin Sehgal	25,19,076	14.00
4.	Aditya Sehgal	75,000	0.42
5.	Deepak Verma	-	-
6.	Indrajeet S Khanna	-	-

#### INTEREST OF DIRECTORS

All of our Directors may be deemed to be interested to the extent of fees payable to them (if any) for attending meetings of the Board or a committee thereof as well as to the extent of remuneration payable to them for their services as Directors of our Company and reimbursement of expenses as well as to the extent of commission and other remuneration, if any, payable to them under our Articles of Association. Some of the Directors may be deemed to be interested to the extent of consideration received/paid or any loans or advances provided to any bodies corporate including companies and firms, and trusts, in which they are interested as directors, members, partners or trustees.

All our directors may also be deemed to be interested to the extent of Equity Shares, if any, already held by them or their relatives in our Company, or that may be subscribed for and allotted to our non-promoter Directors, out of the present Issue and also to the extent of any dividend payable to them and other distribution in respect of the said Equity Shares.

The Directors may also be regarded as interested in the Equity Shares, if any, held or that may be subscribed by and allocated to the companies, firms and trusts, if any, in which they are interested as directors, members, partners, and/or trustees.

Our directors may also be regarded interested to the extent of dividend payable to them and other distribution in respect of the Equity Shares, if any, held by them or by the companies/firms/ventures promoted by them or that may be subscribed by or allotted to them and the companies, firms, in which they are interested as Directors, members, partners and promoters, pursuant to this Issue. All our directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by the Company with either the Directors himself, other company in which they hold directorship or any partnership firm in which they are partners, as declared in their respective declarations

#### **Interest in promotion of Our Company**

Except Promoters, none of our directors have any interest in the promotion of our Company.

#### **Interest in the property of Our Company**

Except as disclosed below our directors have no interest in any property acquired by our Company neither in the preceding two years from the date of this Draft Red Herring Prospectus nor in the property proposed to be acquired by our Company as on the date of filing of this Draft Red Herring Prospectus. Our directors also do not have any interest in any transaction regarding the acquisition of land, construction of buildings and supply of machinery, etc. with respect to our Company.

Director	Purpose	Owned Property
Ashwani Sehgal	Registered Office	B-79, Shivalik Enclave, Near Malviya nagar, New Delhi-110017

	Manufacturing Unit	Plot number I-25, Surajpur Industrial Area, Site-V, Kasna, Greater Noida
	Branch Office	52/32, C KPN Colony, 4th Street, Behind Nalini Hospital, Tirupur-641601

### ***Interest in the business of Our Company***

Save and except as stated otherwise in Related Party Transaction in the chapter titled “*Financial Information*” beginning on page number 199 of this Draft Red Herring Prospectus, Our Directors do not have any other interests in our Company as on the date of this Draft Red Herring Prospectus. Our directors are not interested in the appointment of Underwriters, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

### ***Details of Service Contracts***

None of our directors have entered into any service contracts with our Company except for acting in their individual capacity as director and no benefits are granted upon their termination from employment other than the statutory benefits provided by our Company.

Except statutory benefits upon termination of their employment in our Company or retirement, no officer of our Company, including the directors and key Managerial personnel, are entitled to any benefits upon termination of or retirement from employment.

### **Bonus or Profit-Sharing Plan for the Directors**

There is no bonus or profit-sharing plan for the Directors of our Company.

### **Contingent and Deferred Compensation Payable to Directors**

No Director has received or is entitled to any contingent or deferred compensation.

### **Other Indirect Interest**

Except as stated in chapter titled-“*Financial Information*” beginning on page 199 of this Draft Red Herring Prospectus, none of our sundry debtors or beneficiaries of loans and advances are related to our directors.

### **Borrowing Power of the Board**

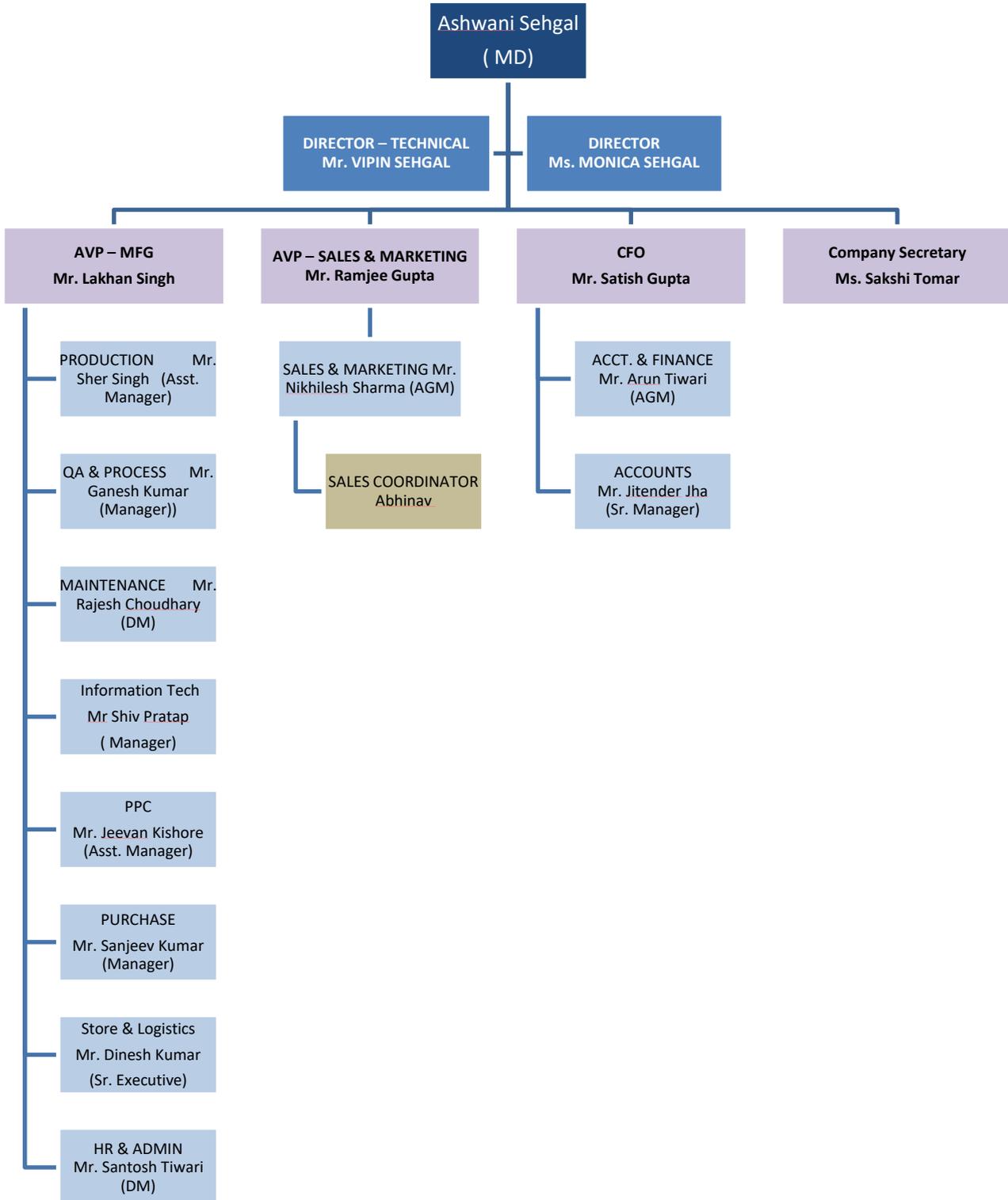
The Board of Directors are vested with the power to borrow, pursuant to Section 179(3)(d) of Companies Act 2013. However, pursuant to Section 180(1)(c) Companies Act, 2013 and the rules made thereunder that any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business), exceeds the aggregate of the paid-up capital of the Company and free reserve, the approval of shareholders by way of Special Resolution will be required. The company has passed a special resolution dated October 27, 2023 for approval of borrowing limits.

### **Changes in The Board for the Last Three Years**

Save and except as mentioned below, there had been no change in the Directorship during the last three (3) years:

<b>Name of Director</b>	<b>Date of Event</b>	<b>Reason for Change</b>
Mr. Ashwani Sehgal	September 30,2023	Change in designation to Managing director
Mrs. Monica Sehgal	September 30,2023	Change in designation to Whole Time Director
Mr. Vipin Sehgal	September 30,2023	Change in designation to Executive Director
Mr. Aditya Sehgal	October 16, 2023	Appointment as Non- Executive Director
Mr. Deepak Verma	October 16, 2023	Appointment as Non-Executive Independent Director
Mr. Indrajeet S Khanna	October 16, 2023	Appointment as Non- Executive Independent Director

**Management Organization Structure**



## CORPORATE GOVERNANCE

In additions to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI Listing Regulations will be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchanges. As on date of this Draft Red Herring Prospectus, as our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, the requirement specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (LODR) Regulations, 2015 is not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable. Our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors, woman director on our Board, constitution of an Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our Company has constituted the following Committees of the Board:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee
4. Corporate Social Responsibility

## AUDIT COMMITTEE

The Audit Committee was constituted *vide* Board resolution dated October 27 ,2023 pursuant to Section 177 of the Companies Act, 2013. As on the date of this Draft Red Herring Prospectus, the Audit Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Indrajeet S Khanna	Chairperson	Non-Executive Independent Director
Deepak Verma	Member	Non-Executive Independent Director
Vipin Sehgal	Member	Executive Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

### **The scope of Audit Committee shall include but shall not be restricted to the following:**

1. Oversight the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - a. Matters required being included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 134 of the Companies Act, 2013.
  - b. Changes, if any, in accounting policies and practices and reasons for the same.
  - c. Major accounting entries involving estimates based on the exercise of judgment by management.
  - d. Significant adjustments made in the financial statements arising out of audit findings.
  - e. Compliance with listing and other legal requirements relating to financial statements.
  - f. Disclosure of any related party transactions.
  - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights



- issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Review and monitor the auditor's independence and performance and effectiveness of audit process.
  8. Approval of any transactions of the Company with Related Parties, including any subsequent modification thereof.
  9. Scrutiny of inter-corporate loans and investments.
  10. Valuation of undertakings or assets of the Company, wherever it is necessary.
  11. Evaluation of internal financial controls and risk management systems.
  12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
  13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
  14. Discussion with internal auditors on any significant findings and follow up thereon.
  15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
  16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
  17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
  18. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
  19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
  20. Carrying out any other function as it mentioned in the terms of reference of the Audit Committee.

**The Audit Committee enjoys following powers:**

- a) To investigate any activity within its terms of reference
- b) To seek information from any employee
- c) To obtain outside legal or other professional advice
- d) To secure attendance of outsiders with relevant expertise if it considers necessary
- e) The audit committee may invite such of the executives as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on the occasions, it may also meet without the presence of any executives of the Issuer. The finance director, head of internal audit committee.

**The Audit Committee shall mandatorily review the following information:**

1. Management Discussion and Analysis of financial condition and results of operations.
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
3. Management letters/letters of internal control weaknesses issued by the statutory auditors.
4. Internal audit reports relating to internal control weaknesses.
5. The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The Audit Committee shall meet at-least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be minimum of two independent members present.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

## NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee was constituted at a meeting of the Board of Directors held on October 27, 2023. As on the date of this Draft Red Herring Prospectus the Nomination and Remuneration Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Aditya Sehgal	Chairperson	Non – Executive Director
Mr. Deepak Verma	Member	Non - Executive Independent Director
Mr. Indrajeet S Khanna	Member	Non – Executive Independent Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

The role of the Nomination and Remuneration Committee includes, but not restricted to, the following:

1. Formulation of the criteria for determining qualification, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, Key Managerial Personnel and other employees.
2. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
3. Devising a policy on diversity of Board of Directors.
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria, laid down, and recommend to the Board of Directors their appointment and removal.
5. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
6. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

The Meetings of the Committee shall be held at such regular intervals as may be required. The quorum will be either two members or one third of the members of the Nomination and Remuneration Committee whichever is greater, including at least one independent director.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

## STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee has been formed by the Board of Directors, at the meeting held on October 27, 2023. As on the date of this Draft Red Herring Prospectus the Stakeholders Relationship Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Aditya Sehgal	Chairperson	Non-Executive Director
Mr. Vipin Sehgal	Member	Executive Director
Mr. Deepak Verma	Member	Non-Executive Independent Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

This Committee supervises all grievances of Shareholders and Investors and its terms of reference include the following:

1. Allotment and listing of our shares in future.
2. Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares and issue of duplicate/split/consolidated share certificates;
3. Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares and

- debentures;
4. Reference to statutory and regulatory authorities regarding investor grievances;
  5. To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
  6. And to do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers.

The Stakeholders Relationship Committee is required to meet at-least once in a year.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

#### **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

The Corporate Social Responsibility Committee has been formed by the Board of Directors, at the meeting held on October 27, 2023. As on the date of this Draft Red Herring Prospectus the Corporate Social Responsibility Committee comprises of:

<b>Name of the Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
Mr. Deepak Verma	Chairperson	Non-Executive Independent Director
Mr. Ashwani Sehgal	Member	Managing Director
Mrs. Monica Sehgal	Member	Whole Time Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

The Corporate Social Responsibility Committee is in compliance with Section 135 of the Companies Act 2013. The Company Secretary shall act as the secretary of the Corporate Social Responsibility Committee.

The terms of reference of the Corporate Social Responsibility Committee include the following:

1. To formulate and recommend to the Board, a CSR policy which will indicate the activities to be undertaken by the Company in accordance with Schedule VII of the Companies Act, 2013;
2. To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company;
3. To monitor the CSR policy of the Company from time to time;
4. Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

The quorum for the CSR Committee Meeting shall be one – third of its total strength (any fraction contained in that one-third be rounded off as one) or two members, whichever is higher. Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

#### **Compliance with SME Listing Regulations**

The provisions of the SEBI (Listing Obligation and Disclosures) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on EMERGE platform of NSE.

#### **KEY MANAGERIAL PERSONNEL**

Our Company is managed by our Board of Directors, assisted by qualified professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel of our Company:s

<b>Name</b>	<b>Mr. Ashwani Sehgal</b>
<b>Designation</b>	Managing Director
<b>Date of Appointment</b>	September 30, 2023
<b>Expiration of Term</b>	5 years w.e.f. September 30, 2023
<b>Qualification</b>	Bachelor of Engineering from Panjab University
<b>Previous Employment</b>	Not Applicable
<b>Overall Experience</b>	More than 20 years of experience in Renewable Industry.
<b>Remuneration paid in F.Y. 2023-24)</b>	Rs. 8,00,000/- p.m. w.e.f September 30, 2023

<b>Name</b>	<b>Mrs. Monica Sehgal</b>
<b>Designation</b>	Whole Time Director
<b>Date of Appointment</b>	September 30, 2023
<b>Expiration of Term</b>	5 years w.e.f. September 30, 2023
<b>Qualification</b>	Masters in Computer Applications from Bhopal university
<b>Previous Employment</b>	Not Applicable
<b>Overall Experience</b>	15 years of experience in Solar Industry.
<b>Remuneration paid in F.Y. 2023-24)</b>	Rs. 7,00,000/- p.m. w.e.f. September 30, 2023

<b>Name</b>	<b>Mr. Satish Kumar Gupta</b>
<b>Designation</b>	Chief Financial Officer
<b>Date of Appointment</b>	September 18, 2023
<b>Qualification</b>	Chartered Accountant
<b>Previous Employment</b>	Group Chief Officer of TATA Power
<b>Overall Experience</b>	Having more than 35 years of experience out of which 17-year experience in Renewable Energy Sector.
<b>Remuneration paid in F.Y. 2023-24</b>	3,50,000 P.M w.e.f September 18, 2023

<b>Name</b>	<b>Ms. Sakshi Tomar</b>
<b>Designation</b>	Company Secretary & Compliance Officer
<b>Date of Appointment</b>	September 30, 2023
<b>Qualification</b>	Company Secretary
<b>Previous Employment</b>	NA
<b>Overall Experience</b>	Associated as Company Secretary fssor more than 7 Years
<b>Remuneration paid in F.Y. 2023-24</b>	10,80,000 P.A w.e.f September 30,2023

#### BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL

**Mr. Ashwani Sehgal** – (For more Information please refer to the section of our Management page No – 140)

**Mrs. Monica Sehgal** - (For more Information please refer to the section of our Management page No – 140)

**Mr. Satish Kumar Gupta** - is the Chief Executive Officer of the company, with an extensive 35-year career that includes 17 years of focused experience in the renewable energy sector. His prior role as the Group Chief Financial Officer for Tata Power's Renewable business, Mr. Gupta's qualifications include a B. Com Hons degree from Delhi University, and he is a certified ICWA (Institute of Cost and Works Accountants of India) professional.

**Ms. Sakshi Tomar**, - Associate Member of ICSI with over 7 years of professional experience, specializes in company law matters, securities law, listing agreements, public issues, right issues, and preferential allotments. She is a frequent presence before quasi-judicial authorities and regulatory bodies, ensuring legal compliance, she is associated with company since 2018.

**Notes:**

- All of our Key Managerial Personnel mentioned above are the permanent employees of our Company.
- There is no agreement or understanding with major shareholders, customers, suppliers or others pursuant to which any of the above-mentioned personnel was selected as a director or member of senior management.
- None of our Key Managerial Personnel has entered into any service contracts with our company and no benefits are granted upon their termination from employment other than statutory benefits provided by our Company. However, our Company has appointed certain Key Managerial Personnel for which our company has not executed any formal service contracts; although they abide by their terms of appointments.

**Family Relationship Between Key Managerial Personnel**

Except as discussed below, none of our KMP are related to each other as per section 2(77) of the Companies Act, 2013.

S. No.	Name of the Director	Other Director	Relationship with other Director
1.	Mr. Ashwani Sehgal	Mrs. Monica Sehgal	Spouse
2.	Mrs. Monica Sehgal	Mr. Ashwani Sehgal	Spouse

**Bonus and/ or Profit-Sharing Plan for the Key Managerial Personnel**

Our Company does not have any bonus and / or profit-sharing plan for the key managerial personnel.

**Contingent and Deferred Compensation Payable to Key Managerial Personnel**

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation.

**Shareholding of the Key Managerial Personnel**

Except Mr. Ashwani Sehgal and Mrs. Monica Sehgal, none of our Key Managerial Personnel is holding any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus.

Name of the Key Managerial Personnel	No. of equity Shares
Mr. Ashwani Sehgal	55,91,652
Mrs. Monica Sehgal	35,89,200

**Interest of Key Managerial Personnel**

None of our key managerial personnel have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to our Company as per the terms of their appointment and reimbursement of expenses incurred by them during the ordinary course of business.

**Changes in Our Company’s Key Managerial Personnel During the Last three Years**

Following have been the changes in the Key Managerial Personnel during the last three years:

Sr. No.	Name of KMP	Date of Change	Reason
1.	Mr. Ashwani Sehgal	September 30,2023	Appointment of Managing Director
2.	Mrs. Monica Sehgal	September 30, 2023	Appointment as Whole-time director

2.	Mr. Satish Kumar Gupta	September 18,2023	Appointment as Chief Financial Officer
3.	Ms. Sakshi Tomar	September 30,2023	Appointment of Company Secretary

*Note: Other than the above changes, there have been no changes to the key managerial personnel of our Company that are not in the normal course of employment.*

#### **Scheme of Employee Stock Options or Employee Stock Purchase**

Our Company does not have any Employee Stock Option Scheme or other similar scheme giving options in our Equity Shares to our employees.

#### **Loans to Key Managerial Personnel**

There are no loans outstanding against the key managerial personnel other than the loan mentioned in the chapter – “Restated Financial Statement” page no. **NOTE 18**

#### **Payment of Benefits to Officers of Our Company (Non-Salary Related)**

Except for the payment of salaries and perquisites and reimbursement of expenses incurred in the ordinary course of business, and the transactions as enumerated in the chapter titled “*Financial Information*” and the chapter titled “*Our Business*” beginning on pages 274 and 122 of this Draft Red Herring Prospectus, we have not paid/given any benefit to the officers of our Company, within the two preceding years nor do we intend to make such payment/ give such benefit to any officer as on the date of this Draft Red Herring Prospectus.

#### **RETIREMENT BENEFITS**

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company.

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## OUR PROMOTERS AND PROMOTER GROUP

### OUR INDIVIDUAL PROMOTER:

1. Mr. Ashwani Sehgal
2. Mrs. Monica Sehgal
3. Mr. Vipin Sehgal

### DETAILS OF OUR INDIVIDUAL PROMOTERS

	<p><b>Mr. Ashwani Sehgal</b>, aged 58 years, is the Promoter, Chairman, and Managing Director of our company. He holds a degree in Mechanical Engineering from Punjab University, Chandigarh, with 34 years of work experience, 16 of which were in the Solar Business, he has held the position of President in the Indian Solar Manufacturers Association (<b>ISMA</b>). He began his career with Punjab Tractor Limited in 1989 and left the company in 1993 to start his own company, Alpex Solar Limited. He has been actively involved in the day-to-day operations of the company and currently oversees and controls the overall commercial operations, including but not limited to formulating business strategies for development and making finance-related decisions. He has been associated with the company since its incorporation."</p> <p><b>Permanent Account Number: AAUPS2675R</b></p>
	<p><b>Mrs. Monica Sehgal</b>, aged 55 years, is the Promoter and Executive Director of our company. She holds a Master's degree in Computer Application from Bhopal University. With 20 years of work experience in administration and Human Resources, she is well-versed in handling administration and human resource-related issues, including employee benefits, development, and relationships. She possesses good knowledge of the current business scenario and adapts to the ever-changing and challenging requirements of the organization. Mrs. Sehgal has been actively involved in the day-to-day operations of the company and currently oversees and controls the overall commercial operations. She has been associated with the company since its inception in 1995.</p> <p><b>Permanent Account Number: ACEPS5935N</b></p>
	<p><b>Mr. Vipin Sehgal</b>, aged 52 years, is the Promoter and Executive Director of our company. He holds a Bachelor's degree in Production Engineering from Gurunanak Dev Engineering College, Ludhiana, obtained in the year 1992. He also pursued Commerce from Punjab University, Chandigarh. With over 22 years of work experience in production and computer applications, Mr. Sehgal is responsible for overseeing all production and computer application programs, including ERP, ensuring efficient management in line with the corporate era. He is actively involved in technology adoption, research and development, and the day-to-day operations of the company. Mr. Sehgal has been associated with the company since its incorporation.</p> <p><b>Permanent Account Number: AOQPS3545C</b></p>

*Our Company confirms that the permanent account number, bank account number, Passport number, Aadhar Card and driving*

license of our promoter, shall be submitted to the NSE at the time of filing this Draft Red Herring Prospectus.

## OUR PROMOTER GROUP

Our Promoter Group in terms of Regulation 2(1) (pp) of SEBI (ICDR) Regulations, 2018 includes the following persons:

### a. Individual Promoter

The natural persons who are part of our Promoter Group (due to the relationship with our Promoter), other than the Promoter named above are as follows:

Sr. No.	Relationship	Mr. Ashwani Sehgal	Mrs. Monica Sehgal	Mr. Vipin Sehgal
1.	Father	Late Shri. Harbans Lal Sehgal	Late Shri. Devendra Verma	Late Shri. Harbans Lal Sehgal
2.	Mother	Mrs. Kanta Sehgal	Mrs. Kamlesh Verma	Mrs. Kanta Sehgal
3.	Spouse	Mrs. Monica Sehgal	Mr. Ashwani Sehgal	Mrs. Anshu Bhatia
4.	Brother	Mr. Vipin Sehgal	-	Mr. Ashwani Sehgal
5.	Sister	Mrs. Anita Sikka	Mrs. Sona Verma	Mrs. Anita Sikka
6.	Son	Mr. Aditya Sehgal	Mr. Aditya Sehgal	-
7.	Daughter	Ms. Udaya Sehgal	Ms. Udaya Sehgal	Ms. Akanksha Sehgal and Ms. Anusha Sehgal
8.	Spouse Father	Late Shri. Devendra Verma	Late Shri Harbans Lal Sehgal	Late Shri Kulbhushan Bhatia
9.	Spouse Mother	Mrs. Kamlesh Verma	Mrs. Kanta Sehgal	Late Mrs. Shakuntala Bhatia
10.	Spouse Brother	-	Mr. Vipin Sehgal	-
11.	Spouse Sister	Mrs. Sona Verma	Mrs. Anita Sehgal	Mrs. Deepu Rupesh Nagpal And Mrs. Vandana Mago

### 2. Companies and proprietorship firms forming part of our Promoter Group are as follows:

Particular	Promoters		
	Mr. Ashwani Sehgal	Mrs. Monica Sehgal	Mr. Vipin Sehgal
Any company in which 20% or more of the share capital is held by the promoter or an immediate relative of the promoter or a firm or HUF in which the promoter or any one or more of his immediate relatives is a member	1. Alpex Exim Private Limited 2. Scan International Private Limited 3. Krishma Machine Tools Private Limited 4. Udaya Fibers Private Limited	1. Alpex Exim Private Limited 2. Scan International Private Limited 3. Krishma Machine Tools Private Limited 4. Udaya Fibers Private Limited	1. Alpex Exim Private Limited 2. Scan International Private Limited 3. Krishma Machine Tools Private Limited 4. Udaya Fibers Private Limited
Any company in which a company (mentioned above) holds 20% of the total holding	1. Udaya Fibers Private Limited	-	-
Any HUF or firm in which the aggregate share of the promoter and his immediate relatives is equal to or more than 20% of the total holding	1. Ashwani Sehgal HUF	1. Ashwani Sehgal HUF	1. Ashwani Sehgal HUF



## OTHER UNDERTAKINGS AND CONFIRMATIONS

Our Company undertakes that the details of Permanent Account Number, Bank Account Number, Aadhar and Passport Number of the Promoters will be submitted to the EMERGE Platform of NSE, where the securities of our Company are proposed to be listed at the time of submission of Draft Red Herring Prospectus.

Our Promoters have confirmed that they have not been identified as willful defaulters.

No violations of securities laws have been committed by our Promoters in the past or are currently pending against them. None of our Promoters are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

## COMMON PURSUITS OF OUR PROMOTERS

None of the Promoter Group Entity is having business objects similar to our business as mentioned in the Chapter “Our Group Entities” beginning on page 194 of the Draft Red Herring Prospectus except the below mentioned Promoter Group Entities:

## INTEREST OF THE PROMOTERS

### *Interest in the promotion of Our Company*

Our Promoter Mr. Ashwani Sehgal, Mrs. Monica Sehgal and Mr. Vipin Sehgal may be deemed to be interested in the promotion of the Issuer to the extent of the Equity Shares held by them as well as their relatives and also to the extent of any dividend payable to them and other distributions in respect of the aforesaid Equity Shares. Further, Our Promoters may also be interested to the extent of Equity Shares held by or that may be subscribed by and allotted to companies and firms in which either of them are interested as a director, member or partner.

### *Interest in the property of Our Company*

Except as disclosed below our Promoters does not have any interest in any property acquired by Our Company in last two years or proposed to be acquired by our Company.

Promoter	Purpose	Owned Property
Ashwani Sehgal	Registered Office	B-79, Shivalik Enclave, Near Malviya nagar, New Delhi-110017
	Manufacturing Unit	Plot number I-25, Surajpur Industrial Area, Site-V, Kasna, Greater Noida
	Branch Office	52/32, C KPN Colony, 4th Street, Behind Nalini Hospital, Tirupur-641601

### *Interest as Member of our Company*

As on the date of this Draft Red Herring Prospectus, our Promoter and Promoter Group together hold 1,68,29,100 (93.53%) Equity Shares of our Company and are therefore interested to the extent of their shareholding and the dividend declared, if any, by our Company. Except to the extent of shareholding of the Promoter in our Company, our Promoter does not hold any other interest in our Company.

### *Payment Amounts or Benefit to Our Promoter during the Last Two Years*

No payment has been made or benefit given to our Promoter in the two years preceding the date of this Draft Red Herring Prospectus except as mentioned / referred to in this chapter and in the section titled ‘Our Management’, ‘Financial Statements’ and ‘Capital Structure’ on page 175, 199 and 62 respectively of this Draft Red Herring Prospectus. Further as on the date of this Draft Red Herring Prospectus, there is no bonus or profit - sharing plan for our Promoter.

## CONFIRMATIONS

For details on litigations and disputes pending against the Promoter and defaults made by them including violations of securities laws, please refer to the section titled “Outstanding Litigation and Material Developments” on page 293 of this Draft Red Herring Prospectus. Our Promoter have not been declared a willful defaulter by the RBI or any other governmental authority.

## OUR GROUP ENTITIES

As per definition of group companies as per Sections 2(1)(t) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 shall include (i) the companies (other than our Promoters and Subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements during any of the last three Fiscals in respect of which the Restated Financial Information is included in this Draft Red Herring Prospectus; and (ii) such other companies as are considered material by the Board. Our Board considered the below mentioned companies as material, pursuant to which the following entities are identified as Group Entities of our Company-

Except as stated below, there is no company which is considered material by the Board of Directors of our Company to be identified as Group Company. No equity shares of our group entities are listed on any of the stock exchange and they have not made any public or rights issue of securities in the preceding three years.

### 1. ALPEX EXIM PRIVATE LIMITED

#### Corporate Information

Alpex Exim Private Limited was incorporated on July 24, 2007 under Companies Act, 1956. The registered office of the company is situated at B-79, Shivalik Near Malviya Nagar New Delhi- 110017 India. The Corporate Identification Number is U74110DL2007PTC166184.

#### Main Object of the Company

1. To purchase, sale, repack, C & F Agents, import+, export, distributor, manufacture, repair or otherwise deal in all types of textiles and hosiery machines and its components including knitting needles.
2. To carry on the business as whole sellers, repack, C& F Agents, retailers, importers, exporters, processors, distributors, bleachers, dyers, finishers of raw or knitweaves made from cotton, rayon, nylon, wool, silk, synthetic fibers, yarn and other materials including by products and generally to carry on the business of hosiery knitting & textiles mills.
3. To carry on the business of manufacture s, importers, and exporters, wholesale and retail dealers of and in hosiery goods and readymade garments of every kind, nature and description for men, women, and children including vests, underwear, socks, stockings, sweaters, laces etc and of all or anything which is used in hosiery goods.

#### Board of Director

The Directors of Alpex Exim Private Limited as on September 30, 2023 are as follows:

Name	Designation
Mr. Vipin Sehgal	Director
Mr. Ashwani Sehgal	Director
Mrs. Monica Sehgal	Director

#### Capital Structure and Shareholding Pattern

As on March 31<sup>st</sup>, 2023, the authorized share capital of the Company is Rs 40,00,000 /- (4,00,000 Equity shares of Rs.10/- each). The paid-up share capital Rs. 29,89,420 /- (2,98,942 Equity shares of Rs.10/- each).

The Shareholding Pattern of **Alpex Exim Private Limited** as on September 30, 2023 is as follows:

Name of shareholder	No. of Equity Shares Held	Percentage of Shareholding
Ashwani Sehgal	2,92,442	97.83
Monica Sehgal	3,500	1.17
Vipin Sehgal	3,000	1.00
<b>TOTAL</b>	<b>2,98,942</b>	<b>100%</b>

## Financial Information

(in lakhs Except EPS and NAV)

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Equity capital	29.89	29.89	29.89
Reserves and surplus (excluding revaluation)	222.90	221.78	202.27
Total Income	1,363.82	1403.47	1211.53
Profit/(Loss) after tax	1.12	19.51	27.81
Earnings per share (Rs.) (Basic)	0.38	6.53ss	9.30
Earnings per share (Rs.) (Diluted)	0.38	6.53	9.30
Net Worth	252.79	251.67	232.16
Net asset value per share (Rs.)	84.56	84.18	77.66

### CONFIRMATION

Our Promoter and persons forming part of Promoter Group have confirmed that they have not been declared as willful defaulters by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past and no proceedings pertaining to such penalties are pending against them. Additionally, none of the Promoters and persons forming part of Promoter Group has been restrained from accessing the capital markets for any reasons by SEBI or any other authorities. None of the group entities have negative net worth as on the date of this Draft Red Herring Prospectus.

Further, our company or our group entity or any entity promoted by the promoters, has not been in default in payment of listing fees to any stock exchange in the last three years or has not been delisted or suspended in the past and not been proceeded against by SEBI or other regulatory authority in connection with investor related issues or otherwise.

### INTEREST OF OUR GROUP ENTITIES

None of our Group Entities are interested in the promotion of our Company. Except as disclosed in the section titled "Restated Financial Statements" beginning on page 199 of the Draft Red Herring Prospectus and to the extent of their shareholding in our Company, our Group Entities do not have any other interest in our Company.

### SICK COMPANIES / WINDING UP

No Promoter Group Entities listed above have been declared as a sick company under the Sick Industrial Companies (Special Provisions) Act, 1985. There are no winding up proceedings against any of the Promoter Group Entities.

### LITIGATION

For details on litigations and disputes pending against the Promoters and Promoter Group entities and defaults made by them, please refer to the chapter titled, 'Outstanding Litigations and Material Developments' beginning on page 293 of this Draft Red Herring Prospectus.

### DISASSOCIATION BY THE PROMOTERS IN THE LAST THREE YEARS

None of our Promoters have disassociated themselves from any of the companies / partnership firms during preceding three years.

### SALES / PURCHASES BETWEEN OUR COMPANY AND GROUP ENTITIES

There is no sale purchase between our Company and Group Entities except as mentioned in Note 41 (iv) Related Party

Disclosures under the chapter titled “Financial Statement” beginning on page 274 of this Draft Red Herring Prospectus.

## **COMMON PURSUITS**

There are no common pursuits among our Company and Group Entities or any objects similar to that of our Company’s business

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#### **RELATED PARTY TRANSACTION**

For details on related party transaction of our Company, please refer to Note 41 of Restated Financial statement beginning on page 274 of this Draft Red Herring Prospectus.

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## **DIVIDEND POLICY**

Under the Companies Act, an Indian company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders, who have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors, under the Companies Act, dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both.

Our Company does not have a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion.

Dividends are payable within 30 days of approval by the Equity Shareholders at the Annual General Meeting of our Company. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the record date are entitled to be paid the dividend declared by our Company.

Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.

We have not declared dividend in any Financial Year.

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## SECTION IX- FINANCIAL INFORMATION

### RESTATED FINANCIAL STATEMENTS

#### **Independent Auditors' Examination Report on the Restated Consolidated Statement of Assets and Liabilities as at, September 30, 2023, March 31, 2023, March 31, 2022 and March 31, 2021**

Independent Auditors' Examination Report on the Restated Consolidated Statement of Assets and Liabilities as at, September 30, 2023, March 31, 2023, March 31, 2022 and March 31, 2021. Restated Consolidated Statement of Profit and Loss (including other comprehensive income), Restated Consolidated Statement of Cash Flows and changes in equity for the period ended September 30, 2023, March 31, 2023, March 31, 2022 and March 31, 2021, along with the Restated Statement of significant accounting policies and other explanatory information of AlpeX Solar Limited (Formerly known as AlpeX Solar Private Limited) (collectively, the "Restated Consolidated Financial Information").

To,  
The Board of Directors  
AlpeX Solar Limited  
(Formerly known as AlpeX Solar Private Limited)  
B-79 Shivalik Enclave  
Near Malviya Nagar  
New Delhi-110017

Dear Sir, Madam,

1. We have examined the accompanying Restated Consolidated Financial Information of AlpeX Solar Limited (Formerly known as AlpeX Solar Private Limited) and its subsidiaries which comprises of Restated Consolidated Statement of Assets and Liabilities as at September 30, 2023, March 31, 2023, March 31, 2022 and March 31, 2021 the Restated Consolidated Statement of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash Flows for the period ended September 30, 2023, March 31, 2023, March 31, 2022 and March 31, 2021 and the Significant Accounting Policies and other explanatory Information (collectively referred to as the "Restated Consolidated Financial Information"), annexed to this report 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 its equity shares of face value of Rs. 10 each (the "Offer"). The Restated Financial Information, as approved by the Board of Directors of the Company at their meeting held on 27.10.2023, have been prepared by the Company in accordance with the requirements of:
  - a) Section 26 of part 1 of Chapter III of the Companies Act, 2013;
  - b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the 'SEBI ICDR Regulations'); and
  - c) The Guidance Note is Reports in Company prospectus (Revised 2019) (as amended) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time ("The Guidance Note"),
2. The Restated Summary Statements and Financial information of the Company have been extracted and prepared by the management from the Audited Consolidated Financial Statements of the Company for the financial period ended 30.09.2023, 31.03.2023, 31.03.2022 and 31.03.2021 which have been approved by the Board of Directors.
3. Consolidated Financial Statements for the period ended 30 September 2023, 31 March 2023, 31 March 2022 and 31 March 2021 have been audited by M/S Seth & Seth Chartered Accountant, being the Statutory Auditor of the company in the respective years, has been approved by Board of Directors and upon which we have placed our reliance while reporting. The Financial information for these financial years were reviewed by us for the purpose of restatement as required under SEBI ICDR Regulations.
4. Financial Information as per Consolidated Audited Financial Statements:

- i. We have examined:
  - a) The Consolidated Statement of Assets and Liabilities of the company, as at September 30, 2023, March 31, 2023, March 31, 2022 and March 31, 2021.
  - b) The Consolidated Statement of Profits and Losses of the Company for the period ended September 30, 2023, March 31, 2023, March 31, 2022 and March 31, 2021.
  - c) The Consolidated Statement of Cash Flows of the Company for the period ended September 30, 2023, March 31, 2023, March 31, 2022 and March 31, 2021.
  - d) The Significant Accounting Policies adopted by the Company and notes to the Restated Consolidated Financial Statements along with adjustments on account of audit qualifications / adjustments / regroupings.

(Collectively hereinafter referred as “Restated Financial Statements” or “Restated Summary Statements”)

- ii. In accordance with the requirements of Act, ICDR Regulations as amended from time to time, Guidance Note on the reports in Company Prospectus (Revised) issued by ICAI and the terms of our Engagement Letter, we further report that:
  - a) The “Restated Consolidated Statement of Assets and liabilities”, of the Company as at September 30, 2023, March 31, 2023, March 31, 2022 and 2021 are prepared by the Company and approved by the Board of Directors. This Statement of Assets and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the individual Financial Statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements.
  - b) The “Restated Consolidated Statement of Profit and Loss”, of the Company for the period ended September 30, 2023, March 31, 2023, March 31, 2022 and 2021, are prepared by the Company and approved by the Board of Directors. This Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements.
  - c) The “Restated Consolidated Statement of Cash Flow”, of the Company for the period ended September 30, 2023, March 31, 2023, March 31, 2022 and 2021, are prepared by the Company and approved by the Board of Directors. This Statement of Cash Flow, as restated, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Restated Summary Statements.

Based on the above we are of the opinion that “Restated Financial Statements” or “Restated Summary Statements” have been made after incorporating:

- a) There is adjustment in provision of income tax for prior period and also change in calculation of deferred tax.
- b) There are no Extra-ordinary items that need to be disclosed separately in the Restated Summary Statements.
- c) There were no audit qualifications for which adjustment was required.
- d) There was no change in accounting policies, which needs to be adjusted in the Restated Financial Statements.
- e) There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statements.
- f) The Company has not paid dividend on its equity shares.

**5. Other Financial Information:**



- I. The Restated Financial Information contain all the disclosures required by the SEBI ICDR regulations and partial disclosures as required by Accounting Standards notified under section 133 of Companies Act, 2013.
  - II. The preparation and presentation of the Financial Statements referred to above are based on the Consolidated Audited financial statements of the Company in accordance with the provisions of the Act and the Financial Information referred to above is the responsibility of the management of the Company.
  - III. In our opinion, the above restated financial information contained in this report read along with the significant polices and notes to accounts listed above, are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with paragraph B, Part II of Schedule III of the Act, the SEBI Regulations, The Revised Guidance Note on Reports in Company Prospectus and Guidance Note on Audit Reports/Certificates on Financial Information in Offer Documents issued by the Institute of Chartered Accountants of India (ICAI) to the extent applicable, as amended from time to time, and in terms of our engagement as agreed with the Company. We did not perform audit tests for the purpose of expressing an opinion on individual balances of account or summaries of selected transactions, and accordingly, we express no such opinion thereon.
  - IV. Consequently, the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.
  - V. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit report, nor should this be constructed as a new opinion on any of the financial statements referred to herein.
  - VI. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
  - VII. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the IPO-SME for Proposed Issue of Equity Shares of the Company and our report should not be used, referred to or adjusted for any other purpose without our written consent.
6. Our responsibility is to express an opinion on these restated Consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## **7. Emphasis of Matters**

We draw attention to the following matters in the Notes to the financial statements:

"Notes on Accounts and Restatements made in the Restated Financials" to the restated Consolidated financial

statements which, describes the uncertainty related to the outcome of the claims filed against the Company.

“Notes on Accounts and Restatements made in the Restated Financials” to the restated Consolidated financial statements which, describes the adjustments or errors which required adjustment for the purpose of restatement.

Our opinion is not modified in respect of these matters.

## **8. Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the restated consolidated financial statements read together with the notes thereon, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable.

### **For KRA & Co**

Chartered Accountants

(Firm Registration No 020266N)

**CA Rajat Goyal**

**Partner**

**Membership No.: 503150**

**UDIN:** 23503150BGWHWI4467

**Place:** New Delhi

**Date:** 20 November 20203

**CONSOLIDATED RESTATED BALANCE SHEET**

*(Amount in Lakhs Unless otherwise stated)*

<b>Particulars</b>	<b>Note</b>	<b>As at September 30, 2023</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
<b>I. EQUITY AND LIABILITIES</b>					
<b>1. Shareholder's Funds</b>					
(a) Share Capital	3	599.78	599.78	599.78	599.78
(b) Reserves and Surplus	4	4,307.08	3,546.51	3,167.92	3,148.50
(c) Minority Interest			8.46	8.42	7.77
<b>2. Non-Current Liabilities</b>					
(a) Long-Term Borrowings	5	249.30	845.09	1,213.98	1,194.83
(b) Deffered Tax Liabilities (Net)	6	19.77	20.45	16.76	52.09
(c) Long-Term Provisions	7	31.48	37.97	52.13	45.39
<b>3. Current liabilities</b>					
(a) Short-Term Borrowings	8	3,925.85	3,890.64	1,456.00	1,797.85
(b) Trade Payables	9				
(i) Total Outstanding Dues of Micro and Small Enterprises		645.89	167.76	70.40	70.82
(ii) Total Outstanding Dues Other than Micro and Small Enterprises		3,197.15	2,297.06	2,183.82	2,281.82
(c) Other Current Liabilities	10	767.56	946.05	1,187.18	598.58
(d) Short-Term Provisions	11	444.61	199.87	47.38	137.91
<b>TOTAL</b>		<b>14,188.47</b>	<b>12,559.63</b>	<b>10,003.76</b>	<b>9,935.35</b>
<b>II. ASSETS</b>					
<b>1. Non-Current Assets</b>					
(a) Property, Plant & Equipment and Intangible Assets	12				
(i) Property, Plant and Equipment		2,275.25	1,702.99	1,661.39	1,964.85
(ii) Goodwill on Consolidation		-	36.04	36.04	36.04
(iii) Capital WIP		-	445.03	199.93	56.21
(b) Deffered Tax Assets (Net)	6	-	-	-	-
(c) Non-Current Investments	13	602.70	324.87	358.31	414.34
(d) Other Non-Current Assets	14	51.21	53.96	51.43	109.13
<b>2. Current Assets</b>					
(a) Inventories	15	4,484.17	5,305.36	4,403.95	3,143.91
(b) Trade Receivables	16	3,822.29	1,870.44	1,682.57	1,419.85
(c) Cash and Cash Equivalents	17	717.88	1,255.01	660.23	1,453.49
(d) Short-Term Loans & Advances	18	1,179.01	583.34	404.06	684.30
(e) Other Current Assets	19	1,055.94	982.60	545.86	653.23
<b>TOTAL</b>		<b>14,188.47</b>	<b>12,559.63</b>	<b>10,003.76</b>	<b>9,935.35</b>

For Significant Accounting Policies (Refer Note 1) The accompanying notes no. 2 to 64 form an integral part of financial statement"

**As per our Annexed Audit Report of Even Date**

**For KRA & CO**

Chartered Accountants  
FRN: 020266N

**CA Rajat Goyal,**  
M.No - 503150  
Partner

**UDIN:** 23503150BGWHWI4467

**For & on behalf of Board of Directors  
of Alpex Solar Limited**

(Formerly known as Alpex solar Private Limited)

**ASHWANI SEHGAL**  
Managing Director  
DIN: 00001210

**MONICA SEHGAL**  
Director  
DIN: 00001213

**SATISH KUMAR GUPTA**  
Chief Financial Officer  
PAN: AALPG3318G

**SAKSHI TOMAR**  
Company Secretary  
PAN.: AUEPT1719P

**Place:** Delhi

**Date:** 20-11-2023

**CONSOLIDATED RESTATED STATEMENT OF PROFIT AND LOSS**

*(Amount in Lakhs Unless otherwise stated)*

Particulars	Note No	For the Period ending 30th September 2023	For the Period ending 31st March 2023	For the Period ending 31st March 2022	For the Period ending 31st March 2021
		Rs.	Rs.	Rs.	Rs.
I. Revenue from Operations	20	21,276.36	19,468.01	16,556.14	14,853.26
II. Other Income	21	34.36	124.06	297.48	119.70
<b>III Total Income (I+II)</b>		<b>21,310.72</b>	<b>19,592.07</b>	<b>16,853.62</b>	<b>14,972.96</b>
<b>IV Expenses:</b>					
Cost of Materials Consumed & Direct Expenses	22	16,380.54	16,182.30	13,423.74	11,259.32
Purchase of Traded Goods	23	1,815.69	2,328.12	1,687.04	1,047.91
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	24	377.53	-1,661.11	-440.41	72.19
Employee Benefit Expenses	25	592.66	779.41	789.04	754.52
Finance Costs	26	334.81	535.13	398.84	431.42
Depreciation and Amortization Expenses	12	121.83	205.06	261.18	232.16
Other Expenses	27	691.37	693.65	696.28	831.52
<b>Total Expenses</b>		<b>20,314.42</b>	<b>19,062.56</b>	<b>16,815.72</b>	<b>14,629.04</b>
<b>V Profit before Exceptional and Extraordinary</b>		<b>996.30</b>	<b>529.52</b>	<b>37.90</b>	<b>343.92</b>
VI Exceptional Items		-	-	-	-
VII Profit before Share of Profit / (Loss) of Associates and Exceptional Item & Tax					
- Share of Profit/(Loss) of Associates [Net]		7.95	0.31	-5.47	6.00
<b>VIII Profit before Extraordinary Items and Tax</b>		<b>1,004.25</b>	<b>529.83</b>	<b>32.43</b>	<b>349.92</b>
IX Extraordinary Items		-	-	-	-
<b>X. Profit before Tax (VII-VIII)</b>		<b>1,004.25</b>	<b>529.83</b>	<b>32.43</b>	<b>349.92</b>
XI. Tax Expenses:					
(I) Current Tax		253.70	147.51	47.69	96.42
(II) Deferred Tax	6	-9.37	3.70	-35.33	-62.66
XII. Profit/(Loss) From the Period From Continuing Operations		759.92	378.62	20.07	316.16
XIII. Profit/ (Loss) from Discontinuing Operations before Tax		-	-	-	-
XIV. Tax Expense of Discounting Operations		-	-	-	-
XV. Profit/(Loss) from Discontinuing Operations after Tax		-	-	-	-
<b>XVI. Profit/ (Loss) for the Period (XI + XIV)</b>		<b>759.92</b>	<b>378.62</b>	<b>20.07</b>	<b>316.16</b>
XVII.					
Profit for the year attributable to					
- Non-Controlling Interest / Minority Interest		-0.66	0.04	0.65	0.93

<b>Profit for the year</b>		<b>760.58</b>	<b>378.58</b>	<b>19.42</b>	<b>315.23</b>
XVIII. Earning per Equity Share: (in Rs.)					
(I) Basic	<b>62</b>	4.22	2.10	0.96	4.23
(II) Diluted		4.22	2.10	0.96	4.23

For Significant Accounting Policies (Refer Note 1) The accompanying notes no. 2 to 64 form an integral part of financial statement"

**As per our Annexed Audit Report Even Date**

**For KRA & CO**

Chartered Accountants  
FRN: 020266N

**CA Rajat Goyal,**  
**Partner**

M.No: 503150

**UDIN:** 23503150BGWHWI4467

**For & on behalf of Board of Directors**

of Alpex Solar Limited  
(Formerly known as Alpex solar Private Limited)

**ASHWANI SEHGAL**

Managing Director

DIN: 00001210

**MONICA SEHGAL**

Director

DIN: 00001213

**SATISH KUMAR GUPTA**

Chief Financial Officer

PAN: AALPG3318G

**SAKSHI TOMAR**

Company Secretary

PAN.: AUEPT1719P

**Place:** Delhi

**Date:** 20-11-2023

**CONSOLIDATED RESTATED STATEMENT OF CASH FLOWS**

*(Amount in Lakhs Unless otherwise stated)*

Particulars	As at September 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
<b>A. Cash Flow from Operating Activities</b>				
<b>Net Profit before Tax and after Prior Period Items</b>	996.30	529.83	32.43	349.92
<b>Adjustments for:</b>				
Depreciation	121.83	205.06	261.18	232.16
Provision for diminution in value of Investment	-	-	-	17.57
Loss / (Profit) on Sale / Disposal of Fixed Asset	-1.34	0.20	51.41	0.01
Long Term Capital Gain on sale of Mutual fund	-	-	-	-19.30
Interest income from Fixed Deposits with Banks & Others	-6.54	-37.09	-38.70	-47.57
Allowance for bad & doubtful debts	1.40	-	17.86	10.23
Allowance for bad & doubtful loans & advances		-	10.63	
Profit on Sale of Property	8.27	-	-20.57	-
Rent Equalisation Reserve	-0.90	0.09	1.83	-
Finance Costs	290.66	364.55	321.07	311.84
<b>Operating Profit before Working Capital Changes</b>	<b>1,409.68</b>	<b>1,062.65</b>	<b>637.15</b>	<b>854.87</b>
<b>Adjustments for:</b>				
(Increase) / Decrease in Inventories	821.18	-901.41	-1,260.04	-1,200.70
(Increase) / Decrease in Trade Receivables	-1,953.25	-187.88	-280.58	112.77
(Increase) / Decrease in Short-Term Loans & Advances	-595.67	-179.28	269.62	-139.52
(Increase) / Decrease in Other Current Assets	-73.34	-436.74	107.37	-195.37
(Increase) / Decrease in Other Non-Current Assets	2.75	-2.54	57.70	-61.61
Increase / (Decrease) in Trade Payables	1,378.22	210.60	-98.42	726.28
Increase / (Decrease) in Other Current Liabilities	-178.49	-241.15	588.59	136.47
Increase / (Decrease) in Provisions	-14.57	9.39	4.93	18.74
<b>Cash Generated from Operations</b>	<b>796.52</b>	<b>-666.36</b>	<b>26.32</b>	<b>251.94</b>
Income Taxes Paid/ Refund Received	0.03	-18.66	-138.25	-80.68
<b>Net Cash Provided / (Used) by Operating Activities (A)</b>	<b>796.55</b>	<b>-685.02</b>	<b>-111.92</b>	<b>171.27</b>
<b>B. Cash Flow from Investing Activities</b>				
Proceeds from Sale of Investment	-241.25	33.44	56.02	53.29
Proceeds from Maturity of FDR & Margin Moneys	335.52	-430.72	681.31	-604.90
Interest income from Fixed Deposits with Banks & Others	6.54	37.09	38.70	47.57
Purchase or Construction of Property, Plant & Equipments, Intangible Assets and Capital Advances	-247.73	-491.96	-132.27	-309.75
<b>Net Cash Provided / (Used) by Investing Activities (B)</b>	<b>-146.91</b>	<b>-852.15</b>	<b>643.76</b>	<b>-813.78</b>
<b>C. Cash Flow from Financing Activities</b>				
Finance Costs Paid	-290.66	-364.55	-321.07	-311.84
Share Application Money received				
Proceeds/ Repayment from Borrowings	-560.59	2,065.75	-322.71	997.01
<b>Net Cash Provided / (Used) by Financing Activities (C)</b>	<b>-851.24</b>	<b>1,701.21</b>	<b>-643.78</b>	<b>685.17</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A + B + C)</b>	<b>-201.60</b>	<b>164.04</b>	<b>-111.94</b>	<b>42.65</b>

Cash and Cash Equivalents at the Beginning of Period	267.49	103.45	215.39	172.74
Cash and Cash Equivalents at the End of Period	65.89	267.50	103.44	215.39
Notes to Cash Flow Statement				
1. Components of Cash and Cash Equivalents:	As at 31 March, 2023	As at 31March, 2023	As at 31March, 2022	As at 31March, 2023
Cash in Hand	47.50	73.05	66.08	56.19
Balances with Banks:				
- On current accounts	18.39	194.45	37.36	159.20
	<b>65.89</b>	<b>267.50</b>	<b>103.44</b>	<b>215.39</b>

For Significant Accounting Policies (Refer Note 1) The accompanying notes no. 2 to 64 form an integral part of financial statement"

**As per our Annexed Audit Report of Even Date**

**For KRA & CO**

Chartered Accountants  
FRN: 020266N

**CA Rajat Goyal**

**M.No: 503150**

Partner

**UDIN: 23503150BGWHWI4467**

**For & on behalf of Board of Directors**

of Alpex Solar Limited

(Formerly known as Alpex solar Private Limited)

**ASHWANI SEHGAL**

Managing Director

DIN: 00001210

**MONICA SEHGAL**

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DIN: 00001213

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Chief Financial Officer

PAN: AALPG3318G

**SAKSHI TOMAR**

Company Secretary

PAN.: AUEPT1719P

**Place: Delhi**

**Date: 20-11-2023**



**NOTE: 1****Corporate Information**

Alpex Solar Limited (previously known as Alpex Solar Pvt Ltd) is a limited company incorporated on 27.08.1993 and having its registered office address in the state of Delhi. It was incorporated to primarily be engaged in the business of manufacturing & trading of solar panels in India."

**NOTE: 2****Basis of Preparation of Financial Statements (Significant Accounting Policies & Other Explanatory Notes)****2.01 Basis of Preparation**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under section 133 of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous years.

**2.02 Current and Non-Current Classification**

The company presents assets and liabilities in the balance sheet based on current and non-current classification. An asset is classified as current when it is-

Expected to be realised or intended to be sold or consumed in normal operating cycle;

Held primarily for the purpose of trading;

Expected to be realised within twelve months after the reporting period, or

Cash or Cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when-

It is expected to be settled in normal operating cycle:

It is held primarily for the purpose of trading;

It is due to be settled within twelve months after the reporting period, or

There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.

**2.03 Use of Estimates**

The preparation of financial statements are in conformity with the Accounting Standards which requires Management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosures relating to the contingent liabilities as on the date of balance sheet and the reported amount of revenues and expenditures during the reporting period. The estimates and assumptions used in the Financial Statements are based upon Management's best evaluation of the relevant facts and circumstances as of the date of the Financial Statements. Examples of such estimates include useful life of fixed assets, creation of deferred tax asset, lease rentals and write off of deferred revenue expenditure. Actual results may differ from those estimates.

**2.04 Inventories**

Inventories are valued at cost after providing for obsolescence and other losses, where considered necessary and realizable value whichever is less. Cost includes all charges in bringing the goods to the point of sale, including octroi

and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads.

### **2.05 Cash and Cash Equivalents**

Cash and cash equivalents in the balance sheet comprise of cash at bank and in hand and short-term investments with an original maturity of three months or less if any. Earmarked balances with bank, margin money or security against borrowings, guarantees and other commitments, if any shall be treated separately from cash and cash equivalent

### **2.06 Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

### **2.07 Depreciation and Amortisation**

Depreciation has been provided as per the useful life of the respective asset by retaining 5% as residual value in accordance with the Schedule II to the Companies Act, 2013.

Depreciation on addition to fixed assets is provided on pro-rata basis from the date the assets are acquired/installed. Depreciation on sale/deduction from fixed assets is provided for up to the date of sale, deduction and discardment as the case may be."

### **2.08 Revenue Recognition**

#### **Sale of goods**

Sales are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales include excise duty but exclude sales tax, value added tax and GST. The company follows the mercantile system of accounting and recognizes the income and expenditures on accrual basis except in case of significant uncertainties. Certain items of income such as insurance claim, market fees refund, overdue interest from customers etc. have been considered to the extent the amount is accepted by the parties

Domestic sales are recognized at the point of dispatches to customers.

Export Sales at the time of issue of Bill of Lading.

### **2.09 Other Income**

Interest income is recognised on time proportion basis.

### **2.10 Tangible Fixed Assets**

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any directly attributable cost of bringing the asset to its working condition for its intended use, including borrowing cost till commencement of commercial production, net changes on foreign exchange contracts, (if capitalization criteria are met). Capital work in progress is stated at cost. Capital work in progress includes the cost of fixed assets that are not yet ready for their intended use, as on the balance sheet date.

### **2.11 Intangible Assets**

Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Subsequent expenditure on an intangible asset after its purchase / completion is recognised as an expense when incurred unless it is probable that such expenditure

will enable the asset to generate future economic benefits in excess of its originally assessed standards of performance and such expenditure can be measured and attributed to the asset reliably, in which case such expenditure is added to the cost of the asset.

## **2.12 Foreign Currency Transactions and Translations**

### **Initial recognition**

Transactions in foreign currencies entered into by the Company and its integral foreign operations are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

### **Measurement of foreign currency monetary items at the Balance Sheet date**

Foreign currency monetary items (other than derivative contracts) of the Company outstanding at the Balance Sheet date are restated at the year-end rates.

Exchange differences arising out of these translations are charged to the Statement of Profit and Loss."

## **2.13 Government Grants, Subsidies and Export Incentives**

Export Incentive if any is accounted on accrual basis except Interest Subsidy which has been accounted for on receipt basis.

## **2.14 Investments**

Long-term investments (excluding investment properties), are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.

Investment properties are carried individually at cost less accumulated depreciation and impairment, if any. Investment properties are capitalised and depreciated (where applicable) in accordance with the policy stated for Tangible Fixed Assets. Impairment of investment property is determined in accordance with the policy stated for Impairment of Assets.

## **2.15 Employee Benefits**

The Company has adopted the Accounting Standard 15- Employee Benefits prescribed under the Companies (Accounting Standards) Rules, 2006. 'Employee benefits include provident fund, bonus, superannuation fund, compensated absences, long service awards and post-employment medical benefits. The Company's obligation towards various employee benefits has been recognized as follows:

### **Short Term Employee Benefits**

All employee benefits payable wholly within twelve months of rendering the service are short-term employee benefits. Benefits such as salaries, wages and bonus wages, etc., are recognized in the Profit and Loss statement in the period in which the employee renders the related service.

### **Defined Contribution Plans**

The Company's contribution to provident fund is considered as defined contribution plans and are charged as an expense as they fall due based on the amount of contribution required to be made.

## **2.16 Borrowing Costs**

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets,

pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset is added to the cost of the assets.

Borrowing cost attributable to the fixed assets during construction/ exploration, renovation and modernization are capitalized. Such borrowing costs are apportioned on the average balance of capital work in progress for the year. Other borrowing costs are recognized as an expense in the period in which they are incurred."

### **2.17 Segment Reporting**

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance. However the company is currently dealing in only one primary segment.

### **2.18 Taxes on Income**

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with Income Tax Act, 1961. Deferred income tax reflects the impact of current year timing differences between taxable income that originates in one period and are capable of reversal in one or more subsequent periods

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

### **2.19 Impairment of Assets**

The carrying values of assets / cash generating units are reviewed at each Balance Sheet date for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss.

### **2.20 Provisions and Contingencies**

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

A contingent liability is disclosed where, as a result of past events, there is a possible obligation or a present obligation

that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made."

### **2.21 Insurance Claims**

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

### **2.22 Leases**

#### **A) Finance Lease**

i) Assets taken on finance lease are capitalised at fair value or net present value of the minimum lease payments, whichever is less.

ii) Lease payments are apportioned between the finance charges and outstanding liability in respect of assets taken on lease.

#### **B) Operating Lease**

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term are classified as operating lease. Lease rent are recognized as an expense in the Statement of Profit and Loss on a straight line basis over the lease term.

### **2.23 Earning per Share**

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

### **Impairment of Assets**

Impairment of assets if any, is ordinarily assessed by comparing recoverable value of individual assets with its carrying cost.

### **2.25 Discontinuing Operations**

A discontinuing operation is a component of an enterprise: (a) that the enterprise, pursuant to a single plan, is: (i) disposing of substantially in its entirety, such as by selling the component in a single transaction or by demerger or spin-off of ownership of the component to the enterprise's shareholders; or (ii) disposing of piecemeal, such as by selling off the component's assets and settling its liabilities individually; or (iii) terminating through abandonment; and (b) that represents a separate major line of business or geographical area of operations; and (c) that can be distinguished operationally and for financial reporting purposes. However, the company doesn't have any discontinued operation.

### **2.26 Regrouping & Reclassification**

The Previous Year figures have been regrouped/rearranged wherever necessary to make them comparable.

### **2.27 Rounding Off**

All Amount are shown in Rupees in Lakhs unless otherwise specified.

**NOTE 3**

(Amount in Lakhs Unless otherwise stated)

Share Capital Authorized	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
250,00,000 Equity Shares of Rs.10/- each Previous Year 60,00,000 Equity Shares of Rs.10/- each Preceding Previous Year 60,00,000 Equity Shares of Rs.10/- each	2,500.00	600.00	600.00	600.00

Issued, Subscribed & Fully Paid-up	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
59,97,800 Equity Shares of Rs.10/- each Previous Year 59,97,800 Equity Shares of Rs.10/- each Preceding Previous Year 59,97,800 Equity Shares of Rs.10/- each	599.78	599.78	599.78	599.78
<b>Total</b>	<b>599.78</b>	<b>599.78</b>	<b>599.78</b>	<b>599.78</b>

Equity Shareholders having 5% or more Shares	As at 30th September 2023		As at 31st March 2023		As at 31st March 2022		As at 31st March 2021	
	In Nos	In %	In Nos	In %	In Nos	In %	In Nos	In %
<b>Name Of Shareholders</b>								
Ashwani Sehgal	18,63,884	31.08	18,48,884	30.83	18,48,884	30.83	18,48,884	30.83
Monica Sehgal	11,96,400	19.95	11,96,400	19.95	11,96,400	19.95	11,96,400	19.95
Vipin Sehgal	8,39,692	14.00	8,39,692	14.00	8,39,692	14.00	8,39,692	14.00
Ashwani Sehgal (HUF)	3,23,000	5.39	3,23,000	5.39	3,23,000	5.39	3,23,000	5.39
Krishma Machine Tools Pvt Ltd.	8,50,000	14.17	8,50,000	14.17	8,50,000	14.17	8,50,000	14.17
<b>Total</b>	<b>50,72,976</b>	<b>84.58</b>	<b>50,57,976</b>	<b>84.33</b>	<b>50,57,976</b>	<b>84.33</b>	<b>50,57,976</b>	<b>84.33</b>

**Promoters and Promoter Group Shareholding Pattern**

Name of Promoters and Promoter Group	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Ashwani Sehgal</b>				
No. of shares at the beginning of the year	18,48,884	18,48,884	18,48,884	18,48,884
Change during the year	15,000	-	-	-
No. of shares at the end of the year	18,63,884	18,48,884	18,48,884	18,48,884
% of total shares	31.08%	30.83%	30.83%	30.83%
% change during the year	0.25%	0.00%	0.00%	0.00%
<b>Monica Sehgal</b>				
No. of shares at the beginning of the year	11,96,400	11,96,400	11,96,400	11,96,400
Change during the year	-	-	-	-
No. of shares at the end of the year	11,96,400	11,96,400	11,96,400	11,96,400
% of total shares	19.95%	19.95%	19.95%	19.95%

% change during the year	0.00%	0.00%	0.00%	0.00%
<b>Udaya Sehgal</b>				
No. of shares at the beginning of the year	25,000.00	25,000.00	25,000.00	25,000.00
Change during the year	-	-	-	-
No. of shares at the end of the year	25,000	25,000	25,000	25,000
% of total shares	0.42%	0.42%	0.42%	0.42%
% change during the year	0.00%	0.00%	0.00%	0.00%
<b>Aditya Sehgal</b>				
No. of shares at the beginning of the year	25,000.00	25,000.00	25,000.00	25,000.00
Change during the year	-	-	-	-
No. of shares at the end of the year	25,000	25,000	25,000	25,000
% of total shares	0.42%	0.42%	0.42%	0.42%
% change during the year	0.00%	0.00%	0.00%	0.00%
<b>Ashwani Sehgal HUF</b>				
No. of shares at the beginning of the year	3,23,000.00	3,23,000.00	3,23,000.00	3,23,000.00
Change during the year	-	-	-	-
No. of shares at the end of the year	3,23,000	3,23,000	3,23,000	3,23,000
% of total shares	5.39%	5.39%	5.39%	5.39%
% change during the year	0.00%	0.00%	0.00%	0.00%
<b>Vipin Sehgal</b>				
No. of shares at the beginning of the year	8,39,692.00	8,39,692.00	8,39,692.00	8,39,692.00
Change during the year	-	-	-	-
No. of shares at the end of the year	8,39,692	8,39,692	8,39,692	8,39,692
% of total shares	14.00%	14.00%	14.00%	14.00%
% change during the year	0.00%	0.00%	0.00%	0.00%
<b>Udaya Fibers Pvt. Ltd.</b>				
No. of shares at the beginning of the year	2,75,000.00	2,75,000.00	2,75,000.00	2,75,000.00
Change during the year	-	-	-	-
No. of shares at the end of the year	2,75,000	2,75,000	2,75,000	2,75,000
% of total shares	4.59%	4.59%	4.59%	4.59%
% change during the year	0.00%	0.00%	0.00%	0.00%
<b>Scan International Pvt. Ltd.</b>				
No. of shares at the beginning of the year	1,35,000.00	1,35,000.00	1,35,000.00	1,35,000.00
Change during the year	-1,35,000.00	-	-	-
No. of shares at the end of the year	-	1,35,000	1,35,000	1,35,000
% of total shares	0.00%	2.25%	2.25%	2.25%
% change during the year	-2.25%	0.00%	0.00%	0.00%
<b>Krishma Machine Tools Pvt. Ltd.</b>				
No. of shares at the beginning of the year	8,50,000.00	8,50,000.00	8,50,000.00	8,50,000.00
Change during the year	-	-	-	-

No. of shares at the end of the year	8,50,000	8,50,000	8,50,000	8,50,000
% of total shares	14.17%	14.17%	14.17%	14.17%
% change during the year	0.00%	0.00%	0.00%	0.00%
<b>B. C. Sikka</b>				
No. of shares at the beginning of the year	2,68,100.00	2,68,100.00	2,68,100.00	2,68,100.00
Change during the year	-	-	-	-
No. of shares at the end of the year	2,68,100	2,68,100	2,68,100	2,68,100
% of total shares	4.47%	4.47%	4.47%	4.47%
% change during the year	0.00%	0.00%	0.00%	0.00%
<b>Anita Sikka</b>				
No. of shares at the beginning of the year	2,11,724.00	2,11,724.00	2,11,724.00	2,11,724.00
Change during the year	-	-	-	-
No. of shares at the end of the year	2,11,724	2,11,724	2,11,724	2,11,724
% of total shares	3.53%	3.53%	3.53%	3.53%
% change during the year	0.00%	0.00%	0.00%	0.00%

Reconciliation of Shares	As at 30th September 2023		As at 31st March 2023		As at 31st March 2022		As at 31st March 2021	
	In Nos	Amount (in Rs.)	In Nos	Amount (in Rs.)	In Nos	Amount (in Rs.)	In Nos	Amount (in Rs.)
Opening Balance	59,97,800	599.78	59,97,800	599.78	59,97,800	599.78	59,97,800	599.78
Add: Rights Issue	-	-	-	-	-	-	-	-
<b>Closing Balance</b>	<b>59,97,800</b>	<b>599.78</b>	<b>59,97,800</b>	<b>599.78</b>	<b>59,97,800</b>	<b>599.78</b>	<b>59,97,800</b>	<b>599.78</b>

The company has only one class of equity share having par value of Rs.10 each. Each shareholder is entitled to one vote per share. In the event of liquidation of the company, the holder of equity share will be entitled to receive any of the remaining assets of the company after distribution of all preferential amounts, if any.

#### NOTE 4

Reserves & Surplus	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Security Premium Reserve</b>				
Opening Balance	122.50	122.50	122.50	122.50
Addition during the year	-	-	-	-
<b>Total</b>	<b>122.50</b>	<b>122.50</b>	<b>122.50</b>	<b>122.50</b>
<b>Statement of Profit &amp; Loss</b>				
Opening Balance	3,424.00	3,045.42	3,026.00	2,710.77
Add: Profit during the year	760.58	378.58	19.42	315.23
Closing Balance	4,184.57	3,424.00	3,045.42	3,026.00
<b>Grand Total</b>	<b>4,307.08</b>	<b>3,546.51</b>	<b>3,167.92</b>	<b>3,148.50</b>

#### NOTE 5

Long-Term Borrowings	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Secured Loans:</b>				



From Banks	503.11	802.00	479.13	919.39
From NBFC			298.41	
Less: Current Maturities of Long-Term Borrowings	-270.81	-365.81	-305.77	-308.66
<b>Unsecured Loans:</b>				
From Banks and NBFC		34.40	64.41	58.93
From Intercompany	10.00	10.00	100.50	240.50
From Directors	7.00	364.50	577.30	284.67
Less: Current Maturities of Long-Term Borrowings				-
<b>Total</b>	<b>249.30</b>	<b>845.09</b>	<b>1,213.98</b>	<b>1,194.83</b>

#### NOTE 6

Deffered Tax Assets/Liabilities	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
WDV As per Income Tax	2,080.01	1,929.87	1,652.68	1,696.85
WDV As per Companies Act	2,275.25	2,148.02	1,861.32	2,021.06
Difference	-195.24	-218.15	-208.64	-324.21
Provisions for retirement Benefits	87.40	100.95	91.57	86.63
Other Timing Differences	29.28	35.93	50.50	30.62
Timing Difference	-78.56	-81.27	-66.58	-206.96
Deffered Tax Assets	-	-	-	-
Deffered Tax Liabilities	19.77	20.45	16.76	52.09
Less: Deferred Tax Liability provided in previous year		16.76	52.09	114.75
<b>Deferred Tax Expense/(Income)</b>	<b>-0.68</b>	<b>3.70</b>	<b>-35.33</b>	<b>-62.66</b>

#### NOTE 7

Long-Term Provisions	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Provision for Gratuity	31.48	37.97	52.13	45.39
<b>Total</b>	<b>31.48</b>	<b>37.97</b>	<b>52.13</b>	<b>45.39</b>

#### NOTE 8

Short-Term Borrowings	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Secured Loans: **</b>				
From Banks (O/D)	3,655.03	3,474.83	1,100.23	1,489.19
ICD repayable on Demand		50.00	50.00	
Current Maturities of Long-Term Borrowings	270.81	365.81	305.77	308.66
<b>Total</b>	<b>3,925.85</b>	<b>3,890.64</b>	<b>1,456.00</b>	<b>1,797.85</b>

\*\* Refer note 49 for Security details

#### NOTE 9

Trade Payables	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Amount due towards MSME suppliers	645.89	167.76	70.40	70.82
Others	3,197.15	2,129.30	2,183.82	2,281.82
<b>Total</b>	<b>3,843.04</b>	<b>2,297.06</b>	<b>2,254.22</b>	<b>2,352.64</b>

\*\* There are no vendors who have confirmed that they are covered under the Micro, Small and Medium Enterprises Development Act, 2006. Disclosures relating to dues of Micro and Small enterprises under section 22 of 'The Micro, Small and Medium Enterprises Development Act, 2006, are given below:

Particulars	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
(a) Principal amount and Interest due thereon remaining unpaid to any supplier	645.89	167.76	70.40	70.82
(b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day	4.35	0.94	0.59	1.18
(c) The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006	-	0.35	-	-
(d) The amount of interest accrued and remaining unpaid during the accounting year.	4.35	0.94	0.59	-
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	4.35	0.59	-	-

#### Trade Payables Ageing Schedule\*

Particulars	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Due to MSME</b>				
Less than one year	645.81	167.15	70.40	70.21
1-2 years	0.08	-	-	-
2-3 years	-	-	-	0.61
More than 3 years	-	0.61	-	-
<b>Total</b>	<b>645.89</b>	<b>167.76</b>	<b>70.40</b>	<b>70.82</b>

Particulars	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Others</b>				
Less than one year	3,108.17	2,036.15	2,025.94	2,105.59
1-2 years	71.48	88.31	26.69	111.81
2-3 years	11.80	1.84	98.30	15.41
More than 3 years	5.70	3.01	32.90	49.02
<b>Total</b>	<b>3,197.15</b>	<b>2,129.30</b>	<b>2,183.82</b>	<b>2,281.83</b>

#### NOTE 10

Other Current Liabilities	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Interest accrued but not due on	3.50	5.65	5.65	7.34

borrowings				
Interest accrued and payable			-	157.18
Interest payable to MSME	4.35	0.94	0.59	1.18
Goods-in-Transit (Purchase)			-	160.00
Trade / security deposits payable	2.35	4.09	6.30	19.77
Advances from customers	614.05	713.98	1,063.09	79.03
Advance against Sale of Property	-	50.00	-	59.52
Other payables				
Expenses Payable	16.59	23.57	74.60	78.64
Audit Fees Payable	8.10	6.90	7.50	7.50
Payable to Employees	79.53	52.26		
Statutory Payables	39.10	88.66	29.45	28.43
<b>Total</b>	<b>767.56</b>	<b>946.05</b>	<b>1,187.18</b>	<b>598.58</b>

#### NOTE 11

Short-Term Provisions	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Provision for Gratuity	30.01	31.80	13.32	11.63
Provision for Bonus	12.24	19.06	16.01	17.66
Provision for Leave Encashment	12.64	12.13	10.10	11.96
Rent Equilization Reserve	1.02	1.92	1.83	
Provision for income tax	388.70	134.97	6.11	96.67
<b>Total</b>	<b>444.61</b>	<b>199.87</b>	<b>47.38</b>	<b>137.91</b>

#### NOTE 13

Non-Current Investment	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Investment in Equity Instruments (Fully Paid Up)	245.21	243.76	243.45	248.91
Other Investments	357.49	81.11	114.86	168.42
Investment in Mutual Funds / Alternative Investment Funds	-	-	14.57	14.57
Investment in Shares		-	-	-
Less: - Provision for diminution in value of investments	-	-	-14.57	-17.57
<b>Total</b>	<b>602.70</b>	<b>324.87</b>	<b>358.31</b>	<b>414.34</b>

#### NOTE 14

Other Non-Current Assets	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Security Deposits	51.21	53.96	51.43	109.13
<b>Total</b>	<b>51.21</b>	<b>53.96</b>	<b>51.43</b>	<b>109.13</b>

#### NOTE 15

Inventories	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
- Raw materials	2,681.56	1,703.68	2,463.38	1,486.14
- Work-in-progress	634.47	798.55	483.75	415.28
- Finished goods	953.86	1,519.64	365.53	81.91
- Stock-in-trade (acquired for trading)	189.51	1,251.72	1,077.32	999.62

- Stock-in-Transit	-	-	-	157.60
- Stores and spares (Consumables)	-	-	2.60	3.20
- Others - Packing Materials	24.77	31.76	11.37	0.16
<b>Total</b>	<b>4,484.17</b>	<b>5,305.36</b>	<b>4,403.95</b>	<b>3,143.91</b>

#### NOTE 16

Trade Receivables	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Secured, Considered Good				
Unsecured, Considered Good	3,804.86	1,720.99	1,294.50	957.79
Doubtful	34.87	174.75	413.37	472.29
Less: Provisions Against Doubtful Debts	-17.43	-25.30	-25.30	-10.23
<b>Total</b>	<b>3,822.29</b>	<b>1,870.44</b>	<b>1,682.57</b>	<b>1,419.85</b>
Related Party Balances out of above	973.16	-		

#### Trade Receivables Ageing Schedule

Particulars	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Undisputed Trade Receivables - Considered Good</b>				
Less than Six months	2,368.68	1,523.80	1,206.48	400.00
6 months - 1 year	393.93	123.42	79.58	646.34
1-2 years	281.02	36.77	281.37	40.32
2-3 years	2.65	6.37	71.07	37.65
More than 3 years	758.58	5.33	40.42	298.35
<b>Total</b>	<b>3,804.86</b>	<b>1,695.69</b>	<b>1,678.93</b>	<b>1,422.67</b>

Particulars	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Undisputed Trade Receivables - Considered Doubtful</b>				
Less than Six months	-	-	-	-
6 months - 1 year	-	-	-	-
1-2 years	29.70	4.63	3.63	-
2-3 years	1.50	10.03	-	-
More than 3 years	3.67	160.09	-	-
<b>Total</b>	<b>34.87</b>	<b>174.75</b>	<b>3.63</b>	<b>-</b>

#### NOTE 17

Cash & Cash Equivalents	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Balance with Banks	18.39	194.45	37.36	159.20
As Margin Money or security against the guarantees	651.99	987.51	556.79	1,238.10
Cash in Hand	47.50	73.05	66.08	56.19
<b>Total</b>	<b>717.88</b>	<b>1,255.01</b>	<b>660.23</b>	<b>1,453.49</b>

#### NOTE 18

Short-Term Loans & Advances	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Loans and Advances to related		7.03	9.82	8.66

parties				
Imprest and Advances to Employees	3.92	11.42	5.92	1.49
Advance EMI deducted / paid				3.97
Advance to Vendors				
Related Parties	2.53	-	-	97.85
Others	1,184.40	575.51	398.95	575.14
Less: Provisions	-11.84	-10.63	-10.63	-2.82
<b>Total</b>	<b>1,179.01</b>	<b>583.34</b>	<b>404.06</b>	<b>684.30</b>

#### NOTE 19

Short-Term Loans & Advances	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Prepaid Expenses	67.81	80.53	109.43	92.41
Prepaid Rent	130.96	140.76		
Balance with Revenue Authorities				
With Income Tax	148.76	106.77	30.10	52.13
With GST Authority	629.52	575.45	343.26	432.37
TDS recoverable	10.24	10.24	8.55	7.12
Security Deposits	36.50	36.50	36.50	20.50
Dividend Receivable	0.48	0.48	0.40	
Interest Accruals	31.68	31.88	17.62	48.69
<b>Total</b>	<b>1,055.94</b>	<b>982.60</b>	<b>545.86</b>	<b>653.23</b>

#### NOTE 20

Revenue from Operations	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Sale of Products	22,721.94	21,513.18	16,633.60	14,980.42
Less: Inter Branch Sale	-1,555.04	-2,084.45	-86.66	-124.23
Less Sales Discount and price variance on supply of materials and return	-0.24	-3.12	-9.94	-21.57
Net Sales of Products	21,166.65	19,425.60	16,537.00	14,834.63
Add: MEIS License Sale				
Add: Freight Outward	109.72	42.41	19.13	18.63
Add: Capital Goods				
<b>Total</b>	<b>21,276.36</b>	<b>19,468.01</b>	<b>16,556.14</b>	<b>14,853.26</b>

#### NOTE 21

Revenue from Operations	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Interest income from Fixed Deposits with Banks & Others	6.54	37.09	38.70	47.57
Insurance Claim Received	2.24	0.18	1.95	10.07
Long Term Capital Gain on sale of Mutual fund	-	-	-	19.30
Profit on Sale of Investments	2.80		20.57	
Rental Income	0.44	11.93	14.74	9.07
Interest from Customer		70.70	-	-
Other Non-Operating Income	20.99	2.48	27.04	1.03
Balance no longer required written back and Price Variance (net)			192.72	32.49
Profit on Sale/ Discard of Fixed	1.34		0.95	-

Assets				
Duty Drawback		1.69	0.82	0.17
<b>Total</b>	<b>34.36</b>	<b>124.06</b>	<b>297.48</b>	<b>119.70</b>

#### NOTE 22

<b>Cost of Materials Consumed &amp; Direct Expenses</b>	<b>As at 30th September 2023</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
Opening Stock	1,703.68	2,463.38	1,643.75	370.86
Add: Purchases	18,778.92	17,998.87	14,888.65	13,100.77
Add: Purchases-in-Transit	-	-	-	157.60
Less: Discount	-7.18	-0.85	-10.77	-20.69
Less: Purchase of Traded Goods	-1,759.10	-2,221.50	-1,588.75	-1,166.46
Less: Inter Branch Purchase	-1,142.19	-1,614.09	-6.67	-124.23
	17,574.13	16,625.80	14,926.20	12,317.85
Less: - Closing Stock	-2,681.56	-1,703.68	-2,463.38	-1,486.14
Less: - Closing Stock in Transit	-	-	-	-157.60
	14,892.57	14,922.12	12,462.82	10,674.11
Add: Exchange Loss / (Gain)	-33.87	-36.33	-1.14	-52.07
Add: Manufacturing Expenses	302.45	424.63	418.02	374.66
Add: Other Direct Expenses	1,219.39	871.88	544.04	262.62
<b>Total</b>	<b>16,380.54</b>	<b>16,182.30</b>	<b>13,423.74</b>	<b>11,259.32</b>

#### NOTE 23

<b>Purchases of Traded Goods</b>	<b>As at 30th September 2023</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
Purchases of Traded Goods	1,759.10	2,221.50	1,588.75	974.48
Direct Expenses pertaining to Traded Goods	56.59	106.62	98.29	73.43
<b>Total</b>	<b>1,815.69</b>	<b>2,328.12</b>	<b>1,687.04</b>	<b>1,047.91</b>

#### NOTE 24

<b>Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade</b>	<b>As at 30th September 2023</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
<b>Closing Inventories</b>				
Finished goods	953.86	1,519.64	365.53	81.91
Work-in-progress	634.47	798.55	483.75	415.28
Stock-in-trade	1,611.05	1,251.72	1,077.32	999.62
Consumable	-	-	2.60	3.20
Packing Material	24.77	31.76	11.37	0.16
	<b>3,224.15</b>	<b>3,601.68</b>	<b>1,940.57</b>	<b>1,500.17</b>
<b>Opening Inventories</b>				
Finished goods	1,519.64	365.53	81.91	159.58
Work-in-progress	798.55	483.75	415.28	329.18
Stock-in-trade	1,251.72	1,077.32	999.62	1,079.99
Consumable	-	2.60	3.20	2.81
Packing Material	31.76	11.37	0.16	0.80
	<b>3,601.68</b>	<b>1,940.57</b>	<b>1,500.17</b>	<b>1,572.35</b>
<b>Total</b>	<b>377.53</b>	<b>-1,661.11</b>	<b>-440.41</b>	<b>72.19</b>

**NOTE 25**

<b>Employee Benefit Expenses</b>	<b>As at 30th September 2023</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
Salaries, Wages & Bonus	452.61	540.08	557.49	531.73
Contributions to Provident and Other Funds	22.27	32.84	36.67	37.60
Provision for Gratuity	6.92	7.10	15.36	13.50
Provision for Leave Encashment	1.67	3.40	0.64	1.82
Staff Welfare Expenses	28.24	28.11	37.31	43.97
Director Remuneration	80.95	167.88	141.57	125.90
<b>Total</b>	<b>592.66</b>	<b>779.41</b>	<b>789.04</b>	<b>754.52</b>

**NOTE 26**

<b>Finance Costs</b>	<b>As at 30th September 2023</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
Interest paid to Banks & Financial Institutions	287.26	364.20	321.66	310.66
Interest on Delay in Payments to MSMEs	3.40	0.35	-0.59	1.18
Bank Charges	44.15	170.58	77.77	119.56
Other Borrowing Costs				0.02
<b>Total</b>	<b>334.81</b>	<b>535.13</b>	<b>398.84</b>	<b>431.42</b>

**NOTE 27**

<b>Other Expenses</b>	<b>As at 30th September 2023</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
<b>Administrative Expenses</b>				
Rent (Office) including Lease Rentals	8.69	8.51	11.87	18.28
Repairs and Maintenance - Buildings	11.89	10.50	15.55	8.18
Repairs and Maintenance - Machinery	0.03	12.31	3.26	5.57
Repair and Maintenance - Others	6.88	19.41	18.53	18.75
Insurance	16.55	17.40	20.00	32.24
Telephone and Internet Expenses	5.48	8.23	8.43	10.36
AMC	1.98	3.71	5.41	7.60
Advertisement & Exhibition Exp.	10.00	15.14	2.12	1.55
Electricity and Water	9.05	10.66	9.60	14.96
Conveyance & Travelling including Foreign Travelling	45.15	57.38	26.88	40.00
Property Tax	8.78	6.88	1.27	1.28
Printing and Stationery	3.61	5.51	4.39	8.71
Vehicle Running and Maintenance	3.04	8.37	5.33	7.92
Penalty and Interest	12.73	6.66	4.29	5.22
Tender Fees	0.41	0.39	10.00	2.14
Business Promotion		-	2.34	6.65
Provision for diminution in value of Investment		-	-	17.57
Donations and Contributions	-	7.14	3.54	22.30
Legal and Professional	35.10	59.44	39.21	46.91
Postage and Courier	1.02	1.73	1.15	0.56

Additional GST/Sales Tax /TDS	-	5.57	9.34	7.14
Labour Charges	49.57	45.86	64.24	90.94
Diwali Expenses	-	1.18	-	5.56
Medical Exp	0.06	0.07	0.26	0.17
Membership and Subscription	3.60	1.73	6.00	3.93
Office Expenses	7.79	35.96	25.24	54.49
Security Charges	7.48	19.69	34.43	29.03
Loss on Sale / Disposal of Fixed Asset	-	0.20	52.36	0.01
House Keeping Expenses	1.76	2.41	8.70	14.25
Lodging and Boarding	6.58	4.54	7.71	4.10
Uniform Expenses	2.60	0.75	2.20	5.29
Payments to Auditors	3.75	11.90	11.90	7.50
Fee & taxes	18.16	2.74	3.36	9.25
Loss on the disposal of the investment in the subsidiary	11.07			
<b>Selling &amp; Distribution Expenses</b>				
Freight and forwarding	162.25	147.62	143.87	127.33
Sales Commission	58.03	80.72	69.72	51.51
Rebate and Discount	2.00	4.51	7.61	53.05
Bad Debts	166.19	46.34	-	47.97
Provision for Bad & Doubtful Debts / Receivables	1.40	-	28.49	10.23
Loading; Unloading and Handling	8.70	22.47	27.70	33.02
<b>Total</b>	<b>691.37</b>	<b>693.65</b>	<b>696.28</b>	<b>831.52</b>

**NOTE 27(a)**

<b>Payment to Auditors</b>	<b>As at 30th September 2023</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
Statutory Audit Fee	3.75	8.70	8.70	7.50
Tax Audit Fee	-	2.20	2.20	
for other matters (including consultancy)		1.00	1.00	
<b>Total</b>	<b>3.75</b>	<b>11.90</b>	<b>11.90</b>	<b>7.50</b>



**Note 12**

**Property, Plant & Equipments and Intangible Assets**

Particulars	Building	Land	Plant & Machinery	Office Equipments	Vehicles	Computer	Furniture & Fixtures	Tangible Assets	Capital WIP	Total
<b>Gross Block</b>										
<b>As at 31 March 2020</b>	<b>533.78</b>	<b>159.74</b>	<b>1,548.24</b>	<b>229.45</b>	<b>353.23</b>	<b>67.31</b>	<b>95.56</b>	<b>2,987.30</b>	<b>641.12</b>	<b>3,628.43</b>
Additions	393.52	275.98	152.18	33.81	31.21	4.69	3.27	894.66	84.59	979.25
Disposals / Adjustments						-0.25		-0.25	-669.50	-669.75
<b>As at 31 March 2021</b>	<b>927.30</b>	<b>435.72</b>	<b>1,700.42</b>	<b>263.26</b>	<b>384.45</b>	<b>71.74</b>	<b>98.83</b>	<b>3,881.72</b>	<b>56.21</b>	<b>3,937.93</b>
Additions	-		11.09	8.39	25.88	0.86	11.21	57.43	143.72	201.15
Disposals / Adjustments	-8.59	-39.43	-43.46	-170.32	-94.68	-54.41	-	-410.89		-410.89
<b>As at 31 March 2022</b>	<b>918.71</b>	<b>396.29</b>	<b>1,668.05</b>	<b>101.34</b>	<b>315.65</b>	<b>18.20</b>	<b>110.04</b>	<b>3,528.26</b>	<b>199.93</b>	<b>3,728.19</b>
Additions	-	17.12	49.03	3.66	174.89	0.66	2.55	247.91	324.04	571.95
Disposals / Adjustments	-	-	-	-	-10.30	-	-	-10.30	-78.94	-89.24
<b>As at 31 March 2023</b>	<b>918.71</b>	<b>413.41</b>	<b>1,717.08</b>	<b>104.99</b>	<b>480.24</b>	<b>18.86</b>	<b>112.58</b>	<b>3,765.87</b>	<b>445.03</b>	<b>4,210.91</b>
Additions	357.05		376.69	8.49	21.59	2.12	78.26	844.21	146.32	990.53
Disposals / Adjustments			-4.51	-9.45	-177.70	-1.07	-2.14	-194.87	-591.35	-786.22
<b>As at 30 September 2023</b>	<b>1,275.77</b>	<b>413.41</b>	<b>2,089.25</b>	<b>104.03</b>	<b>324.14</b>	<b>19.91</b>	<b>188.71</b>	<b>4,415.21</b>	<b>-</b>	<b>4,415.22</b>
Depreciation & Amortisation:										
<b>As at 31 March 2020</b>	<b>228.00</b>		<b>823.23</b>	<b>177.20</b>	<b>309.74</b>	<b>66.32</b>	<b>80.46</b>	<b>1,684.94</b>		<b>1,684.94</b>
Charge for the year*	60.27		133.22	19.16	14.10	1.65	3.75	232.16		232.16
Disposals / Adjustments						-0.24		-0.24		-0.24
<b>As at 31 March 2021</b>	<b>288.28</b>	<b>-</b>	<b>956.45</b>	<b>196.36</b>	<b>323.84</b>	<b>67.73</b>	<b>84.21</b>	<b>1,916.86</b>	<b>-</b>	<b>1,916.86</b>
Charge for the year*	90.35	-	136.63	6.78	19.52	2.15	5.74	261.17	-	261.17
Disposals / Adjustments	-4.65		-41.65	-117.05	-93.41	-54.41	-	-311.16		-311.16
<b>As at 31 March 2022</b>	<b>373.98</b>	<b>-</b>	<b>1,051.43</b>	<b>86.08</b>	<b>249.96</b>	<b>15.47</b>	<b>89.95</b>	<b>1,866.87</b>	<b>-</b>	<b>1,866.87</b>
Charge for the year*	53.60		113.61	5.63	25.80	1.61	4.81	205.06	-	205.06
Impairments	-	-	-	-	-	-	-	-	-	-
Disposals / Adjustments **	-	-	-	-	-9.05	-	-	-9.05		-9.05
<b>As at 31 March 2023</b>	<b>427.58</b>	<b>-</b>	<b>1,165.04</b>	<b>91.71</b>	<b>266.71</b>	<b>17.08</b>	<b>94.76</b>	<b>2,062.88</b>	<b>-</b>	<b>2,062.88</b>
Charge for the year*	18.87		60.91	2.99	34.89	0.61	3.56	121.83	-	121.83
Impairments								-		-
Disposals / Adjustments			-3.25	-5.99	-33.42	-0.93	-1.16	-44.75		-44.75

**										
<b>As at 30 September 2023</b>	<b>446.45</b>	<b>-</b>	<b>1,222.70</b>	<b>88.71</b>	<b>268.18</b>	<b>16.76</b>	<b>97.15</b>	<b>2,139.96</b>	<b>-</b>	<b>2,139.96</b>
<b>Net Block</b>										
<b>As at 31 March 2020</b>	<b>305.78</b>	<b>159.74</b>	<b>725.01</b>	<b>52.25</b>	<b>43.49</b>	<b>0.99</b>	<b>15.10</b>	<b>1,302.36</b>	<b>641.12</b>	<b>1,943.48</b>
<b>As at 31 March 2021</b>	<b>639.02</b>	<b>435.72</b>	<b>743.97</b>	<b>66.91</b>	<b>60.60</b>	<b>4.02</b>	<b>14.62</b>	<b>1,964.85</b>	<b>56.21</b>	<b>2,021.06</b>
<b>As at 31 March 2022</b>	<b>544.73</b>	<b>396.29</b>	<b>616.62</b>	<b>15.25</b>	<b>65.69</b>	<b>2.73</b>	<b>20.09</b>	<b>1,661.39</b>	<b>199.93</b>	<b>1,861.32</b>
<b>As at 31 March 2023</b>	<b>491.13</b>	<b>413.41</b>	<b>552.04</b>	<b>13.28</b>	<b>213.54</b>	<b>1.78</b>	<b>17.82</b>	<b>1,702.99</b>	<b>445.03</b>	<b>2,148.03</b>
<b>As at 30 September 2023</b>	<b>829.31</b>	<b>413.41</b>	<b>866.55</b>	<b>15.32</b>	<b>55.95</b>	<b>3.15</b>	<b>91.55</b>	<b>2,275.25</b>	<b>-</b>	<b>2,275.26</b>

**NOTE 28****Reconciliation between Audited Profit and Restated Profit****(Amounts in Lakhs)**

Particulars	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Profit as per Audited Financial Statements	762.25	373.78	57.86	253.97
Adjustments on Account of				
Provision for Income Tax for Prior Period		-0.01	-18.45	45.75
Changes in Deferred Tax Estimates		4.80	-20.00	15.51
Loss on Sale of Subsidiary	-1.67			
Total of Adjustments	-1.67	4.79	-38.44	61.26
<b>Restated Profit</b>	<b>760.58</b>	<b>378.58</b>	<b>19.42</b>	<b>315.23</b>

**NOTE 29****Reconciliation between Opening Balance of Profit and Loss under Reserves and Surplus for the FY 20-21**

Particulars	As on April 1, 2020
Particulars	As on April 1, 2020
Opening Balance as per Audited Financial Statements	2,736.72
Adjustments on Account of	
Profit / (Loss) pertaining to Minority Interest (earlier year)	-0.03
Provision for Income Tax for Prior Period	-25.92
<b>Restated Opening Balance of Surplus</b>	<b>2,710.77</b>

**NOTE 30****Reconciliation between Total Audited Equity and Total Restated Profit**

Particulars	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Total Equity as per Audited Financial Statements	4,906.84	4,144.59	3,770.80	3,712.94
Adjustments on Account of				
Provision for Income tax for Prior Period	1.38	1.38	1.39	19.83
Changes in Deferred Tax Estimates	0.31	0.31	-4.49	15.51
	-1.67			
<b>Restated Total Equity</b>	<b>4,906.87</b>	<b>4,146.29</b>	<b>3,767.71</b>	<b>3,748.28</b>

**NOTE 31****Material Regrouping**

Appropriate re-groupings 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 AS financial information of the Company for the period ended March 31, 2023 prepared in accordance with Schedule III of Companies Act, 2013 and other applicable AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations 2018, as amended.

**NOTE 32**

There are no Non-Adjusting Items

**NOTE 33****Restated Statement of Contingent Liabilities**

Particulars	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Bank Guarantee	3478.83	1,228.53	1,823.77	418.83
Income Tax Demand	-	-	-	-
<b>Total</b>	<b>3478.83</b>	<b>1,228.53</b>	<b>1,823.77</b>	<b>418.83</b>

**NOTE 35****Segment Information**

The Company has identified business segments as its primary segment and geographic segments as its secondary segment.

Business segments are primarily trading of Circular Knitting Needle & other items except solar related items (Segment 1) and Manufacturing; trading and application of Solar Panel etc. (Segment 2)

Geographic segments are primarily divided into Domestic & Overseas operations. The Company operates and deals primarily in India and does not have major overseas operations. Accordingly, no geographical segment reporting has been made.

Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reportable segment have been allocated on the basis of associated revenues of the segment and manpower efforts with some assumption on provisional basis. Revenue & Expenses not attributable to segments are reported as unallocatable.

Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment, however due to complex nature of business the segment assets and liabilities are on provisional basis.

All other assets and liabilities are disclosed as unallocable.

<b>For the half year ended 30 September, 2023</b>				
<b>Business Segment</b>				
Particulars	Segment 1	Segment 2	Unallocated	Total
Revenue	816.17	20,460.19	-	21,276.36
Other Income / Revenue		26.04	8.32	34.36
Segment Revenue	816.17	20,486.23	8.32	21,310.72
Expenses Segment				
Cost of Materials Consumed / Purchases	780.46	17,415.77	-	18,196.23
Change in Stock (Increase / Decrease)		377.53	-	377.53
Employee Cost	22.73	569.92	-	592.65
Finance Cost	20.53	314.28	-	334.81
Depreciation		121.83	-	121.83
Other Cost	5.37	684.34	-	689.71
Segment Expenses	829.09	19,483.67	-	20,312.76
Segment Result (Before tax)	-12.92	1,002.56	8.32	997.96
<b>As at 30 September, 2023</b>				

Segment Assets	-	13,585.76	602.70	14,188.46
Segment Liabilities	-	10,023.10	4,165.36	14,188.46

For the year ended 31 March, 2023				
Business segments				
Particulars	Segment 1	Segment 2	Unallocated	Total
Revenue	1,526.64	17,941.38	-	19,468.01
Other Income / Revenue	-	74.79	49.27	124.06
<b>Segment Revenue</b>	<b>1,526.64</b>	<b>18,016.17</b>	<b>49.27</b>	<b>19,592.07</b>
Expenses Segment				
Cost of Materials Consumed / Purchases	1,012.07	17,439.45	-	18,451.53
Change in Stock (Increase / Decrease)	70.01	-1,731.12	-	-1,661.11
Employee Cost	61.12	718.29	-	779.41
Finance Cost	41.96	493.17	-	535.13
Depreciation	-	205.06	-	205.06
Other Cost	18.85	724.61	9.08	752.53
<b>Segment Expenses</b>	<b>1,204.01</b>	<b>17,849.46</b>	<b>9.08</b>	<b>19,062.56</b>
Segment Result (Before tax)	322.62	166.71	40.19	529.52
As at 31 March, 2023				
<b>Segment Assets</b>	<b>9.35</b>	<b>12,225.42</b>	<b>324.87</b>	<b>12,559.63</b>
<b>Segment Liabilities</b>	<b>-</b>	<b>8,394.27</b>	<b>4,165.36</b>	<b>12,559.63</b>

For the year ended 31 March, 2022				
Business segments				
Particulars	Segment 1	Segment 2	Unallocated	Total
Revenue	1,404.56	15,151.47	-	16,556.03
Other Income / Revenue	-	256.37	41.11	297.48
<b>Segment Revenue</b>	<b>1,404.56</b>	<b>15,407.84</b>	<b>41.11</b>	<b>16,853.51</b>
Expenses Segment				
Cost of Materials Consumed / Purchases	1,052.92	14,006.97	-	15,059.89
Change in Stock (Increase / Decrease)	921.58	-1,361.98	-	-440.40
Employee Cost	66.94	722.10	-	789.04
Finance Cost	33.84	365.00	-	398.84
Depreciation	-	261.17	-	261.17
Other Cost	16.97	668.29	61.90	747.16
<b>Segment Expenses</b>	<b>2,092.25</b>	<b>14,661.55</b>	<b>61.90</b>	<b>16,815.70</b>
Segment Result (Before tax)	-687.69	746.29	-20.79	37.81
As at 31 March, 2022				
<b>Segment Assets</b>	<b>1,889.64</b>	<b>10,309.09</b>	<b>360.90</b>	<b>12,559.63</b>
<b>Segment Liabilities</b>	<b>941.39</b>	<b>7,444.42</b>	<b>4,173.81</b>	<b>12,559.62</b>

For the year ended 31 March, 2021				
Business segments				
Particulars	Segment 1	Segment 2	Unallocated	Total
Revenue	1,214.13	13,639.13	9.07	14,862.33
Other Income / Revenue	-	91.33	19.30	110.63

Segment Revenue	1,214.13	13,730.46	28.36	14,972.96
Expenses Segment				
Cost of Materials Consumed / Purchases	892.30	11,364.21	-	12,256.51
Change in Stock (Increase / Decrease)	57.26	14.93	-	72.19
Employee Cost	118.98	635.54	-	754.52
Finance Cost	14.31	417.11	-	431.42
Depreciation	1.06	231.09	-	232.16
Other Cost	169.61	667.55	45.08	882.24
Segment Expenses	1,253.53	13,330.42	45.08	14,629.04
Segment Result (Before tax)	-39.40	400.04	-16.71	343.92
<b>As at 31 March, 2021</b>				
<b>Segment Assets</b>	1,541.07	7,990.17	414.34	9,945.58
<b>Segment Liabilities</b>	530.94	5,507.37	3,907.27	9,945.58

#### NOTE 36

##### Payments to Directors

Directors Remuneration	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Mr. Ashwani Sehgal	36.00	72.25	72.05	125.90
Mrs. Monica Sehgal	6.00	72.00	69.52	48.01
Mr. Vipin Sehgal	6.99	23.88	23.40	22.13
<b>Total</b>	<b>48.99</b>	<b>168.13</b>	<b>164.97</b>	<b>196.04</b>

#### NOTE 37

Trade Receivables, Trade Payables, Loans & Advances, Security Deposits and Unsecured Loans have been taken at their book value subject to confirmation and reconciliation.

#### NOTE 38

Loans and Advances are considered good in respect of which company does not hold any security other than the personal guarantee of persons.

#### NOTE 39

##### Leases: Operating Lease Arrangement (AS-19):

The Company's significant leasing arrangements are in respect of operating lease for office space. The aggregate lease rentals payable is grouped as Rent in Note 27.

Particulars	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Lease rent charged to statement of profit and loss	41.00	67.39	62.75	32.78

#### NOTE 40

##### Disclosure under Accounting Standard (AS) 15 " Employee Benefits"

##### Defined Contribution Plans

The Company has recognized the following amounts in the statement of profit and loss:

Particulars	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
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Employers' contribution to Provident Fund (including administrative charges) & ESIC	22.27	32.76	36.67	37.60
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### Gratuity

The defined benefit plans expose the Company to a number of actuarial risks as below:

**Interest risk:** A decrease in the bond interest rate will increase the plan liability.

**Salary risk:** The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

(i) The key assumptions used in accounting for retiring gratuity is as below:

Particulars	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Discount Rate	7.25%	7.50%	5.75%	5.50%
Rate of Escalation in Salary	5.00%	5.00%	5.00%	5.00%

(ii) Changes in Present Value of Obligation:

Particulars	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Obligation at the Beginning of the Year	57.33	54.29	52.37	44.43
Interest Costs	2.15	3.12	3.01	2.44
Past Service Costs			5.79	
Current Service Costs	3.07	5.44	-	5.88
Benefits Paid	-2.70	-2.78	-6.92	-2.90
Remeasurement (Gains)/Losses	1.66	-2.74	0.04	2.52
<b>Obligation at the End of the Year</b>	<b>61.50</b>	<b>57.33</b>	<b>54.29</b>	<b>52.37</b>

(iii) Changes in the Fair Value of Plan Assets:

Particulars	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Fair value of Plan Assets at Beginning of Year	-	-	-	-
Expected Return on Plan Assets	-	-	-	-
Contributions	-	-	-	-
Benefits Paid	-	-	-	-
Remeasurement (Gains)/Losses	-	-	-	-

(iv) Amounts to be Recognised in the Balance Sheet

Particulars	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Present Value of Obligation	61.50	57.33	54.29	52.37
Fair Value of Plan Assets	-	-	-	-
Funded Status	-61.50	-57.33	-54.29	-52.37
Net Assets / (Liability) Recognized in Balance Sheet as Provision	-61.50	-57.33	-54.29	-52.37

(v) Expenses to be Recognised in the Statement of Profit and Loss

Particulars	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Current Service Costs	3.07	5.44	-	5.88
Past Service Costs	-	-	5.79	-
Interest Costs	2.15	3.12	3.01	2.44
	-	-	-	-
Expected Return on Plan Assets	-	-	-	-
Net Actuarial (Gain)/ Loss	1.66	-2.74	0.04	2.52
	-	-	-	-
Net Impact on Profit & Loss	6.88	5.82	8.84	10.84

The estimates of future salary increase, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors on long term basis.

#### NOTE 41

##### Related Party Disclosure as identified by the company and relied upon by the auditors

##### A. Related Parties and their Relationship

##### (i) Key Management Personnel

- 1 Mr. Ashwani Sehgal
- 2 Mrs. Monica Sehgal
- 3 Mr. Vipin Sehgal
- 4 Ms. Anshu Bhatia
- 5 Ms. Udaya Sehgal
- 6 Mr. Satish Gupta - Chief Executive Officer (upto 27/01/2022, re-appointed on 18-09-23 )
- 7 Ms. Sakshi Tomar - Company Secretary (upto 15/03/2022, re-appointed on 30-09-23)

##### (ii) Relative of Key Management Personnel (having transactions with the company) NA

##### (iii) Enterprises owned or significantly influenced by Key Management personnel or their relatives

- 1 Scan International Private Limited
- 2 Udaya Fibers Private Limited
- 3 Krishma Machine Tools Private Limited
- 4 Alpex Exim Private Limited (Subsidiary Company)
- 5 Alpex Solar Connectivity Solutions
- 6 Axsorce Global Private Limited
- 7 CER Rooftop Private Limited (Associates Company)

##### (iv) Transactions with Related parties

Particulars	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Mr. Ashwani Sehgal</b>				
Remuneration Paid	36.00	72.25	72.05	125.90
Rent	9.81	19.89	12.00	12.00
Advance Paid for Lease	-	160.65		
O/s Unsecured Loan	-	-	-	59.46
<b>Mrs. Monica Sehgal</b>				
Remuneration Paid	6.00	72.00	69.52	48.01
Rent	0.90	3.60	3.60	3.60
O/s Unsecured Loan	-	-	-	165.79
<b>Mr. Vipin Sehgal</b>				
O/s Unsecured Loan	-357.50	122.76	140.38	24.00
Remuneration Paid	6.99	23.88	23.40	22.13



<b>Ms. Anshu Bhatia</b>				
Rent	0.60	3.00	3.00	3.00
<b>Scan International Private Limited</b>				
Reimbursement of Expenses	-	0.35	0.36	0.41
<b>Udaya Fibers Private Limited</b>				
Reimbursement of Expenses	-	0.35	0.36	0.40
<b>Krishma Machine Tools Private Limited</b>				
Reimbursement of Expenses	-	0.35	0.36	0.39
Payment Receipts			-	4.90
Reimbursement of Expenses			-	0.58
<b>Mr. Satish Gupta</b>				
Managerial Remuneration	1.52		18.40	-
<b>Ms. Sakshi Tomar-Company Secretary</b>				
Managerial Remuneration	-		4.55	4.24

(v) Outstanding Balances

Particulars	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Alpex Solar Connectivity Solutions			-	97.85
Mr. Ashwani Sehgal	2.16	-79.19	-19.56	-66.15
Mrs. Monica Sehgal	-2.46	-137.55	-1.80	-35.47
Mr. Vipin Sehgal	-6.59	-122.76	140.38	
Ms. Sakshi Tomar-Company Secretary			-0.18	-0.39
Krishma Machine Tools Private Limited	1.36	1.36	1.01	0.65
Udaya Fibers Private Limited	1.11	1.11	0.76	0.40
Scan International Private Limited	4.56	4.56	4.20	3.84

**NOTE 42**

**Imported & Indigenous Raw Material & Consumables**

Particulars	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Imported</b>				
Amount	3,102.59	3,689.41	4,454.52	4,214.63
%age	17.24	20.50	29.92	32.17
<b>Indigenous</b>				
Amount	-3,102.59	14,309.46	10,434.13	8,886.14
%age	-17.24	79.50	70.08	67.83

**NOTE 43**

**Value of Imports**

Particulars	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Raw Material	3,102.59	3,689.41	4,454.52	4,214.63
Finished Goods				
Total	3,102.59	3,689.41	4,454.52	4,214.63

**NOTE 44****Expenditure in Foreign Currency**

Particulars	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Interest on Buyer Credit	-	-	1.79	4.42
CIF Value of Imports	3,102.59	3,689.41	4,454.52	4,214.63
CIF Value of Imports (Capital Goods)	-	351.99	-	-
Travelling	-	8.31		
Advance paid to Foreign Vendors	662.41	364.14	205.37	260.43
<b>Total</b>	<b>3,765.00</b>	<b>4,413.85</b>	<b>4,661.68</b>	<b>4,479.47</b>

**NOTE 45****Foreign Exchange Gain / (Loss) (AS-11):**

Particulars	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Amount Debited to Profit & Loss Account	-36.33	7.24	44.00	49.61

**NOTE 46****Earning in Foreign Exchange**

Particulars	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
FOB Value of Exports	1.29	206.33	291.93	99.53
<b>Total</b>	<b>1.29</b>	<b>206.33</b>	<b>291.93</b>	<b>99.53</b>

**NOTE 47****Unhedged foreign currency exposure: (USD)**

Particulars	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Payable	7.90	369.00	381.07	12.61
Advance Paid to Vendor				

**NOTE 48****Disclosure on significant ratios**

Particulars	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Current Ratio	1.25	1.33	1.56	1.50
Debt-Equity Ratio,	0.85	1.14	0.71	0.80
Debt Service Coverage Ratio	4.36	2.37	1.74	2.35
Return on Equity Ratio	0.15	0.09	0.01	0.08
Inventory Turnover Ratio	4.19	3.39	3.38	4.22
Trade Receivables Turnover Ratio	5.57	10.41	9.84	10.46
Trade Payables Turnover Ratio	4.89	7.30	6.60	5.64
Net Capital Turnover Ratio	9.34	7.80	6.02	6.02
Net Profit Ratio	0.04	0.02	0.00	0.02
Return on Investment	-	-	0.52	-

Net Asset Value (per Share)	81.81	69.13	62.82	62.49
Return on Net Worth	0.15	0.09	0.01	0.08
Return on Capital Employed	0.26	0.21	0.09	0.05

**Methodology:**

1. Current Ratio = Current Asset / Current Liability
2. Debt-Equity Ratio = Total Debt / Equity
3. Debt Service Coverage Ratio = EBITDA / (Finance Cost+ Long Term Debt Repayment)
4. Return on Equity Ratio = Profit After Tax / Total Equity
5. Inventory Turnover Ratio = Purchase / Inventory
6. Trade Receivable Turnover Ratio = Revenue from Operations / Trade Receivable
7. Trade Payable Turnover Ratio = Purchase / Trade Payable
8. Net Capital Turnover Ratio = Revenue from Operations / (Current Asset - Current Liability)
9. Net Profit Ratio = Profit After Tax / Revenue from Operations
10. Return on Investment = Net Income on Investment / Cost of Investment
11. Net Asset Value = (Total Assets - Total Long-term Liabilities - Total Short-term Liabilities) / No of shares
12. Return on Net Worth = Profit After Tax / Net Worth
13. Return on Capital Employed = EBIT/ (Total Equity + Total Long-Term Debt)

**NOTE 49**

There are no proceedings initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

**NOTE 50**

In respect of borrowings from banks or financial institutions on the basis of security of current assets, monthly or quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.

The Company is not declared as wilful defaulter by any bank or financial Institution or other lenders.

**NOTE 51**

The Company did not have any transactions with Companies struck off under Section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956 considering the information available with the Company.

**NOTE 52**

The company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

**NOTE 53**

There are no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year.

**NOTE 54**

The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

The company has also not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**NOTE 55**

The Company do not have any transaction which are not recorded in the books of accounts that has been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during any of the years.

**NOTE 56**

The Company did not trade or invest in Crypto Currency or virtual currency during the financial year. Hence, disclosures relating to it are not applicable.

**NOTE 57**

The Company has not granted any loan or advance in the nature of loan to promoters, directors, KMPs and other related parties that are repayable on demand or without specifying any terms or period of repayment

**NOTE 58**

The Company is required to comply with the amendments in Schedule III of Companies Act, 2013 notified on 24-03-2021, with effect from 01-04-2021. Accordingly the Company has complied with the disclosure and presentation requirements as per the aforesaid amendments and reclassified the items in the previous years, to conform to current year classification, wherever required.

**NOTE 59**

The Company has physically verified the inventories at reasonable intervals and there are no discrepancies of 5% or more in the aggregate for each class of inventory noticed on such verification have been properly dealt with in the books of account.

**NOTE 60****Pending Litigations:**

The company is subject to legal proceedings and claims, which have arisen in the ordinary course of business. The company's management does not reasonably expect that these legal actions, when ultimately concluded and determined, will have a material and adverse effect on the company's results of operations or financial condition.

Particulars	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Liability Amount	-	-	250.00	250.00

Recovery process is subject to adjudication of Hon'ble NCLT as the matter is pending u/s 7 of the Insolvency & Bankruptcy Code, 2016

The company is confident of recovering the amount from the aforesaid debtor. Accordingly, no provision has been created in respect of the same.

**NOTE 61****Contingent liabilities and commitments (to the extent not provided for):**

Particulars	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Bank Guarantee	3478.83	1,228.53	1,823.77	418.83
Income Tax Demand	-	-	-	-
<b>Total</b>	<b>3478.83</b>	<b>1,228.53</b>	<b>1,823.77</b>	<b>418.83</b>

**NOTE 62****Earning Per Share**

Particulars	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders	7,59,91,503	3,78,61,564	20,07,087	3,16,16,219
Opening No of Shares	59,97,800	59,97,800	59,97,800	59,97,800
Issued during the year	-	-	-	-
Closing No of Shares	59,97,800	59,97,800	59,97,800	59,97,800
Weighted Average number of Equity Shares used as denominator for calculating EPS	59,97,800	59,97,800	59,97,800	59,97,800
Impact of Issue of Bonus shares issued on 27th October 2023	1,19,95,600	1,19,95,600	1,19,95,600	1,19,95,600
Weighted Average number of equity shares used as denominator for calculating EPS	1,79,93,400	1,79,93,400	1,79,93,400	1,79,93,400
Basic and Diluted Earnings per Share	4.22	2.10	0.11	1.76
Face Value per Equity Share	10.00	10.00	10.00	10.00

The Board of Directors at its meeting held on 27th October 2023, pursuant to Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, proposed that a sum of Rs.1,199.56 Lacs be capitalized as Bonus Equity shares out of free reserves and surplus, and distributed amongst the Equity Shareholders by issue of 1,19,95,600/- Equity shares of Rs. 10/- each credited as fully paid to the Equity Shareholders in the proportion of 2 (Two) Equity share for every 1 (One) Equity shares on 27th October 2023.

It has been approved in the meeting of shareholders held on 27th October 2023. As a result of this the equity portion of authorized share capital of the company is revised to 25,00,000 equity shares of face value of Rs 10 each as on the date of signing of the financials.

Earnings Per Share calculations have been reinstated in all the periods to give effect of this bonus."

**NOTE 63****Security Details**

Long Term Borrowings	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Cholamandalam finance</b>				
"Term Loan against Property, taken for Business use, amounting to Rs 440 Lacs, repayable in 36 Monthly Instalments @ Effective Interest rate of 9.54% p.a approx. secured agaisnt properties held in the names of Directors and / or their relatives.				
No charge with RoC has been created as the properties under reference are not in the name of the company. However, security interest of immovable properties are duly registered with CERSAI."			298.41	325.00
<b>HDFC Bank Limited</b>				
Vehicle Loan, taken to purchase Vehicle, amounting to 8 Lacs, Repayable in 60 Monthly	-	-	-	1.45

Installments @ effectiv interest rate of 9.40% p.a. secured against Vehicle Purchased				
Vehicle Loan, taken to purchase Vehicle, amounting to 29 Lacs, Repayable in 60 Monthly Installments @ effectiv interest rate of 7.75% p.a. secured against Vehicle Purchased	15.90	18.72	24.06	-
Vehicle Loan, taken to purchase Vehicle, amounting to 7.19 Lacs, Repayable in 36 Monthly Installments @ effectiv interest rate of 7.50% p.a. secured against Vehicle Purchased	4.00	5.16	7.19	-
Vehicle Loan, taken to purchase Vehicle, amounting to 4.9 Lacs, Repayable in 36 Monthly Installments @ effectiv interest rate of 8.90% p.a. secured against Vehicle Purchased	4.12	4.79	-	-
Working Capital Term Loan, taken for Business use, amounting to Rs 400 Lacs, repayable in 24 Monthly Instalments @ Effective Interest rate of 9.50% p.a approx. **	214.63	293.62		
<b>ICICI Bank Limited</b>				
Vehicle Loan, taken to purchase Vehicle, amounting to 16.37 Lacs, Repayable in 36 Monthly Installments @ effectiv interest rate of 7.65% p.a. secured against Vehicle Purchased	5.42	8.22	13.51	-
<b>Deutsche Bank AG</b>				
"Term Loan against Property, taken for Business use, amounting to Rs 620 Lacs, repayable in 60 Monthly Instalments @ Effective Interest rate rangind between 7.50% - 8.95% p.a approx. secured agaisnt properties held in the names of Directors and / or their relatives.				
Charge is duly registered with the RoC."	259.05	318.68	434.36	574.86
Short Term Borrowings				
<b>HDFC Bank</b>				
Working Capital Demand Loan, taken for Business use, amounting to Rs 370.05 Lacs, @ Effective Interest rate of 9.07-9.25% p.a approx. **	64.34	113.76		
Cash Credit Limit, to meed working capital requirement, amounting to Rs 1800 Lacs, @ Effective Interest rate of 9.15% p.a approx. **	1,683.70	1,691.63		
** Facilites from HDFC Bank has been secured with Immovable Properties in the name of Directors under Equitable / Registered Mortgage, Immovable Properties in the name of Company under Equitable / Registered Mortgage, Stocks, Book Debts, Fixed Deposits, & Personal Guarantee of Directors.				
<b>Punjab National Bank</b>				
"Covid Loan (FITL), taken for Business use, amounting to Rs 54.23 Lacs, repayable in 3 Monthly Instalments @ Effective Interest rate				

of 13.40% p.a approx. secured against hypothecation of current assets of the Company.				
Charge is duly registered with the RoC."			-	18.08
Union Bank of India & Punjab National Bank (earlier known as Oriental Bank of Commerce) Consortium Finance				
Cash Credit [UBI {1Year EBLR+3.5% p.a., effectively 10.07%}, PNB {RRLR, effectively 11.95%}]			927.00	1,011.47
Buyers Credit			-	252.19
"Cash Credit / BG / LC / BC, To meet out the working capital requirement, Fund Based - Rs. 600 lakhs (UBI); Rs. 600 lakhs (PNB), Non-Fund Based - Rs. 1060 lakhs (UBI); Rs. 1016 lakhs (PNB), secured against '- Stocks of raw materials, stock-in-process, finished goods, stores & spares, receivables and other current assets on pari-passu basis with Lead Bank, '- Immovable Properties under Equitable / Registered Mortgage, '- FDRs with Lead Bank having face value of Rs. 111 lakhs, and '- Personal Guarantee of Directors				
Charge is duly registered with the RoC"				
<b>Deutsche Bank AG</b>				
Overdraft Facility, taken to meet working capital requirements, repayable on demand @ effective interest rate of 7.95% p.a for sanction amount of Rs.2002 Lacs, secured against properties held in the name of Directors and / or their relatives, Stocks & receivables and personal guarantee of Directors	1,907.00	1,502.34	173.23	225.54

#### NOTE 64

##### Corporate Social Responsibility Expenses

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The company is in the process of setting up CSR Committee and will formulate a plan for spending of CSR amount.

Particulars	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Amount required to be spent by the company during the period	2.80	-	-	-
Amount of expenditure incurred		-	-	-
Shortfall at the balance sheet date (For the period)	2.80	-	-	-
Total of previous years shortfall (B/F from previous period)		-	-	-
<b>Total (C/F to Next Period)</b>	<b>2.80</b>	-	-	-

Particulars	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Reason for shortfall	NA	NA	NA	NA
Nature of CSR activities	To be formulated by CSR Committee in accordance with Companies Act, 2013 read with rules made thereunder	NA	NA	NA
Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	NA	NA	NA	NA
Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision	NA	NA	NA	NA

**For KRA & CO**

Chartered Accountants  
FRN: 020266N

**CA Rajat Goyal**

M.No: 503150  
Partner

**UDIN:** 23503150BGWHWI4467

**For & on behalf of Board of Directors**

of Alpex Solar Limited  
(Formerly known as Alpex solar Private Limited)

**ASHWANI SEHGAL**

Managing Director  
DIN: 00001210

**MONICA SEHGAL**

Director  
DIN: 00001213

**SATISH KUMAR GUPTA**

Chief Financial Officer  
PAN: AALPG3318G

**SAKSHI TOMAR**

Company Secretary  
PAN.: AUEPT1719P

**Place:** Delhi

**Date:** 20-11-2023



**Independent Auditors' Examination Report on the Restated Standalone Statement of Assets and Liabilities as at 30.09.2023, 31.03.2023, 31.03.2022 and 31.03.2021**

**Independent Auditors' Examination Report on the Restated Standalone Statement of Assets and Liabilities as at 30.09.2023, 31.03.2023, 31.03.2022 and 31.03.2021. Restated Standalone Statement of Profit & Loss (including other comprehensive income), Restated Standalone Statement of Cash Flows and changes in equity for the period ended 30.09.2023, 31.03.2023, 31.03.2022 and 31.03.2021. along with the Restated Statements of significant accounting policies and other explanatory information of Alpex Solar Limited (Formerly known as Alpex Solar Private Limited) (Collectively, the "Restated Standalone Financial Information").**

To,  
The Board of Directors  
Alpex Solar Limited  
(Formerly known as Alpex Solar Private Limited)  
B-79 Shivalik Enclave  
Near Malviya Nagar  
New Delhi-110017

Dear Sir, Madam,

1. We have examined the accompanying Restated Standalone Financial Information of Alpex Solar Limited (Formerly known as Alpex Solar Private Limited) , the company which comprises of Restated Standalone Statement of Assets and Liabilities as at 30.09.2023, 31.03.2023, 31.03.2022 and 31.03.2021. Restated Standalone Statement of Profit and Loss (including other comprehensive income), Restated Standalone Statement of Cash Flows and changes in equity for the years ended 30.09.2023, 31.03.2023, 31.03.2022 and 31.03.2021, along with the Restated Statements of significant accounting policies and other explanatory information of Alpex Solar Limited (Formerly known as Alpex Solar Private Limited) (Collectively, the "Restated Standalone Financial Information"), annexed to this report 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 its equity Shares of Face value of Rs.10 (the offer). The Restated Financial Information as approved by the Board of Directors of the company at their meeting held on 28.07.2023, have been prepared by the company in accordance with the requirements of:
  - a) Section 26 of part 1 of Chapter III of the Companies Act, 2013;
  - b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the 'SEBI ICDR Regulations'); and
  - c) The Guidance Note is Reports in Company prospectus (Revised 2019) (as amended) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time ("The Guidance Note"),
2. The Restated Summary Statements and Financial information of the Company have been extracted and prepared by the management from the Audited Financial Statements of the Company for the financial period ended 30.09.2023, 31.03.2023, 31.03.2022 and 31.03.2021 which have been approved by the Board of Directors.
3. Financial Statements for the period ended September, 30, 2023, March 31, 2023, 2022 and 2021 have been audited by M/S Seth & Seth Chartered Accountant, being the Statutory Auditor of the company in the respective years, which are all approved by the Board of Directors as on that date and upon which we have placed our reliance while reporting. The Financial information for these financial years were reviewed by us for the purpose of restatement as required under SEBI ICDR Regulations.
4. Financial Information as per Standalone Audited Financial Statements:
  - i. We have examined:
    - a) The Standalone Statement of Assets and Liabilities of the company, as at September 30, 2023, March 31, 2023, March 31, 2022 and March 31, 2021.

- b) The Standalone Statement of Profits and Losses of the Company for the period ended September 30, 2023, March 31, 2023 and financial years ended March 31, 2022 and 2021.
- c) The Standalone Statement of Cash Flows of the Company for the period ended September 30, 2023, March 31, 2023 and financial years ended March 31, 2022 and 2021.
- d) The Significant Accounting Policies adopted by the Company and notes to the Restated Standalone Financial Statements along with adjustments on account of audit qualifications / adjustments / regroupings.

(Collectively hereinafter referred as “Restated Financial Statements” or “Restated Summary Statements”)

- ii. In accordance with the requirements of Act, ICDR Regulations as amended from time to time, Guidance Note on the reports in Company Prospectus (Revised) issued by ICAI and the terms of our Engagement Letter, we further report that:
  - a) The “Restated Standalone Statement of Assets and liabilities”, of the Company as at September 30, 2023, March 31, 2023, March 31, 2022 and 2021. are prepared by the Company and approved by the Board of Directors. This Statement of Assets and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the individual Financial Statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements.
  - b) The “Restated Standalone Statement of Profit and Loss”, of the Company for the period ended September 30, 2023, March 31, 2023 and financial years ended March 31, 2022 and 2021, are prepared by the Company and approved by the Board of Directors. This Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements.
  - c) The “Restated Standalone Statement of Cash Flow”, of the Company for the period ended September 30, 2023, March 31, 2023 and financial years ended March 31, 2022 and 2021, are prepared by the Company and approved by the Board of Directors. This Statement of Cash Flow, as restated, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Restated Summary Statements.

Based on the above we are of the opinion that “Restated Financial Statements” or “Restated Summary Statements” have been made after incorporating:

- a) There is adjustment in provision of income tax for prior period and also change in calculation of deferred tax.
- b) There are no Extra-ordinary items that need to be disclosed separately in the Restated Summary Statements.
- c) There were no audit qualifications for which adjustment was required.
- d) There was no change in accounting policies, which needs to be adjusted in the Restated Financial Statements.
- e) There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statements.
- f) The Company has not paid dividend on its equity shares.

#### 5. Other Financial Information:

- I. The Restated Financial Information contain all the disclosures required by the SEBI ICDR regulations and partial disclosures as required by Accounting Standards notified under section 133 of Companies Act, 2013.

- II. The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company in accordance with the provisions of the Act and the Financial Information referred to above is the responsibility of the management of the Company.
  - III. In our opinion, the above restated financial information contained in this report read along with the significant polices and notes to accounts listed above, are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with paragraph B, Part II of Schedule III of the Act, the SEBI Regulations, The Revised Guidance Note on Reports in Company Prospectus and Guidance Note on Audit Reports/Certificates on Financial Information in Offer Documents issued by the Institute of Chartered Accountants of India (ICAI) to the extent applicable, as amended from time to time, and in terms of our engagement as agreed with the Company. We did not perform audit tests for the purpose of expressing an opinion on individual balances of account or summaries of selected transactions, and accordingly, we express no such opinion thereon.
  - IV. Consequently, the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.
  - V. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit report, nor should this be constructed as a new opinion on any of the financial statements referred to herein.
  - VI. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
  - VII. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the IPO-SME for Proposed Issue of Equity Shares of the Company and our report should not be used, referred to or adjusted for any other purpose without our written consent.
6. Our responsibility is to express an opinion on these restated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## **7. Emphasis of Matters**

We draw attention to the following matters in the Notes to the financial statements:

"Notes on Accounts and Restatements made in the Restated Financials" to the restated financial statements which, describes the uncertainty related to the outcome of the claims filed against the Company.

"Notes on Accounts and Restatements made in the Restated Financials" to the restated financial statements which, describes the adjustments or errors which required adjustment for the purpose of restatement.

Our opinion is not modified in respect of these matters.

## **8. Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the restated financial statements read together with the notes thereon, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable.

**For KRA & Co**  
**Chartered Accountants**  
**(Firm Registration No 020266N)**

**CA Rajat Goyal**  
**Partner**  
**Membership No.: 503150**

**UDIN: 23503150BGWHWJ1276**  
**Place: New Delhi**  
**Date: 20 November 2023**

**RESTATED BALANCE SHEET AS ON SEPTEMBER 30th, 2023**

(Amount in Lakhs Unless otherwise stated)

Particulars	Note	As at September 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
<b>I. EQUITY AND LIABILITIES</b>					
<b>1. Shareholder's Funds</b>					
(a) Share Capital	3	599.78	599.78	599.78	599.78
(b) Reserves and Surplus	4	4,332.68	3,329.71	2,955.09	2,948.03
<b>2. Non-Current Liabilities</b>					
(a) Long-Term Borrowings	5	249.30	376.40	602.27	1,014.14
(b) Deferred Tax Liabilities (Net)	6	19.77	25.22	21.82	57.31
(c) Long-Term Provisions	7	31.48	28.00	40.97	40.74
<b>3. Current liabilities</b>					
(a) Short-Term Borrowings	8	3,925.85	3,603.53	1,376.00	1,752.58
(b) Trade Payables	9				
(i) Total Outstanding Dues of Micro and Small Enterprises		645.89	167.76	69.73	70.82
(ii) Total Outstanding Dues Other than Micro and Small Enterprises		3,197.15	2,154.24	2,034.75	2,105.94
(c) Other Current Liabilities	10	767.56	920.25	1,169.52	575.29
(d) Short-Term Provisions	11	447.07	196.71	40.60	120.82
<b>TOTAL</b>		<b>14,216.52</b>	<b>11,401.58</b>	<b>8,910.52</b>	<b>9,285.45</b>
<b>II. ASSETS</b>					
<b>1. Non-Current Assets</b>					
(a) Property, Plant & Equipment and Intangible Assets	12				
(i) Property, Plant and Equipment		2,275.25	1,542.70	1,656.97	1,961.32
(ii) Intangible Assets		-	-	-	-
(iii) Capital WIP		-	445.03	199.93	56.21
(b) Deferred Tax Assets (Net)	6	-	-	-	-
(c) Non-Current Investments	13	630.76	392.58	426.33	476.89
(d) Other Non-Current Assets	14	51.21	53.96	51.43	109.13
<b>2. Current Assets</b>					
(a) Inventories	15	4,484.17	4,112.22	3,421.05	2,214.38
(b) Trade Receivables	16	3,822.29	2,147.34	1,604.19	1,745.67
(c) Cash and Cash Equivalents	17	717.88	1,201.56	626.34	1,403.22
(d) Short-Term Loans & Advances	18	1,179.01	548.77	395.06	677.66
(e) Other Current Assets	19	1,055.94	957.41	529.22	640.98
<b>TOTAL</b>		<b>14,216.53</b>	<b>11,401.58</b>	<b>8,910.50</b>	<b>9,285.45</b>

"For Significant Accounting Policies (Refer Note 1) The accompanying notes no. 2 to 64 form an integral part of financial statement"

As per our Annexed Audit Report of Even Date

**For KRA & Co**  
**Chartered Accountants**  
**Firm's Registration Number: 020266N**

**For and on behalf of the Board of Directors of**  
**Alpex Solar Limited**  
(Formerly known as Alpex Solar Private Limited)

**CA Rajat Goyal**  
Partner  
Membership Number: 503150

**ASHWANI SEHGAL**  
Managing Director  
DIN: 00001210

**MONICA SEHGAL**  
Director  
DIN: 00001213

**UDIN: 23503150BGWHWJ1276**

**SATISH KUMAR GUPTA**  
Chief Financial Officer  
PAN: AALPG3318G

**SAKSHI TOMAR**  
Company Secretary  
PAN: AUEPT1719P

**Place: Delhi**  
**Date: 20.11.2023**

**RESTATED STATEMENT OF PROFIT AND LOSS**

*(Amount in Lakhs Unless otherwise stated)*

Particulars	Note No	For the Period ending 30th September 2023	For the Period ending 31st March 2023	For the Period ending 31st March 2022	For the Period ending 31st March 2021
		Rs.	Rs.	Rs.	Rs.
I. Revenue from Operations	20	20,458.94	18,269.41	15,270.79	13,833.73
II. Other Income	21	254.42	123.80	336.11	115.43
<b>III Total Income (I+II)</b>		<b>20,713.36</b>	<b>18,393.22</b>	<b>15,606.91</b>	<b>13,949.16</b>
<b>IV Expenses:</b>					
Cost of Materials Consumed & Direct Expenses	22	16,380.54	16,182.30	13,423.74	11,223.10
Purchase of Traded Goods	23	976.19	1,304.80	661.35	354.10
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	24	605.92	-1,450.87	-387.04	72.37
Employee Benefit Expenses	25	481.04	601.23	657.22	644.67
Finance Costs	26	311.66	505.95	385.69	423.11
Depreciation and Amortization Expenses	12	94.15	196.10	259.20	231.09
Other Expenses	27	612.63	529.38	596.26	697.51
<b>Total Expenses</b>		<b>19,462.13</b>	<b>17,868.89</b>	<b>15,596.42</b>	<b>13,645.96</b>
<b>V Profit before Exceptional and Extraordinary Items and Tax (III-IV)</b>		<b>1,251.23</b>	<b>524.33</b>	<b>10.49</b>	<b>303.20</b>
<b>VI Exceptional Items</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>VII Profit before Extraordinary Items and Tax</b>		<b>1,251.23</b>	<b>524.33</b>	<b>10.49</b>	<b>303.20</b>
<b>VIII Extraordinary Items</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>IX. Profit before Tax (VII-VIII)</b>		<b>1,251.23</b>	<b>524.33</b>	<b>10.49</b>	<b>303.20</b>
<b>X. Tax Expenses:</b>					
(I) Current Tax		253.70	146.31	38.93	81.55
(II) Deferred Tax	6	-5.45	3.40	-35.50	-58.11
<b>XI. PROFIT/(LOSS)FROM THE PERIOD FROM CONTINUING OPERATIONS</b>		<b>1,002.97</b>	<b>374.61</b>	<b>7.05</b>	<b>279.76</b>
<b>XII. Profit/ (Loss) from Discontinuing Operations before Tax</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>XIII. Tax Expense of Discounting Operations</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>XIV. Profit/(Loss) from Discontinuing Operations after Tax</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>XV. Profit/ (Loss) for the Period (XI + XIV)</b>		<b>1,002.97</b>	<b>374.61</b>	<b>7.05</b>	<b>279.76</b>
<b>XVI. Earning per Equity Share: (in Rs.)</b>					
(I) Basic	62	5.57	2.08	0.04	1.55
(II) Diluted		5.57	2.08	0.04	1.55

**For Significant Accounting Policies (Refer Note 1) The accompanying notes no. 2 to 64 form an integral part of financial statement**

As per our Annexed Audit Report of Even Date

**For KRA & Co**

Chartered Accountants

Firm's Registration Number: 020266N

**For and on behalf of the Board of Directors of  
Alpex Solar Limited**

(Formerly known as Alpex Solar Private Limited)

**CA Rajat Goyal**

Partner

Membership Number: 503150

**ASHWANI SEHGAL**

Managing Director

DIN: 00001210

**MONICA SEHGAL**

Director

DIN: 00001213

**UDIN:** 23503150BGWHWJ1276

**SATISH KUMAR GUPTA**

Chief Financial Officer

PAN: AALPG3318G

**SAKSHI TOMAR**

Company Secretary

PAN: AUEPT1719P

**Place:** Delhi

**Date:** 20.11.2023



## RESTATED CASH FLOWS STATEMENT

*(Amount in Lakhs Unless otherwise stated)*

Particulars	For the period ended 30th September 2023	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021
<b>A. Cash Flow from Operating Activities</b>				
<b>Net Profit before Tax and after Prior Period Items</b>	<b>1,251.23</b>	<b>524.33</b>	<b>10.49</b>	<b>303.20</b>
<b>Adjustments for:</b>				
Depreciation	94.15	196.10	259.20	231.09
Provision for diminution in value of Investment	-	-	-	17.57
Loss / (Profit) on Sale / Disposal of Fixed Asset	-1.34	0.20	51.41	0.01
Donations and Contributions	-	7.14	3.54	20.30
Long Term Capital Gain on sale of Mutual fund	-	-	-	-19.30
Interest income from Fixed Deposits with Banks & Others	-6.46	-37.09	-38.70	-47.55
Allowance for bad & doubtful debts	1.00	-	17.65	-
Allowance for bad & doubtful loans & advances			10.63	
Loss / (Profit) on Sale / Disposal of Investment	-222.95	-	-20.57	-
Rent Equalisation Reserve	-0.90	0.09	1.83	-
Finance Costs	270.96	337.17	309.59	305.12
<b>Operating Profit before Working Capital Changes</b>	<b>1,385.69</b>	<b>1,027.95</b>	<b>605.08</b>	<b>810.45</b>
<b>Adjustments for:</b>				
(Increase) / Decrease in Inventories	-371.96	-691.17	-1,206.67	-1,200.51
(Increase) / Decrease in Trade Receivables	-1,675.96	-543.15	123.82	439.17
(Increase) / Decrease in Short-Term Loans & Advances	-630.24	-153.71	271.98	-207.39
(Increase) / Decrease in Other Current Assets	-98.53	-428.19	111.76	-183.12
(Increase) / Decrease in Other Non-Current Assets	2.75	-2.54	57.70	-61.61
Increase / (Decrease) in Trade Payables	1,521.04	210.38	-75.82	648.38
Increase / (Decrease) in Other Current Liabilities	-152.69	-249.29	594.24	120.87
Increase / (Decrease) in Provisions	1.04	5.98	-0.66	15.66
<b>Cash Generated from Operations</b>	<b>-18.84</b>	<b>-823.75</b>	<b>481.43</b>	<b>381.89</b>
Income Taxes Paid/ Refund Received	-	-9.24	-120.10	-77.43
<b>Net Cash Provided / (Used) by Operating Activities (A)</b>	<b>-18.84</b>	<b>-832.99</b>	<b>361.33</b>	<b>304.46</b>
<b>B. Cash Flow from Investing Activities</b>				
Proceeds from Sale of Investment	-15.24	33.75	50.56	59.30
Proceeds from Maturity of FDR & Margin Moneys	335.52	-430.72	681.31	-604.90
Interest income from Fixed Deposits with Banks & Others	6.46	37.09	38.70	47.55
Purchase or Constuction of Property, Plant & Equipments, Intangibe Assets and Capital Advances	-380.34	-327.14	-129.41	-307.55
<b>Net Cash Provided / (Used) by Investing Activities (B)</b>	<b>-53.59</b>	<b>-687.01</b>	<b>641.15</b>	<b>-805.61</b>
<b>C. Cash Flow from Financing Activities</b>				
Finance Costs Paid	-270.96	-337.17	-309.59	-305.12
Share Application Money received				

Proceeds/ Repayment from Borrowings	195.22	2,001.66	-788.45	836.05
<b>Net Cash Provided / (Used) by Financing Activities (C)</b>	<b>-75.74</b>	<b>1,664.49</b>	<b>-1,098.04</b>	<b>530.93</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A + B + C)</b>	<b>-148.17</b>	<b>144.50</b>	<b>-95.56</b>	<b>29.79</b>
<b>Cash and Cash Equivalents at the Beginning of Period</b>	214.05	69.56	165.12	135.33
<b>Cash and Cash Equivalents at the End of Period</b>	<b>65.89</b>	<b>214.05</b>	<b>69.55</b>	<b>165.12</b>
<b>Notes to Cash Flow Statement</b>				
1. Components of Cash and Cash Equivalents :	<b>As at 31 March 2023</b>	<b>As at 31 March 2023</b>	<b>As at 31 March 2022</b>	<b>As at 31 March 2021</b>
Cash in Hand	47.50	51.67	54.43	114.24
Balances with Banks:				
- On current accounts	18.39	162.38	15.12	50.88
	<b>65.89</b>	<b>214.05</b>	<b>69.55</b>	<b>165.12</b>

**For Significant Accounting Policies (Refer Note 1) The accompanying notes no. 2 to 64 form an integral part of financial statement**

As per our Annexed Audit Report of Even Date

**For KRA & Co**

Chartered Accountants

Firm's Registration Number: 020266N

**For and on behalf of the Board of Directors of  
Alpex Solar Limited**

(Formerly known as Alpex Solar Private Limited)

**CA Rajat Goyal**

Partner

Membership Number: 503150

**ASHWANI SEHGAL**

Managing Director

DIN: 00001210

**MONICA SEHGAL**

Director

DIN: 00001213

**UDIN: 23503150BGWHWJ1276**

**SATISH KUMAR GUPTA**

Chief Financial Officer

PAN: AALPG3318G

**SAKSHI TOMAR**

Company Secretary

PAN: AUEPT1719P

**Place: Delhi**

**Date: 20.11.2023**

## Notes to Financial Statements for the year ended March 31, 2023

### NOTE: 1

#### Corporate Information

Alpex Solar Limited (previously known as Alpex Solar Pvt Ltd) is a limited company incorporated on 27.08.1993 and having its registered office address in the state of Delhi.

It was incorporated to primarily be engaged in the business of manufacturing & trading of solar panels in India."

### NOTE: 2

#### Basis of Preparation of Financial Statements (Significant Accounting Policies & Other Explanatory Notes)

##### 2.01 Basis of Preparation

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under section 133 of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous years.

##### 2.02 Current and Non-Current Classification

The company presents assets and liabilities in the balance sheet based on current and non-current classification.

An asset is classified as current when it is-

- Expected to be realised or intended to be sold or consumed in normal operating cycle;

- Held primarily for the purpose of trading;

- Expected to be realised within twelve months after the reporting period, or

- Cash or Cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when-

- It is expected to be settled in normal operating cycle;

- It is held primarily for the purpose of trading;

- It is due to be settled within twelve months after the reporting period, or

- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.

##### 2.03 Use of Estimates

The preparation of financial statements are in conformity with the Accounting Standards which requires Management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosures relating to the contingent liabilities as on the date of balance sheet and the reported amount of revenues and expenditures during the reporting period. The estimates and assumptions used in the Financial Statements are based upon Management's best evaluation of the relevant facts and circumstances as of the date of the Financial Statements. Examples of such estimates include useful life of fixed assets, creation of deferred tax asset, lease rentals and write off of deferred revenue expenditure. Actual results may differ from those estimates.

##### 2.04 Inventories

Inventories are valued at cost after providing for obsolescence and other losses, where considered necessary and

realizable value whichever is less. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads.

#### **2.05 Cash and Cash Equivalents**

Cash and cash equivalents in the balance sheet comprise of cash at bank and in hand and short-term investments with an original maturity of three months or less if any. Earmarked balances with bank, margin money or security against borrowings, guarantees and other commitments, if any shall be treated separately from cash and cash equivalent

#### **2.06 Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

#### **2.07 Depreciation and Amortisation**

Depreciation has been provided as per the useful life of the respective asset by retaining 5% as residual value in accordance with the Schedule II to the Companies Act, 2013.

Depreciation on addition to fixed assets is provided on pro-rata basis from the date the assets are acquired/installed. Depreciation on sale/deduction from fixed assets is provided for up to the date of sale, deduction and discardment as the case may be.

#### **2.08 Revenue Recognition**

##### **Sale of goods**

Sales are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales include excise duty but exclude sales tax, value added tax and GST. The company follows the mercantile system of accounting and recognizes the income and expenditures on accrual basis except in case of significant uncertainties. Certain items of income such as insurance claim, market fees refund, overdue interest from customers etc have been considered to the extent the amount is accepted by the parties

Domestic sales are recognized at the point of dispatches to customers.  
Export Sales at the time of issue of Bill of Lading.

#### **2.09 Other Income**

Interest income is recognised on time proportion basis.

#### **2.10 Tangible Fixed Assets**

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any directly attributable cost of bringing the asset to its working condition for its intended use, including borrowing cost till commencement of commercial production, net changes on foreign exchange contracts,(if capitalization criteria are met). Capital work in progress is stated at cost. Capital work in progress includes the cost of fixed assets that are not yet ready for their intended use, as on the balance sheet date.

#### **2.11 Intangible Assets**

Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset

ready for its intended use and net of any trade discounts and rebates. Subsequent expenditure on an intangible asset after its purchase / completion is recognised as an expense when incurred unless it is probable that such expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standards of performance and such expenditure can be measured and attributed to the asset reliably, in which case such expenditure is added to the cost of the asset.

## **2.12 Foreign Currency Transactions and Translations**

### **Initial recognition**

Transactions in foreign currencies entered into by the Company and its integral foreign operations are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

### **Measurement of foreign currency monetary items at the Balance Sheet date**

Foreign currency monetary items (other than derivative contracts) of the Company outstanding at the Balance Sheet date are restated at the year-end rates.

Exchange differences arising out of these translations are charged to the Statement of Profit and Loss.

## **2.13 Government Grants, Subsidies and Export Incentives**

Export Incentive if any is accounted on accrual basis except Interest Subsidy which has been accounted for on receipt basis.

## **2.14 Investments**

Long-term investments (excluding investment properties), are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.

Investment properties are carried individually at cost less accumulated depreciation and impairment, if any. Investment properties are capitalised and depreciated (where applicable) in accordance with the policy stated for Tangible Fixed Assets. Impairment of investment property is determined in accordance with the policy stated for Impairment of Assets.

## **2.15 Employee Benefits**

The Company has adopted the Accounting Standard 15- Employee Benefits prescribed under the Companies (Accounting Standards) Rules, 2006. 'Employee benefits include provident fund, bonus, superannuation fund, compensated absences, long service awards and post-employment medical benefits. The Company's obligation towards various employee benefits has been recognized as follows:

### **Short Term Employee Benefits**

All employee benefits payable wholly within twelve months of rendering the service are short-term employee benefits. Benefits such as salaries, wages and bonus wages, etc, are recognized in the Profit and Loss statement in the period in which the employee renders the related service.

### **Defined Contribution Plans**

The Company's contribution to provident fund are considered as defined contribution plans and are charged as an expense as they fall due based on the amount of contribution required to be made.

## **2.16 Borrowing Costs**

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets,

pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset is added to the cost of the assets.

Borrowing cost attributable to the fixed assets during construction/ exploration, renovation and modernization are capitalized. Such borrowing costs are apportioned on the average balance of capital work in progress for the year. Other borrowing costs are recognized as an expense in the period in which they are incurred.

### **2.17 Segment Reporting**

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance. However the company is currently dealing in only one primary segment.

### **2.18 Taxes on Income**

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with Income Tax Act, 1961. Deferred income tax reflects the impact of current year timing differences between taxable income that originates in one period and are capable of reversal in one or more subsequent periods

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability. "

### **2.19 Impairment of Assets**

The carrying values of assets / cash generating units are reviewed at each Balance Sheet date for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss.

### **2.20 Provisions and Contingencies**

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

A contingent liability is disclosed where, as a result of past events, there is a possible obligation or a present obligation

that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

#### **2.21 Insurance Claims**

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

#### **2.22 Leases**

##### **a) Finance Lease**

- i) Assets taken on finance lease are capitalised at fair value or net present value of the minimum lease payments, whichever is less.
- ii) Lease payments are apportioned between the finance charges and outstanding liability in respect of assets taken on lease.

##### **b) Operating Lease**

- i) Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term are classified as operating lease. Lease rent are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

#### **2.23 Earning per Share**

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

#### **2.24 Impairment of Assets**

Impairment of assets if any, is ordinarily assessed by comparing recoverable value of individual assets with its carrying cost.

#### **2.25 Discontinuing Operations**

A discontinuing operation is a component of an enterprise: (a) that the enterprise, pursuant to a single plan, is: (i) disposing of substantially in its entirety, such as by selling the component in a single transaction or by demerger or spin-off of ownership of the component to the enterprise's shareholders; or (ii) disposing of piecemeal, such as by selling off the component's assets and settling its liabilities individually; or (iii) terminating through abandonment; and (b) that represents a separate major line of business or geographical area of operations; and (c) that can be distinguished operationally and for financial reporting purposes. However, the company doesn't have any discontinued operation.

#### **2.26 Regrouping & Reclassification**

The Previous Year figures have been regrouped/rearranged wherever necessary to make them comparable.

#### **2.27 Rounding Off**

All Amount are shown in Rupees in Lakhs unless otherwise specified.

**NOTE 3**

(Amount in Lakhs Unless otherwise stated)

Share Capital Authorized	In Nos	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
250,00,000 Equity Shares of Rs.10/- each Previous Year 60,00,000 Equity Shares of Rs.10/- each Preceding Previous Year 60,00,000 Equity Shares of Rs.10/- each		2,500.00	600.00	600.00	600.00

Issued, Subscribed & Fully Paid-up	In Nos	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
59,97,800 Equity Shares of Rs.10/- each Previous Year 59,97,800 Equity Shares of Rs.10/- each Preceding Previous Year 59,97,800 Equity Shares of Rs.10/- each		599.78	599.78	599.78	599.78
<b>Total</b>		<b>599.78</b>	<b>599.78</b>	<b>599.78</b>	<b>599.78</b>

Equity Shareholders having 5% or more Shares	As at 30th September 2023		As at 31st March 2023		As at 31st March 2022		As at 31st March 2021	
	In Nos	In %	In Nos	In %	In Nos	In %	In Nos	In %
Ashwani Sehgal	18,63,884	31.08	18,48,884	30.83	18,48,884	30.83	18,48,884	30.83
Monica Sehgal	11,96,400	19.95	11,96,400	19.95	11,96,400	19.95	11,96,400	19.95
Vipin Sehgal	8,39,692	14.00	8,39,692	14.00	8,39,692	14.00	8,39,692	14.00
Ashwani Sehgal (HUF)	3,23,000	5.39	3,23,000	5.39	3,23,000	5.39	3,23,000	5.39
Krishma Machine Tools Pvt Ltd.	8,50,000	14.17	8,50,000	14.17	8,50,000	14.17	8,50,000	14.17
<b>Total</b>	<b>50,72,976</b>	<b>84.58</b>	<b>50,57,976</b>	<b>84.33</b>	<b>50,57,976</b>	<b>84.33</b>	<b>50,57,976</b>	<b>84.33</b>

**Promoters and Promoter Group Shareholding Pattern**

Name of Promoters and Promoter Group	As at 30th September 2023	As at 31st March 2023	As at 31 <sup>st</sup> March 2022	As at 31st March 2021
<b>Ashwani Sehgal</b>				
No. of shares at the beginning of the year	18,48,884	18,48,884	18,48,884	18,48,884
Change during the year	15,000	-	-	-
No. of shares at the end of the year	18,63,884	18,48,884	18,48,884	18,48,884
% of total shares	31.08%	30.83%	30.83%	30.83%
% change during the year	0.25%	0.00%	0.00%	0.00%
<b>Monica Sehgal</b>				
No. of shares at the beginning of the year	11,96,400	11,96,400	11,96,400	11,96,400
Change during the year	-	-	-	-
No. of shares at the end of the year	11,96,400	11,96,400	11,96,400	11,96,400



% of total shares	19.95%	19.95%	19.95%	19.95%
% change during the year	0.00%	0.00%	0.00%	0.00%
<b>Udaya Sehgal</b>				
No. of shares at the beginning of the year	25,000.00	25,000.00	25,000.00	25,000.00
Change during the year	-	-	-	-
No. of shares at the end of the year	25,000	25,000	25,000	25,000
% of total shares	0.42%	0.42%	0.42%	0.42%
% change during the year	0.00%	0.00%	0.00%	0.00%
<b>Aditya Sehgal</b>				
No. of shares at the beginning of the year	25,000.00	25,000.00	25,000.00	25,000.00
Change during the year	-	-	-	-
No. of shares at the end of the year	25,000	25,000	25,000	25,000
% of total shares	0.42%	0.42%	0.42%	0.42%
% change during the year	0.00%	0.00%	0.00%	0.00%
<b>Ashwani Sehgal HUF</b>				
No. of shares at the beginning of the year	3,23,000.00	3,23,000.00	3,23,000.00	3,23,000.00
Change during the year	-	-	-	-
No. of shares at the end of the year	3,23,000	3,23,000	3,23,000	3,23,000
% of total shares	5.39%	5.39%	5.39%	5.39%
% change during the year	0.00%	0.00%	0.00%	0.00%
<b>Vipin Sehgal</b>				
No. of shares at the beginning of the year	8,39,692.00	8,39,692.00	8,39,692.00	8,39,692.00
Change during the year	-	-	-	-
No. of shares at the end of the year	8,39,692	8,39,692	8,39,692	8,39,692
% of total shares	14.00%	14.00%	14.00%	14.00%
% change during the year	0.00%	0.00%	0.00%	0.00%
<b>Udaya Fibers Pvt. Ltd.</b>				
No. of shares at the beginning of the year	2,75,000.00	2,75,000.00	2,75,000.00	2,75,000.00
Change during the year	-	-	-	-
No. of shares at the end of the year	2,75,000	2,75,000	2,75,000	2,75,000
% of total shares	4.59%	4.59%	4.59%	4.59%
% change during the year	0.00%	0.00%	0.00%	0.00%
<b>Scan International Pvt. Ltd.</b>				
No. of shares at the beginning of the year	1,35,000.00	1,35,000.00	1,35,000.00	1,35,000.00
Change during the year	-1,35,000.00	-	-	-
No. of shares at the end of the year	-	1,35,000	1,35,000	1,35,000
% of total shares	0.00%	2.25%	2.25%	2.25%
% change during the year	-2.25%	0.00%	0.00%	0.00%
<b>Krishma Machine Tools Pvt. Ltd.</b>				
No. of shares at the beginning of the year	8,50,000.00	8,50,000.00	8,50,000.00	8,50,000.00
Change during the year	-	-	-	-
No. of shares at the end of the year	8,50,000	8,50,000	8,50,000	8,50,000
% of total shares	14.17%	14.17%	14.17%	14.17%
% change during the year	0.00%	0.00%	0.00%	0.00%
<b>B. C. Sikka</b>				
No. of shares at the beginning of the year	2,68,100.00	2,68,100.00	2,68,100.00	2,68,100.00
Change during the year	-	-	-	-
No. of shares at the end of the year	2,68,100	2,68,100	2,68,100	2,68,100
% of total shares	4.47%	4.47%	4.47%	4.47%
% change during the year	0.00%	0.00%	0.00%	0.00%
<b>Anita Sikka</b>				
No. of shares at the beginning of the year	2,11,724.00	2,11,724.00	2,11,724.00	2,11,724.00
Change during the year	-	-	-	-
No. of shares at the end of the year	2,11,724	2,11,724	2,11,724	2,11,724

% of total shares	3.53%	3.53%	3.53%	3.53%
% change during the year	0.00%	0.00%	0.00%	0.00%

Reconciliation of Shares	As at 30th September 2023		As at 31st March 2023		As at 31st March 2022		As at 31st March 2021	
	In Nos	Amount (in Rs.)	In Nos	Amount (in Rs.)	In Nos	Amount (in Rs.)	In Nos	Amount (in Rs.)
Opening Balance	59,97,800	599.78	59,97,800	599.78	59,97,800	599.78	59,97,800	599.78
Add: Rights Issue	-	-	-	-	-	-	-	-
<b>Closing Balance</b>	<b>59,97,800</b>	<b>599.78</b>	<b>59,97,800</b>	<b>599.78</b>	<b>59,97,800</b>	<b>599.78</b>	<b>59,97,800</b>	<b>599.78</b>

The company has only one class of equity share having par value of Rs.10 each. Each shareholder is entitled to one vote per share. In the event of liquidation of the company, the holder of equity share will be entitled to receive any of the remaining assets of the company after distribution of all preferential amounts, if any.

#### NOTE 4

Reserves & Surplus	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Security Premium Reserve</b>				
Opening Balance	122.50	122.50	122.50	122.50
Addition during the year	-	-	-	-
<b>Total</b>	<b>122.50</b>	<b>122.50</b>	<b>122.50</b>	<b>122.50</b>
<b>Statement of Profit &amp; Loss</b>				
Opening Balance	3,207.20	2,832.59	2,825.53	2,545.77
Add: Profit during the year	1,002.97	374.61	7.05	279.76
<b>Closing Balance</b>	<b>4,210.17</b>	<b>3,207.20</b>	<b>2,832.59</b>	<b>2,825.53</b>
<b>Grand Total</b>	<b>4,332.68</b>	<b>3,329.71</b>	<b>2,955.09</b>	<b>2,948.03</b>

#### NOTE 5

Long-Term Borrowings	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Secured Loans:</b>				
From Banks	503.11	649.20	479.13	919.39
From NBFC			298.41	
Less: Current Maturities of Long-Term Borrowings	-270.81	-295.80	-275.77	-263.39
<b>Unsecured Loans:</b>				
From Intercompany	10.00	10.00	100.50	240.50
From Directors	7.00	13.00		117.63
Less: Current Maturities of Long-Term Borrowings				-
<b>Total</b>	<b>249.30</b>	<b>376.40</b>	<b>602.27</b>	<b>1,014.14</b>

#### NOTE 6

Deffered Tax Assets/Liabilities	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
WDV As per Income Tax	2,080.01	1,771.99	1,646.18	1,692.24
WDV As per Companies Act	2,275.25	1,987.73	1,856.89	2,017.53
Difference	-195.24	-215.73	-210.71	-325.29
Provisions for retirement Benefits	87.40	87.26	81.19	80.01
Other Timing Differences	29.28	28.28	42.84	17.57
Timing Difference	-78.56	-100.20	-86.68	-227.72
Deffered Tax Assets	-	-	-	-
Deffered Tax Liabilities	19.77	25.22	21.82	57.31
<b>Deffered Tax Expense/(Income)</b>	<b>-5.45</b>	<b>3.40</b>	<b>-35.50</b>	<b>-58.11</b>

#### NOTE 7

Long-Term Provisions	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Provision for Gratuity	31.48	28.00	40.97	40.74
<b>Total</b>	<b>31.48</b>	<b>28.00</b>	<b>40.97</b>	<b>40.74</b>

#### NOTE 8

Short-Term Borrowings	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Secured Loans:**</b>				
From Banks (O/D)	3,655.03	3,307.73	1,100.23	1,489.19
<b>Current Maturities of Long-Term Borrowings</b>	270.81	295.80	275.77	263.39
<b>Total</b>	<b>3,925.85</b>	<b>3,603.53</b>	<b>1,376.00</b>	<b>1,752.58</b>

\*\* Refer note 49 for Security details

#### NOTE 9

Trade Payables	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Amount due towards MSME suppliers	645.89	167.76	69.73	70.82
Others	3,197.15	2,154.24	2,034.75	2,105.94
<b>Total</b>	<b>3,843.04</b>	<b>2,322.00</b>	<b>2,104.48</b>	<b>2,176.76</b>

\*\* There are no vendors who have confirmed that they are covered under the Micro, Small and Medium Enterprises Development Act, 2006. Disclosures relating to dues of Micro and Small enterprises under section 22 of 'The Micro, Small and Medium Enterprises Development Act, 2006, are given below:

Particulars	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
(a) Principal amount and Interest due thereon remaining unpaid to any supplier	650.24	168.70	70.32	72.00

(b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day			0.59	
(c) The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006				
(d) The amount of interest accrued and remaining unpaid during the accounting year.	4.35	0.94	0.59	1.18
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	4.35	0.94	0.59	1.18

**Trade Payables Ageing Schedule\***

Particulars	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Due to MSME</b>				
Less than one year	645.81	167.15	68.96	70.21
1-2 years	0.08	-	0.16	-
2-3 years	-	-	-	0.61
More than 3 years	-	0.61	0.61	-
<b>Total</b>	<b>645.89</b>	<b>167.76</b>	<b>69.73</b>	<b>70.82</b>
Particulars	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Others</b>				
Less than one year	3,108.17	2,132.95	1,890.99	816.14
1-2 years	71.48	16.30	12.56	111.33
2-3 years	11.80	1.37	98.30	15.41
More than 3 years	5.70	3.62	32.90	49.02
<b>Total</b>	<b>3,197.15</b>	<b>2,154.24</b>	<b>2,034.75</b>	<b>991.90</b>

**NOTE 10**

Other Current Liabilities	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021

Interest accrued but not due on borrowings	3.50	3.89	4.94	6.63
Interest accrued and payable				157.18
Interest payable to MSME	4.35	0.94	0.59	1.18
Goods-in-Transit (Purchase)				157.60
Trade / security deposits payable	2.35	4.09	6.30	19.77
Advances from customers	614.05	712.45	1,061.22	76.39
Advance against Sale of Property	-	50.00	-	59.52
Other payables				
Expenses Payable	16.59	8.29	4.92	71.89
Audit Fees Payable	8.10	5.40	6.00	6.00
Payable to Employees	79.53	52.26	64.37	
Statutory Payables	39.10	82.93	21.18	19.13
<b>Total</b>	<b>767.56</b>	<b>920.25</b>	<b>1,169.52</b>	<b>575.29</b>

#### NOTE 11

Short-Term Provisions	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Provision for Gratuity	30.01	29.32	13.32	11.63
Provision for Bonus	12.24	15.88	14.96	15.68
Provision for Leave Encashment	12.64	12.13	10.10	11.96
Rent Equilization Reserve	1.02	1.92	1.83	
Provision for income tax	391.15	137.45	0.38	81.55
<b>Total</b>	<b>447.07</b>	<b>196.71</b>	<b>40.60</b>	<b>120.82</b>

#### NOTE 13

Non-Current Investment	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Investment in Equity Instruments (Fully Paid Up)	273.00	311.19	311.19	311.19
Other Investments	357.49	81.11	114.86	168.42
Investment in Mutual Funds / Alternative Investment Funds	-	-	14.57	14.57
Investment in Shares	0.28	0.28	0.28	0.28
Less: - Provision for diminution in value of investments	-	-	-14.57	-17.57
<b>Total</b>	<b>630.76</b>	<b>392.58</b>	<b>426.33</b>	<b>476.89</b>

#### NOTE 14

Other Non-Current Assets	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Security Deposits	51.21	53.96	51.43	109.13
<b>Total</b>	<b>51.21</b>	<b>53.96</b>	<b>51.43</b>	<b>109.13</b>

#### NOTE 15

Inventories	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
- Raw materials	2,681.56	1,703.68	2,463.38	1,486.14

- Work-in-progress	634.47	798.55	483.75	415.28
- Finished goods	953.86	1,519.64	365.53	81.91
- Stock-in-trade (acquired for trading)	189.51	58.58	94.42	70.08
- Stock-in-Transit	-	-	-	157.60
- Stores and spares (Consumables)	-	-	2.60	3.20
- Others - Packing Materials	24.77	31.76	11.37	0.16
<b>Total</b>	<b>4,484.17</b>	<b>4,112.22</b>	<b>3,421.05</b>	<b>2,214.38</b>

#### NOTE 16

<b>Trade Receivables</b>	<b>As at 30th September 2023</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
Secured, Considered Good				
Unsecured, Considered Good	3,804.86	2,002.23	1,246.73	1,745.67
Doubtful	34.87	162.76	125.08	
Doubtful (Disputed)			250.03	
Less: Provisions Against Doubtful Debts	-17.43	-17.65	-17.65	
<b>Total</b>	<b>3,822.29</b>	<b>2,147.34</b>	<b>1,604.19</b>	<b>1,745.67</b>
Related Party Balances out of above	973.16	685.76	383.90	787.87

#### Trade Receivables Ageing Schedule

<b>Particulars</b>	<b>As at 30th September 2023</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
Undisputed Trade Receivables - Considered Good				
Less than Six months	2,368.68	1,326.72	918.53	723.00
6 months - 1 year	393.93	128.22	61.21	646.34
1-2 years	281.02	151.44	197.26	40.32
2-3 years	2.65	191.99	66.71	37.65
More than 3 years	758.58	203.87	3.02	298.35
<b>Total</b>	<b>3,804.86</b>	<b>2,002.23</b>	<b>1,246.73</b>	<b>1,745.67</b>
<b>Particulars</b>	<b>As at 30th September 2023</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
Undisputed Trade Receivables - Considered Doubtful				
Less than Six months	-	-	-	-
6 months - 1 year	-	-	-	-
1-2 years	29.70	4.63	33.38	-
2-3 years	1.50	35.34	10.35	-
More than 3 years	3.67	122.80	81.35	-
<b>Total</b>	<b>34.87</b>	<b>162.76</b>	<b>125.08</b>	<b>-</b>
<b>Particulars</b>	<b>As at 30th September 2023</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
Undisputed Trade Receivables - Considered Good				
Less than Six months	-	-	-	-
6 months - 1 year	-	-	-	-
1-2 years	-	-	-	-
2-3 years	-	-	-	-
More than 3 years	-	-	250.03	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>250.03</b>	<b>-</b>

**NOTE 17**

<b>Cash &amp; Cash Equivalents</b>	<b>As at 30th September 2023</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
Balance with Banks	18.39	162.38	15.12	50.88
As Margin Money or security against the guarantees	651.99	987.51	556.79	1,238.10
Cash in Hand	47.50	51.67	54.43	114.24
<b>Total</b>	<b>717.88</b>	<b>1,201.56</b>	<b>626.34</b>	<b>1,403.22</b>

**NOTE 18**

<b>Short-Term Loans &amp; Advances</b>	<b>As at 30th September 2023</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
Loans and Advances to related parties				4.94
Imprest and Advances to Employees	3.92	3.18	5.92	1.49
Advance EMI deducted / paid				3.97
Advance to Vendors				
Related Parties	2.53	7.03	6.02	97.85
Others	1,184.40	549.19	393.74	569.40
Less: Provisions	-11.84	-10.63	-10.63	
<b>Total</b>	<b>1,179.01</b>	<b>548.77</b>	<b>395.06</b>	<b>677.66</b>

**NOTE 19**

<b>Other Current Assets</b>	<b>As at 30th September 2023</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
Prepaid Expenses	67.81	79.91	108.72	91.78
Prepaid Rent	130.96	140.76		
Balance with Revenue Authorities				
With Income Tax	148.76	106.63	29.74	52.13
With GST Authority	629.52	551.21	327.79	421.46
TDS recoverable	10.24	10.24	8.45	6.42
Security Deposits	36.50	36.50	36.50	20.50
Dividend Receivable	0.48	0.48	0.40	
Interest Accruals	31.68	31.68	17.62	48.69
<b>Total</b>	<b>1,055.94</b>	<b>957.41</b>	<b>529.22</b>	<b>640.98</b>

**NOTE 20**

<b>Revenue from Operations</b>	<b>Period ending 30th September 2023</b>	<b>Period ending 31st March 2023</b>	<b>Period ending 31st March 2022</b>	<b>Period ending 31st March 2021</b>
Sale of Products	21,491.66	19,844.22	15,268.27	13,878.29
Less: Inter Branch Sale	-1,142.19	-1,614.09	-6.67	-41.63
Less Sales Discount and price variance on	-0.24	-3.12	-9.94	-21.57

supply of materials and return				
Net Sales of Products	20,349.22	18,227.00	15,251.66	13,815.09
Add: MEIS License Sale				
Add: Rental Income				
Add: Freight Outward	109.72	42.41	19.13	18.63
Add: Capital Goods				
<b>Total</b>	<b>20,458.94</b>	<b>18,269.41</b>	<b>15,270.79</b>	<b>13,833.73</b>

#### NOTE 21

<b>Other Income</b>	<b>Period ending 30th September 2023</b>	<b>Period ending 31st March 2023</b>	<b>Period ending 31st March 2022</b>	<b>Period ending 31st March 2021</b>
Interest income from Fixed Deposits with Banks & Others	6.46	37.09	38.70	47.55
Insurance Claim Received	2.24	0.18	1.95	10.90
Long Term Capital Gain on sale of Mutual fund	-	-	-	19.30
Profit on Sale of Investments	222.95		20.57	
Rental Income	0.44	11.93	14.74	9.07
Interest from Customer		70.70	-	-
Other Non-Operating Income	20.98	2.22	26.63	0.19
Balance no longer required written back and Price Variance (net)			231.76	28.25
Profit on Sale of Asset	1.34		0.95	-
Duty Drawback		1.69	0.82	0.17
<b>Total</b>	<b>254.42</b>	<b>123.80</b>	<b>336.11</b>	<b>115.43</b>

#### NOTE 22

<b>Cost of Materials Consumed &amp; Direct Expenses</b>	<b>Period ending 30th September 2023</b>	<b>Period ending 31st March 2023</b>	<b>Period ending 31st March 2022</b>	<b>Period ending 31st March 2021</b>
Opening Stock	1,703.68	2,463.38	1,643.75	370.86
Add: Purchases	17,998.46	17,075.72	13,953.76	12,195.37
Add: Purchases-in-Transit	-	-	-	157.60
Less: Discount	-7.18	-0.85	-10.77	-20.69
Less: Purchase of Traded Goods	-978.64	-1,298.35	-653.86	-343.66
Less: Inter Branch Purchase	-1,142.19	-1,614.09	-6.67	-41.63
	17,574.13	16,625.80	14,926.20	12,317.85
Less: - Closing Stock	-2,681.56	-1,703.68	-2,463.38	-1,486.14
Less: - Closing Stock in Transit	-	-	-	-157.60
	14,892.57	14,922.12	12,462.82	10,674.11
Add: Exchange Loss / (Gain)	-33.87	-36.33	-1.14	-52.07
Add: Manufacturing Expenses	302.45	424.63	418.02	374.66
Add: Other Direct Expenses	1,219.39	871.88	544.04	226.40
<b>Total</b>	<b>16,380.54</b>	<b>16,182.30</b>	<b>13,423.74</b>	<b>11,223.10</b>

#### NOTE 23

<b>Purchases of Traded Goods</b>	<b>Period ending 30th September 2023</b>	<b>Period ending 31st March 2023</b>	<b>Period ending 31st March 2022</b>	<b>Period ending 31st March 2021</b>
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Purchases of Traded Goods	978.64	1,298.35	653.86	343.66
Direct Expenses pertaining to Traded Goods	-2.45	6.45	7.48	10.45
<b>Total</b>	<b>976.19</b>	<b>1,304.80</b>	<b>661.35</b>	<b>354.10</b>

**NOTE 24**

<b>Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade</b>	<b>Period ending 30th September 2023</b>	<b>Period ending 31st March 2023</b>	<b>Period ending 31st March 2022</b>	<b>Period ending 31st March 2021</b>
Closing Inventories				
Finished goods	953.86	1,519.64	365.53	81.91
Work-in-progress	634.47	798.55	483.75	415.28
Stock-in-trade	189.51	58.58	94.42	70.08
Consumable	-	-	2.60	3.20
Packing Material	24.77	31.76	11.37	0.16
	1,802.61	2,408.54	957.67	570.63
Opening Inventories				
Finished goods	1,519.64	365.53	81.91	159.58
Work-in-progress	798.55	483.75	415.28	329.18
Stock-in-trade	58.58	94.42	70.08	150.64
Consumable	-	2.60	3.20	2.81
Packing Material	31.76	11.37	0.16	0.80
	2,408.54	957.67	570.63	643.00
<b>Total</b>	<b>605.92</b>	<b>-1,450.87</b>	<b>-387.04</b>	<b>72.37</b>

**NOTE 25**

<b>Employee Benefit Expenses</b>	<b>Period ending 30th September 2023</b>	<b>Period ending 31st March 2023</b>	<b>Period ending 31st March 2022</b>	<b>Period ending 31st March 2021</b>
Salaries, Wages & Bonus	387.11	461.67	504.23	499.29
Contributions to Provident and Other Funds	21.49	31.23	34.69	33.50
Provision for Gratuity	6.87	5.82	8.84	10.84
Provision for Leave Encashment	1.67	3.33	0.64	1.82
Staff Welfare Expenses	27.90	27.18	36.76	43.46
Director Remuneration	36.00	72.00	72.05	55.76
<b>Total</b>	<b>481.04</b>	<b>601.23</b>	<b>657.22</b>	<b>644.67</b>

**NOTE 26**

<b>Finance Costs</b>	<b>Period ending 30th September 2023</b>	<b>Period ending 31st March 2023</b>	<b>Period ending 31st March 2022</b>	<b>Period ending 31st March 2021</b>
Interest paid to Banks & Financial Institutions	267.56	336.82	310.18	303.94
Interest on Delay in Payments to MSMEs	3.40	0.35	-0.59	1.18
Bank Charges	40.70	168.78	76.10	117.97
Other Borrowing Costs				0.02
<b>Total</b>	<b>311.66</b>	<b>505.95</b>	<b>385.69</b>	<b>423.11</b>

**NOTE 27**

<b>Other Expenses</b>	<b>Period ending 30th September 2023</b>	<b>Period ending 31st March 2023</b>	<b>Period ending 31st March 2022</b>	<b>Period ending 31st March 2021</b>
<b>Administrative Expenses</b>				
Rent (Office) including Lease Rentals	6.89	4.91	8.27	14.68
Repairs and Maintenance - Buildings	11.89	8.83	15.55	8.18
Repairs and Maintenance - Machinery	-	12.31	3.26	5.57
Repair and Maintenance - Others	5.13	19.25	17.46	18.56
Insurance	15.60	15.58	17.96	29.21
ROC Fee				0.35
Telephone and Internet Expenses	4.65	7.18	7.82	10.06
AMC	1.81	3.71	5.41	7.57
Advertisement & Exhibition Exp.	10.00	15.14	0.01	1.55
Electricity and Water	5.95	5.26	2.98	3.47
Conveyance & Travelling including Foreign Travelling	39.72	35.64	21.93	35.37
Property Tax	8.78	6.88	1.27	1.28
Printing and Stationery	3.12	4.85	3.70	7.66
Vehicle Running and Maintenance	3.04	8.37	5.33	7.92
Penalty and Interest	12.30	6.36	4.29	5.22
Tender Fees	0.41	0.39	10.00	2.14
Business Promotion		-	2.34	6.65
Provision for diminution in value of Investment		-	-	17.57
Donations and Contributions	-	7.14	3.54	20.30
Legal and Professional	34.71	55.55	37.29	45.26
Postage and Courier	1.02	1.73	1.15	0.56
Additional GST/Sales Tax /TDS	-	5.57	9.34	7.14
Labour Charges	49.57	45.86	64.24	90.94
Diwali Expenses	-	1.18	-	5.56
Medical Exp	0.06	0.07	0.26	0.17
Membership and Subscription	3.60	1.73	6.00	3.93
Office Expenses	7.21	14.44	20.21	46.96
Security Charges	6.03	16.57	30.92	26.80
Loss on Sale / Disposal of Fixed Asset	-	0.20	52.36	0.01
House Keeping Expenses	1.55	1.58	8.70	14.25
Lodging and Boarding	6.58	4.54	7.71	4.10
Uniform Expenses	2.60	0.75	2.20	5.29
Payments to Auditors	3.00	8.00	8.00	6.00
Fee & taxes	18.09	1.75	1.51	6.66
<b>Selling &amp; Distribution Expenses</b>				
Freight and forwarding	153.51	135.24	127.69	115.63
Sales Commission	20.97	9.45	-	2.20
Bad Debts	165.14	40.92	31.61	43.50
Installation and Commissioning of Solar Water Pump		-	-	36.22
Provision for Bad & Doubtful Debts / Receivables	1.00		28.28	
Loading; Unloading and Handling	8.70	22.47	27.70	33.02
<b>Total</b>	<b>612.63</b>	<b>529.38</b>	<b>596.26</b>	<b>697.51</b>

**NOTE 27(a)**

<b>Payment to Auditors</b>	<b>Period ending 30th September 2023</b>	<b>Period ending 31st March 2023</b>	<b>Period ending 31st March 2022</b>	<b>Period ending 31st March 2021</b>
Statutory Audit Fee	3.00	6.00	6.00	6.00
Tax Audit Fee	-	1.00	1.00	-
for other matters (including consultancy)	-	1.00	1.00	-
<b>Total</b>	<b>3.00</b>	<b>8.00</b>	<b>8.00</b>	<b>6.00</b>

**NOTE 28****Reconciliation between Audited Profit and Restated Profit**

<b>Particulars</b>	<b>As at Sep 30, 2023</b>	<b>As at Mar 31, 2023</b>	<b>As at Mar 31, 2022</b>	<b>As at Mar 31, 2021</b>
<b>Profit as per Audited Financial Statements</b>	1,002.98	372.39	44.48	221.09
<b>Adjustments on Account of</b>				
Provision for Income Tax for Prior Period	0.00	-2.07	-18.83	44.37
Changes in Deferred Tax Estimates	-0.00	4.29	-18.59	14.30
Total of Adjustments	0.00	2.21	-37.42	58.67
<b>Restated Profit</b>	<b>1,002.98</b>	<b>374.61</b>	<b>7.06</b>	<b>279.76</b>

**NOTE 29****Reconciliation between Opening Balance of Profit and Loss under Reserves and Surplus for the FY 20-21**

<b>Particulars</b>	<b>As on April 1, 2020</b>
<b>Opening Balance as per Audited Financial Statements</b>	2,571.69
<b>Adjustments on Account of</b>	
Provision for Income Tax for Prior Period	-25.92
<b>Restated Opening Balance of Surplus</b>	<b>2,545.77</b>

**NOTE 30****Reconciliation between Total Audited Equity and Total Restated Profit**

<b>Particulars</b>	<b>As at Sep 30, 2023</b>	<b>As at Mar 31, 2023</b>	<b>As at Mar 31, 2022</b>	<b>As at Mar 31, 2021</b>
<b>Total Equity as per Audited Financial Statements</b>	4,934.91	3,931.93	3,559.54	3,515.06
<b>Adjustments on Account of</b>				
Provision for Income tax for Prior Period	-2.45	-2.45	-0.38	18.45
Changes in Deferred Tax Estimates	-0.00	-0.00	-4.29	14.30
<b>Restated Total Equity</b>	<b>4,932.45</b>	<b>3,929.47</b>	<b>3,554.87</b>	<b>3,547.81</b>

## NOTE -12

## Property, Plant &amp; Equipments and Intangible Assets

Particulars	Building	Land	Plant & Machinery	Office Equipments	Vehicles	Computer	Furniture & Fixtures	Tangible Assets	Capital WIP	Total
<b>Gross Block</b>										
<b>As at 31 March 2020</b>	<b>533.78</b>	<b>159.74</b>	<b>1,548.24</b>	<b>226.56</b>	<b>353.23</b>	<b>67.06</b>	<b>94.46</b>	<b>2,983.08</b>	<b>641.12</b>	<b>3,624.20</b>
Additions	393.52	275.98	152.18	32.10	31.21	4.31	3.16	892.47	84.59	977.06
Disposals / Adjustments						-0.25		-0.25	-669.50	-669.75
<b>As at 31 March 2021</b>	<b>927.30</b>	<b>435.72</b>	<b>1,700.42</b>	<b>258.67</b>	<b>384.45</b>	<b>71.13</b>	<b>97.62</b>	<b>3,875.29</b>	<b>56.21</b>	<b>3,931.50</b>
Additions	-		11.09	5.98	25.88	0.41	11.21	54.57	143.72	198.29
Disposals / Adjustments	-8.59	-39.43	-43.46	-170.32	-94.68	-54.41	-	-410.89		-410.89
<b>As at 31 March 2022</b>	<b>918.71</b>	<b>396.29</b>	<b>1,668.05</b>	<b>94.33</b>	<b>315.65</b>	<b>17.13</b>	<b>108.83</b>	<b>3,518.97</b>	<b>199.93</b>	<b>3,718.90</b>
Additions	-	17.12	49.03	3.21	11.44	0.66	1.62	83.08	324.04	407.12
Disposals / Adjustments	-	-	-	-	-10.30	-	-	-10.30	-78.94	-89.24
<b>As at 31 March 2023</b>	<b>918.71</b>	<b>413.41</b>	<b>1,717.08</b>	<b>97.54</b>	<b>316.79</b>	<b>17.79</b>	<b>110.44</b>	<b>3,591.76</b>	<b>445.03</b>	<b>4,036.80</b>
Additions	357.05		376.69	6.50	7.34	2.12	78.26	827.96	146.32	974.28
Disposals / Adjustments			-4.51					-4.51	-591.35	-595.86
<b>As at 30 September 2023</b>	<b>1,275.77</b>	<b>413.41</b>	<b>2,089.25</b>	<b>104.03</b>	<b>324.14</b>	<b>19.91</b>	<b>188.71</b>	<b>4,415.21</b>	<b>-</b>	<b>4,415.22</b>
<b>Depreciation &amp; Amortisation:</b>										
<b>As at 31 March 2020</b>	<b>228.00</b>		<b>823.23</b>	<b>175.90</b>	<b>309.74</b>	<b>66.12</b>	<b>80.12</b>	<b>1,683.11</b>		<b>1,683.11</b>
Charge for the year*	60.27		133.22	18.42	14.10	1.54	3.54	231.09		231.09
Disposals / Adjustments						-0.24		-0.24		-0.24
<b>As at 31 March 2021</b>	<b>288.28</b>	<b>-</b>	<b>956.45</b>	<b>194.32</b>	<b>323.84</b>	<b>67.42</b>	<b>83.67</b>	<b>1,913.97</b>	<b>-</b>	<b>1,913.97</b>
Charge for the year*	90.35	-	136.63	5.25	19.52	1.89	5.56	259.20	-	259.20
Disposals / Adjustments	-4.65		-41.65	-117.05	-93.41	-54.41	-	-311.16		-311.16
<b>As at 31 March 2022</b>	<b>373.98</b>	<b>-</b>	<b>1,051.43</b>	<b>82.51</b>	<b>249.96</b>	<b>14.91</b>	<b>89.23</b>	<b>1,862.01</b>	<b>-</b>	<b>1,862.01</b>
Charge for the year*	53.60		113.61	3.99	19.08	1.30	4.51	196.10	-	196.10
Impairments	-	-	-	-	-	-	-	-		-
Disposals / Adjustments **	-	-	-	-	-9.05	-	-	-9.05		-9.05
<b>As at 31 March 2023</b>	<b>427.58</b>	<b>-</b>	<b>1,165.04</b>	<b>86.50</b>	<b>259.99</b>	<b>16.21</b>	<b>93.74</b>	<b>2,049.06</b>	<b>-</b>	<b>2,049.06</b>
Charge for the year*	18.87		60.91	2.22	8.19	0.55	3.41	94.15	-	94.15
Impairments								-		-

Disposals / Adjustments **			-3.25					-3.25		-3.25
<b>As at 30 September 2023</b>	<b>446.45</b>	<b>-</b>	<b>1,222.70</b>	<b>88.71</b>	<b>268.18</b>	<b>16.76</b>	<b>97.15</b>	<b>2,139.96</b>	<b>-</b>	<b>2,139.96</b>
<b>Net Block</b>										
<b>As at 31 March 2020</b>	<b>305.78</b>	<b>159.74</b>	<b>725.01</b>	<b>50.66</b>	<b>43.49</b>	<b>0.95</b>	<b>14.34</b>	<b>1,299.96</b>	<b>641.12</b>	<b>1,941.09</b>
<b>As at 31 March 2021</b>	<b>639.02</b>	<b>435.72</b>	<b>743.97</b>	<b>64.35</b>	<b>60.60</b>	<b>3.70</b>	<b>13.95</b>	<b>1,961.32</b>	<b>56.21</b>	<b>2,017.53</b>
<b>As at 31 March 2022</b>	<b>544.73</b>	<b>396.29</b>	<b>616.62</b>	<b>11.82</b>	<b>65.69</b>	<b>2.22</b>	<b>19.60</b>	<b>1,656.97</b>	<b>199.93</b>	<b>1,856.89</b>
<b>As at 31 March 2023</b>	<b>491.13</b>	<b>413.41</b>	<b>552.04</b>	<b>11.04</b>	<b>56.80</b>	<b>1.58</b>	<b>16.70</b>	<b>1,542.70</b>	<b>445.03</b>	<b>1,987.74</b>
<b>As at 30 September 2023</b>	<b>829.31</b>	<b>413.41</b>	<b>866.55</b>	<b>15.32</b>	<b>55.95</b>	<b>3.15</b>	<b>91.55</b>	<b>2,275.25</b>	<b>-</b>	<b>2,275.26</b>

**NOTE 31****Material Regrouping**

Appropriate re-groupings 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 AS financial information of the Company for the period ended March 31, 2023 prepared in accordance with Schedule III of Companies Act, 2013 and other applicable AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations 2018, as amended.

**NOTE 32**

**There are no Non-Adjusting Items**

**NOTE 33****Restated Statement of Contingent Liabilities**

Particulars	As at Sep 30, 2023	As at Mar 31, 2023	As at Mar 31, 2022	As at Mar 31, 2021
Bank Guarantee	3,478.83	1,228.53	1,823.77	418.83
Income Tax Demand	-	-	-	-
<b>Total</b>	<b>3,478.83</b>	<b>1,228.53</b>	<b>1,823.77</b>	<b>418.83</b>

**NOTE 34****Restated Statement of Capitalization****30.09.2023**

Particulars	Pre-Issue	Post Issue
<b>Debt</b>		
Short Term Debt	3,603.53	-
Long Term Debt	376.40	-
<b>Total Debt</b>	<b>3,979.93</b>	-
<b>Shareholder's Fund</b>		
Share Capital	599.78	-
Reserves & Surplus	3,329.71	-
<b>Total Shareholder's Fund (Equity)</b>	<b>3,929.49</b>	-
Long Term Debt/Equity	0.10	-
Total Debt/Equity	1.01	-

Short Term Debts Represent which are Expected to be Paid/Payable in 12 months

Long Term Debts represent Debts other than Short Term Debts as defined above

The figures disclosed above are based on Restated Statement of Assets and Liabilities of the Company as at 30.09.2023

**NOTE 35****Segment Information**

The Company has identified business segments as its primary segment and geographic segments as its secondary segment.

- Business segments are primarily trading of Circular Knitting Needle & other items except solar related items (Segment 1) and Manufacturing; trading and application of Solar Panel etc. (Segment 2)

- Geographic segments are primarily divided into Domestic & Overseas operations. The Company operates and deals primarily in India and does not have major overseas operations. Accordingly, no geographical segment reporting has been made.

Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reportable segment have been allocated on the basis of associated revenues of the segment and manpower efforts with some assumption on provisional basis. Revenue & Expenses not attributable to segments are reported as unallocatable.

Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment, however due to complex nature of business the segment assets and liabilities are on provisional basis.

All other assets and liabilities are disclosed as unallocable.

<b>For the half year ended 30 September, 2023</b>				
	<b>Business segments</b>			
<b>Particulars</b>	<b>Segment 1</b>	<b>Segment 2</b>	<b>Unallocated</b>	<b>Total</b>
Revenue		20,458.94	-	20,458.94
Other Income / Revenue		246.18	8.24	254.42
<b>Segment Revenue</b>	-	<b>20,705.12</b>	<b>8.24</b>	<b>20,713.36</b>
Expenses Segment				
Cost of Materials Consumed / Purchases		17,356.72	-	17,356.72
Change in Stock (Increase / Decrease)		605.92	-	605.92
Employee Cost		481.04	-	481.04
Finance Cost		311.66	-	311.66
Depreciation		94.15	-	94.15
Other Cost		609.04	3.60	612.64
<b>Segment Expenses</b>	-	<b>19,458.53</b>	<b>3.60</b>	<b>19,462.13</b>
Segment Result (Before tax)	-	<b>1,246.59</b>	<b>4.65</b>	<b>1,251.23</b>
<b>As at 30 September, 2023</b>				
<b>Segment Assets</b>	<b>982.51</b>	<b>12,603.25</b>	<b>630.76</b>	<b>14,216.52</b>
<b>Segment Liabilities</b>	-	<b>9,261.84</b>	<b>4,954.68</b>	<b>14,216.52</b>
<b>For the year ended 31 March, 2023</b>				
	<b>Business segments</b>			
<b>Particulars</b>	<b>Segment 1</b>	<b>Segment 2</b>	<b>Unallocated</b>	<b>Total</b>
Revenue	164.96	18,104.45	-	18,269.41
Other Income / Revenue	-	74.79	49.02	123.80
<b>Segment Revenue</b>	<b>164.96</b>	<b>18,179.24</b>	<b>49.02</b>	<b>18,393.22</b>
Expenses Segment				
Cost of Materials Consumed / Purchases	88.92	17,339.29	-	17,428.21
Change in Stock (Increase / Decrease)	70.01	-1,520.88	-	-1,450.87
Employee Cost	5.43	595.80	-	601.23
Finance Cost	4.57	501.39	-	505.96
Depreciation	-	196.10	-	196.10
Other Cost	1.79	577.40	9.08	588.27
<b>Segment Expenses</b>	<b>170.72</b>	<b>17,689.10</b>	<b>9.08</b>	<b>17,868.90</b>
Segment Result (Before tax)	<b>-5.76</b>	<b>490.14</b>	<b>39.94</b>	<b>524.32</b>
<b>As at 31 March, 2023</b>				
<b>Segment Assets</b>	<b>695.11</b>	<b>10,313.88</b>	<b>392.58</b>	<b>11,401.57</b>
<b>Segment Liabilities</b>	-	<b>7,444.42</b>	<b>3,957.14</b>	<b>11,401.57</b>
<b>For the year ended 31 March, 2022</b>				
	<b>Business segments</b>			
<b>Particulars</b>	<b>Segment 1</b>	<b>Segment 2</b>	<b>Unallocated</b>	<b>Total</b>
Revenue	120.35	15,150.44	-	15,270.79
Other Income / Revenue	-	295.00	41.11	336.11
<b>Segment Revenue</b>	<b>120.35</b>	<b>15,445.45</b>	<b>41.11</b>	<b>15,606.91</b>
Expenses Segment				
Cost of Materials Consumed / Purchases	114.81	13,919.39	-	14,034.20
Change in Stock (Increase / Decrease)	-7.96	-379.08	-	-387.04
Employee Cost	5.18	652.04	-	657.22
Finance Cost	3.04	382.65	-	385.69
Depreciation	-	259.20	-	259.20
Other Cost	1.43	583.82	61.90	647.15
<b>Segment Expenses</b>	<b>116.50</b>	<b>15,418.02</b>	<b>61.90</b>	<b>15,596.42</b>
Segment Result (Before tax)	<b>3.85</b>	<b>27.43</b>	<b>-20.79</b>	<b>10.49</b>
<b>As at 31 March, 2022</b>				
<b>Segment Assets</b>	<b>78.05</b>	<b>8,406.13</b>	<b>426.33</b>	<b>8,910.51</b>

<b>Segment Liabilities</b>	<b>76.63</b>	<b>5,256.82</b>	<b>3,577.06</b>	<b>8,910.51</b>
<b>For the year ended 31 March, 2021</b>				
<b>Business segments</b>				
<b>Particulars</b>	<b>Segment 1</b>	<b>Segment 2</b>	<b>Unallocated</b>	<b>Total</b>
Revenue	196.05	13,637.68	-	13,833.73
Other Income / Revenue	-	87.07	28.36	115.43
<b>Segment Revenue</b>	<b>196.05</b>	<b>13,724.75</b>	<b>28.36</b>	<b>13,949.16</b>
Expenses Segment				
Cost of Materials Consumed / Purchases	198.50	11,364.21	-	11,562.71
Change in Stock (Increase / Decrease)	57.44	14.93	-	72.37
Employee Cost	9.14	635.54	-	644.67
Finance Cost	6.00	417.11	-	423.11
Depreciation	-	231.09	-	231.09
Other Cost	1.38	667.55	43.08	712.01
<b>Segment Expenses</b>	<b>272.45</b>	<b>13,330.42</b>	<b>43.08</b>	<b>13,645.96</b>
Segment Result (Before tax)	-76.41	394.32	-14.71	303.20
<b>As at 31 March, 2021</b>				
<b>Segment Assets</b>	<b>857.96</b>	<b>7,950.61</b>	<b>476.89</b>	<b>9,285.45</b>
<b>Segment Liabilities</b>	<b>72.44</b>	<b>5,526.34</b>	<b>3,686.68</b>	<b>9,285.45</b>

#### NOTE 36

##### Payments to Directors

<b>Directors Remuneration</b>	<b>As at Sep 30, 2023</b>	<b>As at Mar 31, 2023</b>	<b>As at Mar 31, 2022</b>	<b>As at Mar 31, 2021</b>
Mr. Ashwani Sehgal	36.00	72.25	72.05	55.76
Mr. Satish Gupta	1.52	18.40		
Ms. Sakshi Tomar	-	4.55		
Mrs. Monica Sehgal	6.00			
Mr. Vipin Sehgal	6.99			
<b>Total</b>	<b>50.51</b>	<b>72.25</b>	<b>72.05</b>	<b>55.76</b>

#### NOTE 37

Trade Receivables, Trade Payables, Loans & Advances, Security Deposits and Unsecured Loans have been taken at their book value subject to confirmation and reconciliation.

#### NOTE 38

Loans and Advances are considered good in respect of which company does not hold any security other than the personal guarantee of persons.

#### NOTE 39

##### Leases: Operating Lease Arrangement (AS-19):

The Company's significant leasing arrangements are in respect of operating lease for office space. The aggregate lease rentals payable is grouped as Rent in Note 27.

<b>Particulars</b>	<b>As at Sep 30, 2023</b>	<b>As at Mar 31, 2023</b>	<b>As at Mar 31, 2022</b>	<b>As at Mar 31, 2021</b>
Lease rent charged to statement of profit and loss	41.00	63.79	59.15	29.18



**NOTE 40****Disclosure under Accounting Standard (AS) 15 " Employee Benefits"****Defined Contribution Plans**

The Company has recognized the following amounts in the statement of profit and loss:

Particulars	As at Sep 30, 2023	As at Mar 31, 2023	As at Mar 31, 2022	As at Mar 31, 2021
Employers' contribution to Provident Fund (including administrative charges) & ESIC	21.49	31.23	34.69	33.50

**Gratuity**

The defined benefit plans expose the Company to a number of actuarial risks as below:

**Interest risk:** A decrease in the bond interest rate will increase the plan liability.

**Salary risk:** The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

(i) The key assumptions used in accounting for retiring gratuity is as below:

Particular	As at Sep 30, 2023	As at Mar 31, 2023	As at Mar 31, 2022	As at Mar 31, 2021
Discount Rate	7.50%	7.50%	5.75%	5.50%
Rate of Escalation in Salary	5.00%	5.00%	5.00%	5.00%

(ii) Changes in Present Value of Obligation:

Particular	As at Sep 30, 2023	As at Mar 31, 2023	As at Mar 31, 2022	As at Mar 31, 2021
Obligation at the Beginning of the Year	57.33	54.29	52.37	44.43
Interest Costs	2.15	3.12	3.01	2.44
Past Service Costs			5.79	
Current Service Costs	3.07	5.44	-	5.88
Benefits Paid	-2.70	-2.78	-6.92	-2.90
Remeasurement (Gains)/Losses	1.66	-2.74	0.04	2.52
<b>Obligation at the End of the Year</b>	<b>61.50</b>	<b>57.33</b>	<b>54.29</b>	<b>52.37</b>

(iii) Changes in the Fair Value of Plan Assets:

Particular	As at Sep 30, 2023	As at Mar 31, 2023	As at Mar 31, 2022	As at Mar 31, 2021
Fair value of Plan Assets at Beginning of Year	-	-	-	-
Expected Return on Plan Assets	-	-	-	-
Contributions	-	-	-	-
Benefits Paid	-	-	-	-
Remeasurement (Gains)/Losses	-	-	-	-
<b>Fair Value of Plan Assets at the end of Year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

(iv) Amounts to be Recognised in the Balance Sheet

Particular	As at Sep 30, 2023	As at Mar 31, 2023	As at Mar 31, 2022	As at Mar 31, 2021
Present Value of Obligation	61.50	57.33	54.29	52.37
Fair Value of Plan Assets	-	-	-	-
Funded Status	<b>-61.50</b>	<b>-57.33</b>	<b>-54.29</b>	<b>-52.37</b>
<b>Net Assets / (Liability) Recognized in Balance Sheet as Provision</b>	<b>-61.50</b>	<b>-57.33</b>	<b>-54.29</b>	<b>-52.37</b>

(v) Expenses to be Recognised in the Statement of Profit and Loss

Particular	As at Sep 30, 2023	As at Mar 31, 2023	As at Mar 31, 2022	As at Mar 31, 2021
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Current Service Costs	3.07	5.44	-	5.88
Past Service Costs	-	-	5.79	-
Interest Costs	2.15	3.12	3.01	2.44
Expected Return on Plan Assets	-	-	-	-
Net Actuarial (Gain)/ Loss	1.66	-2.74	0.04	2.52
<b>Net Impact on Profit &amp; Loss</b>	<b>6.87</b>	<b>5.82</b>	<b>8.84</b>	<b>10.84</b>

The estimates of future salary increase, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors on long term basis.

#### NOTE 41

#### Related Party Disclosure as identified by the company and relied upon by the auditors

##### A. Related Parties and their Relationship

(i) Key Management Personnel

- 1 Mr. Ashwani Sehgal
- 2 Mrs. Monica Sehgal
- 3 Mr. Vipin Sehgal
- 4 Ms. Anshu Bhatia
- 5 Ms. Udaya Sehgal
- 6 Mr. Satish Gupta - Chief Executive Officer (upto 27/01/2022)
- 7 Ms. Sakshi Tomar - Company Secretary (upto 15/03/2022)

(ii) Relative of Key Management Personnel (having transactions with the company)

NA

(iii) Enterprises owned or significantly influenced by Key Management personnel or their relatives

- 1 Scan International Private Limited
- 2 Udaya Fibers Private Limited
- 3 Krishma Machine Tools Private Limited
- 4 Alpex Exim Private Limited (Subsidiary Company)
- 5 Alpex Solar Connectivity Solutions
- 6 Axsources Global Private Limited
- 7 CER Rooftop Private Limited (Associates Company)

(iv) Transactions with Related parties

Particulars	As at Sep 30, 2023	As at Mar 31, 2023	As at Mar 31, 2022	As at Mar 31, 2021
<b>Mr. Ashwani Sehgal</b>				
Remuneration Paid	36.00	72.25	72.05	55.76
Rent	9.81	19.89	12.00	12.00
Advance Paid for Lease		160.65		
O/s Unsecured Loan	-	-	-	59.46
<b>Mrs. Monica Sehgal</b>				
Rent	6.00	-	1.80	1.80
O/s Unsecured Loan	0.90	1.80	-	34.18
Mr. Vipin Sehgal				
O/s Unsecured Loan	-6.00	13.00	-	24.00
Remuneration Paid	6.99	-		
<b>Ms. Anshu Bhatia</b>				
Rent	0.60	1.20	1.20	1.20
<b>Alpex Exim Private Limited</b>				
Sale of Needles	-	164.96	117.73	191.97
<b>Scan International Private Limited</b>				

Reimbursement of Expenses	-	0.36	0.36	0.41
<b>Udaya Fibers Private Limited</b>				
Reimbursement of Expenses	-	0.36	0.36	0.40
<b>Krishma Machine Tools Private Limited</b>				
Reimbursement of Expenses	-	0.36	0.36	0.39
Payment Receipts			-	4.90
Reimbursement of Expenses			-	0.58
<b>Mr. Satish Gupta</b>				
Managerial Remuneration	1.52	18.40		-
<b>Ms. Sakshi Tomar-Company Secretary</b>				
Managerial Remuneration	-	4.55		4.24

(v) Outstanding Balances

Particulars	As at Sep 30, 2023	As at Mar 31, 2023	As at Mar 31, 2022	As at Mar 31, 2021
Alpex Solar Connectivity Solutions			-	97.85
Mr. Ashwani Sehgal	2.16		-19.56	-66.15
Mrs. Monica Sehgal	-2.46		-1.80	-35.47
Mr. Vipin Sehgal	-6.59			
Ms. Sakshi Tomar-Company Secretary			-0.18	-0.39
Alpex Exim Private Limited	973.16	685.76	371.55	787.87
Krishma Machine Tools Private Limited	1.36	1.36	1.01	0.65
Udaya Fibers Private Limited	1.11	1.11	0.76	0.40
Scan International Private Limited	4.56	4.56	4.20	3.84

**NOTE 42**

**Imported & Indigenous Raw Material & Consumables**

Particulars	As at Sep 30, 2023	As at Mar 31, 2023	As at Mar 31, 2022	As at Mar 31, 2021
<b>Imported</b>				
Amount	3,102.59	2,948.75	3,540.97	3,601.80
%age	17.24	17.27	25.38	29.53
<b>Indigenous</b>				
Amount	14,895.87	14,126.97	10,412.79	8,593.57
%age	82.76	82.73	74.62	70.47

**NOTE 43**

**Value of Imports**

Particulars	2023-Sep 23	2022-23	2021-22	2020-21
Raw Material	3,102.59	2,948.75	3,540.97	3,601.80
Finished Goods				
<b>Total</b>	<b>3,102.59</b>	<b>2,948.75</b>	<b>3,540.97</b>	<b>3,601.80</b>

**NOTE 44**

**Expenditure in Foreign Currency**

Particulars	As at Sep 30, 2023	As at Mar 31, 2023	As at Mar 31, 2022	As at Mar 31, 2021
Interest on Buyer Credit	-	-	1.79	4.42
CIF Value of Imports	3,102.59	2,948.75	3,540.97	3,601.80
CIF Value of Imports (Capital Goods)	-	351.99	-	-

Advance paid to Foreign Vendors	662.41	364.14	205.37	260.43
<b>Total</b>	<b>3,765.00</b>	<b>3,664.88</b>	<b>3,748.12</b>	<b>3,866.64</b>

#### NOTE 45

##### Foreign Exchange Gain / (Loss) (AS-11):

Particulars	As at Sep 30, 2023	As at Mar 31, 2023	As at Mar 31, 2022	As at Mar 31, 2021
Amount Debited to Profit & Loss Account			47.00	46.70

#### NOTE 46

##### Earning in Foreign Exchange

Particulars	As at Sep 30, 2023	As at Mar 31, 2023	As at Mar 31, 2022	As at Mar 31, 2021
FOB Value of Exports	1.29	206.33	291.93	99.53
<b>Total</b>	<b>1.29</b>	<b>206.33</b>	<b>291.93</b>	<b>99.53</b>

#### NOTE 47

##### Unhedged foreign currency exposure: (USD)

Particulars	As at Sep 30, 2023	As at Mar 31, 2023	As at Mar 31, 2022	As at Mar 31, 2021
Payable	-	208.00	659.58	12.61
Advance Paid to Vendor	7.90	-	280.32	

#### NOTE 48

##### Disclosure on significant ratios

Particulars	As at Sep 30, 2023	As at Mar 31, 2023	As at Mar 31, 2022	As at Mar 31, 2021
Current Ratio	1.25	1.27	1.40	1.44
Debt-Equity Ratio,	0.85	1.01	0.56	0.78
Debt Service Coverage Ratio	5.32	2.42	1.70	2.26
Return on Equity Ratio	0.20	0.10	0.00	0.08
Inventory Turnover Ratio	4.01	4.15	4.08	5.58
Trade Receivables Turnover Ratio	5.35	8.51	9.52	7.92
Trade Payables Turnover Ratio	4.68	7.35	6.63	5.67
Net Capital Turnover Ratio	8.99	9.49	8.10	6.73
Net Profit Ratio	0.05	0.02	0.00	0.02
Return on Investment	0.19	0.09	0.00	0.06
Net Asset Value (per Share)	82.24	65.52	59.27	59.15
Return on Net Worth	0.20	0.10	0.00	0.08
Return on Capital Employed	0.30	0.24	0.10	0.04

##### Methodology:

1. Current Ratio = Current Asset / Current Liability
2. Debt-Equity Ratio = Total Debt / Equity
3. Debt Service Coverage Ratio = EBITDA / (Finance Cost+Long Term Debt Repayment)
4. Return on Equity Ratio = Profit After Tax / Total Equity
5. Inventory Turnover Ratio = Purchase / Inventory
6. Trade Receivable Turnover Ratio = Revenue from Operations / Trade Receivable

7. Trade Payable Turnover Ratio = Purchase / Trade Payable
8. Net Capital Turnover Ratio = Revenue from Operations / (Current Asset - Current Liability)
9. Net Profit Ratio = Profit After Tax / Revenue from Operations
10. Return on Investment = Profit After Tax / (Shareholder's fund + LT Borrowings)
11. Net Asset Value = (Total Assets - Total Long-term Liabilities - Total Short-term Liabilities) / No of shares
12. Return on Net Worth = Profit After Tax / Net Worth
13. Return on Capital Employed = EBIT/ (Total Equity + Total Long-Term Debt)

**NOTE 49**

There are no proceedings initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

**NOTE 50**

In respect of borrowings from banks or financial institutions on the basis of security of current assets, monthly or quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.

The Company is not declared as wilful defaulter by any bank or financial Institution or other lenders.

**NOTE 51**

The Company did not have any transactions with Companies struck off under Section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956 considering the information available with the Company.

**NOTE 52**

The company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

**NOTE 53**

There are no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year.

**NOTE 54**

The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

The company has also not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**NOTE 55**

The Company do not have any transaction which are not recorded in the books of accounts that has been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during any of the years.

**NOTE 56**

The Company did not trade or invest in Crypto Currency or virtual currency during the financial year. Hence, disclosures relating to it are not applicable.

**NOTE 57**

The Company has not granted any loan or advance in the nature of loan to promoters, directors, KMPs and other related parties that are repayable on demand or without specifying any terms or period of repayment

**NOTE 58**

The Company is required to comply with the amendments in Schedule III of Companies Act, 2013 notified on 24-03-2021, with effect from 01-04-2021. Accordingly, the Company has complied with the disclosure and presentation requirements as per the aforesaid amendments and reclassified the items in the previous years, to conform to current year classification, wherever required.

**NOTE 59**

The Company has physically verified the inventories at reasonable intervals and there are no discrepancies of 5% or more in the aggregate for each class of inventory noticed on such verification have been properly dealt with in the books of account.

**NOTE 60****Pending Litigations:**

The company is subject to legal proceedings and claims, which have arisen in the ordinary course of business. The company's management does not reasonably expect that these legal actions, when ultimately concluded and determined, will have a material and adverse effect on the company's results of operations or financial condition.

Particulars	As at Sep 30, 2023	As at Mar 31, 2023	As at Mar 31, 2022	As at Mar 31, 2021
Liability Amount	-	-	250.00	250.00

Recovery process is subject to adjudication of Hon'ble NCLT as the matter is pending u/s 7 of the Insolvency & Bankruptcy Code, 2016

The company is confident of recovering the amount from the aforesaid debtor. Accordingly, no provision has been created in respect of the same.

**NOTE 61****Contingent liabilities and commitments (to the extent not provided for):**

Particulars	As at Sep 30, 2023	As at Mar 31, 2023	As at Mar 31, 2022	As at Mar 31, 2021
Bank Guarantee	3,478.83	1,228.53	1,823.77	418.83
Income Tax Demand	-	-	-	-
<b>Total</b>	<b>3,478.83</b>	<b>1,228.53</b>	<b>1,823.77</b>	<b>418.83</b>

**NOTE 62****Earning Per Share**

Particulars	As at Sep 30, 2023	As at Mar 31, 2023	As at Mar 31, 2022	As at Mar 31, 2021
Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders	10,02,97,421	3,74,61,231	7,05,257	2,79,76,083
Opening No of Shares	59,97,800	59,97,800	59,97,800	59,97,800
Issued during the year	-	-	-	-
Closing No of Shares	59,97,800	59,97,800	59,97,800	59,97,800
Weighted Average number of Equity Shares used as denominator for calculating EPS	59,97,800	59,97,800	59,97,800	59,97,800
Impact of Issue of Bonus shares issued on 27th October 2023	1,19,95,600	1,19,95,600	1,19,95,600	1,19,95,600
Weighted Average number of equity shares used as denominator for calculating EPS	1,79,93,400	1,79,93,400	1,79,93,400	1,79,93,400
Basic and Diluted Earnings per Share	5.57	2.08	0.04	1.55
Face Value per Equity Share	10.00	10.00	10.00	10.00

The Board of Directors at its meeting held on 27th October 2023, pursuant to Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, proposed that a sum of Rs.1,199.56 Lacs be capitalized as Bonus Equity shares out of free reserves and surplus, and distributed amongst the Equity Shareholders by issue of 1,19,95,600/- Equity shares of Rs. 10/- each credited as fully paid to the Equity Shareholders in the proportion of 2 (Two) Equity share for every 1 (One) Equity shares on 27th October 2023.

It has been approved in the meeting of shareholders held on 27th October 2023. As a result of this the equity portion of authorized share capital of the company is revised to 25,00,000 equity shares of face value of Rs 10 each as on the date of signing of the financials.

Earnings Per Share calculations have been reinstated in all the periods to give effect of this bonus."

## NOTE 63

### Security Details

Long Term Borrowings	As at Sep 30, 2023	As at Mar 31, 2023	As at Mar 31, 2022	As at Mar 31, 2021
<b>Cholamandalam finance</b>				
Term Loan against Property, taken for Business use, amounting to Rs 440 Lacs, repayable in 36 Monthly Instalments @ Effective Interest rate of 9.54% p.a approx. secured against properties held in the names of Directors and / or their relatives.				
No charge with RoC has been created as the properties under reference are not in the name of the company. However, security interest of immovable properties are duly registered with CERSAI."			298.41	325.00
<b>HDFC Bank Limited</b>				
Vehicle Loan, taken to purchase Vehicle, amounting to 8 Lacs, Repayable in 60 Monthly Installments @ effectiv interest rate of 9.40% p.a. secured against Vehicle Purchased	-	-	-	1.45
Vehicle Loan, taken to purchase Vehicle, amounting to 29 Lacs, Repayable in 60 Monthly Installments @ effectiv interest rate of 7.75% p.a. secured against Vehicle Purchased	15.90	18.72	24.06	-
Vehicle Loan, taken to purchase Vehicle, amounting to 7.19 Lacs, Repayable in 36 Monthly Installments @ effectiv interest rate of 7.50% p.a. secured against Vehicle Purchased	4.00	5.16	7.19	-
Vehicle Loan, taken to purchase Vehicle, amounting to 4.9 Lacs, Repayable in 36 Monthly Installments @ effectiv interest rate of 8.90% p.a. secured against Vehicle Purchased	4.12	4.79	-	-
Working Capital Term Loan, taken for Business use, amounting to Rs 400 Lacs, repayable in 24 Monthly Instalments @ Effective Interest rate of 9.50% p.a approx. **	214.63	293.62		
<b>ICICI Bank Limited</b>				
Vehicle Loan, taken to purchase Vehicle, amounting to 16.37 Lacs, Repayable in 36 Monthly Installments @ effectiv interest rate of 7.65% p.a. secured against Vehicle Purchased	5.42	8.22	13.51	-
<b>Deutsche Bank AG</b>				
"Term Loan against Property, taken for Business use, amounting to Rs 620 Lacs, repayable in 60				

Monthly Instalments @ Effective Interest rate rangind between 7.50% - 8.95% p.a approx. secured against properties held in the names of Directors and / or their relatives.				
Charge is duly registered with the RoC.	259.05	318.68	434.36	574.86
<b>Short Term Borrowings</b>				
<b>HDFC Bank</b>				
Working Capital Demand Loan, taken for Business use, amounting to Rs 370.05 Lacs, @ Effective Interest rate of 9.07-9.25% p.a approx. **	64.34	113.76		
Cash Credit Limit, to need working capital requirement, amounting to Rs 1800 Lacs, @ Effective Interest rate of 9.15% p.a approx. **	1,683.70	1,691.63		
** Facilites from HDFC Bank has been secured with Immovable Properties in the name of Directors under Equitable / Registered Mortgage, Immovable Properties in the name of Company under Equitable / Registered Mortgage, Stocks, Book Debts, Fixed Deposits, & Personal Guarantee of Directors.				
<b>Punjab National Bank</b>				
"Covid Loan (FITL), taken for Business use, amounting to Rs 54.23 Lacs, repayable in 3 Monthly Instalments @ Effective Interest rate of 13.40% p.a approx. secured against hypothecation of current assets of the Company. Charge is duly registered with the RoC."			-	18.08
<b>Union Bank of India &amp; Punjab National Bank</b> (earlier known as Oriental Bank of Commerce) Consortium Finance				
Cash Credit [UBI {1Year EBLR+3.5% p.a., effectively 10.07%}, PNB {RRLR, effectively 11.95%}]			927.00	1,011.47
Buyers Credit			-	252.19
Cash Credit / BG / LC / BC, To meet out the working capital requirment, Fund Based - Rs. 600 lakhs (UBI); Rs. 600 lakhs (PNB), Non-Fund Based - Rs. 1060 lakhs (UBI); Rs. 1016 lakhs (PNB), secured against '- Stocks of raw materials, stock-in-process, finished goods, stores & spares, receivables and other current assets on pari-passu basis with Lead Bank, '- Immovable Properties under Equitable / Registered Mortgage, '- FDRs with Lead Bank having face value of Rs. 111 lakhs, and '- Personal Guarantee of Directors Charge is duly registered with the RoC				
<b>Deutsche Bank AG</b>				
"Overdraft Facility, taken to meet working capital requirements, repayable on demand @ effective interest rate of 7.95% p.a for sanction amount of Rs.2002 Lacs, secured against properties held in the name of Directors and / or their relatives, Stocks & receivables and personal guarantee of Directors	1,907.00	1,502.34	173.23	225.54



**NOTE 64****Corporate Social Responsibility Expenses**

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The company is in the process of setting up CSR Committee and will formulate a plan for spending of CSR amount.

Particulars	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Amount required to be spent by the company during the period	2.80	-	-	-
Amount of expenditure incurred	-	-	-	-
Shortfall at the balance sheet date (For the period)	2.80	-	-	-
Total of previous years shortfall (B/F from previous period)	-	-	-	-
<b>Total (C/F to Next Period)</b>	<b>2.80</b>	<b>-</b>	<b>-</b>	<b>-</b>

Particulars	As at 30th September 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Reason for shortfall	NA	NA	NA	NA
Nature of CSR activities	To be formulated by CSR Committee in accordance with Companies Act, 2013 read with rules made thereunder	NA	NA	NA
Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	NA	NA	NA	NA
Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision	NA	NA	NA	NA

**For KRA & CO**  
Chartered Accountants  
FRN: 020266N

**CA Rajat Goyal,**  
M.No - 503150  
Partner

**UDIN:** 23503150BGWHWJ1276

**Place:** Delhi  
**Date:** 20-11-2023

**For & on behalf of Board of Directors**  
**of Alpex Solar Limited**  
(Formerly known as Alpex solar Private Limited)

**ASHWANI SEHGAL**  
Managing Director  
DIN: 00001210

**MONICA SEHGAL**  
Director  
DIN: 00001213

**SATISH KUMAR GUPTA**  
Chief Financial Officer  
PAN: AALPG3318G

**SAKSHI TOMAR**  
Company Secretary  
PAN.: AUEPT1719P

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

*The following discussion is intended to convey management's perspective on our financial condition and results of operations for the financial year ended March 31, 2023, 2022 and 2021. One should read the following discussion and analysis of our financial condition and results of operations in conjunction with our section titled "Financial Statements" and the chapter titled "Financial Information" on page 199 of the Draft Red Herring Prospectus. This discussion contains forward-looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to, those described in the section entitled "Risk Factors" on page 25 of this Draft Red Herring Prospectus. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements, kindly refer the chapter titled "Forward-Looking Statements" on page 17 of this Draft Red Herring Prospectus. Unless otherwise stated, the financial information of our Company used in this section has been derived from the Restated Financial Information. Our financial year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular financial year are to the 12-month period ended March 31 of that year.*

*In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to Alpex Solar Limited, our Company. Unless otherwise indicated, financial information included herein are based on our Restated Financial Statements for the period ended on September 30, 2023 and for the financial year ended March 31, 2023, 2022 and 2021 included in this Draft Red Herring Prospectus beginning on page 199 of this Draft Red Herring Prospectus.*

### **BUSINESS OVERVIEW**

Alpex is a solar photovoltaic (PV) module manufacturer in North India. Our PV modules are manufactured using both monocrystalline and polycrystalline cell technologies. Our portfolio of solar energy products consists of bifacial, mono perc, Half-cut solar PV modules. We also provide integrated solar energy solutions, including engineering, procurement, construction (EPC) of AC/DC Solar Pumps in both Surface and Submersible categories.

We manufacture and deliver solar panels in the B2B space and also serve as a contract manufacturer for several large companies, including Luminous, Jakson, and Tata Power. Our solar panels are delivered to companies, with a specific focus on EPC companies such as Solarworld Energy Solutions Pvt Ltd, BVG India Limited, Tata Power, Hild Energy Private Limited, and Shakti Pumps India Limited. These companies install our solar panels at their clients' locations after securing orders. As for solar water pumps, we target the B2C segment. We begin by applying for tenders in respective states, and if we succeed in winning the tender, we proceed to assess the installation site and subsequently install solar water pumps at the designated locations.

We currently operate from one manufacturing facility in Greater Noida, situated at Plot Number I-25, 26, 27, Surajpur Industrial Area, Site – V, Kasna, Greater Noida, and we have additional offices located in various cities, including New Delhi, Haryana, Chhatisgarh, Mumbai, Ludhiana, Nalagarh (Himachal Pradesh), Jaipur, and Tirupur (Tamil Nadu).

### **OUR PRODUCT PORTFOLIO**

- A. Manufacture Solar Photovoltaic (PV) module.
- B. (EPC) Engineering, Procurement, Construction of Solar PV Water Pumps

Our Company has been accredited with various quality certifications such as ISO 14001:2015 and Certificate number - KAEM202307012, ISO 45001: 2018 and Certificate number - KAOH202307009, and ISO 9001: 2015 and Certificate number - K AQM202307016 certified by KVQA Assessment Pvt Ltd, Manufacturing and Assembly of Solar Photo Voltaic Modules / Panels, Solar Power Generating Systems (Covering Off Grid, On Grid & Hybrid Solar Power Plants), Solar Pumping Systems and Bureau of Indian Standards Certificate harmonious development of the activities of standardization, marking and quality certification of goods and for matters connected therewith or incidental.

### **SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR AND STUB PERIOD**

As per mutual discussion between the Board of the Company and LM, in the opinion of the Board of the Company there have not arisen any circumstances since the date of the last financial statements as disclosed in this Draft Red Herring Prospectus and which materially and adversely affect or is likely to affect within the next twelve months except as follows:

The authorized capital of the Company has been increased from ₹ 6,00,00,000 to ₹ 25,00,00,000 by creation of 1,90,00,000 new Equity Shares of ₹10 each vide ordinary resolution passed at the Extra-Ordinary General Meeting held on August 16,2023.

Change in status of the Company from private limited to public limited vide special resolution passed at the Extra-Ordinary General Meeting held on August 16,2023.

Alteration in object clause by inserting Clause III(A)1, Clause III(A)2, Clause III(A)3 of Memorandum of Association. The existing main object Clause III(A) be altered by replacing the same with New Clause III(A)1, Clause III(A)2, Clause III(A)3, vide special resolution passed at the Annual General Meeting held on September 30,2023.

The Shareholders of our Company approved the change of designation of Mr. Ashwani Sehgal as Managing Director in the Annual General Meeting held on September 30, 2023.

The Shareholders of our Company approved the change of designation of Mrs. Monica Sehgal as Whole time Director in the Annual General Meeting held on September 30, 2023.

The Shareholders of our Company approved the change of designation of Mr. Sehgal as Executive Director in the Annual General Meeting held on September 30, 2023.

The Shareholders of our Company appointment of Mr. Deepak Verma and Mr. Indrajeet S Khanna as an Independent Directors in the Extraordinary General Meeting held on October 16, 2023.

The Board of Directors are vested with the power to borrow, pursuant to Section 179(3)(d) of Companies Act 2013. However, pursuant to Section 180(1)(c) Companies Act, 2013 and the rules made thereunder that any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeds the aggregate of the paid-up capital of the Company and free reserve, the approval of shareholders by way of Special Resolution will be required. The company has passed a special resolution dated October 27, 2023 for approval of borrowing limits

The Board of Directors of our Company have approved raising of funds by way of Initial Public Offering vide its resolution dated October 27, 2023.

The Board of Directors of our Company have been authorised to raise the funds by way of Initial Public Offering vide special resolution passed at the Extra-Ordinary General Meeting held on October 27, 2023.

## **FACTORS AFFECTING OUR RESULTS OF OPERATIONS**

Our business is subjected to various risks and uncertainties, including those discussed in the section titled "*Risk Factor*" beginning on page 25 of this Draft Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Changes, if any, in the regulations / regulatory framework / economic policies in India and / or in foreign countries, which affect national & international finance.
- ability to retain our skilled personnel;
- Government support and spending on advertising industry;
- Performance of Company's competitors;
- Significant developments in India's economic and fiscal policies;
- Volatility in the Indian and global capital market.

## **DISCUSSION ON RESULT OF OPERATION**

### ***Our Significant Accounting Policies***

For Significant accounting policies please refer Significant Accounting Policies, under Chapter titled "Financial Statements" beginning on page 209 of the Draft Red Herring Prospectus.

## Overview of Revenue & Expenditure

Our revenue and expenses are reported in the following manner:

### Revenues

#### ◆ Revenue of operations

Our principal component of revenue from operations is generated from sale of Products.

#### ◆ Other Income

Our other income mainly comprises of interest income from fixed deposits, discount income, Insurance claim, Profit of sale of Investment, Rental Income, Interest from customer, Other Non- operating Income.

(Amounts in Lakhs)

Particulars	For the period ended March 31,			
	September 30,2023	2023	2022	2021
<b>Income</b>				
Revenue from operations	21276.36	19468.01	16556.14	14853.26
As a % of total Income	99.84%	99.37%	98.23%	99.20%
Other Income	34.36	124.06	297.48	119.70
As a % of Total Income	0.16%	0.63%	1.77%	0.80%
<b>Total Income</b>	<b>21310.72</b>	<b>19592.07</b>	<b>16853.62</b>	<b>14972.96</b>

#### ◆ Expenditure

Our total expenditure primarily consists of Direct Cost relating to Cost of raw material consumed, employee benefit expenses, Finance Costs and other expenses.

#### ◆ Cost of Material consumed

Our purchase of material includes purchase of raw material and other direct expenses.

#### ◆ Employment Benefit Expenses

Our employee benefit expenses mainly include Salaries, wages and bonus, contribution to provident and other funds, staff welfare expenses, Provision of Gratuity, Staff welfare Expenses, Provision for Leave Encashment.

#### ◆ Finance Costs

Our finance costs mainly include lease liabilities, interest term loan, other finance cost.

#### ◆ Depreciation

Depreciation includes depreciation and amortization.

#### ◆ Other Expenses

It includes Office Repairs and Lease Rentals, Repairs and Maintenance – Machinery, Building, Insurance, Telephone and Internet Expenses, AMC, Advertisement & Exhibition Exp.

## RESULTS OF OUR OPERATION

(Amount in Lakhs)

Particulars	For the period ended March 31,			
	September 30,2023	2023	2022	2021
I. Revenue from Operations	21276.36	19468.01	16556.14	14853.26
As a % of Total Income	99.84%	99.37%	98.23%	99.20%
%Increase/(Decrease)	9.29%	17.59%	11.46%	
II. Other Income	34.36	124.06	297.48	119.70
As a % of Total Income	0.16%	0.63%	1.77%	0.80%
%Increase/(Decrease)	-72.30%	-58.30%	148.53%	
<b>III Total Income (I+II)</b>	<b>21310.72</b>	<b>19592.07</b>	<b>16853.62</b>	<b>14972.96</b>
Variance	1718.65	2738.46	1880.66	
Variance %	8.77%	16.25%	12.56%	
IV Expenses:				
Cost of Materials Consumed &	16380.54	16182.30	13423.74	11259.32
As a % of Total Income	76.87%	82.60%	79.65%	75.20%
%Increase/(Decrease)	1.23%	20.55%	19.22%	
Purchase of Traded Goods	1815.69	2328.12	1687.04	1047.91
As a % of Total Income	8.52%	11.88%	10.01%	7.00%
%Increase/(Decrease)	-22.01%	38.00%	60.99%	
Employee Benefit Expenses	592.66	779.41	789.04	754.52
As a % of Total Income	2.78%	3.98%	4.68%	5.04%
%Increase/(Decrease)	-23.96%	-1.22%	4.57%	
Finance Costs	334.81	535.13	398.84	431.42
As a % of Total Income	1.57%	2.73%	2.37%	2.88%
%Increase/(Decrease)	-37.43%	34.17%	-7.55%	
Depreciation and Amortization	121.83	205.06	261.18	232.16
As a % of Total Income	0.57%	1.05%	1.55%	1.55%
%Increase/(Decrease)	-40.59%	-21.49%	12.50%	
Other Expenses	691.37	693.65	696.28	831.52
As a % of Total Income	3.24%	3.54%	4.13%	5.55%
%Increase/(Decrease)	-0.33%	-0.38%	-16.26%	
<b>Total Expenses</b>	<b>20314.42</b>	<b>19062.56</b>	<b>16815.72</b>	<b>14629.04</b>
As a % of Total Income	95.32%	97.30%	99.78%	97.70%
%Increase/(Decrease)	6.57%	13.36%	14.95%	
<b>EBITDA</b>	<b>1460.89</b>	<b>1270.02</b>	<b>692.45</b>	<b>1013.49</b>
% Of Total Revenue	6.86%	6.48%	4.11%	6.77%
Variance	15%	83%	-32%	
<b>EBIT</b>	<b>1339.06</b>	<b>1064.96</b>	<b>431.27</b>	<b>781.33</b>
% Of Total Revenue	6.28%	5.44%	2.56%	5.22%
% Increase/(Decrease)	25.74%	146.93%	-44.80%	
<b>X. Profit before Tax (VII-VIII)</b>	<b>1004.25</b>	<b>529.83</b>	<b>32.43</b>	<b>349.92</b>
As a % of Total Income	4.71%	2.70%	0.19%	2.34%
%Increase/(Decrease)	89.54%	1533.65%	-90.73%	
XI. Tax Expenses:				
(I) Current Tax	253.7	147.51	47.69	96.42
(II) Deferred Tax	-9.37	3.70	-35.33	-62.66
<b>Total Expense</b>	<b>244.33</b>	<b>151.21</b>	<b>12.36</b>	<b>33.76</b>
% Of Total Revenue	1.15%	0.77%	0.07%	0.23%
<b>Profit for the year</b>	<b>760.58</b>	<b>378.58</b>	<b>19.42</b>	<b>315.23</b>
As a % of Total Income	3.57%	1.93%	0.12%	2.11%
%Increase/(Decrease)	100.90%	1849.59%	-93.84%	

### REVIEW OF OPERATIONS FOR THE PERIOD ENDED SEPTEMBER 31, 2023

#### Income

Our total revenue from operations for the period ended September 30, 2023 was Rs. 21310.72 Lakha which is 100.00% of the total revenue due to Sale of product and services

## **Expenditure**

Total Expenditure for the period ended September 30, 2023 was Rs 20314.42 Lakhs which was about 95.32% of the total revenue and which includes cost or material, Purchase of Traded Goods, Employee Benefit Expenses, financial cost, other expenses.

### **Cost of Material consumed**

Our cost of material for the period ended September 30, 2023 was Rs 16380.54 Lakhs which was about 76.87% of the total revenue.

### **Purchase of Traded Goods**

Purchase of Traded Goods for the period ended September 30, 2023 was Rs 1815.69 Lakhs which was about 8.52% of the total revenue.

### **Employee Benefit Expense**

Our employee benefits expenses for the period ended September 30, 2023 were Rs. 592.66 Lakhs which was about 2.78% of the total revenue and which include salaries and wages, bonus, Contributions to Provident and Other Funds, Provision for Gratuity, Provision for Leave Encashment, Staff Welfare Expenses, Director Remuneration.

### **Profit before Interest, Depreciation and Tax**

Profit / Loss before Interest, Depreciation and Tax for the period ended September 30, 2023 were Rs. 1460.89 Lakhs which was about 6.86% of the total revenue.

### **Finance Costs**

Our Financial costs for the period ended September 30, 2023 were Rs. 334.81 Lakhs which was about 1.57% of the total revenue and include Interest paid to Banks & Financial Institutions, Interest on Delay in Payments to MSME, Bank Charges

### **Depreciation and Amortization Expense**

Depreciation for the period ended September 30, 2023 were Rs. 121.83 Lakhs which was about 0.57% of the total revenue and which consists of depreciation and amortization.

### **Other Expenses**

Our other expenses for the period ended September 30, 2023 were Rs. 691.37 Lakhs which was about 3.24% of the total revenue and which includes Rent (Office) including Lease Rentals, Repairs and Maintenance – Machinery, Building, Insurance, Telephone and Internet Expenses, AMC, Advertisement & Exhibition Exp.

### **Net Profit after Tax and Extraordinary items**

Net Profit after Tax and Extraordinary items for the period ended September 30, 2023 were Rs. 760.58 Lakhs which was about 3.57% of the total revenue.

## **FISCAL YEAR ENDED MARCH 31, 2023 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2022**

### **Income**

Total revenue has increased by ₹ 2738.46 Lakhs and 16.25% from ₹ 16853.62 Lakhs in the fiscal year ended March 31, 2022 to ₹ 19592.07 Lakhs in the fiscal year ended March 31, 2023. The increase in revenue is on account of increase in Sale of product and other income.

## **Expenditure**

Total Expenditure increased by ₹ 2246.84 Lakhs and 13.36%, from ₹ 16815.72 Lakhs in the fiscal year ended March 31, 2022 to ₹ 19062.56 Lakhs in the fiscal year ended March 31, 2023. Overall expenditure was increased mainly due to increase in the cost of material Consumed, Purchase of Traded Goods, finance cost, Employee Benefit Expense and other expenses.

### **Cost of Material consumed**

Our cost of material consumed increased by ₹ 2758.56 Lakhs and 20.55% from ₹ 13423.74 Lakhs in the fiscal year ended March 31, 2022 to ₹ 16182.30 Lakhs in the fiscal year ended March 31, 2023. Overall purchase of stock increased due to increase sales.

### **Employee Benefit Expense**

Employee Benefit Expenses decreased by ₹ -9.64 Lakhs and -1.22% from ₹ 789.04 Lakhs in the fiscal year ended March 31, 2022 to ₹ 779.41 Lakhs in the fiscal year ended March 31, 2023. Overall employee cost was decreased due to salaries and wages, Provision for Gratuity, Staff Welfare Expenses.

### **Profit before Interest, Depreciation and Tax**

Profit / Loss before Interest, Depreciation and Tax has increased by ₹ 577.57 Lakhs and 83% from ₹ 692.45 Lakhs in the fiscal year ended March 31, 2022 to Profit of ₹ 1270.02 Lakhs in the fiscal year ended March 31, 2023. Profit before Interest, Depreciation and Tax was increased due to increase in revenue from operations and increase in profit margins.

### **Finance Costs**

Our finance costs increased by ₹ 136.29 Lakhs and 34.17% from ₹ 398.84 Lakhs in the fiscal year ended March 31, 2022 to ₹ 535.13 Lakhs in the fiscal year ended March 31, 2023. The increase was mainly on account of Interest paid to Banks & Financial Institutions, Interest on Delay in Payments to MSME, Bank Charges.

### **Depreciation and Amortization Expense**

Depreciation in terms of value decreased by ₹ -56.12 Lakhs and -21.49% from ₹ 261.18 Lakhs in the fiscal year ended March 31, 2022 to ₹ 205.06 Lakhs in the fiscal year ended March 31, 2023. decreased in depreciation is due to decreased in deprecation expense.

### **Other Expenses**

Other Expense was decreased by ₹ -2.64 Lakhs and -0.38% from ₹ 696.28 Lakhs in the fiscal year ended March 31, 2022 to ₹ 693.65 Lakhs in the fiscal year ended March 31, 2023. Other Expense was decreased due to Lease Rentals, Repairs and Maintenance – Machinery, Building, Insurance, Telephone and Internet Expenses, AMC, Advertisement & Exhibition Exp, Electricity and water.

### **Net Profit after Tax and Extraordinary items**

Net Profit has increased by ₹ 359.16 Lakhs and 1849.59% from 19.42 Lakhs in the fiscal year ended March 31, 2022 to profit of ₹ 378.58 Lakhs in the fiscal year ended March 31, 2023. Net profit was increased due to increase in revenue from operations.

## **FISCAL YEAR ENDED MARCH 31, 2022 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2021**

### **Income**

Total revenue has increased by ₹ 1880.66 Lakhs and 12.56% from ₹ 14972.96 Lakhs in the fiscal year ended March 31, 2021 to ₹ 16853.62 Lakhs in the fiscal year ended March 31, 2022. The increase in revenue is on account of increase in Sale of product and other income.

### **Expenditure**

Total Expenditure increased by ₹ 2186.68 Lakhs and 14.95%, from ₹ 14629.04 Lakhs in the fiscal year ended March 31, 2021 to ₹ 16815.72 Lakhs in the fiscal year ended March 31, 2022. Overall expenditure was increased mainly due to increase in the cost of material Consumed, Purchase of Traded Goods, finance cost, Employee Benefit Expense and other expenses.

### **Cost of Material consumed**

Our cost of material consumed increased by ₹ 2164.42 Lakhs and 19.22% from ₹ 11259.32 Lakhs the fiscal year ended March 31, 2021 to ₹ 13423.74 Lakhs in the fiscal year ended March 31, 2022. Overall purchase of stock increased due to increase sales

### **Employee Benefit Expense**

Employee Benefit Expenses increased by ₹ 34.52 Lakhs and 4.57% from ₹ 754.52 Lakhs in the fiscal year ended March 31, 2021 to ₹ 789.04 Lakhs in the fiscal year ended March 31, 2022. Overall employee cost was increased due to increase salaries and wages, bonus, Contribution to provident and other funds, Staff welfare expense.

### **Profit before Interest, Depreciation and Tax**

Profit / Loss before Interest, Depreciation and Tax has decreased by ₹ -321.04 Lakhs and -32% from ₹ 1013.49 Lakhs in the fiscal year ended March 31, 2021 to Profit of ₹ 692.45 Lakhs in the fiscal year ended March 31, 2022. Profit before Interest, Depreciation items and Tax was decrease due to increase in cost of material purchase and direct expense.

### **Finance Costs**

Our finance costs decreased by ₹ -32.57Lakhs and -7.55%from ₹ 431.42 Lakhs in the fiscal year ended March 31, 2021 to ₹ 398.84 Lakhs in the fiscal year ended March 31, 2022. The decreased was mainly on account of decreased of finance cost due to which decreased Interest paid to bank & Financial Institutional, Bank Charges.

### **Depreciation and Amortization Expense**

Depreciation in terms of value increased by ₹ 29.02 Lakhs and 12.50%from ₹ 232.16 Lakhs in the fiscal year ended March 31, 2021 to ₹ 261.18 Lakhs in the fiscal year ended March 31, 2022. Increase in depreciation is due to addition in the value of Tangible Assets.

### **Other Expenses**

Other Expense was decreased by ₹ -135.24 Lakhs and -16.26% from ₹ 831.52 Lakhs in the fiscal year ended March 31, 2021 to ₹ 696.28 Lakhs in the fiscal year ended March 31, 2022. Other Expense was decreased due to Lease Rentals, Repairs and Maintenance – Machinery, Building, Insurance, Telephone and Internet Expenses, AMC, Advertisement & Exhibition Exp, Conveyance & Travelling, Printing and Stationery etc.

### **Net Profit after Tax and Extraordinary items**

Net Profit has decreased by ₹ -295.81 Lakhs and -93.84%from ₹ 315.23 Lakhs in the fiscal year ended March 31, 2021 to profit of ₹ 19.42 Lakhs in the fiscal year ended March 31, 2022. Net profit was decreased due to increase in cost of material consumed and direct expense and purchase of traded goods.

### **INFORMATION REQUIRED AS PER ITEM (II) (C) (I) OF PART A OF SCHEDULE VI TO THE SEBI REGULATIONS:**

#### **1. Unusual or infrequent events or transactions**

Except as described in this Draft Red Herring Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

#### **2. Significant economic changes that materially affected or are likely to affect income from continuing operations**

Other than as described in the section titled “Risk Factors” beginning on page 25 of this Draft Red Herring Prospectus, to our knowledge there are no known significant economic changes that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

#### **3. Income and Sales on account of major product/main activities.**

Income and sales of our Company on account of manufacture of Solar Panel, and other.

#### **4. Whether the company has followed any unorthodox procedure for recording sales and revenues**



Our Company has not followed any unorthodox procedure for recording sales and revenues.

**5. Future changes in relationship between costs and revenues, in case of events such as future increase in employees or material costs or prices that will cause a material change are known**

Our Company's future costs and revenues can be impacted by an increase in employee costs as the Company looks to hire talent with new skills and capabilities for the solar industry who may be in short supply.

**6. Future relationship between Costs and Income**

Our Company's future costs and revenues will be determined by competition, demand/supply situation, Indian Government Policies, foreign exchange rates and interest rates quoted by banks & others.

**7. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices.**

Increases in our revenues are by and large linked to increases in the volume of business.

**8. Total turnover of each major industry segment in which the issuer company operates**

The Company is operating in Solar industry. Relevant industry data, as available, has been included in the chapter titled "Our Industry" beginning on page 122 of this Draft Red Herring Prospectus.

**9. Status of any publicly announced new products or business segments**

Our Company has not announced any new services and product and segment / scheme, other than disclosure in this Draft Red Herring Prospectus.

**10. The extent to which the business is seasonal**

Our Company's business is not seasonal. However, the business of the Company does depend on country's economy situation and inflation.

**11. Any significant dependence on a single or few suppliers or customers**

Our Company was significantly dependent on top 5 customers. For further details refer the chapter titled "Risk factor" and "Our Business" on page 25 and 122 of Draft Red Herring Prospectus.

**12. Competitive Conditions**

We do face normal competition from existing and potential competitors which is common for any business. We have, over a period of time, developed certain competitive strengths which have been discussed in section titled "Our Business" on page 122 of this Draft Red Herring Prospectus.

The Company is operating in Advertising Industry. Relevant industry data, as available, has been included in the chapter titled "Our Industry" beginning on page 122 of this Draft Red Hearing Prospectus.

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## CAPITALISATION STATEMENT

The following table sets forth our capitalisation as of March 31, 2023, derived from our Restated Consolidated Financial Statements. This table should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, “Financial Information” and “Risk Factors” on pages 282, 199 and 25 respectively:

### BASED ON RESTATED CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ‘Lakhs’)

Particulars	Pre-Offer	Post Offer
<b>Debt</b>		
Short Term Debt	3,925.85	[●]
Long Term Debt (A)	249.30	[●]
<b>Total Debt (B)</b>	<b>4175.15</b>	<b>[●]</b>
<b>Shareholders’ Fund (Equity)</b>		
Equity Share Capital	599.78	[●]
Reserves and Surplus	4,307.08	[●]
<b>Total Shareholders’ Fund (Equity) (C)</b>	<b>4,906.86</b>	<b>[●]</b>
<b>Long Term Debt / Equity {(A)/(C)}</b>	<b>0.05</b>	<b>[●]</b>
<b>Total Debt/Equity {(B)/(C)}</b>	<b>0.85</b>	<b>[●]</b>

Notes:

1. Short-term borrowings implies borrowings repayable within 12 months from the Balance Sheet date. Long-term borrowings are debts other than short-term borrowings and also includes the current maturities of long-term borrowings (included in other current liabilities).
2. The above ratios have been computed on the basis of the Restated Summary Statement of Assets and Liabilities of the Company
3. The above statement should be read with the Statement of Notes to the Restated Financial Information of the Company.

## STATEMENT OF FINANCIAL INDEBTEDNESS

In terms of the Articles of Association of the Company, the Board is authorized to accept deposits from members either in advance of calls or otherwise, and generally accept deposits, raise loans or borrow or secure the payment of any sum of moneys to be borrowed together with the moneys already borrowed including acceptance of deposits apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, exceeding the aggregate of the paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose) or upto such amount subject to members approval from time to time.

Our Company has obtained the necessary consents required under the relevant loan documentation with banks and financial institutions for undertaking activities, such as change in its capital structure, change in its shareholding pattern and change in promoter's shareholding which has a possible change in the management control of our Company.

As on March 31, 2023 our Company has outstanding amount of secured and unsecured borrowings from banks and financial institutions, bodies corporates and others, for further details refer chapter titled "Restated Financial Information" beginning on no. 216 of this Draft Red Herring Prospectus.

Brief summary of financial indebtedness of our company as at September 30, 2023:

(Rs. In Lakhs)

Nature of Borrowing Amount	Amount as on September 30, 2023
Secured Borrowings	4158.14
Unsecured Borrowings	17

### Details of Secured Borrowings

(Amount in Lakh)

Name of Lender	Nature of the Facility	Amount Sanctioned	Amount Outstanding as on March 31, 2023 as per books of account	Conditions
HDFC Bank Limited	Vehicle Loan	29.00	15.90	Term: Long Term Payable in: 60 Months Rate of Interest: 7.75%p.a. Interest Type: effective interest rate Security: Vehicle Purchased
HDFC Bank Limited	Vehicle Loan	7.19	4.00	Term: Long Term Payable in: 36 Months Rate of Interest: 7.50%p.a. Interest Type: effective interest rate Security: Vehicle Purchased
HDFC Bank Limited	Vehicle Loan	4.90	4.12	Term: Long Term Payable in: 36 Months Rate of Interest: 8.90%p.a. Interest Type: effective interest rate Security: Vehicle Purchased
Deutsche Bank AG	Business use	620.00	259.05	Term: Long Term Payable in: 60 Months Rate of Interest: 7.50%-8.95% p.a. Interest Type: effective interest rate Security: properties held in the names of Directors and / or their relatives.
HDFC Bank Limited	Working Capital Term Loan	400.00	214.63	Term: Long Term Payable in: 24 Months Rate of Interest: 9.50%p.a. Interest Type: effective interest rate Security: **
ICICI Bank Limited	Vehicle Loan	16.37	5.42	Term: Long Term Payable in: 36

				Months Rate of Interest: 7.65% p.a. Interest Type: effective interest rate Security: Vehicle Purchased
<b>HDFC Bank</b>	Working Capital Demand Loan	370.05	64.34	Term: Short Term Payable in: NA Rate of Interest: 9.07- 9.25% p.a. Interest Type: effective interest rate Security: **
<b>HDFC Bank</b>	Cash Credit Limit	1,800.00	1,683.70	Term: Short Term Payable in: NA Rate of Interest: 9.15% p.a. Interest Type: effective interest rate Security: **
<b>Deutsche BankAG</b>	Overdraft Facility	2,002.00	1,907.00	Term: Short Term Payable in: NA Rate of Interest: 9.95% p.a. Interest Type: effective interest rate Security: properties held in the name of Directors and / or their relatives, Stocks & receivables and personal guarantee of Directors Charge is duly created with ROC

**\*\* Facilites from HDFC Bank has been secured with Immovable Properties in the name of Directors under Equitable / Registered Mortgage, Immovable Properties in the name of Company under Equitable / Registered Mortgage, Stocks, Book Debts, Fixed Deposits, & Personal Guarantee of Directors.**

#### **Details of Unsecured Borrowings**

<b>Name of Lender</b>	<b>Nature of the Facility</b>	<b>Amount Sanctioned</b>	<b>Amount Outstanding as on March 31, 2023 as per books of account</b>	<b>Conditions</b>
From Intercompany	NA	NA	10.00	NA
From Directors	NA	NA	7.00	NA

***(This space left blank intentionally)***

**SECTION X - LEGAL AND OTHER INFORMATION**  
**OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS**

*Except, as stated in this section and mentioned elsewhere in this Draft Red Herring Prospectus there are no litigations including, but not limited to suits, criminal proceedings, civil proceedings, actions taken by regulatory or statutory authorities or legal proceedings, including those for economic offences, tax liabilities, show cause notice or legal notices pending against our Company, Directors, Promoters, Group Companies or against any other Company or Person(s) whose outcomes could have a material adverse effect on the business, operations or financial position of the Company and there are no proceedings initiated for economic, civil or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (a) of Part I of Schedule V of the Companies Act, 2013) other than unclaimed liabilities of our Company, and no disciplinary action has been taken by SEBI or any stock exchange against the Company, Directors, Promoters or Group Companies.*

**Except as disclosed below there are no:**

- a) litigation or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against our Promoters during the last five years;
- b) direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action;
- c) pending proceedings initiated against our Company for economic offences;
- d) default and non-payment of statutory dues by our Company;
- e) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous companies' law in the last five years against our Company, including fines imposed or compounding of offences done in those five years;
- f) material frauds committed against our Company in the last five years.
- g) Litigation pending against the company or against any other company in which directors are interested, whose outcome could have a materially adverse effect on the financial position of the company
- h) Pending litigation against the promoter/director in their personal capacities and also involving violation of statutory regulation or criminal offences.
- i) Pending proceeding initiated for economic offences against the director, Promoter, companies and firms promoted by the promoters.
- j) Outstanding litigation, defaults etc. pertaining to matters likely to affect the operations and finances of the company including disputed tax liability or prosecution under any enactment.

**Pursuant to SEBI ICDR Regulations, all other pending litigations except criminal proceedings, statutory or regulatory actions and taxation matters involving our Company, Promoters, Directors and Group Companies/entities, would be considered material for the purposes of disclosure if:**

- a) the monetary amount of the claim made by or against the Company and Directors in any such pending litigation is equal to or in excess of 10% of the consolidated revenue of the Company or 25% of the profits before tax of the Company (whichever is lower) as per the last audited financial statements of the Company for a complete financial year, as included in the Offer Documents; or
- b) where the decision in one case is likely to affect the decision in similar cases, even though the amount involved in an individual litigation does not exceed the amount determined as per clause (a) above, and the amount involved in all of such cases taken together exceeds the amount determined as per clause (a) above; and
- c) any such litigation which does not meet the criteria set out in (a) above and an adverse outcome in which

would materially and adversely affect the operations or financial position of the Company.

**Accordingly, we have disclosed all outstanding litigations involving our Company, Promoters, Directors and Group Companies which are considered to be material. In case of pending civil litigation proceedings where in the monetary amount involved is not quantifiable, such litigation has been considered material only in the event that the outcome of such litigation has an adverse effect on the operations or performance of our Company. Unless otherwise stated to contrary, the information provided is as of date of this Draft Red Herring Prospectus.**

## I. Litigations Involving Our Company

### A. Against Our Company:

- Civil Cases: NIL
- Criminal Cases: NIL
- Tax Proceeding: 4

#### Outstanding Litigation on Tax

Case No.	Court	Case type	Section Involved	Amount Involved	Petitioner	Respondent	Fact of the Case	Status of Litigation
132/2023	Delhi High Court	Crl.Revision Petition - CRLR	Section 276C(2) of the Income Tax Act	Rs. 2,61,59,506	Deputy Comm. of Income Tax	Alpex Exports Pvt. Ltd. & Ors.	The Issuer Company filed its return of income for Assessment Year 2015-16 on 30.09.2015 disclosing total income of Rs.8,69,95,780/- on which tax of Rs.3,11,63,525/- was due, however, only Rs.48,37,959/- was paid (TDS of Rs. 15,87,959/- and self-assessment tax of Rs. 32,50,000/-). Balance amount of Rs. 2,61,59,506/- was not paid by the Issuer Company. A Complaint was filed by the Income tax department vide case no. 5516/2019 before the trial court against Issuer Company and its promoters. It was adumbrated by the complainant that despite having adequate liquidity and assets, the company deliberately did not pay the income tax in time and it paid the income tax in installments till 16.03.2017 i.e. upto 1 ½ year later from the date of filing of ITR. This revised petition is filed by the Income tax department against the impugned order dated 06.10.2022 passed by the learned Trial Court in CC No.5516/2019 in favor of respondents, whereby the respondents were discharged for the offence under Section 276C(2) of the Income Tax Act. It was opined by the trial court that the question of wilful attempt to	As per the last order dated 14.09.2023, Reply on behalf of the respondents has been filed and the Learned counsel for the petitioner seeks time to file rejoinder thereto. <b>The matter is listed for 28.11.2023.</b>

						evade does not even arise as the entire tax and interest had been paid voluntarily by the issuer company and there is no positive act or movement which shows conscious attempt to evade payment of taxes. The trial court aligned itself with the view expressed in Bhushan Kumar and Anr v. State (NCT of Delhi) and Anr and accordingly, all the accused are discharged as no case is made out against them. Being aggrieved by the order of trial court, the Petitioner had filed a revision petition before Delhi High Court. Notices were issued and the Respondents had accepted notice to file response.	
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Demand Notice:

Assessment Year	Details of processing of ITR	Demand Reference Number	Outstanding demand (in Rupees)	Facts of the Case	Current Status
2017-18	During the Processing of Return by the Income Tax department, a Notice u/s 148 was received by the Issuer Company	20232017370 01360061C	Rs.1,09,02,700/-	A Notice u/s 148 of I.T. Act was issued on 30.06.2021 regarding why reassessment u/s 147 of the I.T. Act shall not be made for income for the relevant year has escaped assessment, and was given an opportunity to file its response. The Issuer company filed its response dated 08.06.2022 Challenging the validity of notice u/s 148 dated 30.06.2021 issued and fresh notice u/s 148A(b) pursuant to Apex Court's order. Thereafter an order u/s 148A (d) was passed accordingly on 29/07/2022. and proceedings u/s 147 of the Act was initiated and notice u/s.148 was issued as per Act.	An Assessment order was passed on 29 <sup>th</sup> May, 2023 and an income of Rs. 6,68,92,910/- is assessed u/s. 147/143(3) read with section 144B of the Income Tax Act, 1961, Demand is payable as per order and Interest applicable as per law is charged. Also, Penalty proceedings u/s. 271AAC(1) of the IT Act, is initiated separately. Notice for Penalty under section 274 read with section 271AAC(1) of the Income-tax Act,1961 was issued on 29 <sup>th</sup> May, 2023. As per the representation received from the management, an appeal has been filed by the Issuer Company against the said assessment order.
2016-17	During the Processing of Return by	20232016370	Rs. 2,35,740/-	A notice u/s 143(2) of the Income Tax act	Vide the Assessment Order ITBA/AST/S/143(3)/201819/1014134606(1



	the Income Tax department, a Notice u/s 147 was received by the Issuer Company on 31 <sup>st</sup> May, 2023	01298041C		dated 07.09.2017 was issued and duly served upon the assessee in time. Later on notice u/s 142(1) was also issued to the assessee for filing of details and evidences. In response to statutory notices issued, the assessee company filed details and information electronically, which have been examined and placed on record	) dated 09/12/2018, the Income Tax department has Assessed at an income of 2,32,06,750/-. Demand is payable as per order and Interest applicable as per law is charged.
2010-11	During the Processing of Return by the Income Tax department, a Notice u/s 154 of the Income Tax Act, 1961 was received by the Issuer Company on 15 <sup>th</sup> August, 2013	20132010100 05702764C	Rs. 17,36,100/-	A demand notice was issued under section 154 of the Income Tax, 1961 for payment of Outstanding demand of Rs. 23,14,870/-	Response was submitted by the Issuer Company under the category of disagree with the demand. As per Current calculation, a total amount of Rs. 17,36,100/- is yet to be paid by the Issuer Company

- Statutory/Regulatory Proceeding: NIL
- Other Pending Litigation:3

Case No.	Court	Case type	Section Involved	Amount Involved	Petitioner	Respondent	Fact of the Case	Status of Litigation
19510/2019	Chief Metropolitan Magistrate, New Delhi, PHC	Complaint Case	22(A) of Minimum Wages Act	Not-Quantifiable Till Date	MW	Alpex Exports Private Limited	An application has been filed by the Petitioner against the Issuer Company on 30-01-2019. The petitioner alleged that her employment was abruptly terminated by the Company on 27.07.2018 and the company withheld her dues pertaining to i) Leave ii) Gratuity amount iii) compensation for overtime. The Court had taken the cognizance and the First hearing in the case was held before the Metropolitan Magistrate on 02-02-2021. Various hearings were held in the matter till now wherein parties made arguments	As per the last order dated 16.09.2023, None of the parties were present and the matter is adjourned for the next date of hearing i.e. 22 March 2024
2255/2019	766- Presiding Officer -	L I R – Labour/Industrial	10C of Industrial Disputes	Not-Quantifiable Till Date	Devhuti Chauhan	M/S Alpex Exports Pvt. Ltd.	The petitioner had been working with the Issuer Company since 21.09.1998 and was illegally terminated from the position of	As per representation received from Management, the Issuer Company had paid an amount of Rs.94,082 vide cheque bearing

	Labour Court, Rouse Avenue Court Complex, New Delhi	Tribunal referred matter	Act, 1947				senior store incharge on 29/08/2017 without prior notice, without notice/charge sheet and without any internal inquiry action. It was submitted by the petitioner that the company had not provided Appointment Letter since joining. Later, the Petitioner had issued a demand letter on 07/09/2018 with regard to joining the service but no satisfactory reply was received by Petitioner, rather wrong facts were presented in the reply and no outstanding dues were paid. It is prayed by the Petitioner to cancel the termination order and to reinstate her in old service with same salary and perks. Also to pay dispute expenses incurred with 18% interest.	no.022178 as a full and final settlement to the employee and the same has been acknowledged by the Respondent vide email dated 23.10.2017 and further gratuity is demanded.  Vide order dated 12.01.2023, the matter was transferred to mediation for settlement since, there exists element of settlement.  The matter is pending before Mediation Centre, Rouse Avenue District Court, New Delhi and the matter is listed for hearing on 21.12.2023 and it was directed to file M.E. Affidavit of management's witness and advance copy of the same be supplied to AR of the claimant/ petitioner.
209/2019	District Forum Consumer Protection, Hanumangarh, Sangam	Complaint Case	Under Section 13(1) of Consumer Protection Act, 1986	INR 5,10,049	Kaushalya Devi	Alpex Exports Private Ltd	The Petitioner Kaushalya Devi purchased solar panels and pumps of INR 5,10,049 under the government schemes. The solar panels and pump were purchased to irrigate the crops but the panels catch fire due to that customer filed case against the company for the loss. The Complaint filed before the District Consumer Forum.	A notice has been issued dated 22.08.2019 by the District forum to appear before the court on the day and date mentioned above and to bring all such documents in support of defense. The matter is sub judice and still pending.

#### B. By Our Company:

- Civil Cases: NIL
- Criminal Cases: NIL
- Tax Proceeding: NIL
- Statutory/Regulatory Proceeding: NIL

#### II. Litigations Involving Our Promoters/Directors

##### A. Against our Promoters/Director

- Civil Cases: NIL
- Criminal Cases: NIL
- Tax Proceeding: 6

**Outstanding Demand(s):**

<b>Ashwani Sehgal</b>				
<b>Assess-ment Year</b>	<b>Date on which Demand is raised</b>	<b>Demand Reference No. and Section Code of Income Tax Act, 1961</b>	<b>Outstanding demand (in Rs.)</b>	<b>Status</b>
2018-2019	21 <sup>st</sup> August 2019	ITBA/AST/S/143(2)/2018-19/1011676955(1) under section 143(2)	Rs. 99,462/-	response to such notice, no submissions have been made by the Assesses, Mr. Ashwani Sehgal.
2013-14	17 <sup>th</sup> March, 2015	2014201337066429655T Section Code: 143(1)(a)	Rs. 16,63,658/-	Response in this regard has been submitted and current status is pending for payment.
2010-11	22 <sup>nd</sup> December, 2010	2010201037014673140T Section Code: 143(1)(a)	Rs. 13,19,647/-	Response in this regard has been submitted and current status is pending for payment.
<b>Monica Sehgal</b>				
<b>Assess-ment Year</b>	<b>Date on which Demand is raised</b>	<b>Demand Reference No. and Section Code of Income Tax Act, 1961</b>	<b>Outstanding demand (in Rs.)</b>	<b>Status</b>
2019-20	26 <sup>th</sup> February, 2020	2019201937115181996T Section Code: 143(1)(a)	Rs. 1,22,560/-	No response has been submitted and current status is pending for payment.
2011-12	14 <sup>th</sup> February, 2013	2012201137029408961T	Rs. 10,26,640/-	Response as disagreeing with the demand has been submitted and current status is pending for payment.
2009-10	09 <sup>th</sup> March, 2011	2010200910049793554T Section Code: 143(1)(a)	Rs. 20,15,612/-	Response as disagreeing with the demand has been submitted and current status is pending for payment.

- Statutory/Regulatory Proceeding: NIL

- Disciplinary action by SEBI or Stock Exchange against our Promoter: NIL

**B. By our Promoters/Director**

- Civil Cases: NIL
- Criminal Cases: NIL
- Tax Proceeding: NIL
- Statutory/Regulatory Proceeding: NIL

**III. Litigations Involving our Promoter Group**

**A. Against our Promoter Group**

- Civil Cases: NIL
- Criminal Cases: NIL
- Tax Proceeding: NIL
- Statutory/Regulatory Proceeding: NIL

**B. By our Promoter Group**

- Civil Cases: NIL
- Criminal Cases: NIL
- Tax Proceeding: NIL
- Statutory/Regulatory Proceeding: NIL

**IV. Litigations Involving Our Group entities**

**A. Against Our Group Entities**

- Civil Cases: NIL
- Criminal Cases: NIL
- Tax Proceeding: NIL
- Statutory/Regulatory Proceeding: NIL

**B. By our Group Entities:**

- Civil Cases: 2

Case No.	Court	Case type	Case Details	Amount Involved	Petitioner	Respondent	Fact of the Case	Status of Litigation
935/2022	CS SCJ - Civil Suit For Civil Judge	CS SCJ	Suit for Recovery of Money	Rs 2,17,925.94/	Alpex Exim Private Limited	Knit Crafts Apparels	The Defendant had business dealings with the Company and was placing orders with the Plaintiff against which the plaintiff was supplying goods as and when demanded. The Company maintained regular accounts of defendant in their books and as per statement of accounts, the defendant is liable to pay a sum of Rs. 1,84,683/- as on 12.07.2021. The Company demanded the outstanding dues from the defendant but no positive response was received from defendant. The company issued a legal notice through its counsel on 13.07.2022. The Notice was duly served but no reply was received. Later, the Company has filed a suit on 27.08.2022 for recovery of money from the defendant for an amount of Rs. 2,17,000/- alongwith interest.	As per the last order dated 18.07.2023, It was submitted on behalf of Company that the copy of Written statement filed by the defendant has not been received. The Company is yet to file its reply on said written statement. <b>Next date of hearing is 21<sup>st</sup> December, 2023</b>
564/2022	District and Sessions Judge, South , Saket	CS DJ - Civil Suit For DJ ADJ	Suit for Recovery of Money	16,19,775/-	Alpex Exim Pvt. Ltd.- Through Authorized	Orient Crafts Sweaters Ltd., Through Its Director, Shri	The Defendant had business dealings with the Company and was placing orders with the Plaintiff against which	As per the order dated 27 <sup>th</sup> March, 2023, it has admittedly come on record that the transaction between the parties was a commercial transaction, hence, the suit stands rejected and

					Representative Shri Ravi Kumar Chauhan	Sudhir Dhingra	the plaintiff was supplying goods as and when demanded. The Company maintained regular accounts of defendant in their books and as per statement of accounts, the defendant is liable to pay a sum of Rs. 16,19,775/-. The Company demanded the outstanding dues from the defendant but no positive response was received from defendant. The company issued a legal notice and the Notice was duly served but no reply was received. Later, the Company has filed a suit on for recovery of money from the defendant for said amount.	Counsel for the plaintiff sought liberty to file a fresh suit as per law. The Case is disposed off. An application for pre-institution mediation was made on 27.03.2023 by the Plaintiff. Two dates were scheduled for appearance of defendant i.e. 12.04.2023 and 01.05.2023 but the defendant did not appear. Hence, the process of mediation is treated as Non-starter vide the Non-Starter report dated 09.05.2023
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• Criminal Case: 1

Case No.	Court	Case type	Sections Involved	Amount Involved	Petitioner	Respondent	Fact of the Case	Status of Litigation
6629/2022	Chief Metropolitan Magistrate, South, Saket	Complaint Case	Under Section 138 of NI Act, 1881	Rs.54,795	Alpex Exim Private Limited	NP Knits	The Respondent, being proprietorship firm, had business dealings with the Company and were placing orders with the company (petitioner) against which the goods were being supplied by the Company. That as per the books maintained by the Company, the Respondent is liable to pay a sum of Rs. 54,795/- as on 18.07.2022. The Respondent issued a cheque bearing no. 061245 dated 18.07.2022. The Company	The Company was directed to file Process Fee form for summoning of defendants and as per last order dated 17.10.2023, an amount of RS. 1000 imposed on company for not complying the order and directed to filed Process Form. <b>The next date of hearing is 06.02.2024</b>

							presented the cheque for encashment and the same was returned unpaid by the bankers with remarks "insufficient funds". A legal demand notice dated 06.09.2022 was issued by the Company. Despite the notice, the respondent has failed to make the payment. Later, the Company filed a complaint against the respondent on 10 <sup>th</sup> October, 2022 under NI Act, 1881 for dishonor of said cheque and non-receipt of amount due	
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- Tax Proceeding: NIL
- Statutory/Regulatory Proceeding: NIL

## V. Litigations Involving Our Subsidiaries

### C. Against Our Subsidiaries

- Civil Cases: NIL
- Criminal Cases: NIL
- Tax Proceeding: NIL
- Statutory/Regulatory Proceeding: NIL

### D. By our Subsidiaries:

- Civil Cases: NIL
- Criminal Cases: NIL
- Tax Proceeding: NIL
- Statutory/Regulatory Proceeding: NIL

## V. Other litigations involving any other entities which may have a material adverse effect on the Company

There is no outstanding litigation, suits, criminal or civil prosecutions, statutory or legal proceedings including those for economic offences, tax liabilities, prosecution under any enactment in respect of the Companies Act, show cause notices or legal notices pending against our company whose outcome could affect the operation or finances of our company or have a material adverse effect on the position of the company.

## VI. Details of the past penalties imposed on our Company / Directors

As of the date of the report, there are no cases in the last five years in which penalties have been imposed on the Company or the Directors of the Company - NIL as per information provided by the Management.

## VII. Outstanding dues to Creditors

As per the materiality policy of the Company for disclosing outstanding amounts to creditors. Based on the same, as on March 31, our Company had outstanding dues to creditors as follows:

*(Amount in Lakh)*

Particulars	Sep 30,2023	March 31,2023	March 31,2022	March 31,2021
<b>Trade Payables</b>	-	-	-	-
Micro, Small and Medium Enterprises*	645.89	167.76	69.73	70.82
Others*	3197.15	2154.24	2034.75	2105.94
<b>Total</b>	<b>3,843.04</b>	<b>2322.00</b>	<b>2,104.48</b>	<b>2176.76</b>

\* The details pertaining to Outstanding dues to the material creditors, along with names and amounts involved for each such material creditors are available on the website of our company at [www.alpexsolar.com](http://www.alpexsolar.com)

## VIII. Material developments occurring after last balance sheet date, that is March 31, 2023.

Except as disclosed in the section titled "Management 's Discussion and Analysis of Financial Condition and Results of Operations" of our Company beginning on page number 282 there have been no material developments that have occurred after the last Balance sheet date.

We certify that except as stated herein above:

1. The Company, its Promoter, and other Companies with which Promoter are associated have neither been suspended by SEBI nor has any disciplinary action been taken by SEBI.



2. There is no material regulatory or disciplinary action by a Stock Exchange or Regulatory Authority in the past years in respect of the Promoter of the Company, group company's entities, entities promoted by the Promoter of the Company.
3. Further, none of the Directors of the Company has been charge sheeted with serious crimes like murder, rape, forgery, economic offenses, etc.
4. There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, Financial Institutions by the Company, Promoter, group entities, companies promoted by the Promoter during the past three years.
5. There are no cases of litigation pending against the Company or against any other Company in which Directors are interested, whose outcome could have a materially adverse effect on the financial position of the Company.
6. There is no pending litigation against the Promoter/ Directors in their capacities and also involving the violation of statutory regulations or criminal offenses.
7. There are no pending proceedings initiated for economic offenses against the Directors Promoter, Companies, and Firms promoted by the Promoter.
8. There is no outstanding litigation, defaults, etc. pertaining to matters likely to affect the operations and finances of the Company including disputed tax liability or prosecution under any enactment.
9. There are no litigations against the Promoter / Directors in their personal capacity.
10. There are no criminal cases filed or any investigation being undertaken concerning the alleged commission of any offense by any of the Directors. Further. none of the Directors has been charge-sheeted with serious crimes like murder, rape, forgery, economic offenses, etc.
11. The issue is in compliance with applicable provision of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018.
12. Neither the Company nor any of its promoters or directors is a willful defaulter.

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## GOVERNMENT AND OTHER APPROVALS

*In view of the licenses / permissions / approvals / no-objections / certifications / registrations, (collectively "Authorisations") listed below, our Company can undertake this Issue and our current business activities and to the best of our knowledge, no further approvals from any governmental or regulatory authority or any other entity are required to undertake this Issue or continue our business activities. Unless otherwise stated, these approvals are all valid as of the date of this Draft Red Herring Prospectus. It must be distinctly understood that, in granting these approvals, the GoI, the RBI or any other authority does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. For further details in connection with the regulatory and legal framework within which we operate, please refer to the chapter titled "Key Industry Regulation and Policies" beginning on page 153 of the Draft Red Herring Prospectus.*

### CORPORATE APPROVALS FOR THIS ISSUE

The Board of Directors have, pursuant to resolutions passed at its meeting held on October 27, 2023 has approved the Issue, subject to the approval by the Shareholders of the Company under Section 62(1)(c) of the Companies Act 2013.

The Issue of Equity Shares has been authorized by a special resolution adopted pursuant to section 62(1)(c) of the Companies Act 2013, at an Extra ordinary General Meeting held on October 27, 2023.

Board of Directors has, pursuant to a resolution dated November 24, 2023 and [●] authorized our Company to take necessary action for filing the Draft Red Herring Prospectus and Red Herring Prospectus respectively with NSE Emerge.

### IN- PRINCIPAL APPROVAL

**The Company has obtained approval from NSE vide its letter dated [●] to use the name of NSE in this Offerdocument for listing of Equity Shares on SME Platform of NSE. NSE is the Designated Stock Exchange.**

### AGREEMENTS WITH NSDL AND CDSL

The Company has entered into an agreement dated October 26, 2023 with the Central Depository Services (India) Limited (CDSL), and the Registrar and Share Transfer Agent, who, in this case, is Skyline Services Private Limited, for the dematerialization of its shares.

The Company has also entered into an agreement dated September 06, 2023 with the National Securities Depository Limited (NSDL), and the Registrar and Share Transfer Agent, who, in this case, is Skyline Services Private Limited, for the dematerialization of its shares.

The Company's International Securities Identification Number (ISIN) is INE0R4701017.

### REGISTRATION UNDER THE COMPANIES ACT, 1956/2013

S.N.	Nature of Registration/ License	CIN/Registration No.	Issuing Authority	Date of Issue	Valid up to
1.	Certificate of Incorporation in the name of — "Alpex Exports Private Limited"	Registration Number -53- 13657	Registrar of Companies, Punjab, H.P. & Chandigarh	August 27, 1993	Perpetual
2.	Certificate of Incorporation pursuant to change of registered office address	U51909DL1993PTC171352	Registrar of Companies, NCT of Delhi & Haryana	December 12, 2007	Perpetual

3.	Certificate of Incorporation of the Special Resolution Confirming Alteration of Object Clause(s)	U51909DL1993PTC171352	Registrar of Companies, NCT of Delhi & and Haryana	February 27, 2008	Perpetual
4.	Name of our company change from "Alpex Exports Private Limited" to "Alpex Solar Private Limited"	U51909DL1993PTC171352	Registrar of Companies, Delhi	September 17, 2017	Perpetual
5.	Fresh Certificate of Incorporation for conversion from Private to Public company in the name of "Alpex Solar Limited"	U51909DL1993PLC171352	Registrar of Companies, Delhi	September 01, 2023	Perpetual
6.	Certificate of Incorporation of the Special Resolution Confirming Alteration of Object Clause(s)	U51909DL1993PLC171352	Registrar of Companies, Delhi	November 03, 2023	Perpetual

### **TAX RELATED AUTHORISATIONS**

S.N.	Nature of Registration/ License	Registration No./Reference No./License No	Issuing Authority	Date of Issue	Validity
1.	Permanent Account Number (PAN)	AABCA0842N	Income Tax Department, (Government of India)	27/08/1993	Perpetual
2.	Tax Deduction Account Number (TAN)	DELA06279A	Income Tax Department, (Government of India)	27/08/1993	Perpetual
3.	Professional Tax under sub-section (1) of section 5 of the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975	27900365822P*	Maharashtra Sales Tax Department, (Government of Maharashtra)	22/11/2023	Perpetual

\*Professional Certificate issued in the name of M/S Alpex Exports Private Limited.

### **GST CERTIFICATES**

S.N.	Authorization granted	Registration No. / Reference No./ License No.	Issuing Authority	Date of Issue	Validity
1.	GST Registration Certificate (Delhi)	07AABCA0842N1ZQ	Superintendent, Central Board of Indirect Taxes	27/09/2023	Perpetual
2.	GST Registration Certificate (Uttar Pradesh)	09AABCA0842N1ZM	Superintendent, Central Board of Indirect Taxes	26/09/2023	Perpetual
3.	GST Registration Certificate (Haryana)	06AABCA0842N2ZR	Excise and Taxation Officer,	09/10/2023	Perpetual

			Haryana Goods & Services Tax, 2017		
4.	GST Registration Certificate (Rajasthan)	08AABCA0842N1ZO	Superintendent, Central Board of Indirect Taxes	03/10/2023	Perpetual
5.	GST Registration Certificate (Ludhiana)	03AABCA0842N1ZY	Superintendent, Central Board of Indirect Taxes	26/09/2023	Perpetual
6.	GST Registration Certificate (Maharashtra)	27AABCA0842N1ZO	State Tax Officer, Maharashtra Goods & Services Tax Act, 2017	04/10/2023	Perpetual
7.	GST Registration Certificate (Chhattisgarh)	22AABCA0842N1ZY	Asst. Commissioner of State Tax, Chhattisgarh Goods & Services Act, 2017	20/10/2023	Perpetual
8.	GST Registration Certificate (Tamil Nadu)	33AABCA0842N1ZV	Asst. Commissioner, Tamil Nadu Goods and Services Act, 2017	02/11/2023	Perpetual
9.	GST Registration Certificate (Himachal Pradesh)	02AABCA0842N1ZO	Asst. Commissioner, State Taxes and Excise, Himachal Pradesh Goods & Services Tax Act, 2017	18/09/2023	Perpetual

#### **BUSINESS RELATED CERTIFICATIONS\***

S.N.	Description	Registration No. / Reference No. / License No.	Issuing Authority	Date of Issue	Valid Upto
1.	Importer-Exporter Code	2293000877	Directorate General of Foreign Trade, Ministry of Commerce and Industry, GoI	29/03/2001	Perpetual
2.	Registration under Micro Small and Medium Enterprises Development Act, 2006	UDYAM-UP-28-0003974	Ministry of Micro, Small and Medium Enterprises, GoI	17/09/2020	Perpetual
3.	Udyog Aadhar Registration Certificate	UP28C0007412	Ministry of Micro, Small and Medium Enterprises, GoI	01/10/2019	Perpetual

4.	Fire – No Objection Certificate**	NOC No - 1211-64359-Fire/46490	Uttar Pradesh Fire and Emergency Services	03/05/2019	15/05/2022 (Expired)
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\*All the Business Related Certifications in the names of Alpex Solar Pvt Ltd.

\*\*The renewal of Fire NOC for plot no. I-25 and I-26 Site-5 Surajpur Industrial Area Kasna Graeter Noida, Gautam Buddha Nagar, Uttar Pradesh-201306 has applied on dated 4<sup>th</sup> November, 2023 and the acknowledgement number is 202309241018058.

### **SHOP AND ESTABLISHMENT CERTIFICATE**

S.N.	Description	Registration No. / Reference No. /License No.	Issuing Authority	Date of Issue	Valid Upto
1.	Registration certificate under Delhi shop & Establishment Act 1954, (Delhi)	2023148619	Department of Labour, Government of National capital Territory of Delhi	17/10/2023	Perpetual
2.	Registration certificate under Punjab Shops and Commercial Establishments Act 1958	LDH/N06/00038072	Department of Labour (Govt, of Punjab), Labour Inspector	01/11/2023	Perpetual
3.	Registration Certificate of Shop or Commercial Establishment	UPSA10731619	Labour Department, Uttar Pradesh, (Chief Inspector of Shops and Commercial Establishment)	06/11/2023	Perpetual
4.	Registration Certificate under Section 13 of Punjab Shop and Commercial Establishments Act, 1958	PSA/REG/RWR/LI-Rwr-I/0315409	Labour Department (Haryana) Labour Inspector.	06/11/2023	Perpetual

Note:- All Registrations are in the name of Alpex Solar Pvt Limited.

### **LABOUR LAW RELATED CERTIFICATIONS:**

S.NO	Description	Registration No. / Code Number /License No	Issuing Authority	Date of Issue	Valid Upto
1.	Registration under Employees State Insurance Act, 1948*	67000609140000699	Sub-Regional Office, Employees State Insurance Corporation.	25/11/2016	Perpetual
2.	Registration under Employees Provident Fund and Miscellaneous Act, 1952*	DSNHP0028092000	Regional Office, Delhi (South), Employees Provident Fund Organisation	21/10/2022	Perpetual
3.	Registration & License to work As Factory under the Factories Act, 1948 **	UPFA10001870	Chief Inspector of Factories, Department of Labour, Uttar Pradesh	02/11/2022	31/12/2023

\*Registration is in the name of Alpex Exports Pvt. Ltd

\*\*The License soon to be expired so we have taken the steps of renewal.

## QUALITY CERTIFICATIONS

S.NO	Description	Registration No. / Code Number /License No	Issuing Authority	Date of Issue	Valid Upto
1.	ISO Certification 14001: 2015	KAEM202307012	KVQA Assessment Private Limited*	17/07/2023	16/07/2024
2.	ISO Certification 45001: 2018	KAOH202307009	KVQA Assessment Private Limited	17/07/2023	16/07/2024
3.	ISO Certification 9001: 2015	KAQM202307016	KVQA Assessment Private Limited	17/07/2023	16/07/2024
4.	Certification for quality and reliability of PV Modules	722140010 01	Solar PTL**	04/06/2021	Perpetual
5.	Certification for quality and reliability of PV Modules	722140010 02	Solar PTL	30/06/2022	Perpetual
6.	TUV certification, certification for quality and reliability of PV Modules	60152275	TUV Rhineland*** LGA Product GmbH	02/10/2020	01/10/2025
7.	Bureau of Indian Standards Certificate#	93007480	Ministry of Consumer Affairs, Food & Public Distribution, GOI	21/05/2021	12/02/2026

Note- All Certificates are in the name of Alpex Solar Pvt. Ltd

\*KVQA Assessment Private Limited is accredited to United Accreditation Foundation (UAF). UAF is internationally recognized by having a signatory status across multilateral recognition arrangement of International Accreditation Forum (IAF) and Asia Pacific Accreditation Cooperation (APAC), for more details please refer to the website of <https://www.iso-registration.com/verification.php?cid=KAOH202307009>

\*\*Solar PTL is a world-renowned independent PV testing lab that provides - PV design qualification and type certification service per IEC 61215 standard series and IEC 62108 standard, PV Performance testing and power rating, PV components testing, PV systems monitoring and inspections, for more details please refer to the website of <https://solarptl.com/>

\*\*\* TUV certification ensures that a product, service, or process has been tested for safety and that it complies with the requirements of national, regional, and international regulations, for more details please refer to the website [www.tuv.COM](http://www.tuv.COM)

#Bureau of Indian Standards is the National Standard Body of India. BIS is responsible for the harmonious development of the activities of standardization, marking and quality certification of goods and for matters connected therewith or incidental thereto

## APPROVED LIST OF MODELS AND MANUFACTURERS (ALMM) CERTIFICATE

S.NO	Description	Registration No. / Code Number /License No	Issuing Authority	Date of Issue	Valid Upto
1.	*ALMM Order	NA	Ministry of New & Renewable Energy, (GOI)	10/11/2021	09/11/2023

\*The application for renewal has been made to MNRE, payment made on 1<sup>st</sup> Nov,2023 for the renewal and on 10<sup>th</sup> Nov inspection team came to carry out the ALMM inspection of the factory.

ALMM - aim is to inspect the manufacturing unit physically, check the actual manufacturing facility, and check the certifications (BIS) and their validity, Accordingly, the Ministry of New and Renewable Energy (MNRE) issued "Approved Models and Manufacturers of Solar Photovoltaic Modules (Requirement for Compulsory Registration) Order, 2019" on 02.01.2019, for further more details please refer the website of - <https://mnre.gov.in/approved-list-of-models-and-manufacturers-almmy/>

## ENVIRONMENTAL LAW CERTIFICATE\*

S.NO	Description	Application Number	Issuing Authority	Date of Issue	Valid Upto
1.	Consent under section 21/22 of Air (Prevention and control of pollution) Act 1981	13433741	Regional Officer, Uttar Pradesh Pollution Control Board	09/09/2021	31/03/2024
2.	Consent under section 25/26 of the water (Prevention and control of pollution) Act, 1974	13434286	Regional Officer, Uttar Pradesh Pollution Control Board	09/09/2021	31/03/2024
3.	Extended Producer Responsibility Registration Certificate	B-29016(4149) (EPR)/23/WM-III	Divisional Head, WM-III Division, Central control pollution Board, Ministry of Forest & Climate Change, (GOI)	11/09/2023	10/09/2028

\*Certificates are in the name of Alpex Solar Private Limited

## INTELLECTUAL PROPERTY

Our Company has the following registered Trademarks\*:

S.NO	Trademark	Application Number	Date of Application	Registration Number	Class	Current Status	Validity
1.		-	-	2326177	35	Registered	04/05/2032
2.		-	-	2326178	9	Registered	04/05/2032
3.		-	-	2065892**	9	Registered	09/12/2030
4.		6196675	24/11/2023	-	9	Send to Vienna Codification	N/A
5.		6196676	24/11/2023	-	35	Send to Vienna Codification	N/A

\*The Registered Trademark in the name of Alpex Solar Export Pvt. Ltd

\*\*This trademark was taken by us in the class 9 with application number 2065892 but we stopped using this trademark for Alpex Solar Export Pvt. Ltd.

**Note-** Further, New Application No. 6196675 and Application No. 6196676 in class 9 and 35 respectively, we have applied for both the trademark dated 24<sup>th</sup>

Nov,2023 in the name of Alpex Solar Limited.

The Details of Domain Names Registered in the Name of the Company:

S.N.	Domain Name	Registrant Name and Registrant Organization	Registration Expiry Date
1.	Alpex.in	Alpex Solar Limited and GoDaddy.com, LLC	15-09-2028
2.	Alpexsolar.com	Alpex Solar Limited and GoDaddy.com, LLC	15-09-2025
3.	Alpexonline.Com	BombayBiz India Pvt.Ltd.	05-02-2025

**APPLICATIONS MADE BY OUR COMPANY, PENDING APPROVAL:**

Sr. No	Authority	Application/ Acknowledgement No.	Applicable Law	Status
1	Uttar Pradesh Fire and Emergency Service	202309241018058	Uttar Pradesh Fire Prevention and Fire Safety Act, 2005	Under Process
2	Shop and Establishment Registration	4622012316003860	The Chhattisgarh Shops and Establishments Act, 1958	Under Process
3	Shop and Establishment Registration	8201L423K115	The Himachal Pradesh Shops and Commercial Establishments Act, 1969	Under Process
4	Shop and Establishment Registration	ON-015177	The Tamil Nadu Shops and Establishments Act, 1947	Under Process
5	Renewable of Fire & Life Safety certificates	202309241018058	Uttar Pradesh Fire and Emergency Services	Under process

**LICENCES/APPROVALS WHICH ARE REQUIRED BUT NOT YET APPLIED FOR:**

Sr. No.	Address	Licences	Status
1	<b>Jaipur Branch</b> AD-6C, Devi Marg, Bani Park, Jaipur, Rajasthan-302016	Shop and Establishment Registration	Not Applied
2.	<b>Tamil Nadu Branch</b> 52/32-C, Behind Nalini Hospital K.P.N. Colony, 4th Street, Tirupur, Tamil Nadu, 641601	Professional Tax	Not Applied



**MATERIAL LICENSES/STATUTORY APPROVALS FOR WHICH OUR COMPANY IS YET TO APPLY FOR THE PROPOSED EXPANSION:**

The proposed aluminum plant will be set up at the same location as our existing unit located, i.e., Plot No I 26 Site 5 Surajpur Industrial Area, I.A. Surajpur, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201306. which is owned and possessed by our Company on a leasehold basis for a period of 90 years from U.P. Industrial Development Corporation Limited, pursuant to conveyance deed dated 23<sup>rd</sup> January, 2019.

The company shall make an application for following approvals:

<b>Government Approvals Required*</b>
1. Factory License for Aluminum Plant
2. Registration & License to work As Factory under the Factories Act, 1948
3. Certification for quality and reliability of Aluminum
4. Bureau of Indian Standard Certificate
5. Consent under section 21/22 of Air (Prevention and control of pollution) Act 1981
6. Consent under section 25/26 of the water (Prevention and control of pollution) Act, 1974
7. Extended Producer Responsibility Registration Certificate

*\*The government approvals may vary according to the requirement of the industry.*

**IT MUST, HOWEVER BE, DISTINCTLY UNDERSTOOD THAT IN GRANTING THE ABOVE-MENTIONED APPROVALS, THE CENTRAL GOVERNMENT, STATE GOVERNMENT, RBI AND OTHER AUTHORITIES DO NOT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL SOUNDNESS OF THE COMPANY OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS.**

## SECTION XI – OTHER REGULATORY AND STATUTORY DISCLOSURES

### **Authority for the Issue**

This Issue has been authorised by a resolution passed by our Board of Directors at its meeting held on October 27, 2023.

The Shareholders of our Company have authorised this Issue by their Special Resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013, at its EGM held on October 27, 2023 and authorised the Board to take decisions in relation to this Issue.

The Company has obtained approval from NSE vide its letter dated [●] to use the name of NSE in this Offer document for listing of equity shares on Emerge Platform of NSE. NSE is the Designated Stock Exchange.

Our Board has approved this Draft Red Herring Prospectus through its resolution dated November 24, 2023.

We have also obtained all necessary contractual approvals required for this Issue. For further details, refer to the chapter titled “Government and Other Approvals” beginning on page no 306 of this Draft Red Herring Prospectus.

### **Prohibition by SEBI, RBI or other Governmental Authorities**

Our Company, our Promoter, our Directors and our Promoter Group, have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

The Companies with which our Promoter, our directors or persons in control of our Company are/ were associated as promoter, directors or persons in control have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

None of our Directors are in any manner associated with the securities market. Also, there has been no action taken by SEBI against any of our directors or any entity our directors are associated with as directors in the past five years.

Neither of our Promoter nor any of our directors is declared as Fugitive Economic Offender.

Neither our Company, nor our Promoter, or the relatives (as defined under the Companies Act) of our Promoter or Group Entities have been identified as wilful defaulters by the RBI or any other governmental authority.

There are no violations of securities laws committed by them in the past or no proceedings thereof are pending against them.

### **Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018**

Our Company, Promoter, promoter group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 (SBO Rules), and the General Circular No. 07/2018 dated September 06, 2018 and General Circular No. 08/2018 dated September 10, 2018 issued by the Ministry of Corporate Affairs, to the extent they are applicable on our Company, as on the date of filing of this Red Herring Prospectus.

## **Eligibility for this Issue**

Our Company is not ineligible in terms of Regulations 228 of SEBI ICDR Regulations for this Issue as:

Neither our company, nor any of its promoters, promoter group or directors are debarred from accessing the capital market by the Board.

Neither our promoters, nor any directors of our company are a promoter or director of any other company which is debarred from accessing the capital market by the Board

Neither our Company, nor our Promoters or our directors, is a Willful Defaulter or a fraudulent borrower.

Neither our Promoters nor any of our directors is declared as Fugitive Economic Offender.

Our Company is eligible for the Issue in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations 2018, as we are an Issuer whose post issue face value paid-up capital will be more than ₹ 1,000 Lakh, and can issue Equity Shares to the public and propose to list the same on the Emerge Platform of NSE Limited.

### **We confirm that:**

In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this Issue will be hundred percent underwritten and that the Book Running Lead Manager to the Offer will underwrite at least 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to “General Information” on page 54 of this Draft Red Herring Prospectus.

In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed Allottee’s in the issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be refunded within 4 (Four) days of such intimation. If such money is not repaid within 4 (Four) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of 4 (Four) days, be liable to repay such application money, with interest at the rate 15% per annum. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

In accordance with Regulation 246 of the SEBI (ICDR) Regulations, the Book Running Lead Manager shall ensure that the Issuer shall file a copy of the Red Herring Prospectus/Prospectus with SEBI along with a due diligence certificate including additional confirmations as required to SEBI at the time of filing the Red Herring Prospectus/Prospectus with the Registrar of Companies.

However, as per Regulation 246 (2) of the SEBI (ICDR) Regulations, 2018, the SEBI shall not issue any observation on the offer document.

Further, in terms of Regulation 246 (4) of the SEBI (ICDR) Regulations, 2018 the prospectus will be displayed from the date of filling in terms of sub-regulation (1) on the website of the SEBI, the Book Running Lead Manager and the NSE.

In accordance with Regulation 261 of the SEBI (ICDR) Regulations, the Lead Manager will ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of equity shares offered in this Issue. For further details of market making arrangement, please refer to the section titled “General Information” on page 54 of this Draft Red Herring Prospectus.

In accordance with Regulation 230 (1) (a) of the SEBI (ICDR) Regulations, Application is being made to NSE Limited and NSE Limited is the Designated Stock Exchange

In accordance with Regulation 230 (1) (b) of the SEBI (ICDR) Regulations, the Company has entered into agreement with depositories for dematerialisation of specified securities already issued and proposed to be issued. For more details, please refer page 412 of this Draft Red Herring Prospectus.

In accordance with Regulation 230 (1) (c) of the SEBI (ICDR) Regulations, all the present Equity share Capital fully Paid Up.

In accordance with Regulation 230 (1) (d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoters are already in dematerialised form.

### **NSE ELIGIBILITY NORMS**

**1. The Company has been incorporated under the Companies Act, 1956/ 2013 in India**

Our Company was incorporated on August 27, 1993 under the Companies Act, 1956.

**2. The post issue paid up capital of the Company (face value) will not be more than ₹ 2,500.00 Lakh.**

<b>Particulars</b>	<b>Present Issued Capital</b>	<b>Proposed IPO (Fresh Equity Shares)</b>	<b>Post IPO Issued Capital (assumed)</b>
No. of Equity Shares	1,79,93,400	64,80,000	2,44,73,400
Face Value (In Rs.)	₹ 10/- each	₹ 10/- each	₹ 10/- each
Paid-up Value (In Rs.)	₹ 17,99,34,000	₹ 6,48,00,000	₹ 24,47,34,000

Hence, our Post Issue Paid up Share Capital will be ₹ 24.47 crores which is less than 25 crores.

**3. Positive Net worth**

As on September 30, 2023, the company's standalone net worth is ₹ 4,932.46 lakhs.

**4. Track record**

**A. The company should have a (combined) track record of at least 3 years.**

Our Company got incorporated on August 27, 1993 therefore our company satisfies the track record criteria of 3 years.

**B. The Company should have operating profit (earnings before depreciation and tax) from operations for at least 2 out of 3 financial years preceding the application and its net worth is positive.**

(Figures In Lakh)

Particulars*	As on September 30, 2023	As on March 31, 2023	As on March 31, 2022	As on March 31, 2021
Operating profit (earnings before interest, depreciation and tax)	1657.04	1226.38	655.38	957.4

Particulars*	As on September 30, 2023	As on March 31, 2023	As on March 31, 2022	As on March 31, 2021
Share Capital	599.78	599.78	599.78	599.78
Add: Reserve and Surplus	4332.68	3329.71	2955.09	2948.03
Net Worth	<b>4932.46</b>	<b>3929.49</b>	<b>3554.87</b>	<b>3547.81</b>

\*Note: - figures are on the basis of standalone financial statements.

Net worth includes Share Capital and Reserves (excluding revaluation reserves), Miscellaneous Expenditure not written-off, if any & Debit Balances of Profit and Loss Account not written-off, if any).

## 5. Other Requirements

- It is mandatory for the company to have a website  
The Company has a website – [www.alpexsolar.com](http://www.alpexsolar.com)
- It is mandatory for the company to facilitate trading in demat securities and enter into an agreement with both the depositories.

To facilitate trading in demat securities; the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

Tripartite agreement dated September 06, 2023 with NSDL, our Company and Registrar and Share Transfer Agent; Tripartite agreement dated October 26, 2023 with CDSL, our Company and Registrar and Share Transfer Agent.

The Company's shares bear an **ISIN: INE0R4701017**.

- There should not be any change in the Promoters of the company in preceding one year from date of filing the application to NSE for listing under SME segment.
- None of our Promoters or Directors has been declared as fugitive economic offender under Economic Offenders Act, 2018.
- Further, except as mentioned in this Section titled "Outstanding Litigation and Material Developments" on

page 293 there has been no violation of any Securities Law committed by any of them in the past and no such proceedings are currently pending against any of them.

## 6. Disclosure

1. The Company has not been referred to Board for Industrial and Financial Reconstruction and No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies
2. No petition for winding up is admitted by the NCLT or court.
3. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the company.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

None of our Company, Promoters or Directors have been declared as a fraudulent borrower by any bank, financial institution or lending consortium, in accordance with the 'Master Directions on Fraud- Classification and Reporting by commercial banks and select FIs' dated July 1, 2016, as updated, issued by the RBI.

**We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations 2018, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.**

### DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THIS OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE PROSPECTUS. THE BOOK RUNNING LEAD MANAGER, CORPORATE CAPITALVENTURES PRIVATE LIMITED, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE BOOK RUNNING LEAD MANAGER, CORPORATE CAPITALVENTURES PRIVATE LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, CORPORATE CAPITALVENTURES PRIVATE LIMITED, SHALL FURNISH TO SEBI A DUE DILIGENCE CERTIFICATE DATED NOVEMBER 27, 2023 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF SECURITIES AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THIS OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.

**THE DUE DILIGENCE CERTIFICATE TO BE SUBMITTED AS PER FORM A OF SCHEDULE V INCLUDING ADDITIONAL CONFIRMATION AS PROVIDED IN FORM G OF SCHEDULE V IS PRODUCED AS UNDER:**

**WE, THE LEAD MERCHANT BANKER TO THE ABOVE-MENTIONED FORTHCOMING ISSUE, STATE AND CONFIRM AS FOLLOWS:**

1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION, INCLUDING COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL WHILE FINALISATION OF THE DRAFT RED HERRING PROSPECTUS PERTAINING TO THE SAID ISSUE;
2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:
  - A. THE DRAFT RED HERRING PROSPECTUS FILED WITH THE EXCHANGE/BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS WHICH ARE MATERIAL TO THE ISSUE;
  - B. ALL MATERIAL LEGAL REQUIREMENTS RELATING TO THE ISSUE AS SPECIFIED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND
  - C. THE MATERIAL DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL-INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 AND OTHER APPLICABLE LEGAL REQUIREMENTS.
3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.
4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS.
5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT RED HERRING PROSPECTUS WITH THE BOARD/EXCHANGE TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING PROSPECTUS.
6. WE CERTIFY THAT ALL APPLICABLE PROVISION OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN AND SHALL BE DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS.
7. WE UNDERTAKE THAT ALL APPLICABLE PROVISION OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 WHICH RELATE TO RECEIPT OF PROMOTERS CONTRIBUTION PRIOR TO OPENING OF THE ISSUE SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE AND THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD/EXCHANGE. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – **NOT APPLICABLE**

8. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGE MENTIONED IN THE DRAFT RED HERRING PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – **NOTED FOR COMPLIANCE**
9. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE ‘MAIN OBJECTS’ LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.
10. WE CERTIFY THAT ALL THE SHARES SHALL BE ISSUED IN DEMATERIALIZED FORM IN COMPLIANCE WITH THE PROVISIONS OF SECTION 29 OF THE COMPANIES ACT, 2013 AND THE DEPOSITORIES ACT, 1996, AND THE REGULATIONS MADE THEREUNDER.
11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL-INFORMED DECISION.
12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS:
  - A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND
  - B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.
13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.
14. WE ENCLOSE A NOTE EXPLAINING THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US INCLUDING IN RELATION TO THE BUSINESS OF THE ISSUER, THE RISK IN RELATION TO THE BUSINESS, EXPERIENCE OF THE PROMOTERS AND THAT THE RELATED PARTY TRANSACTION ENTERED INTO FOR THE PERIOD DISCLOSED IN THE DRAFT RED HERRING PROSPECTUS HAVE BEEN ENTERED INTO BY THE ISSUER IN ACCORDANCE WITH APPLICABLE LAWS.
15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.
16. WE ENCLOSE STATEMENT ON ‘PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER BELOW (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)’, AS PER FORMAT SPECIFIED BY SEBI THROUGH CIRCULAR NO. CIR/CFD/DIL/7/2015 DATED OCTOBER 30, 2015.

**ADDITIONAL CONFIRMATIONS/CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH ISSUE DOCUMENT REGARDING EMERGE PLATFORM OF NSE.**

- (1) WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.
- (2) WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN DRAFT RED HERRING PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES ISSUED THROUGH THIS ISSUE SHALL BE INFORMED



THROUGH PUBLIC NOTICES/ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.

- (3) WE CONFIRM THAT THE ABRIDGED DRAFT RED HERRING PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 - **NOTED FOR COMPLIANCE.**
- (4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORY FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER.
- (5) THE ISSUER HAS REDRESSED AT LEAST NINETY-FIVE PER CENT OF THE COMPLAINTS RECEIVED FROM THE INVESTORS TILL THE END OF THE QUARTER IMMEDIATELY PRECEDING THE MONTH OF FILING OF THE OFFER DOCUMENT WITH THE REGISTRAR OF COMPANIES. - **NOT APPLICABLE.**
- (6) WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 261 AND 262 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 HAVE BEEN MADE- **NOTED FOR COMPLIANCE.**

#### **DISCLAIMER STATEMENT FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER**

Our Company, its Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website [www.alpexsolar.com](http://www.alpexsolar.com) would be doing so at his or her own risk.

#### **Caution**

The Book Running Lead Manager accepts no responsibility, save to the limited extent as provided in the Agreement for Issue management, the Underwriting Agreement and the Market Making Agreement. Our Company, our Directors and the Book Running Lead Manager shall make all information available 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 or at collection centers, etc. The Book Running Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and their respective associates in the ordinary course of business & have engaged, and may in future engage in the provision of financial services for which they have received, and may in future receive, compensation.

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company and the Book Running Lead Manager 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 Equity Shares.

#### **Price Information and the track record of the past Issues handled by the Book Running Lead Manager**

For details regarding the price information and the track record of the past Issues handled by the Book Running Lead Manager to the Issue as specified in Circular reference no. CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by the SEBI, please refer to Disclosure of price information of latest ten issues handled by Corporate Capital Ventures Private Limited at page no 326 of this Draft Red Herring Prospectus and the website of the Book Running Lead Manager at [www.ccvindia.com](http://www.ccvindia.com)

## **DISCLAIMER IN RESPECT OF JURISDICTION**

This Issue is being made in India to persons resident in India including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of ₹ 2,500 Lakh, pension funds with minimum corpus of ₹ 2,500 Lakh and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform him or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Delhi only. No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Prospectus had been filed with NSE EMERGE for its observations and NSE EMERGE gave its observations on the same. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S Securities Act and in compliance with applicable laws, legislations and Draft Red Herring Prospectus in each jurisdiction, including India.

### **Disclaimer Clause of the Emerge Platform of NSE**

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: [●] dated [●], permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized the draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer. Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which

may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

## **FILING**

The Draft Red Herring Prospectus is being filed with NSE Limited, Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E), Mumbai - 400051.

A copy of the Red Herring Prospectus and Prospectus along with the material contracts and documents referred elsewhere in the Prospectus required to be filed under Section 32 of the Companies Act, 2013 will be delivered to the Registrar of Companies, Delhi, at least (3) three working days prior from the date of opening of the Issue.

Pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, Draft Red Herring Prospectus shall not be submitted to SEBI, however, soft copy of Red Herring Prospectus and Prospectus with the Due Diligence Certificate shall be submitted to SEBI pursuant to Regulation 246(1), and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>. SEBI will not issue any observation on the Issue document in term of Regulation 246(2) of the SEBI ICDR Regulations.

## **IMPERSONATION**

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

“Any person who:

- a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

*Shall be liable to action under Section 447 of the Companies, Act 2013.*

## **CONSENTS**

Consents in writing of:(a) the Directors, Statutory Auditor & Peer Reviewed Auditor, the Company Secretary & Compliance Officer, Chief Financial Officer, Banker to the Company and (b) Book Running Lead Manager, Market Maker, Registrar to the Issue, Public Issue Bank / Banker to the Issue and Refund Banker to the Issue, Legal Advisor to the Issue to act in their respective capacities have been/or will be obtained (before filing final prospectus to ROC) and will be filed along with a copy of the Prospectus with the RoC, as required under Section 26 of the Companies Act and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC. Our Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in this Prospectus and such consent and report is not withdrawn up to the time of delivery of this Draft Red Herring Prospectus with NSE.

## **EXPERT OPINION**

Except the report of the Peer Review Auditor on (a) the restated financial statements; (b) statement of tax benefits, Audit reports by Statutory Auditors for period ended on September 30, 2023, March 31, 2023, March 31, 2022, and March 31, 2021 and Legal Advisor report on Outstanding Litigations and Material Developments, included in this Prospectus, our Company has not obtained any other expert opinion. All the intermediaries including Merchant Banker has relied upon the appropriacy and authenticity of the same.

## **PREVIOUS RIGHTS AND PUBLIC ISSUES SINCE INCORPORATION**

We have not made any previous public issues since incorporation and are an —Unlisted Issuer in terms of the SEBI (ICDR) Regulations and this Issue is an Initial Public Offering in terms of the SEBI ICDR Regulations.

## **PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH**

Other than as detailed under chapter titled - Capital Structure beginning on page 54 of the Draft Red Herring Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

## **COMMISSION AND BROKERAGE ON PREVIOUS ISSUES**

Since this is the IPO of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

## **PREVIOUS CAPITAL ISSUE DURING THE PREVIOUS THREE YEARS BY LISTED SUBSIDIARIES, GROUP COMPANIES AND ASSOCIATES OF OUR COMPANY**

None of our Group Companies and Associates are listed. Further it has not undertaken any public or rights issue in the three (3) years preceding the date of this Draft Red Herring Prospectus.

## **PERFORMANCE VIS-À-VIS OBJECTS – PUBLIC/ RIGHTS ISSUE TO THE PUBLIC OF OUR COMPANY**

Our Company has not undertaken any public issues, including any rights issues to the public in the five years preceding the date of this date of this Prospectus.

## **PERFORMANCE VIS-À-VIS OBJECTS-PUBLIC/ RIGHTS ISSUE OF THE LISTED SUBSIDIARIES OF OUR COMPANY.**

The Company does not have any Listed subsidiary company.

## **OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY**

As on the date of the Draft Red Herring Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

## **OPTION TO SUBSCRIBE**

Equity Shares being offered through this Draft Red Herring Prospectus can be applied for in dematerialized form

only.

## **STOCK MARKET DATA FOR OUR EQUITY SHARES**

Our Company is an Unlisted Issuer in terms of the SEBI (ICDR) Regulations, and this issue is an Initial Public Issue in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

## **MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

The Memorandum of Understanding between the Registrar and us will provide for retention of records with the Registrar for a period of at least one year from the last date of dispatch of the letters of allotment, demat credit and refund orders to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Offer may be addressed to the Registrar with a copy to the Company Secretary and Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection centre where the application was submitted. All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Bid-cum-Application Form was submitted by the ASBA Bidders.

## **DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY**

Our Company or the Registrar to the Offer or the SCSB in case of ASBA Bidders shall redress routine investor grievances. We estimate that the average time required by us or the Registrar to this Offer for the redressal of routine investor grievances will be 12 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Ms. Sakshi Tomar as the Company Secretary and Compliance Officer and may be contacted at the following address:

### **Alpex Solar Limited**

B-79 Shivalik Enclave Near  
Malviya Nagar, New Delhi,  
Delhi, India, 110017

Tel: +91 – 9971751589

Email: [csalpex@alpexonline.com](mailto:csalpex@alpexonline.com)

Website: [www.alpexsolar.com](http://www.alpexsolar.com)

Investors can contact the Company Secretary & Compliance Officer or the Registrar in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system "SCORES". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in)

## STATUS OF INVESTOR COMPLAINTS

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Draft Red Herring Prospectus.

## DISPOSAL OF INVESTOR GRIEVANCES BY LISTED COMPANIES UNDER THE SAME MANAGEMENT AS OUR COMPANY:

There is no listed company under the same management as on date.

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

The Company has not sought for any exemptions from complying with any provisions of securities laws.

## PRICE INFORMATION OF LAST 10 (TEN) ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER Statement on Price Information of Past Issues handled by Corporate Capital Ventures Private Limited:

### Price Information and the track record of the past Issues handled by the Book Running Lead Manager

Sr. No.	Issue Name	Issue Size (Rs. In Cr.)	Issue Price (Rs.)	Listing Date	Opening Price on Listing Date (Rs.)	+/- % 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
<b>SME BOARD ISSUES</b>								
1.	Shish Industries Limited	4.06	30.00	05-09-2017	32.00	-3.33%	-10.00%	-9.00%
						-0.68%	3.33%	7.034%
2.	Ratnabhumi Developers Limited	23.31	63.00	14-12-2017	63.45	-30.83%	-41.67%	-30.00%
						4.04%	1.771%	7.35%
3.	Touchwood Entertainment Limited	4.21	40.00	21-12-2017	43.50	81.13	-10.00	34.38%
						4.35%	-2.73%	2.58%
4.	SMVD Poly Pack Limited	9.02	55.00	26-12-2017	58.00	-22.18%	-44.91%	-58.18%
						5.1%	-3.8%	2.25%
5.	Narmada Agrobases Limited	7.49	32.00	19-04-2018	31.45	-3.13%	-12.03%	-23.44%
						0.29%	2.22%	0.181%
6.	Rudrabhishek Enterprises Limited	18.73	41.00	13-07-2018	41.25	0.00%	0.12%	17.93%
						3.72%	-7.11%	-1.48%
7.	Rajnandini Metal	4.27	26.00	08-10-	35.00			

Sr. No.	Issue Name	Issue Size (Rs. In Cr.)	Issue Price (Rs.)	ListingDate	Opening Price on Listing Date (Rs.)	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 30th Calendar Days from Listing		+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 90th Calendar Days from Listing		+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 180th Calendar Days from Listing	
	Limited			2018		-2.31%	-2.31%	0.38%			
						2.419%	3.67%	12.73%			
8.	Nupur Recyclers Limited	34.2	60.00	23-12-2021	34.2	313.00%	169.58%	219.17%			
						3.65%	1.47%	-7.98%			
9.	Annapurna Swadisht Limited	30.25	70.00	27-09-2022	120.00	118.07%	80.57%	151.57%			
						4.22%	4.63%	-0.36%			
10.	Swastik Pipe Limited	62.52	100.00	12-10-2022	69.30	-13.30%	0.95%	-19.30%			
						4.22%	4.63%	2.9%			
11.	Phantom Digital Effects Limited	29.10	95.00	21-10-2022	315.05	186.53%	138.89%	143.37%			
						4.16%	3.35%	0.24%			
12.	Droneacharya Aerial Innovations Limited	33.96	54.00	23-12-2022	102.00	231.57%	133.43%	226.20			
						1.29%	-3.20%	6.15%			
13.	Crayons Advertising Limited* (3)	41.80	65.00	02-06-2023	90.00	143.23%	141.69	N.A.			
						3.53%	3.88%	N.A.			
14.	Oriana Power Limited*(2)	59.65	118.00	11-08-2023	302.00	188.42%	168.26%	N.A.			
						2.01%	-0.17%	N.A.			
<b>MAIN BOARD ISSUES</b>											
16.	Uma Exports Limited	60.00	68.00	07-04-2022	80.00	-8.68%	-24.49%	-29.78%			
						-6.96%	-9.35%	-1.96%			

Source: Price Information [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) , Issue Information from respective Prospectus.

**Notes\*:**

- Further, the Listing date of Crayons Advertising Limited and Oriana Power Limited is June 02, 2023 and August 11, 2023 respectively. Since the Company has not completed its 180 Calendar days. Hence, the information for the same has been kept blank.

Financial Year	Total No. of IPOs	Total Funds Raised (Rs. in Cr.)	Nos. of IPO trading at discount as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at discount as on 180 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 180 <sup>th</sup> calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2023-24	2	101.45	Nil	Nil	Nil	2	-	-	-	-	-	-	-	-
2022-23	5	215.83	Nil	Nil	2	3	Nil	Nil	Nil	1	1	2	Nil	Nil

2021-22	1	34.20	Nil	Nil	Nil	1	Nil	Nil	Nil	Nil	Nil	1	Nil	Nil
2020-21	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2019 -20	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2018-19	3	30.49	Nil	Nil	2	Nil	Nil	1	Nil	Nil	1	Nil	Nil	2
2017-18	4	40.60	Nil	1	2	1	Nil	Nil	1	1	1	Nil	1	Nil
2016-17	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

#### Summary Statement of Disclosure:

##### Notes\*:

1. The BSE Sensex and Nifty are considered as the Benchmark Index
2. In case 30th/180th day is not a trading day, closing price of the next trading day has been considered
3. In case 30th/180th days, scrips are not traded then last trading price has been considered.
4. Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information.
5. Crayons Advertising Limited has not completed its 180 Calendar days. Hence, the information for the same has been kept blank.
6. Oriana has not completed its 180 Calendar days. Hence, the information for the same has been kept blank.

For details regarding the price information and the track record of the past Issues handled by the Book Running Lead Manager to the Issue as specified in Circular reference no. CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by the SEBI, please refer the website of the Book Running Lead Manager at <https://www.ccvindia.com/initial-public-offers>

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

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

#### Note:

Investors who apply in the Offer will be required to confirm and will be deemed to have represented to our Company and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Offer.

*This space has been left blank intentional*



## SECTION XII – ISSUE INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being offered are subject to the provisions of the Companies Act, 2013, SCRR, 1957, SEBI (ICDR) Regulations, 2018, our Memorandum and Articles of Association, the terms of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note (CAN), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the offer of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, the FIPB, the RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable.*

For details in relation to Offer expenses, see “Objects of the Issue” on pages 79 of the DRHP.

#### **Ranking of Equity Shares**

The Equity Shares being issued and transferred in the Issue shall be subject to the provisions of the Companies Act, 2013 and the Memorandum & Articles of Association and shall rank *pari-passu* with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of allotment in accordance with Companies Act, 2013 and the Articles of Association of the Company.

#### **Authority for the Issue**

This Issue has been authorized by a resolution of the Board passed at their meeting held on October 27, 2023, subject to the approval of shareholders through a special resolution to be passed pursuant to section 62 (1) (c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62 (1) (c) of the Companies Act, 2013 passed at the EGM of the Company held on October 27, 2023.

#### **Mode of Payment of Dividend**

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013 and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, 2013. For further details, please refer to the chapter titled ‘Dividend Policy’ beginning on pages 198 of this Draft Red Herring Prospectus.

#### **Offer for Sale**

In the case of offer for sale, the dividend for the entire year shall be payable to the transferees and the company has to disclose the name of the entity bearing the cost of making offer for sale along with reasons. However, the present issue does not include offer for sale and hence the said disclosure is not applicable to us.

#### **Face Value and Issue Price**

The face value of each Equity Share is ₹ 10/-. The Issue Price of Equity Shares is ₹ [•] per Equity Share. The Issue Price shall be determined by our Company in consultation with the Lead Manager and is justified under the chapter titled Basis of Issue Price beginning on page 93 of this Draft Red Herring Prospectus.

#### **Compliance with the disclosure and accounting norms**

Our Company shall comply with all the applicable disclosure and accounting norms as specified by SEBI from time to time.

#### **Rights of the Equity Shareholder**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- i. Right to receive dividend, if declared;
- ii. Right to attend general meetings and exercise voting powers, unless prohibited by law;
- iii. Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
- iv. Right to receive annual reports and notices to members;
- v. Right to receive offers for rights shares and be allotted bonus shares, if announced;
- vi. Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- vii. Right of free transferability, subject to applicable laws and regulations; and the Articles of Association of our Company; and
- viii. Such other rights, as may be available to a shareholder of a listed public company under the Companies Act and the Memorandum and Articles of Association of the Company.

For further details on the main provision of our Company's Articles of Association dealing with voting rights, dividend, forfeiture and lien, transfer and transmission and/or consolidation/splitting, etc., please refer to Section titled, "*Main Provision of Article of Association*", beginning on page 373 of this Draft Red Herring Prospectus.

### **Allotment only in Dematerialized Form**

Pursuant to Section 29 of the Companies Act, the Equity Shares shall be allotted only in dematerialised form. As per SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed by our Company with the respective Depositories and the Registrar to the Issue before filing this Draft Red Herring Prospectus:

- I. Tripartite agreement dated October 26, 2023 among CDSL, our Company and the Registrar to the Issue; and
- II. Tripartite agreement dated September 06, 2023 among NSDL, our Company and the Registrar to the Issue.

As per the provisions of the Depositories Act, 1996 & regulations made there under and Section 29 (1) of the Companies Act, 2013, the equity shares of a body corporate can be in dematerialized form i.e., not in the form of physical certificates, but be fungible and be represented by the statement issued through electronic mode.

### **Minimum Application Value, Market Lot and Trading Lot**

The trading of the Equity Shares will happen in the minimum contract size of [•] Equity Shares and the same may be modified by the NSE Limited from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of [•] Equity Shares subject to a minimum allotment of [•] Equity Shares to the successful Applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

### **Minimum Number of Allottees**

Further in accordance with the Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within two (2) working days of closure of Issue.

### **Joint Holders**

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

### **Jurisdiction**

Exclusive Jurisdiction for the purpose of this Issue is with the competent courts/authorities in India.

Further, 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 applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

### **Nomination Facility to the Investor**

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole Applicant, or the first Applicant along with other joint Applicants, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint Applicants, death of all the Applicants, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be titled to make afresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon production of such evidence, as may be required by the 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, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the equity shares, and if the notice is not complied with within a period of ninety (90) days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the equity shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the Applicants require changing of their nomination, they are requested to inform their respective depository participant.

### **Restrictions, if any on Transfer and Transmission of Equity Shares**

Except for the lock-in of the pre-Issue capital of Promoters, Promoter Group, Public as provided in —Capital Structure on page 62 of this Draft Red Herring Prospectus and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, please refer —Main Provisions of Articles of Association on page 373 of this Draft Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated herein above. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

*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 may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.*

*The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.*

### **Withdrawal of the Issue**

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Issue after the Issue Opening Date

but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager through, the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one (1) Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange(s) on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue/issue for sale of the Equity Shares, our Company shall file a fresh Prospectus with Stock Exchange.

### Offer Program

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

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

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Bid/Offer Closing Date, the timetable may change due to various factors, such as extension of the Bid/Offer Period by Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

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

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

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

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid-Cum-Application Form, for a particular Bidder, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data

contained in the physical or electronic Bid-Cum- Application Form, for a particular ASBA Bidder, the Registrar to the Issue shall ask the relevant SCSBs /RTAs / DPs / stock brokers, as the case may be, for the rectified data.

Our Company in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/ Offer Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

In case of revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchange, by issuing a press release and also by indicating the change on the website of the BRLM and at the terminals of syndicate members.

### **Minimum Subscription**

This Issue is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the stated minimum amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and applicable law.

In accordance with Regulation 260 of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the issue through the Prospectus and shall not be restricted to the minimum subscription level.

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty).

Further, in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than ₹ 1,00,000 (Rupees One Lac only) per application.

### **Migration to Main Board**

Our company may migrate to the main board of NSE at a later date subject to the following:

If the Paid up Capital of our Company is likely to increase above ₹ 2500 Lakh by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in- principal approval from the main board), our Company shall apply to NSE for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

If the paid-up Capital of our company is more than ₹ 1000 Lakh but below ₹ 2500 Lakh, our Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Any company voluntarily desiring to migrate to the Main board from the EMERGE Platform, amongst others, has to fulfill following conditions:

- i. The paid-up equity capital of the applicant shall not be less than 10 crores and the capitalisation of the applicant's equity shall not be less than 25 crores.
- ii. The applicant company should have positive cash accruals (Earnings before Interest, Depreciation and Tax) from operations for each of the 3 financial years preceding the migration application and has positive PAT in the immediate Financial Year of

- making the migration application to Exchange.
- iii. The applicant should have been listed on SME platform of the Exchange for at least 3 years.
  - iv. The applicant Company has not referred to the Board of Industrial & Financial Reconstruction (BIFR) &/OR No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.
  - v. The company has not received any winding up petition admitted by a NCLT.
  - vi. The net worth of the company should be at least 50 crores.
  - vii. Total number of public shareholders on the last day of preceding quarter from date of application should be at least 1000.

### **Market Making**

The shares issued and transferred through this Offer are proposed to be listed on the Emerge Platform of NSE with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on the Emerge Platform of NSE. For further details of the market making arrangement please refer to chapter titled General Information beginning on page 54 of this Draft Red Herring Prospectus.

### **Arrangements for disposal of Odd Lots**

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the Emerge Platform of NSE.

### **Application by Eligible NRIs, FPIs or VCFs registered with SEBI**

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

### **As per the extent Guidelines of the Government of India, OCBs cannot participate in this Offer.**

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

### **Allotment of Securities in Dematerialized Form**

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange.

### **Pre-Offer Advertisement**

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Red Herring Prospectus with the ROC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) All Editions of English National Newspaper, [●]; (ii) All editions of Hindi National Newspaper, [●] and (iii) the registered office of our company is situated in Delhi, therefore Hindi being regional language of Delhi, [●] each with wide circulation. In the pre-Issue advertisement, we shall state the Bid/Offer Opening Date and the Bid/ Offer Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICDR Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

*The above information is given for the benefit of the Bidders. The Bidders are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are*

*not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws and regulations.*

#### **New Financial Instruments**

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company. Application by eligible NRIs, FPIs Registered with SEBI, VCFs, AIFs registered with SEBI and QFIs. It is to be understood that there is no reservation for Eligible NRIs or FPIs or QFIs or VCFs or AIFs registered with SEBI. Such Eligible NRIs, QFIs, FPIs, VCFs or AIFs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

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## ISSUE STRUCTURE

This Offer is being made in terms of Regulation 229(2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer, whose post issue face value capital is more than ₹ 10 Crores and up to ₹ 25 Crores, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”), in this case being the Emerge Platform of NSE i.e., NSE EMERGE. For further details regarding the salient features and terms of such an offer please refer chapter titled “Terms of the Issue” and “Issue Procedure” on page 329 and 340 of the DRHP.

This Issue comprise of up to 64,80,000 Equity Shares of Face Value of ₹10/- each fully paid (The “Equity Shares”) for cash at a price of ₹ [•] per Equity Shares (including a premium of ₹ [•] per equity share) aggregating to ₹ [•] Lakhs (“the Issue / the Offer”) comprising of Fresh Issue of 64,80,000 Equity Shares aggregating up to ₹ [•] Lakhs by our Company. The Offer and the Net Offer will constitute 26.48% and 25.15% respectively of the post Issue paid up Equity Share Capital of the Company.

The Issue is being made by way of Book Building Process.

Particulars of the Offer <sup>(2)</sup>	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Applicants	Retail Individual Investors
Number of Equity Shares available for allocation	Not less than 3,24,000 Equity Shares	Not more than [•] Equity Shares	Not less than [•] Equity Shares	Not less than [•] Equity Shares
Percentage of offer Size available for Allocation	5% of the offer Size	Not more than 50% of the Net Offer being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Net Issue	Not less than 35% of the Net Issue
Basis of Allotment (3)	Firm Allotment	Proportionate as follows (excluding the Anchor Investor 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 Domestic Mutual	Proportionate	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, “Issue Procedure” on page 340.



Particulars of the Offer <sup>(2)</sup>	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Applicants	Retail Individual Investors
		funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price		
Mode of Bid	Only through the ASBA process.	ASBA Process only (excluding Anchor Investors)	Only through the ASBA process	Through ASBA Process Through Banks or by using UPI ID for payment
Mode of allotment	Compulsorily in dematerialized form			
Minimum Bid Size	3,24,000 Equity Shares in multiple of [●] Equity shares	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds	Such number of Equity shares in multiple of [●] Equity shares that Bid size exceeds Rs 2,00,000	[●] Equity Shares
Maximum Bid Size	3,24,000 Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Offer, subject to applicable limits.	Such number of Equity Shares in multiples of [●] Equity Shares not Exceeding the size of the offer (excluding the QIB portion), subject to limits as applicable to the Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed Rs. 2,00,000/-
Trading Lot	[●] Equity Shares, however the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations	[●] Equity Shares and in multiples thereof		
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form. In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids <sup>(4)</sup>			
Mode of Bid	Only through the ASBA process (except for Anchor Investors)			

This Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details, please refer to "Issue Structure" on page 336 of the DRHP.

- (1) Our Company in consultation with the Book Running Lead Manager, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price.
- (2) In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an Offer for at least 25% of the post offer paid-up Equity share capital of the Company. This Offer is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 253 of the SEBI (ICDR) Regulations.
- (3) Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders

at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.

- (4) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

*Bid/Offer Programme:*

<b>Events</b>	<b>Indicative Dates</b>
Bid/Offer Opening Date	[•]
Bid/Offer Closing Date	[•]
Finalization of Basis of Allotment with the SE	[•]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account orUPI ID linked bank account	[•]
Credit of Equity Shares to Demat accounts of Allottees	[•]
Commencement of trading of the Equity Shares on the Stock Exchange	[•]

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

Bids and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Offer Period at the Bidding Centres mentioned in the Bid cum Application Form.

Standardization of cut-off time for uploading of bids on the Bid/Offer closing date:

A standard cut-off time of 3.00 p.m. for acceptance of bids.

A standard cut-off time of 4.00 p.m. for uploading of bids received from other than retail individual applicants.

A standard cut-off time of 5.00 p.m. for uploading of bids received from only retail individual applicants, which may be extended up to such time as deemed fit by NSE after taking into account the total number of bids received up to the closure of timings and reported by BRLM to NSE within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical bid cum application form of that Bidder may be taken as the final data for the purpose of allotment.

Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

**Withdrawal of the Offer**

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Bid/ Offer Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Bid/ Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly. If our Company withdraws the Issue after the Bid/ Offer Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange,

which our Company will apply for only after Allotment; and (ii) the registration of Red Herring Prospectus/ Prospectus with RoC.

## ISSUE PROCEDURE

All Bidders should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the 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, 2013 the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer, including in relation to the process for Bids by UPI Bidders through the UPI Mechanism.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) Category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Bidders; (v) Issuance of CAN and allotment in the Offer; (vi) General instructions (limited to instructions for completing the Bid cum Application Form); (vii) Submission of Bid cum Application Form; (viii) Other Instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (ix) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (x) mode of making refunds; (xi) Designated Date; (xii) disposal of applications; and (xiii) interest in case of delay in allotment or refund.

The SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("UPI") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for UPI Bidders applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("UPI Phase I"). The UPI Phase I was effective till June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("UPI Phase II"), with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline of T+3 days will be made effective using the UPI Mechanism for applications by UPI Bidders ("UPI Phase III"), as may be prescribed by the SEBI. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 ("UPI Streamlining Circular") read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular shall come into force for initial public offers opening on or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular are deemed to form part of this Prospectus. Additionally, SEBI vide its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 has reduced the time period for refund of applications money from 15 days to four days. However, SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023 has further reduced the time period for refund of applications money from four days to two days from issue closing date viz. initiation not later than 09.30 am on T+2 day (T is issue Closing Date) and completion before 2.00 pm on T+2 day for fund transfer and completion before 4.00pm on T+2 day for unblocking.

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).

Our Bank and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Prospectus.

*Further, our Bank and the Members of Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.*

Book Building Procedure

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR") read with Regulation 252 of SEBI ICDR Regulations, 2018, the Offer is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. The Offer is being made under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process wherein not more than 50% of the Offer shall be allocated on a proportionate basis to QIBs, provided that our Company and may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spillover from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

*Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID, as applicable, 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 Inter face*

SEBI has issued a circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 (collectively the "UPI Circulars") in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI will be 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 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 Mechanism, the UPI Circular proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase has become applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Retail Individual Applicant had the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

**Phase II:** This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Further, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount is

continued till further notice. Under this phase, submission of the ASBA Form by RIIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase. 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.

**Phase III:** The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing would be reduced to three Working Days. Accordingly, upon commencement of Phase III, the reduced time duration shall be applicable for the Offer.

The Offer will be made under UPI Phase II of the UPI Circulars, unless UPI Phase III of the UPI Circular becomes effective and applicable on or prior to the Bid/Offer Opening Date. If the Offer is made under UPI Phase III of the UPI Circular, the same will be advertised in all editions of [●], a widely circulated English national daily newspaper and all editions of [●], a widely circulated Hindi national daily newspaper, as the registered office of our company is situated in Delhi, therefore Hindi being regional language of Delhi, each with wide circulation on or prior to the Bid/Offer Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites.

All SCSBs offering the facility of making applications in public issues shall also provide the facility to make application using UPI. The Sponsor Bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/ or payment instructions of the UPI Bidders using the UPI.

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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 make an application as prescribed in Annexure I of of SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

Further, pursuant to SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, all Retail Individual Bidders applying in public issues where the application amount is up to ₹ 500,000 shall use UPI and shall also provide their UPI ID in the Bid cum Application Form submitted with any of the entities mentioned herein below:

- i. a syndicate member;
- ii. a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity);
- iii. a depository participant (whose name is mentioned on the website of the stock exchange as eligible for this activity);
- iv. a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for this activity).

For further details, refer to the “General Information Document” available on the websites of the Stock Exchanges and the BRLM.

### **Bid cum Application Form**

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the NSE, at least one day prior to the Bid/ Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the RIIs using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at therelevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stampare liable to be rejected. Since the Offer is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

- i. RILs (other than the RILs 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), providedby certain brokers.
- ii. RILs using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts),provided by certain brokers.
- iii. QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

Anchor Investors are not permitted to participate in the Offer through the ASBA process.

For Anchor Investors, the Anchor Investor Application Form will be available at the office of the BRLM. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

Category	Colour*
Anchor Investor**	White
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents and Eligible NRIs, FIIs, FVCIs, etc. applying on a repatriation basis	Blue

\*Excluding Electronic Bid cum Application Form

\*\* Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RILs (without using UPIfor payment), NIIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s)and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after acceptingthe Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPIID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the timeof submitting the Application.

An Investor, intending to subscribe to this Offer, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – “Designated Intermediaries”)

Sr. No. Designated Intermediaries
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- |   |
|---|
| 1. An SCSB, with whom the bank account to be blocked, is maintained   |
| 2. A syndicate member (or sub-syndicate member)   |
| 3. A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker') |

- 
4. A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
  5. A registrar to an Offer and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
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*Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.*

*The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.*

In case of ASBA forms, the relevant Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges and the Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on the application monies blocked. For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI Bidders for blocking of funds. For ASBA Forms (other than UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. In accordance with NSE Circular No: 20220803-40 and NSE Circular No: 25/2022, each dated August 3, 2022, for all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Offer Closing Date ("Cut-Off Time"). Accordingly, UPI Bidders 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 NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the bankers to an issue) 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 Bank and the Bankers to the Offer. The BRLM shall also be required to obtain the audit trail from the Sponsor Bank and the Bankers to the Offer for analysing the same and fixing liability.

#### **Availability of Red Herring Prospectus and Bid Cum Application Forms**

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and NSE ([www.nseindia.com](http://www.nseindia.com)) at least one day prior to the Bid/ Offer Opening Date.

Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

#### **Who can Bid?**

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Offer or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the Prospectus for more details.

Subject to the above, an illustrative list of Bidders is as follows:

- a) Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under



- guardianship);
- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: —Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
  - c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
  - d) Mutual Funds registered with SEBI;
  - e) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Offer;
  - f) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
  - g) FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
  - h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
  - i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Bidder 's category;
  - j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
  - k) Foreign Venture Capital Investors registered with the SEBI;
  - l) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
  - m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
  - n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
  - o) Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
  - p) Pension Funds and Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
  - q) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
  - r) Multilateral and bilateral development financial institution;
  - s) Eligible QFIs;
  - t) Insurance funds set up and managed by army, navy or air force of the Union of India;
  - u) Insurance funds set up and managed by the Department of Posts, India;
  - v) Any other person eligible to apply in this Offer, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications not to be made by:

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

*As per the existing regulations, OCBs are not eligible to participate in this Offer. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Offer provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.*

## **MAXIMUM AND MINIMUM APPLICATION SIZE**

### **1. For Retail Individual Bidders**

The Application must be for [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Bidder does not exceed ₹ 2,00,000. In case of revision of Applications, the Retail Individual Bidders have to ensure that the Application Price does not exceed ₹ 2,00,000.

## 2. For Other than Retail Individual Bidders (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of [•] Equity Shares thereafter. An application cannot be submitted for more than the Net Offer Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Offer Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

***Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.***

***The above information is given for the benefit of the Bidders. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.***

### METHOD OF BIDDING PROCESS

Our Company in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Offer and the same shall be advertised in all editions of the English national newspaper [•], all editions of Hindi national newspaper [•] and the registered office of our company is situated in Delhi, therefore Hindi being regional language of Delhi [•], each with wide circulation at least two Working Days prior to the Bid / Offer Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Offer Period.

- a) The Bid / Offer Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Offer Period may be extended, if required, by an additional three Working Days, subject to the total Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Offer Period, if applicable, will be published in all editions of the English national newspaper [•], all editions of Hindi national newspaper [•] and the registered office of our company is situated in Delhi, therefore Hindi being regional language of Delhi [•], each with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager.
- b) During the Bid/ Offer Period, Retail Individual Bidders, should approach the BRLM or their authorized agents to register their Bids. The BRLM shall accept Bids from Anchor Investors and ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid/ Offer Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the BRLM (for the Bids to be submitted in the Specified Cities) to register their Bids.
- c) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled "Bids at Different Price Levels and Revision of Bids" below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Offer Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Offer Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- d) The Bidder / Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Offer. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph "Buildup of the Book and Revision of Bids".
- e) Except in relation to the Bids received from the Anchor Investors, the BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, ("TRS"), for each price

and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form

- f) The BRLM shall accept the Bids from the Anchor Investors during the Anchor Investor Bid/ Offer Period i.e. one workingday prior to the Bid/ Offer Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.
- g) Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in “Escrow Mechanism - Terms of payment and payment into the Escrow Accounts” in the section “Issue Procedure” beginning on page 340 of this Prospectus
- h) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchange.
- i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
- j) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
- k) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal/failure of the Offer or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Offer shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Offer Account. In case of withdrawal/failure of the Offer, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Offer.

#### **BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS**

- a. Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Offer Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.
- b. Our Company in consultation with the BRLM, will finalize the Offer Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- c. The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- d. Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non- Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.
- e. The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other applicants.

### **Participation by Associates /Affiliates of BRLM and the Syndicate Members**

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Offer, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Neither the BRLM nor any persons related to the BRLM (other than Mutual Funds sponsored by entities related to the BRLM), Promoters and Promoter Group can apply in the Offer under the Anchor Investor Portion.

### **Option to Subscribe in the Offer**

- a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

### **Information for the Bidders:**

1. Our Company and the Book Running Lead Manager shall declare the Offer Opening Date and Offer Closing Date in the Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) Working days before the Offer Opening Date.
3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Offer, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
4. Any Bidder who would like to obtain the Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.
5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.

9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Offer will be made into the accounts of such Bidders.
10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

#### **BIDS BY ANCHOR INVESTORS:**

Our Company in consultation with the BRLM, may consider participation by Anchor Investors in the Offer for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

- 1) Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.
- 2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least 200.00 Lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of 200.00 Lakhs
- 3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
- 4) Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date and be completed on the same day.
- 5) Our Company in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
  - where allocation in the Anchor Investor Portion is up to 200.00 Lakhs, maximum of 2 (two) Anchor Investors.
  - where the allocation under the Anchor Investor Portion is more than 200.00 Lakhs but upto 2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor; and
  - where the allocation under the Anchor Investor portion is more than 2500.00 Lakhs: (i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto 2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of 2500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor.
- 6) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLM before the Bid/ Offer Opening Date, through intimation to the Stock Exchange.
- 7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- 8) If the 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 within 1

(one) WorkingDays from the Bid/ Offer Closing Date. 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 Offer Price.

- 9) At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
- 10) Fifty percent of the Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 90 and other fifty will be locked in for 30 days from the date of Allotment.
- 11) The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection by SEBI.
- 12) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
- 13) Anchor Investors are not permitted to Bid in the Offer through the ASBA process.

#### **BIDS BY ELIGIBLE NRI'S:**

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the BRLM and the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non- Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

#### **BIDS BY FPI INCLUDING FII'S:**

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Offer, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Offer, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Bids made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

In terms of the SEBI FPI Regulations, the Offer of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post- Offer Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limit an FII or sub account in our Company is 10% and 24% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non- Residents (blue in colour).

#### **BIDS BY SEBI REGISTERED VCF'S, AIF'S AND FVCI'S:**

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIF's.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

#### **BIDS BY HUF**

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Application is being made in the name of the HUF in the Bid cum Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bid cum Applications by HUFs may be considered at par with Bid cum Applications from individuals.

#### **BIDS BY MUTUAL FUNDS**

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid

cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Bid cum Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple applications provided that the Bids clearly indicate the scheme concerned for which the Bids has been made.

The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

#### **BIDS BY SYSTEMATICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES**

In case of Applications made by Systemically Important Non-Banking Financial Companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid cum Application Form. Failing this, our Company reserve the right to reject any Application, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Offer shall comply with all applicable legislations, regulations, directions, guidelines and circulars issued by RBI from time to time.

#### **BIDS BY LIMITED LIABILITY PARTNERSHIPS**

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any bid without assigning any reason thereof.

Limited liability, partnerships can participate in the Offer only through the ASBA process.

#### **BIDS BY INSURANCE COMPANIES**

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid by Insurance Companies without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

- 1) equity shares of a company: the least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- 2) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- 3) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (1), (2) and (3) above, as the case may be. Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

#### **BIDS UNDER POWER OF ATTORNEY:**

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2500 Lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- a) With respect to Bids by FIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form.



- b) With respect to Bids by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Bid cum Application Form.
- c) With respect to Bids made by provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Bid cum Application Form.
- d) With respect to Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form
- e) Our Company in consultation with the BRLM in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application form, subject to such terms and conditions that our Company and the BRLM may deem fit.

The above information is given for the benefit of the Bidders. Our Company, the BRLM and the Syndicate Members are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus. Bidders are advised to make their independent investigations and Bidders are advised to ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Red Herring Prospectus.

#### **BIDS BY PROVIDENT FUNDS / PENSION FUNDS:**

In case of Bids made by provident funds with minimum corpus of ₹ 25 Crore (subject to applicable law) and pension funds with minimum corpus of ₹ 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Bid cum Application Form. Failing this, the Company reserves the right to accept or reject any bid in whole or in part, in either case, without assigning any reason thereof.

#### **BIDS BY BANKING COMPANY:**

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid by a banking company without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks' own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a nonfinancial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

#### **BIDS BY SCSB'S:**

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making Bid cum Applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making Bid cum application in public issues and clear demarcated funds should be available in such account for such Bid cum applications.

#### **ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE OFFER:**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Offer shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Offer.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

### **Offer Procedure for Application Supported by Blocked Account (ASBA) Bidders**

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

### **Terms of payment**

The entire Offer price of ₹ [•] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Offer Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Offer or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Offer and the Registrar to the Offer to facilitate collections from the Bidders.

### **Payment mechanism**

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Offer shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Offer and consequent transfer of the Application Amount to the Public Offer Account, or until withdrawal/ failure of the Offer or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

### **Payment into Escrow Account for Anchor Investors**

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

- a. In case of resident Anchor Investors: — “[●]”
- b. In case of Non-Resident Anchor Investors: — “[●]”

Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections from the Anchor Investors.

### **Electronic Registration of Applications**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1:00 pm of next Working Day from the Offer Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
  - a) the applications accepted by them,
  - b) the applications uploaded by them
  - c) the applications accepted but not uploaded by them or
  - d) With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Offer, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
  - (i) The applications accepted by any Designated Intermediaries
  - (ii) The applications uploaded by any Designated Intermediaries or
  - (iii) The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will offer an electronic facility for registering applications for the Offer. This facility will available at the terminals of Designated Intermediaries and their authorized agents during the Offer Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Offer Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.
6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

S.No	Details
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DPID
8.	Client ID
9.	Quantity
10.	Amount

*\*Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into the on-line system:
  - Name of the Bidder;
  - IPO Name;
  - Bid Cum Application Form Number;
  - Investor Category;
  - PAN (of First Bidder, if more than one Bidder);
  - DP ID of the demat account of the Bidder;
  - Client Identification Number of the demat account of the Bidder;
  - Number of Equity Shares Applied for;
  - Bank Account details;
  - Locations of the Banker to the Offer or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
  - Bank account number.
8. In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Bidders and Retail Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in anyway be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
13. The Designated Intermediaries shall, on daily basis and to be completed before 9.30am of next working day of closure of Offer Period i.e. on T+1 day (T is issue Closing Day) , verify the DP ID and Client ID uploaded in the online IPO system during the Offer Period, after which the Registrar to the Offer will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
14. The SCSBs shall initiate not later than 9.30 am and shall complete before 2.00 pm on next working day from issue closer date i.e. T+2 day to send confirmation of Funds blocked (Final certificate) to the Registrar to the Offer.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

#### **Build of the Book**

- a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the

Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Offer Period.

b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centers during the Bid/ Offer Period.

#### Withdrawal of Bids

a) RIIs can withdraw their Bids until Bid/ Offer Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Offer Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.

b) The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

#### Price Discovery and Allocation

a) Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalize the Offer Price and the Anchor Investor Offer Price.

b) The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.

c) Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.

d) In case of under subscription in the Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the RHP.

e) In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.

f) Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the BRLM, subject to compliance with the SEBI Regulations.

**Illustration of the Book Building and Price Discovery Process:** Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Issuer, in consultation with the BRLM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

## **Signing of Underwriting Agreement and Registering of Red Herring Prospectus/Prospectus with ROC**

A copy of Red Herring Prospectus will be registered with the ROC and copy of Prospectus will be registered with ROC in terms of Section 32 of Companies Act, 2013 and Section 26 of Companies Act, 2013.

### **Pre- Offer Advertisement**

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Red Herring Prospectus with the ROC, publish a pre-Offer advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) the registered office of our company is situated in Delhi, therefore Hindi being regional language of Delhi, each with wide circulation. In the pre- Offer advertisement, we shall state the Bid Opening Date and the Bid/ Offer Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICDR Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

### **ADVERTISEMENT REGARDING OFFER PRICE AND PROSPECTUS:**

Our Company will Offer a statutory advertisement after the filing of the Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Offer Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

### **GENERAL INSTRUCTIONS:**

Please note that the NIIs are not permitted to withdraw their bids or lower the size of Bids in terms of quantity of Equity Shares or Bid Amount) at any stage. Retail Individual Investor can revise their Bids during the Bid/ Offer period and withdraw their Bids until Bid/ Offer Closing date.

Anchor investors are not allowed to withdraw their Bids after Anchor Investors bidding date.

### **Do's:**

1. Check if you are eligible to apply as per the terms of this Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that you (other than the Anchor Investors) have mentioned the correct details of your ASBA Account (i.e. bank account number or UPI ID, as applicable) in the Bid cum Application Form if you are not a UPI Bidder using the UPI Mechanism in the Bid cum Application Form and if you are a UPI Bidder using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Center (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the General Information Document;
6. RIBs Bidding shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID (only for UPI Bidders using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;
7. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries;
8. UPI Bidders using UPI Mechanism, may submit their ASBA Forms with the Syndicate Member, Registered Brokers, RTAs or CDPs and should ensure that the ASBA Form contains the stamp of such Designated Intermediary;
9. In case of joint Bids, ensure that the First Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the First Bidder is included in the Bid cum Application Form;
10. Ensure that the signature of the first Bidder in case of joint Bids, is included in the Bid cum Application Forms. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
11. 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 the name of only the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

12. Ensure that you request for and receive a stamped Acknowledgment Slip in the form of a counterfoil or acknowledgment specifying the application number as a proof of having accepted the of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
13. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed, and obtain a revised Acknowledgment Slip;
14. UPI Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs;
15. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, 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 Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
16. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the circular (No. MRD/DoP/Cir-20/2008) dated June 30, 2008 issued by the SEBI, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of the SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the Income Tax 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;
17. 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;
18. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;
19. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trusts, etc., the relevant documents, including a copy of the power of attorney, if applicable, are submitted;
20. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;
21. Since the Allotment will be in demat form only, ensure that the depository account is active, the correct DP ID, Client ID, the PAN, and UPI ID (for UPI Bidders bidding through UPI mechanism) and PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, UPI ID (for ASBA Bidders bidding through UPI mechanism) and the PAN entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, UPI ID (for UPI Bidders bidding through UPI mechanism) and PAN available in the Depository database;
22. In case of QIBs and NIBs, 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>);
23. The ASBA Bidders shall use only their own bank account or only their own bank account linked UPI ID for the purposes of making Application in the Offer, which is UPI 2.0 certified by NPCI;
24. The ASBA bidders shall ensure that bids above ₹ 5,00,000, are uploaded only by the SCSBs;
25. Bidders (except UPI Bidders Bidding through the UPI Mechanism) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of UPI Bidders, once the Sponsor Bank issues the UPI Mandate Request, the UPI Bidders would be required to proceed to authorize the blocking of funds by confirming or accepting the UPI Mandate Request to authorize the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;
26. 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;

27. Ensure that when applying in the Offer using the UPI Mechanism, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;
28. 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 Bank to authorize blocking of funds equivalent to the revised Bid Amount in the UPI Bidder's ASBA Account;
29. Anchor Investors should submit the Anchor Investor Application Forms to the BRLM;
30. FPIs making MIM Bids using 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;
31. 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;
32. UPI Bidders Bidding through the UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her/its UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, a UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form;
33. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 5:00 p.m. of the Bid/ Offer Closing Date;
34. Bids by Eligible NRIs, HUFs and any individuals, corporate bodies and family offices who are FPIs and registered with SEBI for a Bid Amount of less than ₹ 200,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 200,000 would be considered under the Non-Institutional Category for allocation in the Offer;
35. Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB or the Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, 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 authorize the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment; and
36. Ensure that the Demographic Details are updated, true and correct in all respects

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

**Don'ts:**

1. Do not Bid for lower than the minimum Bid size;
2. Do not submit a Bid using UPI ID, if you are not an UPI Bidder;
3. Do not Bid/revise the Bid Amount to less than the Floor Price or higher than the Cap Price;
4. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by Retail Individual Bidders);
5. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
6. Do not pay the Bid Amount in cheques, demand drafts, cash, money order, postal order or by stock invest;
7. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
8. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Bank;
9. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
10. Do not submit the Bid for an amount more than funds available in your ASBA account;
11. 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 on or before the Bid/Offer Closing Date;
12. Do not submit your Bid after 5.00 p.m. on the Bid/Offer Closing Date;
13. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;
14. If you are a QIB, do not submit your Bid after 4 p.m. on the QIB Bid / Offer Closing Date;
15. Do not Bid for Equity Shares in excess of what is specified for each category;



16. In case of ASBA Bidders (other than 3-in-1 Bids), Syndicate Members shall ensure that they do not upload any bids above ₹ 5,00,000;
17. In case of ASBA Bidders and UPI Bidders using UPI mechanism, do not submit more than one Bid cum Application Form per ASBA Account or UPI ID, respectively;
18. Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;
19. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a color prescribed for another category of Bidder;
20. 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;
21. 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);
22. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations, or under the terms of this Prospectus;
23. Do not submit the General Index Register (GIR) number instead of the PAN;
24. Do not submit incorrect details of the DP ID, Client ID, the PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
25. Do not submit the ASBA Forms to any Designated Intermediary that is not authorized to collect the relevant ASBA Forms or to our Bank;
26. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are UPI Bidder and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;
27. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account;
28. Anchor Investors should not bid through the ASBA process;
29. Anchor Investors should submit Anchor Investor Application Form only to the BRLM;
30. Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;
31. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
32. 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;
33. UPI Bidders Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or a bank which is not mentioned in the list provided in the SEBI website is liable to be rejected;
34. Do not submit more than one Bid cum Application Form for each UPI ID in case of UPI Bidders Bidding using the UPI Mechanism;
35. Do not Bid if you are an OCB.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

#### **Other instructions for the Bidders Joint Bids**

In the case of Joint Bids, the Bids should be made in the name of the Bidders whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidders would be required in the Bid cum Application Form/Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

#### **Multiple Bids**

Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

#### **Investor Grievance**

In case of any pre- Offer or post Offer related problems regarding demat credit / refund orders/ unblocking etc. the Investors can contact the Compliance Officer of our Company.

### **Nomination Facility to Bidders**

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

### **Submission of Bids**

- (a) During the Bid/ Offer Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- (b) In case of Bidders (excluding NIIs and QIBs) Bidding at cut-off price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- (c) For details of the timing on acceptance and upload of Bids in the Stock Exchange platform Bidders are requested to refer to the RHP.

### **GROUNDINGS OF TECHNICAL REJECTIONS**

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm assuch shall be entitled to apply;
- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Bid cum Application Form;
- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
- GIR number furnished instead of PAN;
- Bid for lower number of Equity Shares than specified for that category of investors;
- Bids at Cut-off Price by NIIs and QIBs;
- Bids for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the RHP;
- The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Bids as defined in the RHP;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Bid accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Bidder is missing;

- Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid/ Offer Opening Date advertisement and the RHP and as per the instructions in the RHP and the Bid cum Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant 's identity (DP ID) and the beneficiary's account number;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bid by OCBs;
- Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock Exchanges;
- Where no confirmation is received from SCSB for blocking of funds;
- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form. Bids not duly signed by the sole/First Bidder;
- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; and
- Details of ASBA Account not provided in the Bid cum Application form.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

**BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.**

#### **BASIS OF ALLOCATION**

- a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.

- c) In case of under subscription in the Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.

## **ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to RHP. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Offer. However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

### **BASIS OF ALLOTMENT**

#### **a. For Retail Individual Bidders**

Bids received from the Retail Individual Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Offer Price.

The Offer size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer Price, the Allotment shall be made on a proportionate basis up to a minimum of 2,000 Equity Shares and in multiples of 2,000 Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

#### **b. For Non-Institutional Bidders**

Bids received from Non-Institutional Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non-Institutional Bidders will be made at the Offer Price.

The Offer size less Allotment to QIBs and Retail shall be available for Allotment to Non-Institutional Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

#### **c. For QIBs**

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Offer Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Offer Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

- a) In the first instance allocation to Mutual Funds for 5% of the QIB Portion shall be determined as follows:
- In the event that Bids by Mutual Fund exceeds 5% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for 5% of the QIB Portion.

- In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Offer Price.
- Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;

b) In the second instance Allotment to all QIBs shall be determined as follows:

- In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Offer Price shall be allotted Equity Shares on a proportionate basis, up to a minimum of 2,000 Equity Shares and in multiples of 2,000 Equity Shares thereafter for 95% of the QIB Portion.
- Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of 2,000 Equity Shares and in multiples of 2,000 Equity Shares thereafter, along with other QIB Bidders.
- Under-subscription below 5% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [•].
- Equity Shares.

**d. ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)**

a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:

- a) not more than 60% of the QIB Portion will be allocated to Anchor Investors;
- b) one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
- c) allocation to Anchor Investors shall be on a discretionary basis and subject to:

- a maximum number of two Anchor Investors for allocation up to ₹ 2 crores;  
a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2 crores and up to ₹ 25 crores subject to minimum allotment of ₹ 1 crore per such Anchor Investor; and
- in case of allocation above twenty-five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty-five crore rupees and an additional 10 such investors for every additional twenty-five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.

b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

c) **In the event that the Offer Price is higher than the Anchor Investor Allocation Price:**

Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of

Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Offer Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors

d) In the event the Offer Price is lower than the Anchor Investor Allocation Price:

Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

e) **Basis of Allotment for QIBs (other than Anchor Investors) and NIIs in case of Over Subscribed Offer:**

In the event of the Offer being Over-Subscribed, the Issuer may finalize the Basis of Allotment in consultation with the NSE EMERGE (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio).
- c) For Bids where the proportionate allotment works out to less than 2,000 equity shares the allotment will be made as follows:
  - Each successful Bidder shall be allotted 2,000 equity shares; and
  - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of 2,000 equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of 2,000 equity shares subject to a minimum allotment of 2,000 equity shares.
- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of 2,000 Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Offer specified under the Capital Structure mentioned in this Prospectus.

Retail Individual Investor' means an investor who applies for shares of value of not more than ₹2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director / Managing Director of NSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Offer shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

#### **Issuance of Allotment Advice**

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.

- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Offer.

The Book Running Lead Manager or the Registrar to the Offer will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.

- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 4 working days of the Offer Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Offer Account to Public Offer account of the issuer.

**Designated Date:**

On the Designated date, the SCSBs shall transfer the funds represented by allocations of the Equity Shares into Public Offer Account with the Bankers to the Offer.

The Company will Offer and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Bid/ Offer Closing Date. The

Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any

**Instructions for Completing the Bid Cum Application Form**

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an Offer with effect from January 01, 2013. The list of Broker Centre is available on the websites of NSE i.e., [www.nseindia.com](http://www.nseindia.com). With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Offer and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Offer with effect from January 01, 2016. The List of ETA and DPs centers for collecting the application shall be disclosed is available on the websites of NSE i.e., [www.nseindia.com](http://www.nseindia.com)

**Bidder's Depository Account and Bank Details**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Offer will obtain from the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Offer.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Offer, the required Demographic Details as available on its records.

### **Submission of Bid Cum Application Form**

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

### **Communications**

All future communications in connection with Applications made in this Offer should be addressed to the Registrar to the Offer quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Offer in case of any pre- Offer or post Offer related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

### **Disposal of Application and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at NSE EMERGE where the Equity Shares are proposed to be listed are taken within 3 (Three) working days from Offer Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (Three) days of the Offer Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2 (Two) working days of the Offer Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case

### **Right to Reject Applications**

In case of QIB Bidders, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Retail Individual Bidders who applied, the Company has a right to reject Applications based on technical grounds.

### **Impersonation**

*Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:*

**"Any person who—**

- (a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- (b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- (c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to



anyother person in a fictitious name, shall be liable for action under Section 447."

### **Undertakings by Our Company**

We undertake as follows:

- 1) That the complaints received in respect of the Offer shall be attended expeditiously and satisfactorily;
- 2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading on Stock Exchange where the Equity Shares are proposed to be listed within six working days from Offer Closure date.
- 3) That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Offer by our Company;
- 4) Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall besent to the applicant within six Working Days from the Offer Closing Date, giving details of the bank where refunds shallbe credited along with amount and expected date of electronic credit of refund;
- 5) That our Promoter's contribution in full has already been brought in;
- 6) That no further Offer of Equity Shares shall be made till the Equity Shares Issued through the Prospectus are listed or untilthe Application monies are refunded on account of non-listing, undersubscription etc.;
- 7) That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;
- 8) If our Company does not proceed with the Offer after the Bid/ Offer Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/ Offer Closing Date. Thepublic notice shall be issued in the same newspapers where the Pre- Offer advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
- 9) If our Company withdraws the Offer after the Bid/ Offer Closing Date, our Company shall be required to file a fresh Red Herring Prospectus with the Stock exchange/RoC/SEBI, in the event our Company subsequently decides to proceed with the Offer;
- 10) If allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/ unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period.

### **Utilization of Offer Proceeds**

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Offer shall be credited/ transferred to a separate bank account other than the bank accountreferred to in sub section (3) of Section 40 of the Companies Act 2013;
- 2) Details of all monies utilized out of the Offer referred above shall be disclosed and continue to be disclosed till the time any part of the Offer proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Offer, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and
- 4) Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Offer.
- 5) Our Company shall not have recourse to the Offer Proceeds until the approval for listing and trading of the Equity Sharesfrom the Stock Exchange where listing is sought has been received.
- 6) The Book Running Lead Manager will that the complaints or comments received in respect of the Offer will be attended expeditiously and satisfactorily.

### **Equity Shares in Dematerialized Form with NSDL or CDSL**

To enable all shareholders of our Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) Tripartite Agreement dated September 06, 2023 between NSDL, the Company and the Registrar to the Offer;
- b) Tripartite Agreement dated October 26, 2023 between CDSL, the Company and the Registrar to the Offer;

The Company's equity shares bear an ISIN No. INE0R47401017

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## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 ("FEMA"). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India ("RBI") and Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India ("DPIIT").

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment ("FDI") through press notes and press releases. The DPIIT, has issued consolidated FDI Policy Circular of 2020 ("FDI Policy 2020"), effective from October 15, 2020, which consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until the DIPP issues an updated circular.

The RBI also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI and Master Direction – Foreign Investment in India (updated upto March 08, 2019). In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular and Master Direction. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

In case of investment in sectors through Government Route, approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2020 has to be obtained.

The transfer of shares between an Indian resident to a non-resident does not require the prior approval of the RBI, subject to fulfilment of certain conditions as specified by DIPP / RBI, from time to time.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

### **Investment conditions/restrictions for overseas entities**

Under the current FDI Policy 2020 and amendments from time to time thereupon, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Schedule 1, 2, 3, 6, 7, 8, 9, 10 and 11 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations, 2017 as amended from time to time. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49% or sectoral /statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral /statutory cap.

### **Investment by FPIs under Portfolio Investment Scheme (PIS)**

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

### **Investment by NRI or OCI on repatriation basis:**

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as "Capital Instruments") of a listed Indian company on a recognized stock exchange in India by Non- Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Schedule 3 of the FEMA (Transfer or Issue of security by a person resident outside India) Regulations, 2017 as amended from time to time. The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

### **Investment by NRI or OCI on non-repatriation basis**

As per current FDI Policy 2020, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations – Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non- repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

**The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.**

**Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.**

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

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**SECTION XIII - MAIN PROVISION OF ARTICLE OF ASSOCIATION  
THE COMPANIES ACT, 2013**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**ALPEX SOLAR LIMITED**

**PRELIMINARY**

**1. CONSTITUTION OF THE COMPANY**

- a. The regulations contained in table "F" of Schedule I to the Companies Act, 2013 shall apply to the Company only in so far as the same are not provided for or are not inconsistent with these Articles.
- b. The regulations for the management of the Company and for the observance of the members thereof and their representatives shall be such as are contained in these Articles subject however to the exercise of the statutory powers of the Company in respect of repeal, additions, alterations, substitution, modifications and variations thereto by special resolution as prescribed by the Companies Act, 2013.

**2. DEFINITIONS AND INTERPRETATION**

**A. Definitions**

In the interpretation of these Articles the following words and expressions shall have the following meanings unless repugnant to the subject or context.

**"Act"** means the Companies Act, 2013 along with the relevant Rules made there under, in force and any statutory amendment thereto or replacement thereof and including any circulars, notifications and clarifications issued by the relevant authority under the Companies Act, 2013, and applicable and subsisting provisions of the Companies Act, 1956, if any, along with the relevant Rules made there under. Reference to Act shall also include the Secretarial Standards issued by the Institute of Company Secretaries of India constituted under the Company Secretaries Act, 1980.

**"Annual General Meeting"** shall mean a General Meeting of the holders of Equity Shares held annually in accordance with the applicable provisions of the Act.

**"Articles"** shall mean these articles of association as adopted or as from time to time altered in accordance with the provisions of these Articles and Act.

**"Auditors"** shall mean and include those persons appointed as such for the time being by the Company.

**"Board" or "Board of Directors"** shall mean the collective board of directors of the Company, as duly called and constituted from time to time, in accordance with Law and the provisions of these Articles.

**"Board Meeting"** shall mean any meeting of the Board, as convened from time to time and any adjournment thereof, in accordance with law and the provisions of these Articles.

**"Business Day"** shall mean a day on which scheduled commercial banks are open for normal banking business;

**"Capital" or "Share Capital"** shall mean the authorized share capital of the Company.

**"Chairman"** shall mean such person as is nominated or appointed in accordance with Article 35 herein below.

**"Companies Act, 2013"** shall mean the Companies Act, 2013 (Act 18 of 2013), as amended, including any statutory

modification or re-enactment thereof, for the time being in force

**“Company” or “this Company”** shall mean **ALPEX SOLAR LIMITED**.

**“Committees”** shall have the meaning ascribed to such term in Article 66.

**“Depositories Act”** shall mean The Depositories Act, 1996 and shall include any statutory modification or re-enactment thereof.

**“Director”** shall mean any director of the Company, including alternate directors, independent directors and nominee directors appointed in accordance with the Law and the provisions of these Articles.

**“Dividend”** shall include interim dividends.

**“Encumbrance”** shall mean any encumbrance including without limitation any mortgage, pledge, charge, lien, deposit or assignment by way of security, bill of sale, option or right of pre-emption, entitlement to beneficial ownership and any interest or right held, or claim that could be raised, by a third party or any other encumbrance or security interest of any kind;

**“Equity Share Capital”** shall mean the total issued and paid-up equity share capital of the Company, calculated on a fully diluted basis.

**“Equity Shares”** shall mean fully paid-up equity shares of the Company having a par value of INR 10 (Rupees Ten) per equity share of the Company, or any other issued Share Capital of the Company that is reclassified, reorganized, reconstituted or converted into equity shares of the Company.

**“Executor” or “Administrator”** shall mean a person who has obtained probate or letters of administration, as the case may be, from a court of competent jurisdiction and shall include the holder of a succession certificate authorizing the holder thereof to negotiate or transfer the Shares or other Securities of the deceased Shareholder and shall also include the holder of a certificate granted by the Administrator-General appointed under the Administrator Generals Act, 1963.

**“Extraordinary General Meeting”** shall mean an extraordinary general meeting of the holders of Equity Shares duly called and constituted in accordance with the provisions of the Act.

**“Financial Year”** shall mean any fiscal year of the Company, beginning on April 1 of each calendar year and ending on March 31 of the following calendar year.

**“Law/Laws”** shall mean all applicable provisions of all (i) constitutions, treaties, statutes, laws (including the common law), codes, rules, regulations, circulars, ordinances or orders of any governmental authority and SEBI, (ii) governmental approvals, (iii) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any governmental authority, (iv) rules or guidelines for compliance, of any stock exchanges, (v) international treaties, conventions and protocols, and (vi) Indian GAAP or Ind-AS or any other generally accepted accounting principles.

**“Memorandum”** shall mean the memorandum of association of the Company, as amended from time to time.

**“Office”** shall mean the registered office for the time being of the Company.

**“Paid-up”** shall include the amount credited as paid up.

**“Person”** shall mean any natural person, sole proprietorship, partnership, company, body corporate, governmental authority, joint venture, trust, association or other entity (whether registered or not and whether or not having separate legal personality).

**“Register of Members”** shall mean the register of Shareholders to be kept pursuant to Section 88 of the Act. (bb) **“Registrar”** shall mean the Registrar of Companies, from time to time having jurisdiction over the Company. (cc) **“Rules”** shall mean the rules made under the Act and as notified from time to time.

**“Seal”** shall mean the common seal(s) for the time being of the Company, if any.

**“SEBI”** shall mean the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992. **“SEBI Listing Regulations”** shall mean the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any statutory amendment thereto and any listing agreement entered into by the Company with the StockExchanges.

**“Securities” or “securities”** shall mean any Share (including Equity and Preference Shares), scripts, stocks, bonds, debentures, warrants or options whether or not, directly or indirectly convertible into, or exercisable or exchangeable into or for Equity Shares, and any other marketable securities.

**“Shares” or “shares”** shall mean any share issued in the Share Capital of the Company, including Equity Shares and preference shares.

**“Shareholder” or “shareholder” or “member”** shall mean any shareholder of the Company, from time to time.

**“Shareholders’ Meeting”** shall mean any meeting of the Shareholders of the Company, including Annual General Meetings as well as Extraordinary General Meetings, convened from time to time in accordance with the Act, applicable Laws and the provisions of these Articles.

**“Stock Exchanges”** shall mean Bombay Stock Exchange Limited, the National Stock Exchange of India Limited and any other stock exchange in India where the Securities are listed.

## **B. Interpretation**

In these Articles (unless the context requires otherwise):

- a. References to a person shall, where the context permits, include such person’s respective successors, legal heirs and permitted assigns.
- b. The descriptive headings of 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 and shall not affect the construction of these Articles.
- c. References to articles and sub-articles are references to Articles and sub-articles of and to these Articles unless otherwise stated and references to these Articles include references to the articles and sub-articles herein.
- d. Words importing the singular include the plural and vice versa, pronouns importing a gender include each of the masculine, feminine and neuter genders, and where a word or phrase is defined, other parts of speech and grammatical forms of that word or phrase shall have the corresponding meanings.
- e. Wherever the words “include,” “includes,” or “including” is used in these Articles, such words shall be deemed to be followed by the words “without limitation”.
- f. 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, unless expressly stated otherwise.
- g. Reference to statutory provisions shall be construed as meaning and including references also to any amendment or re-enactment for the time being in force and to all statutory instruments or orders made pursuant to such statutory provisions.
- h. In the event any of the provisions of the Articles are contrary to the provisions of the Act and the Rules, the provisions of the Act and Rules will prevail.

## **3. EXPRESSIONS IN THE ACT AND THESE ARTICLES**

Save as aforesaid, any words or expressions defined in the Act or the Depositories Act or the SEBI Listing Regulations, shall, as the case may be, if not inconsistent with the subject or context, bear the same meaning in these Articles.

#### **4. SHARE CAPITAL**

- a. The Authorised Share Capital of the Company shall be as stated under Clause V of the Memorandum of Association of the Company with such rights, privileges and conditions respectively attached thereto as may be from time to time and the Company may sub-divide, consolidate and increase the Share Capital from time to time and upon the sub-division of Shares, apportion the right to participate in profits in any manner as between the Shares resulting from the sub-division.
- b. The Company has power, from time to time, to increase or reduce its authorised or issued and Paid up Share Capital, in accordance with the Act, applicable Laws and these Articles. The Share Capital of the Company may be classified into Shares with differential rights as to dividend, voting or otherwise in accordance with the applicable provisions of the Act, Rules, and Law, from time to time.
- c. The Board may, subject to the relevant provisions of the Act and these Articles, allot and issue Shares as payment or part payment 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 or about the formation of the Company or in respect of an acquisition and/or in the conduct of its business or for any goodwill provided to the Company; and any Shares which may be so allotted may be issued as fully/partly Paid-up Shares and if so issued shall be deemed as fully/partly Paid-up Shares.
- d. Except so far as otherwise provided by the conditions of issue or by these Articles, any Share Capital raised by the creation of new Shares, shall be considered as part of the existing Share Capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.
- e. 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 purposes of these Articles, be a Shareholder.
- f. The money, (if any), which the Board shall, on the allotment of any Shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any Shares allotted by them, shall immediately on the insertion of the name of the allottee, in the Register of Members as the name of the holder of such Shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

#### **5. PREFERENCE SHARES**

##### **a. Redeemable Preference Shares**

The Company, subject to the applicable provisions of the Act, 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 Redeemable 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 at a premium or otherwise and/or conversion of such shares into such Securities on such terms as they may deem fit.

#### **6. PROVISIONS IN CASE OF PREFERENCE SHARES**

Upon the issue of preference shares pursuant to Article 5 above, the following provisions shall apply:

- a. No such preference shares shall be redeemed except out of profits of the Company which would otherwise be available



for Dividend or out of the proceeds of a fresh issue of shares made for the purposes of the redemption;

- b. No such shares shall be redeemed unless they are fully paid;
- c. The premium, if any, payable on redemption shall have been provided for out of the profits of the Company or out of the Company's securities premium account, before the shares are redeemed;
- d. Where any such shares are proposed to be redeemed out of the profits of the Company, there shall, out of such profits, be transferred, a sum equal to the nominal amount of the shares to be redeemed, to a reserve, to be called the "Capital Redemption Reserve Account" and the applicable provisions of the Act relating to the reduction of the Share Capital of the Company shall, except as provided by Section 55 of the Act, apply as if the Capital Redemption Reserve Account were Paid up Share Capital of the Company;
- e. The redemption of preference shares under this Article by the Company shall not be taken as reduction of Share Capital;
- f. The Capital Redemption Reserve Account may, notwithstanding anything in this Article, be applied by the Company, in paying up un-issued shares of the Company to be issued to the Shareholders as fully paid bonus shares; and
- g. Whenever the Company shall redeem any redeemable preference shares, the Company shall, within 30 (thirty) days thereafter, give notice thereof to the Registrar as required by Section 64 of the Act.

## **7. COMPANY'S LIEN**

### **A. On shares:**

- a. The Company shall have a first and paramount lien :
  - I on every share (not being a fully paid share), for all money (whether presently payable or not) called, or payable at a fixed time, in respect of that share;
  - II on all shares (not being fully paid shares) standing registered in the name of a single person, for all money presently payable by him or his estate to the Company;

Provided that the Board may, at any time, declare any shares wholly or in part to be exempt from the provisions of this Article.

- b. The Company's lien, if any, on the shares, (not being a fully paid share), shall extend to all Dividends payable and bonuses declared from time to time in respect of such shares.
- c. For the purpose of enforcing such lien, the Board may sell such partly Paid-up shares, subject thereto in such manner as the Board shall think fit, and for that purpose may cause to be issued, a duplicate certificate in respect of such shares and may authorise one of their Shareholders to execute and register the transfer thereof on behalf of and in the name of any purchaser. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to said shares be affected by any irregularity or invalidity in the proceedings in reference to the sale of such shares;

Provided that no sale of such shares shall be made:

- I unless a sum in respect of which the lien exists is presently payable; or
- II until the expiration of 14 days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

The net proceeds of any such sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. The residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the Person entitled to the shares at the date of the sale.

- d. No Shareholder shall exercise any voting right in respect of any shares or Debentures 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.

- e. Subject to the Act and these Articles, the right of lien under this Article 7 shall extend to other Securities.

## 8. CALLS

- a. Subject to the provisions of Section 49 of the Act, the terms on which any shares may have been issued and allotted, the Board may, from time to time, by a resolution passed at a meeting of the Board, make such call as it thinks fit upon the Shareholders in respect of all money unpaid on the shares held by them respectively and each Shareholder shall pay the amount of every call so made on him to the Person or Persons and Shareholders and at the times and places appointed by the Board. A call may be made payable by installments. Provided that the Board shall not give the option or right to call on shares to any person except with the sanction of the Company in the General Meeting.
- b. 14 (fourteen) days' notice in writing at the least of every call (otherwise than on allotment) shall be given by the Company specifying the time and place of payment, provided that before the time for payment of such call, the Board may revoke or postpone the same.
- c. The call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed and may be made payable by the Shareholders whose names appear on the Register of Members on such date as shall be fixed by the Board.
- d. The joint holder of a share shall be jointly and severally liable to pay all installments and calls due in respect thereof.
- e. The Board may, from time to time at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the Shareholders who, from residence at a distance or other cause the Board may deem fairly entitled to such extension; but no Shareholders shall be entitled to such extension save as a matter of grace and favour.
- f. If any Shareholder or allottee fails to pay the whole or any part of any call or installment, due from him on the day appointed for payment thereof, or any such extension thereof, he shall be liable to pay interest on the same from the day appointed for the payment to the time of actual payment at 10 (ten) per cent per annum or such lower rate as shall from time to time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Shareholder and the Board shall be at liberty to waive payment of such interest either wholly or in part.
- g. Any sum, which by the terms of issue of a share or otherwise, becomes payable on allotment or at any fixed date or by installments at a fixed time whether on account of the nominal value of the share or by way of premium shall for the purposes of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue or otherwise the same became payable, and in case of non-payment, all the relevant provisions of these Articles as to payment of call, interest, expenses, forfeiture or otherwise shall apply as if such sum became payable by virtue of a call duly made and notified.
- h. On the trial or hearing of any action or suit brought by the Company against any Shareholder or his legal representatives for the recovery of any money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the Shareholder in respect of whose shares the money is sought to be recovered appears entered on the Register of Members as the holder, or one of the holders at or subsequent to the date at which the money sought to be recovered is alleged to have become due on the shares; that the resolution making the call is duly recorded in the minute book, and that notice of such call was duly given to the Shareholder or his representatives so sued in pursuance of these Articles; and it shall not be necessary to prove the appointment of the Directors who made such call nor that a quorum of Directors was present at the Board at which any call was made, nor that the meeting at which any call was made was duly convened or constituted nor any other matters whatsoever; but the proof of the matters aforesaid shall be conclusive evidence of the debt and the same shall be recovered by the Company against the Shareholder or his representative from whom it is ought to be recovered, unless it shall be proved, on behalf of such Shareholder or his representatives against the Company that the name of such Shareholder was improperly inserted in the Register of Members or that the money sought to be recovered has actually been paid.
- i. The Company may enforce a forfeiture of shares under Article 11 below notwithstanding the following : (i) a judgment or a decree in favour of the Company for calls or other money due in respect of any share; (ii) part payment or satisfaction of any calls or money due in respect of any such judgment or decree; (iii) the receipt by the Company of a portion of any

money which shall be due from any Shareholder to the Company in respect of his shares; and (iv) any indulgence granted by the Company in respect of the payment of any such money.

- j. The Board may, if it thinks fit (subject to the provisions of Section 50 of the Act) agree to and receive from any Shareholder willing to advance the same, the whole or any part of the money due upon the shares held by him beyond the sums actually called up, and upon the amount so paid or satisfied in advance or so much thereof as from time to time and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares in respect of which such advance has been made, the Company may pay interest, as the Shareholder paying such sum in advance and the Board may agree upon; provided that the money paid in advance of calls shall not confer a right to participate in profits or dividend. Provided always that if at any time after the payment of any such money the rate of interest so agreed to be paid to any such Member appears to the Board to be excessive, it shall be lawful for the Board from time to time to repay to such Member so much of such money as shall then exceed the amount of the calls made upon such shares in the manner determined by the Board. Provided also that if at any time after the payment of any money so paid in advance, the Company shall go into liquidation, either voluntary or otherwise, before the full amount of the money so advanced shall have become due by the members to the Company, on installments or calls, or in any other manner, the maker of such advance shall be entitled (as between himself and the other Members) to receive back from the Company the full balance of such moneys rightly due to him by the Company in priority to any payment to members on account of capital, in accordance with and subject to the provisions of the Act.
- k. No Shareholder shall be entitled to voting rights in respect of the money (ies) so paid by him until the same would but for such payment, become presently payable.

## **9. TRANSFER AND TRANSMISSION OF SHARES**

- a. The Company shall record in the Register of Members fairly and distinctly particulars of every transfer or transmission of any share, Debenture or other Security held in a material form.
- b. In accordance with Section 56 of the Act, the Rules and such other conditions as may be prescribed under Law, every instrument of transfer of shares held in physical form shall be in writing. 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 shall apply.
- c. (I) An application for the registration of a transfer of the shares in the Company may be made either by the transferor or the transferee within the time frame prescribed under the Act.  
(II) Where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee in a prescribed manner and the transferee communicates no objection to the transfer within 2 (two) weeks from the receipt of the notice.
- d. Every such instrument of transfer shall be executed by both, the transferor and the transferee and attested and the transferor shall be deemed to remain the holder of such share until the name of the transferee have been entered in the Register of Members in respect thereof.
- e. Subject to the provisions of the Act, a person entitled to a share by transmission shall, subject to the right of the Board to retain such Dividends as hereinafter provided in Article 72(g) be entitled to receive, and may give a discharge for any dividends or other moneys payable in respect of the shares.
- f. The Board shall have power on giving not less than 7 (seven) days ' previous notice or such lesser period as may be specified by SEBI, by advertisement in a vernacular newspaper and in an English newspaper having wide circulation in the city, town or village in which the Office of the Company is situated and by publishing a notice on the website of the Company, to close the transfer books, the Register of Members and/or Register of Debenture-holders at such time or times and for such period or periods, not exceeding 30 (thirty) days at a time and not exceeding in the aggregate 45 (forty-five) days in each year, as it may deem expedient.
- g. Subject to the provisions of Sections 58 of the Act, these Articles and other applicable provisions of the Act or any other Law for the time being in force, the Board may, refuse to register the transfer of, or the transmission by operation of law of the right to, any Securities or interest of a Shareholder in the Company. The Company shall, within 30 (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, send a notice of refusal to the transferee and transferor or to the person giving notice of such transmission, as the case may be, giving reasons for such refusal.

- Provided that, registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other Person or Persons indebted to the Company on any account whatsoever except where the Company has a lien on shares.
- h. Subject to the applicable provisions of the Act and these Articles, the Directors shall have the absolute and uncontrolled discretion to refuse to register a Person entitled by transfer / transmission to any shares or his nominee as if he were the transferee named in any ordinary transfer presented for registration, and shall not be bound to give any reason for such refusal and in particular may also decline in respect of shares upon which the Company has a lien.
  - i. Subject to the provisions of these Articles, any transfer of shares in whatever lot should not be refused, though there would be no objection to the Company refusing to split a share certificate into several scripts of any small denominations or, to consider a proposal for transfer of shares comprised in a share certificate to several Shareholders, involving such splitting, if on the face of it such splitting/ transfer appears to be unreasonable or without a genuine need. The Company should not, therefore, refuse transfer of shares in violation of the listing requirements of the relevant Stock Exchanges on the ground that the number of shares to be transferred is less than any specified number.
  - j. In case of the death of any one or more shareholders named in the Register of Members as the joint-holders of any shares, the survivors shall be the only Shareholder(s) recognized by the Company as having any title to or interest in such shares, but nothing therein contained shall be taken to release the estate of a deceased joint- holder from any liability on shares held by him jointly with any other Person.
  - k. The Executors or Administrators or holder of the succession certificate or the legal representatives of a deceased Shareholder, (not being one of two or more joint- holders) or his nominee(s), shall be the only Shareholders recognized by the Company as having any title to the shares registered in the name of such Shareholder, and the Company shall not be bound to recognize such Executors or Administrators or the legal representatives unless such Executors or Administrators or legal representatives shall have first obtained probate or letters of administration or succession certificate, as the case may be, from a duly constituted court in India, provided that the Board may in its absolute discretion dispense with production of probate or letters of administration or succession certificate, upon such terms as to indemnity or otherwise as the Board may in its absolute discretion deem fit and may under Article 9 (a) of these Articles register the name of any Person who claims to be absolutely entitled to the shares standing in the name of a deceased Shareholder, as a Shareholder.
  - l. (I) Subject to the provisions of Articles and the Act, any Person becoming entitled to shares in consequence of the death, lunacy, bankruptcy of any Shareholder or Shareholders, or by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board, (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article, or of his title, as the Board thinks sufficient, either be registered himself as the holder of the shares or elect to have some Person nominated by him and approved by the Board, registered as such holder; provided nevertheless, that if such Person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the shares.
  - m. A Person becoming entitled to a share by reason of the death or insolvency of a Shareholder shall be entitled to the same Dividends and other advantages to which he would be entitled if he were the registered holder of the shares, except that he shall not, before being registered as a Shareholder in respect of the shares, be entitled to exercise any right conferred by membership in relation to meetings of the Company.
- I. Provided that the Directors shall, at any time, give notice requiring any such Person to elect either to register himself or to transfer the shares, and if such notice is not complied with within 90 (ninety) days, the Directors may thereafter withhold payment of all Dividends, bonuses or other monies payable in respect of the shares until the requirements of the notice have been complied with.
- II. Where any instrument of transfer of shares has been received by the Company for registration and the transfer of such shares has not been registered by the Company for any reason whatsoever, the Company shall transfer the Dividends in relation to such shares to a unpaid dividend account unless the Company is authorized by the registered holder of such

shares, in writing, to pay such Dividends to the transferee and will keep in abeyance any offer of right shares and/or bonus shares in relation to such shares.

III. In case of transfer and transmission of shares or other securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic and fungible form in a Depository, the provisions of the Depositories Act shall apply.

- n. 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 a properly stamped and executed instrument of transfer in accordance with the provisions of Section 56 of the Act.
- o. No fee shall be payable to the Company, in respect of the registration of transfer or transmission of shares, or for registration of any power of attorney, probate, letters of administration or other similar documents.
- p. The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof, (as shown or appearing in the Register of Members), to the prejudice of a Person or Persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had any notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto, in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which maybe given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company but the Company shall nevertheless bear liberty to regard and attend to any such notice, and give effect thereto if the Board shall so think fit.
- q. The provision of these Articles shall be subject to the applicable provisions of the Act, the Rules and any requirements of Law. Such provisions shall mutatis mutandis apply to the transfer or transmission by operation of Law to other Securities of the Company.

#### 10. DEMATERIALIZATION OF SECURITIES

- a. Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing Securities, rematerialize its Securities held in the Depositories and/or to offer its fresh Securities in a dematerialized form pursuant to the Depositories Act, and the rules framed there under, if any.
- b. Subject to the applicable provisions of the Act, the Company may exercise an option to issue, dematerialize, 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 thereto shall be governed by the provisions of the Depositories Act.
- c. If a Person opts to hold his Securities with a Depository, the Company shall intimate such Depository the details of allotment of the Securities and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the Securities.
- d. Securities in Depositories to be in fungible form :

All Securities held by a Depository shall be dematerialized and be held in fungible form. Nothing contained in Sections 88, 89 and 186 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners.

- e. Rights of Depositories & Beneficial Owners :

- I Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the Registered Owner for the purposes of effecting transfer of ownership of Securities on behalf of the Beneficial Owner.
- II Save as otherwise provided in (i) above, the Depository as the Registered Owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.
- III Every person holding shares of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a Shareholder of the Company.

IV The Beneficial Owner of Securities shall, in accordance with the provisions of these Articles and the Act, be entitled to all the rights and subject to all the liabilities in respect of his Securities, which are held by a Depository.

f. Except as ordered by a court of competent jurisdiction or as may be required by Law required and subject to the applicable provisions of the Act, the Company shall be entitled to treat the person whose name appears on the Register as the holder of any share or whose name appears as the Beneficial Owner of any share 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 shares or (except only as by these Articles otherwise expressly provided) any right in respect of a share 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 share in the joint names of any two or more persons or the survivor or survivors of them, subject to Article 17(l).

g. Register and Index of Beneficial Owners :

The Company shall cause to be kept a register and index of members with details of shares and debentures held in materialized and dematerialized 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 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 resident in that state or country.

h. Cancellation of Certificates upon surrender by Person :

Upon receipt of certificate of securities on surrender by a person who has entered into an agreement with the Depository through a participant, the Company shall cancel such certificates and shall substitute in its record, the name of the Depository as the registered owner in respect of the said Securities and shall also inform the Depository accordingly.

i. Service of Documents :

Notwithstanding anything contained in the Act or these Articles to the contrary, where Securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or discs.

j. Transfer of Securities :

I Nothing contained in Section 56 of the Act or these Articles shall apply to a transfer of Securities effected by transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository.

II In the case of transfer or transmission of shares or other Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic or fungible form in a Depository, the provisions of the Depositories Act shall apply.

k. Allotment of Securities dealt with in a Depository :

Notwithstanding anything in the Act or these Articles, where Securities are dealt with by a Depository, the Company shall intimate the details of allotment of relevant Securities thereof to the Depository immediately on allotment of such Securities.

l. Certificate Number and other details of Securities in Depository :

Nothing contained in the Act or these Articles regarding the necessity of having certificate number/distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.

m. Provisions of Articles to apply to Shares held in Depository :

Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act.

n. Depository to furnish information :

Every Depository shall furnish to the Company information about the transfer of securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by Law and the Company in that behalf.

o. Option to opt out in respect of any such Security :

Subject to compliance with applicable Law, if a Beneficial Owner seeks to opt out of a Depository in respect of any Security, he shall inform the Depository accordingly. The Depository shall on receipt of such information make appropriate entries in its records and shall inform the Company. The Company shall within 30 (thirty) days of the receipt of intimation from a Depository and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the Beneficial Owner or the transferee as the case may be.

p. Overriding effect of this Article :

Provisions of this Article will have full effect and force notwithstanding anything to the contrary or inconsistent contained in any other Articles.

## 11. FORFEITURE OF SHARES

- a. If any Shareholder fails to pay any call or installment of a call or any part thereof or any money due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board may, at any time thereafter, during such time as the call or installment or any part thereof or other money remain unpaid or a judgment or decree in respect thereof remain unsatisfied, give notice to such Shareholder or his legal representatives requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.
- b. The notice shall name a day, (not being less than 14 (fourteen) days from the date of service of notice), and a place or places on or before which such call or installment or such part or other money as aforesaid and interest thereon, (at such rate as the Board shall determine and payable from the date on which such call or installment ought to have been paid), and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which the call was made or installment is payable, will be liable to be forfeited.
- c. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given, may at any time, thereafter before payment of all calls, installments, other money due in respect thereof, interest and expenses as required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all Dividends declared or any other money payable in respect of the forfeited share and not actually paid before the forfeiture subject to the applicable provisions of the Act.
- d. When any share shall have been so forfeited, notice of the forfeiture shall be given to the Shareholder on whose name it stood immediately prior to the forfeiture or if any of his legal representatives or to any of the Persons entitled to the shares by transmission, and an entry of the forfeiture with the date thereof, shall forthwith be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.
- e. Any share so forfeited shall be deemed to be the property of the Company and may be sold; re-allotted, or otherwise disposed of either to the original holder thereof or to any other Person upon such terms and in such manner as the Board shall think fit.
- f. Any Shareholder whose shares have been forfeited shall, cease to be a shareholder of the Company and notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company on demand all calls, installments, interest and expenses and other money owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment at such rate as the Board may determine and the Board may enforce, (if it thinks fit), payment thereof as if it were a new call made at the date of forfeiture.

- g. The forfeiture of a share shall involve extinction at the time of the forfeiture of all interest in all claims and demands against the Company, in respect of the share and all other rights incidental to the share, except only such of these rights as by these Articles are expressly saved.
- h. A duly verified declaration in writing that the declarant is a Director or Secretary of the Company and that a share in the Company has been duly forfeited in accordance with these Articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all Persons claiming to be entitled to the shares.
- i. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some Person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings, or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.
- j. Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of the relevant shares shall, (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting Shareholder), stand cancelled and become null and void and of no effect and the Board shall be entitled to issue a new certificate or certificates in respect of the said shares to the person or persons entitled thereto.
- k. The Board may, at any time, before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.
- l. The Directors may subject to the provisions of the Act, accept a surrender of any share certificates from or by any Shareholder desirous of surrendering them on such terms as the Directors think fit.

## 12. ALTERATION OF SHARE CAPITAL

Subject to these Articles and Section 61 of the Act, the Company may, by an Ordinary Resolution in General Meeting from time to time, alter the conditions of its Memorandum as follows, that is to say, it may:

- a. increase its Share Capital by such amount as it thinks expedient;
- b. consolidate and divide all or any of its Share Capital into shares of larger amount than its existing shares :
- c. Provided that no consolidation and division which results in changes in the voting percentage of Shareholders shall take effect unless it is approved by the Tribunal on an application made in the prescribed manner;
- d. convert all or any of its fully Paid up shares into stock, and reconvert that stock into fully Paid up shares of any denomination;
- e. sub-divide its existing Shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and
- f. cancel its Shares which, at the date of the passing of the resolution in that behalf, 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. Cancellation of shares in pursuance of this Article shall not be deemed to be reduction of Share Capital within the meaning of the Act.

## 13. REDUCTION OF SHARE CAPITAL

The Company may, subject to the applicable provisions of the Act, from time to time by a Special Resolution, reduce its Capital, any capital redemption reserve account and the securities premium account in any manner for the time being authorized by Law. This Article is not to derogate any power the Company would have under Law, if it were omitted.

## 14. POWER OF COMPANY TO PURCHASE ITS OWN SECURITIES



Pursuant to a resolution of the Board or a Special Resolution of the Shareholders, as required under the Act, the Company may purchase its own Equity Shares or other Securities, as may be specified by the Act read with Rules made there under from time to time, by way of a buy-back arrangement, in accordance with Sections 68, 69 and 70 of the Act, the Rules and subject to compliance with the applicable Laws.

#### **15. POWER TO MODIFY RIGHTS**

- a. Where, the Capital, is divided (unless otherwise provided by the terms of issue of the shares of that class) into different classes of shares, all or any of the rights and privileges attached to each class may be varied, subject to the provisions of Section 48 of the Act and applicable Laws, and whether or not the Company is being wound up, be varied provided the same is affected with consent in writing of the holders of not less than three-fourths of the issued shares of that class or byway of a Special Resolution passed at a separate meeting of the holders of the issued shares of that class.
- b. To every such separate meeting, the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
- c. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking paripassu therewith.

#### **16. REGISTERS TO BE MAINTAINED BY THE COMPANY**

- a. The Company shall, in terms of the provisions of Section 88 of the Act, cause to be kept the following registers in terms of the applicable provisions of the Act
  - I A Register of Members indicating separately for each class of Equity Shares and preference shares held by each Shareholder residing in or outside India;
  - II A register of Debenture holders; and
  - III A register of any other security holders.
- b. The Company may keep in any country outside India, a part of the registers referred above, called "foreign register" containing names and particulars of the Shareholders, Debenture holders or holders of other Securities or beneficial owners residing outside India.
- c. The registers mentioned in this Article shall be kept and maintained in the manner prescribed under the Companies (Management and Administration) Rules, 2014.

#### **17. SHARES AND SHARE CERTIFICATES**

- a. The Company shall issue, re-issue and issue duplicate share certificates in accordance with the provisions of the Act and in the form and manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014.
- b. A duplicate certificate of shares may be issued, if such certificate:
  - I is proved to have been lost or destroyed; or
  - II has been defaced, mutilated or torn; and is surrendered to the Company.
- c. The Company shall be entitled to dematerialise its existing Shares, rematerialise its Shares held in the depository and/or to offer its fresh shares in a dematerialised form pursuant to the Depositories Act, and the regulations framed there under, if any.
- d. 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 deems 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 the Articles shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding rupees fifty for each certificate) as the Directors shall prescribe. Provided that, no fee shall be charged for issue of a new certificate 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 the applicable provisions of the Act and Law.

- e. The provisions of this Article shall mutatis mutandis apply to Debentures and other Securities of the Company.
- f. When a new share certificate has been issued in pursuance of sub-article (e) of this Article, it shall be in the form and manner stated under the Companies (Share Capital and Debentures) Rules, 2014.
- g. All blank forms to be used for issue of share certificates shall be printed and the printing shall be done only on the authority of a resolution of the Board. The blank forms shall be consecutively machine-numbered and the forms and the blocks, engravings, facsimiles and hues relating to the printing of such forms shall be kept in the custody of the Secretary or of such other person as the Board may authorize for the purpose and the Secretary or the other person aforesaid shall be responsible for rendering an account of these forms to the Board. Every forfeited or surrendered share held in material form shall continue to bear the number by which the same was originally distinguished.
- h. The Secretary of the Company shall be responsible for the maintenance, preservation and safe custody of all books and documents relating to the issue of share certificates including the blank forms of the share certificate referred to in sub-article (g) of this Article.
- i. All books referred to in sub-article (h) of this Article, shall be preserved in the manner specified in the Companies (Share Capital and Debentures) Rules, 2014.
- j. The details in relation to any renewal or duplicate share certificates shall be entered into the register of renewed and duplicate share certificates, as prescribed under the Companies (Share Capital and Debentures) Rules, 2014.
- k. If any Shares stands in the names of 2 (two) or more Persons, the Person first named in the Register of Members shall as regards receipt of Dividends or bonus, or service of notices and all or any other matters connected with the Company except voting at meetings and the transfer of shares, be deemed the sole holder thereof, but the joint holders of such Shares shall be severally as well as jointly liable for the payment of all deposits, installments and calls due in respect of such Shares, and for all incidents thereof according to these Articles.
- l. Except as ordered by a court of competent jurisdiction or as may be required by Law, the Company shall be entitled to treat the Shareholder whose name appears on the Register of Members as the holder of such Equity Shares or whose name appears as the beneficial owner of such Equity Shares in the records of the Depository, as the absolute owner thereof and accordingly shall not be bound to recognise any benami, trust or equity or equitable, contingent or other claim to or interest in such Equity Shares on the part of any other Person whether or not such Shareholder shall have express or implied notice thereof. The Board shall be entitled at their sole discretion to register any Equity Shares in the joint names of any 2 (two) or more Persons or the survivor or survivors of them. The Company shall not be bound to register more than 3 (three) persons as the joint holders of any share except in the case of executors or trustees of a deceased member.

## **18. SHARES AT THE DISPOSAL OF THE DIRECTORS**

- a. Subject to the provisions of Section 62 and other applicable provisions of the Act, and these Articles, the shares in the Capital of the Company for the time being (including any shares forming part of any increased Capital of the Company) shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to Persons in such proportion and on such terms and conditions and either at a premium or at par at such time as they may, from time to time, think fit.
- b. Subject to applicable Law, the Directors are hereby authorised to issue Equity Shares or Debentures (whether or not convertible into Equity Shares) for offer and allotment to such of the officers, employees and workers of the Company as the Directors may decide or the trustees of such trust as may be set up for the benefit of the officers, employees and workers in accordance with the terms and conditions of such scheme, plan or proposal as the Directors may formulate.

Subject to the consent of the Stock Exchanges and SEBI, the Directors may impose the condition that the shares in or debentures of the Company so allotted shall not be transferable for a specified period.

- c. If, by the conditions of allotment of any share, the whole or part of the amount thereof shall be payable by installments, every such installment shall, when due, be paid to the Company by the person who, for the time being, shall be the registered holder of the shares or by his executor or administrator.
- d. Every Shareholder, or his heirs, Executors, or Administrators shall pay to the Company, the portion of the Capital represented by his share or shares which may for the time being remain unpaid thereon in such amounts at such time or times and in such manner as the Board shall from time to time in accordance with the Articles require or fix for the payment thereof.
- e. In accordance with Section 56 and other applicable provisions of the Act and the Rules:
  - I Every Shareholder or allottee of shares shall be entitled without payment, to receive one or more certificates specifying the name of the Person in whose favour it is issued, the shares to which it relates and the amount paid up thereon. Such certificates shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupon of requisite value, save in cases of issue of share certificates against letters of acceptance or of renunciation, or in cases of issue of bonus shares. Such share certificates shall also be issued in the event of consolidation or sub-division of shares of the Company. Every such certificate shall be issued in the manner prescribed under section 46 of the Act and the Rules framed there under. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the Person, to whom it has been issued, indicating the date of issue. A certificate issued under the Seal of the Company, if any, or signed by two Directors or by a Director and the Secretary, specifying the Shares held by any Person shall be prima facie evidence of the title of the Person to such Shares. Where the Shares are held in depository form, the record of Depository shall be the prima facie evidence of the interest of the beneficial owner.
  - II Every Shareholder 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 the Directors may from time to time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within 2 (two) months from the date of allotment in case of Shares and 6 (six) months from the date of allotment in case of Debentures, or within 1 (one) month of the receipt of instrument of transfer, transmission, sub-division, consolidation or renewal of its shares as the case may be. Every certificate of shares shall be in the form and manner as specified in Article 17 above and 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 the first named joint holders shall be sufficient delivery to all such holders. For any further certificate, the Board shall be entitled but shall not be bound, to prescribe a charge not exceeding Rs. 20 (Rupees 20).
  - III the Board may, at their absolute discretion, refuse any applications for the sub-division of share certificates or Debenture certificates, into denominations less than marketable lots except where sub-division is required to be made to comply with any statutory provision or an order of a competent court of law or at a request from a Shareholder or to convert holding of odd lot into transferable/marketable lot. Where share certificates are issued in either more or less than marketable lots, sub-division or consolidation of share certificates into marketable lots shall be done free of charge.
  - IV A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp, provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.

## **19. UNDERWRITING AND BROKERAGE**

- a. Subject to the applicable provisions of the Act, the Company may at any time pay a commission to any person in connection with the subscription or procurement of subscription to its securities, whether absolute or conditional, for any shares or Debentures in the Company in accordance with the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014.
- b. The Company may also, on any issue of shares or Debentures, pay such reasonable brokerage as may be lawful.

## **20. FURTHER ISSUE OF SHARE CAPITAL**

- a. Where at any time, the Company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered—
- (I) to persons who, at the date of the offer, are holders of 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 following conditions, namely:
- A) the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than 15 (fifteen) days 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;
- B) 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 Article 20(a)(i)A above shall contain a statement of this right;
- C) 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 which is not disadvantageous to the Shareholders and the Company.
- (II) to employees under a 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 Law; or
- (III) to any persons, if it is authorised by a Special Resolution, whether or not those Persons include the Persons referred to in sub-articles (i) or Article (ii) above, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to the Rules and such other conditions, as may be prescribed under Law.
- b. The notice referred to in sub-clause A of Article 20(a)(i)(A) shall be dispatched through registered post or speed post or through electronic mode to all the existing Shareholders at least 3 (three) days before the opening of the issue.
- c. Nothing in this Article shall apply to the increase of the subscribed capital of a Company caused by the exercise of an option as a term attached to the Debentures issued or loan raised by the Company to convert such Debentures or loans into shares in the Company.

Provided that the terms of issue of such Debentures or loan containing such an option have been approved before the issue of such Debentures or the raising of loan by a Special Resolution passed by the Company in a General Meeting.

- d. The provisions contained in this Article shall be subject to the provisions of Section 42 and Section 62 of the Act and the Rules.

## **21. NOMINATION BY SECURITIES HOLDERS**

- a. Every holder of Securities of the Company may, at any time, nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as his nominee in whom the Securities of the Company held by him shall vest in the event of his death.
- b. Where the Securities of the Company are held by more than one Person jointly, the joint holders may together nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as their nominee in whom all the rights in the Securities of the Company shall vest in the event of death of all the joint holders.
- c. Notwithstanding anything contained in any other Law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of the Securities of the Company, where a nomination made in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, purports to confer on any Person the right to vest the Securities of the Company, the nominee shall, on the death of the holder of Securities of the Company or, as the case may be, on the death of the joint holders become entitled to all the rights in Securities of the holder or, as the case may be, of all the joint holders, in relation to such Securities of the Company to the exclusion of all other Persons, unless the nomination is varied or cancelled in the prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014.
- d. Where the nominee is a minor, the holder of the Securities concerned, can make the nomination to appoint in prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014, any Person to become entitled to the Securities

of the Company in the event of his death, during the minority.

- e. The transmission of Securities of the Company by the holders of such Securities and transfer in case of nomination shall be subject to and in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014.

## **22. NOMINATION FOR DEPOSITS**

A security holder may, at any time, make a nomination and the provisions of Section 72 of the Act shall, as far as may be, apply to the nominations made in relation to the deposits made subject to the provisions of the Rules as may be prescribed in this regard.

## **23. NOMINATION IN CERTAIN OTHER CASES**

Subject to the applicable provisions of the Act and these Articles, any person becoming entitled to Securities in consequence of the death, lunacy, bankruptcy or insolvency of any holder of Securities, or by any lawful means other than by a transfer in accordance with these Articles, may, with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of such title as the Board thinks sufficient, either be registered himself as the holder of the Securities or elect to have some Person nominated by him and approved by the Board registered as such holder; provided nevertheless that, if such Person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the Securities.

## **24. BORROWING POWERS**

- a. Subject to the provisions of Sections 73, 179 and 180, and other applicable provisions of the Act and these Articles, the Board may, from time to time, at its discretion by resolution passed at the meeting of a Board:

- (I) accept or renew deposits from Shareholders;
- (II) borrow money by way of issuance of Debentures ;
- (III) borrow money otherwise than on Debentures;
- (IV) accept deposits from Shareholders either in advance of calls or otherwise; and
- (V) generally raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company.

Provided, however, that where the money to be borrowed together with the money already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the Paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose), the Board shall not borrow such money without the consent of the Company by way of a Special Resolution in a General Meeting.

- b. Subject to the provisions of these Articles, the payment or repayment of money borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the resolution of the Board (not by circular resolution) shall prescribe including by the issue of bonds, perpetual or redeemable Debentures or debenture-stock, or any mortgage, charge, hypothecation, pledge, lien or other security on the undertaking of the whole or any part of the property of the Company (including its uncalled Capital), both present and future. and Debentures and other Securities may be assignable free from any equities between the Company and the Person to whom the same may be issued.
- c. Subject to the applicable provisions of the Act and these Articles, any bonds, Debentures, debenture-stock or other Securities may if permissible in Law be issued at a discount, premium or otherwise by the Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of 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, 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.

- d. The Board shall cause a proper Register to be kept in accordance with the provisions of Section 85 of the Act of all mortgages and charges specifically affecting the property of the Company; and shall cause the requirements of the relevant provisions of the Act in that behalf to be duly complied with within the time prescribed under the Act or such extensions thereof as may be permitted under the Act, as the case may be, so far as they are required to be complied with by the Board. Company shall have the power to keep in any state or country outside India a branch register of debenture holders resident in that state or country.
- e. Any capital required by the Company for its working capital and other capital funding requirements may be obtained in such form as decided by the Board from time to time.
- f. The Company shall also comply with the provisions of the Companies (Registration of Charges) Rules, 2014 in relation to the creation and registration of aforesaid charges by the Company.

## 25. SHARE WARRANTS

- a. Share warrants may be issued as per the provisions of applicable Law.
- b. Power to issue share warrants

The Company may issue share warrants subject to, and in accordance with the provisions of the Act, and accordingly the Board may in its discretion, with respect to any share which is fully paid-up on application in writing signed by the persons 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 on receiving the certificate (if any) of the share, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require, issue a share warrant.

- c. Deposit of share warrant
  - (I) The bearer of a share warrant may at any time deposit the warrant at the office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending, and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit as if his name were inserted in the Register of Members as the holder of the share included in the deposited warrant.
  - (II) Not more than one person shall be recognised as depositor of the share warrant.
  - (III) The Company shall, on two days' written notice, return the deposited share warrant to the depositor.
- d. Privileges and disabilities of the holders of share warrant
  - (I) Subject as herein otherwise expressly provided, no person shall, as bearer of a share warrant sign a requisition for calling a meeting of the Company, or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notices from the Company.
  - (II) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he was named in the Register of Members as the holder of the share included in the warrant, and shall be a Member of the Company.
- e. Issue of new Share Warrant or Coupon

The Board may, from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

## 26. CONVERSION OF SHARES INTO STOCK AND RE-CONVERSION

- a. The Company in General Meeting may, by Ordinary Resolution, convert any Paid-up shares into stock and when any shares shall have been converted into stock, the several holders of such stock may henceforth transfer their respective

interest therein, or any part of such interests, in the same manner and subject to the same regulations as those subject to which shares from which the stock arose might have been transferred, if no such conversion had taken place or as near thereto as circumstances will admit. The Company may, by an Ordinary Resolution, at any time reconvert any stock into Paid-up shares of any denomination. Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so however such minimum shall not exceed the nominal account from which the stock arose.

- b. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards Dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose, but no such privileges or advantages, (except participation in the Dividends and profits of the Company and 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. Where the shares are converted into stock, such of the Articles as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

## **27. CAPITALISATION OF PROFITS**

The Company in General Meeting may, upon the recommendation of the Board, resolve :

- a. that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the Company's profit and loss account or otherwise, as available for distribution, and
- b. that such sum be accordingly set free from distribution in the manner specified herein below in sub-article (c) as amongst the Shareholders who would have been entitled thereto, if distributed by way of Dividends and in the same proportions.
- c. 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 any shares held by such Shareholders respectively;
  - (II) paying up in full, un-issued shares of the Company to be allotted, distributed and credited as fully Paid up, to and amongst such Shareholders in the proportions aforesaid; or
  - (III) partly in the way specified in sub-article (i) and partly in the way specified in sub-article (ii).
- d. A securities premium account may be applied as per Section 52 of the Act, and a capital redemption reserve account may, duly be applied in paying up of unissued shares to be issued to Shareholders of the Company as fully paid bonus shares.

## **28. RESOLUTION FOR CAPITALISATION OF RESERVES AND ISSUE OF FRACTIONAL CERTIFICATE**

- a. The Board shall give effect to a Resolution passed by the Company in pursuance of this Article 28.
- b. Whenever such a Resolution as aforesaid shall have been passed, the Board shall :
  - (I) make all appropriation and applications of undivided profits (resolved to be capitalized thereby), and all allotments and issues of fully paid shares or Securities, if any; and
  - (II) generally do all acts and things required to give effect thereto.
- c. 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 fraction; and
  - (II) to authorize any person, on behalf of all the Shareholders entitled thereto, to enter into an agreement with the Company providing for the allotment to such Shareholders, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalization or (as the case may require) for the payment of by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any parts of the amounts remaining unpaid on the shares.

- d. Any agreement made under such authority shall be effective and binding on all such shareholders.

## **29. ANNUAL GENERAL MEETING**

In accordance with the provisions of Section 96 of the Act, the Company shall in each year hold a General Meeting specified as its Annual General Meeting and shall specify the meeting as such in the notices convening such meetings. Further, subject to the provisions of the Act, not more than 15 (fifteen) months' gap shall elapse between the date of one Annual General Meeting and that of the next. All General Meetings other than Annual General Meetings shall be Extraordinary General Meetings.

## **30. WHEN ANNUAL GENERAL MEETING TO BE HELD**

Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of Section 96 (1) of the Act to extend the time within which any Annual General Meeting may be held.

## **31. VENUE, DAY AND TIME FOR HOLDING ANNUAL GENERAL MEETING**

- a. Every Annual General Meeting shall be called during business hours as specified under the Act or Rules on a day that is not a national holiday, and shall be held at the Office of the Company or at some other place within the city, town or village in which the Office of the Company is situated, as the Board may determine and the notices calling the Meeting shall specify it as the Annual General Meeting.
- b. Every Shareholder of the Company shall be entitled to attend the Annual General Meeting either in person or by proxy and the Auditor of the Company shall have the right to attend and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor. At every Annual General Meeting of the Company there shall be laid on the table, the Directors' Report and Audited Statement of Accounts, Auditors' Report, (if not already incorporated in the Audited Statement of Accounts), the proxy Register with proxies and the Register of Directors' shareholdings which latter Register shall remain open and accessible during the continuance of the Meeting. The Board shall cause to be prepared the Annual Return and forward the same to the Registrar, in accordance with Sections 92 and 137 of the Act. The Directors are also entitled to attend the Annual General Meeting.

## **32. NOTICE OF GENERAL MEETINGS**

- a. Number of days' notice of General Meeting to be given : A General Meeting of the Company may be called by giving not less than 21 (twenty one) days clear notice in writing or in electronic mode, excluding the day on which notice is served or deemed to be served. However, a General Meeting may be called after giving shorter notice if consent is given in writing or by electronic mode by not less than 95 (ninety five) percent of the Shareholders entitled to vote at that meeting.

The notice of every meeting shall be given to:

- (I) every Shareholder, legal representative of any deceased Shareholder or the assignee of an insolvent member of the Company;
- (II) Auditor or Auditors of the Company; and
- (III) All Directors.

The accidental omission to give any such notice as aforesaid to any of the Shareholders, or the non-receipt thereof, shall not invalidate any resolution passed at any such meeting.

- b. Notice of meeting to specify place, etc., and to contain statement of business : Notice of every meeting of the Company shall specify the place, date, day and hour of the meeting, and shall contain a statement of the business to be transacted thereat shall be given in the manner prescribed under Section 102 of the Act.
- c. Contents and manner of service of notice and Persons on whom it is to be served : Every notice may be served by the Company on any Shareholder thereof either in writing or through electronic mode as prescribed in the Act and relevant Rules thereunder personally or by sending it by post to their/its registered address in India and if there be no registered address in India, to the address supplied by the Shareholder to the Company for giving the notice to the



Shareholder.

- d. **Special Business** : Subject to the applicable provisions of the Act, where any items of business to be transacted at the meeting are deemed to be special, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each item of business including any particular nature of the concern or interest if any therein of every Director or manager (as defined under the provisions of the Act), if any or key managerial personnel (as defined under the provisions of the Act) or the relatives of any of the aforesaid and where any item of special business relates to or affects any other company, the extent of shareholding interest in that other company of every Director or manager (as defined under the provisions of the Act), if any or key managerial personnel (as defined under the provisions of the Act) or the relatives of any of the aforesaid of the first mentioned company shall also be set out in the statement if the extent of such interest is not less than 2 per cent of the paid up share capital of that other company. All business transacted at any meeting of the Company shall be deemed to be special. In case of an Annual General Meeting of the Company, all business to be transacted thereat shall be deemed to be special with the exception of the business specified in Section 102 of the Act.
- e. **Resolution requiring Special Notice** : With regard to resolutions in respect of which special notice is required to be given by the Act, a special notice shall be given as required by Section 115 of the Act.
- f. **Notice of Adjourned Meeting when necessary** : When a meeting is adjourned for 30 (thirty) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting in accordance with the applicable provisions of the Act.
- g. **Notice when not necessary** : Save as aforesaid, and as provided in Section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- h. The notice of the General Meeting shall comply with the provisions of Companies (Management and Administration) Rules, 2014.

### **33. REQUISITION OF EXTRAORDINARY GENERAL MEETING**

- a. The Board may, whenever it thinks fit, call an Extraordinary General Meeting or it shall do so upon a requisition received from such number of Shareholders who hold, on the date of receipt of the requisition, not less than one-tenth of such of the Paid up Share Capital of the Company as on that date carries the right of voting and such meeting shall be held at the Office or at such place and at such time as the Board thinks fit.
- b. Any valid requisition so made by Shareholders must state the object or objects of the meeting proposed to be called, and must be signed by the requisitionists and be deposited at the Office; provided that such requisition may consist of several documents in like form each signed by one or more requisitionists.
- c. Upon the receipt of any such valid requisition, the Board shall forthwith call an Extraordinary General Meeting and if they do not proceed within 21 (twenty -one) days from the date of the requisition being deposited at the Office to cause a meeting to be called on a day not later than 45 (forty-five) days from the date of deposit of the requisition, the requisitionists or such of their number as represent either a majority in value of the Paid up Share Capital held by all of them or not less than one-tenth of such of the Paid-up Share Capital of the Company as is referred to in Section 100 of the Act, whichever is less, may themselves call the meeting, but in either case any meeting so called shall be held within three months from the date of the delivery of the requisition as aforesaid.
- d. Any meeting called under the foregoing sub-articles by the requisitionists, shall be called in the same manner, as nearly as possible, as that in which a meeting is to be called by the Board.
- e. No General Meeting, Annual or Extraordinary, shall be competent to enter into, discuss or transact any business which has not been mentioned in the notice or notices by which it was convened.
- f. The Extraordinary General Meeting called under this Article shall be subject to and in accordance with the provisions under the Act read with the Companies (Management and Administration) Rules, 2014.

### **34. NO BUSINESS TO BE TRANSACTED IN GENERAL MEETING IF QUORUM IS NOT PRESENT**

The quorum for the Shareholders' Meeting shall be in accordance with Section 103 of the Act. Subject to the provisions of Section 103(2) of the Act, if such a quorum is not present within half an hour from the time set for the Shareholders' Meeting, the meeting if convened by or upon the requisition of Members, shall stand dissolved but in case of any other Shareholders' Meeting shall be adjourned to the same day in the next week or if that day is a public holiday until the next succeeding day which is not a public holiday at the same time and place or to such other day at such other time and place as the Board may determine and the agenda for the adjourned Shareholders' Meeting shall remain the same. If at such adjourned meeting also, a quorum is not present, at the expiration of half an hour from the time appointed for holding the meeting, the members present shall be a quorum, and may transact the business for which the meeting was called.

**35. CHAIRMAN**

The Chairman of the Board shall be entitled to take the Chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board or if at any meeting he shall not be present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the Chair, then the Directors present shall elect one of them as Chairman. If no Director is present or if all the Directors present decline to take the Chair, then the Shareholders present shall elect one of their members to be the Chairman of the meeting. No business shall be discussed at any General Meeting except the election of a Chairman while the Chair is vacant.

**36. CHAIRMAN CAN ADJOURN THE GENERAL MEETING**

The Chairman may, with the consent given in the meeting at which a quorum is present (and if so directed by the meeting) adjourn the General Meeting from time to time and from place to place within the city, town or village in which the Office of the Company is situate 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.

**37. DEMAND FOR POLL**

- a. At any General Meeting, a resolution put to the vote of the General Meeting shall, unless a poll is demanded in accordance with the Act, be decided in the manner set out in the Act. Before or on the declaration of the result of the voting on any resolution by a show of hands, a poll may be carried out in accordance with the applicable provisions of the Act or the voting is carried out electronically. Unless a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact, of passing of such resolution or otherwise.
- b. In the case of equal votes, the Chairman shall both on a show of hands and at a poll, (if any), have a casting vote in addition to the vote or votes to which he may be entitled as a Shareholder.
- c. If a poll is demanded as aforesaid, the same shall subject to anything stated in these Articles be taken at such time, (not later than forty-eight hours from the time when the demand was made), and place within the city, town or village in which the Office of the Company is situate and either by a show of hands or by ballot or by postal ballot, as the Chairman shall direct and either at once or after an interval or adjournment, or otherwise and the result of the poll shall be deemed to be the decision of the meeting at which the poll was demanded. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. The demand for a poll may be withdrawn at any time by the Person or Persons who made the demand.
- d. Where a poll is to be taken, the Chairman of the meeting shall appoint such number of scrutinizers as prescribed under the Act and Rules to scrutinise the votes given on the poll and to report thereon to him. The Chairman shall have power at anytime before the result of the poll is declared, to remove a scrutinizer from office and fill vacancies in the office of scrutinizer arising from such removal or from any other cause.
- e. Any poll duly demanded on the election of a Chairman of a meeting or any question of adjournment, shall be taken at the meeting forthwith.
- f. The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.
- g. No report of the proceedings of any General Meeting of the Company shall be circulated or advertised at the expense of

the Company unless it includes the matters required by these Articles or Section 118 of the Act to be contained in the Minutes of the proceedings of such meeting.

- h. The Shareholders will do nothing to prevent the taking of any action by the Company or act contrary to or with the intent to evade or defeat the terms as contained in these Articles.

### **38. 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 Companies (Management and Administration) Rules, 2014, as amended, or other Law required 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. Also, the Company may, in respect of any item of business other than ordinary business and any business in respect of which Directors or Auditors have a right to be heard at any meeting, transact the same by way of postal ballot.
- b. Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under Section 110 of the Act and the Companies (Management and Administration) Rules, 2014, as amended from time.

### **39. VOTES OF MEMBERS**

- a. No Shareholder shall be entitled to vote either personally or by proxy at any General Meeting or meeting of a class of Shareholders either upon a show of hands or upon a poll in respect of any shares registered in his name on which 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.
- b. Subject to the provisions of these Articles, without prejudice to any special privilege or restrictions as to voting for the time being attached to any class of shares for the time being forming a part of the Capital of the Company, every Shareholder not disqualified by the last preceding Article, shall be entitled to be present, and to speak and vote at such meeting, and on a show of hands, every Shareholder present in person shall have one vote and upon a poll, the voting right of such Shareholder present, either in person or by proxy, shall be in proportion to his share of the Paid Up Share Capital of the Company held alone or jointly with any other Person or Persons.

Provided however, if any Shareholder holding Preference shares be present at any meeting of the Company, save as provided in Section 47(2) of the Act, he shall have a right to vote only on resolutions placed before the Meeting, which directly affect the rights attached to his preference shares.

- b. On a poll taken at a meeting of the Company, a Shareholder entitled to more than one vote, or his proxy, or any other Person entitled to vote for him (as the case may be), need not, if he votes, use or cast all his votes in the same way.
- c. A Shareholder 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, through a committee or through his legal guardian; and any such committee or guardian may, on a poll vote by proxy. If any Shareholder be a minor his vote in respect of his Share(s) shall be exercised by his guardian(s), who may be selected (in case of dispute) by the Chairman of the meeting.
- d. If there be joint registered holders of any shares, any one of such Persons may vote at any meeting or may appoint another Person, (whether a Shareholder or not) as his proxy in respect of such shares, as if he were solely entitled thereto; but the proxy so appointed shall not have any right to speak at the meeting and if more than one of such joint-holders be present at any meeting, then one of the said Persons so present whose name stands higher in the Register of Members shall alone be entitled to speak and to vote in respect of such shares, but the other joint - holders shall be entitled to be present at the meeting. Executors or Administrators of a deceased Shareholder in whose name shares stand shall for the purpose of these Articles be deemed joint- holders thereof.
- e. Subject to the provision of these Articles, votes may be given personally or by an attorney or by proxy. A body corporate, whether or not a Company within the meaning of the Act, being a Shareholder may vote either by a proxy or by a representative duly authorised in accordance with Section 113 of the Act and such representative shall be entitled to exercise the same rights and powers, (including the right to vote by proxy), on behalf of the body corporate which he represents as that body could have exercised if it were an individual Shareholder.

- f. Any Person entitled to transfer any shares of the Company may vote at any General Meeting in respect thereof in the samemanner as if he were the registered holder of such shares, provided that forty-eight hours at least before the time of holdingthe meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall satisfy the Board of his right to such shares and give such indemnity (if any) as the Board may require unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.
  - g. Every proxy, (whether a Shareholder or not), shall be appointed in writing under the hand of the appointer or his attorney, or if such appointer is a corporation under the seal of such corporation or be signed by an officer or an attorney duly authorized by it, and any committee or guardian may appoint proxy. The proxy so appointed shall not have any right to speak at a meeting.An instrument of proxy may appoint a proxy either for (i) the purposes of a particular meeting (as specified in the instrument) or (ii) for any adjournment thereof or (iii) it may appoint a proxy for the purposes of every meeting of the Company, or (iv) of every meeting to be held before a date specified in the instrument for every adjournment of any such meeting.
  - h. A Shareholder present by proxy shall be entitled to vote only on a poll.
  - i. Every instrument of proxy whether for a specified meeting or otherwise should, as far as circumstances admit, be in any of the forms set out under Section 105 and other provisions of the Act and in the Companies (Management and Administration)Rules, 2014.
  - j. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal, or revocation of the proxy or of any power of attorney under which such proxy was signed, or the transfer ofthe Share in respect of which the vote is given, provided that no intimation in writing of the death, revocation or transfer shall have been received at the Office before the meeting.
  - k. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at
    - l. 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 Chairman of the meeting, whose decision shall be final and conclusive.
  - m. The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be in the sole judge of the validity of every vote tendered at such poll.
- (I) The Company shall cause minutes of the proceedings of every General Meeting to be kept by making within 30 (thirty) days of the conclusion of every such meeting concerned, entries thereof in books kept for that purpose with their pages consecutively numbered.
  - (II) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the same meeting within the aforesaid period of 30 (thirty) days or in the event of the death or inability of that Chairman within that period, by a Director duly authorised by the Board for thatpurpose.
  - (III) The Minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.
  - (IV) All appointments of Directors of the Company made at any meeting aforesaid shall be included in the minutes of the meeting.
  - (V) Nothing herein contained shall require or be deemed to require the inclusion in any such Minutes of any matter which in the opinion of the Chairman of the Meeting (i) is or could reasonably be regarded as, defamatory of any person, or (ii) is irrelevant or immaterial to the proceedings, or (iii) is detrimental to the interests of the Company. The Chairman of the meeting shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the Minutes on the aforesaid grounds.
  - (VI) Any such Minutes shall be evidence of the proceedings recorded therein.
  - (VII) The book containing the Minutes of proceedings of General Meetings shall be kept at the Office of the Company and shall be open, during business hours, for such periods not being less in the aggregate than two hours in each day as the Board

determines, for the inspection of any Shareholder without charge.

(VIII) The Company shall cause minutes to be duly entered in books provided for the purpose of:

- A. the names of the Directors and Alternate Directors present at each General Meeting;
- B. all Resolutions and proceedings of General Meeting.

- n. All matters arising at a General Meeting of the Company, other than as specified in the Act or these Articles if any, shall be decided by a majority vote.
- o. Any corporation which is a Shareholder of the Company may, by resolution of the Board or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company and the said person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could have exercised if it were an individual Shareholder in the Company (including the right to vote by proxy).
- p. The Company shall also provide e-voting facility to the Shareholders of the Company in terms of the provisions of the Companies (Management and Administration) Rules, 2014, SEBI Listing Regulations or any other Law, if applicable to the Company.

#### **40. DIRECTORS**

a. The following shall be the First Directors of the Company:

1. ASHWANI SEHGAL
2. SWADESH KUMAR KHULLAR

- a. Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (fifteen). However, the Company may at any time appoint more than 15 (fifteen) directors after passing Special Resolution at a General Meeting. The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the SEBI Listing Regulations. The Board shall have an optimum combination of executive and Independent Directors with at least 1 (one) woman Director, as may be prescribed by Law from time to time.
- b. Subject to Article 41(a), Sections 149, 152 and 163 of the Act and other provisions of the Act, the Company may increase or reduce the number of Directors.
- c. The Company may, and subject to the provisions of Section 169 of the Act, remove any Director before the expiration of his period of office and appoint another Director.

#### **41. CHAIRMAN OF THE BOARD OF DIRECTORS**

- a. The members of the Board shall elect any one of them as the Chairman of the Board. The Chairman shall preside at all meetings of the Board and the General Meeting of the Company. The Chairman shall have a casting vote in the event of a tie.
- b. If for any reason the Chairman is not present at the meeting or is unwilling to act as Chairman, the members of the Board shall appoint any one of the remaining Directors as the Chairman.

#### **42. APPOINTMENT OF ALTERNATE DIRECTORS**

Subject to Section 161 of the Act, the Board shall be entitled to nominate an alternate director to act for a director of the Company during such director's absence for a period of not less than 3 (three) months from India. The Board may appoint such a person as an Alternate Director to act for a Director (hereinafter called "the Original Director") (subject to such person being acceptable to the Chairman) during the Original Director's absence. An Alternate Director appointed under this Article shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of the office of the Original Director is determined before he so returns to India, any provisions in the Act or in these Articles for automatic re-appointment shall apply to the Original Director and not to the Alternate Director.

#### **43. CASUAL VACANCY AND ADDITIONAL DIRECTORS**

Subject to the applicable provisions of the Act and these Articles, the Board shall have the power at any time and from time to time to appoint any qualified Person to be a Director either as an addition to the Board or to fill a casual vacancy but so that the total number of Directors shall not at any time exceed the maximum number fixed under Article 40. Any Person so appointed as an addition shall hold office only up to the earlier of the date of the next Annual General Meeting or at the last date on which the Annual General Meeting should have been held but shall be eligible for appointment by the Company as a Director at that meeting subject to the applicable provisions of the Act.

#### **44. DEBENTURE DIRECTORS**

If it is provided by a trust deed, securing or otherwise, in connection with any issue of Debentures of the Company, that any Person/lender or Persons/lenders shall have power to nominate a Director of the Company, then in the case of any and every such issue of Debentures, the Person/lender or Persons/lenders having such power may exercise such power from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to a Debenture Director. A

Debenture Director may be removed from office at any time by the Person/lender or Persons/lenders in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. A Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company, but shall automatically cease and vacate office as a Director if and when the Debentures are fully discharged.

#### **45. INDEPENDENT DIRECTORS**

The Company shall have such number of Independent Directors on the Board of the Company, as may be required in terms of the provisions of Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other Law, as may be applicable. Further, the appointment of such Independent Directors shall be in terms of the aforesaid provisions of Law and subject to the requirements prescribed SEBI Listing Regulations.

#### **46. NOMINEE DIRECTORS**

- a. The Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any Law for the time being in force or of any agreement or by the Central Government or the State Government by virtue of its shareholding in a Government Company.
- b. So long as any moneys remain owing by the Company to The Industrial Development Bank of India, Industrial Finance Corporation of India, The Industrial Credit and Investment Corporation of India Limited, The Industrial Reconstruction Corporation of India Limited, Life Insurance Corporation of India, General Insurance Corporation of India, National Insurance Company Limited, The Oriental Fire & General Insurance Company Limited, The New India Assurance Company Limited, United India Insurance Company Ltd., Karnataka State Industrial Investment and Development Corporation Ltd. or any State Financial Corporation or any Financial Institution owned or controlled by the Central Government or any State Government or the Reserve Bank of India or by two or more of them by Central Government themselves (each of the above and Unit Trust of India are hereinafter referred to as the Corporation) out of any loans/debentures, assistance granted by them to the Company or so long as the Corporation holds or continues to hold Debentures/Shares in the Company as a result of any guarantee furnished by the Corporation on behalf of the Company and remaining outstanding, the Corporation shall have a right to appoint from time to time, any person as Director, Wholetime or non- Wholetime (which Director or Directors, is/are hereinafter referred to as 'Nominee Director/s') on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person in his or their places. The Board shall have no power to remove from the office of the Nominee Directors. At the option of the Corporation such Nominee Director/s shall not be liable to retirement by rotation. Subject as aforesaid, Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Directors of the Company.

#### **47. PERIOD OF HOLDING OF OFFICE BY NOMINEE DIRECTORS**

The Nominee Director/s so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation or so long as the Corporation holds or continues to hold Debentures/shares in the Company as a result

of underwriting or by direct subscription or private placement or the liability of the Company arising out of the guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said powers shall ipso facto vacate such office immediately the moneys owing by the Company to the Corporation are paid off or on the Corporation ceasing to hold Debentures/ shares in the Company or on the satisfaction of liability of the Company arising out of any guarantee furnished by the Corporation.

#### **48. APPOINTMENT OF SPECIAL DIRECTORS**

On behalf of the Company, whenever Directors enter into a contract with any Government, Central, State or Local, any Bank or Financial institution or any person or persons (hereinafter referred to as "the appointer") for borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or for underwriting or entering into any other arrangement whatsoever the Directors shall have, subject to the provisions of Section 152 of the Act, the power to agree that such appointer shall have right to appoint or nominate by notice in writing addressed to the Company one or more Directors on the Board for such period and upon such conditions as may be mentioned in the agreement and that such Director or Directors may not be liable to retire by rotation nor be required to hold any qualification shares. The Directors may also agree that any such Director or Directors may be removed from time to time by the appointer entitled to appoint or nominate them and the appointer may appoint another or others in his or their place and also fill in any vacancy which may occur as a result of any such Director or Directors ceasing to hold that office for any reason whatsoever. The Directors appointed or nominated under this Article shall be entitled to exercise and enjoy all or any of the rights and privileges exercised and enjoyed by the Directors of the Company including payment of remuneration and travelling expenses to such Director or Directors as may be agreed by the Company with the appointer.

#### **49. NO QUALIFICATION SHARES FOR DIRECTORS**

A Director shall not be required to hold any qualification shares of the Company.

#### **50. REMUNERATION OF DIRECTORS**

- a. Subject to the applicable provisions of the Act, the Rules, Law including the provisions of the SEBI Listing Regulations, a Managing Director or Managing Directors, and any other Director/s who is/are in the whole time employment of the Company may be paid remuneration either by a way of monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, subject to the limits prescribed under the Act.
- b. Subject to the applicable provisions of the Act, a Director (other than a Managing Director or an executive Director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act or the central government from time to time for each meeting of the Board or any Committee thereof attended by him.
- c. The remuneration payable to each Director for every meeting of the Board or Committee of the Board attended by them shall be such sum as may be determined by the Board from time to time within the maximum limits prescribed from time to time by the Central Government pursuant to the first proviso to Section 197 of the Act.
- d. All fees/compensation to be paid to non-executive Directors including Independent Directors shall be as fixed by the Board subject to Section 197 and other applicable provisions of the Act, the Rules thereunder and of these Articles. Notwithstanding anything contained in this Article, the Independent Directors shall not be eligible to receive any stock options.

#### **51. SPECIAL REMUNERATION FOR EXTRA SERVICES RENDERED BY A DIRECTOR**

If any Director be called upon to perform extra services or special exertions or efforts (which expression shall include work done by a Director as a member of any Committee formed by the Directors), the Board may arrange with such Director for such special remuneration for such extra services or special exertions or efforts either by a fixed sum or otherwise as may be determined by the Board. Such remuneration may either be in addition, to or in substitution for his remuneration otherwise provided, subject to the applicable provisions of the Act.

#### **52. MISCELLANEOUS EXPENSES OF DIRECTORS**

In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid all travelling, hotel and other expenses properly incurred by them : (a) in attending and returning from meetings of the Board of Directors or

any committee thereof or general meetings of the company; or (b) in connection with the business of the Company. The rules in this regard may be framed by the Board of Directors from time to time.

### **53. CONTINUING DIRECTORS**

The continuing Directors may act notwithstanding any vacancy in their body, but if, and so long as their number is reduced below the minimum number fixed by Article 40 hereof, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or for summoning a General Meeting, but for no other purpose.

### **54. DISQUALIFICATION AND VACATION OF OFFICE BY A DIRECTOR**

- a. A person shall not be eligible for appointment as a Director of the Company if he incurs any of the disqualifications as set out in section 163 and other relevant provisions of the Act. Further, on and after being appointed as a Director, the office of a Director shall ipso facto be vacated on the occurrence of any of the circumstances under section 167 and other relevant provisions of the Act.
- b. Subject to the applicable provisions of the Act, the resignation of a director shall take effect from the date on which the notice is received by the company or the date, if any, specified by the director in the notice, whichever is later.

### **55. RELATED PARTY TRANSACTIONS AND DISCLOSURE OF INTEREST**

The Company shall comply with the applicable provisions of the Act, Rules framed thereunder and other relevant provisions of Law in respect of related party transactions and the Directors shall comply with the disclosure of interest provisions under the Act.

### **56. RETIREMENT OF DIRECTORS BY ROTATION**

- a. At every Annual General Meeting of the Company, one third of such of the Directors as are liable to retire by rotation in accordance with section 152 of the Act (excluding Independent Directors), 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.
- b. The Directors to retire by rotation shall be those who have been longest in office since their last appointment but as between persons who become Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. Provided that and to the extent permissible under the Act, the Managing Director, joint managing director, deputy managing director, manager or whole- time Director(s) appointed or such other directors nominated pursuant to Articles 44 and 46 hereto shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one third shall retire from office under this Article.

### **57. PROCEDURE, IF PLACE OF RETIRING DIRECTORS IS NOT FILLED UP**

- a. If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a national holiday, at the same time and place.
- b. If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been reappointed at the adjourned meeting, unless :
  - (I) at that meeting or at the previous meeting a resolution for the reappointment of such Director has been put to the meeting and lost;
  - (II) retiring Director has, by a notice in writing addressed to the Company or its Board, expressed his unwillingness to be so reappointed;
  - (III) he is not qualified or is disqualified for appointment;
  - (IV) a resolution whether Special or Ordinary is required for the appointment or reappointment by virtue of any applicable



provisions of the Act; or

(V) Section 162 of the Act is applicable to the case.

#### **58. MANAGING DIRECTOR(S) / WHOLE TIME DIRECTOR(S) / EXECUTIVE DIRECTOR(S) / MANAGER**

Subject to the provisions of Section 203 of the Act and other applicable provisions of the Act and of these Articles, the Board may appoint from time to time one or more of their Directors to be the Managing Director or joint managing director or whole time director or deputy managing director or manager of the Company on such terms and on such remuneration (in any manner, subject to it being permissible under the Act) partly as the Board may think fit in accordance with the applicable provisions of the Act and the Rules thereunder. Subject to the provisions of the Act, the Managing Director or Joint Managing Director or Wholetime Director or Deputy Managing Director or Manager of the Company so appointed by the Board shall not while holding that office, be subject to retirement by rotation or taken into account in determining the rotation of retirement of directors, but their appointment shall be subject to determination ipso facto if they cease from any cause to be a director or if the company in General Meeting resolve that their tenure of the office of Managing Director or Joint Managing Director or Wholetime Director or Deputy Managing Director or Manager be determined.

#### **59. PROVISIONS TO WHICH MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S) / EXECUTIVE DIRECTOR(S)/ MANAGER ARE SUBJECT**

a. Unless permitted under the Act, the Company however, shall not appoint or employ at the same time more than one of the following categories of management personnel namely, a managing director and manager.

60. The remuneration of a Managing Director/ whole time director or executive director or manager shall (subject to Sections 196, 197 and other applicable provisions of the Act, the Rules thereunder and of these Articles and of any contract between him and the Company) be paid in the manner permitted under the Act.

#### **61. POWER AND DUTIES OF MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S) / EXECUTIVE DIRECTOR(S)/ MANAGER**

Subject to the provisions of the Act, the Directors, may from time to time entrust and confer upon a Managing Director, whole time director(s), executive director(s) or managers for the time being such of the powers exercisable upon such terms and conditions and with such restrictions as they may think fit either collaterally with or to the exclusion of and in substitution for all or any of their own powers and from time to time revoke, withdraw, alter or vary all or any of such powers.

#### **62. POWER TO BE EXERCISED BY THE BOARD ONLY BY MEETING**

Subject to the provisions of the Act, the Board shall exercise the following powers on behalf of the Company and the said powers shall be exercised only by resolutions passed at the meeting of the Board:

- a. to make calls on Shareholders in respect of money unpaid on their shares;
- b. to authorise buy-back of securities under Section 68 of the Act;
- c. to issue securities, including debentures, whether in or outside India;
- d. to borrow money(ies);
- e. to invest the funds of the Company;
- f. to grant loans or give guarantee or provide security in respect of loans; and
- g. any other matter which may be prescribed under the Act, Companies (Meetings of Board and its Powers) Rules, 2014 and the SEBI Listing Regulations to be exercised by the Board only by resolutions passed at the meeting of the Board.

The Board may, by a resolution passed at a meeting, delegate to any Committee of Directors, the Managing Director, or to any person permitted by Law the powers specified in sub clauses (d) to (f) above. In respect of dealings between the company

and its bankers the exercise by the company of the powers specified in clause (d) shall mean the arrangement made by the company with its bankers for the borrowing of money by way of overdraft or cash credit or otherwise and not the actual day to day operation on overdraft, cash credit or other accounts by means of which the arrangement so made is actually availed of.

The aforesaid powers shall be exercised in accordance with the provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and shall be subject to the restrictions on the powers of the Board under section 180 of the Act.

### **63. PROCEEDINGS OF THE BOARD OF DIRECTORS**

- a. At least 4 (four) Board Meetings shall be held in any calendar year and there should not be a gap of more than 120 (one hundred twenty) days between two consecutive Board Meetings.
- b. The participation of Directors in a meeting of the Board may be either in person or through video conferencing or other audiovisual means, as may be prescribed under the Act, which are capable of recording and recognising the participation of the Directors and of recording and storing the proceedings of such meetings along with date and time. However, such matters as provided under the Companies (Meetings of Board and its Powers) Rules, 2014 shall not be dealt with in a meeting through video conferencing or other audiovisual means. Any meeting of the Board held through video conferencing or other audiovisual means shall only be held in accordance with the Companies (Meetings of Board and its Powers) Rules, 2014.
- c. The Secretary, as directed by a Director, or any other Director shall, as and when directed by the Chairman or a Director convene a meeting of the Board by giving a notice in writing to every Director in accordance with the provisions of the Act and the Companies (Meetings of Board and its Powers) Rules, 2014.
- d. The Board may meet either at the Office of the Company, or at any other location in India or outside India, as the Chairman may determine.
- e. At least 7 (seven) days' notice of every meeting of the Board shall be given in writing to every Director for the time being at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means. A meeting of the Board may be convened in accordance with these Articles by a shorter notice in case of any urgent matters as directed by the Chairman or the Managing Director or the Executive Director, as the case may be, subject to the presence of 1 (one) Independent Director in the said meeting. If an Independent Director is not present in the said meeting, then decisions taken at the said meeting shall be circulated to all the Directors and shall be final only upon ratification by one independent Director. Such notice or shorter notice may be sent by post or by fax or e-mail depending upon the circumstances.
- f. At any Board Meeting, each Director may exercise 1 (one) vote. The adoption of any resolution of the Board shall require the affirmative vote of a majority of the Directors present at a duly constituted Board Meeting.

### **64. QUORUM FOR BOARD MEETING**

- a. Quorum for Board Meetings
  - (I) Subject to the provisions of Section 174 of the Act, the quorum for each Board Meeting shall be one-third of its total strength or two directors, whichever is higher, and the presence of Directors by video conferencing or by other audio visual means shall also be counted for the purposes of calculating quorum. Provided that where at any time the number of interested Directors exceeds or is equal to two-thirds of the total strength, the number of the remaining Directors, that is to say, the number of the Directors who are not interested present at the meeting being not less than two, shall be the quorum during such meeting.
  - (II) If a meeting of the Board could not be held for want of quorum, then the meeting shall automatically stand adjourned to such other time as may be fixed by the Chairman.

### **65. CASTING VOTE**

Questions arising at any meeting of the Board, other than as specified in these Articles and the Act, if any, shall be decided

by a majority vote. In the case of an equality of votes, the Chairman shall have a second or casting vote. No regulation made by the Company in General Meeting, shall invalidate any prior act of the Board, which would have been valid if that regulation had not been made.

## 66. POWERS OF THE BOARD

Subject to the applicable provisions of the Act, these Articles and other applicable provisions of Law:

- a. The Board shall be entitled to exercise all such power and to do all such acts and things as the Company is authorised to exercise and do under the applicable provisions of the Act or by the Memorandum and Articles of association of the Company.
- b. The Board is vested with the entire management and control of the Company, including as regards any and all decisions and resolutions to be passed, for and on behalf of the Company.

Provided that the Board shall not, except with the consent of the Company by a Special Resolution:-

- (I) Sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking. The term 'undertaking' and the expression 'substantially the whole of the undertaking' shall have the meaning ascribed to them under the provisions of Section 180 of the Act;
- (II) Remit, or give time for repayment of, any debt due by a Director;
- (III) Invest otherwise than in trust securities the amount of compensation received by the Company as a result of any merger or amalgamation; and
- (IV) Borrow money(ies) where the money(ies) to be borrowed together with the money(ies) already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of businesses), will exceed the aggregate of the paid-up capital of the Company and its free reserves.

Provided further that prior permission of the Company in a General Meeting shall be required for making a contribution, in any Financial Year, to bonafide charitable and other funds in excess of an aggregate amount equivalent to 5 (five) % of the Company's average net profits for the 3 (three) immediately preceding Financial Years.

### c. Certain Powers of the Board

Without prejudice to the general powers conferred by the last preceding Article and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the last preceding Article and other provisions of the Act, it is hereby declared that the Directors shall have the following powers, that is to say, power:

- (I) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the company.
- (II) Payment out of Capital: To pay and charge to the capital account of the company any commission or interest lawfully payable thereout under the provisions of Sections 40(6) of the Act,
- (III) To acquire property: Subject to Sections 179 and 188 of the Act to purchase or otherwise acquire for the Company any property, rights, privileges which the Company is authorised to acquire, at or for such price or consideration and generally on such terms and conditions as they think fit, and in any such purchases or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory,
- (IV) To pay for property, etc. : At their discretion and subject to the provisions of the Act, to pay for any property, rights, or privileges acquired or services rendered in the Company either wholly or partially, in cash or in shares, bonds, debentures, mortgages, or other securities of the such amount credited as paid up thereon as may be agreed upon and any such bonds; debentures, mortgages or other securities may be either, specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.

- (V) To secure contracts : To secure the fulfillment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit.
- (VI) To accept surrender of shares: To accept from any member, as far as may be permissible by law, a surrender of his shares or any part thereof, on such terms and conditions as shall be agreed.
- (VII) To appoint Trustees: To appoint any person to accept and to hold in trust for the Company any property belonging to the Company, or in which it is interested, or for any other purposes; and to execute and do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.
- (VIII) To bring and defend actions: To institute, conduct, defend, compound, or abandon any legal proceedings by or against the Company or its officers or otherwise payment or satisfaction of any debts due, and of any claims or demands by or against the Company, and to refer any differences to arbitration, and observe and perform any awards made thereon.
- (IX) To act in insolvency matters: To act on behalf of the Company in all matters relating to bankrupts and insolvents.
- (X) To give receipts: To make and give receipts, releases and other discharges for moneys payable to the Company, and for the claims and demands of the Company.
- (XI) To invest moneys: Subject to the provisions of Sections 179, 180 (1) (c), 185, and 186 of the Act, to invest, deposit and deal with any moneys of the Company not immediately required for the purpose thereof, upon such security (not being shares of this Company), or without security and in such manner as they may think fit, and from time to time to vary or realise such investments. Save as provided in Section 49 of the Act, all investments shall be made and held in the Company's own name.
- (XII) To provide for Personal Liabilities: To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or surety; for the benefit of the Company such mortgages of the Company's property (present and future) as they think fit; and any such mortgage may contain a power of sale, and such other powers, provisions, covenants and agreements as shall be agreed upon.
- (XIII) To authorise acceptances: To determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give necessary authority for such purpose.
- (XIV) To distribute bonus: To distribute by way of bonus amongst the staff of the Company a share in the profits of the Company, and to give to any officer or other person employed by the Company a commission on the profits of any particular business or transaction and to charge such bonus or commission as part of the working expenses of the Company.
- (XV) To provide for welfare of employees : To provide for the welfare of Directors or Ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependants or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grants of moneys, pensions, gratuities, allowances, bonus or other payments; or by creating and from time to time subscribing or contributing to provident and other associations, institutions or funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit, and subject to the provisions of Section 180 of the Act. To subscribe or contribute or otherwise to assist or to guarantee money to any charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation, or of public and general utility or otherwise.
- (XVI) To create reserve fund : Before recommending any dividend to set aside, out of the profits of the Company such sums as they may think proper for depreciation or to a Depreciation Fund or to an Insurance Fund or as a Reserve Fund or Sinking Fund or any special fund to meet contingencies or to repay debentures or debenture-stock, or for special dividends or for equalising dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purposes referred to in the preceding clause), as the Board may in their absolute discretion think conducive to the interest of the Company, and subject to Section 179 of the Act, to invest the several

sums so set aside or so much thereof as required to be invested, upon such investments (other than shares of the Company) as they think fit, and from time to time to deal with and vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company, in such manner and for such purposes as the Board in their absolute discretion, think, conducive to the interest of the company notwithstanding that the matters to which the Board apply or upon which they expend the same, or any part thereof, may be matters to or upon which the capital moneys of the company might rightly be applied or expended, and to divide the reserve fund into such special funds as the Board may think fit with full power to transfer the whole or any portion of the Reserve Fund into such special funds as the Board may think fit, with full power to transfer the whole or any portion of a Reserve Fund or division of a Reserve Fund and with full power to employ the assets constituting all or any of the above funds, including the Depreciation Fund, in the business of the company or in the purchase or repayment of debentures or debenture- stock, and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power however to the Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper.

(XVII) To appoint managers etc. : To appoint, and at their discretion remove or suspend such general managers, secretaries, assistants, supervisors, clerks, agents and servants for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and fix their salaries, or emoluments or remuneration, and to require security in such instances and to such amount as they may think fit. And also from time to time to provide for the management and transaction of the affairs of the company in any specified locality in India or elsewhere in such manner as they think fit.

(XVIII) To comply with local Laws: To comply with requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.

(XIX) To delegate powers : Subject to Section 179 of the Act, from time to time and at any time to delegate to any persons so appointed any of the powers, authorities and discretions for the time being vested in the Board, other than their power to make call or to make loans or borrow moneys, and any such appointment or delegation may be made on such terms, and subject to such conditions as the Board may think fit, and the Board may at any time remove any persons so appointed and may annul any such delegation.

(XX) To authorise by power of attorney : At any time and from time to time by Power of Attorney (if so resolved by the Board under the Seal of the Company), to appoint any person or persons to be the Attorney or Attorneys of the Company, for such purposes and with such powers, authorities, and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in the limits authorised by the Board, the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and any such appointment may (if the Board thinks fit) be made in favour of the shareholders, directors, nominees or managers of any company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly, or indirectly by the Board and any such Power of Attorney may contain such powers for the protection or convenience of persons dealing with such Attorneys as the Board may think fit, and may contain Powers enabling any such delegates or Attorneys as aforesaid to sub-delegate all or any of the Powers, authorities and discretions for the time being vested in them.

(XXI) To negotiate: Subject to Section 188 of the Act for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds, and things in the name and on behalf of the Company as they may consider expedient.

(XXII) To make and vary Regulations : From time to time make, vary or repeal bye- laws for the regulation of the business of the Company, its officers and servants.

(XXIII) Amendments to Accounts: Subject to Section 130, the directors shall, if they consider it to be necessary and in the interest of the company, be entitled to amend the Audited Accounts of the company of any financial year which have been laid before the Company in General Meeting. The amendments to the Accounts effected by the directors in pursuance of this Article shall be placed before the members in General Meeting for their consideration and approval.

(XXIV) To formulate schemes, etc.: Subject to provisions of Law, the directors may formulate, create, institute or set up such schemes, trusts, plans or proposals as they may deem fit for the purpose of providing incentive to the officers, employees and workers of the company, including without limiting the generality of the foregoing, formulation of schemes for the

subscription by the officers, employees and workers to shares in, or debentures of, the company.

#### **67. COMMITTEES AND DELEGATION BY THE BOARD**

- a. The Company shall constitute such Committees as may be required under the Act, applicable provisions of Law and the SEBI Listing Regulations. Without prejudice to the powers conferred by the other Articles and so as not to in any way to limit or restrict those powers, the Board may, subject to the provisions of Section 179 of the Act, delegate any of its powers to the Managing Director(s), the executive director(s) or manager or the chief executive officer of the Company. The Managing Director(s), the executive director(s) or the manager or the chief executive officer(s) as aforesaid shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on them by the Board and all acts done by them in exercise of the powers so delegated and in conformity with such regulations shall have the like force and effect as if done by the Board.
- b. Subject to the applicable provisions of the Act, the requirements of Law and these Articles, the Board may delegate any of its powers to Committees of the Board consisting of such member or members of the Board as it thinks fit, and it may from time to time revoke and discharge any such committee of the Board either wholly or in part and either as to persons or purposes. Every Committee of the Board so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee of the Board in conformity with such regulations and in fulfilment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.
- c. The meetings and proceedings of any such Committee of the Board consisting of more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulation made by the Directors under the last preceding Article.

#### **68. ACTS OF BOARD OR COMMITTEE VALID NOTWITHSTANDING INFORMAL APPOINTMENT**

- a. All acts undertaken at any meeting of the Board or of a Committee of the Board, or by any person acting as a Director shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director. Provided that nothing in this Article shall be deemed to give validity to the acts undertaken by a Director after his appointment has been shown to the Company to be invalid or to have been terminated.
- b. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

#### **69. PASSING OF RESOLUTION BY CIRCULATION**

- a. No resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, unless the resolution has been circulated in draft form, together with the necessary papers, if any, to all the Directors, or members of the Committee, as the case may be, at their addresses registered with the Company in India by hand delivery or by post or by courier, or through such electronic means as may be provided under the Companies (Meetings of Board and its Powers) Rules, 2014 and has been approved by majority of Directors or members, who are entitled to vote on the resolution. However, in case one-third of the total number of Directors for the time being require that any resolution under circulation must be decided at a meeting, the Chairman shall put the resolution to be decided at a meeting of the Board.
- b. A resolution mentioned above shall be noted at a subsequent meeting of the Board or the Committee thereof, as the case may be, and made part of the minutes of such meeting.

#### **70. MINUTES OF THE PROCEEDINGS OF THE MEETING OF THE BOARD**

- a. The Company shall prepare, circulate and maintain minutes of each Board Meeting in accordance with the Act and Rules and such minutes shall contain a fair and correct summary of the proceedings conducted at the Board Meeting.

- b. The minutes kept and recorded under this Article shall also comply with the provisions of Secretarial Standard 1 issued by the Institute of Company Secretaries of India constituted under the Company Secretaries Act, 1980 and approved as such by the Central Government and applicable provisions of the Act and Law.

#### **71. THE SECRETARY**

Subject to the provisions of Section 203 of the Act, the Board may, from time to time, appoint any individual as Secretary of the Company to perform such functions, which by the Act or these Articles for the time being of the Company are to be performed by the Secretary and to execute any other duties which may from time to time be assigned to him by the Board. The Board may also at any time appoint some individual (who need not be the Secretary), to maintain the Registers required to be kept by the Company.

#### **72. SEAL**

- a. The Board may provide a Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and if the Seal is provided for, the Board shall provide for the safe custody of the Seal for the time being.
- b. Subject to Article 72 (a), the Board may, if a Seal is required to be affixed on any instrument, affix the Seal of the Company, to any instrument by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least 2 (two) Directors and of the Secretary or such other person as the Board may appoint for the purpose; and those 2 (two) Directors and the Secretary or other person aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

#### **73. DIVIDEND POLICY**

- a. The profits of the Company, subject to any special rights relating thereto being created or authorised to be created by the Memorandum or these Articles and subject to the provisions of these Articles shall be divisible among the Shareholders in proportion to the amount of Capital Paid-up or credited as Paid-up and to the period during the year for which the Capital is Paid-up on the shares held by them respectively. Provided always that, (subject as aforesaid), any Capital Paid-up on a Share during the period in respect of which a Dividend is declared, shall unless the Directors otherwise determine, only entitle the holder of such Share to an apportioned amount of such Dividend as from the date of payment.
- b. Subject to the provisions of Section 123 of the Act, the Company in General Meeting may declare Dividends, to be paid to Shareholders according to their respective rights and interests in the profits. No Dividends shall exceed the amount recommended by the Board, but the Company in General Meeting may, declare a smaller Dividend, and may fix the time for payments not exceeding 30 (thirty) days from the declaration thereof.
- c. No Dividend shall be declared or paid otherwise than out of profits of the Financial Year arrived at after providing for depreciation in accordance with the provisions of Section 123 of the Act or out of the profits of the Company for any previous Financial Year or years arrived at after providing for depreciation in accordance with the provisions of the Act and remaining undistributed, or out of both, and provided that the declaration of the Board as to the amount of the net profits shall be conclusive.
- d. Subject to Section 123, the Board may, from time to time, pay to the Shareholders such interim Dividend as in their judgment the position of the Company justifies.
- e. Where Capital is paid in advance of calls upon the footing that the same shall carry interest, such Capital shall not whilst carrying interest, confer a right to participate in profits or Dividend.
- f. (I) Subject to the rights of Persons, if any, entitled to shares with special rights as to Dividend, all Dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof Dividend is paid but if and so long as nothing is paid upon any shares in the Company, Dividends may be declared and paid according to the amount of the shares.

- (II) No amount paid or credited as paid on shares in advance of calls shall be treated for the purpose of this Article as paid on

shares.

- (III) All Dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the Dividend is paid, but if any shares are issued on terms providing that it shall rank for Dividend as from a particular date such shares shall rank for Dividend accordingly.
- g. Subject to the applicable provisions of the Act and these Articles, the Board may retain the Dividends payable upon shares in respect of any Person, until such Person shall have become a Shareholder, in respect of such shares or until such shares shall have been duly transferred to him.
  - h. Any one of several Persons who are registered as the joint -holders of any Share may give effectual receipts for all Dividends or bonus and payments on account of Dividends or bonus or sale proceeds of fractional certificates or other money(ies) payable in respect of such shares.
  - i. Subject to the applicable provisions of the Act, no Shareholder shall be entitled to receive payment of any interest or Dividends in respect of his Share(s), whilst any money may be due or owing from him to the Company in respect of such Share(s); either alone or jointly with any other Person or Persons; and the Board may deduct from the interest or Dividend payable to any such Shareholder all sums of money so due from him to the Company.
  - j. Subject to Section 126 of the Act, a transfer of shares shall not pass the right to any Dividend declared thereon before the registration of the transfer.
  - k. Unless otherwise directed any Dividend may be paid by cheque or warrant or by a pay slip or receipt (having the force of a cheque or warrant) and sent by post or courier or by any other legally permissible means to the registered address of the Shareholder or Person entitled or in case of joint-holders to that one of them first named in the Register of Members in respect of the joint-holding. Every such cheque or warrant shall be made payable to the order of the Person to whom it is sent and in case of joint-holders to that one of them first named in the Register of Members in respect of the joint-holding. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transmission, or for any Dividend lost to a Shareholder or Person entitled thereto, by a forged endorsement of any cheque or warrant or a forged signature on any pay slip or receipt of a fraudulent recovery of Dividend. If 2 (two) or more Persons are registered as joint -holders of any Share(s) any one of them can give effectual receipts for any money (ies) payable in respect thereof. Several Executors or Administrators of a deceased Shareholder in whose sole name any Share stands, shall for the purposes of this Article be deemed to be joint-holders thereof.
  - l. No unpaid Dividend shall bear interest as against the Company.
  - m. Any General Meeting declaring a Dividend may on the recommendation of the Board, make a call on the Shareholders of such amount as the Meeting fixes, but so that the call on each Shareholder shall not exceed the Dividend payable to him, and so that the call will be made payable at the same time as the Dividend; and the Dividend may, if so arranged as between the Company and the Shareholders, be set -off against such calls.
  - n. Notwithstanding anything contained in this Article, the dividend policy of the Company shall be governed by the applicable provisions of the Act and Law.

#### **74. UNPAID OR UNCLAIMED DIVIDEND**

- a. Subject to the provisions of the Act, if the Company has declared a Dividend but which has not been paid or the Dividend warrant in respect thereof has not been posted or sent within 30 (thirty) days from the date of declaration, transfer the total amount of dividend, which remained unpaid or unclaimed within 7 (seven) days from the date of expiry of the said period of 30 (thirty) days to a special account to be opened by the Company in that behalf in any scheduled bank.
- b. Subject to provisions of the Act, any money so 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 established under sub-section (1) of Section 125 of the Act, viz. "Investors Education and Protection Fund".
- c. Subject to the provisions of the Act, no unpaid or unclaimed Dividend shall be forfeited by the Board before the claim



becomes barred by Law.

## **75. ACCOUNTS AND BOARD'S REPORT**

- a. The Company shall prepare and keep the books of accounts or other relevant books and papers and financial statements for every Financial Year which give a true and fair view of the state of affairs of the Company, including its branch office or offices, if any, in accordance with the Act, Rules and as required under applicable Law.
- b. In accordance with the provisions of the Act, along with the financial statements laid before the Shareholders, there shall be laid a 'Board's report' as to the state of the Company's affairs and as to the amounts, if any, which it proposes to carry to any reserves in such balance sheet and the amount, if any, which it recommends should be paid by way of dividend; and material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the company to which the balance sheet relates and the date of the report. The Board shall also give the fullest information and explanations in its report aforesaid or in an addendum to that report, on every reservation, qualification or adverse remark contained in the auditor's report and by the company secretary in practice in his secretarial audit report.
- c. The Company shall comply with the requirements of Section 136 of the Act.

## **76. DOCUMENTS AND NOTICES**

- a. A document or notice may be given or served by the Company to or on any Shareholder whether having his registered address within or outside India either personally or by sending it by post or by registered post or by courier, to him to his registered address.
- b. Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice, provided that where a Shareholder has intimated to the Company in advance that documents or notices should be sent to him under a certificate of posting or by registered post with or without acknowledgement due or by cable or telegram and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the document or notice shall be deemed to be effected unless it is sent in the manner intimated by the Shareholder. Such service shall be deemed to have affected in the case of a notice of a meeting, at the expiration of forty eight hours after the letter containing the document or notice is posted or after a telegram has been dispatched and in any case, at the time at which the letter would be delivered in the ordinary course of post or the cable or telegram would be transmitted in the ordinary course.
- c. A document or notice may be given or served by the Company to or on the joint - holders of a Share by giving or serving the document or notice to or on the joint- holder named first in the Register of Members in respect of the Share.
- d. Every person, who by operation of Law, transfer or other means whatsoever, shall become entitled to any Share, shall be bound by every document or notice in respect of such Share, which previous to his name and address being entered on the register of Shareholders, shall have been duly served on or given to the Person from whom he derives his title to such Share.
- e. Any document or notice to be given or served by the Company may be signed by a Director or the Secretary or some Person duly authorised by the Board for such purpose and the signature thereto may be written, printed, photostat or lithographed.
- e. All documents or notices to be given or served by Shareholders on or to the Company or to any officer thereof shall be served or given by sending the same to the Company or officer at the Office by post under a certificate of posting or by registered post or by leaving it at the Office.
- f. Where a document is sent by electronic mail, service thereof shall be deemed to be effected properly, where a member has registered his electronic mail address with the Company and has intimated the Company that documents should be sent to his registered email address, without acknowledgement due. Provided that the Company, shall provide each member an opportunity to register his email address and change therein from time to time with the Company or the concerned depository. The Company shall fulfil all conditions required by Law, in this regard.

#### **77. SERVICE ON MEMBERS HAVING NO REGISTERED ADDRESS**

If a Shareholder does not have 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.

#### **78. NOTICE BY ADVERTISEMENT**

Subject to the applicable provisions of the Act, any document required to be served or sent by the Company on or to the Shareholders, 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.

#### **79. WINDING UP**

- 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 Shareholders, 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 Shareholders or different classes of Shareholders.
- 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.

#### **80. INDEMNITY**

Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

#### **81. DIRECTOR'S ETC. NOT LIABLE FOR CERTAIN ACTS**

Subject to the provision of the Act, no Director, Manager or Officer of the Company shall be liable for the acts, defaults, receipts and neglects of any other Director, Manager or Officer or for joining in any receipts or other acts for the sake of conformity or for any loss or expenses happening to the company through the insufficiency or deficiency of title to any property acquired by order of the directors or for any loss or expenses happening to the Company through the insufficiency or deficiency of any security in or upon which any of the monies of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any monies, securities or effects shall be deposited or for any loss occasioned by an error of judgment or oversight on his part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution thereof, unless the same shall happen through the negligence, default, misfeasance, breach of duty or breach of trust of the relevant Director, Manager or Officer.

#### **82. SIGNING OF CHEQUES**

Subject to applicable Law and Section 64 of the Act, all cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for moneys paid by the company, shall be signed, drawn, accepted or otherwise executed as the case may be, in such manner as the Directors shall from time to time by resolution determine.

#### **83. INSPECTION BY SHAREHOLDERS**

The register of charges, register of investments, Register of Members, books of accounts and the minutes of the meeting of the shareholders shall be kept at the office of the Company and shall be open, during business hours, for such periods not being less in the aggregate than two hours in each day as the board determines for inspection of any shareholder without charge. In the event such shareholder conducting inspection of the abovementioned documents requires extracts of the same, the Company may charge a fee which shall not exceed rupees ten per page or such other limit as may be prescribed under the Act or other applicable provisions of Law.

#### **84. AMENDMENT TO MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Company may amend its Memorandum of Association and Articles of Association

#### **85. SECRECY OF WORKS OR INFORMATION**

No shareholder shall be entitled to visit or inspect the Company's work without permission of the Directors or to require discovery of any information respectively any details of 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 Directors will be inexpedient in the interest of the Shareholders of the Company to communicate to the public.

#### **86. DUTIES OF THE OFFICER TO OBSERVE SECRECY**

Every Director, Managing Directors, manager, Secretary, Auditor, trustee, members of the committee, officer, servant, agent, accountant or other persons employed in the business of the Company shall, if so required by the Directors before entering upon his duties, or any time during his term of office, sign a declaration pledging himself to observe secrecy relating to all transactions of the Company with its customers and the state of accounts with individuals and all manufacturing, technical and business information of the company and in matters relating thereto and shall by such declaration pledge himself not to reveal any of such matters which may come to his knowledge in the discharge of his official duties except which are required so to do by the Directors or the Auditors, or by resolution of the Company in the general meeting or by a court of law a except so far as may be necessary in order to comply with any of the provision of these Articles or Law.

## SECTION XIV- OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

*The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Draft Red Herring Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Draft Red Herring Prospectus to be delivered to the RoC for filing and also the documents for inspection referred to hereunder, may be inspected at the Registered office: from the date of filing this Draft Red Herring Prospectus with RoC to Issue Closing Date on working days from 11.00 a.m. to 5.00 p.m.*

#### MATERIAL CONTRACTS

1. Issue Agreement dated November 10, 2023 between our company and the Lead Manager.
2. Registrar Agreement dated November 20, 2023 between our company and the Registrar to the Issue.
3. Cash Escrow and Sponsor Bank Agreement dated [●] among our Company, the Lead Manager, The Banker to the Issue/Public Issue Bank/Sponsor Bank and the Registrar to the Issue.
4. Underwriting Agreement dated [●] between our company and the Underwriters.
5. Market making Agreement dated [●] between our company, the Lead Manager and the Market Maker.
6. Agreement among NSDL, our company and the registrar to the issue dated September 06, 2023
7. Agreement among CDSL, our company and the registrar to the issue dated October 26, 2023

#### MATERIAL DOCUMENTS FOR THE ISSUE

1. Certified true copy of Certificate of Incorporation, the Memorandum of Association and Articles of Association of our Company, as amended.
2. Resolutions of the Board of Directors dated October 27, 2023 in relation to the Issue and other related matters.
3. Shareholders' resolution dated October 27, 2023 in relation to the Issue and other related matters.
4. Consents of Directors, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditors, Peer Review auditor of the Company the Book Running Lead Manager, Registrar to the Issue, Peer review Auditor and Legal Advisor to act in their respective capacities.
5. Peer Review Auditors Report dated November 20, 2023 on Restated Financial Statements of our Company for the period ended March 31, 2023, 2022 and 2021.
6. The Report dated November 20, 2023 from the Peer Reviewed Auditors of our Company, confirming the Statement of Possible Tax Benefits available to our Company and its Shareholders as disclosed in this Draft Red Herring Prospectus.
7. The Report dated November 24, 2023, by Legal Advisor to the Company confirming status of Outstanding Litigation and Material Development.
8. Copy of approval from NSE EMERGE vide letter dated [●] to use the name of NSE in this offer document for listing of Equity Shares on SME Platform of NSE.
9. Due diligence certificate dated November 27, 2023 from Lead Manager to the Issue.
10. Board Resolution dated November 24, 2023 for approval of Draft Red Herring Prospectus.

*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 other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.*

## DECLARATION

We, hereby declares that, all the relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities Exchange Board of India Act, 1992, as the case may be, have been complied with no statement made in the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 1956, notified provisions of Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/guidelines issued, as the case maybe. We further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

<b>Signed by the Directors of our Company</b>				
<b>S.N.</b>	<b>Name</b>	<b>Category</b>	<b>Designation</b>	<b>Signature</b>
1.	Ashwani Sehgal	Executive	Managing Director	Sd/-
2.	Monica Sehgal	Executive	Director	Sd/-
3.	Vipin Sehgal	Executive	Director	Sd /-
4.	Aditya Sehgal	Non-Executive	Director	Sd/-
4.	Deepak Verma	Non-Executive	Independent Director	Sd/-
5.	Indrajeet S Khanna	Non-Executive	Independent Director	Sd/
<b>Signed by the Chief Financial Officer and Company Secretary of our Company</b>				
6.	Satish Gupta	Whole-Time	Chief Financial Officer	Sd/-
7.	Sakshi Tomar	Whole-Time	Company Secretary	Sd/-

Place: New Delhi

Date: November 24, 2023