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OBSC PERFECTION LIMITED

Corporate Identification Number: U27100DL2017PLC314606

| REGISTERED OFFICE | CORPORATE OFFICE | CONTACT PERSON | EMAIL & TELEPHONE | WEBSITE |
|---|------------------|--|---|--|
| 6F, 6 th Floor, M-6, Uppal Plaza, Jasola District Centre, South Delhi- 110025, India | NA | Abhishek Kumar Pandey, Company Secretary and Compliance Officer | abhishek@obs perfection.com 011-2697 2586 | www.obs perfection.com |

NAME OF PROMOTERS OF THE COMPANY

SAKSHAM LEEKHA, ASHWANI LEEKHA, SANJEEV VERMA, RAJNI VERMA, ASHA NARANG, SANDEEP NARANG, RICHARD BLUM, ADRIANNE BLUM, PASCAL BLUM, SIMON BLUM, OMEGA BRIGHT STEEL AND COMPONENTS PRIVATE LIMITED, OMEGA BRIGHT STEEL PRIVATE LIMITED, ESS U ENTERPRISES PRIVATE LIMITED AND BLUWAT AG.

DETAILS OF ISSUE TO PUBLIC

| Type | Fresh Issue Size | Offer for sale (by no. of share or by amount in ₹) | Total Size | Eligibility & Share Reservation among NII & RII |
|-------------|---|--|-------------------|---|
| Fresh Issue | 66,02,400 Equity Shares aggregating up to ₹ [●] Lakhs | NA | Up to ₹ [●] Lakhs | The Issue is being made pursuant to Regulation 229(2) of SEBI (ICDR) Regulations. For details of Share reservation among QIBs, NIIs and RIIs, see "Issue Structure" beginning on page 282 |

RISKS IN RELATION TO THE FIRST ISSUE

This being the first public issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of our Equity Shares is ₹10 each and the Floor Price and Cap Price are [●] times and [●] times of the face value of the Equity Shares, respectively. The Floor Price, Cap Price and the Issue Price (as determined by our Company, in consultation with the BRLM, in accordance with SEBI ICDR Regulations, and as stated in "Basis for Issue Price" beginning on page 113) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active 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 this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the Red Herring Prospectus. Specific attention of the investors is invited to the section "Risk Factors" beginning on page 31 of this Red Herring Prospectus.


ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Issue document contains all information with regard to the issuer and the Issue which is material in the context of the Issue, that the information contained in the issue document 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 make this document 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 of our Company issued through this Red Herring Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an approval letter dated October 01, 2024 from National Stock Exchange of India Limited for using its name in the Red Herring Prospectus for listing of our shares on the Emerge Platform of National Stock Exchange of India Limited. For the purpose of this Issue, National Stock Exchange of India Limited shall be the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGER

| DETAILS OF BOOK RUNNING LEAD MANAGER | CONTACT PERSON | TELEPHONE & EMAIL |
|--|-----------------------|---|
|  UNISTONE | Brijesh Parekh | 022 4604 6494 mb@unistonecapital.com |

DETAILS OF REGISTRAR TO THE ISSUE

| NAME OF REGISTRAR | CONTACT PERSON | TELEPHONE & EMAIL |
|---|-----------------------|---|
|  BIGSHARE SERVICES PRIVATE LIMITED | Babu Rapheal C | 022 6263 8200 ipo@bigshareonline.com |

BID/ISSUE PERIOD

| | | |
|--|--|---|
| ANCHOR BIDDING PERIOD⁽¹⁾: Monday, October 21, 2024 | BID/ISSUE OPENS ON⁽¹⁾: Tuesday, October 22, 2024 | BID/ISSUE CLOSES ON⁽²⁾⁽³⁾: Thursday, October 24, 2024 |
|--|--|---|

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

⁽²⁾ Our Company, in consultation with the BRLM, may decide to close the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date, in accordance with the SEBI ICDR Regulations.

⁽³⁾ The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Issue Closing Date.

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OBSC PERFECTION LIMITED

Corporate Identification Number: U27100DL2017PLC314606

Our company was originally incorporated as "OBSC Perfection Private Limited" on March 17, 2017, as a private limited company under the provisions of the Companies Act, 2013 pursuant to Certificate of Incorporation issued by RoC, Central Registration Centre. The Company was converted into a public limited company pursuant to shareholders resolution passed at the General Meeting of our Company held on July 12, 2024 and the name of our Company was changed to "OBSC Perfection Limited" and a Fresh Certificate of Incorporation dated June 28, 2024 was issued by Registrar of Companies, Central Registration Centre. The Corporate Identification Number of our Company is U27100DL2017PLC314606. For details of incorporation, change of name and registered office of our Company, please refer to chapter titled "General Information" and "History and Certain Corporate Matters" beginning on page 72 and 159 respectively of this Red Herring Prospectus.

Registered office: 6F, 6th Floor, M-6, Uppal Plaza, Jasola District Centre, South Delhi- 110025, India

Tel: 011 2697 2586; E-mail: ig@obs perfection.com; Website: www.obs perfection.com;

Contact Person: Abhishek Kumar Pandey, Company Secretary and Compliance Officer

PROMOTERS OF THE COMPANY: SAKSHAM LEEKHA, ASHWANI LEEKHA, SANJEEV VERMA, RAJNI VERMA, ASHA NARANG, SANDEEP NARANG, RICHARD BLUM, ADRIANNE BLUM, PASCAL BLUM, SIMON BLUM, OMEGA BRIGHT STEEL AND COMPONENTS PRIVATE LIMITED, OMEGA BRIGHT STEEL PRIVATE LIMITED, ESS U ENTERPRISES PRIVATE LIMITED AND BLUWAT AG

INITIAL PUBLIC ISSUE OF UP TO 66,02,400 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF OBSC PERFECTION LIMITED ("COMPANY") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING UP TO ₹ [●] LAKHS OF WHICH UP TO 3,33,600 EQUITY SHARES OF FACE VALUE OF ₹ [●] EACH FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] 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 62,68,800 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AT A PRICE OF ₹ [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 27.00% AND 25.64 % RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF EQUITY SHARES IS ₹ 10 EACH. THE ISSUE PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER AND WILL BE ADVERTISED IN ALL EDITIONS OF BUSINESS STANDARD AN ENGLISH NATIONAL NEWSPAPER AND ALL EDITIONS OF BUSINESS STANDARD, A HINDI NATIONAL DAILY NEWSPAPER AND DELHI EDITION OF GURGAON MAIL [(HINDI BEING THE REGIONAL LANGUAGE OF DELHI, WHERE OUR REGISTERED OFFICE IS LOCATED)], AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", "STOCK EXCHANGE") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITE.

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 unforeseen circumstances, our Company may, for reasons to be recorded in writing, extend the Bid /Issue Period for a minimum of one 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 press release, and also by indicating the change on the respective websites of the BRLM and at the terminals of the members of the Syndicate and by intimation to Designated Intermediaries and the Sponsor Bank, as applicable.

This Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company in consultation with the BRLM may allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis ("Anchor Investor Portion"). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) ("Net QIB Portion"). Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5.00% 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 15.00% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35.00% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All Bidders, other than Anchor Investors, are required to participate in the Issue by mandatorily utilising the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("SCSBs") or 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" on page 286.

RISK IN RELATION TO THE FIRST ISSUE

This being the first public Issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹10.00. The Issue Price, Floor Price or the Price Band should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Red Herring Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors"

beginning on Page 31 of this Red Herring Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Issue document contains all information with regard to the issuer and the Issue which is material in the context of the Issue, that the information contained in the Issue document 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 make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The Equity Shares issued through the Red Herring Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange ("NSE EMERGE"). In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received In-Principal Approval letter dated October 01, 2024 from NSE for using its name in this Issue document for listing of our shares on the EMERGE platform of NSE. For the purpose of this Issue, the designated Stock Exchange will be the National Stock Exchange of India Limited ("NSE").

BOOK RUNNING LEAD MANAGER



UNISTONE

UNISTONE CAPITAL PRIVATE LIMITED

A/305, Dynasty Business Park, Andheri Kurla Road, Andheri East, Mumbai 400059, Maharashtra

Telephone: 022 4604 6494

Email: mb@unistonecapital.com

Website: www.unistonecapital.com

Investor grievance email: compliance@unistonecapital.com

Contact Person: Brijesh Parekh

SEBI registration number: INM000012449

CIN: U65999MH2019PTC330850

REGISTRAR TO THE ISSUE



BIGSHARE SERVICES PRIVATE LIMITED

S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai -400 093, Maharashtra, India

Telephone: 022-6263 8200

Facsimile: 022-6263 8299

Email: ipo@bigshareonline.com

Investor grievance email: investor@bigshareonline.com

Contact Person: Babu Rapheal C

Website: www.bigshareonline.com

SEBI Registration Number: INR000001385

BID/ISSUE PERIOD

ANCHOR PORTION OPENS/CLOSES ON⁽¹⁾
Monday, October 21, 2024

BID/ISSUE OPENS ON⁽¹⁾: Tuesday,
October 22, 2024

BID/ISSUE CLOSES ON⁽²⁾⁽³⁾: Thursday, October
24, 2024

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

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

(3) UPI Mandate end time and date shall be at 5:00 pm, on bid/Issue closing date.

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates or implies, the following terms shall have the meanings provided below in this Red Herring Prospectus, and references to any statute, regulation, rule, guidelines, circular, notification or clarification or policies will include any amendments or re-enactments thereto, from time to time.

Notwithstanding the foregoing, terms in “Main Provisions of the Articles of Association”, “Statement of Possible Special Tax Benefits”, “Industry Overview”, “Basis for Issue Price”, “Key Regulations and Policies in India”, “Financial Information”, “Outstanding Litigation and Other Material Developments” and “Issue Procedure”, will have the meaning ascribed to such terms in these respective sections.

In case of any inconsistency between the definitions given below and the definitions contained in the Conventional or General Information Document (as defined below), the definitions given below shall prevail. The words and expressions used but not defined in this Red Herring Prospectus will have the same meaning as assigned to such terms under the notified provisions of the Companies Act, 2013, the SEBI Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act and the rules and regulations made thereunder.

Conventional or General Terms

| Terms | Description |
|---|--|
| “OPL”, “OBSC Perfection”, “our Company”, “we”, “us”, “our”, “the Company”, “the Issuer Company” or “the Issuer” | Unless the context otherwise requires, refers to “OBSC Perfection Limited”, (formerly known as OBSC Perfection Private Limited) a Company originally incorporated under the Companies Act, 2013 vide a Certificate of Incorporation issued by the Registrar of Companies, Central Registration Centre. |
| “we”, “us” and “our” | Unless the context otherwise indicates or implies, refers to our Company. |
| “you”, “your” or “yours” | Prospective investors in this Issue. |
| Our Promoters | The Promoters of our Company, namely, Saksham Leekha, Ashwani Leekha, Sanjeev Verma, Rajni Verma, Asha Narang, Sandeep Narang, Richard Blum, Adrienne Blum, Pascal Blum, Simon Blum, Omega Bright Steel and Components Private Limited, Omega Bright Steel Private Limited, ESS U Enterprises Private Limited and Bluwat AG. |
| Promoter Group | Such persons, entities and companies constituting our Promoter Group pursuant to Regulation 2(1)(pp) of the SEBI (ICDR) Regulations as disclosed in the Chapter titled “Our Promoters and Promoter Group” on page 177 of this Red Herring Prospectus. |

Company Related Terms

| Terms | Description |
|-------------------------------|---|
| AOA / Articles of Association | The articles of association of our Company, as amended from time to time. |
| Audit Committee | The audit committee of our Company constituted in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations vide Board resolution dated May 10, 2024. |
| Auditor or Statutory | The statutory auditor of our Company, namely M/s Shanta Shastry & Co. |

| Terms | Description |
|---|---|
| Auditor | , Chartered Accountant. |
| Bankers to our Company | Kotak Mahindra Bank Limited as disclosed in the section titled “ <i>General Information</i> ” beginning on page 72 of this Red Herring Prospectus. |
| Board of Directors / the Board / our Board | The director(s) on our Board, as duly constituted from time to time, including any committee(s). For further details of our Directors, please refer to section titled “Our Management” beginning on page 163 of this Red Herring Prospectus. |
| Chairman | Chairman of the Board, as described in “ <i>Our Management</i> ” on page 163. |
| Chief Financial Officer/ CFO | Chief Financial Officer of our Company being Sanjeev Verma. |
| CIN | Corporate Identification Number of our Company U27100DL2017PLC314606. |
| Company Secretary & Compliance Officer | The Company Secretary and Compliance Officer of our Company being Abhishek Kumar Pandey. |
| Director(s) | The director(s) on our Board. |
| Equity Shares/Shares | Equity Shares of the Company of Face Value of ₹ 10 each unless otherwise specified in the context thereof. |
| Equity Shareholders/ Shareholders | Persons/ Entities holding Equity Shares of our Company. |
| Equity Listing Agreement/ Listing Agreement | Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our company and the NSE Emerge Platform. |
| Group Companies | Our group companies identified in accordance with the SEBI ICDR Regulations, as disclosed in “ <i>Our Group Companies</i> ” on page 191 |
| Independent Director | A non-executive, Independent Director as per the Companies Act, 2013 and the Listing Regulations. |
| Indian GAAP | Generally Accepted Accounting Principles in India |
| ISIN | International Securities Identification Number. In this case being: INE0YHV01011. |
| Key Managerial Personnel/Key Managerial Employees | Key Management Personnel of our Company in terms of the SEBI ICDR Regulations and the Companies Act, 2013 and as described in section entitled “ <i>Our Management</i> ” on page 163 of this Red Herring Prospectus. |
| MD or Managing Director | The Managing Director of our Company being Saksham Leekha. |
| MOA/ Memorandum/ Memorandum of Association | Memorandum of Association of our Company, as amended from time to time. |
| Materiality Policy | The policy on identification of group companies, material creditors and material litigation, adopted by our Board at its meeting held on July 10, 2024 in accordance with the requirements of the SEBI ICDR Regulations for the purposes of disclosure in the Issue documents. |
| Nomination and Remuneration Committee | The nomination and remuneration committee of our Company constituted in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations vide Board resolution dated May 10, 2024. |
| Non- Executive Director | A Director not being an Executive Director or an Independent Director. |
| NRIs / Non-Resident Indians | A person resident outside India, as defined under FEMA Regulation 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 as amended from time to time. |
| Peer Review Auditor | Independent Auditor having a valid Peer Review certificate in our case being |

| Terms | Description |
|---|--|
| | P. K. Chand & Co, Chartered Accountant. |
| Person or Persons | Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires. |
| RBI Act | The Reserve Bank of India Act, 1934 as amended from time to time. |
| Registered Office of our Company | 6F, 6th Floor, M-6, Uppal Plaza, Jasola District Centre, South Delhi-110025, India |
| Reserve Bank of India/RBI | Reserve Bank of India constituted under the RBI Act |
| RoC / Registrar of Companies | Registrar of Companies, Central Registration Centre having its office at 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi-110019, India. |
| “Restated Financial Statements” or “Restated Financial Information” or “Financial Information” | The restated financial information of our Company, for the period ended August 31, 2024 and Financial year ended March 31, 2024, March 31, 2023 and March 31, 2022, which comprises the restated balance sheet, the restated statement of profit and loss and the restated cash flow statement, together with the annexures and notes thereto, which have been prepared in accordance with the Companies Act 2013, Indian GAAP, and restated in accordance with the SEBI ICDR Regulations, as amended and the Guidance Note on “Reports in Company Prospectuses (Revised 2019)” issued by the Institute of Chartered Accountants of India, as amended. |
| SEBI | Securities and Exchange Board of India constituted under the SEBI Act. |
| SEBI Act | Securities and Exchange Board of India Act, 1992, as amended from time to time. |
| SEBI (ICDR) Regulations/ICDR Regulations/Regulation | SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, including amendments, instructions and clarifications issued by SEBI from time to time. |
| SEBI Takeover Regulations or SEBI (SAST) Regulations | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time. |
| SEBI (Foreign Venture Capital Investor) Regulations | Securities Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000 as amended from time to time. |
| SEBI Insider Trading Regulations | The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time. |
| SEBI Listing Regulations, 2015 / SEBI Listing Regulations / Listing Regulations / SEBI (LODR) Regulations | The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time. |
| SEBI (PFUTP) Regulations / PFUTP Regulations | SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003. |
| Stakeholders | The holders of the Equity Shares from time to time. |
| Stakeholders’ Relationship Committee | The committee of the Board of Directors constituted as the Company’s Stakeholders’ Relationship Committee in accordance with Section 178(5) of the Companies Act, 2013 and Regulation 20 of the SEBI (LODR) Regulations vide Board resolution dated May 10, 2024. |
| Stock Exchange | Unless the context requires otherwise, refers to, Emerge platform of National Stock Exchange of India Limited. |
| Senior Management | Senior management personnel of our Company in terms of the SEBI ICDR |

| Terms | Description |
|-----------------------------------|--|
| Personnel /SMP | Regulations and as disclosed in “ <i>Our Management – Senior Management</i> ” on page 159. |
| Sub- Account | Sub- accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995, other than sub- accounts which are foreign corporate or foreign individuals. |
| Subscribers to MOA | Initial Subscribers to the MOA & AOA being Omega Bright Steel & Components Private Limited and Ashwani Leekha. |
| Unit I | Our manufacturing facility situated at Gat No.309/1 and Gat no. 312/1 Nanekarwadi, Khed, Pune 410501- Maharashtra, India |
| Unit II | Our manufacturing facility situated at Gat no. 679/2/3, Kuruli, Chakan, Khed, Pune- 410501 Maharashtra, India |
| Unit III or proposed expansion | Our manufacturing facility situated at No.126, Mappedu Village, Sriperumbudhur Taluk, Mappedu, Thiruvallur – 631402, India |
| Unit IV or proposed facility/unit | Our manufacturing facility situated at Taluka-Khed, GATE NO 417, Nighoje, Near Hotel Maha Laxmi and Mess, Nighoje, Chakan, Pune- 410501 Maharashtra, India |
| Units | <i>Our manufacturing facility situated at:</i> a) Gat No.309/1 and Gat no. 312/1, Nanekarwadi, Khed, Pune 410501- Maharashtra, India b) Gat no. 679/2/3, Kuruli, Chakan, Khed, Pune- 410501, Maharashtra, India c) No.126, Mappedu Village, Sriperumbudhur Taluk, Mappedu, Thiruvallur – 631402, India d) Taluka-Khed, GATE NO 417, Nighoje, Near Hotel Maha Laxmi and Mess, Nighoje, Chakan, Pune- 410501 Maharashtra, India |

Issue Related Terms

| Terms | Description |
|----------------------------------|--|
| Abridged Prospectus | Abridged Prospectus to be issued as per SEBI ICDR Regulations and appended to the Application Form. |
| Acknowledgement Slip | The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application. |
| Allot / Allotment / Allotted | Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of the Equity Shares to the successful Applicants. |
| Allotment Advice | Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange. |
| Allottee (s) | The successful applicant to whom the Equity Shares are being / have been issued. |
| Anchor Investor | A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 200 lakhs. |
| Anchor Investor Allocation Price | The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Manager during the Anchor Investor Bid/Issue Period. |
| Anchor Investor Application Form | The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion, and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus. |
| Anchor Investor Bidding Date | The day, being one Working Day prior to the Bid/Issue Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Manager will not accept any Bids from Anchor Investor, and allocation to Anchor Investors shall be completed. |

| Terms | Description |
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| Anchor Investor Issue Price | The final price at which the Equity Shares will be issued and Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company, in consultation with the BRLM. |
| Anchor Investor Portion | Up to 60% of the QIB Portion, which may be allocated by our Company, in consultation with the BRLM, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, out of which one third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. |
| Applicant / Investor | Any prospective investor who makes an application pursuant to the terms of the Red Herring Prospectus and the Application form. |
| Application Amount | The amount at which the Applicant makes an application for the Equity Shares of our Company in terms of this Red Herring Prospectus. |
| Application Form | The form, whether physical or electronic, used by an Applicant to make an application, which will be considered as the application for Allotment for purposes of this Red Herring Prospectus. |
| Applications Supported by Blocked Amount or ASBA | An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorising an SCSB to block the Bid Amount in the relevant ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by UPI Bidders using the UPI Mechanism. |
| ASBA Account | A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidder. |
| ASBA Bidder | All Bidders except Anchor Investors. |
| ASBA Form | An application form, whether physical or electronic, used by ASBA Bidders, to submit Bids through the ASBA process, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus. |
| ASBA / Location(s) / Specified Cities | Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata and Hyderabad. |
| Banker to the Issue/ Public Issue Bank/ Refund Banker | Banks which are clearing members and registered with SEBI as Bankers to an Issue and with whom the Public Issue Account will be opened, in this case being Kotak Mahindra Bank Limited. |
| Banker to the Issue Agreement/Cash Escrow and Sponsor bank Agreement | Agreement dated October 11, 2024, entered into amongst the Company, Book Running Lead Manager, the Registrar and the Banker of the Issue. |
| Basis of Allotment | The basis on which the Equity Shares will be allotted, described in "Issue Procedure" on page 286 of this Red Herring Prospectus. |
| Bid | An indication to make an issue during the Bid/Issue 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 the submission of a Bid cum 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 in terms of the Red Herring Prospectus and the Bid cum Application Form. The term "Bidding" shall be construed accordingly. |

| Terms | Description |
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| Bidder | Any 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. |
| Bid Amount | The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIBs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid. |
| Bid cum Application Form | An application form (with and without the use of UPI, as may be applicable), whether physical or electronic, used by ASBA Bidders, which will be considered as the application for Allotment in terms of the Prospectus. |
| Bid Lot | [●] Equity Shares and in multiples of [●] Equity Shares thereafter |
| Bid/ Issue Closing Date | The date on which the Syndicate, the Designated Branches and the Registered Brokers shall not accept the Bids, which shall be notified in All edition of Business Standard an English national newspaper and all editions of Business Standard, a Hindi national daily newspaper and Delhi edition of Gurgaon mail (Hindi being the regional language of Delhi, where our Registered office is located) each with wide circulation, and in case of any revision, the extended Bid/ Issue closing Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations. |
| Bid/ Issue Opening Date | The date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in All edition of Business Standard an English national newspaper and all editions of Business Standard, a Hindi national daily newspaper and Delhi edition of Gurgaon mail (Hindi being the regional language of Delhi, where our Registered office is located) each with wide circulation, and in case of any revision, the extended Bid/ Issue Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations. |
| Bid/ Issue Period | The period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof. |
| Bidding/Collection Centres | Centres at which the Designated intermediaries shall accept the ASBA Forms, i.e Designated SCSB Branch for SCSBs, specified locations for syndicate, broker centre for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs. |
| Book Building Process | The book building process, as described in Part A, Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue will be made. |
| Book Running Lead Manager or BRLM | The Book Running Lead Manager to the Issue, namely Unistone Capital Private Limited (“Unistone”) |
| Broker Centres | Broker centres notified by the Stock Exchanges, where the Applicants can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange. |
| Business Day | Monday to Friday (except public holidays). |
| CAN or Confirmation of Allocation Note | The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange. |
| Cap Price | The higher end of the Price Band, i.e. [●] per Equity Share, above which the Issue Price and the Anchor Investor Issue Price will not be finalised and above which no Bids will be accepted, including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price. |

| Terms | Description |
|---|---|
| Cash Escrow and Sponsor Bank Agreement/ Banker to the Issue Agreement | Agreement to be entered into and amongst our Company, the Registrar to the Issue, the Book Running Lead Manager, the Syndicate Members, the Escrow Collection Bank(s), Public Issue Bank(s), Sponsor Bank and Refund Bank(s) in accordance with UPI Circulars, for <i>inter alia</i> , the appointment of the Sponsor Bank in accordance, for the collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Issue Account(s) and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof. |
| Client Id | Client Identification Number maintained with one of the Depositories in relation to demat account. |
| Collecting Depository Participant or CDP | A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. <i>CIR/CFD/POLICYCELL/11/2015</i> dated <i>November 10, 2015</i> , issued by SEBI. |
| Controlling Branches of the SCSBs | Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Issue and the Stock Exchange. |
| Cut-off Price | The Issue Price, as finalized by our Company, in consultation with the Book Running Lead Manager which shall be any price within the Price Band. Only Retail Individual Bidders Bidding in the Retail Portion, are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price. |
| Demographic Details | The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details. |
| Depository / Depositories | A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time, being NSDL and CDSL. |
| Depository Participant / DP | A Depository Participant as defined under the Depositories Act, 1996. |
| Designated CDP Locations | Such centres of the CDPs where Bidders can submit the Bid cum Application Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the website of the Stock Exchange (www.nseindia.com) and updated from time to time. |
| Designated Date | The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account(s) to the Public Issue Account(s) or the Refund Account(s), as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders using the UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Issue Account(s) or the Refund Account(s), as the case may be, in terms of the Red Herring Prospectus and the Prospectus after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares will be Allotted in the Issue. |
| Designated Intermediaries/ Collecting Agent | An SCSB's with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stock-Broker registered with recognized Stock Exchange, a Depository Participant, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity). |
| Designated CDP Locations | Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange |

| Terms | Description |
|--------------------------------------|--|
| | i.e. www.nseindia.com . |
| Designated RTA Locations | Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the website of the Stock Exchange i.e. www.nseindia.com . |
| Designated SCSB Branches | Such branches of the SCSBs which shall collect the ASBA Forms (other than ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism), a list of which is available on the website of SEBI at Intermediaries [www.sebi.gov.in] or at such other website as may be prescribed by SEBI from time to time. |
| Designated Stock Exchange | National Stock Exchange of India Limited (NSE) (SME Platform of NSE i.e. NSE EMERGE). |
| DP | Depository Participant |
| DP ID | Depository Participant's Identity. |
| Draft Red Herring Prospectus or DRHP | This Draft Red Herring Prospectus dated July 23, 2024, filed with SEBI and Stock Exchange and issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the Issue, including the price at which the Equity Shares are issued and the size of the Issue, and includes any addenda or corrigenda thereto. |
| Eligible NRI(s) | A Non-Resident Indian in a jurisdiction outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom this Red Herring Prospectus will constitute an invitation to subscribe for the Equity Shares. |
| Eligible QFIs | QFIs from such jurisdictions outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom the Red Herring Prospectus constitutes an invitation to purchase the Equity shares issued thereby and accounts with SEBI registered qualified depository participants. |
| Escrow Account(s) | The 'no-lien' and 'non-interest bearing' account(s) opened with the Escrow Collection Bank(s) and in whose favour Anchor Investors will transfer money through direct credit/ NEFT/ RTGS/NACH in respect of Bid Amounts when submitting a Bid. |
| Escrow Collection Bank(s) | The banks which are clearing members and registered with SEBI as bankers to an issue under the BTI Regulations, and with whom the Escrow Account(s) will be opened, in this case being Kotak Mahindra Bank Limited. |
| First Bidder | The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names. |
| Floor Price | The lower end of the Price Band, i.e., ₹ [●] subject to any revision(s) thereto, at or above which the Issue Price and the Anchor Investor Issue Price will be finalized and below which no Bids, will be accepted and which shall not be less than the face value of the Equity Shares. |
| Equity Shares | Equity Shares of our Company of face value ₹10 each. |
| Electronic Transfer of Funds | Refunds through ECS, NEFT, Direct Credit or RTGS as applicable. |
| FII/ Foreign Institutional Investors | Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India. |
| Fresh Issue | Fresh issue of up to 66,02,400 Equity Shares aggregating up to ₹ [●] lakhs to be issued by company pursuant to the Issue. |
| First/ Sole Applicant | The Applicant whose name appears first in the Application Form or |

| Terms | Description |
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| | Revision Form. |
| Foreign Venture Capital Investors | Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000. |
| FPI / Foreign Portfolio Investor | A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid. |
| Fugitive Economic Offender | An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 as amended from time to time. |
| Foreign 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. |
| General Information Document/GID | 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 circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, as amended by SEBI from time to time and the UPI Circulars. The General Information Document shall be available on the website of the Stock Exchange and Book Running Lead Manager. |
| Gross Proceeds | The total Issue Proceeds to be raised pursuant to the Issue. |
| Issue / Public Issue / Issue size/ Initial Public Issue / Initial Public Issue/ Initial Public Issuing / IPO | The issuance of up to 66,02,400 Equity Shares at ₹ [●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating up to ₹ [●] lakhs by our Company. |
| Issue Agreement | The Agreement dated July 23, 2024 entered amongst our Company and the Book Running Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue. |
| Issue Price | ₹ [●] per Equity Share, being the final price within the Price Band at which the Equity Shares will be Allotted to successful Bidders other than Anchor Investors. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Issue Price in terms of the Red Herring Prospectus. The Issue Price will be decided by our Company, in consultation with the Book Running Lead Manager, in accordance with the Book Building Process on the Pricing Date and in terms of the Red Herring Prospectus. |
| Issue Proceeds | Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled “Objects of the Issue” page 97 of this Red Herring Prospectus. |
| Listing Agreement | Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and Emerge platform of National Stock Exchange of India Limited. |
| Lot Size | The Market lot and Trading lot for the Equity Share is [●] and in multiples of [●] thereafter; subject to a minimum allotment of [●] Equity Shares to the successful applicants. |
| Mutual Funds | Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended from time to time. |
| Market Maker | Member Brokers of NSE who are specifically registered as Market Makers with the NSE Emerge Platform. In our case, R. K. Stock Holding Private Limited. |
| Market Making Agreement | The Market Making Agreement dated October 08, 2024 between our Company and Market Maker. |

| Terms | Description |
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| Market Maker Reservation Portion | The reserved portion up to 3,33,600 Equity Shares of ₹ 10 each at an Issue price of ₹ [●] each aggregating to ₹ [●] lakhs to be subscribed by Market Maker in this issue. |
| Minimum Promoter's Contribution | Aggregate of 20% of the fully diluted post-Issue Equity Share capital of our Company held by our Promoters which shall be provided towards minimum promoter's contribution of 20% and locked in for a period of three years from the date of Allotment. |
| Mobile App(s) | The mobile applications listed on the website of SEBI at www.sebi.gov.in or such other website as may be updated from time to time, which may be used by RIIs to submit Applications using the UPI Mechanism. |
| Net Issue | The Issue (excluding the Market Maker Reservation Portion) up to 62,68,800 equity Shares of ₹ 10 each at a price of ₹ [●] per Equity Share (the "Issue Price"), including a share premium of ₹ [●] per equity share aggregating to ₹ [●] Lakhs. |
| Net Proceeds | The Issue Proceeds received from the fresh Issue excluding Issue related expenses. For further information on the use of Net Issue Proceeds and Issue expenses, please refer to the chapter titled " <i>Objects of the Issue</i> " beginning on page 97 of this Red Herring Prospectus. |
| Non-Institutional Investors / Applicant | All Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or Retail Individual Investors and who have applied for Equity Shares for an amount of more than ₹ 2,00,000/- (but not including NRIs other than Eligible NRIs). |
| Non-Resident or NR | A person resident outside India, as defined under FEMA and includes Eligible non-resident Indian, Eligible QFIs, FIIs registered with SEBI, FVCIs and FPIs. |
| Non-Resident Indian/NRI | A person resident outside India, who is a citizen of India or a Person of Indian Origin as defined under FEMA Regulations, as amended. |
| NSEIL/ NSE | National Stock Exchange of India Limited. |
| NSE EMERGE | The SME platform of NSE, approved by SEBI as an SME Exchange for listing of equity shares Issued under Chapter IX of the SEBI ICDR Regulations. |
| Other Investor | Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions. |
| OCB / Overseas Corporate Body | A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60.00% by NRIs including overseas trusts, Overseas Corporate Body means and includes an entity defined in which not less than 60.00% clause (xi) of Regulation 2 of beneficial interest is irrevocably held by NRIs directly or indirectly and the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on October 3, 2003 and the date of the commencement of these Regulations and immediately prior to such date had taken benefits under the commencement was eligible to undertake transactions pursuant to the general permission granted to under the Regulations. OCBs under FEMA are not allowed to invest in this Issue. |
| Payment through electronic means | Payment through NECS, NEFT, or Direct Credit, as applicable. |
| Pricing Date | The date on which our Company in consultation with the BRLM, will finalize the Issue Price. |
| Price Band | Price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum Price of ₹ [●] per Equity Share (Cap Price) and includes revisions thereof, if any. The Cap Price shall be at least 105% |

| Terms | Description |
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| | <p>of the Floor Price.</p> <p>The Price Band and the minimum Bid Lot for the Issue will be decided by our Company, in consultation with the Book Running Lead Manager, All edition of Business Standard an English national newspaper and all editions of Business Standard, a Hindi national daily newspaper and Delhi edition of Gurgaon mail (Hindi being the regional language of Delhi, where our Registered office is located) each with wide circulation, at least two Working Days prior to the Bid/Issue Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price and shall be made available to the Stock Exchange for the purpose of uploading on their website.</p> |
| Prospectus | The prospectus to be filed with the RoC, in accordance with the Companies Act, 2013 and the SEBI ICDR Regulations containing, amongst other things, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto. |
| Public Issue Account | The ‘no-lien’ and ‘non-interest bearing’ account to be opened in accordance with Section 40(3) of the Companies Act, 2013, with the Public Issue Account Bank(s) to receive money from the Escrow Account(s) and from the ASBA Accounts on the Designated Date. |
| QIB Portion | The portion of the Issue (including the Anchor Investor Portion) being not more than 50 % of the Issue consisting of [●] Equity Shares, shall be available for allocation to QIBs on a proportionate basis (in which allocation to Anchor Investors shall be on a discretionary basis, as determined by our Company in consultation with the BRLM), subject to valid Bids being received at or above the Issue Price or Anchor Investor Issue Price. |
| Qualified Foreign Investor/ QFIs | Non-resident investors other than SEBI registered FIIs or sub-accountants or SEBI registered FCVIs who meet know your client requirements prescribed by SEBI. |
| Qualified Institutional Buyers/ QIBs | A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations. |
| Red Herring Prospectus or RHP | The red herring prospectus to be issued by our Company in accordance with Section 32 of the Companies Act, 2013 and the provisions of SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be issued and the size of the Issue, including any addenda or corrigenda thereto. The red herring prospectus will be filed with the RoC at least three working days before the Bid/ Issue Opening Date and will become the Prospectus upon filing with the RoC on or after the Pricing Date. |
| Refund Account | The ‘no-lien’ and ‘non-interest bearing’ account to be opened with the Refund Bank(s), from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made. |
| Refund Bank(s)/ Refund Banker(s) | The Bankers to the Issue with whom the Refund Accounts will be opened, in this case being Kotak Mahindra Bank Limited. |
| Registered Brokers | Stock-brokers registered with SEBI under the Securities and Exchange Board of India (Stock-Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 04, 2012, issued by SEBI. |
| Registrar/ Registrar to the Issue/ RTA/ RTI | Bigshare Services Private Limited having its office at S6-2, 6 th Floor, Pinnacle Business Park, next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai- 400093, India. |
| Reserved Category/ | Categories of persons eligible for making application under reservation |

| Terms | Description |
|---|---|
| Categories | portion. |
| Reservation Portion | The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI ICDR Regulations. |
| Retail Individual Investors/ RII | 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. |
| Retail Portion | The portion of the Issue being not less than 35% of the Net Issue consisting of [●] Equity Shares which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, which shall not be less than the minimum Bid Lot, subject to valid Bids being received at or above the Issue Price. |
| Registered Broker | Stock-brokers registered with SEBI under the Securities and Exchange Board of India (Stock-Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated <i>October 04, 2012</i> , issued by SEBI. |
| Revision Form | The form used by the Applicants to modify the quantity of Equity Shares in any of their Application Forms or any previous Revision Form(s). |
| SEBI SCORES | Securities and Exchange Board of India Complaints Redress System. |
| Securities Law | In accordance with Regulation 2(1)(ccc), the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder, and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board. |
| Self-Certified Syndicate Bank(s) / SCSB(s) | The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to UPI Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time. |
| SME Exchange/ SME Platform | The SME Platform of NSE i.e. NSE EMERGE for listing equity shares issued under Chapter IX of the SEBI ICDR Regulations. |
| Specified securities | The equity shares issued through this Issue Document. |
| Syndicate Agreement | Agreement to be entered into among the Company, the Book Running Lead Manager, and the Syndicate Members in relation to collection of Bid cum Application Forms by the Syndicate. |
| Syndicate Members | Intermediaries (other than Book Running Lead Manager) registered with SEBI who are permitted to accept bids, application and place orders with respect to the Issue and carry out activities namely, R. K. Stock Holding Private Limited |
| Syndicate or members of the Syndicate | Together, the Book Running Lead Manager and the Syndicate Members |
| Systemically Important Non-Banking Financial Company or NBFC-SI | Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations. |
| Transaction Registration Slip/ TRS | The slip or document issued by the member(s) of the Syndicate to the Applicant as proof of registration of the Application. |
| Underwriter | Unistone Capital Private Limited and R. K. Stock Holding Private |

| Terms | Description |
|---------------------------------|--|
| | Limited |
| Underwriting Agreement | The Agreement dated October 08, 2024 entered between the Underwriters and our Company. |
| UPI/ Unified Payments Interface | Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons bank accounts using a payment address which uniquely identifies a person's bank a/c. |
| UPI Bidders | <p>Collectively, individual investors applying as Retail Individual Bidders in the Retail Portion, NIBs Bidding with an application size of more than ₹ 2,00,000 and up to ₹ 5,00,000 in the Non-Institutional Portion and Bidding under the UPI Mechanism</p> <p>Pursuant to Circular no. <i>SEBI/HO/CFD/DIL2/P/CIR/P/2022/45</i> dated <i>April 05, 2022</i> issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 5,00,000 shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).</p> |
| 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 Circulars | The SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2018/138</i> dated <i>November 01, 2018</i> read with SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2019/50</i> dated <i>April 03, 2019</i> , SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2019/76</i> dated <i>June 28, 2019</i> , SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2019/85</i> dated <i>July 26, 2019</i> , SEBI circular no. <i>SEBI/HO/CFD/DCR2/CIR/P/2019/133</i> dated <i>November 08, 2019</i> , SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2020/50</i> dated <i>March 30, 2020</i> , SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M</i> dated <i>March 16, 2021</i> , SEBI circular no. <i>SEBI/HO/CFD/DIL1/CIR/P/2021/47</i> dated <i>March 31, 2021</i> , SEBI circular no. <i>SEBI/HO/CFD/DIL2/P/CIR/2021/570</i> dated <i>June 02, 2021</i> , SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2022/45</i> dated <i>April 05, 2022</i> , SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2022/51</i> dated <i>April 20, 2022</i> and SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/2022/75</i> dated <i>May 30, 2022</i> and any subsequent circulars or notifications issued by SEBI in this regard. |
| UPI Mandate Request | <p>A request (intimating the UPI Bidders by way of a notification on the UPI linked mobile application and by way of an SMS on directing the UPI Bidders to such UPI linked mobile application) to the UPI Bidders initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment.</p> <p>In accordance with SEBI Circular No. <i>SEBI/HO/CFD/DIL2/CIR/P/2019/76</i> dated <i>June 28, 2019</i> and SEBI Circular No. <i>SEBI/HO/CFD/DIL2/CIR/P/2019/85</i> dated <i>July 26, 2019</i>, RIBs Bidding using the UPI Mechanism may apply through the SCSBs</p> |

| Terms | Description |
|---|---|
| | and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time. |
| UPI Mechanism | The Application mechanism that may be used by an RII to make an Application in the Issue in accordance the UPI Circulars to make an ASBA Applicant in the Issue. |
| UPPIN | Password to authenticate UPI transaction |
| U.S. Securities Act | U.S. Securities Act of 1933, as amended |
| Wilful Defaulter or Fraudulent Borrower | A wilful defaulter or a fraudulent borrower, as defined under the SEBI ICDR Regulations. |
| Working Day | The days on which commercial banks in Mumbai are open for business; provided however, with reference to (i) announcement of Price Band; and (ii) Issue Period, “Working Day” shall mean all days, excluding all Sundays, Saturdays and public holidays, on which commercial banks in Mumbai are open for business; (iii) the time period between the Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the circulars issued by SEBI, including the UPI Circulars. |

Technical and Industry Related Terms & Abbreviations

| Terms | Full Form |
|--------|--|
| OEM | Original Equipment Manufacturers |
| CNC | Computer Numerical Control |
| CAD | Computer-Aided Design |
| SPM | Special Purpose Machine |
| HFI | High Frequency Indicators |
| FRE | First Revised Estimates |
| CPI | Consumer Price Index |
| IIP | Index of Industrial Production |
| LMT | Lakh Metric Tonnes |
| NaBFID | National Bank for Financing Infrastructure and Development |
| ACMA | Automobile Component Manufacturers Association |
| EV | Electric Vehicle |
| BNCAP | Bharat New Car Assessment Program |
| Sq. ft | Square Feet |
| MIDC | Maharashtra Industrial Development Corporation |
| ISO | International Organization for Standardization |
| IATF | International Automotive Task Force |
| WEO | World Economic Outlook |
| G20 | The Group of Twenty |
| GVCs | Global Value Chains |
| EMs | Emerging Markets |

Conventional and General Terms or Abbreviations

| Abbreviation | Full Form |
|----------------------|--|
| A/c | Account |
| Act or Companies Act | The Companies Act, 1956, as amended from time to time and/ or the Companies Act, 2013, with the amendments thereto to the extent applicable. |

| Abbreviation | Full Form |
|--|--|
| Air Act, 1981 | Air (Prevention and Control of Pollution) Act, 1981 |
| ACIT | Assistant Commissioner of Income Tax |
| AGM | Annual General Meeting |
| ASBA | Applications Supported by Blocked Amount |
| AS / Accounting Standard | Accounting Standards as issued by the Institute of Chartered Accountants of India |
| AMT | Amount |
| AIF | Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended. |
| AY | Assessment Year |
| AOA | Articles of Association |
| Approx | Approximately |
| B. Com | Bachelor of Commerce |
| Bn | Billion |
| BG/LC | Bank Guarantee / Letter of Credit |
| BIFR | Board for Industrial and Financial Reconstruction |
| BSE | BSE Limited (formerly known as the Bombay Stock Exchange Limited) |
| CDSL | Central Depository Services (India) Limited |
| CAGR | Compounded Annual Growth Rate |
| CAN | Confirmation of Allocation Note |
| CA | Chartered Accountant |
| CB | Controlling Branch |
| CC | Cash Credit |
| CIN | Corporate Identification Number |
| CIT | Commissioner of Income Tax |
| COVID-19 | Coronavirus disease |
| CS | Company Secretary |
| CS & CO | Company Secretary and Compliance Officer |
| CFO | Chief Financial Officer |
| CST | Central Sales Tax |
| CWA/ICWA | Cost and Works Accountant |
| Category I foreign portfolio investor(s) | FPIs who are registered as "Category I foreign portfolio investor" under the SEBI FPI Regulations |
| Category II foreign portfolio investor(s) | FPIs who are registered as "Category II foreign portfolio investor" under the SEBI FPI Regulations |
| Category III foreign portfolio investor(s) | FPIs who are registered as "Category III foreign portfolio investor" under the SEBI FPI Regulations |
| Companies Act/ Companies Act, 2013 | Companies Act, 2013, to the extent in force pursuant to the notification of sections of the Companies Act, 2013, along with the relevant rules made there under |
| Competition Act | The Competition Act, 2002 |
| Consolidated FDI Policy | Consolidated FDI Policy (Circular 1 of 2015) dated May 12, 2015 issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time. |
| DIN | Director Identification Number |
| DIPP | Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India |
| Depositories | NSDL and CDSL |
| Depositories Act | The Depositories Act, 1996 |
| EBITDA | Earnings Before Interest, Taxes, Depreciation & Amortisation |
| ECS | Electronic Clearing System |
| EPS | Earnings Per Share |

| Abbreviation | Full Form |
|------------------------------------|---|
| EGM /EOGM | Extraordinary General Meeting |
| EXIM/ EXIM Policy | Export – Import Policy |
| FCNR Account | Foreign Currency Non-Resident Account |
| FIPB | Foreign Investment Promotion Board |
| FY / Fiscal/ Financial Year | Period of twelve months ended March 31 of that particular year, unless otherwise stated |
| FEMA | Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under. |
| FCNR Account | Foreign Currency Non-Resident Account |
| FBT | Fringe Benefit Tax |
| FDI | Foreign Direct Investment |
| FIs | Financial Institutions |
| FIIIs | Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India. |
| Foreign Portfolio Investor or FPIs | “Foreign Portfolio Investor” means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act,1992. |
| FTA | Foreign Trade Agreement. |
| FVCI | Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000. |
| FV | Face Value |
| GoI/Government | Government of India |
| GDP | Gross Domestic Product |
| HUF | Hindu Undivided Family |
| ICAI | The Institute of Chartered Accountants of India |
| ICWAI | The Institute of Cost Accountants of India |
| IMF | International Monetary Fund |
| INR | Indian National Rupee |
| IIP | Index of Industrial Production |
| Income Tax Act or the I.T. Act | The Income Tax Act, 1961 |
| IT Authorities | Income Tax Authorities |
| IT Rules | Income Tax Rules, 1962, as amended, except as stated otherwise |
| IRDA | Insurance Regulatory and Development Authority |
| Ind AS | New Indian Accounting Standards notified by Ministry of Corporate Affairs on February 16, 2015, applicable from Financial Year commencing April 1, 2016. |
| Indian GAAP | Generally Accepted Accounting Principles in India. |
| IPO | Initial Public Issue |
| ICSI | The Institute of Company Secretaries of India |
| IFRS | International Financial Reporting Standards |
| HNI | High Net Worth Individual |
| INR / Rs. / Rupees/₹ | Indian Rupees, the legal currency of the Republic of India |
| I.T. Act | Income Tax Act, 1961, as amended from time to time |
| IT Authorities | Income Tax Authorities |
| IT Rules | Income Tax Rules, 1962, as amended, except as stated otherwise |
| IRDA | Insurance Regulatory and Development Authority |
| KMP | Key Managerial Personnel |
| Ltd. | Limited |

| Abbreviation | Full Form |
|-----------------------------|--|
| MoF | Ministry of Finance, Government of India |
| MOU | Memorandum of Understanding |
| M. A | Master of Arts |
| M. B. A | Master of Business Administration |
| M. Com | Master of Commerce |
| Mn | Million |
| Merchant Banker | Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 |
| MAPIN | Market Participants and Investors Database |
| NA | Not Applicable |
| Net-worth | The aggregate of paid-up Share Capital and Share Premium account and Reserves and Surplus (Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure (to the extent not written off) and debit balance of Profit & Loss Account |
| NEFT | National Electronic Funds Transfer |
| NECS | National Electronic Clearing System |
| NAV | Net Asset Value |
| NGN | Nigerian Naira |
| NPV | Net Present Value |
| NRIs | Non-Resident Indians |
| Non-Residents | A person resident outside India, as defined under FEMA Regulations, 2000 |
| Notified Sections | The sections of the Companies Act, 2013 that have been notified by the Government as having come into effect prior to the date of this Red Herring Prospectus |
| NRIs / Non-Resident Indians | A person resident outside India, as defined under FEMA Regulation 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. |
| NRE Account | Non-Resident External Account |
| NRO Account | Non-Resident Ordinary Account |
| NSE | National Stock Exchange of India Limited |
| NOC | No Objection Certificate |
| NSDL | National Securities Depository Limited |
| P.A. | Per Annum |
| PF | Provident Fund |
| PG | Post-Graduate |
| PAC | Persons Acting in Concert |
| P/E Ratio | Price/Earnings Ratio |
| PAN | Permanent Account Number |
| PAT | Profit After Tax |
| PBT | Profit Before Tax |
| PLI | Postal Life Insurance |
| POA | Power of Attorney |
| PSU | Public Sector Undertaking(s) |
| Pvt. | Private |
| Quarter | A period of 3 (three) continuous months. |
| RBI | The Reserve Bank of India |
| RBI Act | The Reserve Bank of India Act, 1934. |
| ROE | Return on Equity |
| R&D | Research & Development |
| RONW | Return on Net Worth |
| RTGS | Real Time Gross Settlement |
| SCRA | Securities Contracts (Regulation) Act, 1956, as amended from time to time |
| SCRR | Securities Contracts (Regulation) Rules, 1957, as amended from time to time |

| Abbreviation | Full Form |
|---|--|
| 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 AIF Regulations | Securities and Exchange Board of India (Alternate Investments Funds) Regulations, 2012, as amended from time to time. |
| SEBI FII Regulations | Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time. |
| SEBI FPI Regulations | Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended from time to time. |
| SEBI FVCI Regulations | Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time. |
| SEBI (LODR) Regulations, 2015 | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. |
| SEBI Regulations/ SEBI ICDR Regulations | Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time |
| SEBI SBEB Regulations | Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. |
| SEBI Takeover Regulations | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 |
| SEBI VCF Regulations | Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended from time to time. |
| SME | Small and Medium Enterprises |
| STT | Securities Transaction Tax |
| Sec. | Section |
| Sub-Account | Sub-accounts registered with SEBI under the SEBI (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals. |
| SICA | Sick Industrial Companies (Special Provisions) Act, 1985. |
| Stock Exchange | Unless the context requires otherwise, refers to, National Stock Exchange of India Limited (SME Segment). |
| SPV | Special Purpose Vehicle |
| TAN | Tax Deduction Account Number |
| TIN | Taxpayers Identification Number |
| TRS | Transaction Registration Slip |
| Tsh | Tanzanian shilling |
| UGX | Ugandan Shilling |
| US/United States | United States of America |
| USD/ US\$/ \$ | United States Dollar, the official currency of the Unites States of America |
| 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. |
| w.e.f. | With effect from |
| Water Act, 1974 | Water (Prevention and Control of Pollution) Act, 1974 |
| Wilful Defaulter | Wilful Defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations |
| -, () | Represent outflow |

Notwithstanding the following:

In the section titled “*Main Provisions of the Articles of Association*” beginning on page 324 of the Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section.

In the section titled “*Financial Information*” beginning on page 193 of the Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;

In the Chapter titled “*Statement of Possible Special Tax Benefits*” beginning on page 120 of the Red Herring Prospectus, defined terms shall have the same meaning given to such terms in that chapter.

In the section titled “*Risk Factors*” beginning on page 31 of this Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;

In the chapter titled “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” beginning on page 238 of this Red Herring Prospectus, defined terms shall have the meaning given to such terms in that chapter.

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

Certain Conventions

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

All references to the “US”, “U.S.” “USA” or “United States” are to the United States of America and its territories and possessions.

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

Financial Data

Unless the context otherwise requires or indicates, the financial information (including financial ratios) and any percentage amounts (excluding certain operational metrics), as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” on pages 31, 132 and 238, respectively, and elsewhere in this Red Herring Prospectus have been derived from our Restated Financial Statements.

The restated Financial Statements of our Company for the period ended August 31, 2024 and the Financial Years ended March 31, 2024, 2023 and 2022 prepared in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, the SEBI ICDR Regulations; and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, as amended from time to time (the “*Guidance Note*”), comprising the restated statement of assets and liabilities as at the period ended August 31, 2024 and Financial Year ended March 31, 2024, 2023 and 2022, the restated statements of profit and loss (including other comprehensive income), the restated statement of changes in equity, the restated cash flow statement for the period ended August 31, 2024 and the Financial Years ended March 31, 2024, 2023 and 2022 the summary statement of significant accounting policies, and other explanatory information. For further information on our Company’s financial information, see “*Restated Financial Statements*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” on pages 193 and 238 respectively.

Our Company’s financial year commences on April 1 and ends on March 31 of next year; accordingly, all references to a particular financial year, unless stated otherwise, are to the 12-month period ended on March 31 of that calendar year. Reference in this Red Herring Prospectus to the terms Fiscal or Fiscal Year or Financial Year is to the 12 months ended on March 31 of such year, unless otherwise specified.

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

Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” and elsewhere in the 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, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Review Auditor, set out in section titled “*Financial Information*” beginning on page 193 of this Red Herring Prospectus. For additional definitions used in this Red Herring Prospectus, see the section “*Definitions and Abbreviations*” on page 1 of this Red Herring Prospectus. In the section titled “*Main provisions of Articles of Association*”, on page 324 of the Red Herring Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

Currency and Units of Presentation

All references to:

- “Rupees” or “INR” or “Rs.” Or “₹” are to the Indian Rupee, the official currency of India;
- “USD” or “US\$” or “\$” or “U.S. Dollar” are to the United States Dollar, the official currency of the United States of America.

Our Company has presented certain numerical information in this Red Herring Prospectus in “*Lakhs*” units. One Lakh represents 1,00,000. In this Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures derived from our Financial Statements in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

Exchange rates

This Red Herring Prospectus contains conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all. Also, we have mentioned conversion rate from USD to Malaysian Currency

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Indian Rupee and other foreign currencies:

| Currency | Exchange rate | | | |
|----------|-----------------|----------------|----------------|----------------|
| | August 31, 2024 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| 1 USD | ₹ 83.87 | ₹ 83.37 | ₹ 83.37 | ₹ 82.22 |

(Source: RBI reference rate)

Note: If the reference rate is not available on a particular date due to a public holiday, exchange rates of the previous Working Day has been disclosed. The reference rates are rounded off to two decimal places.

Use of Industry & Market Data

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

Although, we believe industry and market data used in the Red Herring Prospectus is reliable, it has not been independently verified by us or the BRLM or any of their affiliates or advisors. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. There are no standard data gathering methodologies in the industry in which we conduct our business and methodologies, and assumptions may vary widely among different market and industry sources. In accordance with the SEBI (ICDR) Regulations, the section titled “*Basis for Issue Price*” on page 113 of the Red Herring Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLM, have independently verified such information.

FORWARD LOOKING STATEMENTS

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

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

Although we believe that the assumptions on which such statements are based are reasonable, any such assumptions as well as statements based on them could prove to be inaccurate. Actual results may differ materially from those suggested by such forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations, and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. This may be due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industries we cater to and our ability to respond to them, our ability to successfully implement our strategies, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence. There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

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

1. *Our business largely depends upon our contributed 57.13%, 65.54%, 60.94% and 61.10% in the period ended August 31, 2024, and the Fiscal 2024, 2023 and 2022 respectively. The loss of any of these customers could have a material adverse effect on our business, financial condition, results of operations and cash flows.*
2. *Our business is dependent on the performance of the automotive industry. Economic cyclicality coupled with reduced demand in these other industries, in India or globally, could adversely affect our business, results of operations and financial condition.*
3. *Our Company is dependent on a domestic market for its sales and any downturn in it could reduce our sales.*
4. *Our business and profitability are substantially dependent on the availability and cost of our raw materials and any disruption to the timely and adequate supply or volatility in the prices of raw materials may adversely impact our business, results of operations, cash flows and financial condition.*
5. *We do not have long-term agreements with our suppliers for raw materials and an inability to procure the desired quality, quantity of our raw materials in a timely manner and at reasonable*

costs, or at all, may have a negative impact on our business, results of operations, financial condition and cash flows.

Forward-looking statements reflect the current views of our Company as of the date of this Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs, assumptions, current plans, estimates and expectations, which in turn are based on currently available information. Although we believe the assumptions upon which these forward looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

Neither our Company, our Directors, our Promoters, the Book Running Lead Manager, the Syndicate Members nor any of their respective affiliates or advisors have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI ICDR Regulations, our Company will ensure that investors in India are informed of material developments pertaining to our Company and the Equity Share forming part of the Issue from the date of this Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchange.

SECTION II – SUMMARY OF ISSUE DOCUMENT

PRIMARY BUSINESS OF THE COMPANY

We are a precision metal component manufacturer offering a diversified suite of precision engineering products which are high-quality engineered parts across end-user industries and geographies. We primarily cater to top original equipment manufacturers (“OEMs”) who ultimately supply various components and parts to top automotive manufacturing companies of India. In non-automotive sector, we cater to manufacturers of Defense, Marine & Telecommunication Infrastructure industries. At present, our core expertise lies in serving the automotive industry i.e. supplying OEMs, however, we're actively expanding our reach beyond automotive, leveraging our capabilities to develop a strong presence in defense, marine, and telecommunication infrastructure sectors. As a result of which, currently, majority of our business comes from auto industry and defense, marine, and telecommunication infrastructure sectors forms a small portion of our business. We largely supply to our domestic customers, however, we have an international presence also through export sales.

For detailed information on our business activities, please refer to section titled “*Our Business*” on page 132 of this Red Herring Prospectus.

SUMMARY OF INDUSTRY IN WHICH THE COMPANY IS OPERATING

India’s auto components industry’s market share has significantly expanded, led by increasing demand for automobiles by the growing middle class and exports globally. Due to the growth in demand for Indian auto components, several Indian and international players have entered the industry. India’s auto component industry is broadly classified into organised and unorganised sectors. While the unorganised sector consists of low-valued items and mostly serves the aftermarket category, the organised sector serves OEMs and includes high-value precision instruments.

The automobile component industry turnover stood at Rs. 2.9 lakh crore (US\$ 36.1 billion) in H1 2023-24 the industry had revenue growth of 12.6% as compared to H1 2022-23. Domestic OEM supplies contributed ~66% to the industry’s turnover, followed by domestic aftermarket (~12%) and exports (~22.3%), in FY23. The component sales to OEMs in the domestic market grew by 13.9% to US\$ 30.57 billion (Rs. 2.54 lakh crore). In H1 2023-24, exports of auto components grew by 2.7% to Rs. 85,870 crore (US\$ 10.4 billion). The aftermarket for auto components grew by 7.5% in H1 2023-24 reaching Rs. 45,158 crore (US\$ 5.5 billion).

For further details, please refer to section titled “*Industry Overview*” on page 124 of this Red Herring Prospectus.

NAME OF THE PROMOTERS

The Promoters of our Company are Saksham Leekha, Ashwani Leekha, Sanjeev Verma, Rajni Verma, Asha Narang, Sandeep Narang, Richard Blum, Adrienne Blum, Pascal Blum, Simon Blum, Omega Bright Steel and Components Private Limited, Omega Bright Steel Private Limited, ESS U Enterprises Private Limited and Bluwat AG. For detailed information on our Promoters and Promoter Group, please refer to section titled “*Our Promoters and Promoter Group*” on page 177 of this Red Herring Prospectus.

SIZE OF THE ISSUE

Public issue up to 66,02,400 Equity Shares of face value of ₹10/- each for cash at a price of ₹ [●]/- per equity share including a share premium of ₹ [●]/- per equity share (the “Issue Price”) aggregating to ₹ [●] Lakhs (“*the Issue*”)

OBJECTS OF THE ISSUE

Our Company proposes to utilize the proceeds from the Fresh Issue towards funding the following objects and achieve the benefits of listing on EMERGE platform of National Stock Exchange of India Limited:

(₹ in Lakhs)

| Particulars | Total estimated cost | Total amount spent on the objects as on August 31, 2024 ⁽²⁾ | Total estimated amount from Net Proceeds | Year wise break-up of the expenditure | |
|---|-------------------------|--|--|---------------------------------------|-------------|
| | | | | Fiscal 2025 | Fiscal 2026 |
| Funding capital expenditure requirements towards purchase of machinery for our existing manufacturing facility (“Unit III”) at Chennai, Tamil Nadu. | 1,542.00 ⁽¹⁾ | - | 1,542.00 | 1,542.00 | - |
| Funding capital expenditure requirements towards purchase of machinery for our existing manufacturing facility (“Unit IV”) at Pune, Maharashtra. | 1,517.00 ⁽¹⁾ | - | 1,517.00 | 1,517.00 | - |
| Funding Working Capital Requirements of the Company | 1,666.00 ⁽²⁾ | - | 1,666.00 | 1,100.00 | 566.00 |
| General Corporate Purposes ⁽³⁾ | [●] | [●] | [●] | [●] | [●] |
| Total | [●] | [●] | [●] | [●] | [●] |

⁽¹⁾ Total estimated cost as per Chartered Engineer certificates dated October 09, 2024 issued by M/s. Niyo Value Experts Private Limited., Independent Chartered Engineer

⁽²⁾ As certified by M/s PK Chand Co, Chartered Account, our Peer Review Auditors, by way of their certificate dated October 09, 2024.

⁽³⁾ To be finalized upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC. The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.

For detailed information on the “Objects of the issue”, please refer on page 97 of this Red Herring Prospectus.

AGGREGATE PRE-ISSUE SHAREHOLDING OF THE PROMOTERS AND PROMOTER GROUP AS A PERCENTAGE OF THE PAID-UP SHARE CAPITAL OF OUR COMPANY

Aggregate Pre-Issue Shareholding of the Promoters and Promoter Group are as follows:

| Particulars | Pre-Issue | |
|---|-------------------------|------------------------|
| | Number of Equity Shares | Percentage (%) holding |
| Promoter | | |
| Omega Bright Steel & Components Private Limited | 8,925,000 | 50.00% |
| Ashwani Leekha | 4,462,500 | 25.00% |
| Saksham Leekha | 3,587,847 | 20.10% |
| Total (A) | 16,975,347 | 95.10% |
| Promoter Group | | |
| Sakshi Leekha | 874,650 | 4.90% |
| Aarush Leekha | 1 | 0% |
| Manya Jain | 1 | 0% |
| Reenu Leekha | 1 | 0% |
| Total (B) | 874,653 | 4.90% |
| Total (A+B) | 17,850,000 | 100% |

For detailed information on the “*Capital Structure*”, please refer on page 85 of this Red Herring Prospectus.

FINANCIAL DETAILS

The table below sets forth a summary of the Restated Financial Statements for the period ended August 31, 2024 and financial year March 31, 2024, 2023 and 2022:

(₹ in Lakhs)

| Sr. No. | Particulars | Period ended August 31, 2024 | For the year ended on | | |
|---------|--|------------------------------|-----------------------|----------------|----------------|
| | | | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| 1. | Share Capital | 1,785.00 | 1,785.00 | 1,190.00 | 1,190.00 |
| 2. | Net Worth | 3,610.15 | 3,007.10 | 1,785.89 | 1,328.47 |
| 3. | Revenue from operations | 5,652.60 | 11,503.03 | 9,635.85 | 5,653.41 |
| 4. | Profit before Tax from continuing operations | 809.84 | 1643.08 | 630.62 | 432.16 |
| 5. | Profit after Tax | 603.05 | 1,221.21 | 457.39 | 360.11 |
| 6. | Basic & Diluted Earnings Per Share* | 3.38 | 6.84 | 2.56 | 2.02 |
| 7. | Net Asset Value per Equity Shares* | 20.22 | 16.85 | 10.01 | 7.44 |
| 8. | Total Borrowings (as per Restated) | 4,967.82 | 4,147.25 | 3,340.48 | 1,897.54 |

*The Basic and Diluted earnings per share and Net Asset value per share is calculated taking only profit after tax from continuing operations.

For detailed information on the “*Restated Financial Statement*”, please refer on page 193 of this Red Herring Prospectus.

AUDITORS’ QUALIFICATIONS WHICH HAVE NOT BEEN GIVEN EFFECT TO IN THE RESTATED FINANCIAL STATEMENTS

There were no auditor qualifications which required corrective adjustments, and which have not been given effect to in the Restated Financial Information.

OUTSTANDING LITIGATIONS

A summary of outstanding tax proceedings involving our Company, Directors, Promoters, Group Companies, and as on the date of this Red Herring Prospectus is provided below:

| Name | Criminal proceedings | Tax proceedings | Statutory or regulatory proceedings | Disciplinary actions by SEBI or stock exchanges | Material civil litigations | Aggregate amount involved (₹ in lakhs) ^ |
|---------------------|----------------------|-----------------|-------------------------------------|---|----------------------------|--|
| Company | | | | | | |
| By the Company | - | - | - | - | - | - |
| Against the Company | - | 1 | - | - | 1 | 10.75 |
| Directors | | | | | | |
| By the Directors | - | - | - | - | - | - |

| Name | Criminal proceedings | Tax proceedings | Statutory or regulatory proceedings | Disciplinary actions by SEBI or stock exchanges | Material civil litigations | Aggregate amount involved (₹ in lakhs) ^ |
|---------------------------|----------------------|-----------------|-------------------------------------|---|----------------------------|--|
| Against the Directors | - | 2 | - | - | - | 28.69 |
| Promoters | | | | | | |
| By the Promoters | - | - | - | - | - | - |
| Against the Promoters | - | 9^ | - | - | - | 2.26** |
| Group Company | | | | | | |
| By the group company | - | - | - | - | - | - |
| Against the group company | - | - | - | - | - | - |

** Excludes Litigation involving our Directors

^As per website of Income Tax, the above e-proceedings are shown as pending with "open" or "pending" status.

For detailed information on the "Outstanding Litigations", please refer to section titled "Outstanding Litigations and Material Developments" on page 250 of this Red Herring Prospectus.

RISK FACTORS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Offer Promoter including the risks involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page 31 of this Red Herring Prospectus.

CONTINGENT LIABILITIES

There are no contingent liabilities of the Company for the period ended August 31, 2024 and financial year March 31, 2024, 2023 and 2022.

RELATED PARTY TRANSACTIONS

The following transactions were carried out with the related parties in the ordinary course of business (except reimbursement of actual expenses):

(₹ in Lakhs)

| Sr.no | Name of Related party / Associated Concern and | Nature of relation | For the period ended August 31, 2024 | For the year ended March 31, 2024 | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|-------|--|--------------------|--------------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| | Nature of Transaction | | | | | |
| 1) | Omega Bright Steel & Components Pvt. Ltd. | 50% share holder | | | | |

| Sr.no | Name of Related party / Associated Concern and | Nature of relation | For the period ended August 31, 2024 | For the year ended March 31, 2024 | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|-------|--|---|--------------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| | Nature of Transaction | | | | | |
| | Closing Balances | | | | | |
| a) | Unsecured Loans obtained with interest | | 2,132.91 | 2,067.89 | 1,933.73 | 1,811.48 |
| b) | Trade Payables | | 379.96 | 247.88 | 544.41 | 711.25 |
| c) | Trade Receivables | | - | - | - | - |
| d) | Balances in Current A/c - Dr | | - | - | 95.89 | 2.66 |
| | Transactions | | | | | |
| a) | Interest Expense | | 65.01 | 145.51 | 135.84 | 129.9 |
| b) | Purchase Raw Materials | | 1,265.98 | 2,713.35 | 2,808.18 | 2,094.85 |
| c) | Purchase Plant & Machinery | | - | - | 10.55 | - |
| d) | Purchase Consumable item | | - | - | 0.02 | - |
| e) | Sales made /Jobwork done | | - | 0.05 | 0.3 | - |
| 2) | Perfection Engineers | | | | | |
| | Closing Balances | Related to shareholders | | | | |
| a) | Trade Receivables | | 8.23 | 4.19 | 1.36 | 12.12 |
| | Transactions | | | | | |
| a) | Purchase made | | - | - | - | - |
| b) | Sale made | | 12.15 | 16.78 | 15.34 | 42.26 |
| 3) | Omega Bright Steel Pvt. Ltd. | | | | | |
| | Closing Balances | Holding Co of Share holder Omega Bright Steel & Comp. Pvt Ltd | | | | |
| a) | Trade Receivable | | 21.46 | 20.22 | - | 23.81 |
| b) | Trade Payable | | 10.54 | 0.27 | - | - |
| | Transactions | | | | | |
| a) | Purchase made during the year | | 13.00 | 2.54 | 65.78 | - |
| b) | Sale made during the year | 1.24 | 0.26 | 35.52 | 52.75 | |
| c) | Sale of Machinery during the year | 0.00 | 72.00 | - | - | |
| 4) | Mr. Saksham Lekha | | | | | |
| | Closing Balances | Director | | | | |

| Sr.no | Name of Related party / Associated Concern and Nature of Transaction | Nature of relation | For the period ended August 31, 2024 | For the year ended March 31, 2024 | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|-------|--|---------------------|--------------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| | | | | | | |
| a) | Unsecured Loans obtained with interest | | 41.36 | 40.1 | 37.55 | 35.18 |
| | Transactions | | | | | |
| a) | Salary | | 15.00 | 32 | 22 | 15 |
| b) | Interest Expense | | 1.26 | 2.82 | 2.64 | 3.23 |
| 5) | Mr. Ashwani Lekha | Director | | | | |
| | Closing Balances | | | | | |
| a) | Unsecured Loans obtained with interest | | 44.59 | 43.23 | 40.49 | 37.93 |
| | Transactions | | | | | |
| a) | Interest Expense | | 1.36 | 3.04 | 2.84 | 2.66 |
| 6) | Mr. Himaliya Leekha | Director's Relative | | | | |
| | Closing Balances | | | | | |
| a) | Unsecured Loans obtained with interest | | 106.60 | 103.35 | - | - |
| | Transactions | | | | | |
| a) | Interest Expense | 3.25 | 3.72 | - | - | |

For detailed information on the related party transactions executed by our Company, please refer “Financial Information” under chapter titled “Restated Financial Statements” beginning on page 193 of this Red Herring Prospectus.

FINANCING ARRANGEMENTS

The Promoters, members of the Promoter Group, the directors of our Promoters, the directors of the issuer and their relatives 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 period of six months immediately preceding the date of this Red Herring Prospectus.

WEIGHTED AVERAGE PRICE & COST OF ACQUISITION

Weighted average price at which the Equity Shares were acquired by our Promoters in the last one year:

| Sr. No. | Name | No. of Equity Shares acquired in the last one year from the date of this DRHP | Weighted Average Price (in ₹ per equity share) |
|------------------|---|---|--|
| Promoters | | | |
| 1. | Omega Bright Steel & Components Private Limited | 29,75,000 | Nil |
| 2. | Ashwani Leekha | 16,12,500 | Nil |
| 3. | Saksham Leekha | 11,95,950 | Nil |

* As certified by M/s PK Chand & Co., Chartered Accountants, by way of their certificate dated October 09, 2024.

AVERAGE COST OF ACQUISITIONS OF SHARES

The average cost of acquisition per Equity Share by our Promoters are set forth in the table below:

| Sr. No. | Name of Promoters | No. of Equity Shares held | Average cost of acquisition ** (in ₹ per equity share) |
|---------|---|---------------------------|--|
| 1. | Omega Bright Steel & Components Private Limited | 8,925,000 | 6.67 |
| 2. | Ashwani Leekha | 4,462,500 | 6.39 |
| 3. | Saksham Leekha | 3,587,847 | 8.64 |

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

**As certified by M/s PK Chand & Co., Chartered Accountants, by way of their certificate dated October 09, 2024.

ISSUE OF SHARES FOR CONSIDERATION OTHER THAN CASH

Our Company has not issued any equity shares for consideration other than cash during the last one year for further details please refer Chapter titled “*Capital Structure*” on page 85 of this Red Herring Prospectus.

SPLIT / CONSOLIDATION

Our Company has not split/consolidated equity shares during the last one year immediately preceding the date of filing this Red Herring Prospectus except as mentioned in the Chapter titled “*Capital Structure*” on page 85 of this Red Herring Prospectus.

EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAW, IF ANY, GRANTED BY SEBI

Our Company has not received any exemption from SEBI from complying with any provisions of securities laws, as on the date of this Red Herring Prospectus.

SECTION III-RISK FACTORS

An investment in our Equity Shares involves a high degree of risk. Prospective investors should carefully consider all information in this Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. If any or some combination of the following risks actually occur, our business, prospects, financial condition and results of operations could suffer, the trading price of our Equity Shares could decline, and prospective investors may lose all or part of their investment. Investors should pay particular attention to the fact that we are subject to extensive regulatory environment in India and overseas that may differ significantly from one jurisdiction to other.

We have described the risks and uncertainties that our management believes are material, but these risks and uncertainties may not be the only ones we face. Some risks may be unknown to us and other risks, currently believed to be immaterial, could be or become material. To obtain a complete understanding of our business, prospective investors should read this section in conjunction with the sections “Our Business”, “Industry Overview”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Financial Statements” on pages 132, 124, 238 and 193 respectively. In making an investment decision, prospective investors must rely on their own examination of our business and the terms of the Issue, including the merits and risks involved. Prospective investors should consult their tax, financial and legal advisors about the particular consequences to them of an investment in our Equity Shares.

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

RISKS RELATING TO OUR BUSINESS

- 1. Our business largely depends upon our top 10 customers contributed 57.13%, 65.54%, 60.94% and 61.10% in the period ended August 31, 2024, and the Fiscal 2024, 2023 and 2022 respectively. The loss of any of these customers could have a material adverse effect on our business, financial condition, results of operations and cash flows:***

We are engaged in business of precision engineering components. We primarily cater to top original equipment manufacturers (“OEMs”) who ultimately supply various components and parts to top automotive manufacturing companies of India. We are dependent upon our long-term customers, some of whom have been associated with our Company since incorporation. We derive a significant portion of our revenue from our top 10 customers (excluding customers’ contributing to revenue from scrap sales), Loss of all or a substantial portion of sales due to loss of business relationship from any of our top 10 customers, could have an adverse impact on our business, results of operations, financial condition and cash flows. While we believe there has been no loss of any of our top 10 customers in the last three Fiscals, there is no assurance that such instance will not arise in the future:

The following table sets forth revenue from top ten customers in the years indicated:

| Customers | For the period ended August 31, 2024 | | Financial year ended 2024 | | Financial year ended 2023 | | Financial year ended 2022 | |
|----------------------------------|--------------------------------------|------------------------------|-------------------------------------|------------------------------|-------------------------------------|------------------------------|-------------------------------------|------------------------------|
| | Revenue from Customers (₹ in Lakhs) | % of Revenue from operations | Revenue from Customers (₹ in Lakhs) | % of Revenue from operations | Revenue from Customers (₹ in Lakhs) | % of Revenue from operations | Revenue from Customers (₹ in Lakhs) | % of Revenue from operations |
| Customer 1 | 838.80 | 14.84% | 1,993.04 | 17.33% | 1,427.62 | 14.82% | 656.00 | 11.60% |
| Customer 2 | 605.28 | 10.71% | 1,727.70 | 15.02% | 1,658.95 | 17.22% | 1,791.58 | 31.69% |
| Customer 3 | 579.56 | 10.25% | 777.28 | 6.76% | 10.88 | 0.11% | - | - |
| Customer 4 | 313.37 | 5.54% | 619.88 | 5.39% | 642.97 | 6.67% | 230.42 | 4.08% |
| Customer 5 | 215.1 | 3.81% | 507.61 | 4.41% | 183 | 1.90% | - | - |
| Customer 6 | 176.93 | 3.13% | 450.33 | 3.91% | 251 | 2.60% | 163.88 | 2.90% |
| Customer 7 | 103.03 | 1.82% | 404.17 | 3.51% | 513.94 | 5.33% | 192.45 | 3.40% |
| Customer 8 | 17.21 | 0.30% | 389.14 | 3.38% | 294.63 | 3.06% | 239.27 | 4.23% |
| Customer 9 | 169.17 | 2.99% | 348.9 | 3.03% | 215.07 | 2.23% | 66.89 | 1.18% |
| Customer 10 | 211.17 | 3.74% | 321.14 | 2.79% | 674.51 | 7.00% | 114.00 | 2.02% |
| Total of Top 10 Customers | 3,229.60 | 57.13% | 7,539.20 | 65.54% | 5,872.14 | 60.94% | 3,454.49 | 61.10% |
| Total | 5,652.60 | 100.00% | 11,503.03 | 100.00% | 9,635.85 | 100.00% | 5,653.41 | 100.00% |

The following table summarizes the revenue contribution from our customers with longstanding relationships for the period ended August 31, 2024 and for the Financial Year ended March 31, 2024, March 31, 2023, and March 31, 2022:

| Customer s being served more than | For the period ended August 31, 2024 | | Financial year ended 2024 | | Financial year ended 2023 | | Financial year ended 2022 | |
|-----------------------------------|--------------------------------------|------------------------------|-------------------------------------|------------------------------|-------------------------------------|------------------------------|-------------------------------------|------------------------------|
| | Revenue from Customers (₹ in Lakhs) | % of Revenue from Operations | Revenue from Customers (₹ in Lakhs) | % of Revenue from operations | Revenue from Customers (₹ in Lakhs) | % of Revenue from operations | Revenue from Customers (₹ in Lakhs) | % of Revenue from operations |
| 0-3 year | 3,175.79 | 56.18% | 5,321.54 | 46.26% | 4,476.40 | 46.46% | 1,523.81 | 26.95% |
| 4-6 year | 2,476.80 | 43.82% | 6,181.49 | 53.74% | 5,159.45 | 53.54% | 4,129.60 | 73.05% |

Further, the volume and timing of sales to our top 10 customers may vary due to variation in demand for such customers' products or on account of their manufacturing and growth strategy. Thus, any decrease in the demand for our products from our top 10 customers, or a termination of our arrangements altogether, would adversely impact our results of operations, financial condition and cash flow. These customers may change their outsourcing strategy by moving more work in-house, replace us with our competitors, or replace their existing products with alternative products which we do not supply. Also, these customers may demand price reductions and there is no assurance that we will be able to offset any reduction of prices to these customers with reductions in our costs or by acquiring new customers.

2. *Our business is dependent on the performance of the automotive industry. Economic cyclicality coupled with reduced demand in these other industries, in India or globally, could adversely affect our business, results of operations and financial condition.*

We primarily cater to top original equipment manufacturers (“*OEMs*”) who ultimately supply various components and parts to top automotive manufacturing companies of India. Therefore, we are dependent on the automotive industry for deriving a major portion of our revenues. The following tables set forth below the revenue from sale of products to automotive and non-automotive sectors for the years/ periods indicated:

| End-use segment | For the period ended August 31, 2024 | | For the year ended March 31, 2024 | | For the year ended March 31, 2023 | | For the year ended March 31, 2022 | |
|--------------------------------|--------------------------------------|----------------|-----------------------------------|----------------|-----------------------------------|----------------|-----------------------------------|----------------|
| | Amount (₹ in lakhs) | (%) | Amount (₹ in lakhs) | (%) | Amount (₹ in lakhs) | (%) | Amount (₹ in lakhs) | (%) |
| Automotive | 5,226.38 | 92.46% | 10,699.29 | 93.01% | 8,746.35 | 90.77% | 4,648.26 | 82.22% |
| Defense | 75.36 | 1.33% | 28.74 | 0.25% | 0.64 | 0.01% | - | - |
| Marine | 344.50 | 6.09% | 771.51 | 6.71% | 888.86 | 9.22% | 1,005.15 | 17.78% |
| Telecommunication | 6.36 | 0.11% | 3.49 | 0.03% | - | - | - | - |
| Revenue from Operations | 5,652.60 | 100.00% | 11,503.03 | 100.00% | 9,635.85 | 100.00% | 5,653.41 | 100.00% |

Any slowdown in the automotive industry or any loss of business from, or any significant reduction in the volume of business with, customers operating in these other industries, if not replaced, could materially and adversely affect our business, financial condition and results of operations. As a result of our dependence on customers in this industry, directly or indirectly, we are exposed to fluctuations in the performance of these industries in India and globally. These industries are sensitive to factors such as consumer demand, consumer confidence, disposable income levels and employment levels. Moreover, they are also affected by other factors such as national and international trade, changes in government policies, environmental, health and safety regulations, commodity prices and oil prices. A decline in our customers’ business performance may also lead to a corresponding decrease in demand for our products and services. The volume and timing of sales to our customers may vary due to variation in demand for our customers products, their attempts to manage their inventory, design changes, changes in their product mix, manufacturing and growth strategy, and macroeconomic factors affecting the economy in general, and our customers in particular. A sustained decline in the demand for products produced by our key customers could prompt them to cut their production volumes, directly affecting the demand from customers for our products. Unfavorable industry conditions can also result in an increase in commercial disputes and other risks of supply disruption.

3. *A downgrade in credit ratings of our promoter group entity, Omega Seiki Mobility Private Limited.*

Omega Seiki Mobility Private Limited had undertaken credit rating exercise in October 2023 from CARE Ratings Limited (CARE) and was assigned CARE BB- rating. In the month of June 2024, one EMI was paid on June 11, 2024 which was due on June 10, 2024. Hence, rating agencies downgraded it to CARE D for a temporary period as per the guidelines of the Credit Rating Agency. As per the policy of CARE, after passing a cure period of 3 months of timely repayment of EMI, credit rating is re-instated to earlier rating, which is CARE BB-. The three months period was successfully completed on September 10, 2024 with timely payment of EMIs which were due on July 10, 2024, August 10, 2024 and September 10, 2024. Application for reinstatement of credit rating is submitted to credit rating agency and the same is now under process of reinstatement.

Omega Seki Mobility Private Limited is non-related to the Company's business and does not have any business transactions with the Company. Any upgrade or downgrade of credit rating of Omega Seki Mobility Private Limited does not have any impact whatsoever on the business, operations, financials of our Company.

The impact in the credit rating of our Promoter group entity may have an impact on our Promoter.

4. Our Company is dependent on a domestic market for its sales and any downturn in it could reduce our sales.

We have historically derived majority of our revenues from the domestic market. Our Company is majorly dependent on domestic sales while our products are also sold in Italy, Germany, USA, Argentina, Belgium, Turkey, Mexico and Indonesia. Thus, the sales of our Company are widely dispersed throughout the domestic and any failure to maintain such dispersion may impact sales, revenues, and consequently, the financial performance of the Company. Details for the revenue generated from domestic market and through export as per restated financials are as follow:

| Particulars | For the period ended August 31, 2024 | | Fiscal 2024 | | Fiscal 2023 | | Fiscal 2022 | |
|--------------------------------|--------------------------------------|----------------|------------------|----------------|-----------------|----------------|-----------------|----------------|
| | Amount (₹ in lakhs) | (%) | (₹ in Lakhs) | (%) | (₹ in Lakhs) | (%) | (₹ in Lakhs) | (%) |
| Domestic Sales | 4,325.13 | 76.52% | 9,558.40 | 83.09% | 8,360.05 | 86.76% | 4,657.09 | 82.38% |
| Export Sales | 1,327.46 | 23.48% | 1,944.63 | 16.91% | 1,275.80 | 13.24% | 996.32 | 17.62% |
| Revenue from operations | 5,652.60 | 100.00% | 11,503.03 | 100.00% | 9,635.85 | 100.00% | 5,653.41 | 100.00% |

Our company relies heavily on the domestic market for its sales. Any economic downturn or adverse changes within this market could significantly impact on our sales performance. Consequently, fluctuations in the domestic economy pose a considerable risk to our financial stability and growth prospects. Furthermore, changes in consumer preferences, increased competition, or regulatory shifts within the domestic market can also adversely affect our sales. Our heavy dependence on this single market means that we are particularly vulnerable to its economic conditions. Diversifying our market presence and reducing reliance on the domestic market could be crucial strategies to mitigate these risks and ensure sustained growth.

5. Our business and profitability are substantially dependent on the availability and cost of our raw materials and any disruption to the timely and adequate supply or volatility in the prices of raw materials may adversely impact our business, results of operations, cash flows and financial condition.

We are engaged in the manufacturing of precision metal component, requiring raw materials which are metals and commodities in nature. The tables below provide components consumed as a percentage of our total purchase in the years indicated:

| Particulars | For the period ended August 31, 2024 | | Fiscal 2024 | | Fiscal 2023 | | Fiscal 2022 | |
|-------------|--------------------------------------|----------------------|---------------------|----------------------|---------------------|----------------------|---------------------|----------------------|
| | Amount (₹ in lakhs) | % of total Purchases | Amount (₹ in lakhs) | % of total Purchases | Amount (₹ in lakhs) | % of total purchases | Amount (₹ in lakhs) | % of total purchases |
| Aluminum | 168.01 | 6.53% | 704.17 | 14.75% | 123.97 | 2.20% | 73.72 | 2.22% |
| Stainless | 950.27 | 36.95% | 1,992.67 | 41.75% | 1,458.05 | 25.86% | 867.30 | 26.09% |

| Particulars | For the period ended August 31, 2024 | | Fiscal 2024 | | Fiscal 2023 | | Fiscal 2022 | |
|-----------------------------------|--------------------------------------|----------------------|---------------------|----------------------|---------------------|----------------------|---------------------|----------------------|
| | Amount (₹ in lakhs) | % of total Purchases | Amount (₹ in lakhs) | % of total Purchases | Amount (₹ in lakhs) | % of total purchases | Amount (₹ in lakhs) | % of total purchases |
| Steel | | | | | | | | |
| High/Low Carbon steel bright bars | 996.99 | 38.76% | 1,840.55 | 38.56% | 2,431.08 | 43.12% | 1,804.35 | 54.28% |
| Brass | 384.26 | 14.94% | 181.19 | 3.80% | 337.85 | 5.99% | 144.94 | 4.36% |
| Wax & others | 72.45 | 2.82% | 54.47 | 1.14% | 1,287.07 | 22.83% | 434.62 | 13.07% |
| Total Purchases | 2,571.98 | 100.00 % | 4,773.04 | 100.00 % | 5,638.01 | 100.00% | 3,324.93 | 100.00% |

We may experience volatility in the cost or availability of raw materials due to changes in commodity prices. A major portion of raw materials comprises of Aluminum, Stainless Steel, High/Low Carbon steel bright bars, Brass, wax etc. The prices of such raw materials are volatile and are dependent on a number of factors, such as, their availability, fluctuations in domestic and international demand and supply, international production and capacity, transportation costs, protective trade measures and various social and political factors, in the economies in which the metal producers sell their products. However, we purchase our major raw material, High/Low Carbon steel bright bars, from our Promoter, Omega Bright Steel & Components Private Limited (“**OBSCPL**”). This arrangement benefits our company by reducing transportation costs and ensuring the availability of raw materials.

The following table summarizes the Purchase of High/Low Carbon steel bright bars from OBSCPL for the period ended August 31, 2024 and Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022:

| Particulars | For the period ended August 31, 2024 | | Fiscal 2024 | | Fiscal 2023 | | Fiscal 2022 | |
|-----------------------------------|--------------------------------------|---------------------|---------------------|---------------------|---------------------|---------------------|---------------------|---------------------|
| | Amount (₹ in lakhs) | % of total purchase | Amount (₹ in lakhs) | % of total purchase | Amount (₹ in lakhs) | % of total purchase | Amount (₹ in lakhs) | % of total purchase |
| High/Low Carbon steel bright bars | 802.43 | 31.20% | 1,711.19 | 35.85% | 2,344.65 | 41.59% | 1,759.25 | 52.91% |

During the Russia-Ukraine conflict, commodity prices surged significantly. While our arrangements with customers allow us to seek upward price revisions, our cash flows may still be adversely affected due to the time gap between procuring raw materials and adjusting customer prices to reflect these cost increases, if there is any type of global crises. Our ability to pass on these increased costs could impact our business negatively. Additionally, commodity prices may occasionally fall rapidly. When this happens, suppliers might withdraw capacity from the market until prices improve, potentially causing supply interruptions. These interruptions could increase our raw material costs, adversely affecting our business, cash flows, and results of operations.

Any increase in prices of raw materials could have an impact on our working capital as we would require additional funds to procure the necessary steel at the higher prices. As a result, we may be required to allocate a larger portion of our working capital towards purchasing raw materials to maintain

our production levels. This increased allocation towards purchase can potentially strain our working capital availability.

6. *We do not have long-term agreements with our suppliers for raw materials and an inability to procure the desired quality, quantity of our raw materials in a timely manner and at reasonable costs, or at all, may have a negative impact on our business, results of operations, financial condition and cash flows.*

Our purchases of raw materials are concentrated from a few suppliers with our top 10 suppliers including our promoter, Omega Bright Steel & Components Private Limited (“OBSCPL”) contributing of the total purchases of raw materials on restated financial statement are as follows:

Top 10 suppliers for the period ended August 31, 2024:

| Sr No | Name of Supplier | Raw Material Supplied | Amount (₹ in lakhs) | % of total purchase |
|-------|--|-----------------------|---------------------|---------------------|
| 1 | Omega Bright Steel & Components Pvt.Ltd. | Bright Bar | 791.82 | 30.79% |
| 2 | Supplier 2 | Steel Wires | 385.72 | 15.00% |
| 3 | Supplier 3 | Brass Bar | 309.06 | 12.02% |
| 4 | Supplier 4 | Steel Wires | 164.80 | 6.41% |
| 5 | Supplier 5 | Steel Wires | 153.67 | 5.97% |
| 6 | Supplier 6 | Aluminum | 96.92 | 3.77% |
| 7 | Supplier 7 | Seamless Tube | 57.91 | 2.25% |
| 8 | Supplier 8 | Aluminum | 56.97 | 2.22% |
| 9 | Supplier 9 | Steel Wires | 55.82 | 2.17% |
| 10 | Supplier 10 | Brass Rod | 53.96 | 2.10% |
| | Total | | 2,126.65 | 82.69% |

Top 10 suppliers for FY 2024:

| Sr No | Name of Supplier | Raw Material Supplied | Amount (₹ in lakhs) | % of total purchase |
|-------|--|-----------------------------------|---------------------|---------------------|
| 1 | Omega Bright Steel & Components Pvt.Ltd. | High/Low Carbon steel bright bars | 1711.19 | 35.85% |
| 2 | Supplier 2 | Steel Wires | 899.33 | 18.84% |
| 3 | Supplier 3 | Aluminum | 308.18 | 6.46% |
| 4 | Supplier 4 | Steel Wires | 215.62 | 4.52% |
| 5 | Supplier 5 | Steel Wires | 152.1 | 3.19% |
| 6 | Supplier 6 | Steel Wires | 144.78 | 3.03% |
| 7 | Supplier 7 | Steel Wires | 143.5 | 3.01% |
| 8 | Supplier 8 | Steel Wires | 128.69 | 2.70% |
| 9 | Supplier 9 | Aluminum | 110.77 | 2.32% |
| 10 | Supplier 10 | Aluminum | 106.57 | 2.23% |
| | Total | | 3,920.73 | 82.15% |

Top 10 suppliers for FY 2023:

| Sr No | Name of Supplier | Raw Material Supplied | Amount (₹ in lakhs) | % of total purchase |
|-------|---|-----------------------------------|---------------------|---------------------|
| 1 | Omega Bright Steel & Components Pvt. Ltd. | High/Low Carbon steel bright bars | 2,344.65 | 41.59% |
| 2 | Supplier 2 | Steel Wires | 290.79 | 5.16% |
| 3 | Supplier 3 | Steel Wires | 237.16 | 4.21% |

| Sr No | Name of Supplier | Raw Material Supplied | Amount (₹ in lakhs) | % of total purchase |
|-------|------------------|-----------------------------------|---------------------|---------------------|
| 4 | Supplier 4 | High/Low Carbon steel bright bars | 212.38 | 3.77% |
| 5 | Supplier 5 | Others | 169.61 | 3.01% |
| 6 | Supplier 6 | Others | 154.19 | 2.73% |
| 7 | Supplier 7 | Steel Wires | 142.05 | 2.52% |
| 8 | Supplier 8 | Others | 131.71 | 2.34% |
| 9 | Supplier 9 | Steel Wires | 129.07 | 2.29% |
| 10 | Supplier 10 | Others | 121.57 | 2.16% |
| | Total | | 3,933.18 | 69.78% |

Top 10 suppliers for FY 2022:

| Sr No | Name of Supplier | Raw Material Supplied | Amount (₹ in lakhs) | % of total purchase |
|-------|--|-----------------------------------|---------------------|---------------------|
| 1 | Omega Bright Steel & Components Pvt.Ltd. | High/Low Carbon steel bright bars | 1,759.25 | 52.91% |
| 2 | Supplier 2 | Steel Wires | 230.85 | 6.94% |
| 3 | Supplier 3 | Others | 159.66 | 4.80% |
| 4 | Supplier 4 | Steel Wires | 147.42 | 4.43% |
| 5 | Supplier 5 | Steel Wires | 133.78 | 4.02% |
| 6 | Supplier 6 | Others | 68.67 | 2.07% |
| 7 | Supplier 7 | Steel Wires | 60.4 | 1.82% |
| 8 | Supplier 8 | Others | 53.03 | 1.59% |
| 9 | Supplier 9 | Brass | 51.99 | 1.56% |
| 10 | Supplier 10 | High/Low Carbon steel bright bars | 45.1 | 1.36% |
| | Total | | 2,710.15 | 81.50% |

Further, some of our suppliers are our related parties and have been disclosed in “*Note no. 28 – Related Party Transactions*” in the chapter titled “*Restated Financial Statements*” on page 193 of this Red Herring Prospectus. Our ability to remain competitive, maintain costs and profitability depend, in part, on our ability to source and maintain a stable and sufficient supply of raw materials at acceptable prices. Our major raw materials include Aluminum, Stainless Steel, High/Low Carbon steel bright bars, brass, wax among many others. For further information, see “*Our Business – Procurement of Raw Materials*” on page 132 of this Red Herring Prospectus. We depend on external suppliers for majority of the raw materials required and typically purchase raw materials on a purchase order basis and place such orders with them in advance based on our requirements. As a result, the success of our business is significantly dependent on maintaining good relationships with our raw material suppliers. The absence of long-term supply contracts subjects us to risks such as price volatility caused by various factors viz. commodity market fluctuations, currency fluctuations, climatic and environmental conditions, transportation cost, changes in domestic as well as international government policies, regulatory changes and trade sanctions.

There can be no assurance that in future we will be able to procure the required quantities and quality of raw materials commensurate with our requirements. There can also be no assurance that a particular supplier will continue to supply us with raw materials in the future. Any delay in supplying finished products to customers in accordance with the terms and conditions of the purchase orders, such as delivery within a specified time, as a result of delayed raw material supply, could result in the customer refusing to accept our products, which may have an adverse effect on our business and reputation. Further, we do not enter into agreements with suppliers which could have an adverse effect on our ability to source raw materials in a commercially viable and timely manner as well as the commitments to our customers, which may impact our business and profitability. However, since we source the majority of our raw materials from our promoter (OBSCPL), we believe we are largely shielded from uncertainties related to raw material availability and price fluctuations.

Further, as we generally receive purchase orders for the supply of our products to customers, we rely on historical trends and other indicators to purchase the required quantities of raw materials. We, therefore, run the risk of purchasing more raw materials than necessary, which could expose us to risks associated with prolonged storage of some of these materials, and materially affect our results of operations. In addition, if all or a significant number of our suppliers for any particular raw material are unable or unwilling to meet our requirements or if our estimates fall short of the demand, we could suffer shortages or significant cost increases. Continued supply disruptions could exert pressure on our costs, and we cannot assure you that all or part of any increased costs can be passed along to our customers in a timely manner or at all, which could negatively affect our business, overall profitability and financial performance. However, we believe we have better inventory at place.

7. *Our three manufacturing facilities are located in Pune, Maharashtra and Thiruvallur, Tamilnadu which exposes our operations to potential risks arising from local and regional factors such as adverse social and political events, weather conditions and natural disasters*

Our existing manufacturing facilities are located in Pune, Maharashtra i.e. Unit I and Unit II and Thiruvallur, Tamilnadu i.e Unit III. Any materially adverse social, political or economic development, natural calamities, civil disruptions, or changes in the policies of the state government or state or local governments in these regions could adversely affect our manufacturing operations, and require a modification of our business strategy, or require us to incur significant capital expenditure or suspend our operations. Our business is dependent upon our ability to manage our manufacturing activities, which are subject to various operating risks, including political instability, productivity of our workforce, compliance with regulatory requirements, difficulties with production costs and yields, product quality and those beyond our control, such as the breakdown and failure of equipment or industrial accidents, disruption in electrical power or water resources, severe weather conditions, natural disasters and an outbreak of pandemic such as COVID-19. Any significant malfunction or breakdown of our machinery may entail significant repair and maintenance costs and cause delays in our operations.

Although we have not experienced any strikes or labor unrest in the past three years, we cannot assure you that we will not experience disruptions in work in the future due to disputes or other problems with our work force. Any labor unrest directed against us, could directly or indirectly prevent or hinder our normal operating activities, and, if not resolved in a timely manner, could lead to disruptions in our operations, which in turn could adversely affect our business, results of operations, financial condition and cash flows.

8. *A significant portion of our domestic sales are derived from the West zone and South zone, any adverse developments in this market could adversely affect our business.*

Set forth below is certain information on our geography-wise domestic revenue from operations is on restated financial statement for the periods indicated:

| Zone | For the period ended August 31, 2024 | Break-up of total domestic revenue from operations (%) | | |
|--------------|--------------------------------------|--|----------------|----------------|
| | | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
| West | 71.16% | 73.01% | 74.61% | 86.03% |
| South | 26.31% | 22.59% | 19.02% | 9.10% |
| North | 2.53% | 4.40% | 6.37% | 4.87% |
| Total | 100.00% | 100.00% | 100.00% | 100.00% |

We have historically derived a significant portion of our revenue from sales in the West and South zone. For the period ended August 31, 2024 and For the Fiscal 2024, 2023 and 2022 the revenue generated from sales in West and South zone cumulatively represented 97.47% and 95.60%, 93.63% & 95.13% of our revenue from domestic sales. Accordingly, any materially adverse social, political or

economic development, natural calamities, civil disruptions, regulatory developments or changes in the policies of the state or local government in this region could adversely affect our manufacturing and distribution activities, result in modification of our business strategy or require us to incur significant capital expenditure, which will in turn have a material adverse effect on our business, financial condition, results of operations, and cash flows. Further, our sales from this region may decline as a result of increased competition, regulatory action, pricing pressures, fluctuations in the demand for or supply of our products or services, or the outbreak of an infectious disease such as COVID-19. Our failure to effectively react to these situations or to successfully introduce new products or services in these markets could adversely affect our business, prospects, results of operations, financial condition, and cash flows. The occurrence of, or our inability to effectively respond to, any such events or effectively manage the competition in the region, could have an adverse effect on our business, results of operations, financial condition, cash flows and future business prospects.

9. *We may face several risks associated with the proposed expansion of our manufacturing units, which could hamper our growth, prospects, cash flow and business and financial condition.*

We intend to utilize a portion of the Net Proceeds of this Issue towards enhancing the existing capacity of our manufacturing units situated at Pune, Maharashtra and Thiruvallur, Tamilnadu, through the installation of machinery at our existing facility in Thiruvallur, Tamil Nadu (Unit III), as well as at our proposed manufacturing facility (Unit IV). For further details, please refer to the chapter titled “*Object of the Issue*” at page 228 of this Red Herring Prospectus. During the process of carrying out expansion in our existing manufacturing units, we may face several difficulties such as cost overruns or delays for various reasons, including, but not limited to, our financial condition, changes in business strategy and external factors such as market conditions, competitive environment and interest or exchange rate fluctuations, changes in design and configuration, increase in input costs of construction materials and labour costs, incremental preoperative expenses, taxes and duties, start-up costs, interest and finance charges, working capital margin, environment and ecology costs and other external factors which may not be within the control of our management. Further, as a part of the expansion of facilities in our manufacturing units, we intend to install machinery some of which are to be imported from Thailand and Germany, the installation and the setting up of such machineries could require the aid and assistance of technicians.

In view of the above, any delay in carrying out expansion in our existing manufacturing units could lead to revenue loss for our Company. Further, our expansion plan may be subject to delays and other risks, which may be caused due to certain other unforeseen events, such as unforeseen engineering or technical problems, disputes with workers, unanticipated cost increases or changes in scope and delays in obtaining certain property rights and government approvals and consents. While we may seek to minimize the risks from any unanticipated events, it cannot be assured that all potential delays could be mitigated and that we will be able to prevent any cost and time over-runs and any loss of profits resulting from such delays, shortfalls and disruptions. Further, the budgeted cost may prove insufficient to meet the requirements of the proposed capital expenditure due to, among other things, cost escalation, which could drain our internal cash flows or compel us to raise additional capital, which may not be available on terms favorable to us or at all. We cannot assure that we will be able to complete the aforementioned expansion of our manufacturing units in accordance with the proposed schedule of implementation and any delay in setting up such plants in a timely manner, or at all, could have an adverse impact on our growth, prospects, cash flows and business and financial condition. Furthermore, the quotations for plant and machinery and civil works received by us from various suppliers and contractors might expire and we may be compelled to purchase the same at a higher cost. Our financial condition, results of operations and liquidity would be materially and adversely affected if our project or construction costs materially exceed such budgeted amounts. For further details, please refer to chapters titled - “*Objects of the Issue*” and “*Our Business*” on pages 97 and 132, respectively of this Red Herring Prospectus.

10. *Our Restated Financial Statements are Prepared and Signed by the Peer Review Auditors who is not Statutory Auditors of our Company as required under the provisions of ICDR.*

Our Restated Financial Statements are prepared and signed by M/s. PK Chand & Co., Chartered Accountant, the Peer Review Auditor who is not the Statutory Auditor of the company. As per the requirement of clause (11)(A)(e) of Schedule VI of SEBI ICDR 2018, the last Audited Balance sheet of March 31, 2024 was re-audited by the Peer Review Auditor. The Company will appoint the Chartered Accountant holding Peer Review Certificate as Statutory Auditor after listing.

11. We have significant working capital requirements for our smooth day to day operations of business and discontinuance or our inability to acquire adequate working capital timely and on favorable terms may have an adverse effect on our operations, profitability and growth prospects.

Our Company's working capital needs for a specific period are influenced by various factors, such as the size and timing of orders to be fulfilled, the size of the order backlog, and customer payment terms. Based on historical trends, we anticipate a significant increase in our working capital requirements.

The table below sets forth our working capital for the period ended August 31, 2024 and for the Financial Years 2024, 2023 and 2022 on the basis stated below:

(₹ in lakhs)

| Particulars | As at March 31, 2022 | As at March 31, 2023 | As at March 31, 2024 | As at August 31, 2024 | As at March 31, 2025 | As at March 31, 2026 |
|--|----------------------|----------------------|----------------------|-----------------------|----------------------|----------------------|
| Current Assets | | | | | | |
| Inventories | 677.41 | 861.91 | 1,490.56 | 1,858.93 | 1,484.32 | 1,337.97 |
| Trade Receivable | 1,558.10 | 1,996.70 | 2,152.94 | 3,481.95 | 3,938.40 | 4,509.18 |
| Cash and Cash Equivalents | 39.49 | 60.51 | 58.41 | 80.12 | 675.04 | 1,907.16 |
| Other financial assets and current assets | 149.90 | 404.59 | 547.95 | 453.47 | 583.05 | 795.37 |
| Total current assets (A) | 2,424.90 | 3,323.71 | 4,249.86 | 5,874.47 | 6,680.82 | 8,549.69 |
| Current Liabilities | | | | | | |
| Trade payables | 1,399.69 | 1,530.34 | 1,159.21 | 1,866.07 | 2,017.42 | 2,412.80 |
| Short term provision & Other Current Liabilities | 140.00 | 143.52 | 175.44 | 435.94 | 259.34 | 274.16 |
| Total current liabilities (B) | 1,539.69 | 1,673.86 | 1,334.65 | 2,302.01 | 2,276.77 | 2,686.96 |
| Working Capital (C=A-B) | 885.21 | 1,649.85 | 2,915.21 | 3,572.46 | 4,404.05 | 5,862.73 |

Our business requires funds towards working capital requirements. In case there are insufficient cash flows to meet our working capital requirement, or we are unable to arrange the same from other sources or there are delays in disbursement of arranged funds, or we are unable to procure funds on favourable terms, at a future date, it may result into our inability to finance our working capital needs on a timely basis which may have an adverse effect on our operations, profitability and growth prospects. For further details regarding incremental working capital requirement, please refer to the chapter titled "Objects of the Issue" beginning on page 97 of this Red Herring Prospectus.

12. We Operate our Registered Office and Manufacturing Facilities that are held by us on leasehold basis. In the event we lose or are unable to renew such leasehold rights, our business, results of operations, financial condition, cash flows and prospects may be adversely affected.

We operate our Registered Office and Manufacturing Facilities from three units that are held by us on, on leasehold basis, details whereof are as under:

| Particulars | Address | Description | Sq. ft./Sq. mtrs | Relationship with Licensor |
|-------------------|---|--|---|---------------------------------------|
| Registered Office | 6F, 6 th floor, M-6, Uppal plaza Jasola district centre, South Delhi, New Delhi-110025, India. | License agreement dated October 01, 2022, between our Company and Uday Narang for a period of five years. | 2,237.92 Sq. ft. | Promoter Group member i.e Uday Narang |
| Unit I | Gat no. 309/1, Nanekarwadi, Khed, Pune- 410501, India | Sale deed dated August 30, 2018, between Veena Industries Limited and our Company | Industrial Shed- 1852.98 Sq. mtrs i.e. 19,945 sq. ft. | None |
| | Gat no. 312/1, Nanekarwadi, Khed, Pune- 410501, India | Sale deed dated January 20, 2020, between Veena Industries Limited and our Company | Industrial Shed- 2806.77 Sq. mtrs i.e 30,211 sq. ft. | None |
| Unit II | Gat no. 679/2/3, Kuruli, Chakan, khed, Pune | Leave & License agreement dated October 01, 2022, between our Company and Imran Ahmed Abdul Qaiyyum Shaikh & Qamar Munirazam Khalid for a period of five years | Total 32,000 Sq. Ft Out of which 21,000 sq. ft. is Industrial shed | None |
| Unit III | No.126, Mappedu Village, Sriperumbudhur Taluk, Mappedu, Thiruvallur - 631402 | Lease deed dated September 05, 2022, between our Company and Manjusha Madhavan Nair & P. Sresh for the period of five years | 53,628 Sq. ft | None |
| Unit IV | Taluka-Khed, Gat no. 417, Nighoje, Near Hotel Maha Laxmi and Mess, Nighoje, Chakan, Pune, Maharashtra, 410501 | Leave & License agreement dated February 28, 2024, between our Company and Babasaheb Shantaram Kad and Ashok Shantaram Kad for a period of five years | 15,600 Sq. ft | None |

Except for Unit I, these leases are subject to several conditions, some of which could be onerous. Failure to adhere to or comply with these conditions may lead to termination, revocation, or suspension of the relevant lease. We cannot assure you that we will not default on the terms and conditions of the lease.

We cannot assure you that we shall continue to be able to operate out of our existing premises or renew our existing licenses at favourable terms or at all. In the event that we are required to vacate our current

premises, we would be required to make alternative arrangements and we cannot assure that the new arrangements will be on commercially acceptable terms. We may also face the risk of being evicted in the event that our landlords allege a breach on our part of any terms under these lease agreements and there is no assurance that we will be able to identify suitable locations to re-locate our operations. Moreover, we may face significant increases in the lease rental rates. We cannot assure you that we may be able to do so in a timely manner. If we lose our rights on leased properties or are required to negotiate terms or to relocate our business operations or shut down our Registered Office and manufacturing facilities, we may suffer a disruption in our operations or have to pay increased charges, which could have an adverse effect on our business, prospects, results of operations, cash flows and financial condition.

13. Under-utilization of our manufacturing capacities and an inability to effectively utilize our expanded manufacturing capacities could have an adverse effect on our business, future prospects and future financial performance.

The success of any capacity expansion and expected return on investment on capital expenditure is subject to, among other factors, the ability to procure requisite regulatory approvals in a timely manner; recruit and ensure satisfactory performance of personnel to further grow our business; and the ability to absorb additional infrastructure costs and develop new expertise. Our ability to maintain our profitability depends on our ability to optimize the product mix to support high-margin products and products with consistent long-term demand and the demand and supply balance of our products in the principal and target markets. In particular, the level of our capacity utilization can impact our operating results. Capacity utilization is also affected by our product mix and the demand and supply balance.

Our overall capacity utilization for Piston Rod, Cable Fitting, Machined Components, Pully Assembly, Castings, Machined Parts, Rack Bar and Sensor Boss are as follows:

Unit I:

| Products | Units | 2021-22 | | | 2022-23 | | | 2023-24 | | | 2024-25 (April 2024-Aug 2024) | | |
|---------------------|-------|-----------|------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|----------------------------------|------------|-------------|
| | | Capacity | Production | Utilization | Capacity | Production | Utilization | Capacity | Production | Utilization | Capacity | Production | Utilization |
| Machined Components | Nos | 51,50,000 | 45,70,000 | 88.7% | 1,45,25,000 | 1,28,90,000 | 88.7% | 1,65,25,000 | 1,45,70,000 | 88.2% | 1,65,25,000 | 65,00,000 | 39.33% |

Unit II:

| Products | Units | 2022-23 | | | 2023-24 | | | 2024-25 (April 2024-Aug 2024) | | |
|---------------------|---------|-----------|------------|-------------|-----------|------------|-------------|----------------------------------|------------|-------------|
| | | Capacity | Production | Utilization | Capacity | Production | Utilization | Capacity | Production | Utilization |
| Investment Casting | M Tonne | 600 | 360 | 60% | 600 | 360 | 60% | 600 | 100 | 16.66% |
| Machined Components | Nos. | 24,00,000 | 21,60,000 | 90% | 36,00,000 | 30,00,000 | 83% | 42,50,000 | 16,50,000 | 37.82% |

Unit III:

| Products | Units | 2023-24 | | | 2024-25 (April 2024-Aug 2024) | | |
|---------------------|-------|-----------|------------|-------------|-------------------------------|------------|-------------|
| | | Capacity | Production | Utilization | Capacity | Production | Utilization |
| Machined Components | Nos. | 14,16,000 | 10,20,000 | 72.0% | 18,16,000 | 10,50,000 | 57.81% |

As certified by M/s. Niyo Value Experts Private Limited., Independent Chartered Engineers vide their certificate dated October 09, 2024.

For further information, see “Our Business - Capacity and Capacity Utilization” on page 132 of this Red Herring Prospectus. The overall capacity utilization has decreased due to an increase in capex.

These ratios are not indicative of future capacity utilization rates, which are dependent on various factors, including demand for our products, availability of raw materials, our ability to manage our inventory and improve operational efficiency. Under-utilization of our manufacturing capacities over extended periods, or significant under-utilization in the short-term, could materially and adversely impact our business, growth prospects and future financial performance.

Our capacity utilization levels are dependent on our ability to carry out uninterrupted operations at our manufacturing facilities, the availability of raw materials, industry/ market conditions, as well as by the product requirements of, and procurement practice followed by, our distributors. In the event we face prolonged disruptions at our facilities including due to interruptions in the supply of water, electricity or as a result of labour unrest, or are unable to procure sufficient raw materials, we would not be able to achieve full capacity utilization of our current manufacturing facilities, resulting in operational inefficiencies which could have a material adverse effect on our business and financial condition. Our proposed expansion plans are based on demand forecasts that are subject to various assumptions including product trends in the industry and management estimates that are based on prevailing economic conditions. Adequate utilization of our expanded capacities is therefore subject to various factors beyond our control and in case of oversupply in the industry or lack of demand, we may not be able to utilise our expanded capacities efficiently. The success of any capacity expansion and expected return on investment on capital invested is subject to, among other factors, the ability to procure requisite regulatory approvals in a timely manner; recruit and ensure satisfactory performance of personnel to further grow our business; and the ability to absorb additional infrastructure costs and develop new expertise and utilize the expanded capacities as anticipated. Please also see “Risk Factor no. 7 - A significant portion of our domestic sales are derived from the West zone and South zone, any adverse developments in this market could adversely affect our business.

Set forth below is certain information on our geography-wise domestic revenue from operations is on restated financial statement for the periods indicated:

| Zone | For the period ended August 31, 2024 | Break-up of total domestic revenue from operations (%) | | |
|--------------|--------------------------------------|--|----------------|----------------|
| | | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
| West | 71.16% | 73.01% | 74.61% | 86.03% |
| South | 26.31% | 22.59% | 19.02% | 9.10% |
| North | 2.53% | 4.40% | 6.37% | 4.87% |
| Total | 100.00% | 100.00% | 100.00% | 100.00% |

We have historically derived a significant portion of our revenue from sales in the West and South zone. For the period ended August 31, 2024 and For the Fiscal 2024, 2023 and 2022 the revenue generated from sales in West and South zone cumulatively represented 97.47% and 95.60%, 93.64% & 95.13% of our revenue from domestic sales. Accordingly, any materially adverse social, political or economic development, natural calamities, civil disruptions, regulatory developments or changes in the policies of the state or local government in this region could adversely affect our manufacturing and distribution activities, result in modification of our business strategy or require us to incur significant capital expenditure, which will in turn have a material adverse effect on our business, financial condition, results of operations, and cash flows. Further, our sales from this region may decline as a result of increased competition, regulatory action, pricing pressures, fluctuations in the demand for or supply of our products or services, or the outbreak of an infectious disease such as COVID-19. Our failure to effectively react to these situations or to successfully introduce new products or services in these markets could adversely affect our business, prospects, results of operations, financial condition, and cash flows. The occurrence of, or our inability to effectively respond to, any such events or effectively manage the competition in the region, could have an adverse effect on our business, results of operations, financial condition, cash flows and future business prospects.

We may face several risks associated with the proposed expansion of our manufacturing units, which could hamper our growth, prospects, cash flow and business and financial condition.

14. Conflict of interest may arise as our Promoter group entities and Group entities are authorized to carry on similar line of business as our Company which may lead to real or potential conflicts of interest for our Promoters or Directors

Our Promoter and Promoter group entities namely, Omega Bright Steel & Component Private Limited (“OBSCPL”), Omega Bright Steel Private Limited (“OBSPL”), Gopalsons Steels Private Limited, Special Steel Corporation (Partnership firm) and Perfection Engineers, are engaged in similar line of a business according to main object of Memorandum of Association and Partnership deed. However, as on date of Red Herring Prospectus, they are manufacturer and trader of High/Low Carbon steel bright bars. Therefore, there may be conflict of interest in allocating business opportunities between us, and our Promoter or our promoter group entities. We cannot assure you that there will not be any conflict of interest between our Company and our Promoters or promoter group entities in future. We have not entered into any non-compete agreements with such our Promoters or promoter group entities and there can be no assurance that such entities will not compete with our existing business or any future business that we might undertake or that we will be able to suitably resolve such a conflict without an adverse effect on our business and financial performance. While necessary procedures and practices may be adopted as permitted by law to address any instances of conflict of interest, if and when they may arise, we cannot assure you that these or other conflicts of interest will be resolved in an impartial manner.

15. We engage contract workers for carrying out functions of our business operations. In the event of non-availability of such contract workers at reasonable cost, any adverse regulatory orders or any default on payments to them by the agencies could lead to disruption of the manufacturing facilities and our business operations.

We engage independent contractors through whom we engage contract workers for performance of certain functions at our manufacturing units. While we have not faced any breach of agreements executed with such independent contractors in the last three Fiscals and in the current Fiscal until the date of this Red Herring Prospectus, there is no assurance that such breach will not occur in the future. Further, while we have not encountered such instance in the past, we cannot assure that we will be able to renew the engagement with our independent contractors at commercially viable terms or at all. As of September 30, 2024 we engaged a total of 644 contract workers/ temporary employees. Although we do not engage these contract workers directly, we are responsible for any wage payments to be made to such labourers in the event of default by their respective independent contractors. Any requirement to fund such defaulted wage requirements may have an adverse impact on our business, results of operations, financial condition, cash flows and future prospects.

Our industry is labour intensive and our dependence on contract labour may result in significant risks for our operations, relating to the cost, availability and skill of such contract labourers in India, as well as contingencies affecting availability of such contract labour during peak periods in labour intensive industries such as ours. There can be no assurance that we will have adequate access to skilled and unskilled workmen at reasonable rates. Any increase in the cost of labour or failure to procure availability of labour due to any other reason, will adversely affect our business, results of operations, financial condition, cash flows and future prospects.

In addition, pursuant to the Contract Labour (Regulation and Abolition) Act, 1970, as amended, the appropriate government may, after consultation with the Central Advisory Contract Labour Board or the State Advisory Contract-Labour Board, as the case may be prohibit, by notification, the employment of contract labour in any process, operation or other work in any establishment. We cannot assure you that such a notification will not be issued by the appropriate government in respect of the locations of our manufacturing facilities. If such a notification prohibiting the employment of contract labour is issued with respect to our operations, it will have an adverse impact on our ability to employ contract labour in our manufacturing and other operations, and may adversely affect our business, results of operations, financial condition, cash flows and future prospects.

16. We intend to utilise a portion of the Net Proceeds for funding our capital expenditure requirements. We are yet to place orders for such capital expenditure machinery.

Our funding capital expenditure requirements towards our manufacturing facility at Pune, Maharashtra and Thiruvallur, Tamil Nadu. Accordingly, orders worth ₹ 3,059 Lakhs, which constitute 100% of the total estimated costs of the machinery and equipment in relation to setting up the Proposed Expansion at unit III and IV are yet to be placed. There can be no assurance that we will be able to place orders for such plant and machinery, in a timely manner or at all. We have not entered into any definitive agreements to utilize the Net Proceeds for these objects of the Issue and have relied on the quotations received from third parties for estimation of the cost. While we have obtained the quotations from various vendors in relation to such capital expenditure, most of these quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. Additionally, in the event of any delay in placement of such orders, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly. We cannot assure you that we will be able to undertake such capital expenditure within the cost indicated by such quotations or that there will not be cost escalations. For details, see “*Objects of the Issue*” on page 97.

The objects of the Issue have not been appraised by any bank or financial institution, and our funding requirement is based on current conditions, internal estimates, estimates received from the third-party agencies and are subject to changes in external circumstances or costs, or in other financial condition, business or strategy. Based on the competitive nature of our industry, we may have to revise our business plan and/ or management estimates from time to time and consequently our funding requirements may also change. Such internal estimates may differ from the value that would have been determined by third party appraisals, which may require us to reschedule or reallocate our expenditure, subject to applicable laws. In case of increase in actual expenses or shortfall in requisite funds, additional funds for a particular activity will be met by any means available to us, including internal accruals and additional equity and/or debt arrangements, and may have an adverse impact on our business, results of operations, financial condition and cash flows. Accordingly, investors in the Equity Shares will be relying on the judgment of our management regarding the application of the Net Proceeds. Further, pursuant to Section 27 of the Companies Act, any variation in the Objects of the Issue would require a special resolution of the shareholders and the promoter or controlling shareholders will be required to provide an exit opportunity to the shareholders who do not agree to such proposal to vary the Objects of the Issue, at such price and in such manner in accordance with applicable law.

Our Company, in accordance with the applicable law and to attain the objects set out above, will have the flexibility to deploy the Net Proceeds. Pending utilisation of the Net Proceeds for the purposes described above, our Company may temporarily deposit the Net Proceeds within one or more scheduled commercial banks included in the Second Schedule of RBI Act as may be approved by our Board.

17. Our success in large part depends upon our KMPs and employees with technical expertise, and if we are unable to recruit and retain such qualified and skilled employees, our business and our ability to operate or grow our business may be adversely affected.

Our success depends on the continued efforts of our KMPs and employees with technical expertise, and the loss of any such senior employee and the inability to find an adequate replacement may impair our relationship with key vendors and customers and our level of technical expertise, which may adversely affect our business, cash flows, financial condition, results of operations and prospects.

Our future success, amongst other factors, will depend upon our ability to continue to attract, train and retain qualified personnel with suitable expertise, know-how and skills that are capable of helping us develop our technology and support key customers and vendors. We may therefore need to increase compensation and other benefits in order to attract and retain personnel in the future, which may adversely affect our business, financial conditions, cash flows and results of operations. The market for qualified professionals is competitive and we may not continue to be successful in our efforts to attract and retain qualified people.

The table below sets forth our employee attrition rate (calculated as total employees who left the organization in the relevant period divided by average number of employees (average of opening and closing headcounts of employees for the relevant year) during Financial Years 2025 (April to September), 2024, 2023 and 2022:

| Particulars | FY 25 (April- September) | FY 24 | FY 23 | FY 22 |
|-----------------------------|--------------------------------|--------|-------|-------|
| Employee attrition rate (%) | 22.22% | 16.47% | 7.14% | 0% |

Detailed below is YoY employee and KMP attrition of on-payroll employees at OBSC Perfection broken into employee category wise:

| Particulars | FY22 | FY23 | FY24 | FY25 (Apr-Sep) |
|----------------------------------|-----------|-----------|-----------|----------------|
| Number at beginning of FY | 37 | 59 | 81 | 89 |
| Addition | 22 | 27 | 22 | 22 |
| Other Employees | 21 | 25 | 21 | 22 |
| KMP | 1 | 2 | 1 | 0 |
| Resignation | 0 | 5 | 14 | 20 |
| Other Employees | 0 | 5 | 13 | 20 |
| KMP | 0 | 0 | 1 | 0 |
| Number at closing of FY | 59 | 81 | 89 | 91 |

Our inability to hire, train and retain a sufficient number of qualified employees could impair the success of our operations. This could have an adverse effect on our business, financial conditions, cash flows and results of operations. Our success also depends, in part, on key vendors and customers relationships forged by our senior management. If we were to lose these members of the senior management, we cannot assure you that we will be able to continue to maintain key buyer and vendor relationships or renew them, which could adversely affect our business, financial condition, results of operations and cash flows.

18. Our inability to collect receivables and default in payment from our customers could result in the reduction of our profits and affect our cash flows.

We sell at our standard terms with payment due before dispatch and conduct our business on the basis of various milestone payments. A small percentage of our sales are to customers on an open credit basis, with standard payment terms of generally between 45 to 90 days. While we generally monitor the ability of our customers to pay these open credit arrangements and limit the credit we extend to what is reasonable based on an evaluation of each customer's financial condition and payment history, we may still experience losses because of a customer being unable to pay. As a result, while we maintain a reasonable allowance for doubtful receivables for potential credit losses based upon our historical trends and other available information, there is a risk that our estimates may not be accurate.

The table set forth below sets forth our trade receivables and receivable turnover days in the periods indicated as well as bad debts written off and disputed trade receivables – which have significant increase in credit risk.

| Particulars | For the period ended Aug 31, 2024 | | Fiscal 2024 | | Fiscal 2023 | | Fiscal 2022 | |
|---|-----------------------------------|------------------------------|---------------------|------------------------------|---------------------|------------------------------|---------------------|------------------------------|
| | Amount (₹ in lakhs) | % of revenue from operations | Amount (₹ in lakhs) | % of revenue from operations | Amount (₹ in lakhs) | % of revenue from operations | Amount (₹ in lakhs) | % of revenue from operations |
| Trade Receivables | 3481.95 | 61.60% | 2,152.94 | 18.72% | 1,996.70 | 20.72% | 1,558.10 | 27.56% |
| Bad debts written off | - | - | 0.01 | 0.00% | 9.34 | 0.10% | 0.37 | 0.00% |
| Disputed trade receivables which have significant increase in credit risk | - | NA | - | NA | - | NA | - | NA |

Any increase in our receivable turnover days will negatively affect our business. If we are unable to collect customer receivables or if the provisions for doubtful receivables are inadequate, it could have a material adverse effect on our business, results of operations and financial condition.

Macroeconomic conditions could also result in financial difficulties, including insolvency or bankruptcy, for our customers, and as a result could cause customers to delay payments to us, request modifications to their payment arrangements, that could increase our receivables or affect our working capital requirements, or default on their payment obligations to us. An increase in bad debts or in defaults by our customer, may compel us to utilize greater amounts of our operating working capital and result in increased interest costs, thereby adversely affecting our results of operations and cash flows.

19. We require several approvals, licenses, registrations and permits for our business and are required to comply with certain rules, regulations and conditions to operate our business and failure to obtain, retain or renew such approvals and licences in a timely manner or to comply with the requisite rules, regulations and conditions may adversely affect our operations.

We require several statutory and regulatory permits, licenses and approvals to operate our business. Many of these approvals are granted for fixed periods of time and need renewal from time to time. Presently, we have applied for updating licenses and approvals in the name of “OBSC Perfection Limited” from “OBSC Perfection Private Limited”. Also, we are yet to receive and renew several approvals and licenses. The Issuer Company is in the process of obtaining the same. Non-obtaining or non-renewal of the said permits and licenses would adversely affect our Company’s operations, thereby having a material adverse effect on our business, results of operations and financial condition. There can be no assurance that the relevant authorities will issue any of such permits or approvals in the time-frame anticipated by us or at all. Some of our permits, licenses and approvals are subject to several conditions and we cannot provide any assurance that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant permits, licenses or approvals. Any failure by us to apply in time, to renew, maintain or obtain the required permits, licenses or approvals, or the cancellation, suspension or revocation of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on the business. For further details, please see chapters titled “Government and Other Key Approvals” at page 255 of this Red Herring Prospectus.

20. If we fail to manage our growth effectively, we may be unable to execute our business plan or maintain high levels of service and satisfaction, and our business, results of operations, cash flows and financial condition could be adversely affected.

We have experienced significant growth in our revenue from operations and profitability in the last three Fiscals and anticipate that we will continue to potentially grow, expand into new geographies and take advantage of market opportunities. Our revenue from operations has grown from ₹ 2,511.39 lakhs in Fiscal 2021 to ₹11,503.03 lakhs in Fiscal 2024, registering a CAGR of 65.20 % in last three years. Our PAT has grown from ₹118.12 lakhs in Fiscal 2021 to ₹1,221.21 lakhs in Fiscal 2024, registering a CAGR of 117.79% in last three years. Our revenue from operations for the period ended August 31, 2024 was ₹ 5,652.60 lakhs.

The success of our business will depend greatly on our ability to effectively implement our business and growth strategy. Our growth strategy includes growing strengthening our brand, deepening our penetration in existing markets and expanding our presence in select new territories and expanding our manufacturing capacities. For further information, see “*Our Business – Strategies*” on page 132 of this Red Herring Prospectus.

Many factors may contribute to a decline in our revenue growth rates, including increased competition, slowing demand for our product from existing and new Customers, reduced market acceptance of paracetamol, inability to attract new customers, general economic conditions, government actions and policies, a failure by us to continue capitalizing on growth opportunities, changes in the regulatory framework, non-availability of raw materials at competitive pricing and the maturation of our business, among others. We cannot assure you that our current and planned systems, policies, procedures and controls, personnel and third-party relationships will be adequate to support our future operations. Our inability to effectively manage any of these issues may adversely affect our business growth and, as a result, impact our business, financial condition, results of operations and prospects.

21. Our Company does not have any documentary evidence for the past Experience of some individual promoters.

Our four promoters, Richard Blum, Adrienne Blum, Pascal Blum, and Simon Blum are unable to provide documentation evidencing their past experiences. Due to the lack of documents and relevant information from these promoters, we have disclosed details of their experience based on a management representation letter and the profiles provided by them. These details are included in their biographies in the chapter titled “*Our Promoters and Promoter Group*” as required under the SEBI ICDR Regulations. For further information, please refer to the chapter titled “*Our Promoters and Promoter Group*” on page 177 of this Red Herring Prospectus.

22. Our Promoters have extended personal guarantee in connection with some of our debt facilities to our company and one of our promoter group entity. There can be no assurance that such personal guarantee will be continued to be provided by our Promoters in future or can be called at any time, affecting the financial arrangements.

Our Promoters, M/s Omega Bright Steel & Components Pvt. Ltd, Mr Ashwani Leekha, Mr Saksham Leekha, Mr Sanjeev Verma and Mrs Asha Narang has provided personal guarantee to secure our existing borrowings which are continuing and are in force as on the date of Red Herring Prospectus. As on this date, following were the bank guarantees extended by our Promoters as security for borrowings availed by our Company:

| Name of the Lender | Amount of loan Sanctioned (₹ in lakhs) | Nature of Loan |
|---------------------|---|----------------------------------|
| Kotak Mahindra Bank | 2,736.52 | Term Loan & Working Capital Loan |
| Tata Capital | 300.00 | Term Loan |

In the event any of default under any of the aforesaid facilities, there is a risk that the relevant lender for such facilities may require invoke our Promoters' guarantee(s) or require additional guarantees or collateral or may enforce its rights against our Promoters. If we are unable to procure alternative guarantees satisfactory to our lenders, we may need to seek alternative sources of capital, which may not be available to us at commercially reasonable terms or at all, or to agree to more onerous terms under our financing agreements, which may limit our operational flexibility. In addition, our Promoters may be required to liquidate their respective shareholding in our Company to settle the claims of the lenders, thereby diluting their shareholding in our Company. Accordingly, our business, the financial condition, results of operations, cash flows and prospects may be adversely affected by the revocation of all or any of the personal guarantees provided by our Promoters in connection with our Company's borrowings.

23. The shortage or non-availability of power may adversely affect our business, result of operations, financial conditions and cash flows.

We require substantial power for our manufacturing facilities. The following tables set forth below our power expenses in the years/ periods indicated:

| Particulars | For the period ended August 31, 2024 | | Fiscal 2024 | | Fiscal 2023 | | Fiscal 2022 | |
|-----------------------|--------------------------------------|---|---------------------|---|---------------------|---|---------------------|---|
| | Amount (₹ in lakhs) | Percentage of Revenue from Operations (%) | Amount (₹ in lakhs) | Percentage of Revenue from Operations (%) | Amount (₹ in lakhs) | Percentage of Revenue from Operations (%) | Amount (₹ in lakhs) | Percentage of Revenue from Operations (%) |
| Power & Fuel Expenses | 181.64 | 3.21% | 365.49 | 3.18% | 231.11 | 2.40% | 110.23 | 1.95% |

We have our manufacturing facility Unit I at Pune, Maharashtra which depends on the delivery of an adequate and uninterrupted supply of electrical power. We have solar power supply for our Unit I which is located at Gat No. 309/312, Nanekarwadi, Chakan, Tal- Khed Dist-Pune-410501 measuring 2,200 sq. ft. We rely upon diesel generator sets for units to ensure continuity of operations in case of power outage. There have been no major instances of power failure in the last three years. For further details, see "Our Business – Our Units" on page 132 of this Red Herring Prospectus. There can be no assurance that electricity supplied to our existing manufacturing facilities will be sufficient to meet our requirements or that we will be able to procure adequate and uninterrupted power supply in the future at a reasonable cost. If the per unit cost of electricity is increased by the state electricity board our power cost will increase. Any changes in government policies or local power and water shortages could adversely affect our production facility and ultimately our operations or financial condition may be adversely affected. A prolonged suspension in production could materially and adversely affect our business, financial condition, results of operations or cash flows.

24. Our Company had negative cash flows during certain fiscal years in relation to our operating, investing and financing activities. Sustained negative cash flows in the future would adversely affect our results of operations and financial condition

We have in the three preceding Fiscal Years, and may in future, experience negative cash flows from Operating, investing and financing activities. 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. If we are not able to generate sufficient cash flow, it may adversely affect our business and financial operations. We experienced negative cash flows in the following periods as indicated in the table below:

(₹ in lakhs)

| Particulars | Year ended August 31, 2024 | Year ended March 31, 2024 | Year ended March 31, 2023 | Year ended March 31, 2022 |
|---|----------------------------|---------------------------|---------------------------|---------------------------|
| Net cash (used in)/ Generated from operating activities | 260.04 | 520.41 | 145.47 | 638.63 |
| Net cash (used in)/ Generated from investing activities | (933.05) | (1,068.17) | (1,383.43) | (597.00) |
| Net cash (used in)/ Generated from finance activities | 694.70 | 545.66 | 1,258.97 | (101.60) |
| Net increase/ (decrease) in cash and cash equivalents | 21.71 | (2.10) | 21.02 | (59.97) |

We cannot assure you that our net cash flows will be positive in the future. Negative cash flows over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. As a result, our cash flows, business, prospects, results of operations and financial condition may be materially and adversely affected. For further details, see “*Restated Financial Statements*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 193 and 238, respectively.

25. There have been some instances of incorrect filings with the Registrar of Companies and other non-compliances under the Companies Act in the past which may attract penalties.

We have obtained the search report on RoC filing from the PCS firm M/s Jyoti Arya & Associates vide their report dated October 09, 2024. According to that report, in the past, there have been instances of delays in filing statutory forms such as form ADT-1, Form MGT-14, Form MSME-1, Form MGT -7, Form CHG-1, Form MR-1 and Form DIR-12 as per the reporting requirements under the Companies Act, which have been subsequently filed by payment of an additional fee as specified by RoC.

Further, there have been certain discrepancies in relation to statutory filings required to be made by the company with the RoC under applicable laws, as well as certain other non-compliances incurred by us under the Companies Act details of which are provided hereunder which have been intimated to the RoC by way of filing e-form GNL-2 form through letter dated July 8, 2024. The details of such discrepancies/errors are provided below:

- a) Our Company did not have a whole-time company secretary on its payroll during the period August 30, 2019 to April 01, 2021 when our Company was required to have a whole time company secretary on its rolls in accordance with Section 203 of Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, requires that within six months of a vacancy, every company having paid-up share capital of ₹ 10 Crore or more to appoint the Company Secretary in whole-time employment. If a company contravenes such provisions, the company shall be punishable with fine. However, our company has voluntarily filed applications on July 11, 2024 using e-Form GNL-1 before the RoC under [Pursuant to rule 12(2) of the Companies (Registration offices and Fees) Rules,2014] of the Companies Act, 2013.
- b) Our Company has inadvertently not mentioned some date of Board meetings in e-form MGT-7 and Boards’ Report in the reporting period 2017-18, 2018-19, 2020-21, 2021-22 and 2022-23 However, Board of Directors of our Company has taken the note of the said discrepancies found in the statutory forms. These clerical errors were not substantial in nature and the concerned ROC has not issued any show-cause notice in respect to the above has been received by our Company till date and except as stated in this Red Herring Prospectus, no penalty or fine has been imposed by any regulatory authority in respect to the same.

Although, no regulatory action, fine or penalty has been taken/ levied on our Company for the abovementioned purported default / non-compliance, however, it cannot be assured that no such regulatory action, fine or penalty will be taken/ levied in the future. Further, we cannot assure you that such non-compliances will not occur in the future. Therefore, if the concerned authorities impose monetary penalties on us or take certain punitive actions against our Company or its directors/ officers in relation to the same, our business and financial condition could be adversely affected.

26. *We presently do not own the trademark or logo under which we currently operate and if third parties infringe the trademark, logo and intellectual property that we use, our business and reputation would be adversely affected.*

Our Company has applied for trademark registration of Company's logo. The application made by our Company for registration of trademark, and under Class 6 of the Trade Marks Act, 1999 has been Accepted & Advertised. For further details, please see "*Government and Other Statutory Approvals*" beginning on page 255 of this Red Herring Prospectus. With respect to our trademark that have been applied for and/or are under Accepted and Advertised, we cannot assure you that we will be successful in registration of trademark. As a result, we may not be able to prevent infringement of our trademarks and a passing off action may not provide sufficient protection until such time that this registration is granted.

We cannot guarantee that any of our registered or unregistered intellectual property rights, or claims thereto, will now or in the future successfully protect what we consider to be the intellectual property underlying our business, or that our rights will not be opposed or otherwise challenged. While we endeavour to ensure that we comply with the intellectual property rights, there can be no assurance that we will not face any intellectual property infringement claims brought by third parties. Any claims of infringement, regardless of merit or resolution of such claims, could force us to incur significant costs in responding to, defending and resolving such claims and may divert the efforts and attention of our management away from our business. We could be required to change the name of our Company, pay third party infringement claims or obtain fresh licenses resulting from a name change. The occurrence of any of the foregoing could result in unexpected expenses.

27. *Our operations are labour intensive, and our manufacturing operations may be subject to unionization, work stoppages or increased labour costs, which could adversely affect our business and results of operations.*

Our manufacturing activities are labour intensive and expose us to the risk of various labour-related issues. Whilst we have not faced any strike by our workforce, we cannot assure you that we will not be subject to work stoppages, strikes, lockouts or other types of conflicts with our employees or contract workers in the future. The success of our operations depends on availability of labour and maintaining a good relationship with our workforce. As of September 30, 2024, we employed about 735 workmen and 91 skilled workers and 644 contractual workers across our manufacturing units. We do not have any trade union registered under the Trade Unions Act, 1926. In the past three years, we have not experienced any labour dispute except the ongoing dispute with labour, details whereof have been disclosed in chapter titled "*Outstanding Litigations and Material Developments*" on page 250. We do not have any formal policy for redressal of labour disputes. Shortage of skilled/ unskilled personnel or work stoppages caused by disagreements with employees could have an adverse effect on our business and results of operations. We may also have to incur additional expenses to train and retain skilled labour. We are also subject to a number of stringent labour laws that protect the interests of workers, including legislation that imposes financial obligations on employers upon retrenchment. There can be no assurance that we will not experience labour unrest in the future, which may delay or disrupt our operations. In the event of any prolonged delay or disruption of our business, results of operations and financial condition could be materially and adversely affected.

Our Country India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon

retrenchment. We are also subject to laws and regulations governing relationships with employees, in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and terminating of employees and work permits.

28. *Our operations are subject to environmental and health and safety laws and other government regulations which could result in increased liabilities and increased capital expenditures.*

Our operations are subject to environmental, health and safety and other regulatory and/ or statutory requirements in the jurisdictions in which we operate. Our operations may generate significant amounts of pollutants and waste, some of which may be hazardous. We are accordingly subject to various national, state, municipal and local laws and regulations concerning environmental protection in India, including laws addressing the discharge of pollutants into the air and water, the management and disposal of any hazardous substances, and wastes and the clean-up of contaminated sites. Noncompliance with these laws and regulations, which among other things, limit or prohibit emissions or spills of toxic substances produced in connection with our operations, could expose us to civil penalties, criminal sanctions and revocation of key business licenses. Environmental laws and regulations in India are becoming more stringent, and the scope and extent of new environmental regulations, including their effect on our operations, cannot be predicted with any certainty. In case of any change in environmental or pollution regulations, we may be required to invest in, among other things, environmental monitoring, pollution control equipment, and emissions management.

As a consequence of unanticipated regulatory or other developments, future environmental and regulatory related expenditures may vary substantially from those currently anticipated. We cannot assure you that our costs of complying with current and future environmental laws and other regulations will not adversely affect our business, results of operations, financial condition, or cash flows. In addition, we could incur substantial costs, our products could be restricted from entering certain markets, and we could face other sanctions, if we were to violate or become liable under environmental laws or if our products become non-compliant with applicable regulations. Our potential exposure includes fines and civil or criminal sanctions, third-party property damage or personal injury claims and clean-up costs. The amount and timing of costs under environmental laws are difficult to predict.

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

In the ordinary course of our business, we enter into and will continue to enter into transactions with related parties. For further information on our related party transactions, please see “*Note 28 – Related Party Transactions*” in the chapter titled “*Restated Financial Statements*” on page 193. While that all such related party transactions that we have entered into are conducted on an arms’ length basis in accordance with the Companies Act and other applicable regulations pertaining to the evaluation and approval of such transactions and all related party transactions that we may enter into post-listing, will be subject to board or shareholder approval, as necessary under the Companies Act and the Listing Regulations, in the interest of our Company and its minority shareholders and in compliance with the Listing Regulations, we cannot assure you these arrangements in the future, or any future related party transactions that we may enter into, individually or in the aggregate, will not have an adverse effect on our business, financial condition, results of operations, cash flows and prospects.

30. *We have outstanding litigation against us, an adverse outcome of which may adversely affect our business, reputation and results of operations.*

A summary of outstanding matters set out below includes details of civil and criminal proceedings, tax proceedings, statutory and regulatory actions and other material pending litigation involving us, our Directors, our Promoters and our Group company, as at the date of this Red Herring Prospectus:

| Name | Criminal proceedings | Tax proceedings | Statutory or regulatory proceedings | Disciplinary actions by SEBI or stock exchanges | Material civil litigations | Aggregate amount involved (₹ in lakhs) ^ |
|---------------------------|----------------------|-----------------|-------------------------------------|---|----------------------------|--|
| Company | | | | | | |
| By the Company | - | - | - | - | - | - |
| Against the Company | - | 1 | - | - | 1 | 10.75 |
| Directors | | | | | | |
| By the Directors | - | - | - | - | - | - |
| Against the Directors | - | 2 | - | - | - | 28.69 |
| Promoters | | | | | | |
| By the Promoters | - | - | - | - | - | - |
| Against the Promoters | - | 9^ | - | - | - | 2.26** |
| Group Company | | | | | | |
| By the group company | - | - | - | - | - | - |
| Against the group company | - | - | - | - | - | - |

**Excludes Litigation involving our Directors

^As per website of Income Tax, the above e-proceedings are shown as pending with “open” or “pending” status. However, there exist no outstanding demand against the Promoters.

We cannot assure you that the outstanding litigation matter will be settled in our favour or that no additional liabilities will arise out of the proceeding. In addition to the above, we could also be adversely affected by complaints, claims or legal actions brought by persons, including before consumer forums or sector-specific or other regulatory authorities in the ordinary course of business or otherwise, in relation to our business operations, our branding or marketing efforts or campaigns or our policies. We may also be subject to legal action by our employees and/or former employees in relation to alleged grievances, such as termination of employment. We cannot assure you that such complaints, claims or requests for information will not result in investigations, enquiries or legal actions by any regulatory authority or third persons against us.

For further details of certain material legal proceedings involving our Company, our Promoters and our directors, see “*Outstanding Litigations and Material Developments*” beginning on page 250 of this Red Herring Prospectus.

31. Our Company’s management will have flexibility in utilizing the net proceeds from the issue and the deployment of the net proceeds from the issue is not subject to any monitoring by any independent agency:

As the issue size shall be less than ₹10,000 lacs, under Regulation 41 of the SEBI ICDR Regulations it is not required that a monitoring agency be appointed by our Company, for overseeing the deployment and utilization of funds raised through this Issue. Therefore, the deployment of the funds towards the Objects of this Issue is entirely at the discretion of our Board of Directors and is not subject to monitoring by external independent agency. Our Board of Directors along with the Audit Committee will monitor the utilization of Issue proceeds and shall have the flexibility in applying the proceeds of this Issue. However, the management of our Company shall not have the power to alter the objects of this Issue except with the approval of the Shareholders of the Company given by way of a special

resolution in a general meeting, in the manner specified in Section 27 of the Companies Act, 2013. Additionally, the dissenting shareholders being those shareholders who have not agreed to the proposal to vary the objects of this Issue, our Promoters shall provide them with an opportunity to exit at such price, and in such manner and conditions as may be specified by the SEBI, in respect to the same. For further details, please refer to the chapter titled — “Objects of the Issue” on page 93 of this Red Herring Prospectus.

32. The average cost of acquisition of Equity Shares for our Promoters may be lower than the Issue Price.

The average cost of acquisition of Equity Shares for our Promoters may be lower than the Issue Price. The details of the average cost of acquisition of Equity Shares held by our Promoters as at the date of the Red Herring Prospectus is set out below.

| Sr. No. | Name of Promoters | No. of Equity Shares held | Average cost of acquisition (in ₹ per equity share) |
|---------|---|---------------------------|---|
| 1. | Omega Bright Steel & Components Private Limited | 8,925,000 | 6.67 |
| 2. | Ashwani Leekha | 4,462,500 | 6.39 |
| 3. | Saksham Leekha | 3,587,847 | 8.64 |

** As certified by M/s PK Chand & Co., Chartered Accountants by way of their certificate dated October 09, 2024.*

For more details regarding weighted average cost of acquisition of Equity Shares by our Promoters and build-up of Equity Shares by our Promoters in our Company, see “*Summary of the Issue Document – Average cost of acquisition*” on page 24.

33. We have incurred borrowings from commercial banks and any non-compliance with repayment and other covenants in our financing agreements could adversely affect our business and financial condition.

As of September 30, 2024, we had a Secured Long-Term and Term Loan of ₹ 1,395.22 Lakhs and Secured Short Term Cash Credit of ₹ 1,321.67 Lakhs against Hypothecation of stocks and book debt. Any failure to service such indebtedness, or otherwise perform any obligations under such financing facility may lead to termination our credit facility or incur penalties and acceleration of payments under such credit facility, foreclosure on our assets, trigger cross-default provisions under certain of our other financing agreements which may adversely affect our financial condition and our ability to conduct and implement our business plans.

We have received consent/NOC from our lenders Kotak Mahindra bank Limited and Tata Capital Financial Services Limited. The restrictive covenants may affect some of the rights of our Shareholders.

Further, any fluctuations in the interest rates may directly impact the interest costs of such loans and affect our business, financial condition, results of operations and prospects. Our ability to make repayments and refinance our indebtedness will depend on our continued ability to generate cash from our future operations. We may not be able to generate enough cash flow from operations or obtain enough capital to service our debt. For further information, please see “*Financial Indebtedness*” beginning on page 248 of this Red Herring Prospectus.

34. Certain unsecured loans have been availed by us which may be recalled by lenders.

As of September 30, 2024, we had availed unsecured loan of ₹ 2,339.34 Lakhs with interest in the form of inter-corporate loan, loans from our Promoter and promoter groups. Any failure to service such indebtedness, or otherwise perform any obligations under such financing agreements may lead to acceleration of payments under such credit facilities, which may adversely affect our Company. For further information, see “*Financial Indebtedness*” on page 248

35. *We operate in a competitive and fragmented industry with low barriers to entry and may be unable to compete with a range of unorganized sector.*

In the dynamic landscape of the precision metal component manufacturing business, particularly in the auto ancillary segment, one of the formidable challenges arises is competition from organized and unorganized sector at the national and regional level. Further, we compete against established players also, which may have greater access to financial, technical and marketing resources and expertise available to them than us in the products and services in which we compete against them.

Further, industry consolidation may affect competition by creating larger, more homogeneous and potentially stronger competitors in the markets in which we compete. Our competitors may further affect our business by entering into exclusive arrangements with our existing or potential clients. There can be no assurance that we will be able to compete successfully against such competitors or that we will not lose our key core employees, associates or clients to such competitors. Additionally, our ability to compete also depends in part on factors outside our control, such as the availability of skilled resources, pricing pressures in the staffing industry and the extent of our competitors' responsiveness to their client's needs. Our continued success depends on our ability to compete effectively against our existing and future competitors. With the potential entry of new competitors, given the low entry barriers in the industry where we operate, our ability to retain our existing clients and to attract new clients is critical to our continued success. As a result, there can be no assurance that we will not encounter increased competition in the future nor can there be any assurance that we will, in light of competitive pressures, be able to effectively compete with our competition in the various product and service segments we operate in, whether on the basis of pricing, quality or range of services or otherwise, which could have material adverse effect on our business, results of operations and financial condition.

36. *We are dependent on third-party transportation providers for the supply of raw materials and delivery of our finished products and any failure to maintain a continuous supply of raw materials or to deliver our products to our customers in an efficient and reliable manner could have a material and adverse effect on our business, financial condition and results of operations.*

As a Manufacturing business, our success depends on the smooth supply and transport of the various raw materials required for our manufacturing facilities and of our products from our manufacturing facilities to our customers, or delivery points and further to our distributors, which are subject to various uncertainties and risks. We transport our raw materials and our finished products by road and sea. We use third-party freight and transportation providers for the delivery of our products. We do not have formal contractual relationships with such logistic companies and freight forwarders, particularly in the export markets. We maintain marine open insurance policy to cover any damage to our products during transit. Transportation strikes, if any, could have an adverse effect on supplies and deliveries to and from our distributors and suppliers. Further, on account of the COVID-19 pandemic, our manufacturing operations were shut down and our third-party transportation providers' operations were also closed during the lockdown imposed by the Government.

Further, raw materials and finished products may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be a delay in delivery of raw materials and products which may also affect our business and results of operations negatively. A failure to maintain a continuous supply of raw materials or to deliver our products to our customers in an efficient and reliable manner could have a material and adverse effect on our business, financial condition and results of operations. Any compensation received from insurers or third-party transportation providers may be insufficient to cover the cost of any delays and will not repair damage to our relationships with our affected customers. We may also be affected by an increase in fuel costs, as it will have a corresponding impact on freight charges levied by our third-party transportation providers. This could require us to expend considerable resources in addressing our distribution requirements, including by way of absorbing these excess freight charges to maintain our selling price, which could adversely affect our results of operations or passing these charges on to our customers, which could adversely affect demand for our products.

37. *Our overall margins may fluctuate as a result of the product manufactured by us.*

Our overall margins may fluctuate depending on the product manufactured. For example, the gross margin of any given product could depend on the total volume manufactured, complexity of manufacturing processes, technology deployed, and other factors. As a result, a change in product mix may decrease the gross margins and operating margins of our Company, which could have a material adverse effect on our business, financial condition and results of operations. Our ability to maintain our profitability depends on our ability to optimize the product mix to support high-margin products and products with consistent long-term demand and the demand and supply balance of our products in the principal and target markets.

Furthermore, our different lines of business present different levels of profitability and opportunity for growth. If we fail to increase or maintain the proportion of certain products that are profitable in our portfolio this may lead to a reduction in our profitability. If we are not able to attract a sufficient market share of products in growing sectors we may also not be able to continue to grow our business which may lead to a loss of our market position.

38. *Significant failure or disruption of our information technology systems could adversely impact our business, results of operations and financial condition:*

We have implemented various information technology (“IT”), enterprise resource planning (“ERP”) solutions to cover key areas of our operations, R&D, quality control, procurement, dispatch and accounting. We also have various automation systems and software that automate our manufacturing and production. Although we have not had any material incidents in period ended August 31, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022, these systems are potentially vulnerable to damage or interruption from a variety of sources, which could result from (among other causes) cyber-attacks on or failures of such infrastructure or compromises to its physical security, as well as from damaging weather or other acts of nature. A significant or large-scale malfunction or interruption of one or more of our IT, ERP or manufacturing automation systems could adversely affect our ability to keep our operations running efficiently and affect product availability, particularly in the country, region or functional area in which the malfunction occurs, and wider or sustained disruption to our business cannot be excluded. In addition, it is possible that a malfunction of our data system security measures could enable unauthorized persons to access sensitive business data, including information relating to our business strategy or those of our customers. Such malfunction or disruptions could cause economic losses for which we could be held liable or cause damage to our reputation. Any of these developments, alone or in combination, could have a material adverse effect on our business, results of operations and financial condition. Further, unavailability of, or failure to retain, well trained employees capable of constantly servicing our IT, manufacturing automation systems and/or ERP systems may lead to inefficiency or disruption of our operations and thereby adversely affecting our business, results of operations and financial condition. However, there are no significant failure or disruption of our information technology systems could have adversely impacted our business, results of operations and financial condition in the past.

39. *Unplanned slowdowns or shutdowns of our manufacturing operations could have an adverse effect on our business, results of operations, financial condition, cash flows and future prospects.*

Our business is dependent upon our ability to efficiently manage our manufacturing facilities, which is subject to various operating risks, including productivity of our workforce, increase in employee costs, compliance with regulatory requirements and circumstances beyond our control, such as the breakdown and failure of equipment or industrial accidents, severe weather conditions, natural disasters and infectious disease outbreaks such as the COVID- 19 pandemic. Any malfunction or breakdown of our machinery may require significant repair costs and consequently cause delays in our operations. We may also face protests from local citizens at our existing manufacturing facilities or while setting up new facilities, which may delay or halt our operations. There are no instances of unplanned slowdowns or shutdowns in the manufacturing operations of our Company in the last

three Fiscals and in the current Fiscal until the date of this Red Herring Prospectus, except for instanced due to COVID-19.

Our operations also require a significant amount and continuous supply of electricity, and any shortage or nonavailability of such utilities may adversely affect our operations. We have significant power requirements and any disruption to power sources could increase our production costs and adversely affect our results of operations. Any interruption in the continuous supply electricity may negatively impact the quality of the final product manufactured by us, which may result in delays in delivery of our products or non-delivery, resulting in loss of revenue and adversely affecting our reputation or customer relationships. A prolonged interruption of electricity supply can also result in manufacturing slowdown or shutdowns, increased costs associated with restarting manufacturing and the loss of manufacturing in progress. The occurrence of any such event in the future could have an adverse effect on our business, results of operations, financial condition, cash flows and future prospects. Our inability to effectively respond to any shutdown or slowdown and rectify any disruption, in a timely manner and at an acceptable cost, could lead to an inability to comply with our customers' requirements and result in us breaching our contractual obligations.

40. We may be subject to significant risks and hazards when operating and maintaining our Manufacturing Facilities, for which our insurance coverage might not be adequate.

Our total insurance cover includes Buildings, plant and equipment, Furniture, fixtures and fittings and Marine Cargo and others, as on September 30, 2024 is ₹ 17,505 Lakhs. We operate from three units situated in the state of Maharashtra and state of Chennai. We generally perform scheduled and unscheduled maintenance and operating and other asset management services. The manufacturing of products involves handling certain risky material which, if not handled properly, can be dangerous. In addition to natural risks such as earthquake, flood, lightning, cyclones and wind, other hazards, such as fire, structural collapse and machinery failure are inherent risks in our operations. They can cause significant personal injury or loss of life, severe damage to and destruction of property, plant and equipment and may result in the suspension of operations. The occurrence of any one of these events may result in our being named as a defendant in lawsuits asserting claims for substantial damages, including for cleanup costs, personal injury and property damage and fines and/ or penalties. There have been no instances in the last three years.

We maintain an amount of insurance protection that we consider adequate including insurance policy covering fire, damage to buildings, plant and machinery, stocks (raw materials and finished goods), vehicles and policy covering damage to goods in domestic transit. We may not have identified every risk and further may not be insured against every risk because such risks are either uninsurable or not insurable on commercially acceptable terms, including operational risk that may occur and the occurrence of an event that causes losses in excess of the limits specified in our policies, or losses arising from events or risks not covered by insurance policies such as COVID-19 and other pandemics, or due to the same being inadequate, could materially harm our cash flows, financial condition and future results of operations. Further, while there has been no past instance of inadequate insurance coverage for any loss, we cannot assure that we will continue to accurately ascertain and maintain adequate insurance for losses that may be incurred in the future. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. Any claim brought against us, with or without merit, could result in reputational damage, and even unsuccessful claims could result in substantial costs and diversion of management resources. A successful claim not fully covered by our insurance could have a negative impact on our reputation, financial condition, and results of operations. For further information on our insurance arrangements, see "*Our Business – Insurance*" on page 132 of this Red Herring Prospectus.

41. 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 may be lower than the Issue Price:

| Date of Allotment | Number of Equity Shares | Face Value per Equity Share (₹) | Issue Price per Equity Share (₹) | Nature of Consideration (Cash/ Other than Cash) | Nature of allotment |
|-------------------|-------------------------|---------------------------------|----------------------------------|---|---------------------|
| March 18, 2024 | 59,50,000 | 10 | NA | Other than cash | Bonus Issue |

For further details, please refer to the chapters “*Capital Structure*” beginning on page 82 of this Red Herring Prospectus.

42. *We have not independently verified data from the industry and related data contained in this Red Herring Prospectus.*

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

43. *Our Promoters will continue to retain significant shareholding in our Company after the Issue, which will allow it to exercise control over us.*

After the completion of the Issue, our Promoters will hold [●]% of our Equity Shares on a fully diluted basis. Accordingly, post completion of the Issue, our Promoters is expected to retain majority shareholding in our Company will continue to exercise control over our business and all matters requiring shareholders’ approval, including the composition of our Board of Directors, the adoption of amendments to our charter documents, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, lending, investments and capital expenditures. There can be no assurance that our Promoters will exercise its rights as a Shareholder to the benefit and best interests of our Company. The interests of our Promoters, as our Company’s significant Shareholder and exercising control over our Company, could be different from the interests of our other Shareholders and their influence may result in change of management or control of our Company, even if such a transaction may not be beneficial to our other Shareholders.

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

We have not declared dividend in the past. For further information, see “*Dividend Policy*” on page 192 of this Red Herring Prospectus. Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, working capital requirements, capital expenditure and restrictive covenants of our financing arrangements. The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. We may retain all future earnings, if any, for use in the operations and expansion of the business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board in accordance with the dividend distribution policy as may be adopted by our Board from time to time and will depend on

factors that our Board deems relevant, including among others, our Company’s profitability, capital requirements, financial commitments and requirements, including business and expansions plans, applicable legal restrictions and any other financing arrangements. We cannot assure you that we will be able to pay dividends in the future. Accordingly, realization of a gain on Shareholders’ investments will depend on the appreciation of the price of the Equity Shares. There is no guarantee that our Equity Shares will appreciate in value.

45. In addition to normal remuneration or benefits and reimbursement of expenses, some of our Directors, key managerial personnel and Senior Managerial Personnel are interested in our Company to the extent of their shareholding in our Company.

Our Promoters and Directors may be deemed to be interested in addition to regular remuneration or benefits and reimbursement of expenses from our Company, and such interests are to the extent of the Equity Shares held by them, or their relatives, and benefits deriving from their directorship and shareholding in our Company. Our Promoters are interested in the transactions entered into between our Company and themselves as well as between our Company and our Promoter Group Entities. For the payments that are made by our Company to related parties including remuneration to our directors, see “*Summary of the Offer Document – Summary of Related Party Transactions*”, “*Our Management*” “*Our Promoter and Promoter Group*” on page 24, 159 and 177 respectively. Additionally, our Promoters, M/s Omega Bright Steel & Components Pvt. Ltd, Mr Ashwani Leekha, Mr Saksham Leekha, Mr Sanjeev Verma and Mrs Asha Narang and has provided personal guarantee for certain of our borrowings, which has been sanctioned ₹ 3,036.52 lakhs as of September 30, 2024 and our business, financial condition, results of operations and prospects may be adversely affected by the revocation of all or any of the guarantees provided by our Promoters in connection with our Company’s borrowings. For more information, see “*Financial Indebtedness*” on page 248.

46. There is no guarantee that our Equity Shares will be listed on the Stock Exchanges in a timely manner or at all.

In accordance with Indian law and practice, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Issue and until Allotment of Equity Shares pursuant to this Issue.

In accordance with current regulations and circulars issued of SEBI, our Equity Shares are required to be listed on the stock exchanges within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.

47. We are exposed to foreign currency exchange rate fluctuations, which may adversely affect our results of operations.

Our financial statements are prepared in Indian Rupees. However, our sales from exports are denominated in foreign currencies. Accordingly, we have currency exposures relating to buying and selling in currencies other than in Indian Rupees.

Our revenues from exports for the relevant periods was as below:

(₹ in Lakhs)

| Particulars | Period ended August 31, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|----------------------|------------------------------|-------------|-------------|-------------|
| Revenue from exports | 1,327.46 | 1,944.63 | 1,275.80 | 996.32 |

Therefore, changes in the relevant exchange rates could also affect sales, operating results and assets and liabilities reported in Indian Rupees as part of our financial statements. We face foreign exchange rate risk as certain portion of our revenues are denominated in a currency other than the Indian Rupee.

Because of our foreign currency exposure, exchange rate fluctuations between the Indian Rupee and foreign currencies, can have a material impact on our results of operations, cash flows and financial condition. Our net foreign exchange gain/(loss) for the period ended August 31, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022 as per our Restated Financial Statements was ₹ 15.57 lakhs and ₹ 56.98 lakhs, ₹ 15.46 lakhs, and ₹ 11.64 lakhs respectively and constituted 0.28%, 0.50%, 0.16% and 0.21% of our revenue from operations for the period ended August 31, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022, respectively. These gains/losses were related to instances where the market exchange rate at the time of transaction was in our favour or against us as compared to the rates we had applied when the transactions were accounted. Our company currently does not engage in any kind of hedging contracts for exchange rate fluctuations, we may enter into the same in future which may or may not adequately cover the potential loss that may arise as a result of such foreign exchange transactions. Moreover, the hedges may not cover all such exposures and are in any event subject to their own risks, including counterparty credit risk. Adverse moves in exchange rates may adversely impact our profitability and financial condition. We cannot guarantee that we will not experience losses, on account of fluctuations in currencies going forward, and such losses may have an adverse effect on our business, results of operations and financial condition.

We face foreign exchange rate risk as certain portion of our revenues are denominated in a currency other than the Indian Rupee. Because of our foreign currency exposure, exchange rate fluctuations between the Indian Rupee and foreign currencies, can have a material impact on our results of operations, cash flows and financial condition.

48. *Our employees may engage in misconduct or other improper activities, including non-compliance with regulatory standards and requirements.*

We are exposed to the risk of employee fraud or other misconduct. Misconduct by employees could include intentional failures to comply with any regulations applicable to us, to provide accurate information to regulatory authorities, to comply with manufacturing standards we have established, or to report financial information or data accurately or disclose unauthorized activities to us. In particular, sales, marketing and business arrangements in our industry are subject to laws and regulations intended to prevent fraud, misconduct, kickbacks, self-dealing and other abusive practices. These laws and regulations may restrict or prohibit a wide range of pricing, discounting, marketing and promotion, sales commission, customer incentive programs and other business arrangements. While we have not faced such instances for the period ended August 31, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022, there can be no assurance that we will be able to identify and deter such misconduct, and the precautions we take to detect and prevent this activity may not be effective in controlling unknown or unmanaged risk. If our employees engage in any such misconduct, we could face criminal penalties, fines, revocation of regulatory approvals and harm to our reputation, any of which could form a material adverse effect on our business.

49. *The objects of the Fresh Issue for which the funds are being raised have not been appraised by any bank or financial institutions. Any variation in the utilization of our Net Proceeds as disclosed in this Red Herring Prospectus would be subject to certain compliance requirements, including prior Shareholders' approval.*

We propose to utilize the Net Proceeds for funding capital expenditure towards expansion of our existing and proposed manufacturing facilities at Unit III and IV. Such objects have not been appraised by any bank or financial institution, for further details of the proposed objects of the Issue, see “*Objects of the Issue*” beginning on page 97. At this juncture, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Sections 13(8) and 27 of the Companies Act, 2013 and Schedules XI and XX of the SEBI ICDR Regulation, any material deviation in the utilisation of the Net Proceeds as disclosed in this Red Herring Prospectus requires the Company to obtain the approval of shareholders of our Company through a special resolution. In such event, we may not be able to obtain the approval of the shareholders of our Company in a timely manner, or at all. Any delay or

inability in obtaining such approval of the shareholders of our Company may adversely affect our business or operations.

Further, our Company and Promoters would be required to provide an exit opportunity to the shareholders of our Company who do not agree with the material deviation of the proposed utilization of Net Proceeds, at a price and manner as prescribed by SEBI. Additionally, the requirement on Promoters to provide an exit opportunity to such dissenting shareholders of our Company may deter the Promoters from agreeing to the material deviation of the proposed utilisation of the Net Proceeds, even if such material deviation is in the interest of our Company. Further, we cannot assure you that the Promoters will have adequate resources at their disposal at all times to enable them to provide an exit opportunity.

In light of these factors, we may not be able to undertake material deviation of the proposed utilization of the Net Proceeds to use any unutilized proceeds of the Issue, if any, even if such material deviation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilized portion of Issue Proceeds, if any, which may adversely affect our business and results of operations.

50. The activities carried out at our manufacturing facilities, including any hazardous activity, can cause injury to people or property in certain circumstances.

The activities carried out at our manufacturing facilities may be potentially dangerous to our employees. While we provide a safe and healthy working environment which is compliant with applicable occupational health and safety management system and environmental management system regulations, we believe to be adequate insurance including insurance policies for accidents, there is a risk that an accident may occur at our manufacturing facilities.

An accident may result in personal injury to our employees, or the labour deployed at our manufacturing facilities, destruction of property or equipment, manufacturing or delivery delays, environmental damage, or may lead to suspension of our operations and/or imposition of liabilities. We have not encountered any fatalities or any employee injuries in the last three Fiscals and in the current Fiscal until the date of this Red Herring Prospectus. However, any such future accident may result in litigation, the outcome of which is difficult to assess or quantify, the cost to defend such litigation can be significant and our insurance may not be sufficient to provide complete coverage. As a result, the costs to defend any action or the potential liability resulting from any such accident or death or arising out of any other litigation, and any negative publicity associated therewith, may have a negative effect on our business, results of operations, financial condition, cash flows and future prospects.

Our operations are subject to operating risks associated with manufacturing, including related to handling and storage of raw materials used in our manufacturing processes. Despite compliance with requisite safety requirements and standards, our operations are subject to significant hazards, including:

- explosions;
- fires;
- mechanical failures and other operational problems
- inclement weather and natural disasters; and
- discharges or releases of hazardous substances, chemicals or gases.

The occurrence of any of these hazards could result in a suspension of operations and the imposition of civil or criminal liabilities. We may also face claims and litigation, in India or overseas, filed on behalf of persons alleging injury predominantly as a result of occupational exposure to hazards at our manufacturing facilities. If these claims and lawsuits, individually or in the aggregate, are resolved against us, our business, results of operations and financial condition could be adversely affected.

51. QIB and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid.

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

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

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

53. Any future issuance of Equity Shares, or convertible securities or other equity linked instruments by us may dilute the shareholding of the Investor, or any sale of Equity Shares by our Promoters or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.

Any future issuance of Equity Shares by our Company could dilute the shareholding of the investor. Any such future issuance of our Equity Shares or sales of our Equity Shares by any of our significant shareholders may adversely affect the trading price of our Equity Shares and could impact our ability to raise capital through an offering of our securities. While the entire Post-Issue paid-up share capital, held by our Promoter or other shareholders will be locked-in for a period of 1 (one) year and minimum promoter contribution subject to a minimum of 20% of our post-Issue paid-up capital will be locked-in for a period of 3 (three) years from the date of allotment of Equity Shares in the Issue, upon listing of our Equity Shares on the Stock Exchanges. For further information relating to such Equity Shares that will be locked-in, please refer to the section titled "*Capital Structure*" beginning on page 82 of this Red Herring Prospectus. Any future issuance or sale of the equity shares of our Company by our Promoters or by other significant shareholder(s) or any perception or belief that such sales of Equity Shares might occur may significantly affect the trading price of our Equity Shares.

External Risk Factors

54. Financial instability in other countries may cause increased volatility in Indian financial markets.

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States, Europe and certain emerging economies in Asia. Financial turmoil in Asia, Europe and elsewhere in the world in recent years has adversely affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial disruptions could materially and adversely affect our business, prospects, financial condition, results of operations and cash flows. Further, economic developments globally can have a significant impact on our principal markets. Concerns related to a trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy. For example, the full-scale military invasion of Russia into Ukraine and the subsequent sanctions placed on Russia by various countries has substantially affected the economic stability of the world and such volatility could impact our Company's growth. In addition, the market price of oil has risen sharply since the commencement of hostilities in Ukraine, which may have an inflationary effect in India and other countries. A prolonged war or a protracted period of hostilities in the Ukraine may lead to global economic disturbances.

In addition, the USA is one of India's major trading partners and any possible slowdown in the American economy could have an adverse impact on the trade relations between the two countries. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term effect of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. Any significant financial disruption could have a material adverse effect on our business, financial condition, results of operation, and cash flows. These developments, or the perception that any of them could occur, have had and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. This could have a material adverse effect on our business, financial condition, results of operations, and cash flows, and reduce the price of the Equity Shares.

55. Any adverse revision to India's debt rating by a domestic or international rating agency could adversely affect our business.

India's sovereign debt rating could be adversely affected due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. Any adverse revisions to India's credit ratings for domestic and international debt by domestic or 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 is available. This could have an adverse effect on our business and financial performance, ability to obtain financing for capital expenditures and the price of the Equity Shares.

56. Compliance with applicable health, safety, environmental and other governmental regulations may be costly and adversely affect our results of operations.

Compliance with applicable health, safety, environmental and other governmental regulations is time consuming, costly and requires a number of dedicated personnel. We are subjected to payment of fees and levies on an ongoing basis with respect to a number of licences, approvals, consents and permissions we are required to obtain from governmental authorities. We are required to periodically maintain a number of records and registers and file a number of returns. Ensuring compliance requires that we hire trained personnel across our locations. Our compliance costs may adversely affect our revenue.

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

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

58. *Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.*

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

59. *Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.*

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain restrictions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then a prior regulatory approval will be required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all. For further information, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 321 of Red Herring Prospectus.

60. *Investors may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby may suffer future dilution of their ownership position.*

Under the Companies Act, a company having share capital and incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages before the issuance of any new equity shares, unless the pre-emptive rights have been waived by adoption of a special resolution by holders of three-fourths of the equity shares voting on such resolution.

However, if the law of the jurisdiction the investors are in, does not permit them to exercise their pre-emptive rights without our Company filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights unless our Company makes such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor's benefit. The value such custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emptive rights granted

in respect of the Equity Shares held by them, their proportional interest in our Company would be reduced.

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

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

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

Under current Indian tax laws and regulations, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. A securities transaction tax ("STT") is levied on and collected by an Indian stock exchange on which equity shares are sold. Any capital gain exceeding ₹ 1 lakh, realized on the sale of equity shares held for more than 12 months immediately preceding the date of transfer, which are sold using any other platform other than on a recognized stock exchange and on which no STT has been paid, are subject to long-term capital gains tax in India.

The Finance Act, 2019 amended the Indian Stamp Act, 1899 with effect from July 1, 2020 and clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. The Finance Act, 2020, has, among others things, provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime and that dividend distribution tax will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, that such dividends not be exempt in the hands of the shareholders, both resident as well as non-resident, and that such dividends likely be subject to tax deduction at source. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source from such dividend. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares.

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

The Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. Investors' book entry, or 'demat' accounts with depository participants in India, are expected to be credited within one working day of the date on which the Basis of Allotment is approved by the Stock Exchanges. The Allotment of Equity Shares in the Issue and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately five Working Days from the Bid/ Issue Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchanges is expected to commence within three Working Days of the Bid/ Issue Closing Date. There could be a failure or delay in listing of the Equity Shares on

the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. There can be no assurance that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this risk factor. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

**SECTION IV: INTRODUCTION
THE ISSUE**

| PRESENT ISSUE IN TERMS OF THE RED HERRING PROSPECTUS | |
|--|---|
| Particulars | Details of Equity Shares |
| Fresh Issue of Equity Shares by our Company ⁽¹⁾⁽²⁾ | Up to 66,02,400 Equity Shares having face value of ₹10 each at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●]. |
| The Issue consist of: | |
| Reservation Portion | Up to 3,33,600 Equity Shares having face value of ₹10 each at a price of ₹[●] per Equity Share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●]. |
| Net Issue to the Public | Up to 62,68,800 Equity Shares having face value of ₹10 each at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●]. |
| of which | |
| A. QIB portion ⁽³⁾ | Not more than [●] Equity Shares |
| of which | |
| (a) Anchor Investor Portion | Up to [●] Equity Shares aggregating to ₹ [●] Lakhs |
| (b) Net QIB Portion (assuming the anchor Investor Portion is fully subscribed) | Up to [●] Equity Shares aggregating to ₹ [●] Lakhs |
| of which | |
| (i) Available for allocation to Mutual Funds only (5% of the Net QIB Portion) | Up to [●] Equity Shares aggregating to ₹ [●] Lakhs |
| (ii) Balance of QIB Portion for all QIBs including Mutual Funds | Up to [●] Equity Shares aggregating to ₹ [●] Lakhs |
| B. Non – institutional portion | Not Less than [●] Equity Shares aggregating to ₹ [●] Lakhs |
| C. Retail portion | Not Less than [●] Equity Shares aggregating to ₹ [●] Lakhs |
| Pre and Post Issue Share Capital of our Company | |
| Equity Shares outstanding prior to the Issue | 1,78,50,000 Equity Shares having face value of ₹10 per Equity Share |
| Equity Shares outstanding after the Issue | Up to [●] Equity Shares having face value of ₹10 per Equity Share |
| Objects of the Issue | Please refer Section titled “ <i>Objects of the Issue</i> ” on page 97 of this Red Herring Prospectus. |

- (1) *Public issue of up to 66,02,400 Equity Shares face value of ₹10 each for cash at a price of ₹ [●] including premium of ₹ [●] per Equity Share of our Company aggregating to ₹ [●]. This Issue 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 section “Issue Structure” beginning on page 225 of this Red Herring Prospectus. The Issue has been authorised by a resolution of our Board dated July 10, 2024. Our Shareholders have authorised the Issue pursuant to a special resolution dated July 12, 2024.*
- (2) *Our Company, in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portions shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. In the event the aggregate demand from Mutual*

Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see "Issue Procedure" on page 286.

- (3) *Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories, as applicable, at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange, subject to applicable law.*

For further details regarding the Issue Structure and Procedure, please refer to the chapters titled "Issue Structure" and "Issue Procedure" beginning on pages 282 and 286 respectively of this Red Herring Prospectus.

SUMMARY OF FINANCIAL INFORMATION

Restated Balance Sheet

(₹ in Lakhs)

| Particulars | As at August 31, 2024 | As at March 31, | | |
|---|-----------------------------|-----------------|----------------|----------------|
| | | 2024 | 2023 | 2022 |
| I. EQUITY AND LIABILITIES | | | | |
| <u>(1) Shareholder's Funds</u> | | | | |
| (a) Share Capital | 1785.00 | 1785.00 | 1190.00 | 1190.00 |
| (b) Reserves and Surplus | 1825.15 | 1222.10 | 595.89 | 138.47 |
| | | | | |
| <u>(2) Non-Current Liabilities</u> | | | | |
| (a) Long-Term Borrowings | 3708.02 | 2559.65 | 1881.76 | 1636.80 |
| (b) Deferred Tax Liability(Net) | 178.62 | 153.83 | 115.75 | 81.78 |
| (c) Long term provision | 7.76 | 7.76 | - | - |
| | | | | |
| <u>(3) Current Liabilities</u> | | | | |
| (a) Short Term Borrowing | 1259.81 | 1587.80 | 1458.72 | 260.74 |
| (b) Trade Payables | 1866.07 | 1159.21 | 1530.36 | 1399.69 |
| (c) Other Current Liabilities | 226.87 | 108.96 | 229.12 | 136.19 |
| (d) Short-Term Provisions | 209.07 | 66.48 | (85.60) | 3.81 |
| Total | 11066.37 | 8650.59 | 6916.01 | 4847.48 |
| II.ASSETS | | | | |
| <u>(1) Non-Current Assets</u> | | | | |
| (a) Property, Plant and Equipment and Intangible Assets | | | | |
| (i) Capital work in progress | 958.26 | 218.08 | 490.20 | 168.40 |
| (ii) Other tangible Assets | 4130.23 | 4082.66 | 3030.37 | 2211.26 |
| (b) Non Current Advances & Other Assets | 103.41 | 99.99 | 71.74 | 42.92 |
| | | | | |
| <u>(2) Current Assets</u> | | | | |
| (a) Inventories | 1858.93 | 1490.56 | 861.91 | 677.41 |
| (b) Trade receivables | 3481.95 | 2152.94 | 1996.70 | 1558.10 |
| (c) Cash and Cash Equivalent | 80.12 | 58.41 | 60.51 | 39.49 |
| (d) Short-Term Loans And Advances | 453.47 | 547.95 | 404.58 | 148.90 |
| Total | 11066.37 | 8650.59 | 6916.01 | 4847.48 |

Restated Profit and Loss Statement

(₹ in Lakhs)

| Particulars | For the period ended August 31, 2024 | For the year ended March 31, | | |
|--|--------------------------------------|------------------------------|----------------|----------------|
| | | 2024 | 2023 | 2022 |
| <u>Revenue:</u> | | | | |
| Revenue From Operations (Net of Taxes) | 5,652.60 | 11503.03 | 9635.85 | 5653.41 |
| Other Income | 47.56 | 108.38 | 55.18 | 19.01 |
| Total Revenue | 5,700.15 | 11611.41 | 9691.03 | 5672.42 |
| <u>Expenses:</u> | | | | |
| Consumptions & Manufacturing Expenses | 3,693.60 | 6966.78 | 7328.24 | 4546.13 |
| Purchases – Finished /Traded Goods | 721.35 | 1979.67 | 802.33 | 242.14 |
| Changes in Inventories- Finished Goods; WIP and Stock in trade | (221.59) | (411.34) | (153.94) | (251.63) |
| Employee benefit expenses | 204.85 | 427.75 | 275.04 | 154.39 |
| Financial Cost | 125.87 | 268.88 | 183.99 | 149.34 |
| Depreciation and amortization expenses | 143.83 | 272.53 | 214.38 | 145.89 |
| Others Expenses | 222.40 | 464.08 | 410.38 | 254.00 |
| Total Expenses | 4,890.31 | 9968.33 | 9060.41 | 5240.25 |
| Profit before tax | 809.84 | 1,643.08 | 630.62 | 432.16 |
| Tax expense: | | | | |
| Current tax | 182.00 | 384.00 | 130.00 | 10.00 |
| Tax Prov/[W/back] for earlier Years | - | (0.20) | 9.25 | (0.03) |
| Deferred Tax | 24.79 | 38.07 | 33.98 | 62.08 |
| Profit/(Loss) for the period After Tax- PAT | 603.05 | 1,221.21 | 457.39 | 360.11 |
| No. of Shares | 178.50 | 178.50 | 178.50 | 178.50 |
| Earning per Equity Share: Basic/Diluted | | | | |
| (1) Basic | 3.38 | 6.84 | 2.56 | 2.02 |
| (2) Diluted | 3.38 | 6.84 | 2.56 | 2.02 |

Restated Cash Flow Statement

(₹ in Lakhs)

| Particulars | For the period ended August 31, 2024 | For the Year Ended March 31, 2024 | For the Year Ended March 31, 2023 | For the Year Ended March 31, 2022 |
|---|--------------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| A. CASH FLOW FROM OPERATING ACTIVITIES | | | | |
| Net profit before tax | 809.84 | 1,643.08 | 630.62 | 432.16 |
| Adjustments for: | | | | |
| Depreciation and amortization | 143.83 | 272.53 | 214.38 | 145.89 |
| Interest and Finance charges paid | 125.87 | 268.88 | 183.99 | 149.35 |
| CSR Provision | 7.52 | - | - | - |
| Profit on sale of assets | - | (5.10) | - | - |
| Interest Income | (1.96) | (7.68) | (0.66) | (0.11) |
| OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES | 1,085.11 | 2171.70 | 1028.33 | 727.29 |
| [Increase]/ Decrease in Current Assets | (1,602.90) | (928.26) | (877.79) | (545.83) |
| Increase/ [Decrease] in Current Liabilities | 824.77 | (489.90) | 228.29 | 453.60 |
| CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES | 306.98 | 753.53 | 378.83 | 635.07 |
| Direct Taxes Paid | (46.94) | (233.12) | (233.36) | 3.57 |
| NET CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES | 260.04 | 520.41 | 145.47 | 638.63 |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | | | |
| Purchase of Fixed Assets | (931.59) | (1,052.69) | (1,355.29) | (554.18) |
| Sale proceeds of fixed assets | - | 5.10 | - | - |
| [Increase]/ Decrease in Non Current Assets | (3.42) | (28.25) | (28.81) | (42.92) |
| Interest income | 1.96 | 7.68 | 0.66 | 0.11 |
| NET CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES | (933.05) | (1,068.17) | (1,383.43) | (597.00) |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | | | |
| Increase/[Decrease] in borrowings | 820.57 | 814.53 | 1,442.96 | 47.74 |
| Interest & Finance charges-paid | (125.87) | (268.88) | (183.99) | (149.35) |
| NET CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES | 694.70 | 545.66 | 1,258.97 | (101.60) |
| Net Increase/ (Decrease) In Cash And Cash Equivalents (A+B+C) | 21.71 | (2.10) | 21.01 | (59.97) |
| Cash and Cash Equivalents (Closing Balance) | 80.12 | 58.41 | 60.51 | 39.49 |
| Cash and Cash Equivalents (Opening Balance) | 58.41 | 60.51 | 39.49 | 99.46 |

GENERAL INFORMATION

Our Company was originally incorporated as “*OBSC Perfection Private Limited*” on March 17, 2017, as a private limited company under the provisions of the Companies Act, 2013 pursuant to Certificate of Incorporation issued by Registrar of Companies, Central Registration Centre. Subsequently, our Company was converted into a public limited company pursuant to a resolution of our Board dated March 21, 2024 and shareholders resolution passed at the extra- ordinary general meeting of our Company held on March 26, 2024 and the name of our Company was changed to “*OBSC Perfection Limited*” and a fresh Certificate of Incorporation dated June 28, 2024 was issued by the Registrar of Companies, Central Registration Centre. The Corporate Identification Number of our Company is U27100DL2017PLC314606.

For details of changes in registered offices of our Company, please refer to the section titled “*History and Certain Corporate Matters*” beginning on page 159 of this Red Herring Prospectus.

BRIEF ABOUT THE COMPANY AND ISSUE

| | |
|---|---|
| Registered Office | 6F, 6 th Floor, M-6, Uppal Plaza Jasola District Centre, South Delhi, Delhi- 110025, India. Telephone No.: 011 26972586 Website: www.obscperfection.com Email id: ig@obscperfection.com |
| Date of Incorporation | March 17, 2017 |
| Company Registration Number | 314606 |
| Corporate Identification Number | U27100DL2017PLC314606 |
| Company Category | Company limited by shares |
| Company Subcategory | Non-govt company |
| Address of the Registrar of Companies | 4 th Floor, IFCI Tower, 61, Nehru Place, New Delhi-110019, India Telephone No.: 011-26235703, 26235708 Fax: 011-26235702 Email id: roc.delhi@mca.gov.in Website: www.mca.gov.in |
| Designated Stock Exchange | Emerge platform of NSE Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra. |
| Issue Program | Issue Opens on: Tuesday, October 22, 2024 Issue Closes on: Thursday, October 24, 2024 |
| Company Secretary and Compliance Officer | Abhishek Kumar Pandey OBSC Perfection Limited 6F, 6 th Floor, M-6, Uppal Plaza Jasola District Centre, South Delhi, Delhi- 110025, India Telephone No.: 022 26972586 Email id: abhishek@obscperfection.com |
| Chief Financial Officer | Sanjeev Verma OBSC Perfection Limited 6F, 6 th Floor, M-6, Uppal Plaza Jasola District Centre, South Delhi, Delhi- 110025, India Telephone No.: 022 26972586 Email Id: sanjeev@obscperfection.com |

Board of Directors

As on the date of this Red Herring Prospectus, the Board of Directors of our Company comprises of the following:

| Name | Designation | DIN | Residential Address |
|----------------------------------|--|----------|---|
| Asha Narang | Chairperson and Non-executive Director | 00296714 | D-1104, New Friends Colony, South Delhi-110025, India |
| Ashwani Leekha | Executive Director | 07389860 | E- 38, New Multan Nagar, Shakur Basti Depot S.O, Shakur Basti Depot, North West Delhi, Delhi, 110056, India |
| Saksam Leekha | Managing Director | 07389575 | E- 38, New Multan Nagar, Delhi-110056, India |
| Sanjeev Verma | Executive Director and Chief Financial Officer | 00296825 | E- 45, 2 nd Floor , G K Enclave -1 , Greter Kailash S.O , South Delhi-110048, India |
| Ravikumar Ramniranjan Khandelwal | Independent Director | 06751477 | P- 5/504 Empire Estate, Mumbai Pune Road, Chinchwad East, Pune-411019, India |
| Pradeep Harikishan Chabra | Independent Director | 10570627 | 203, Samrajya 2, Gokul Vihar Township, Opp Chharavada road, Vapi Gujarat-396191, India |

For further details of our directors, see “*Our Management*” on page 159 of this Red Herring Prospectus.

INVESTOR GRIEVANCES

Investors may contact the Company Secretary and Compliance Officer and /or the Registrar to the Issue and/or Book Running Lead Manager in case of any pre-Issue or post-Issue related problems, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account and non-receipt of funds by electronic mode.

All Issue related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary with whom the Bid cum Application Form was submitted, giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder’s DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for Retail Individual Investors who make the payment of Bid Amount through the UPI Mechanism), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue.

In terms of SEBI circular no. *SEBI/HO/CFD/DIL2/CIR/P/2018/22*, dated *February 15, 2018*, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing

which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days.

Details of Key Intermediaries Pertaining to this Issue and our company

| | |
|--|---|
| Book Running Lead Manager to the Issue | Registrar to the Issue |
| Unistone Capital Private Limited A/305, Dynasty Business Park Andheri Kurla Road, Andheri East, Mumbai- 400059, Maharashtra. CIN : U65999MH2019PTC330850 Tel : + 91 22 4604 6494 Email : mb@unistonecapital.com Investor Grievance Email: compliance@unistonecapital.com Website : www.unistonecapital.com Contact Person: Brijesh Parekh SEBI Registration No.: INM000012449 | Bigshare Services Private Limited S6-2, 6 th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai –400 093, Maharashtra, India Telephone: 022-6263 8200 Facsimile: 022-6263 8299 Email: ipo@bigshareonline.com Investor grievance email: investor@bigshareonline.com Contact Person: Babu Rapheal C Website: www.bigshareonline.com SEBI Registration Number: INR000001385 |
| Legal Counsel to the Issue | Statutory Auditor |
| M/s Legal Suraksha Address: P-12, C.I.T Scheme No. L, Room no 210, 2 nd Floor, Kolkata 700001 Telephone: 9830187875 Email: Varsha.agarwalla94@gmail.com Contact Person: Ms. Varsha Agarwalla Reg. no: 1763/1632/2019 | M/s Shanta Shastry & Co Address: BD-7D, Munirka, New Delhi-110067, India. Telephone: 26108712 Email: bhushans89@gmail.com Contact Person: P Santha Devi (Partner) Membership No.: 090382 Firm Registration No.: 020553N Peer Review Number: NA |
| Peer Review Auditor | Banker to the Company |
| P. K. Chand & Co Address: F-21 B, Sector 27, Noida- 201301, India Telephone: 0120-4202226 Email: admin@pkchand.com Contact Person: Prashant Kumar Chand Membership No.: 091046 Firm Registration No.: 512371C Peer Review Number: 014849 | Kotak Mahindra Bank Limited Address: 27 BKC, C 27, G Block Bandra Kurla Complex, Bandra (E), Mumbai-400051 Telephone: 9011036967 Facsimile: +9102027127813 Email: Yogesh.gawali@kotak.com Website: www.kotak.com Contact Person: Yogesh Gawali CIN: L65110MH1985PLC038137 |
| Public Issue Bank/ Banker to the Issue/ Refund Banker/Escrow Collection Bank/ Sponsor Bank | |
| Kotak Mahindra Bank Limited Address: Kotak Infiniti, 6 th Floor, Building no. 21, Infinity Park, Off Western Express Highway, General AK Vaidya Marg, Malad (East), Mumbai- 400097, Maharashtra , India Telephone: 022-66056588 Fax: NA Email: cmsipo@kotak.com Investors Grievance Email Id: cmsipo@kotak.com Website: www.kotak.com Contact Person: Mr. Siddhesh Shirodkar CIN: L65110MH1985PLC038137 | |
| Syndicate Member | |
| R. K. Stock Holding Private Limited Address: A-7, Block B- 1, 1st Floor, Mohan Co-Operative Industrial, BTPS South Delhi, New Delhi-110044 Telephone: +91-11 48564444 | |

Fax: +91-11 48564444
Email: navdeep@rkfml.com
Website: www.rkfs.org
Contact Person: Navdeep Varshneya
SEBI Certificate Registration: INZ000211932
CIN: U65993DL1995PTC413220

CHANGES IN THE AUDITORS

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

| | | |
|----------------------------|--|--|
| Name of the Auditor | M/s. Shanta Shastry & Co. | M/s. Shanta Shastry & Co. |
| FRN | 020553N | 020553N |
| Peer Review No. | - | - |
| Email ID | bhushans89@gmail.com | bhushans89@gmail.com |
| Address | BD-7D, Munirka, New Delhi-110067, India. | BD-7D, Munirka, New Delhi-110067, India. |
| Reason for Change | Re- appointment in the Company | Re- appointment as a statutory auditor |
| Date of Appointment | December 30, 2017 | September 30, 2022 |

Filing

The Red Herring Prospectus and Prospectus shall be filed with NSE situated at Exchange Plaza, C/1, G Block, Bandra-Kurla Complex, Bandra (East) -400 051, Maharashtra, India

As per SEBI Circular No. *SEBI/HO/CFD/PoD-1/P/CIR/2023/29* dated *February 15, 2023*, company shall upload the Issue Summary Document (ISD) on exchange portal.

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

A copy of the Red Herring Prospectus along with the documents required to be filed under Section 32 of the Companies Act, 2013 would be filed with the RoC and copy of the Prospectus to be filed under 26 of the Companies Act, 2013 would be filed with the RoC and through the electric portal at <http://www.mca.gov.in/mcafoportal/loginvalidateuser.do>.

Statement of *inter se* allocation of Responsibilities for the Issue

Unistone Capital Private Limited (Unistone) is the sole Book Running Lead Manager (BRLM) to the Issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them.

DESIGNATED INTERMEDIARIES

Self-Certified Syndicate Bank(s)

The list of banks that have been notified by SEBI to act as the SCSBs (i) in relation to the ASBA (other

than through UPI Mechanism) is provided on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34> or <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>, as applicable or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI Mechanism), a list of which is available on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> or such other website as updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, refer to the above-mentioned link or any other such website as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Application Forms from the members of the Syndicate is available on the website of the SEBI (<http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>) and updated from time to time. For more information on such branches collecting Application Forms from the members of Syndicate at Specified Locations, see the website of the SEBI (<http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>).

Self-Certified Syndicate Banks Eligible as Sponsor Banks for UPI

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

For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the above-mentioned SEBI link.

Registered Brokers

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

Registrar and Share Transfer Agents

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

Collecting Depository Participants

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

Expert

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

Our Company has received written consents from the following persons to include their names in this Red Herring Prospectus as an “Expert” as defined under Section 2(38) of the Companies Act and such consents have not been withdrawn as on the date of this Red Herring Prospectus:

- (i) Consent dated October 07, 2024, from our Peer review Auditor namely, *M/s PK Chand Co, Chartered Account*, in respect of the reports of the Peer review Auditor on the Restated Financial Statements dated October 07, 2024,
- (ii) Consent letter dated October 07, 2024, from our Peer review Auditor namely, *M/s PK Chand Co, Chartered Account*, in respect of the Statement of Possible Special Tax Benefits dated October 09, 2024 included in this Red Herring Prospectus.
- (iii) Consent dated October 09, 2024 from M/s. Niyo Value Experts Private Limited, Independent Chartered Engineers in respect of their certificates dated October 09, 2024 on our Company’s capacity and capacity utilization at our Units;

Monitoring Agency

Since the proceeds from the Fresh Issue does not exceed ₹ 10,000 Lakhs in terms of Regulation 262 (1) of the SEBI ICDR Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

Appraising Authority

The objects of the Issue and deployment of funds are not appraised by any independent agency/ bank/ financial institution.

Credit Rating

As the Issue is of Equity Shares, the appointment of a credit rating agency is not required.

IPO Grading

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

Trustees

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

Green Shoe Option

No green shoe option is applicable for the Issue.

Book Building Process

Book Building, with reference to the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Price Band shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process and advertised in All edition of Business Standard an English national newspaper and all editions of Business Standard, a Hindi national daily newspaper and Delhi edition of Gurgaon mail (Hindi being the regional language of Delhi, where our Registered office is located) at least two working days prior to the Bid/Issue Opening date. The Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/Issue Closing Date.

Principal parties involved in the Book Building Process are:

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

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

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

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

In accordance with the SEBI ICDR Regulations, QIB and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Anchor Investors are not allowed to revise and withdraw their Bids after the Anchor Investor Bidding Date. Retail Individual Bidders can revise their Bids during the Bid/ Issue Period and withdraw their Bids until the Bid/ Issue Closing Date.

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

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a

public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention is invited to the chapter titled “*Issue Procedure*” beginning on page 286 of the Red Herring Prospectus.

The process of Book Building under the SEBI ICDR Regulations is subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to making a Bid or application in the Issue. For further details on the method and procedure for Bidding, please see section entitled “*Issue Procedure*” on page 286 of this Red Herring Prospectus.

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. 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 Company 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.

Steps to be taken by the Bidders for Bidding:

- Check eligibility for making a Bid (see section titled “*Issue Procedure*” on page 286 of this Red Herring Prospectus);
- Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
- Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Issue will obtain the Demographic Details of the Bidders from the Depositories.
- Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depository Participant’s verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims.
- Ensure that the Bid cum Application Form is duly completed as per instructions given in this Red Herring Prospectus and in the Bid cum Application Form;

Bid/ Issue Program:

| Event | Indicative Dates |
|---|----------------------------|
| Bid/ Issue Opening Date ⁽¹⁾ | Tuesday, October 22, 2024 |
| Bid/Issue Closing Date | Thursday, October 24, 2024 |
| Finalization of Basis of Allotment with the Designated Stock Exchange | Friday, October 25, 2024 |
| Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account | Monday, October 28, 2024 |
| Credit of Equity Shares to Demat accounts of Allottees | Monday, October 28, 2024 |
| Commencement of trading of the Equity Shares on the Stock Exchange | Tuesday, October 29, 2024 |

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

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/Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws. SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days); 'T' being issue closing date. Our Company shall follow the timelines provided under the aforementioned circular.

Bid Cum Application Forms and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (IST) during the Issue Period (except for the Bid/Issue Closing Date). On the Bid/ Issue Closing Date, the Bid Cum Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for retail and non-retail Bidders. The time for applying for Retail Individual Applicant on Bid/ Issue Closing Date maybe extended in consultation with the BRLM, RTA and National Stock Exchange of India Limited 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/ Issue Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Bid/ Issue Closing Date. Any time mentioned in this Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid Cum Application Forms are received on the Bid/Issue Closing Date, as is typically experienced in public Issue, some Bid Cum Application Forms may not get uploaded due to the lack of sufficient time. Such Bid Cum Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the 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 Applicants 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 Applicants can revise or withdraw their Bid Cum Application Forms prior to the Bid/ Issue Closing Date. Allocation to Retail Individual Applicants, 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 Applicant, 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 Applicant, the Registrar to the Issue shall ask the relevant

SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data

The book building, in the context of the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band, which will be decided by our Company, in consultation with the BRLM, and will be advertised in All edition of Business Standard an English national newspaper and all editions of Business Standard, a Hindi national daily newspaper and Delhi edition of Gurgaon mail (Hindi being the regional language of Delhi, where our Registered office is located), at least two working days prior to the Bid/ Issue Opening Date. The Issue Price shall be finalized after the Bid/ Issue Closing Date. The principal parties involved in the Book Building Process are:

All Bidders (except Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. Pursuant to the UPI Circulars, Retail Individual Bidders may also participate in this Issue through UPI in the ASBA process. In accordance with the SEBI ICDR Regulations, QIBs bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/ Issue Period and withdraw their Bids until the Bid/ Issue Closing Date.

Each Bidder by submitting a Bid in Issue, will be deemed to have acknowledged the above restrictions and the terms of the Issue.

Our Company will comply with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to this Issue. In this regard, our Company has appointed the BRLM to manage this Issue and procure Bids for this Issue. The Book Building Process is in accordance with guidelines, rules and regulations prescribed by SEBI and are subject to change from time to time. Bidders are advised to make their own judgement about an investment through this process prior to submitting a Bid.

The process of Book Building is in accordance with the guidelines, rules and regulations prescribed by SEBI under the SEBI ICDR Regulations and the Bidding Processes are subject to change from time to time. Investors are advised to make their own judgment about investment through this process prior to submitting a Bid in this Issue.

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

For further details, please refer to the chapters titled "*Issue Structure*" and "*Issue Procedure*" beginning on pages 282 and 286, respectively of this Red Herring Prospectus.

Illustration of Book Building Process and the Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, please refer to the chapter titled "*Issue Procedure*" on page 286 of this Red Herring Prospectus.

Underwriting Agreement

This Issue is 100% underwritten. The Underwriting agreement is dated October 08,2024. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being issued through this Issue:

| Name of Underwriter | Shares Underwritten | % of the Total Issue Size Underwritten |
|----------------------------------|---------------------|--|
| Unistone Capital Private Limited | Upto 66,02,400 | 100% |

(The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus and will be executed after determination of the Issue Price and allocation of Equity Shares, but prior to the filing of the Red Herring Prospectus or the Prospectus, with the RoC as the case may be. This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC.)

As per Regulation 260(2) & (3) of SEBI (ICDR) Regulations, 2018, the Book Running Lead manager has agreed to underwrite to a minimum extent of [●] % of the Issue out of its own account. In the opinion of the Board of Directors (based on certificate given by the Underwriters), the resources of the above-mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The above-mentioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as broker with the Stock Exchange.

Market Maker

| | |
|-------------------------------|---|
| Name: | R. K. Stock Holding Private Limited |
| Address: | A-7, Block B- 1, 1st Floor, Mohan Co-Operative Industrial, BTPS South Delhi, New Delhi-110044 |
| Tel No: | +91-11 48564444 |
| Fax No: | +91-11 48564444 |
| Contact Person: | Mr. Navdeep Varshneya |
| Email: | navdeep@rkfml.com |
| Website: | www.rkfs.org |
| Contact Person: | Navdeep Varshneya |
| SEBI Registration No.: | INZ000211932 |

Details of the Market Making Arrangement for this Issue

Our Company and the Book Running Lead Manager, have entered into an agreement dated October 08,2024 with Market Maker registered with Emerge Platform of NSE Limited in order to fulfil the obligations of Market Making

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the NSE and SEBI regarding this matter from time to time.

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

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 shall inform the exchange in advance for each and every blackout period when the quotes are not being offered by the Market Maker.
2. 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 Issue their holding to the Market Maker 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.
3. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and Emerge Platform of NSE Limited from time to time.

4. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, 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. The shares of the Company will be traded in continuous trading session from the time and day the company gets listed on Emerge Platform of NSE Limited and Market Maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.
7. 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 or 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 to decide controllable and non-controllable reasons would be final.
8. 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.
9. The Market Maker shall have the right to terminate the said arrangement by giving three months-notice or on mutually acceptable terms to the Book Running Lead Manager, who shall then be responsible to appoint a replacement Market Maker.

In case of termination of the above mentioned Market Making Agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Book Running Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. Further the Company and the Book Running Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time.

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

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

12. 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:

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

Additionally, 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.

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 Crores | 25% | 24% |
| ₹ 20 Crores to ₹ 50 Crores | 20% | 19% |
| ₹ 50 Crores to ₹ 80 Crores | 15% | 14% |
| Above ₹ 80 Crores | 12% | 11% |

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

On the first day of listing, there will be a pre-open session (call auction) and there after trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity Shares on the Stock Exchange.

CAPITAL STRUCTURE

Our Equity Share capital before the Issue and after giving effect to the Issue, as at the date of this Red Herring Prospectus, is set forth below:

Amount (₹ in Lakhs except share data)

| Sr. No. | Particulars | Aggregate Nominal Value | Aggregate Value at Issue Price ⁽¹⁾ |
|-------------|--|-------------------------|---|
| I. | Authorized share capital ⁽²⁾ | | |
| | 2,50,00,000 Equity Shares of ₹ 10 each | 2,500.00 | - |
| II. | Issued, subscribed and paid-up share capital prior to the Issue ⁽³⁾ | | |
| | 1,78,50,000 Equity Shares of ₹ 10 each | 1,785.00 | - |
| III. | Present Issue in terms of the Red Herring Prospectus | | |
| | Fresh Issue of up to 66,02,400 Equity Shares of ₹ 10 each at a price of ₹ [●] per Equity Share ⁽⁴⁾ | up to [●] | [●] |
| | 3,33,600 Equity Shares of ₹ 10/- each at a price of ₹ [●] per Equity Share reserved as Market Maker Portion | [●] | [●] |
| | Net Offer to Public of 62,68,800 Equity Shares of ₹ 10/- each at a price of ₹ [●] per Equity Share to the Public | [●] | [●] |
| IV. | Issued, Subscribed and Paid-Up Share Capital after to the Issue | | |
| | [●] Equity Shares of ₹ 10 each | | [●] |
| V. | Securities premium account | | |
| | Before the Issue | | - |
| | After the Issue | | [●] |

⁽¹⁾ To be updated upon finalisation of the Issue Price.

⁽²⁾ For details in relation to the changes in the authorised share capital of our Company since incorporation, see "History and Certain Corporate Matters – Amendments to our Memorandum of Association" on page 155.

⁽³⁾ As on the date of this Red Herring Prospectus, there are no partly paid-up Equity Shares of our Company and there is no share application money pending for allotment.

⁽⁴⁾ The Issue has been authorized by a resolution of our Board dated July 10, 2024, and a special resolution of our Shareholders passed in the EGM dated July 12, 2024.

Class of Shares

Our Company has only one class of share capital i.e. Equity Shares of ₹ 10/- each. All Equity Shares issued are fully paid up.

Our Company does not have any outstanding convertible instruments as on the date of this Red Herring Prospectus.

Changes in the authorised share capital of our Company

| Sr. No. | Particulars of Amendment | Date of Shareholder's approval |
|---------|--|--------------------------------|
| 1. | Increase in authorized share capital of our Company from ₹ 100,000,000 divided into 10,000,000 Equity shares of ₹ 10 each to ₹ 150,000,000 divided into 15,000,000 Equity shares of ₹ 10 each. | July 07, 2018 |
| 2. | Increase in authorized share capital of our Company from ₹ 150,000,000 divided into 15,000,000 Equity shares of ₹ 10 each to ₹ 250,000,000 divided into 25,000,000 Equity shares of ₹ 10 each. | February 26, 2024 |

For details of the changes to the authorised share capital of our Company, see “History and Certain Corporate Matters-Amendments to our Memorandum of Association” on page 159 of this Red Herring Prospectus.

Notes to the Capital Structure

1. Equity Share capital history of our Company

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

| Date of Allotment | Number of Equity Shares | Face Value per Equity Share (₹) | Issue Price per Equity Share (₹) | Nature of Consideration (Cash/ Other than Cash) | Nature of allotment | Cumulative Number of Equity Shares | Cumulative Share Capital (₹) |
|-----------------------------------|-------------------------|---------------------------------|----------------------------------|---|-----------------------------------|------------------------------------|------------------------------|
| On Incorporation (March 17, 2017) | 2,00,000 | 10 | 10 | Cash | Incorporation ⁽ⁱ⁾ | 200,000 | 2,000,000 |
| February 17, 2018 | 50,00,000 | 10 | 10 | Cash | Private Placement ⁽ⁱⁱ⁾ | 52,00,000 | 5,20,00,000 |
| May 09, 2018 | 12,00,000 | 10 | 10 | Cash | Right Issue ⁽ⁱⁱⁱ⁾ | 64,00,000 | 6,40,00,000 |
| May 24, 2018 | 10,00,000 | 10 | 10 | Cash | Right Issue ^(iv) | 74,00,000 | 7,40,00,000 |
| December 28, 2018 | 45,00,000 | 10 | 10 | Cash | Right Issue ^(v) | 1,19,00,000 | 11,90,00,000 |
| March 18, 2024 | 59,50,000 | 10 | - | Other than Cash | Bonus Issue ^(vi) | 1,78,50,000 | 17,85,00,000 |

(i) Initial Subscribers to Memorandum of Association subscribed 200,000 Equity Shares of face value of ₹10/- each fully paid at par as per the details given below:

| Sr. No. | Name of the Person | No. of Shares Allotted |
|--------------|---|------------------------|
| 1. | Omega Bright Steel & Components Private Limited | 1,00,000 |
| 2. | Ashwani Leekha | 1,00,000 |
| Total | | 2,00,000 |

(ii) Further allotment of 50,00,000 Equity shares of face value of ₹ 10/- each fully paid at par as per the details given below:

| Sr. No. | Name of the Person | No. of Shares Allotted |
|--------------|---|------------------------|
| 1. | Omega Bright Steel & Components Private Limited | 25,00,000 |
| 2. | Ashwani Leekha | 11,50,000 |
| 3. | Saksham Leekha | 13,50,000 |
| Total | | 50,00,000 |

(iii) Further allotment of 12,00,000 Equity shares of face value of ₹ 10/- each fully paid at par as per the details given below:

| Sr. No. | Name of the Person | No. of Shares Allotted |
|--------------|---|------------------------|
| 1. | Omega Bright Steel & Components Private Limited | 6,00,000 |
| 2. | Ashwani Leekha | 3,00,000 |
| 3. | Saksham Leekha | 3,00,000 |
| Total | | 12,00,000 |

(iv) Further allotment of 10,00,000 Equity shares of face value of ₹ 10/- each fully paid at par as per the details given below:

| Sr. No. | Name of the Person | No. of Shares Allotted |
|--------------|---|------------------------|
| 1. | Omega Bright Steel & Components Private Limited | 5,00,000 |
| 2. | Ashwani Leekha | 5,00,000 |
| Total | | 1,00,000 |

(v) Further allotment of 4,50,000 Equity shares of face value of ₹ 10/- each fully paid at par as per the details given below:

| Sr. No. | Name of the Person | No. of Shares Allotted |
|--------------|---|------------------------|
| 1. | Omega Bright Steel & Components Private Limited | 2,250,000 |
| 2. | Ashwani Leekha | 8,00,000 |
| 3. | Saksham Leekha | 1,450,000 |
| Total | | 45,00,000 |

(vi) Further allotment of 5,95,000 Equity shares of face value of ₹ 10/- each fully paid at par as per the details given below:

| Sr. No. | Name of the Person | No. of Shares Allotted |
|--------------|---|------------------------|
| 1. | Omega Bright Steel & Components Private Limited | 2,975,000 |
| 2. | Ashwani Leekha | 1,487,500 |
| 3. | Saksham Leekha | 1,195,950 |
| 4. | Sakshi Leekha | 291,550 |
| Total | | 5,950,000 |

(b) Equity Shares allotted in terms of any schemes of arrangement:

Our Company has not allotted any Equity Shares in terms of any scheme approved under Section 391-394 of the Companies Act, 1956 or Section 230-232 of the Companies Act, 2013.

2. Equity Shares issued pursuant to employee stock option schemes

As on date of this Red Herring Prospectus, our Company has not issued Equity Shares pursuant to the ESOP Plan and ESARP Plan (Employees Stock Appreciation Right Plan).

3. Our Company has not revalued its assets since inception and has not issued equity shares (including bonus shares) by capitalizing any revaluation reserves.

4. The shareholding pattern of our Company before the issue as per Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given here below:

| Sr. No. | Particular | Yes/ No | Promoter and Promoter Group | Public Shareholder | Non-Promoter – Non-Public |
|----------------|--|----------------|------------------------------------|---------------------------|----------------------------------|
| 1. | Whether the Company has issued any partly paid-up shares? | No | No | No | No |
| 2. | Whether the Company has issued any Convertible Securities? | No | No | No | No |
| 3. | Whether the Company has issued any Warrants? | No | No | No | No |
| 4. | Whether the Company has any shares against which depository receipts are issued? | No | No | No | No |
| 5. | Whether the Company has any shares in locked-in?* | No | No | No | No |
| 6. | Whether any shares held by promoter are pledge or otherwise encumbered? | No | No | No | No |
| 7. | Whether company has equity shares with differential voting rights? | No | No | No | No |

Our Company will file the shareholding pattern in the form prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the Listing of the Equity Shares. The Shareholding Pattern will be uploaded on the Website of the NSE before commencement of trading of such Equity Shares.

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

Summary of Shareholding Pattern

| Sr. No. | Category of shareholder | Nos. of shareholders | No. of fully paid up equity shares held | No. of Partly paid-up equity shares held | No. of shares underlying Depository Receipts | Total nos. shares held | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C) | Number of Voting Rights held in each class of securities ¹ | | | | 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 ³ | | Number of Shares pledged or otherwise encumbered | | Number of equity shares held in dematerialized form ⁴ |
|---------|----------------------------|----------------------|---|--|--|------------------------|---|---|---------|------------|--------------------------|--|---|---|---------------------------------|--|---------------------------------|--|
| | | | | | | | | No of Voting Rights | | | Total as a % of (A+B+ C) | | | No. (a) | As a % of total Shares held (b) | No. (a) | As a % of total Shares held (b) | |
| | | | | | | | | Class Equity Shares of ₹ 10/- each ² | Class Y | Total | | | | | | | | |
| I | II | III | IV | V | VI | VII = IV+V+VI | VIII | IX | | | | X | XI=VII+X | XII | XIII | XIV | | |
| (A) | Promoter & Promoter Group | 7 | 17,850,000 | - | - | 17,850,000 | 100% | 17,850,000 | - | 17,850,000 | 100% | - | 100% | - | - | 17,850,000 | | |
| (B) | Public | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | | |
| (C) | Non-Promoter-Non-Public | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | | |
| (C1) | Shares underlying DRs | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | | |
| (C2) | Shares held by Emp. Trusts | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | | |
| | Total | 7 | 17,850,000 | - | - | 17,850,000 | 100% | 17,850,000 | - | 17,850,000 | 100% | - | 100% | - | - | 17,850,000 | | |

Note:
¹As on date of this Red Herring Prospectus 1 Equity share holds 1 vote
²We have only one class of Equity Shares of face value of ₹ 10/- each.
³In terms of regulation 230(1)(d) of SEBI ICDR Regulation 2018, the Equity Shares held by the Promoters are dematerialized.

5. The list of the shareholders of the company holding 1% or more of the paid-up share capital of the company:

a. As on the date of the Red Herring Prospectus:

| Sr. No. | Name of the Shareholder | Number of Equity Shares | % of the then existing paid up capital |
|--------------|---|-------------------------|--|
| 1. | Omega Bright Steel & Components Private Limited | 8,925,000 | 50.00% |
| 2. | Ashwani Leekha | 4,462,500 | 25.00% |
| 3. | Saksham Leekha | 3,587,847 | 20.10% |
| 4. | Sakshi Leekha | 874,650 | 4.90% |
| Total | | 17,849,997 | 100% |

b. Two (2) year prior to the date of the Red Herring Prospectus:

| Sr. No. | Name of the Shareholder | Number of Equity Shares | % of the then existing paid up capital |
|--------------|---|-------------------------|--|
| 1. | Omega Bright Steel & Components Private Limited | 5,950,000 | 50.00% |
| 2. | Ashwani Leekha | 2,850,000 | 23.95% |
| 3. | Saksham Leekha | 3,100,000 | 26.05% |
| Total | | 11,900,000 | 100% |

c. One (1) year prior to the date of the Red Herring Prospectus:

| Sr. No. | Name of the Shareholder | Number of Equity Shares | % of the then existing paid up capital |
|--------------|---|-------------------------|--|
| 1. | Omega Bright Steel & Components Private Limited | 5,950,000 | 50.00% |
| 2. | Ashwani Leekha | 2,850,000 | 23.95% |
| 3. | Saksham Leekha | 3,100,000 | 26.05% |
| Total | | 11,900,000 | 100% |

d. Ten (10) days prior to the date of the Red Herring Prospectus:

| Sr. No. | Name of the Shareholder | Number of Equity Shares | % of the then existing paid up capital |
|--------------|---|-------------------------|--|
| 1. | Omega Bright Steel & Components Pvt Ltd | 8,925,000 | 50.00% |
| 2. | Ashwani Leekha | 4,462,500 | 25.00% |
| 3. | Saksham Leekha | 3,587,847 | 20.10% |
| 4. | Sakshi Leekha | 874,650 | 4.90% |
| Total | | 17,849,997 | 100% |

6. There will not be any further issue of capital, whether by way of issue of bonus shares, preferential allotment, right issue or in any other manner during the period commencing from the date of the Red Herring Prospectus until the date of listing of Equity Shares or refund of application monies in pursuance of the Red Herring Prospectus. However, our Company may alter its capital structure by way of split/consolidation of the denomination of Equity Shares or issue of equity shares on a preferential basis or issue of bonus or rights or further public issue of equity shares or qualified institutional placements, within a period of six months from the date of opening of the present issue to finance an acquisition, merger or joint venture or for regulatory

compliance or such other scheme of arrangement or any other purpose, as the Board of Directors may deem fit, if an opportunity of such nature is determined by the Board of Directors to be in the interest of our Company.

7. Build-up of our Promoter and Shareholding of our Promoter:

a. Build-up of our Promoter:

As on the date of this Red Herring Prospectus, our Promoters hold 1,69,75,347 Equity Shares, which constitutes 95.10% of the pre-issued, subscribed and paid-up Equity Share capital of our Company. None of the Equity Shares held by our Promoter is subject to any pledge.

1. Omega Bright Steel & Components Private Limited

| Date of Allotment/ Transfer / when made fully paid up* | Number of Equity Shares | Face Value Per Share (₹) | Issue/ Acquisition/ Sale Price per Share (₹)** | Nature of Consideration (Cash/ Other than Cash) | Nature of Transaction | % of pre issue equity share capital | % of post issue equity share capital |
|--|-------------------------|--------------------------|--|---|-----------------------------|-------------------------------------|--------------------------------------|
| March 17, 2017 | 100,000 | 10/- | 10/- | Cash | Initial subscription to MoA | 0.56% | [●] |
| February 17, 2018 | 2,500,000 | 10/- | 10/- | Cash | Private Placement | 14.01% | [●] |
| May 09, 2018 | 600,000 | 10/- | 10/- | Cash | Right Issue | 3.36% | [●] |
| May 24, 2018 | 500,000 | 10/- | 10/- | Cash | Right Issue | 2.80% | [●] |
| December 28, 2018 | 2,250,000 | 10/- | 10/- | Cash | Right Issue | 12.61% | [●] |
| March 18, 2024 | 2,975,000 | 10/- | NA | Other than Cash | Bonus Issue | 16.67% | [●] |
| Total | 8,925,000 | | | | | 50.00% | [●] |

2. Ashwani Leekha

| Date of Allotment/ Transfer / when made fully paid up* | Number of Equity Shares | Face Value Per Share (₹) | Issue/ Acquisition/ Sale Price per Share (₹)** | Nature of Consideration (Cash/ Other than Cash) | Nature of Transaction | % of pre issue equity share capital | % of post issue equity share capital |
|--|-------------------------|--------------------------|--|---|-----------------------------|-------------------------------------|--------------------------------------|
| March 17, 2017 | 100,000 | 10/- | 10/- | Cash | Initial subscription to MoA | 0.56% | [●] |
| February 17, 2018 | 1,150,000 | 10/- | 10/- | Cash | Private Placement | 6.44% | [●] |
| May 09, 2018 | 300,000 | 10/- | 10/- | Cash | Right Issue | 1.68% | [●] |
| May 24, 2018 | 500,000 | 10/- | 10/- | Cash | Right Issue | 2.80% | [●] |
| December 28, 2018 | 800,000 | 10/- | 10/- | Cash | Right Issue | 4.48% | [●] |
| March 01, 2024 | 125,000 | 10/- | 10/- | Cash | Gift from Saksham Leekha | 0.70% | [●] |

| Date of Allotment/ Transfer / when made fully paid up* | Number of Equity Shares | Face Value Per Share (₹) | Issue/ Acquisition/ Sale Price per Share (₹)** | Nature of Consideration (Cash/ Other than Cash) | Nature of Transaction | % of pre issue equity share capital | % of post issue equity share capital |
|--|-------------------------|--------------------------|--|---|-----------------------|-------------------------------------|--------------------------------------|
| March 18, 2024 | 1,487,500 | 10/- | NA | Other than Cash | Bonus Issue | 8.33% | [●] |
| Total | 4,462,500 | | | | | 25.00% | |

3. Saksham Leekha

| Date of Allotment/ Transfer / when made fully paid up* | Number of Equity Shares | Face Value Per Share (₹) | Issue/ Acquisition/ Sale Price per Share (₹)** | Nature of Consideration (Cash/ Other than Cash) | Nature of Transaction | % of pre issue equity share capital | % of post issue equity share capital |
|--|-------------------------|--------------------------|--|---|------------------------------------|-------------------------------------|--------------------------------------|
| February 17, 2018 | 1,350,000 | 10/- | 10/- | Cash | Private Placement | 7.56% | [●] |
| May 09, 2018 | 300,000 | 10/- | 10/- | Cash | Right Issue | 1.68% | [●] |
| December 28, 2018 | 1,450,000 | 10/- | 10/- | Cash | Right Issue | 8.12% | [●] |
| March 01, 2024 | (125,000) | 10/- | 10/- | Other than Cash | Share gifted to Ashwani Leekha | -0.70% | [●] |
| March 05, 2024 | (583,100) | 10/- | 10/- | Other than Cash | Share gifted to Sakshi Leekha | -3.27% | [●] |
| March 18, 2024 | 11,95,950 | 10/- | NA | Other than Cash | Bonus Issue | 6.70% | [●] |
| March 20, 2024 | (1) | 10/- | 10/- | Cash | Share transferred to Manya Jain | 0.00% | [●] |
| March 20, 2024 | (1) | 10/- | 10/- | Cash | Share transferred to Renu Leekha | 0.00% | [●] |
| March 20, 2024 | (1) | 10/- | 10/- | Cash | Share transferred to Aarush Leekha | 0.00% | [●] |
| Total | 35,87,847 | | | | | 20.10% | |

* All the Equity Shares held by our Promoter were fully paid up as on the respective dates of acquisition of such Equity Shares.

** Cost of acquisition excludes Stamp Duty

8. As on the date of this Red Herring Prospectus, our Company have 7 shareholders.

9. Details of the Pre and Post Issue Shareholding of our Promoter and Promoter Group is as below:

| Particulars | Pre-Issue | | Post-Issue | |
|----------------------|-------------------------|------------------------|-------------------------|------------------------|
| | Number of Equity Shares | Percentage (%) holding | Number of Equity Shares | Percentage (%) holding |
| Promoter | | | | |
| Omega Bright Steel & | 8,925,000 | 50.00% | 8,925,000 | [●] |

| Particulars | Pre-Issue | | Post-Issue | |
|----------------------------|-------------------------|------------------------|-------------------------|------------------------|
| | Number of Equity Shares | Percentage (%) holding | Number of Equity Shares | Percentage (%) holding |
| Components Private Limited | | | | |
| Ashwani Leekha | 4,462,500 | 25.00% | 4,462,500 | [●] |
| Saksham Leekha | 3,587,847 | 20.10% | 3,587,847 | [●] |
| Total (A) | 16,975,347 | 95.10% | 16,975,347 | [●] |
| Promoter Group | | | | |
| Sakshi Leekha | 874,650 | 4.90% | 874,650 | [●] |
| Aarush Leekha | 1 | 0% | 1 | [●] |
| Manya Jain | 1 | 0% | 1 | [●] |
| Reenu Leekha | 1 | 0% | 1 | [●] |
| Total (B) | 874,653 | 4.90% | 874,653 | [●] |
| Total (A+B) | 17,850,000 | 100% | 17,850,000 | [●] |

10. None of our shareholders belonging to Promoters and Promoter Group, Directors and their relatives have purchased or sold the Equity Shares of our Company during the past six months immediately preceding the date of filing the Red Herring Prospectus.

11. None of the members of the Promoter Group, the Promoters, or the Directors and their relatives have purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Prospectus.

12. Promoter's Contribution and other Lock-in details

a) Details of Promoter's Contribution locked-in for three (3) years

Pursuant to Regulations 236 and 238 of the SEBI ICDR Regulations, an aggregate of [●]% of the fully diluted post issue Equity Share capital of our Company held by the Promoter shall be considered as Promoter's Contribution ("**Promoter's Contribution**") and shall be locked in for a period of three years from the date of Allotment of Equity Shares and the shareholding of the Promoters in excess of [●]% of the fully diluted post issue Equity Share capital shall be locked in for a period of one year from the date of Allotment.

The details of the Equity Shares held by our Promoters, which shall be locked-in for a period of three years from the date of allotment, are set out in the following table:

| Name of Promoters | No. of Equity Shares Locked in | Post- Issue equity share capital % |
|-------------------|--------------------------------|------------------------------------|
| [●] | [●] | [●] |
| [●] | [●] | [●] |
| Total | [●] | [●] |

All the Equity Shares were fully paid-up on the respective dates of allotment or acquisition of such Equity Shares, as the case may be. For details regarding allotment of the above Equity Shares, please refer section "History of Paid-up Share Capital of our Company".

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

Compliance with regulation 237 of SEBI ICDR Regulations, the minimum Promoter's contribution of 20% as

shown above which is subject to lock-in for three years, we confirm the following:

| Reg. No | Promoter's Minimum Contribution Conditions | Eligibility Status of Equity Shares forming part of Promoter's Contribution |
|----------------|--|--|
| 237 (1)(a)(i) | Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction. | The Minimum Promoter's contribution does not consist of such Equity Shares which have been acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets. <u>Hence Eligible</u> |
| 237 (1)(a)(ii) | Specified securities acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against Equity Shares which are ineligible for minimum promoter's contribution. | The minimum Promoter's contribution does not consist of such Equity Shares. <u>Hence Eligible</u> |
| 237 (1)(b) | Specified securities acquired by the promoters' and alternative investment funds or foreign venture capital investors or scheduled commercial banks or public financial institutions or insurance companies registered with Insurance Regulatory and Development Authority of India, during the preceding one year at a price lower than the price at which specified securities are being offered to the public in the initial public offer. | The minimum Promoter's contribution does not consist of such Equity Shares. <u>Hence Not Applicable.</u> |
| 237 (1)(c) | Specified securities allotted to the promoter and alternative investment funds during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms or limited liability partnerships, where the partners of the erstwhile partnership firms or limited liability partnerships are the promoter of the issuer and there is no change in the management. | The minimum Promoter's contribution does not consist of Equity Shares allotted to alternative investment funds. <u>Hence Not applicable.</u> |
| 237 (1)(d) | Specified securities pledged with any creditor. | Our Promoter's has not Pledged any shares with any creditors. Accordingly, the minimum Promoter's contribution does not consist of such Equity Shares. <u>Hence Not Applicable.</u> |

b) Details of share capital locked-in for one (1) year

- (i) Pursuant to Regulation 238 (b) of the SEBI (ICDR) Regulations, in addition to the Promoter's Contribution to be locked-in for a period of 3 years, as specified above, the entire Pre-Issue Equity Share capital will be locked in for a period of one (1) year from the date of Allotment in this Issue.
- (ii) Pursuant to Regulation 242 of the SEBI Regulations, the Equity Shares held by our Promoters can be pledged only with banks or financial institutions as collateral security for loans granted by such banks or financial institutions for the purpose of financing one or more of the objects of the Issue and the pledge of shares is one of the terms of sanction of such loan. However, as on date of this Red Herring Prospectus,

none of the Equity Shares held by our Promoters have been pledged to any person, including banks and financial institutions.

- (iii) Pursuant to Regulation 243 of the SEBI (ICDR) Regulations, Equity Shares held by our Promoters, which are locked in as per Regulation 238 of the SEBI (ICDR) Regulations, may be transferred to amongst our Promoters / Promoter Group or to a new promoter or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as applicable.
- (iv) Pursuant to Regulation 243 of the SEBI (ICDR) Regulations, Equity Shares held by shareholders other than our Promoters, which are locked-in as per Regulation 239 of the SEBI (ICDR) Regulations, may be transferred to any other person holding shares, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as applicable.

13. Lock-in of the Equity Shares to be Allotted, if any, to the Anchor Investors

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

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

| Sr. No. | Name of Promoters | No. of Equity Shares held | Average cost of acquisition ** (in ₹ per equity share) |
|---------|---|---------------------------|---|
| 1. | Omega Bright Steel & Components Private Limited | 8,925,000 | 6.67 |
| 2. | Ashwani Leekha | 4,462,500 | 6.39 |
| 3. | Saksham Leekha | 3,587,847 | 8.64 |

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

**As certified by M/s PK Chand & Co., Chartered Accountants, by way of their certificate dated October 09, 2024.

15. Our Company, our Directors and the Book Running Lead Manager have not entered into any buy back arrangements for the purchase of Equity Shares being offered through the Red Herring Prospectus from any person.
16. All the Equity Shares of our Company are fully paid up as on the date of the Red Herring Prospectus.
17. Further, since the entire issue price in respect of the Issue is payable on application, all the successful applicants will be issued fully paid-up equity shares only.
18. Neither the Book Running Lead Manager, nor their associates hold any Equity Shares of our Company as on the date of this Red Herring Prospectus.
19. No person connected with the Issue shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or otherwise, to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Issue.

- 20.**None of our Directors or Key Managerial Personnel holds Equity Shares in the Company, except as stated in the chapter titled “Our Management” beginning on page 159 of this Red Herring Prospectus.
- 21.**The Book Running Lead Manager and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The Book Running Lead Manager and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.
- 22.**Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under Basis of Allotment in the chapter titled “Issue Procedure” beginning on page 286 of this Red Herring Prospectus. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 253 (2) of SEBI (ICDR) Regulations, as amended from time to time.
- 23.**An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post Issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to locking shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
- 24.**Subject to valid applications being received at or above the Issue Price, under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines.
- 25.**No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this Issue.
- 26.**There shall be only one denomination of Equity Shares of our Company unless otherwise permitted by law. Our Company shall comply with disclosure and accounting norms as may be specified by SEBI from time to time.
- 27.**Our Company shall ensure that transactions in the Equity Shares by our Promoters and our Promoter Group between the date of this Red Herring Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within 24 hours of such transaction.
- 28.**Our Promoters and Promoter Group will not participate in the Issue.
- 29.**Our Company has not re-valued its assets and we do not have any revaluation reserves till date.

OBJECTS OF THE ISSUE

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

1. Funding capital expenditure requirements towards purchase of machinery for our existing manufacturing facility (“**Unit III**”) at No. 126, Mappedu Village, Sriperumbudhur Taluka-Mappedu, Thiruvallur-631402, Tamil Nadu, India. (“**Proposed Expansion at Unit III**”)
2. Funding capital expenditure requirements towards purchase of machinery for our existing manufacturing facility (“**Unit IV**”) at Gat no. 417, Nighoje, Near Hotel Maha Laxmi and Mess, Nighoje, Chakan, Taluka-Khed, Pune-410501, Maharashtra, India. (“**Proposed Expansion at Unit IV**”)
3. Funding working capital requirements of our Company; and
4. General Corporate Purposes

(collectively, referred to herein as the “**Objects**”)

In addition, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchange, including enhancement of our Company’s brand name and creation of a public market for our Equity Shares in India.

The main objects clause and the objects incidental and ancillary to the main objects clause of our Memorandum of Association enables us to (i) to undertake our existing business activities; and (ii) undertake the activities for which the funds are being raised by us in the Fresh Issue and are proposed to be funded from the Net Proceeds.

Net Proceeds

The details of the proceeds from the Issue are summarized in the following table:

| Particulars | Estimated Amount ⁽¹⁾ |
|--------------------------------------|---------------------------------|
| Gross proceeds of the Issue | [●] |
| (less) Issue Expenses ⁽²⁾ | [●] |
| Net Proceeds of the Issue | [●] |

(₹ in lakhs)

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

⁽²⁾ For details, please see “Issue related expenses” on page 97 of this Red Herring Prospectus.

Utilization of Net Proceeds

The Net Proceeds are proposed to be utilized in accordance with the details provided in the following table:

| Particulars | Amount |
|--|------------|
| Funding capital expenditure requirements towards purchase of machinery for our existing manufacturing facility (“ Unit III ”) at Chennai, Tamil Nadu. | 1,542.00 |
| Funding capital expenditure requirements towards purchase of machinery for our existing manufacturing facility (“ Unit IV ”) at Pune, Maharashtra. | 1,517.00 |
| Funding working capital requirements of the Company | 1,666.00 |
| General Corporate Purposes ⁽¹⁾ | [●] |
| Net Proceeds | [●] |

(₹ in lakhs)

⁽¹⁾To be finalized upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC. The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.

Proposed schedule of implementation and deployment of Net Proceeds

We propose to deploy the Net Proceeds towards the objects in accordance with the estimated schedule of implementation and deployment of funds, as set forth in the table below:

(₹ in lakhs)

| Particulars | Total estimated cost | Total amount spent on the objects as of October 09, 2024 ⁽²⁾ | Total estimated amount from Net Proceeds | Year wise break-up of the expenditure | |
|---|-------------------------|---|--|---------------------------------------|-------------|
| | | | | Fiscal 2025 | Fiscal 2026 |
| Funding capital expenditure requirements towards purchase of machinery for our existing manufacturing facility (“Unit III”) at Chennai, Tamil Nadu. | 1,542.00 ⁽¹⁾ | - | 1,542.00 | 1,542.00 | - |
| Funding capital expenditure requirements towards purchase of machinery for our existing manufacturing facility (“Unit IV”) at Pune, Maharashtra. | 1,517.00 ⁽¹⁾ | - | 1,517.00 | 1,517.00 | - |
| Funding Working Capital Requirements of the Company | 1,666.00 ⁽²⁾ | - | 1,666.00 | 1,100.00 | 566.00 |
| General Corporate Purposes ⁽³⁾ | [●] | [●] | [●] | [●] | [●] |
| Total | [●] | [●] | [●] | [●] | [●] |

⁽¹⁾ Total estimated cost as per Chartered Engineer certificates dated October 09, 2024, issued by M/s. Niyo Value Experts Private Limited., Independent Chartered Engineer

⁽²⁾ As certified by M/s PK Chand Co, Chartered Accountants, our Peer Review Auditors, by way of their certificate dated October 09, 2024.

⁽³⁾ To be finalized upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC. The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.

The fund requirements, deployment of funds, and intended use of the Net Proceeds as described in this Red Herring Prospectus are based on our current business plan, management estimates, valid vendor quotations, market conditions, and other external commercial and technical factors. However, these fund requirements and deployment plans have not been appraised by any bank, financial institution, or independent agency. For further details, see “Risk Factors - Risk Factor 49- The objects of the Fresh Issue for which the funds are being raised have not been appraised by any bank or financial institutions. Any variation in the utilization of our Net Proceeds as disclosed in this Red Herring Prospectus would be subject to certain compliance requirements, including prior shareholders’ approval” on page 31. We may need to revise our funding requirements and deployment due to various factors such as our financial and market conditions, business and growth strategies, ability to identify and implement inorganic growth initiatives (including investments and acquisitions), competitive landscape, general factors affecting our results of operations, financial condition, access to capital, and other external factors such as changes in the business environment, regulatory climate, and interest or exchange rate fluctuations. These factors, which may not be within our management’s control, might necessitate rescheduling the proposed utilization of the Net Proceeds and changing the allocation of funds from its planned allocation, subject to compliance with applicable laws.

Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Issue. To the extent our Company is unable to utilize any portion of the Net Proceeds towards the aforementioned objects, per the estimated scheduled of deployment specified above, our Company shall deploy the Net Proceeds in subsequent financial year towards the aforementioned Objects.

Moreover, if the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the aggregate of the gross proceeds of the Issue, in accordance with Regulation 230(2) of the SEBI ICDR Regulations. In case of a shortfall in raising requisite capital from the Net Proceeds or an increase in the total estimated cost of the Objects, business considerations

may require us to explore a range of options including utilizing our internal accruals and seeking debt lenders. In furtherance, that such alternate arrangements would be available to fund any such shortfalls.

All quotations mentioned in this section are valid as on the date of this Red Herring Prospectus. However, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendor would be engaged to eventually supply the equipment at the same costs. We are yet to place orders for the capital expenditure towards purchase of machinery. Further, for risk arising out of the Objects, see “*Risk Factor-Risk Factor 16– “We intend to utilise a portion of the Net Proceeds for funding our capital expenditure requirements. We are yet to place orders for such capital expenditure machinery.”*” on page 31 of this Red Herring Prospectus. This includes part financing the cost of establishing the Proposed Project which may be subject to the risk of unanticipated delays in implementation, cost overruns and other risks and uncertainties.

There can be no assurance that we would be able to procure equipment at the estimated costs. If we engage someone other than the vendors from whom we have obtained quotations or if the quotations obtained expire, such vendor’s estimates and actual costs for the services may differ from the current estimates. Some of the quotations mentioned above do not include cost of freight, insurance, goods and services tax (wherever applicable) and other applicable taxes as these can be determined only at the time of placing of orders. Such additional costs shall be funded from the Net Proceeds allocated towards general corporate purposes or through contingencies, if required. In case of increase in the estimated costs, such additional costs shall be incurred from our internal accruals.

Details of the Objects of the Issue

Funding for Capital Expenditure

As of the date of this Red Herring Prospectus, our manufacturing infrastructure includes four facilities located in Pune, Maharashtra, and Chennai, Tamil Nadu, with a total manufacturing area of 40,835 square feet. We aim to enhance our capabilities across key industries by strengthening and expanding our relationships with existing clients and acquiring strategic clients in our focus sectors.

We plan to invest in our current manufacturing facilities to develop new capabilities that will support our diverse product portfolio. The Indian automotive industry is experiencing rapid growth, and other sectors like defense, marine, and telecommunication infrastructure are also poised for significant expansion. We believe we are well-positioned to capitalize on these trends.

Our operations are currently spread across four units: Units I, II, and IV in Pune, Maharashtra and Unit III in Chennai, Tamil Nadu. Units I and II in Pune are already operating at a optimum capacity. To meet the anticipated surge in demand from the automotive and other industries, we plan to invest in upgrading the machinery at Unit III in Chennai, Tamil Nadu and Unit IV in Pune, Maharashtra. This strategic expansion will significantly increase our overall production capacity.

1. Funding capital expenditure requirements towards purchase of machinery for our existing manufacturing facility at Chennai, Tamil Nadu. (“Proposed Expansion at Unit III”)

As mentioned above and in line with our business strategies, we plan to invest in machinery to meet the expected increase in demand from the automotive and other industries. Unit III is located at No.126, Mappedu Village, Sriperumbudhur Taluka-Mappedu, Thiruvallur-631402, Tamil Nadu, India. Additionally, Unit III is strategically located near our core customers-Original Equipment Manufacturers (OEMs) in the automotive sector. This proximity offers several benefits, such as optimized logistics, quicker response times, and improved collaboration with our valued clients. Enhanced logistics play a crucial role in ensuring timely project deliveries and increasing customer satisfaction.

We aim to continue investing in existing manufacturing equipment and technologies to build new capabilities to support the production of our portfolio of products. As part of such investment, we will incur expenditure towards the purchase of various types of equipment such as (i) CNC Lathe machine; (ii) CNC Vertical Machining Center; (iii) CNC Turnmill Centre; and (iv) CNC Centreless Grinding Machine. These machines

will be used in machining, turning, milling and grinding. For further details, see “*Our Business – Our Strategies*” on page 132. Accordingly, our Company has identified the machinery to be purchased and obtained quotations from respective vendors and are yet to place any orders or enter into any definitive agreements for such machinery and equipment. No second-hand or used machinery are proposed to be purchased out of the Net Proceeds. Our Company intends to utilise ₹ 1,542.00 lakhs from the Net Proceeds to purchase of such machinery and equipment. The details and total estimated cost towards purchasing of machinery and equipment for the capital expenditure are set forth in the table below.

Detailed break up of capital expenditure towards purchase of Machinery:

Our manufacturing Unit III has been operational since April 12, 2023. Our existing installed capacity is 18,16,000 nos and proposed capacity will be 35,00,000 Nos. and total capacity will be 53,16,000 Nos., as certified by M/s. Niyo Value Experts Private Limited, an independent Chartered Engineer.

The details of costing of such machinery are set forth below:

| Sr No | Expense Category & Purpose | Price Per Unit (₹) | Quantity | Total Amount (₹ in Lakhs) | Quotation Received From, Date and Reference Number | Validity of Quotation |
|-------|--|--------------------|----------|---------------------------|--|---------------------------------------|
| 1 | Citizen Sliding Head Stock CNC Lathe A20-3F7 (Package 3) Purpose - Machining / Turning & Milling ⁽¹⁾ | 47,04,000 | 2 | 94.08 | Quotation received from Marubeni Corporation dated October 7, 2024 having reference number VK349874C-B1609 | Valid till December 06, 2024 |
| 2 | CNC Vertical Machining Center Model: 430V Fanuc including 15 Station tool magazine, AC Servo Axes Drive (Fanuc make), CNC System Fanuc Oi-MF+ with 10.4” Colour LCD, Rapid traverse of 36 / 36 / 36 m/min. for X, Y & Z Axes, Rigid tapping, Tool shank BT - 40, Base plate packing for basic machine, Panel Cooler for electrical Cabinet, Spindle, Fanuc Beta8 Motor & Drive along with 4th Axis feature + interfacing suitable for URQ180/200 model and pneumatic Braking, etc Purpose - Machining / Turning & Milling | 20,10,000 | 15 | 301.50 | Quotation received from Ace Designers Ltd dated October 7, 2024 having reference number AMS0624-27 | Valid till 60 days from the quotation |
| 3 | ACE Flat Bed CNC Chucker LC-12 / COLT LM including Fanuc Oi | 12,10,000 | 15 | 181.50 | Quotation received from Ace Designers | Valid till 60 days |

| Sr No | Expense Category & Purpose | Price Per Unit (₹) | Quantity | Total Amount (₹ in Lakhs) | Quotation Received From, Date and Reference Number | Validity of Quotation |
|-------|--|--------------------|----------|---------------------------|--|---------------------------------------|
| | TF Plus, Spindle Motor Power: 5.5 kW 15 mins. Rating / 3.7 kW continuous rating, Table mounted Gang type tooling, AC Unit etc Purpose - Machining / Turning & Milling | | | | Ltd dated October 7, 2024 having reference number AMS0624-28 | from the quotation |
| 4 | Smarturn CNC Lathe - Fanuc with standard features including Coolant nozzle above headstock Foot switch for operation of chuck & Tailstock Pitch error and backlash compensation First fill of oils and lubricants in Machine Graphic Display Absolute Encoder Manual Pulse generator One set of maintenance tools CNC system FANUC Oi TF Plus Colour : Off white and grey Coolant system Purpose - Machining / Turning | 17,75,000 | 18 | 319.50 | Quotation received from Lakshmi Machine Works Limited dated October 7, 2024 having reference number OP/OBSC PERFE/2024-07-10/02:17 | Valid till 60 days from the quotation |
| 5 | J1 CNC Vertical Machining Centre - Fanuc with standard features and accessories including precision, preloaded ball screw and nut assemblies Pitch error and backlash compensation C Frame design Automatic centralized lubrication system Coolant flush for chip cleaning Full Cover "T" nuts for table Rigid Tapping Graphics Hand held coolant gun Machine light Purpose - Machining / Turning & Milling | 25,95,000 | 10 | 259.50 | Quotation received from Lakshmi Machine Works Limited dated October 7, 2024 having reference number OP/OBSC PERFE/2024-03-08/05:12 | Valid till 60 days from the quotation |
| 6 | LL20MYL5 CNC Turnmill Centre - Fanuc with standard features and accessories | 47,16,000 | 2 | 94.32 | Quotation received from Lakshmi Machine Works | Valid till 60 days from the quotation |

| Sr No | Expense Category & Purpose | Price Per Unit (₹) | Quantity | Total Amount (₹ in Lakhs) | Quotation Received From, Date and Reference Number | Validity of Quotation |
|-------|--|--------------------|----------|---------------------------|---|---------------------------------------|
| | including 60 degree inclination to horizontal plane High resolution encoder ± 10 arcsecs. Programmable hydraulic spindle brake Roller LM guide ways for axis traverses Manual pulse generator Automatic centralized lubrication system Built-in AC for control cubicle (Indigenous) Footswitch for operation of chuck One set of maintenance tools Sliding door interlock Y axis stroke ± 50 mm. Colour Off White & Grey Purpose - Machining / Turning | | | | Limited dated October 7, 2024 having reference number OP/OBSC PERFE/2024-03-08/05:20 | |
| 7 | CNC Centreless Grinding Machine model CLG 5025 Conventional including High quality Cast Iron ribbed structure Bed, regulating wheel spindles with Antifriction bearings for high load bearing capacity, Rigid out board support with NNK 3013 bearings Purpose - Machining / Grinding | 48,60,000 | 6 | 291.60 | Quotation received from Micromatic Grinding Technologies Ltd. dated October 7, 2024 having reference number MGTB/SAEG/S PM-C/ 24-25/318/T12 | Valid till 60 days from the quotation |
| | Total | | | 1,542.00 | | |

(1) Quotation received in Japanese Yen (JPY). Currency conversion rate considered is 1 JPY is equal to 0.56 INR

(2) All amounts are exclusive of applicable taxes

(3) all quotations are valid as on the date of filing Red Herring Prospectus

All quotations received from the vendors mentioned above are valid as on the date of this Red Herring Prospectus. However, we are yet to place any orders for the total capital expenditure. We have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the equipment or provide the service at the same costs. If there is any increase in the costs of equipment, the additional costs shall be paid by our Company from its internal accruals. The quantity of equipment to be purchased is based on the present estimates of our management. Our Company shall have the flexibility to deploy such equipment in relation to the capital expenditure or such other equipment as may be considered appropriate, according to the business or engineering requirements of such facilities, subject to the total amount to be utilized towards purchase of such equipment not exceeding ₹ 1,542 lakhs. See, “Risk Factors – Risk factor 16- We intend to utilise a portion of the Net Proceeds for

purchase of Machinery. We have not entered into any definitive arrangements to utilize certain portions of the Net Proceeds of the Issue. Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been independently appraised by a bank or a financial institution.” on page 31.

2. Funding capital expenditure requirements towards purchase of machinery for our existing manufacturing facility at Pune, Maharashtra. (“Proposed Expansion at Unit IV”)

Our current facilities at Pune Unit I and Unit II are operating at optimal capacity. To meet the anticipated rise in demand for precision engineering components, we plan to invest in new machinery for Unit IV. This strategic investment aims to maximize production efficiency and capitalize on economies of scale at Unit IV, located at Gat No. 417, Nighoje, near Hotel Maha Laxmi and Mess, Nighoje, Chakan, Pune- 410501, Maharashtra, Taluka-Khed, with a total manufacturing area of 12,000 square feet, has been leased for five years starting from March 01, 2024. The civil and structural work at this site has been completed using the company's internal funds. The next step is to purchase the necessary machinery to commence commercial production of precision engineering components. No second-hand or used machinery are proposed to be purchased out of the Net Proceeds.

Our Company proposes to utilize ₹ 1,517.00 lakhs from the Net Proceeds towards purchase of machinery and equipment in Unit IV which will increase overall installed capacity for production of precision engineering components by 25,00,000 Nos.

a. Capacity and Schedule of Implementation

The installed capacity of the Unit IV is proposed to be an aggregate of Nos. 2,08,333 per month as per the certificate dated October 09, 2024, issued by M/s. Niyo Value Experts Private Limited, Independent Chartered Engineer and is expected to commence production by April 2025.

| Sr. No | Particulars | Status / Expected commencement date | Expected completion date |
|--------|--|-------------------------------------|--------------------------|
| 1. | Land acquisition | Completed | |
| 2. | Site development, civil and structural works | Completed | |
| 3. | Planning and procurement of equipment | December 2024 | February 2025 |
| 4. | Erection and installation of equipment | February 2025 | February 2025 |
| 5. | Trial run | March 2025 | |
| 6. | Commencement of commercial production | April 2025 | |

b. Detailed break up of capital expenditure towards purchase of Machinery:

Our Company intends to purchase machinery and equipment and install at the said unit, which includes Citizen Sliding Head Stock CNC Lathe, CNC Vertical Machining Centre, Flat Bed CNC Chucker, Circular Sawing Machine, CNC Cylindrical Grinding Machine and 3D CNC CMM. The details of costing of such machinery are set forth below:

| Sr No | Expense Category & Purpose | Price Per Unit (In ₹) | Quantity | Total Amount (₹ in Lakhs) | Quotation Received From, Date and Reference Number | Validity of Quotation |
|-------|---|-----------------------|----------|---------------------------|---|-----------------------------|
| 1 | Citizen Sliding Head Stock CNC Lathe A20-3F7 (Package 3) (Basic) Purpose - Machining / Turning & Milling ⁽¹⁾ | 36,12,000 | 3 | 108.36 | Quotation received from Marubeni Corporation dated October 7, 2024 having | Valid till December 6, 2024 |

| Sr No | Expense Category & Purpose | Price Per Unit (In ₹) | Quantity | Total Amount (₹ in Lakhs) | Quotation Received From, Date and Reference Number | Validity of Quotation |
|-------|---|-----------------------|----------|---------------------------|---|---------------------------------------|
| | | | | | reference number YT762304C-D485 | |
| 2 | CNC Vertical Machining Centre Model: 430V Fanuc, 20 Station tool magazine, CNC System Fanuc 0i-MF+ with 10.4" Colour LCD, Rapid traverse of 36 / 36 / 36 m/min. for X, Y & Z Axes, Rigid tapping, Tool shank BT – 40, Base plate packing for basic machine, Panel Cooler for electrical Cabinet, Spindle, Fanuc Beta8 Motor & Drive along with 4th Axis feature + interfacing suitable for URQ180/200 model and pneumatic Braking, etc Purpose - Machining / Turning & Milling | 20,10,000 | 10 | 201 | Quotation received from Ace Designers Ltd dated October 7, 2024 having reference number AMS0624-29 | Valid till 60 days from the quotation |
| 3 | ACE Flat Bed CNC Chucker LC-12 / COLT LM including Fanuc Oi TF Plus, Spindle Motor Power: 5.5 kW 15 mins. Rating / 3.7 kW continuous rating, Table mounted Gang type tooling, AC Unit etc Purpose - Machining / Turning | 12,10,000 | 15 | 181.5 | Quotation received from Ace Designers Ltd dated October 7, 2024 having reference number AMS0624-30 | Valid till 60 days from the quotation |
| 4 | Citizen Sliding Head Stock CNC Lathe A20-3F7 (Package) Purpose - Machining / Turning & Milling ⁽¹⁾ | 45,08,000 | 3 | 135.24 | Quotation received from Marubeni Corporation dated October 7, 2024 having reference number LM825210B-C492 | Valid till December 6, 2024 |
| 5 | Citizen Sliding Head Stock CNC Lathe L32-1M8 Purpose - Machining / Turning & Milling ⁽¹⁾ | 59,36,000 | 1 | 59.36 | Quotation received from Marubeni Corporation dated October 7, 2024 having reference number | Valid till December 6, 2024 |

| Sr No | Expense Category & Purpose | Price Per Unit (In ₹) | Quantity | Total Amount (₹ in Lakhs) | Quotation Received From, Date and Reference Number | Validity of Quotation |
|-------|---|-----------------------|----------|---------------------------|---|---------------------------------------|
| | | | | | LM825210B-C492 | |
| 6 | Circular Sawing Machine Model Sonic Fanc-80 Purpose - Machining / Cutting | 24,00,000 | 8 | 192.00 | Quotation received from Zeal Tech Automation dated October 7, 2024 having reference number ZTA/KT91/56 4738290 | Valid till 60 days from the quotation |
| 7 | CNC Cylindrical Grinding Machine model IG 50 CNC including High quality Cast Iron Bed, Grinding axis base, Preloaded ball screws Nut for X & Z axis with flexible couplings, Antifriction preloaded cross roller guide ways for X & Z axis (Swiss-Make), Automatic continuous lubrication for X & Z axes guideways with dedicated lubrication unit, Safety Interlock for Work head belt breakage and spindle orientation, Power pack unit - 40 ltr capacity with necessary interlocks through pressure and level switch, 2 axis CNC system with digital servo drives and absolute encoders for X & Z axis, Automatic wheel dressing and size compensation after dressing, Separate coolant line for diamond dresser Purpose - Machining / Grinding | 70,85,000 | 8 | 566.80 | Quotation received from Micromatic Grinding Technologies Ltd. Dated October 7, 2024 having reference number MGTB/SAEG /SPM -I/24-25/022/T67 | Valid till 60 days from the quotation |
| 8 | 3D CNC CMM Model: Contura 7/7/6 with Vast XT Gold Probe System, measuring range X = 700 mm, Y = 700 mm, Z = 600 mm Purpose - Inspection | 72,73,159 | 1 | 72.74 | Quotation received from Carl Zeiss India (Bangalore) Pvt. Ltd. dated October 7, 2024 having reference | Valid till 60 days from the quotation |

| Sr No | Expense Category & Purpose | Price Per Unit (In ₹) | Quantity | Total Amount (₹ in Lakhs) | Quotation Received From, Date and Reference Number | Validity of Quotation |
|-------|----------------------------|-----------------------|----------|---------------------------|--|-----------------------|
| | | | | | number 8823471906 | |
| | Total | | | 1,517.00 | | |

(1) Quotation received in Japanese Yen (JPY). Currency conversion rate considered is 1 JPY is equal to 0.56 INR

(2) All amounts are exclusive of applicable taxes

(3) all quotations are valid as of the date of filing Red Herring Prospectus

All quotations received from the vendors mentioned above are valid as on the date of this Red Herring Prospectus. However, we are yet to place any orders for the total capital expenditure. We have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the equipment or provide the service at the same costs. If there is any increase in the costs of equipment, the additional costs shall be paid by our Company from its internal accruals. The quantity of equipment to be purchased is based on the present estimates of our management. Our Company shall have the flexibility to deploy such equipment in relation to the capital expenditure or such other equipment as may be considered appropriate, according to the business or engineering requirements of such facilities, subject to the total amount to be utilized towards purchase of such equipment not exceeding ₹ 1,517 lakhs. See, “Risk Factors – Risk factor 13- We intend to utilise a portion of the Net Proceeds for purchase of Machinery. We have not entered into any definitive arrangements to utilize certain portions of the Net Proceeds of the Issue. Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been independently appraised by a bank or a financial institution.” on page 31.

c. Government Approvals

In relation to the Unit IV, we are required to obtain certain approvals, which are routine in nature, from certain governmental or local authorities, the status of which is provided below as per Chartered Engineer certificate dated October 09, 2024, issued by M/s. Niyo Value Experts Private Limited, Independent Chartered Engineer.

| Sr No. | Particulars | Authority | Status |
|--------|--------------------------|--|---------------------|
| 1. | Consent to establishment | Maharashtra Pollution Control Board | Applied |
| 2. | Fire Noc | Pune Metropolitan Regional Development Authority | Pending application |
| 3. | Factory License | Directorate of Industrial Safety and Health, Government of Maharashtra | Applied |
| 4. | Consent to Operate | Maharashtra Pollution Control Board | Applied |

3. Funding Working Capital Requirements of the Company

We are a precision metal component manufacturer offering a diversified suite of precision engineering products which are high-quality engineered parts across end-user industries and geographies. We primarily cater to top original equipment manufacturers (“OEMs”) who ultimately supply various components and parts to top automotive manufacturing companies of India. In non-automotive sector, we cater to manufacturers of Defense, Marine & Telecommunication Infrastructure industries. We intend to expand our production capabilities at Unit III & Unit IV by acquiring new machinery and equipment. We believe this investment will boost our production output thus allowing us to meet growing customer demand and generate increased revenue. However, with the increase in production capacity, we will be required to maintain a higher level of raw materials. This will result in an increase in raw material inventory. Once the production is done, it will also increase in inventory of finished goods. And with the increase in sales, our trade receivables will also increase. All these factors may result in an increase in the quantum of working capital requirements. Our

Company proposes to utilize ₹ 1,666.00 lakhs towards funding its working capital requirements in the ordinary course of business.

Basis of estimation of working capital requirement

Our Company's working capital needs for a specific period are influenced by various factors, such as the size and timing of orders to be fulfilled, the size of the order backlog, and customer payment terms. Our working capital requirements for the period ended August 31, 2024, Fiscal 2024, 2023, and 2022 were ₹ 3,572.46 lakhs, ₹ 2,915.21 lakhs, ₹ 1,649.85 lakhs, ₹ 885.21 lakhs, respectively. Based on historical trends, we anticipate a significant increase in our working capital requirements

Our revenue from operations for Fiscals 2022 to 2024, has grown at a CAGR of 42.64%. The table below shows our revenue from operations for the period ended August 31, 2024, Fiscal 2024, 2023, and 2022:

| Particulars | For the period ended August 31, 2024 | For the year ended March 31, 2024 | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|--------------------------------------|---|--|--|--|
| Revenue from Operations (₹ in Lakhs) | 5,652.60 | 11,503.03 | 9,635.85 | 5,653.41 |

Our business is working capital intensive, and we fund a majority of our working capital requirements in the ordinary course of business from internal accruals and by entering into financing arrangements with various banks and financial institutions. For detail of working capital facilities availed by our Company, see "*Financial Indebtedness*" on page 248

Existing working capital requirements

Set forth below are the working capital of our Company, as on Fiscals 2024, 2023 and 2022 respectively:

| Particulars | For the period ended August 31, 2024 (Audited) | For the year ended March 31, 2024 (Audited) | For the year ended March 31, 2023 (Audited) | For the year ended March 31, 2022 (Audited) |
|---|---|--|--|--|
| <i>Current Assets</i> | | | | |
| Inventories | 1,858.93 | 1,490.56 | 861.91 | 677.41 |
| Trade receivables | 3,481.95 | 2,152.94 | 1,996.70 | 1,558.10 |
| Cash and bank balances | 80.12 | 58.41 | 60.51 | 39.49 |
| Other financial assets and current assets | 453.47 | 547.95 | 404.59 | 149.90 |
| Total Current Assets (A) | 5,874.47 | 4,249.86 | 3,323.71 | 2,424.90 |
| <i>Current Liabilities</i> | | | | |
| Trade payables | 1,866.07 | 1,159.21 | 1,530.34 | 1,399.69 |
| Short-term Provisions & Other current liabilities | 435.94 | 175.44 | 143.52 | 140.00 |
| Total Current Liabilities (B) | 2,302.01 | 1,334.65 | 1,673.86 | 1,539.69 |
| Net Working Capital Requirements (A-B) | 3,572.46 | 2,915.21 | 1,649.85 | 885.21 |
| <i>Source of funds</i> | | | | |
| Borrowing / Internal accruals | 3,572.46 | 2,915.21 | 1,649.85 | 885.21 |

Estimated working capital requirements

The estimates of the working capital requirements for the Financial Year 2025 and 2026 have been prepared based on the management estimates of future financial performance. The projection has been prepared using set of assumptions that include assumptions about future events and management's action that are not necessarily expected to occur. On the basis of existing and estimated working capital requirement of our

Company on an audited standalone basis, and assumptions for such working capital requirements, our Board pursuant through its resolution dated October 09, 2024 has approved the projected working capital requirements for the Financial Year 2025 and 2026 and the proposed funding of such working capital requirements as set forth below:

| Particulars | For the year ended March 31, 2026 (Estimated) | For the year ended March 31, 2025 (Estimated) |
|---|---|---|
| Current Assets | | |
| Inventories | 1,337.97 | 1,484.32 |
| Trade receivables | 4,509.18 | 3,938.40 |
| Cash and bank balances | 1,907.16 | 675.04 |
| Other financial assets and current assets | 795.37 | 583.05 |
| Total Current Assets (A) | 8,549.69 | 6,680.82 |
| Current Liabilities | | |
| Trade payables | 2,412.80 | 2,017.42 |
| Short-term Provisions & Other current liabilities | 274.16 | 259.34 |
| Total Current Liabilities (B) | 2,686.96 | 2,276.77 |
| Net Working Capital Requirements (A-B) | 5,862.73 | 4,404.05 |
| Source of funds | | |
| Borrowing / Internal accruals | 5,296.73 | 3,304.05 |
| Proceeds from the Issue | 566.00 | 1,100.00 |

Our working capital requirements have increased from FY 2022 to FY 2024 on account of increase in revenue from operations which has more than doubled from FY 2022 to FY 2024 i.e. ₹ 5,653.41 lakhs in FY 2022 to ₹ 11,503.03 lakhs in FY 2024. This has translated into a CAGR growth of 42.64% from FY 2022 to FY 2024. This growth in revenue from FY 2022 to FY 2024 can be attributed to increase in production, serving new customers, increasing share of business from our existing customers. Our revenue from operations for the period ended August 31, 2024 was ₹ 5,652.60 lakhs.

Below are the reasons for increase in revenue from operations:

- **Increased in production:**

Below are the year wise details of production done by us and growth rate in production:

| Products | Units | FY 2021-22 | FY 2022-23 | FY 2023-24 |
|------------------------------------|--------|------------|----------------|---------------|
| Unit I | | | | |
| Machined Components | Nos | 45,70,000 | 1,28,90,000 | 1,45,70,000 |
| <i>Growth in production (in %)</i> | | | <i>182.06%</i> | <i>13.03%</i> |
| Unit II | | | | |
| Investment casting | M Tone | - | 360 | 360 |
| <i>Growth in production (in %)</i> | | - | - | <i>NIL</i> |
| Machined Components | Nos | - | 21,60,000 | 30,00,000 |
| <i>Growth in production (in %)</i> | | - | - | <i>38.89%</i> |
| Unit III | | | | |
| Machined Components | Nos | - | - | 10,20,000 |
| <i>Growth in production (in %)</i> | | - | - | - |

- **Increase in number of customers**

Over the last 3 financial years and period ended August 31, 2024, our customer base has also increased:

| Particulars | FY 2021-22 | FY 2022-23 | FY 2023-24 | FY 2024-25 (April - August) |
|--------------------------------|------------|------------|------------|--------------------------------|
| Existing Customers | 14 | 26 | 51 | 72 |
| New Customers | 12 | 25 | 21 | 7 |
| No. of unique customers | 26 | 51 | 72 | 79 |

Increase in our revenue from operations has also resulted in increase in our inventories and trade receivables. Our inventories have increased by 120% from ₹ 677.41 lakhs in FY 2022 to ₹ 1,490.56 lakhs in FY 2024. However, we have maintained our inventory turnover ratio in the range of 9.27 times in FY 2022, 12.52 times in FY 2023 and 9.78 times in FY 2024. Our inventories for the period ended August 31, 2024, was ₹ 1,858.93 lakhs. Our trade receivables have increased by 38% from ₹ 1,558.10 lakhs in FY 2022 to ₹ 2,152.94 lakhs in FY 2024. However, we have maintained our trade receivables turnover ratio in the range of 4.08 times in FY 2022, 5.42 times in FY 2023 and 5.54 times in FY 2024. Our trade receivables for the period ended August 31, 2024, was ₹ 3,481.95 lakhs. This has resulted in increase in overall working capital requirements of our Company from FY 2022 to period ended August 31, 2024.

Holding levels and key assumptions for working capital requirements

The following table sets forth the details of the holding period (with days rounded to the nearest whole number) considered for the period ended August 31, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022, based on financial statements, as well as estimated for Fiscal 2025 and Fiscal 2026.

| Particulars | For the year ended March 31, 2026 (Estimated) | For the year ended March 31, 2025 (Estimated) | For the period ended August 31, 2024 (Audited) | For the year ended March 31, 2024 (Audited) | For the year ended March 31, 2023 (Audited) | For the year ended March 31, 2022 (Audited) |
|-------------------|--|--|---|--|--|--|
| Inventories | 22 | 31 | 45 | 37 | 29 | 39 |
| Trade Receivables | 65 | 64 | 76 | 66 | 67 | 90 |
| Trade Payables | 75 | 72 | 90 | 103 | 95 | 131 |

Key justifications for holding levels

| Particulars | Justification |
|-------------|---|
| Inventories | <p>From FY 2022 to FY 2024, we have maintained our inventory days in the range of 29 days to 39 days. Our inventories increased by 120% from ₹ 677.41 lakhs in FY 2022 to ₹ 1,490.56 lakhs in FY 2024. Our inventories for the period ended August 31, 2024, was ₹ 1,858.93 lakhs. This is primarily due to increase in our revenue from operations which has also doubled from FY 2022 to FY 2024. However, from FY 2022 to FY 2024, we maintained inventory days in largely the same in range of 29 days to 39 days. Inventory days for the period ended August 31, 2024, was 45 days. This was primarily driven by consistent demand for auto components. We prioritized our requirements ensuring that enough raw materials and finished products were available to meet customer demands, which resulted in relatively high absolute inventory levels.</p> <p>From FY 2025 onwards, we estimated our inventory days to reduce to 31 days in FY 2025 and subsequently reduce to 22 days in FY 2026. This reduction in estimate of inventory days is due to improved inventory management and faster turnover and substantial improvements in our production processes by strategically locating facilities close to our customers. This will be achieved through added focus on</p> |

| Particulars | Justification |
|-------------------|---|
| | <p>managing inventory and efficiently managing supply chain. Also, it will be achieved through optimizing batch sizes for smaller, more efficient runs, closely collaborating with suppliers to ensure timely deliveries and reduce lead times and employing automated systems and RFID/barcode technologies for accurate, real-time tracking of raw materials and finished goods.</p> <p>By strategically investing in state-of-the-art machinery, including advanced Swiss turning machines with full automation capabilities. This, combined with efficient production planning and timely delivery of goods, will enable us to maintain a faster inventory turnover. Also, since we purchase raw materials from our promoter group entity, it will also help us in maintaining better inventory management.</p> |
| Trade Receivables | <p>In FY 2022, when our revenue from operations were ₹ 5,653.41 lakhs, we had a trade receivables day of 90 days. Giving a 90 day credit to our customers was a result of our strategy to offer extended credit terms to our customers in order to build strong business relationships. This approach helped us gain traction and encouraged more orders, which contributed to our faster growth which resulted in our revenue from operations increased by 70% from ₹ 5,653.41 lakhs in FY 2022 to ₹ 9,635.85 lakhs in FY 2023. From FY 2023 onwards, post substantial increase in our revenue from operations, we had improved our trade receivables days from 90 days FY 2022 to 67 days in FY 2023 and 66 days in FY 2024. Our trade receivables days for the period ended August 31, 2024, was 76 days. As customer relationships matured and since our company had already established itself with marquee customer, our company could enforce better payment terms subsequently bringing it as per industry standards. This led to a reduction in the time it took to collect payments, improving overall cash flow.</p> <p>In FY 2025 and FY 2026 we expect our trade receivables days to be in the range of 64 days to 65 days. Our company will continue to manage its credit collection mechanism in the same manner while maintaining strong relationships with customers. We also intend to diversify our customer base and increase exports revenue. By spreading out the risk and reducing dependence on a few customers, our company will improve collection efficiency. With a growing scale of operations, better manufacturing facilities, quality products, our company will be able to bargain for better credit terms. As the business becomes more financially stable, our company will have more leverage to enforce quicker payment terms with both new and existing customers</p> |
| Trade Payables | <p>In FY 2022, our company had trade payables turnover days of 131 days. The support from our suppliers on extended payment cycle allowed our company to conserve cash and focus on growing its operations. As our company's operations grew more stable, we began to reduce our trade payables days to 95 days in FY 2023 and 103 days in FY 2024. Our trade payables days reduced to 90 days in period ended August 31, 2024. This was part of a strategic effort to strengthen supplier relationships and gain access to occasional discounts for early payments.</p> <p>Looking ahead, we anticipate a decrease in our trade payables turnover days to 72 days in FY 2025 and 75 days in FY 2026, due to our increased financial stability ensuring timely payments and optimizing working capital management. Timely payments will further enhance our company's relationships with suppliers, leading to better negotiation terms for future orders and faster delivery times.</p> |

Note: Pursuant to the certificate dated October 09, 2024 issued by our Peer Review Auditors, M/s. PK Chand and Co., Chartered Accountants

4. General corporate purposes

Our Company proposes to deploy the balance proceeds, aggregating to ₹ [●] lakhs, towards general corporate purposes as approved by our management from time to time, subject to such utilisation not exceeding 25% of the gross proceeds, in compliance with the SEBI ICDR Regulations. The general corporate purposes for which

our Company proposes to utilise net proceeds include, business development initiatives, meeting any expense including salaries, rent, administration costs, insurance premiums, repairs and maintenance, payment of taxes and duties, and similar other expenses incurred in the ordinary course of our business or towards any exigencies. The quantum of utilisation of funds towards each of the above purposes will be determined by our board, based on the amount actually available under this head and the business requirements of our Company, from time to time, subject to compliance with applicable law.

In addition to the above, our Company may utilise the net proceeds towards other purposes considered expedient and as approved periodically by our board, subject to compliance with necessary provisions of the Companies Act. Our Company's management shall have flexibility in utilising surplus amounts, if any. Our management will have the discretion to revise our business plan from time to time and consequently our funding requirement and deployment of funds may change. This may also include rescheduling the proposed utilization of net proceeds. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of net proceeds in a financial year, we will utilize such unutilized amount in the subsequent financial years.

Means of finance

We propose to fund the requirements of the Objects detailed above from the Net Proceeds. Accordingly, we confirm that there is no requirement to make firm arrangements of finance to be made through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Fresh Issue and existing identifiable internal accruals.

Issue related expenses

The break-up for the estimated issue related expenses are as set forth below:

| Activity expense | Amount (₹ in lakhs) | Percentage of total estimated issue expenses ⁽¹⁾ | Percentage of issue size ⁽¹⁾ |
|---|------------------------|---|--|
| Issue relating expenses such as fees to Book Running Lead Manager Fixed Fee, Registrar to the Issue, Legal Advisors, Auditors, statutory advertisements and other expenses incurred / to be incurred including promotional expenses | [●] | [●] | [●] |
| Underwriting commission, brokerage and selling commission (including Commission/ processing fees for SCSBs, Sponsor Bank, Members of the Syndicate, Registered Brokers, RTAs and CDPs ⁽²⁾⁽³⁾) | [●] | [●] | [●] |
| Listing fees, Stock Exchange processing/ listing fees, software fees, Depositories' fees, other regulatory expenses and sundry expenses. | [●] | [●] | [●] |
| Total estimated Issue expenses | [●] | [●] | [●] |

Notes:

1. The fund deployed towards issue expenses is ₹ 11.00 lakhs pursuant to certificate issued by our Peer Review Auditors M/s PK Chand & Co., Chartered Accountants dated October 9, 2024, and the same will be recouped out of issue expenses.
2. Includes Selling commission payable to registered broker, SCSBs, RTAs, CDPs on the portion directly procured

from Retail Individual Applicants and Non – Institutional Applicants, would be 0.15 % on the allotment amount on the application wherein shares are allotted.

- 3. Includes commission/Processing fees of ₹ 10 per valid application forms for SCSBs. In case the total processing fees payable to SCSBs exceeds Rupees One lakhs, then the amount payable to SCSBs would be proportionately distributed based on the number of valid applications such that the total Processing Fees payable does not exceed ₹ One lakhs.*

Interim use of Net Proceeds

The Net Proceeds pending utilisation for the purposes stated in this section, shall be deposited only with scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as amended. In accordance with Section 27 of the Companies Act, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Bridge Financing Facilities

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

Monitoring Utilization of Funds

As the size of the Issue will not exceed ₹ 10,000 Lakhs, the appointment of Monitoring Agency would not be required as per Regulation 262(1) of the SEBI ICDR Regulations. Our Board and the management will monitor the utilization of the Net Issue Proceeds through our audit committee. Pursuant to Regulation 32 of the SEBI Listing Regulations, our Company shall on half-yearly basis disclose to the Audit Committee the Application of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this 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.

Variation in Objects

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

Other confirmations

No part of the Net Proceeds will be paid by our Company as consideration to our Promoters, Promoter Group, our Directors, our Key Management Personnel or our Group Company. Except in the normal course of business and in compliance with applicable law, there are no existing or anticipated transactions in relation to utilisation of Net Proceeds with our Promoters, Promoter Group, our Directors, our Key Management Personnels or our Group Company.

Further, pursuant to the issue, the Net Proceeds received by our Company shall only be utilised for objects identified by our Company and for general corporate purposes and none of our Promoter, Promoter Group, Group Company of our Company, as applicable, shall receive a part of or whole Net Proceeds directly or indirectly.

BASIS OF THE ISSUE PRICE

The Price Band and the Issue Price will be determined by our Company in consultation with the BRLM, and on the basis of assessment of market demand for the Equity Shares Issued through 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 Floor Price is [●] times the face value and the Cap Price is [●] times the face value.

Investors should refer to “*Risk Factors*”, “*Our Business*”, “*Restated Financial Statements*” and “*Management Discussion and Analysis of Financial Position and Results of Operations*” on pages 31, 132, 193 and 238, 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

- Manufacturing facilities situated at two of the most prominent auto hubs of India
- Strategic advantage through streamlined supply chain with adjacent raw material supplier
- Qualified employee base and proven management team
- Consistent financial performance

For further details, see “*Risk Factors*” and “*Our Business*” on pages 31 and 132, respectively.

Quantitative Factors

The information presented in this section is derived from our Restated Financial Statements. For details, see “*Restated Financial Statements*” on page 193. 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 |
|-----------------------------------|------------------|--------------------|--------|
| Fiscal 2024 | 6.84 | 6.84 | 3 |
| Fiscal 2023 | 2.56 | 2.56 | 2 |
| Fiscal 2022 | 2.02 | 2.02 | 1 |
| Weighted Average | 4.61 | 4.61 | |
| For period ended August 31, 2024* | 3.38 | 3.38 | |

*Not annualized

Notes:

- Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights, i.e. (EPS x weight) for each year divided by the total of weights.*
- Basic and diluted EPS are based on the Restated Financial Information.*
- The face value of each Equity Share is ₹10.*
- Earnings per Share (₹) = Profit after tax excluding exceptional items attributable to equity shareholders for the year/period divided by the weighted average no. of equity shares. The weighted average number of Equity Shares outstanding during the year.*
- Basic EPS and diluted EPS calculations are in accordance with Accounting Standard 20 ‘Earnings per Share’.*
- The above statement should be read with significant accounting policies and the notes to the Restated Financial Information.*

2. Price / Earning (P/E) Ratio in relation to Price band 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 EPS as at March 31, 2024 | [●] | [●] |
| b) P/E ratio based on Diluted EPS as at March 31, 2024 | [●] | [●] |

* To be updated at Prospectus stage.

Industry Price / Earning (P/E) Ratio

Based on the peer company information (excluding our Company) given below in this section:

| Particulars | P/E ratio |
|-------------|--------------|
| Industry | |
| Highest | 26.58 |
| Lowest | 17.78 |
| Average | 22.18 |

Notes: P/E ratio has been computed based on the closing market price of equity shares on BSE as on October 04, 2024 divided by the diluted EPS for the year ended March 31, 2024.

3. Return on Net Worth (RONW):

| Year ended | RoNW (%) | Weight |
|-----------------------------------|----------------|--------|
| Fiscal 2024 | 40.61 % | 3 |
| Fiscal 2023 | 25.61% | 2 |
| Fiscal 2022 | 27.11% | 1 |
| Weighted Average | 33.36 % | |
| For period ended August 31, 2024* | 27.11% | |

*Not annualized

Notes:

- RoNW = Net Profit after tax, as restated divided by Net-worth, as restated (Net worth include share capital and reserves and surplus)
- The figures disclosed above are based on the Restated Financial Statements of our Company.

4. Net Asset Value (NAV) per Equity Share

| Financial Year | Net Asset Value per equity shares |
|--|-----------------------------------|
| Net Asset Value per Equity Share as of August 31, 2024 | 20.22 |
| Net Asset Value per Equity Share as of March 31, 2024 | 16.85 |
| After Completion of the Issue | |
| - At the Floor Price | [●] |
| - At the Cap Price | [●] |
| Issue Price | [●] |

Notes:

- Net asset value per equity share is calculated as net worth as of the end of relevant period divided by the weighted average number of equity shares outstanding at the end of the period. Net worth represents the aggregate value of equity share capital, instruments entirely equity in nature and other equity and are based on Restated Financial Information.

5. Comparison with listed industry peer:

Following is the comparison with our peer companies listed in India:

| Name Of The Company | For the year ended 2024 | | | | | | |
|--------------------------------------|-------------------------|-----------------------------|-----------|-------------|----------------------------|-------------------------|--------------------------|
| | Face value (₹) | Revenue from operations | Basic EPS | Diluted EPS | P/E (based on Diluted EPS) | Return on net worth (%) | NAV per Equity Share (₹) |
| | | (₹ in lakhs) ⁽¹⁾ | (₹) | (₹) | | | |
| OBSC Perfection Limited | 10 | 11,503.03 | 6.84 | 6.84 | [●] | 40.61% | 16.85 |
| Peer Group | | | | | | | |
| RACL Geartech Limited | 10 | 40,952.00 | 36.54 | 36.54 | 26.58 | 19.24% | 189.96 |
| Talbros Automotive Component Limited | 10 | 77,826.68 | 17.82 | 17.82 | 17.78 | 20.47% | 87.02 |

Source: All the financial information for listed industry peers mentioned above is on Standalone basis as available sourced from the financial Reports of the peer company uploaded on the BSE website for the year ended March 31, 2024

Notes:

1. P/E Ratio has been computed based on the closing market price of equity shares on the BSE website on October 04, 2024 divided by the Diluted EPS.
2. Net Profit after tax, as restated divided by Net-worth, as restated (Net worth include share capital and reserves and surplus)
3. NAV is computed as the closing net worth divided by the outstanding weighted average number of equity shares.

Investors should read the above mentioned information along with “Risk Factors”, “Our Business”, “Management Discussion and Analysis of Financial Position and Results of Operations” and “Financial Information” on pages 31, 132, 238 and 193, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the “Risk Factors” and you may lose all or part of your investments.

6. 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 analysing the growth of various verticals.

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

| KPI | Explanations |
|-----------------------------------|--|
| Revenue from Operations (₹ lakhs) | Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business. |

| KPI | Explanations |
|-----------------------------|---|
| Total Revenue | Total Revenue is used to track the total revenue generated by the business including other income. |
| Operating EBITDA (₹ lakhs) | Operating EBITDA provides information regarding the operational efficiency of the business. |
| Operating EBITDA Margin (%) | Operating EBITDA Margin is an indicator of the operational profitability and financial performance of our business. |
| Profit After Tax (₹ lakhs) | Profit after tax provides information regarding the overall profitability of the business. |
| PAT Margin | PAT Margin is an indicator of the overall profitability and financial performance of our business. |
| RoE (%) | RoE provides how efficiently our Company generates profits from shareholders' funds. |
| Return on Capital Employed | ROCE provides how efficiently our Company generates earnings from the capital employed in the business. |
| Debt to Equity Ratio | Debt-to-equity (D/E) ratio is used to evaluate a company's financial leverage |
| Current Ratio | It tells management how business can maximize the current assets on its balance sheet to satisfy its current debt and other payables. |

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated October 09, 2024 and the members of the Audit Committee have verified the details of all KPIs pertaining to the 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 RHP. Further, the KPIs herein have been certified by M/s PK Chand & Co., by their certificate dated October 09, 2024.

Financial KPI of our Company

| Sr No. | Metric | For the period ended August 31, 2024* | As of and for the Fiscal | | |
|--------|---|---------------------------------------|--------------------------|----------|----------|
| | | | 2024 | 2023 | 2022 |
| 1 | Revenue From operations (₹ in Lakhs) | 5,652.60 | 11,503.03 | 9,635.85 | 5,653.41 |
| 2 | Total Income (₹ in Lakhs) | 5,700.15 | 11,611.41 | 9,691.03 | 5,672.42 |
| 3 | Operating EBITDA (₹ in Lakhs) | 1,031.99 | 2,076.10 | 973.81 | 708.39 |
| 4 | Operating EBITDA Margin (%) | 18.26% | 18.05% | 10.11% | 12.53% |
| 5 | Profit/(loss) after tax for the year/ period (₹ in Lakhs) | 603.05 | 1,221.21 | 457.39 | 360.11 |
| 6 | Net profit Ratio/ Margin (%) | 10.67% | 10.62% | 4.75% | 6.37% |
| 7 | Return on Equity (ROE) (%) | 16.70% | 40.61% | 25.61% | 27.11% |
| 8 | Return on Capital Employed (ROCE) (%) | 11.83% | 31.49% | 20.07% | 18.45% |
| 9 | Debt to Equity Ratio | 1.38 | 1.38 | 1.87 | 1.43 |
| 10 | Current Ratio | 1.65 | 1.45 | 1.06 | 1.35 |

*Not annualized

Notes:

- As certified by M/s PK Chand & Co, Chartered Accountants pursuant to their certificate dated October 09, 2024. The Audit committee in its resolution dated October 09, 2024 has confirmed that the Company has not disclosed any KPIs to any investors at any point of time during the three years preceding the date of this Red Herring Prospectus other than as disclosed in this section.
- Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
- Operating EBITDA refers to earnings before interest, taxes, depreciation, amortization less other income.
- Operating EBITDA Margin refers to Operating EBITDA during a given period as a percentage of revenue from operations during that period.
- Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes by revenue from operations.
- Return on equity (RoE) is equal to profit for the year divided by the total equity and is expressed as a percentage.

- g) *RoCE (Return on Capital Employed) (%) is calculated as operating EBIT divided by capital employed. Capital employed is calculated as total assets less current liabilities for that period.*
- h) *Debt to Equity ratio is calculated by dividing the total debt by total equity.*
- i) *Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.*

See “Management Discussion and Analysis of Financial Position and Results of Operations” on page 238 for the reconciliation and the manner of calculation of our key financial performance indicators.

For further information in relation to historical use of such KPIs by our Company to monitor the operational and/or financial performance of our Company, “*Our Business—Key Performance Indicators*” on pages 132.

Comparison of financial KPIs and Operational KPIs of our Company and our listed peer.

| Metric | OBSC Perfection Limited | | | RACL Geartech | | | Talbro Automotive | | |
|---------------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| | As of and for the Fiscal 2024 | As of and for the Fiscal 2023 | As of and for the Fiscal 2022 | As of and for the Fiscal 2024 | As of and for the Fiscal 2023 | As of and for the Fiscal 2022 | As of and for the Fiscal 2024 | As of and for the Fiscal 2023 | As of and for the Fiscal 2022 |
| Revenue From operations (₹ in Lakhs) | 11,503.03 | 9,635.85 | 5,653.41 | 40,952.00 | 35,820.98 | 27,121.96 | 77,826.68 | 64,718.32 | 57,724.03 |
| Total revenue (₹ in lakhs) | 11,611.41 | 9,691.03 | 5,672.42 | 41,527.00 | 36,734.37 | 27,504.61 | 79,086.35 | 65,338.27 | 58,491.39 |
| Operating EBITDA (₹ in lakhs) | 2,076.10 | 973.81 | 708.39 | 9,588.00 | 8,164.15 | 5,718.82 | 17,327.87 | 9,917.03 | 8,334.29 |
| Operating EBITDA Margin (%) | 18.05% | 10.11% | 12.53% | 23.41% | 22.79% | 21.09% | 22.26% | 15.32% | 14.44% |
| Profit after tax (₹ in lakhs) | 1,221.21 | 457.39 | 360.11 | 3,940.00 | 3,743.01 | 2,390.78 | 10,997.63 | 5,557.70 | 4,488.62 |
| PAT Margin (%) | 10.62% | 4.75% | 6.37% | 9.62% | 10.45% | 8.81% | 14.13% | 8.59% | 7.78% |
| Return on Equity (ROE) (%) | 40.61% | 25.61% | 27.11% | 19.24% | 22.35% | 18.19% | 20.47% | 15.12% | 14.87% |
| Return on Capital Employed (ROCE) (%) | 31.49% | 20.07% | 18.45% | 22.90% | 26.65% | 20.71% | 27.23% | 20.87% | 21.10% |
| Debt to Equity Ratio | 1.38 | 1.87 | 1.43 | 1.41 | 1.21 | 1.26 | 0.18 | 0.24 | 0.30 |
| Current Ratio | 1.45 | 1.06 | 1.35 | 1.09 | 1.14 | 1.23 | 1.38 | 1.30 | 1.23 |

Notes:

- a) *Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.*
- b) *Operating EBITDA refers to earnings before interest, taxes, depreciation, amortization less other income.*
- c) *Operating EBITDA Margin refers to operating EBITDA during a given period as a percentage of revenue from operations during that period.*
- d) *Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes by revenue from operations.*
- e) *Return on equity (RoE) is equal to profit for the year divided by the total equity and is expressed as a percentage.*

- f) *RoCE (Return on Capital Employed) (%) is calculated as operating EBIT divided by capital employed. Capital employed is calculated as total assets less current liabilities for that period.*
- g) *Debt to Equity ratio is calculated by dividing the total debt by total equity.*
- h) *Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.*

7. Weighted average cost of acquisition (“WACA”), floor price and cap price

(a) The price per share of our Company based on the primary / new issue of shares (equity / convertible securities)

There have been no primary/ new issue of Equity Shares or convertible securities, excluding shares issued under ESOP/ESOS and issuance of 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 our Company (calculated based on the pre-Issue capital before such transaction(s) and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days

(b) The price per share of our Company based on secondary sale/ acquisitions of shares (equity / convertible securities)

There have been no secondary sale/ acquisitions of Equity Shares or any convertible securities, where our Promoters, members of our Promoter Group or Shareholder(s) having the right to nominate director(s) in the Board of Directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this RHP, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-Issue capital before such transaction(s) and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days

Since there are no such transactions to report to under (a) and (b) therefore, information based on last five primary or secondary transactions (secondary transactions where our Promoters/ members of our Promoter Group or Shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction), during the three years prior to the date of this Red Herring Prospectus irrespective of the size of transactions, is as below

| Primary Transactions | | | | | | |
|---|-------------------------------|---------------------------------|----------------------------------|---------------------|-------------------------|----------------------------------|
| Date of allotment | No. of equity shares allotted | Face value per equity share (₹) | Issue price per equity share (₹) | Nature of allotment | Nature of consideration | Total Consideration (in ₹ Lakhs) |
| March 18, 2024 | 59,50,000 | 10 | - | Bonus Issue | Other than Cash | - |
| Weighted average cost of acquisition (WACA) | | | | | | NIL |

| Secondary Transactions | | | | | | | | | |
|------------------------|--------------------|--------------------|-------------------|----------------------|--------------------------|-------------------------|-----------------------|-------------------------|---------------------|
| Date of Transfer | Name of Transferor | Name of Transferee | No. of Securities | Nature of Securities | Face value of Securities | Price of securities (₹) | Nature of transaction | Nature of consideration | Total Consideration |
| March 01, 2024 | Saksham Leekha | Ashwani Leekha | 1,87,500 * | Equity Share | 10 | - | Gift | Other than Cash | - |
| March 05, 2024 | Saksham Leekha | Sakshi Leekha | 8,74,650 * | Equity Share | 10 | - | Gift | Other than Cash | - |

| Secondary Transactions | | | | | | | | | |
|---|--------------------|--------------------|-------------------|----------------------|--------------------------|-------------------------|-----------------------|-------------------------|---------------------|
| Date of Transfer | Name of Transferor | Name of Transferee | No. of Securities | Nature of Securities | Face value of Securities | Price of securities (₹) | Nature of transaction | Nature of consideration | Total Consideration |
| March 20, 2024 | Saksham Leekha | Manya Leekha | 1 | Equity Share | 10 | 10 | Transfer | Cash | 10 |
| March 20, 2024 | Saksham Leekha | Renu Leekha | 1 | Equity Share | 10 | 10 | Transfer | Cash | 10 |
| March 20, 2024 | Saksham Leekha | Aarush Leekha | 1 | Equity Share | 10 | 10 | Transfer | Cash | 10 |
| Weighted average cost of acquisition (WACA) | | | | | | | | | NIL |

* Adjusted for bonus shares allotted in the ratio of one equity share for every two equity shares pursuant to allotment dated March 18, 2024.

Floor price and cap price being [●] times the weighted average cost of acquisition (WACA) based on primary/secondary transaction(s) as disclosed in terms of clause (a) and (b), shall be disclosed in the following manner:

| Past Transactions | Weighted average cost of acquisition | Floor Price | Cap Price |
|--|--------------------------------------|-------------|-----------|
| | (₹) | ₹[●] | ₹[●] |
| WACA of Equity Shares that were issued by our Company | N.A. | N.A. | N.A. |
| WACA of Equity Shares that were acquired or sold by way of secondary transactions | N.A. | N.A. | N.A. |
| Since there were no primary or secondary transactions of equity shares of our Company during the 18 months preceding the date of filing of this Red Herring Prospectus, the information has been disclosed for price per share of our Company based on the last five primary or secondary transactions where our Promoters/members of our Promoter Group or Shareholder(s) having the right to nominate director(s) on the Board of our Company, are a party to the transaction, during the three years prior to the date of filing of this Red Herring Prospectus irrespective of the size of the transaction, is as below: | | | |
| a) Based on primary issuances | NIL | [●] | [●] |
| b) Based on secondary transactions | NIL | [●] | [●] |

8. 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 along with our Company's key performance indicators for the period ended August 31, 2024, Fiscals 2024, 2023 and 2022.

[●]*

*To be included upon finalization of Price Band

9. The Issue Price is [●] times of the Face Value of the Equity Shares.

The Issue Price of ₹ [●] has been determined by our Company in consultation with the BRLM, on the basis of market demand from investors for Equity Shares, as determined through the Book Building Process, and is justified in view of the above qualitative and quantitative parameters. Investors should read the above-mentioned information along with "Risk Factors", "Our Business", "Management Discussion and Analysis of Financial Position and Results of Operations" and "Financial Information" on pages 31, 132, 238 and 193, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "Risk Factors" and you may lose all or part of your investments.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY ITS SHAREHOLDERS

To,

The Board of Directors
OBSC Perfection Limited
6-F, M-6, Uppal Plaza,
District Centre, Jasola,
New Delhi-110025

Dear Sir(s):

Sub: Proposed initial public offering of equity shares of ₹ 10 each (the “Equity Shares”) of OBSC Perfection Limited (the “Company” and such offering, the “Issue”)

We report that the enclosed statement in **Annexure A**, states the possible special tax benefits available to the Company and to its shareholders under the applicable tax laws presently in force in India including the Income Act, 1961 (‘Act’), as amended by the Finance Act, 2023 i.e. applicable for FY 2024-25 and AY 2025-26 and other direct tax laws 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 statute. Hence, the **OBSC Perfection Limited** or its shareholders to derive the stated possible special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfil.

The benefits discussed in the enclosed annexure are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue. We are neither suggesting nor advising the investor to invest money based on this statement.

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

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

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

The benefits discussed in the enclosed statement are not exhaustive nor are they conclusive. The contents stated in the annexure are based on the information, explanations and representations obtained from the Company.

We hereby give consent to include this statement of tax benefits in the Draft Red Herring Prospectus, Red Herring Prospectus, the Prospectus and submission of this certificate as may be necessary, to the Stock Exchange/ SEBI/ any regulatory authority and/or for the records to be maintained by the Book Running Lead Manager in connection with the Issue and in accordance with applicable law.

Terms capitalized and not defined herein shall have the same meaning as ascribed to them in the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus.

Yours sincerely,

**For and on behalf of M/s PK Chand & Co.
Chartered Accountants
Firm Registration Number: 512371C**

Sd/-

**Prashant Kumar Chand (Partner)
ICAI Membership Number: 091046
UDIN: 24091046BKFLZV5510
Date: October 09, 2024
Place: New Delhi**

Annexure-A

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholder under the Income Tax Act 1961 (read with the rules, circulars and notifications issued in connection thereto), as amended by the Finance Act, 2021 presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

A. SPECIAL TAX BENEFITS TO THE COMPANY UNDER THE INCOME TAX ACT, 1961 (THE “ACT”)

Except as mentioned herein, there are no possible special tax benefits available to the company under Income Tax Act, 1961 read with the relevant Income Tax Rules, 1962, the Customs Tariff Act, 1975, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 and Goods and Services Tax (Compensation to States) Act, 2017 read with the relevant Central Goods and Services Tax Rules, 2017, Integrated Goods and Services Tax Rules, 2017, Union Territory Goods and Services Tax Rules, State Goods and Services Tax Rules, 2017 and notifications issued under these Acts and Rules and the foreign trade policy.

1. Lower corporate tax rate on income of domestic companies – Section 115BAA of the Income-tax Act, 1961 (*‘the IT Act’*)

The Taxation Laws (Amendment) Act, 2019 introduced section 115BAA wherein domestic companies are entitled to avail a concessional tax rate of 22% (plus applicable surcharge and cess) on fulfillment of certain conditions. The option to apply this tax rate is available from Financial Year (‘FY’) 2019-20 relevant to Assessment Year (‘AY’) 2020-21 and the option once exercised through filing of Form 10IC on the Income tax portal shall apply to subsequent assessment years. The concessional tax rate of 22% is subject to the company not availing any of the following deductions under the provisions of the IT Act:

Section 10AA: Tax holiday available to units in a Special Economic Zone

Section 32(1)(iia): Additional depreciation

Section 32AD: Investment allowance.

Section 33AB/33ABA: Tea coffee rubber development expenses/site restoration expenses

Section 35(1)/35(2AA)/ 35(2AB): Expenditure on scientific research

Section 35AD: Deduction for capital expenditure incurred on specified businesses.

Section 35CCC/35CCD: expenditure on agricultural extension /skill development

Chapter VI-A except for the provisions of section 80JJAA and section 80M

The total income of a company availing the concessional rate of 25.168% (i.e., 22% along with surcharge of 10% and health and education cess of 4%) is required to be computed without set-off of any carried forward loss and depreciation attributable to any of the aforesaid deductions/incentives. A company can exercise the option to apply for the concessional tax rate in its return of income filed under section 139(1) of the IT Act. Further, provisions of Minimum Alternate Tax (‘MAT’) under section 115JB of the IT Act shall not be applicable to companies availing this reduced tax rate, thus, any carried forward MAT credit also cannot be claimed.

The provisions do not specify any limitation/condition on account of turnover, nature of business or date of incorporation for opting for the concessional tax rate. Accordingly, all existing as well as new domestic companies are eligible to avail this concessional rate of tax.

Note: The Company has opted the lower rate under section 115BAA of the IT Act in the FY 2019-20 relevant to the AY 2020-21 as mentioned in the Section 115BAA for which declaration (Form 10IC) has already been filed with the tax authorities.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS UNDER THE INCOME TAX ACT, 1961 (THE “ACT”)

Long term capital gains on transfer on shares on which Securities Transactions Tax has been paid will be subject to tax in the hands of shareholders as per the provisions of Section 112A of the Act at 12.5% (plus applicable surcharge and cess)

Short term capital gains arising on transfer of shares on which Securities Transactions Tax has been paid will be subject to tax in the hands of shareholders as per the provisions of Section 111A of the Act at 20% (plus applicable surcharge and cess)

Non-resident shareholders including foreign portfolio investors may choose to be governed by the provisions of Double Taxation Avoidance Agreement, to the extent they are more beneficial

Notes:

- 1. We have not considered the general tax benefits available to the Company, or shareholders of the Company.*
- 2. The above is as per the Tax Laws as on date.*
- 3. The above Statement of possible special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of Equity Shares.*
- 4. This Statement does not discuss any tax consequences in any country outside India of an investment in the Equity Shares. The subscribers of the Equity Shares in the country other than India are urged to consult their own professional advisers regarding possible income –tax consequences that apply to them*

SECTION V- ABOUT THE COMPANY INDUSTRY OVERVIEW

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

Industry sources and publications are also prepared based on information as on specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts, and assumptions that may prove to be incorrect and, accordingly, investment decisions should not be based on such information. You should read the entire Draft Red Herring Prospectus, including the information contained in the sections titled “Risk Factors” and “Financial Statements” and related notes beginning on page 31 and 193 of this Draft Red Herring Prospectus.

GLOBAL OUTLOOK

Global growth broadly unchanged amid persistent services inflation:

Global growth is projected to be in line with the April 2024 World Economic Outlook (WEO) forecast, at 3.2 percent in 2024 and 3.3 percent in 2025. However, varied momentum in activity at the turn of the year has somewhat narrowed the output divergence across economies as cyclical factors wane and activity becomes better aligned with its potential. Services price inflation is holding up progress on disinflation, which is complicating monetary policy normalization. Upside risks to inflation have thus increased, raising the prospect of higher-for-even-longer interest rates, in the context of escalating trade tensions and increased policy uncertainty. To manage these risks and preserve growth, the policy mix should be sequenced carefully to achieve price stability and replenish diminished buffers.

Global activity and world trade firmed up at the turn of the year, with trade spurred by strong exports from Asia, particularly in the technology sector. Relative to the April 2024 WEO, first quarter growth surprised on the upside in many countries, although downside surprises in Japan and the United States were notable. In the United States, after a sustained period of strong outperformance, a sharper-than-expected slowdown in growth reflected moderating consumption and a negative contribution from net trade. In Japan, the negative growth surprise stemmed from temporary supply disruptions linked to the shutdown of a major automobile plant in the first quarter. In contrast, shoots of economic recovery materialized in Europe, led by an improvement in services activity. In China, resurgent domestic consumption propelled the positive upside in the first quarter, aided by what looked to be a temporary surge in exports belatedly reconnecting with last year’s rise in global demand. These developments have narrowed the output divergences somewhat across economies, as cyclical factors wane and activity becomes better aligned with its potential.

Meanwhile, the momentum on global disinflation is slowing, signaling bumps along the path. This reflects different sectoral dynamics: the persistence of higher-than-average inflation in services prices, tempered to some extent by stronger disinflation in the prices of goods. Nominal wage growth remains brisk, above price inflation in some countries, partly reflecting the outcome of wage negotiations earlier this year and short-term inflation expectations that remain above target. The uptick in sequential inflation in the United States during the first quarter has delayed policy normalization. This has put other advanced economies, such as the euro area and Canada, where underlying inflation is cooling more in line with expectations, ahead of the United States in the easing cycle. At the same time, a number of central banks in emerging market economies remain cautious in regard to cutting rates owing to external risks triggered by changes in interest rate differentials and associated depreciation of those economies’ currencies against the dollar.

Overview of the World Economic Outlook Projections:

| Particulars | 2023 | 2024 | 2025 |
|---|------|------|------|
| World Output | 3.3 | 3.2 | 3.3 |
| Advanced Economies | 1.7 | 1.7 | 1.8 |
| United States | 2.5 | 2.6 | 1.9 |
| Euro Area | 0.5 | 0.9 | 1.5 |
| Germany | -0.2 | 0.2 | 1.3 |
| France | 1.1 | 0.9 | 1.3 |
| Italy | 0.9 | 0.7 | 0.9 |
| Spain | 2.5 | 2.5 | 2.1 |
| Japan | 1.9 | 0.7 | 1.0 |
| United Kingdom | 0.1 | 0.7 | 1.5 |
| Canada | 1.2 | 1.3 | 2.4 |
| Other Advanced Economies | 1.8 | 2.0 | 2.2 |
| Emerging Market and Developing Economies | 4.4 | 4.3 | 4.3 |
| Emerging and Developing Asia | 5.7 | 5.4 | 5.1 |
| China | 5.2 | 5.0 | 4.5 |
| India | 8.2 | 7.0 | 6.5 |
| Emerging and Developing Europe | 3.2 | 3.2 | 2.6 |
| Russia | 3.6 | 3.2 | 1.5 |
| Latin America and Caribbean | 2.3 | 1.9 | 2.7 |
| Brazil | 2.9 | 2.1 | 2.4 |
| Mexico | 3.2 | 2.2 | 1.6 |
| Middle East and Central Asia | 2.0 | 2.4 | 4.0 |
| Saudi Arabia | -0.8 | 1.7 | 4.7 |
| Sub-Saharan Africa | 3.4 | 3.7 | 4.1 |
| Nigeria | 2.9 | 3.1 | 3.0 |
| South Africa | 0.7 | 0.9 | 1.2 |
| Emerging market and Middle-Income Economies | 4.4 | 4.2 | 4.2 |
| Low-Income Developing Countries | 3.9 | 4.4 | 5.3 |

***For India, data and forecasts are presented on a fiscal year basis, with FY 2023/2024 (starting in April 2023) shown in the 2023 column. India's growth projections are 7.3 percent in 2024 and 6.5 percent in 2025 based on calendar year.*

Inflation Outlook: Global inflation will continue to decline:

In advanced economies, the revised forecast is for the pace of disinflation to slow in 2024 and 2025. That is because inflation in prices for services is now expected to be more persistent and commodity prices higher. However, the gradual cooling of labor markets, together with an expected decline in energy prices, should bring headline inflation back to target by the end of 2025. Inflation is expected to remain higher in emerging market and developing economies (and to drop more slowly) than in advanced economies. However, partly thanks to falling energy prices, inflation is already close to pre pandemic levels for the median emerging market and developing economy.

Future-Proofing the Economy: -

As output gaps start to close and inflation recedes, policymakers face two tasks: persevering with restoring price stability and addressing the legacies of recent crises, including replenishing lost buffers and durably uplifting growth. In the near term, this will require careful calibration and sequencing of the policy mix. In countries where upside risks to inflation—including those arising through external channels—have materialized, central banks should refrain from easing too early and remain open to further tightening should it become necessary. Where inflation data encouragingly signal a durable return to price stability, monetary policy easing should proceed gradually, which would simultaneously provide room for the required fiscal consolidation to take place. Fiscal slippages over the past year in some countries could require a stance significantly tighter than envisaged. As the space for fiscal maneuver narrows, commitments to achieving fiscal consolidation targets should be earnestly adhered to, aided by sound fiscal frameworks and resource mobilization

In emerging markets and developing economies, recent policy divergences highlight the need to manage the risks of currency and capital flow volatility. Given that economic fundamentals remain the main factor in dollar appreciation, the appropriate response is to allow the exchange rate to adjust, while using monetary policy to keep inflation close to target. Foreign reserves should be used prudently and preserved to deal with potentially worse outflows in the future, in line with the IMF's Integrated Policy Framework. To the extent possible, macroprudential policies should mitigate vulnerabilities from large exposures to foreign-currency-denominated debt.

Source - [World Economic Outlook Update, July 2024: The Global Economy in a Sticky Spot \(imf.org\)](#)

INDIAN OUTLOOK

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. India's gross domestic product (GDP) at current prices in the second quarter (Q2) of 2023-24 is estimated to be Rs. 71.66 trillion (US\$ 861.2 billion), as against Rs. 65.67 trillion (US\$ 789.2 billion) in Q2 of 2022-23, showing a growth rate of 9.1%. Strong domestic demand for consumption and investment, along with Government's continued emphasis on capital expenditure are seen as among the key driver of the GDP in the first half of FY24. In 2023-24 (April-December), India's service exports stood at US\$ 247.92 billion. Furthermore, India's overall exports (services and merchandise) in 2023-24 (April-December) were estimated at US\$ 565.04 billion. Rising employment and substantially increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

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

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

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

Market Size:

Real GDP or GDP at Constant (2011-12) Prices in the year 2023-24 is estimated at Rs. 173.82 lakh crores (US\$ 2.08 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 160.71 lakh crores (US\$ 1.92 trillion). The growth in real GDP during 2023-24 is estimated at 8.2% as compared to 7.0% in 2022-23. There are 113 unicorn startups in India, with a combined valuation of over US\$ 350 billion. As many as 14 tech startups are expected to list in 2024 Fintech sector poised to generate the largest number of future unicorns in India. With India presently has the third-largest unicorn base in the world. The government is also focusing on renewable sources by achieving 40% of its energy from non-fossil sources by 2030. India is committed to achieving the country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, 'Panchamrit'. Moreover, India ranked 3rd in the renewable energy country attractive index.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 to 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between same time period. The current account deficit stood at US\$ 8.3 billion, or 1% of GDP, in the second quarter of fiscal 2023-24 as compared to US\$ 9.2 billion or 1.1% of GDP in the preceding quarter.

Exports fared remarkably well during the pandemic and aided recovery when all other growth engines were losing steam in terms of their contribution to GDP. Going forward, the contribution of merchandise exports may

waver as several of India's trade partners witness an economic slowdown. According to Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles Mr. Piyush Goyal, Indian exports are expected to reach US\$ 1 trillion by 2030.

Recent Developments:

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

- As of July 5, 2024, India's foreign exchange reserves stood at US\$ 657.15 billion.
- According to HSBC Flash India PMI report, business activity surged in April to its highest level in about 4 years as well as sustained robust demand. The composite index reached 62.2, indicating continuous expansion since August 2021, alongside positive job growth and decreased input inflation, affirming India's status as the fastest-growing major economy.
- In May 2024, India saw a total of US\$ 6.9 billion in PE-VC investments.
- Merchandise exports in June 2024 stood at US\$ 35.20 billion, with total merchandise exports of US\$ 109.96 billion during the period of April 2024 to June 2024.
- Merchandise exports in December 2023 stood at US\$ 38.45 billion, with total merchandise exports of US\$ 505.15 billion during the period of April-December (2023-24).
- In May 2024, the overall IIP (Index of Industrial Production) stood at 154.2. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 136.5, 149.7 and 229.3, respectively, in May 2024.
- Foreign Institutional Investors (FII) inflows between April-July (2023-24) were close to Rs. 80,500 crore (US\$ 9.67 billion), while Domestic Institutional Investors (DII) sold Rs. 4,500 crore (US\$ 540.56 million) in the same period. As per depository data, Foreign Portfolio Investors (FPIs) invested Rs. 261,856 crore (US\$ 31.5 billion) in India during April-December (2023-24).
- The wheat procurement during RMS 2023-24 (till May) was estimated to be 262 lakh metric tonnes (LMT) and the rice procured in KMS 2023-24 was 385 LMT. The combined stock position of wheat and rice in the Central Pool is over 579 LMT (Wheat 312 LMT and Rice 267 LMT).

Government Initiatives:

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

- On January 22, 2024, Prime Minister Mr. Narendra Modi announced the 'Pradhan Mantri Suryodaya Yojana'. Under this scheme, 1 crore households will receive rooftop solar installations.
- In order to enhance India's manufacturing capabilities by increasing investment and production in the sector, the government of India has introduced the Production Linked Incentive Scheme (PLI) for Pharmaceuticals.
- Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Prime Minister of India Mr. Narendra Modi launched the Make in India initiative with an aim to boost the country's manufacturing sector and increase the purchasing power of the average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the government has also come up with the Digital India initiative,

which focuses on three core components: the creation of digital infrastructure, delivering services digitally, and increasing digital literacy.

- National Bank for Financing Infrastructure and Development (NaBFID) is a bank that will provide non-recourse infrastructure financing and is expected to support projects from the first quarter of FY23; it is expected to raise Rs. 4 trillion (US\$ 53.58 billion) in the next three years.
- The Government of India is expected to increase public health spending to 2.5% of the GDP by 2025.

Road Ahead:

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

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

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

Source - [Indian Economy Growth Rate & Economic System Insights | IBEF](#)

INDIAN AUTO COMPONENTS SECTOR IN INDIA

Introduction

India has become the fastest-growing economy in the world in recent years. This fast growth, coupled with rising incomes, a boost in infrastructure spending and increased manufacturing incentives, has accelerated the automobile industry. The two-wheeler segment dominated the automobile industry because of the Indian middle class, with automobile sales standing at 23.85 million units in FY24.

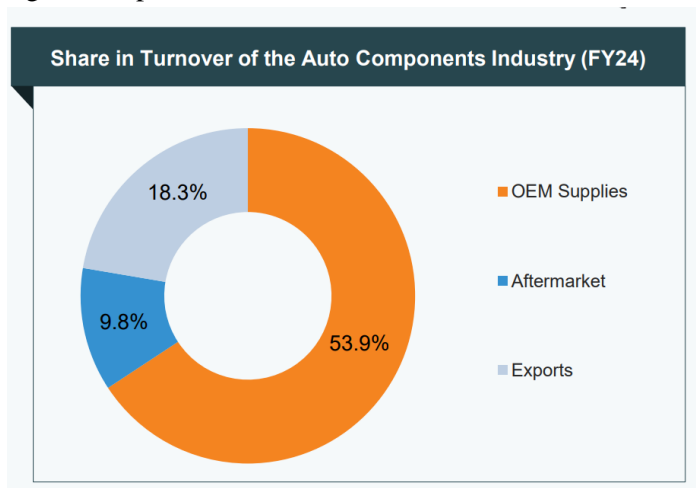
Significant demand for automobiles also led to the emergence of more original equipment and auto components manufacturers. As a result, India developed expertise in automobiles and auto components, which helped boost international demand for Indian automobiles and auto components. Hence, the Indian automobile industry has a considerable impact on the auto component industry.

India's auto component industry is an important sector driving macroeconomic growth and employment. The industry comprises players of all sizes, from large corporations to micro entities, spread across clusters throughout the country. The auto components industry accounted for 2.3% of India's GDP and provided direct employment to more than 1.5 million people. By 2026, the automobile component sector will contribute 5-7% of India's GDP. The Automotive Mission Plan (2016-26) projects to provide direct incremental employment to 3.2 million by 2026.

The Indian auto components industry is expected to grow to US\$ 200 billion by FY26. This growth will be backed by strong export demand which is expected to rise at an annual rate of 23.9% to reach US\$ 80 billion by 2026 due to the high development prospects in all vehicle industry segments.

Market Size

India's auto components industry's market share has significantly expanded, led by increasing demand for automobiles by the growing middle class and exports globally. Due to the Oz670 growth in demand for Indian auto components, several Indian and international players have entered the industry. India's auto component industry is broadly classified into organised and unorganised sectors. While the unorganised sector consists of low-valued items and mostly serves the aftermarket category, the organised sector serves OEMs and includes high-value precision instruments.



The automobile component industry turnover stood at Rs. 6.14 lakh crore (US\$ 74.1 billion) during FY24, registering a revenue growth of 9.8% as compared to FY23. Domestic OEM supplies contributed ~54% to the industry's turnover, followed by domestic aftermarket (~10%) and exports (~18%), in FY24. The component sales to OEMs in the domestic market grew by 8.9% to Rs. 5.18 lakh crore (US\$ 62.4 billion). The aftermarket for auto components grew by 10.0% during FY24 reaching Rs. 9.38 lakh crore (US\$ 11.3 billion). Over FY16 to FY24, the automotive components industry

registered a CAGR of 8.63%, reaching US\$ 74.1 billion in FY24.

As per the Automobile Component Manufacturers Association (ACMA) forecast, auto component exports from India are expected to reach US\$ 30 billion by 2026. The auto component industry is projected to record US\$ 200 billion in revenue by 2026. Strong international demand and resurgence in the local original equipment and aftermarket segments are predicted to help the auto component industry grow 20-23% in FY22.

In fiscal year 2023-24 (April-January), the total number of automobiles sold was 19.72 million units. In (April-January) 2023-24, the total production of passenger vehicles, commercial vehicles, three-wheelers, two-wheelers, and quadricycles was 23.36 million units.

Recent Investments/Developments

- The Indian automobile sector recorded an inflow of huge investments from domestic and foreign manufacturers. FDI inflow in the sector stood at US\$ 36.26 billion between April 2000-March 2024 which is around 5.00% of the total FDI inflows in India during the same period. Some of the recent investments made/planned for the auto component sector are as follows:
- Honda R&D (India) Private Limited, has inaugurated its new Solution R&D Center in Bengaluru, Karnataka. The company has established a global objective to attain carbon neutrality across all its products and corporate activities by the year 2050.
- Apollo tires, which holds a 25% share of India's passenger-car radial segment in the aftermarket, aims to enhance its presence in rural areas across the country.
- Bharat Forge will invest Rs. 1,000 crore (US\$ 119 million) over a period of five years in Tamil Nadu to enhance production capacity for the long term.
- In October 2023, Tata Motors signed a definitive agreement to acquire a 27% stake in Freight Tiger, a software-as-a-service (SaaS) company, for Rs. 150 crore (US\$ 17.99 million).

- Ola Electric IPO to be the first auto company in India to launch an IPO in over two decades (20 years). It has an expected size of Rs. 8,500 crore (US\$ 1.01 billion).
- The global move towards electric vehicles will generate new opportunities for automotive suppliers. The mass conversion to electric vehicles may generate a US\$ 300 billion domestic market for electric vehicle (EV) batteries in India by 2030.
- The industry is estimated to be worth US\$ 200 billion contributing 5-7% of India's GDP by 2026. The Automotive Mission Plan (2016-26) projects to provide direct incremental employment to 3.2 million by 2026.

Government Initiatives

- The Government has reaffirmed its commitment towards EVs and its mission for 30% electric mobility by 2030. Budget announced customs duty exemption on the import of capital goods and machinery required for the manufacture of lithium-ion batteries that typically power EVs.
- The Bharat New Car Assessment Program (BNCAP) will not only strengthen the value chain of the auto component sector, but it will also drive the manufacturing of cutting-edge components, encourage innovation, and foster global excellence.
- The FAME Scheme was extended for a further period of 2 years up to 31st March, 2024.
- The Government of India's Automotive Mission Plan (AMP) 2006-26 has been instrumental in ensuring growth for the sector. The Indian automobile industry is expected to achieve a turnover of US\$ 300 billion by 2026 by expanding at a CAGR of 15% from its current revenue of US\$ 74 billion.
- The government's AMP 2016-26 will help the automotive industry grow and will benefit the economy in the following ways:
 - 1) The auto industry's GDP contribution will rise to over 12%.
 - 2) Additional 65million direct and indirect jobs will be created.
 - 3) End-of-life policy will be implemented for old vehicles.

Road Ahead

- The rapidly globalising world is creating newer opportunities for the transportation industry, especially while shifting towards electric, electronic and hybrid cars, which are deemed more efficient, safe and reliable modes of transportation. Over the next decade, this will lead to newer verticals and opportunities for auto component manufacturers. To help them adjust to the shifting dynamics of the sector, the Indian government has already offered various production incentives. India is also investing heavily in electric car infrastructure.
- As the automotive industry continues to evolve, the auto components sector will play a crucial role in shaping the future of mobility. Collaboration with automakers, investment in research and development, and adaptation to changing regulations will be key factors for success in this dynamic and competitive market.
- Manufacturers in this industry are focusing on developing sustainable solutions, lightweight materials, and efficient production processes to meet the evolving needs of the automotive sector. Additionally, there is a growing emphasis on digitalization and data analytics to optimize operations and enhance product performance.
- By FY28, the Indian auto industry aims to invest US\$ 7 billion (Rs. 58,000 crore) to boost localization of advanced components like electric motors and automatic transmissions, reducing imports and leveraging 'China Plus One' trend.

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

INDIAN ENGINEERING SECTOR OUTLOOK

The engineering sector is the largest of the industrial sectors in India. It accounts for 27% of the total factories in the industrial sector and represents 63% of the overall foreign collaborations. Demand for engineering sector services is being driven by capacity expansion in industries like infrastructure, electricity, mining, oil and gas, refinery, steel, automobiles, and consumer durables.

Imports of Electrical Machinery in India increased to US\$ 12.30 billion in FY24. The Indian electrical equipment industry comprises of two broad segments, Generation equipment (boilers, turbines, generators) and Transmission & Distribution (T&D) and allied equipment like transformers, cables, transmission lines, etc. The sector contributes about 8% to the manufacturing sector in terms of value, and 1.5% to overall GDP. Incentives for capacity addition in power generation will further increase the demand for electrical machinery.

The quick estimates of Index of Industrial Production (IIP) for FY24 came at 156.2, improving from 146.7 in FY23.

The electrical equipment market share in India is expected to increase from US\$ 52.98 billion in 2022 to US\$ 125 billion by 2027, implying a robust CAGR of 11.68%. The domestic electrical equipment market is expected to grow at an annual rate of 12% to reach US\$ 72 billion by 2025.

Earthmoving equipment sales grew by 23% YoY in second quarter of FY 2024, as the total equipment numbers sold increased to 22,334.

Foundry industry has a turnover of approx. US\$ 20 billion with exports of approx. US\$ 3.54 billion.

There are 750–800 domestic Medical Devices manufacturers in India, with an average investment of US\$ 2.3–2.7 million and an average turnover of US\$ 6.2-6.9 million.

The Indian industrial fasteners market was valued at US\$ 9,064 million in 2022 and is projected to reach US\$ 17,868 million by 2030, registering a CAGR of 7.9% during the forecast period (2023-2030).

The Indian agricultural equipment market has reached a value US\$ 10.25 billion in 2023 and is anticipated to grow at a CAGR of 5.24% through 2029.

The Indian machine tool market size reached US\$ 1.5 billion in 2023 and is expected to reach US\$ 3.2 billion by 2032, exhibiting a growth rate (CAGR) of 8.2% during 2024-32.

The Indian automated material handling (AMH) market was valued at US\$ 1,353.8 million in 2020 and is expected to go up to US\$ 2,739.34 million by 2026 at a CAGR of 12.7%.

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

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. You should read 'Forward-Looking Statements' on page 22 for a discussion of the risks and uncertainties related to those statements. You should also read 'Risk Factors', 'Restated Financial Statements' and 'Management's Discussion and Analysis of Financial Condition and Results of Operations' on pages 31, 193 and 238, 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.

Our fiscal year ends on March 31 of each year, and references to a particular fiscal are to the twelve months ended March 31 of that year. Unless otherwise indicated, the financial information included herein is based on our Restated Financial Information included in this Red Herring Prospectus. For further information, see 'Financial Statements' on page 189. The manner in which operational and financial performance indicators are calculated and presented, and the assumptions and estimates underlying, and, used in such calculation, may vary from that used by other similarly placed companies in India and other jurisdictions. Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and are cautioned that they should consult their own advisors and evaluate such information in the context of the Restated Financial Information and other information relating to our business and operations included in this Red Herring Prospectus.

OVERVIEW

We are a precision metal component manufacturer offering a diversified suite of precision engineering products which are high-quality engineered parts across end-user industries and geographies. We primarily cater to top original equipment manufacturers (“OEMs”) who ultimately supply various components and parts to top automotive manufacturing companies of India. In non-automotive sector, we cater to manufacturers of Defense, Marine & Telecommunication Infrastructure industries. At present, our core expertise lies in serving the automotive industry i.e. supplying OEMs, however, we're actively expanding our reach beyond automotive, leveraging our capabilities to develop a strong presence in defense, marine, and telecommunication infrastructure sectors. As a result of which, currently, majority of our business comes from auto industry and defense, marine, and telecommunication infrastructure sectors forms a small portion of our business. We largely supply to our domestic customers, however, we have an international presence also through export sales.

We recorded an increase in our revenue from operations by 103.47% from ₹ 5,653.41 lakhs in the financial year 2022 to ₹ 11,503.03 lakhs in the financial year 2024 on account of increased capacity to meet growing demand of existing customers in addition to new customers addition and also foraying into new industries like Defense and Marine over last 3 years led to increase in revenue. While our Profit after Tax have increased by 239.12% from ₹ 360.11 lakhs in the financial year 2022 to ₹ 1,221.21 lakhs in the financial year 2024 on account of increasing scale of revenue with addition of new machineries which led to improved operational efficiency.

We operate out of four strategically located manufacturing facilities with three of our manufacturing facilities including our principal manufacturing facilities at Pune, Maharashtra, a prominent auto hub i.e. Unit I (principal manufacturing facility), Unit II, Unit IV and one at Chennai, Tamil Nadu, another major automotive centre. This strategic placement allows us to be close to our core customers – Original Equipment Manufacturers (OEMs) in the automotive industry. This proximity translates to several advantages, including streamlined logistics, faster response times, and deeper collaboration with our valued clients, etc.

We manufacture a wide range of precision metal components including but not limited to cut blanks, shafts / spline shafts, torsion rods, piston rods, rack bar semi-finished, pinion, drive shafts, gear shifters, cable end fittings, sensor boss, sleeves, push plate, hubs, housing – brass and aluminium, fork bolt, fasteners, connectors, ball pin, ball pin housing, flange, male female ring, dozing adapter, housing for a diversified base of customers. As on the date of the Red Herring Prospectus, we have a product portfolio of 24 products.

We fulfil our customer orders through a blend of order book and nomination letter basis. An order book signifies confirmed orders for immediate production of specific products. On the other hand, nomination is an addition

to order book. It means a confirmed indication from the customer that these are the new parts/projects we are working on and there is business potential for the company to capture over a certain period of time. While commercial production for these nominated products may begin in 6 months to 3 years down the line, this advanced notice allows us to proactively develop our manufacturing capabilities, plan material procurement to ensure timely supply of products when the time comes. This forward-thinking approach strengthens our partnerships and positions us to effectively meet our clients' future needs. As on the date of the Red Herring Prospectus, our order book pending execution stands at ₹ 2,805.41 lakhs and we have received nomination letters for ₹ 35,993.00 lakhs.

We have a strong in-house presence across machining, turning, fabrication, and assembly which allows us to handle a wider range of component complexity and become a one-stop shop for our customers across various industries for these requirements. We also have a seamless integration between these processes. This allows for efficient flow of components through the production line thereby minimizing delays and rework. Further, we continuously upgrade to advanced CNC machines with multi-axis capabilities. This allows us for higher precision, faster production times, and the ability to handle intricate designs.

We are part of the Anglian Omega Group, which began operations in 1969 with a single bright bar factory in Faridabad, Haryana. Since then, the group has expanded and diversified into various sectors, including electric mobility, high-tech auto components, infrastructure, supply chain management services, trading, and sports.

We are led by our Promoters who have vast experience in the field of steel and auto components industry along with other industries who act as a driving force of our Company. Under their leadership, our Company has grown consistently over the last few years. Our Promoters are deeply involved in essential business aspects, including engineering, operational systems, quality assurance, marketing, and finance. Our Company has a management team with significant experience in engineering and specialized processes for precision engineering components and a solid track record in operational performance, essential for our business development.

The following table details the industries we serve, our customer base, and how our precision-engineered metal components are utilized:

| Industry | Automotive | Defense | Marine | Telecommunication |
|-------------------------|--|---------------------|--|-------------------|
| Customers | Original Equipments Manufacturers | Direct Customers | Direct Customers | Direct Customers |
| Products used in | Exhaust Systems Braking Systems Steering Systems Suspension Systems | Ammunition Fuzes | Mechanical Cables Steering Systems | Antenna |

The following tables set forth below the revenue from sale of products to automotive and non-automotive sectors for the years/ periods indicated:

(₹ in lakhs, except stated otherwise)

| Particulars | For the period ended August 31, 2024 | | For the year ended March 31, 2024 | | For the year ended March 31, 2023 | | For the year ended March 31, 2022 | | CAGR from FY 2022 to FY 2024 |
|-------------|--------------------------------------|------------------------------|-----------------------------------|------------------------------|-----------------------------------|------------------------------|-----------------------------------|------------------------------|------------------------------|
| | Amount | % of Revenue from Operations | Amount | % of Revenue from Operations | Amount | % of Revenue from Operations | Amount | % of Revenue from Operations | |
| Automotive | 5,226.38 | 92.46% | 10,699.29 | 93.01% | 8,746.35 | 90.77% | 4,648.26 | 82.22% | 32.03% |

| Particulars | For the period ended August 31, 2024 | | For the year ended March 31, 2024 | | For the year ended March 31, 2023 | | For the year ended March 31, 2022 | | CAGR from FY 2022 to FY 2024 |
|--------------------------------|--------------------------------------|------------------------------|-----------------------------------|------------------------------|-----------------------------------|------------------------------|-----------------------------------|------------------------------|------------------------------|
| | Amount | % of Revenue from Operations | Amount | % of Revenue from Operations | Amount | % of Revenue from Operations | Amount | % of Revenue from Operations | |
| Defense | 75.36 | 1.33% | 28.74 | 0.25% | 0.64 | 0.01% | - | 0.00% | 570.12% |
| Marine | 344.50 | 6.09% | 771.51 | 6.71% | 888.86 | 9.22% | 1,005.15 | 17.78% | -8.44% |
| Telecommunication | 6.36 | 0.11% | 3.49 | 0.03% | - | 0.00% | - | 0.00% | NA |
| Revenue from Operations | 5,652.60 | 100.00% | 11,503.03 | 100.00% | 9,635.85 | 100.00% | 5,653.41 | 100.00% | 26.72% |

The following table sets forth a breakdown of our revenue from operations from Domestic and International market in absolute terms and as a percentage of total revenue from operations, for the periods indicated basis the location of the customers:

(₹ in lakhs, except stated otherwise)

| Particulars | For the period ended August 31, 2024 | For the year ended March 31, 2024 | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|----------------------------------|--------------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| Domestic | 4,325.13 | 9,558.40 | 8,360.05 | 4,657.09 |
| International presence (Exports) | 1,327.47 | 1,944.63 | 1,275.80 | 996.32 |
| Revenue from Operations | 5,652.60 | 11,503.03 | 9,635.85 | 5,653.41 |

Below is the country wise break-up of our export sales:

(₹ in lakhs, except stated otherwise)

| Countries | For the year ended | | | | | | | |
|--------------|--------------------|----------------------------|------------------|----------------------------|-----------------|----------------------------|-----------------|----------------------------|
| | August 31, 2024 | | March 31, 2023 | | March 31, 2022 | | March 31, 2021 | |
| | amount | % of Revenue of operations | amount | % of Revenue of operations | amount | % of Revenue of operations | amount | % of Revenue of operations |
| India | 4,325.13 | 76.52% | 9,558.40 | 83.09% | 8,360.05 | 86.76% | 4,657.09 | 82.38% |
| Argentina | 49.32 | 0.87% | 57.16 | 0.50% | 48.58 | 0.50% | - | 0.00% |
| Belgium | 5.37 | 0.09% | 17.82 | 0.15% | 8.27 | 0.09% | 0.02 | 0.00% |
| Germany | 362.03 | 6.40% | 676.84 | 5.88% | 643.34 | 6.68% | 230.42 | 4.08% |
| Indonesia | - | - | - | - | - | - | 4.04 | 0.07% |
| Italia | 579.56 | 10.25% | 777.28 | 6.76% | 10.88 | 0.11% | - | 0.00% |
| Turkey | 5.18 | 0.09% | 1.43 | 0.01% | - | 0.00% | - | 0.00% |
| USA | 324.52 | 5.74% | 414.09 | 3.60% | 564.73 | 5.86% | 761.84 | 13.48% |
| Mexico | 1.49 | 0.03% | - | - | - | - | - | - |
| Total | 5,652.60 | 100.00% | 11,503.03 | 100.00% | 9,635.85 | 100.00% | 5,653.41 | 100.00% |

Below is the state wise break-up of our domestic sales:

(₹ in lakhs, except stated otherwise)

| State | For the year ended | | | | | | | |
|--------------|--------------------------------------|----------------------------|-----------------|----------------------------|-----------------|----------------------------|-----------------|----------------------------|
| | For the period ended August 31, 2024 | | March 31, 2024 | | March 31, 2023 | | March 31, 2022 | |
| | amount | % of Revenue of operations | amount | % of Revenue of operations | amount | % of Revenue of operations | amount | % of Revenue of operations |
| Delhi | 6.47 | 0.11% | 13.00 | 0.14% | 11.88 | 0.14% | 34.33 | 0.74% |
| Goa | 6.36 | 0.11% | 3.49 | 0.04% | - | 0.00% | - | 0.00% |
| Gujarat | 652.24 | 11.54% | 1,789.55 | 18.72% | 1,705.28 | 20.40% | 1,791.58 | 38.47% |
| Haryana | 103.03 | 1.82% | 407.55 | 4.26% | 519.97 | 6.22% | 192.45 | 4.13% |
| Maharashtra | 2338.29 | 41.37% | 5,185.94 | 54.26% | 4,532.58 | 54.22% | 2,214.96 | 47.56% |
| Tamil Nadu | 1216.53 | 21.52% | 2,158.87 | 22.59% | 1,590.35 | 19.02% | 423.77 | 9.10% |
| Karnataka | 2.21 | 0.04% | - | - | - | - | - | - |
| Total | 4,325.13 | 76.52% | 9,558.40 | 77% | 8,360.05 | 81% | 4,657.09 | 91% |

Table set forth below are certain key financial and operational metrics for the periods indicated:

(₹ in lakhs, except stated otherwise)

| Sr No. | Metric | For the period ended August 31, 2024 | As of and for the Fiscal | | |
|--------|--|--------------------------------------|--------------------------|----------|----------|
| | | | 2024 | 2023 | 2022 |
| 1 | Revenue From operations (₹ in Lakhs) ⁽¹⁾ | 5,652.60 | 11,503.03 | 9,635.85 | 5,653.41 |
| 2 | Total Income (₹ in Lakhs) | 5,700.15 | 11,611.41 | 9,691.03 | 5,672.42 |
| 3 | Operating EBITDA (₹ in Lakhs) ⁽²⁾ | 1,031.99 | 2,076.10 | 973.81 | 708.39 |
| 4 | Operating EBITDA Margin (%) ⁽³⁾ | 18.26% | 18.05% | 10.11% | 12.53% |
| 5 | Profit/(loss) after tax for the year/ period (₹ in Lakhs) ⁽⁴⁾ | 603.05 | 1,221.21 | 457.39 | 360.11 |
| 6 | Net profit Ratio/ Margin (%) ⁽⁴⁾ | 10.67% | 10.62% | 4.75% | 6.37% |
| 7 | Return on Equity (ROE) (%) ⁽⁵⁾ | 16.70% | 40.61% | 25.61% | 27.11% |
| 8 | ROCE (%) ⁽⁶⁾ | 11.83% | 31.49% | 20.07% | 18.45% |
| 9 | Current Ratio ⁽⁷⁾ | 1.65 | 1.45 | 1.06 | 1.35 |

Notes:

- (1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
- (2) Operating EBITDA refers to earnings before interest, taxes, depreciation, amortization less other income.
- (3) Operating EBITDA Margin refers to Operating EBITDA during a given period as a percentage of revenue from operations during that period.
- (4) Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes by revenue from operations.
- (5) Return on equity (RoE) is equal to profit for the year divided by the total equity and is expressed as a percentage.
- (6) RoCE (Return on Capital Employed) (%) is calculated as operating EBIT divided by capital employed. Capital employed is calculated as total assets less current liabilities for that period.
- (7) Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.

Sector wise customer details:

| Particulars | FY 2025 | FY 2024 | FY 2023 | FY 2022 |
|--|---------|---------|---------|---------|
| No. of unique customers | 79 | 72 | 51 | 26 |
| No. of customers in Automotive | 70 | 63 | 45 | 23 |
| No. of customers in Defence | 1 | 1 | 1 | - |
| No. of customers in Marine | 7 | 7 | 5 | 3 |
| No. of customers in Telecommunications | 1 | 1 | - | - |

Business Operations

For manufacturing of precision metal components, we use a combination of below techniques:

1. Machining and turning

Machining is a subtractive manufacturing process that creates the desired shape of a product as required by us by extracting the same from bars i.e. stainless-steel bars, mild steel bars, brass bars, aluminium bars. We also use turning process which is a machining operation performed on a lathe in which the workpiece rotates at high speeds while a fixed cutting tool removes material. We rely heavily on machines with Computer Numerical Control (CNC) technology (“CNC machines”). CNC machines translate digital design models (CAD) into precise toolpaths, automating the machining process and ensuring high levels of accuracy and repeatability. This allows for the creation of intricate parts with tight tolerances.

Machining and turning process happens in all our units. As on the date of this Red Herring Prospectus, we have installed 68 CNC machines at Unit 1, 10 CNC machines at Unit 2, 13 CNC machines at Unit 3 and 0 CNC machines at Unit 4.



2. Investment casting

Investment casting is a precise metal forming process for creating complex and high-quality components. Unlike machining and turning, which removes material, investment casting creates parts by pouring molten metal into a mold. The mold itself is crafted using a wax or plastic pattern with intricate details replicating the final component. Investment casting is used to create intricate geometries and thin-walled sections, ideally used for lightweight and high-performance components like engine parts, transmission components, and brackets. This process allows for near-net shapes, minimizing the need for extensive machining and ensuring close

dimensional tolerances. This translates to parts that fit together perfectly and function reliably. Investment casting is done in our Unit 2.

3. Forging

The forging process is a metalworking technique that utilizes compressive forces to shape metal into desired forms. Unlike casting, where molten metal is poured into a mold, forging manipulates the shape of solid metal through controlled hammering, pressing, or rolling. This process imparts several desirable properties to the final product. The metal component is heated to a specific temperature range (below its melting point) to enhance its malleability. It's then subjected to compressive forces from hammers, presses, or rolling mills, progressively deforming the metal into the desired shape.

4. Stamping

The stamping or pressing process, is a metalworking technique used to transform flat sheets of metal into desired shapes. It's a subtractive process, wherein material is removed or reshaped to achieve the final form. It is used to work on a wide range of metals, thicknesses and to produce complex shapes along with accuracy and consistency, for creating identical parts in high volumes. Stamping process also includes blanking, piercing, bending, coining, embossing, flanging and drawing

5. Fabrication

Fabrication transforms raw materials metal rods into usable component parts. It involves cutting, forming, machining, joining and finishing. Welding in automotive components manufacturing is a process that involves joining metal parts using heat, pressure, or both to create strong, durable connections essential for vehicle structure and functionality.

6. Welding

Welding is a process of joining metal parts with high accuracy to ensure structural integrity and strength. Techniques like TIG, MIG, and laser welding are used to achieve precise, clean welds that meet stringent automotive standards, essential for the reliability and safety of vehicle components.

7. Phosphating and Chromate Conversion Coating

Phosphating and Chromate Conversion Coating ensure high-quality, durable parts. These processes involve thorough cleaning and preparation before immersing components in specialized solutions, forming protective layers that improve corrosion resistance and paint adhesion, crucial for the longevity and performance of precise automotive parts.

8. Assembled component

Assembly process is the final stage where various individual parts are combined to form a final functional product which is to be delivered to our clients.

Manufacturing Facilities

UNIT I – Manufacturing Capabilities

- CNC Turning Centres
- Center-less Grinding Machines
- Internal Grinding Machines
- CNC Sliding Heads
- CAM based Single Spindle Lathes with Bar Feeder
- Induction Hardening
- Vertical Broaching
- SPMs for Milling, Drilling & Taping
- Vertical Machining Centers with 4th axis & Pallet changer
- Robotic Arm for component handling and loading
- Automatic Visual Inspection Machines

- Thread Rolling Machines
- Welding SPM



- CMM (Co-ordinate Measuring Machines)



UNIT II – Manufacturing Capabilities

- Investing Casting
- Wax or Plastic Pattern Creation
- Investment Mold
- Metal Melting & Pouring
- Cooling & Mold Removal

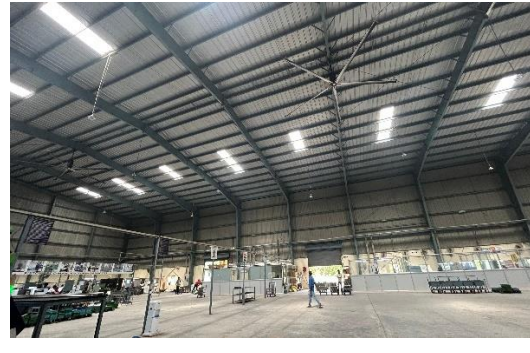
- Finishing
- CNC Turning Centres
- Vertical Machining Centers with 4th axis & Pallet changer





UNIT III – Manufacturing Capabilities

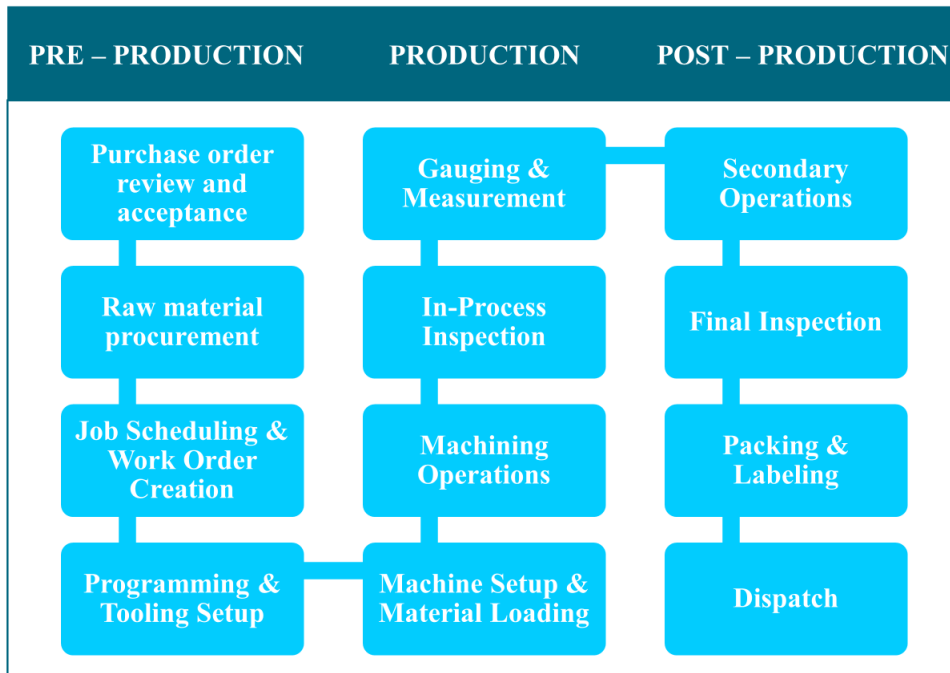
- CNC Turning Centres
- Center-less Grinding Machines
- CNC Sliding Heads
- CAM based Single Spindle Lathes with Bar Feeder
- Thread Rolling Machines
- Vertical Broaching
- SPMs for Milling, Drilling & Tapping
- Vertical Machining Centers with 4th axis & Pallet changer



Key manufacturing process

We specialize in manufacturing medium to very high precision metal components using processes like turning, machining and investment casting. Other than these primary processes, we also have in house welding lines, forging and stamping capabilities, assembly capabilities and post processing capabilities like phosphating and chromate conversion coatings which forms integral part of our primary processes. Set forth below is a description of the key manufacturing processes for machining & turning and investment casting:

Machining & Turning



1. Purchase order review and acceptance

We receive request for quote from our customers, detailing specifications, quantities, and delivery schedules. Our sales and engineering teams analyze the requirements and prepare a detailed quotation, including pricing, lead times, and terms and conditions. Once the customer reviews and accepts our quotation, they issue a purchase order, which serves as a binding agreement specifying all necessary production details.

2. Raw Material Procurement

Based on the customer's production schedule and the confirmed Purchase order, our procurement team plans for raw material acquisition, determining the types, grades, and quantities needed. For long lead items or specialty materials, we place orders well in advance to avoid delays.

3. Job Scheduling & Work Order Creation

With raw materials secured, our production planning team schedules the job, creating a detailed plan that aligns with customer demand and delivery timelines. Work orders are generated, outlining specific instructions for each production stage, including materials, machining processes, and quality checks.

4. Programming & Tooling Setup

Our engineering team designs and prepares specialized tools or fixtures needed for production. We develop CNC programs to control machining processes, ensuring precision and efficiency. This phase is critical for ensuring components meet customer specifications.

5. Machine Setup & Material Loading

Our Production team sets up the machines, installs the required tools, fixtures, and loading the raw material. Setup changeovers are performed as needed to accommodate different components or production runs, involving configuring the machines and verifying all settings.

6. Machine Operations

Once machine setup is complete, production begins. Our Production team closely monitors the machining process to ensure consistent quality and efficiency. Production is tracked on a shift-wise basis, with detailed logs maintained for each shift to promptly identify and address issues.

7. In-Process Inspection

In-process inspection ensures components meet our quality standards. During mass production, we periodically check components for dimensional accuracy, surface finish, and other critical parameters. Advanced inspection techniques and equipment detect and correct deviations early.

8. Gauging & Measurement

We use specialized gauges and measurement instruments to inspect components during mass production, ensuring all parts meet required tolerances and specifications. Regular calibration maintains instrument accuracy and reliability.

9. Secondary Operations

Depending on the component's design and requirements, we perform secondary operations such as heat treatment, coating, or assembly to enhance properties and functionality. Each operation is carefully controlled to ensure it does not adversely affect component quality or performance.

10. Final Inspection

Before dispatch, we conduct a thorough final inspection on all finished components, ensuring all customer specifications and quality standards are met. Non-conforming parts are identified and addressed before shipment.

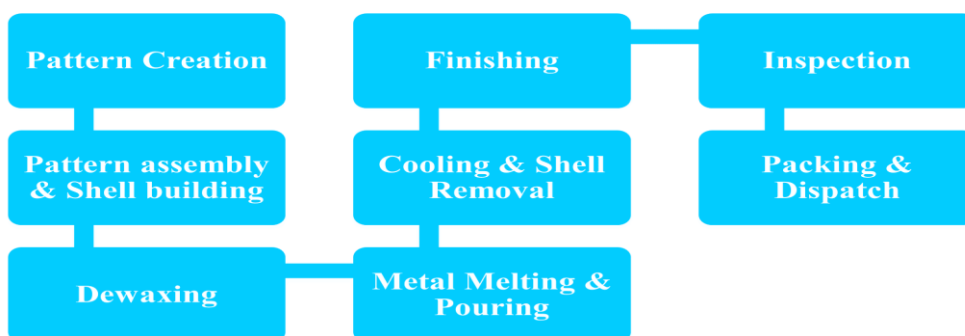
11. Packing & Labelling

After final inspection, we pack components securely to prevent damage during transportation, using appropriate packing materials and methods. Identification tags and labels provide essential information such as part numbers, quantities, and customer details.

12. Dispatch




Our logistics team arranges for the dispatch of finished components according to customer requirements, coordinating with transportation providers and ensuring all documentation is in order. Our goal is to deliver components on time and in perfect condition, meeting customer expectations and maintaining a strong business relationship.

Investment Casting



1. **Pattern Creation** - This initial step involves designing and creating a precise wax pattern that mirrors the final component. The pattern must be highly detailed to ensure accurate replication in the casting process.
2. **Pattern Assembly & Shell Building** - The individual patterns are assembled into a tree-like structure and coated with ceramic slurry. Repeated layers of slurry and stucco create a robust ceramic shell around the patterns, ready for casting.
3. **Dewaxing** - The ceramic-coated pattern assembly undergoes a high-temperature process in an autoclave, where the wax patterns are melted and drained away, leaving a hollow ceramic shell.
4. **Metal Melting & Pouring** - The required metal is melted in a furnace at precise temperatures. The molten metal is then carefully poured into the pre-heated ceramic shell moulds, filling the cavities left by the wax patterns.
5. **Cooling & Shell Removal** - After the metal has been poured, the moulds are allowed to cool and solidify. Once cooled, the ceramic shell is broken away, revealing the rough cast components inside.
6. **Finishing** - The raw castings undergo various finishing processes such as grinding, sanding, and machining to remove excess material, refine surfaces, and achieve the final dimensions and specifications.
7. **Inspection** - Each finished component is meticulously inspected using various techniques, including visual inspection, dimensional measurement, and non-destructive testing, to ensure it meets all quality and specification standards.
8. **Packing & Dispatch** - The inspected and approved components are carefully packed to prevent damage during transportation. They are then dispatched to customers or assembly lines, ready to be used in automotive applications.

Key Products

| Piston Rods | Sensor Boss | Stop Disc |
|---|---|---|
|  |  |  |

| Turned Fitting | Water injector | Nut Fasteners |
|---|---|---|
|  |  |  |

Competitive Strengths

- *Manufacturing facilities situated at two of the most prominent auto hubs of India*

Being located in key auto hubs of India like Pune and Chennai puts us closer to our OEM clients. This allows for quicker communication, faster order fulfillment, and more efficient problem-solving if any issues arise during production. Also, physical proximity fosters closer relationships with OEMs. This enables more frequent collaboration, better understanding of their specific needs, and the ability to build stronger partnerships. This also allows us to recruit qualified personnel for machining, fabrication, assembly, and other areas of our operation. The concentration of auto companies and suppliers in these regions fosters a strong knowledge base within the workforce. This benefits our company by having employees who are familiar with industry best practices and specific automotive manufacturing requirements. Further, Pune and Chennai have well-established networks of suppliers for raw materials (in our case, our Promoter, Omega Bright Steel & Components Private Limited), tools, and other production necessities. This allows us to source materials quickly and efficiently, minimizing delays and disruptions in your manufacturing process. The presence of numerous suppliers in these hubs fosters competition, potentially leading to better pricing and more favorable terms for raw materials and equipment. Both Pune and Chennai have well-developed transportation infrastructure with access to major roads, ports, and airports. This facilitates the smooth movement of raw materials and finished parts. These cities have a well-established ecosystem for the auto industry. This includes logistics companies, regulatory bodies, and other support services that can streamline our operations and reduce overhead costs.

We operate out of 4 manufacturing facilities. Below are the details

| Unit | City, State | Address |
|----------|---------------------|---|
| Unit I | Pune, Maharashtra | Gat no. 309/1 & 312/1, Nanekarwadi, Khed, Pune- 410501, India |
| Unit II | Pune, Maharashtra | Gat no. 679/2/3, Kuruli, Chakan, khed, Pune |
| Unit III | Chennai, Tamil Nadu | No.126, Mappedu Village, Sriperumbudhur Taluk, Mappedu, Thiruvallur – 631402 |
| Unit IV | Pune, Maharashtra | Taluka-Khed, Gat no. 417, Nighoje, Near Hotel Maha Laxmi and Mess, Nighoje, Chakan, Pune, Maharashtra, 410501 |

- ***Strategic advantage through streamlined supply chain with adjacent raw material supplier***

Our company enjoys a significant advantage through the strategic co-location of our manufacturing facility with Omega Bright Steel & Components Private Limited, a promoter group entity and our primary supplier of High / Low Carbon steel bright bars, which constitutes major portion of our total raw material consumption. This proximity with our key raw material supplier translates into several key benefits such as having direct access to a trusted supplier within the promoter group ensures consistent supply of high-quality High / Low Carbon steel bright bars. Various quality control measures implemented by Omega Bright Steel & Components Private Limited translate directly to the quality of our finished products. Our close relationship with Omega Bright Steel & Components Private Limited allows us to secure the most competitive pricing on high-quality High / Low Carbon steel bright bars in the industry. Elimination of middlemen and streamlined logistics contribute to significant cost savings. The physical proximity of our facilities eliminates geographical barriers and facilitates an efficient inventory management system. This translates to faster response times to order requests and reduced lead times for our customers. Having adjacent facilities eliminates any potential delays that could have been arise from external suppliers. Production schedules can be maintained with greater certainty, ensuring timely delivery of finished goods. One of our most significant cost advantages lies in the elimination of logistical and transportation expenses typically associated with raw material procurement. The adjacent location of Omega Bright Steel minimizes transportation requirements and associated costs. This translates directly to increased profitability and a stronger competitive edge.

Below are the list of our top 10 suppliers for the period ended August 31, 2024, FY 2024, FY 2023 and FY 2022:

Top 10 suppliers for the period ended August 31, 2024:

| Sr No | Name of Supplier | Raw Material Supplied | Amount (₹ in lakhs) | % of total purchase |
|-------|--|-----------------------|---------------------|---------------------|
| 1 | Omega Bright Steel & Components Pvt.Ltd. | Bright Bar | 791.82 | 30.79% |
| 2 | Supplier 2 | Steel Wires | 385.72 | 15.00% |
| 3 | Supplier 3 | Brass Bar | 309.06 | 12.02% |
| 4 | Supplier 4 | Steel Wires | 164.80 | 6.41% |
| 5 | Supplier 5 | Steel Wires | 153.67 | 5.97% |
| 6 | Supplier 6 | Aluminum | 96.92 | 3.77% |
| 7 | Supplier 7 | Seamless Tube | 57.91 | 2.25% |
| 8 | Supplier 8 | Aluminum | 56.97 | 2.22% |
| 9 | Supplier 9 | Steel Wires | 55.82 | 2.17% |
| 10 | Supplier 10 | Brass Rod | 53.96 | 2.10% |
| | Total | | 2,126.65 | 82.69% |

Top 10 suppliers for FY 2024:

| Sr No | Name of Supplier | Raw Material Supplied | Amount (₹ in lakhs) | % of total purchase |
|-------|--|-----------------------------------|---------------------|---------------------|
| 1 | Omega Bright Steel & Components Pvt.Ltd. | High/Low Carbon steel bright bars | 1711.19 | 35.85% |
| 2 | Supplier 2 | Steel Wires | 899.33 | 18.84% |
| 3 | Supplier 3 | Aluminum | 308.18 | 6.46% |
| 4 | Supplier 4 | Steel Wires | 215.62 | 4.52% |
| 5 | Supplier 5 | Steel Wires | 152.1 | 3.19% |
| 6 | Supplier 6 | Steel Wires | 144.78 | 3.03% |
| 7 | Supplier 7 | Steel Wires | 143.5 | 3.01% |
| 8 | Supplier 8 | Steel Wires | 128.69 | 2.70% |
| 9 | Supplier 9 | Aluminum | 110.77 | 2.32% |
| 10 | Supplier 10 | Aluminum | 106.57 | 2.23% |
| | Total | | 3,920.73 | 82.15% |

Top 10 suppliers for FY 2023:

| Sr No | Name of Supplier | Raw Material Supplied | Amount (₹ in lakhs) | % of total purchase |
|-------|---|-----------------------------------|---------------------|---------------------|
| 1 | Omega Bright Steel & Components Pvt. Ltd. | High/Low Carbon steel bright bars | 2,344.65 | 41.59% |
| 2 | Supplier 2 | Steel Wires | 290.79 | 5.16% |
| 3 | Supplier 3 | Steel Wires | 237.16 | 4.21% |
| 4 | Supplier 4 | High/Low Carbon steel bright bars | 212.38 | 3.77% |
| 5 | Supplier 5 | Others | 169.61 | 3.01% |
| 6 | Supplier 6 | Others | 154.19 | 2.73% |
| 7 | Supplier 7 | Steel Wires | 142.05 | 2.52% |
| 8 | Supplier 8 | Others | 131.71 | 2.34% |
| 9 | Supplier 9 | Steel Wires | 129.07 | 2.29% |
| 10 | Supplier 10 | Others | 121.57 | 2.16% |
| | Total | | 3,933.18 | 69.78% |

Top 10 suppliers for FY 2022:

| Sr No | Name of Supplier | Raw Material Supplied | Amount (₹ in lakhs) | % of total purchase |
|-------|--|-----------------------------------|---------------------|---------------------|
| 1 | Omega Bright Steel & Components Pvt.Ltd. | High/Low Carbon steel bright bars | 1,759.25 | 52.91% |
| 2 | Supplier 2 | Steel Wires | 230.85 | 6.94% |
| 3 | Supplier 3 | Others | 159.66 | 4.80% |
| 4 | Supplier 4 | Steel Wires | 147.42 | 4.43% |
| 5 | Supplier 5 | Steel Wires | 133.78 | 4.02% |
| 6 | Supplier 6 | Others | 68.67 | 2.07% |
| 7 | Supplier 7 | Steel Wires | 60.4 | 1.82% |
| 8 | Supplier 8 | Others | 53.03 | 1.59% |
| 9 | Supplier 9 | Brass | 51.99 | 1.56% |
| 10 | Supplier 10 | High/Low Carbon steel bright bars | 45.1 | 1.36% |
| | Total | | 2,710.15 | 81.50% |

- ***Consistent track record of growth and financial performance***

Our Company has built its business organically and has demonstrated consistent growth in terms of revenues and profitability. We believe that our focus on operational and functional excellence has contributed to our track record of healthy financial performance. For the period ended August 31, 2024 and Fiscals 2024, 2023 and 2022, we generated revenue from operations of, ₹ 5,652.60 lakhs, ₹ 11,503.03 lakhs, ₹ 9,635.85 lakhs, and ₹ 5,643.41 lakhs respectively, as per our Restated Financial Statements. Our revenue from operations have grown from ₹ 5,643.41 lakhs in FY 2022 to ₹ 11,503.03 lakhs in FY 2024, registering a CAGR of 42.64% in last three financial years. Our Operating EBITDA have grown from ₹ 708.39 lakhs in FY 2022 to ₹ 2,076.10 lakhs in FY 2024, registering a CAGR of 71.19% in last three financial years. Our Profit after Tax have grown from ₹ 360.11 lakhs in FY 2022 to ₹ 1,221.21 lakhs in FY 2024, registering a CAGR of 84.15% in last three financial years.

We believe that our strong financial performance reflects the efficacy of the manufacturing and operational efficiency protocols that we have implemented while our cash flows enable us to meet the present and future needs of our customers and develop new value-added products. We further believe that this aids us in strengthening our trust and engagement with our customers and which further enhances our ability to retain these customers and extend our engagement across products and geographies.

- ***Experienced and dedicated promoter and professional management team with extensive domain knowledge:***

We are led by our Promoters who have vast experience in the field of steel and auto components industry along with other industries who act as a driving force of our Company. Under their leadership, our Company has grown consistently over the last few years. Our Promoters are deeply involved in essential business aspects, including engineering, operational systems, quality assurance, marketing, and finance. Our Company has a management team with significant experience in engineering and specialized processes for precision engineering components and a solid track record in operational performance, essential for our business development.

Our Promoters are backed by our Senior Management Personnel who have decades of experience. Specifically, Bangali Singh, our Operational Head, and Kuntal Mukherjee, our Chief Growth Officer in the sales and marketing department, have over 20 years and 12 years of experience, respectively. The key management team members average approximately 30 years of industry experience. The commitment and track record of our management team provide stability in executing our business plan.

We believe that the experience and diversity of our Promoters, directors, management team, and engineering team will drive our Company's future growth. Their industry experience allows us to anticipate and address market trends, manage and expand our operations, maintain and leverage customer relationships, and respond to changes in customer preferences.

As of September 30, 2024, our workforce consisted of 735 employees, including 91 skilled employees. For more information on our Promoters, Directors, and management team, see “Our Promoters and Promoter Group” and “Our Management” on pages 177 and 159, respectively.

Business Strategies

- ***Strengthening our core capabilities by expanding our production capacity***

As on the date of this Red Herring Prospectus, our manufacturing infrastructure comprises four facilities spread across two states in India, at Pune, Maharashtra and Chennai, Tamil Nadu with a total manufacturing area of 75,152 sq. ft. We intend to continue to strengthen our capabilities across the focus industries by continuing to strengthen and expand our existing relationships with our current clients and by acquiring more strategic clients across our focus industries. We aim to continue investing in our existing manufacturing facilities to build new capabilities to support the production of our portfolio of products. The Indian automotive industry is experiencing rapid growth, and other sectors like defense, marine, and telecommunication infrastructure are also poised for similar expansion. We believe we are well positioned to capitalize on these trends. Currently, our operations are spread across four units: Units I, II, and IV in Pune, and Unit III in Chennai. Units I and II in Pune are already operating at full capacity. To cater to the anticipated surge in demand across the automotive and other industries, we plan to invest in machinery upgrades for Unit III in Chennai and Unit IV in Pune. This strategic expansion will significantly increase our overall production capacity.

- ***Expanding our manufacturing footprint by setting up of a manufacturing facility in Sanand, Gujarat***

We now intend to establish a manufacturing facility in Sanand, Gujarat, a prominent auto hub in India. This strategic expansion complements our existing operations in Pune and Chennai, who are also in the auto hub of India, further solidifying our presence within India's thriving automotive landscape. A key driver for this expansion is a nomination letter received by us from a leading automotive Original Equipment Manufacturer (OEM). This implies that as and when our manufacturing facility is ready, we can immediately commence the commercial operations. Further, Sanand's strategic location offers distinct advantages. Its close proximity to major ports like Dahej, Kandla, Hazira, Mundra, and JNPT facilitates efficient logistics and exports. Additionally, Gujarat's reputation for pro-active governance and reliable power supply creates a highly favorable environment for automotive manufacturing.

- ***Entering precision clamping solutions for the machining industry.***

We have recently ventured into manufacturing precision clamping solutions i.e. specialty collets and guide bushes for the machining industry through our brand “AlphaSeiki”. We intend to manufacture and distribute specialty collets and guide bushes specifically designed for Swiss turning machines, multi-spindle lathes, and other equipment requiring high-performance component and bar clamping mechanisms. Collets and guide bushes which will be manufactured by us will be engineered and tested in-house on our own Swiss turning machines. This will ensure optimal performance and compatibility with the machines. We believe we can offer these high-quality products at competitive prices, along with exceptional turnaround times. We intend to cater to the ever-increasing demand for precision clamping solutions in India, while at the same time, also addressing the vast export market across Europe and the US. We plan to launch our brand AlphaSeiki products globally through a well-established network of dealers in Europe and USA, ensuring easy access and exceptional customer service worldwide.

Capacity and Capacity Utilization

The following table sets forth certain information relating to capacity utilization of our Units calculated on the basis of total installed production capacity and actual production as of/ for the periods indicated below:

Unit I:

| Product | Units | 2021-22 | | | 2022-23 | | | 2023-24 | | | 2024-25 (April 2024 -Aug 2024) | | |
|---------------------|-------|-----------|------------|-------------|-----------|------------|-------------|-----------|------------|-------------|-----------------------------------|------------|-------------|
| | | Capacity | Production | Utilization | Capacity | Production | Utilization | Capacity | Production | Utilization | Capacity | Production | Utilization |
| Machined Components | Nos | 51,50,000 | 45,70,000 | 88.7% | 51,50,000 | 45,70,000 | 88.7% | 51,50,000 | 45,70,000 | 88.7% | 1,65,25,000 | 65,00,000 | 39.33% |

Unit II:

| Product | Units | 2022-23 | | | 2023-24 | | | 2024-25 (April 2024 -Aug 2024) | | |
|---------------------|---------|-----------|------------|-------------|-----------|------------|-------------|-----------------------------------|------------|-------------|
| | | Capacity | Production | Utilization | Capacity | Production | Utilization | Capacity | Production | Utilization |
| Investment Casting | M Tonne | 600 | 360 | 60% | 600 | 360 | 60% | 600 | 100 | 16.66% |
| Machined Components | Nos. | 24,00,000 | 21,60,000 | 90% | 36,00,000 | 30,00,000 | 83% | 42,50,000 | 16,50,000 | 37.82% |

Unit III:

| Products | Units | 2023-24 | | | 2024-25 (April 2024 -Aug 2024) | | |
|---------------------|-------|-----------|------------|-------------|-----------------------------------|------------|-------------|
| | | Capacity | Production | Utilization | Capacity | Production | Utilization |
| Machined Components | NOS | 14,16,000 | 10,20,000 | 72% | 18,16,1000 | 10,50,000 | 57.81% |

Proposed expansion plan

To continue to strengthen our capabilities across our focus industries, we aim to continue investing in existing manufacturing facilities. As part of such investment, we will incur expenditure towards the purchase of various types of equipment such as (i) CNC Lathe machine; (ii) CNC Vertical Machining Center; (iii) CNC Turnmill Centre; (iv) CNC Centreless Grinding Machine; (v) Flat Bed CNC Chucker; (vi) Circular Sawing Machine and (vii) CNC Cylindrical Grinding Machine. Accordingly, our Company has identified the machinery to be purchased and obtained quotations from respective vendors and is yet to place any orders or enter into any definitive agreements for such machinery. The information about our expansion plans is indicative and remain subject to the potential difficulties and uncertainties including cost overruns or delays.

Procurement of Raw Materials

We are engaged in the manufacturing of precision metal component, requiring raw materials which are metals and commodities in nature. The tables below provide components consumed as a percentage of our total purchase in the years indicated:

| Particulars | For the period ended August 31, 2024 | | Fiscal 2024 | | Fiscal 2023 | | Fiscal 2022 | |
|-----------------------------------|--------------------------------------|---------------------|---------------------|---------------------|---------------------|--------------------|---------------------|---------------------|
| | Amount (₹ in lakhs) | % of total revenues | Amount (₹ in lakhs) | % of total revenues | Amount (₹ in lakhs) | % of total revenue | Amount (₹ in lakhs) | % of total revenues |
| Aluminum | 168.01 | 6.53% | 704.17 | 14.75% | 123.97 | 2.20% | 73.72 | 2.22% |
| Stainless Steel | 950.27 | 36.95% | 1,992.67 | 41.75% | 1,458.05 | 25.86% | 867.30 | 26.09% |
| High/Low Carbon steel bright bars | 996.99 | 38.76% | 1,840.55 | 38.56% | 2,431.08 | 43.12% | 1,804.35 | 54.28% |
| Brass | 384.26 | 14.94% | 181.19 | 3.80% | 337.85 | 5.99% | 144.94 | 4.36% |
| Wax & others | 72.45 | 2.82% | 54.47 | 1.14% | 1,287.07 | 22.83% | 434.62 | 13.07% |
| Total Purchases | 2,571.98 | 100.00% | 4,773.04 | 100.00% | 5,638.01 | 100.00% | 3,324.93 | 100.00% |

The table below sets forth the breakdown of domestic region wise raw materials procured from suppliers in the period ended August 31, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022:

| State | For the period ended August 31, 2024 | | Fiscal 2024 | | Fiscal 2023 | | Fiscal 2022 | |
|------------------------|--------------------------------------|---------------------|---------------------|---------------------|---------------------|---------------------|---------------------|---------------------|
| | Amount (₹ in lakhs) | % of total Purchase | Amount (₹ in lakhs) | % of total Purchase | Amount (₹ in lakhs) | % of total Purchase | Amount (₹ in lakhs) | % of total Purchase |
| Maharashtra | 1,939.25 | 75.40% | 3,918.44 | 82.10% | 4,772.38 | 84.67% | 2,741.76 | 82.46% |
| Karnataka | 331.58 | 12.89% | 320.72 | 6.72% | - | - | - | - |
| Gujarat | 120.8 | 4.69% | 289.52 | 6.07% | 710.61 | 12.63% | 431.54 | 12.98% |
| Uttar Pradesh | 56.97 | 2.21% | 123.69 | 2.59% | 109.65 | 1.94% | 37.48 | 1.13% |
| Delhi | 107.53 | 4.18% | 107.37 | 2.25% | 18.33 | 0.33% | 40.67 | 1.22% |
| Others | 15.85 | 0.63% | 13.29 | 0.28% | 27.04 | 0.48% | 73.47 | 2.21% |
| Total Purchases | 2,571.98 | 100.00% | 4,773.04 | 100.00% | 5,638.01 | 100.00% | 3,324.93 | 100.00% |

As given above, most of our raw material is supplied from Maharashtra, domestically.

We have not entered into long-term contracts with our raw material suppliers and all our procurements and supplies are by way of purchase orders/sales orders/short-term contracts which govern the commercial terms, including but not limited to the minimum product standards, quantity and price.

Insurance

Details of major insurances taken by us are given below:

| Sr. No. | Insurance Company | Unit | Type of Insurance Policy | Policy No. | Validity Period | Sum Insured ₹ In Lakhs |
|---------|-----------------------|------|--|---------------------------|-------------------------------------|------------------------|
| 1. | ICICI Lombard General | I | Building, Plant and Machinery, Furniture, Fixtures and Fittings, | 1021/3523582 41/00/000 | From July 12, 2024 to July 11, 2025 | 4,813 |

| Sr. No | Insurance Company | Unit | Type of Insurance Policy | Policy No. | Validity Period | Sum Insured ₹ In Lakhs |
|--------|---|----------|---|---------------------------|-----------------------------------|------------------------|
| | Insurance Company Ltd | | Electrical Installations, water & Air Cooling, Server, Computers, Printers | | | |
| 2. | UNITED INDIA INSURANCE COMPANY LIMITED | I | Marine Cargo Open Policy | 2009012124P 110267440 | From Oct 10, 2024 to Oct 09, 2025 | 7,700 |
| 3. | ICICI Lombard General Insurance Company Ltd | I and II | Stock Burglary Insurance Policy | 4002/3370121 15/00/000 | From Mar 27, 2024 to Mar 26, 2025 | 1,400 |
| 4. | ICICI Lombard General Insurance Company Ltd | III | Burglary Insurance Policy | 4002/3368688 84/00/000 | From Mar 27, 2024 to Mar 26, 2025 | 100 |
| 5. | ICICI Lombard General Insurance Company Ltd | III | General Insurance Services (Building, Finished stocks, Furniture and fixtures, Plant, Machinery, Accessories, Electrical Installations, water & Air Cooling Server, Computers, Printers | 1021/3368688 63/00/000 | From 27, 2024 to Mar 26, 2025 | 1,142 |
| 6. | ICICI Lombard General Insurance Company Ltd | I and II | Fire Insurance Policy | 1021/3370121 05/00/000 | From 27, 2024 to Mar 26, 2025 | 1,400 |
| 7. | ICICI Lombard General Insurance Company Ltd | II | Fire Insurance Policy | 1021/3370140 62/00/000 | From 27, 2024 to Mar 26, 2025 | 950 |

Material Properties

We presently operate out of a Registered Office situated in Delhi and four manufacturing facilities situated in Pune and Chennai. Below are the details of the same:

| Particulars | Address | Description | Sq. ft. | Relationship with Licensor |
|-------------------|---|-------------------------------------|------------------|----------------------------|
| Registered Office | 6F, 6 th floor, M-6, Uppal plaza Jasola district | License agreement dated October 01, | 2,237.92 Sq. ft. | Promoter Group member |

| Particulars | Address | Description | Sq. ft. | Relationship with Licensor |
|-------------|---|--|---|----------------------------|
| | centre, South Delhi, New Delhi-110025, India. | 2022, between our Company and Uday Narang for a period of five years. | | i.e Uday Narang |
| Unit I | Gat no. 309/1, Nanekarwadi, Khed, Pune- 410501, India | Sale deed dated August 30, 2018, between Veena Industries Limited and our Company | Industrial Shed- 1852.98 Sq. mtrs i.e. 19,945 sq. ft. | None |
| | Gat no. 312/1, Nanekarwadi, Khed, Pune- 410501, India | Sale deed dated January 20, 2020, between Veena Industries Limited and our Company | Industrial Shed- 2806.77 Sq. mtrs i.e 30,211 sq. ft. | None |
| Unit II | Gat no. 679/2/3, Kuruli, Chakan, khed, Pune | Leave & License agreement dated October 01, 2022, between our Company and Imran Ahmed Abdul Qaiyyum Shaikh & Qamar Munirazam Khalid for a period of five years | Total 32,000 Sq. Ft Out of which 21,000 sq. ft. is Industrial shed | None |
| Unit III | No.126, Mappedu Village, Sriperumbudhur Taluk, Mappedu, Thiruvallur - 631402 | Lease deed dated September 05, 2022, between our Company and Manjusha Madhavan Nair & P. Sresh for the period of five years | 53,628 Sq. ft | None |
| Unit IV | Taluka-Khed, Gat no. 417, Nighoje, Near Hotel Maha Laxmi and Mess, Nighoje, Chakan, Pune, Maharashtra, 410501 | Leave & License agreement dated February 28, 2024, between our Company and Babasaheb Shantaram Kad and Ashok Shantaram Kad for a period of five years | 15,600 Sq. ft | None |

Human Resources

As of September 30, 2024, we had 91 permanent employees. The following table provides information about our permanent employees:

| Department | No. of Employees |
|-------------------|------------------|
| Finance | 5 |
| Human Resources | 3 |
| Sales & Marketing | 7 |

| Department | No. of Employees |
|--------------------------|-------------------------|
| Purchase & Procurement | 4 |
| Legal & Compliance | 1 |
| Development & Production | 40 |
| IT & Maintenance | 6 |
| Quality Check | 25 |
| Total | 91 |

Additionally, our Company also appoints independent contractors who in turn engage on-site contract labour for performance of certain of our ancillary operations. As of September 30, 2024, we had 644 contract labours.

Our human resource practices are aimed at recruiting talented individuals, ensuring continuous development and addressing their grievances, if any, in a timely manner. We train our employees in our manufacturing operations, including machine utilization, operations flow, quality management and work safety. Our human resource department continuously focuses on employee engagement and motivation, which further helps in achieving the strategic objectives of the organization.

Competition

We operate in precision metal component manufacturing industry which is highly competitive and fragmented and we compete with a range of unorganized players, at the national and regional level. Further, while we have an expanding portfolio of products, our competitors may have the advantage of focusing on concentrated products. Further, we compete against established players also, which may have greater access to financial, technical and marketing resources and expertise available to them than us in the products and services in which we compete against them.

We believe the principal elements of competition in our industry are quality, price, and range of the products offered. Our presence in the market coupled with the high quality and range of products as well as our product development capabilities, helps us in having a competitive edge in the market.

Quality Control

We place significant emphasis on quality control. Our quality management systems at Unit I, Unit II and Unit III are certified to conform to ISO 9001:2015 standards. Additionally, Unit I is certified to IATF 16949:2016 standards, with both certifications subject to periodic audits by ISO and IATF.

We inspect raw materials upon receipt and final products before dispatch. We have implemented internal procedures to ensure quality control at various stages of production, from the procurement and processing of raw materials to inventory storage. Each unit has dedicated personnel responsible for monitoring equipment parameters, ensuring material stability, reporting production irregularities, and making necessary corrections.

Inventory Management

Our inventory is determined based on a combination of confirmed and expected orders and based on past trends. We manage our inventory based on various parameters for maintaining minimum and maximum stock levels of raw materials and finished products. Further, stock is taken physically at defined intervals and our existing stock is reviewed at regular intervals for quality purposes. Our finished products are stored on-site at our manufacturing Units

Logistics

Our raw materials and finished products are transported primarily by roadways and waterways. Our suppliers deliver raw materials directly to our units. For product delivery, we outsource to third-party logistics providers and rely on freight forwarders to transport our products from our units to our customers. We do not maintain long-term contracts with these logistics providers or freight forwarders.

Health and Employee Safety

We endeavour to adhere to laws and regulations relating to protection of health and employee safety. We carry out our activities while following appropriate standards of work safety and our working conditions seek to promote a healthy and safe work environment. We have taken initiatives to reduce the risk of accidents and prevent environmental pollution at our manufacturing facilities, including: (i) ensuring that employee safety manuals covering employee safety and environmental procedures, are in place and that hazard identification and risk assessments with respect to our operations are periodically carried out; (ii) providing training and awareness programs on employee safety and environment to all employees, including training on machines and other operations at shop floors, and the use of first aid and other procedures to deal with emergencies; and (iii) conducting periodic emergency mock drills in our facilities.

Utilities

Our business operations require the use of power. The power requirement for our manufacturing facilities are sourced from government power supply. Our manufacturing processes require uninterrupted supply of power in order to ensure that we are able to manufacture quality products. To ensure uninterrupted supply of power we have also installed back-up diesel generators at our manufacturing facility. We require water for our manufacturing activities and rely on locally available resources for our water supply requirements.

Environmental Commitment and Sustainable Manufacturing


We believe commercial success should be laced with active initiatives which recognizes the priceless contribution of the world we live in and accordingly, we are committed to protecting the planet and conserving its scarce resources. Our responsibility towards environment and energy is validated to showcase our dedication to sustainability through the recent installation of a solar power plant at our Unit I facility. This initiative generates clean, renewable electricity, significantly reducing our reliance on fossil fuels and our overall environmental footprint. By generating our own clean electricity, we lessen our dependence on the grid, potentially leading to lower energy expenditures.

Technical Collaborations

Our Company does not have any technical collaboration as on the date of this Red Herring Prospectus.

Intellectual Property

As on the date of filing of this Red Herring Prospectus, our Company has the following pending Intellectual property related approvals Applications:

| Sr. No. | Particulars of Logo | Class | Date of Application | Application Number | Status |
|---------|---|-------|---------------------|--------------------|-----------------------|
| 1 |  | 6 | March 19, 2024 | 6354423 | Accepted & Advertised |

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the GoI and other regulatory bodies that are applicable to our business. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, and the bye laws of the respective local authorities that are available in the public domain. The regulations set out below may not be exhaustive and are merely intended to provide general information to the shareholders and neither designed, nor intended to substitute for professional legal advice. For details of government approvals obtained by us, see the section titled “**Government and Other Key Approvals**” on page 255 of this Red Herring Prospectus.

(1) **INDUSTRIAL LAWS**

1. **The Micro, Small And Medium Enterprises Development Act, 2006**

The Micro, Small and Medium Enterprises Development Act, 2006 is an act of the Parliament of India. MSME Act was enacted to provide for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. According to this act, “any buyer who fails to make payment to MSMEs, as per agreed terms or a maximum of 45 days, would be liable to pay monthly compounded interest at three times the bank rate notified by RBI, Industries are divided into micro, small and medium. The Ministry of Micro, Small and Medium Enterprises notification dated June 26, 2020 specified that every micro, small and medium enterprises is required to obtain a Udyam Certificate in the form and manner specified in the notification.

2. **Industrial Relations Code, 2020**

Industrial Relations Code, 2020, which consolidates and amends laws relating to trade unions, the conditions of employment in industrial establishments and undertakings, and the investigation and settlement of industrial disputes. It subsumes the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947.

3. **The Electricity Act, 2003 (“Electricity Act”)**

The Electricity Act consolidates the laws relating to generation, transmission, distribution, trading and use of electricity. It lays down provisions in relation to transmission and distribution of electricity. It states that the Central Electricity Authority may in consultation with the State Government specify suitable measures for specifying action to be taken in relation to any electric line or electrical plant, or any electrical appliance under the control of a consumer for the purpose of eliminating or reducing the risk of personal injury or damage to property or interference with its use.

4. **The Public Liability Insurance Act, 1991 (“PLI Act”) and Public Liability Insurance Rules, 1991 (“PLI Rules”)**

The primary objective of the PLI Act is to provide public liability insurance for the purpose of providing immediate relief to the persons affected by an accident occurring while handling any hazardous substance and for matters connected therewith or incidental thereto. The PLI Act imposes a duty on the owner, a person who owns or has control over handling hazardous substance at the time of accident, to take out insurance policies before manufacturing, processing, treating, storing, packaging or transporting hazardous substances, for any damage arising out of an accident involving such hazardous substances. The penalties for contravention of the provisions of the PLI Act includes imprisonment or fine or both. Further, the PLI Rules mandate that the owner contributes towards the Environmental Relief Fund for a sum equal to the premium paid on the insurance policies.

5. **Fire prevention laws**

The State legislatures in India have the power to endow the municipalities with the power to implement schemes and perform functions in relation to matters listed in the 12th Schedule to the Constitution of India, which includes fire prevention and firefighting services. The Maharashtra and Tamil Nadu State

Legislatures have enacted fire control and safety regulations such as the Maharashtra Fire Prevention and Life Safety Measures Act, 2006 which are applicable to our Unit 1, 2 and 4 and the Tamil Nadu Fire Safety Act, 1985 which are applicable to our Unit 3. These legislations include provisions in relation to fire safety and life saving measures by occupiers of buildings, procedure for obtaining no objection certificate and penalties for non-compliances.

(2) CORPORATE AND COMMERCIAL LAWS

1. Bureau of Indian Standards Act, 2016 (The “BIS Act”)

An act to provide for the establishment of national standards body for the harmonious development of the activities of standardization, conformity assessment and quality assurance of goods, articles, processes, systems and services and for matters connected therewith or incidental thereto.

2. The Companies Act, 2013

The companies Act 2013 is an act of the parliament of India for Indian company, responsibilities of a company, directors, dissolution of a company.

3. Foreign Exchange Management Act, 1999

The Foreign Exchange Management Act, 1999 is an Act of the Parliament of India "to consolidate and amend the law relating to foreign exchange with the objective of facilitating external trade and payments and for promoting the orderly development and maintenance of foreign exchange market in India".

4. The Competition Act, 2002

The Competition Act, 2002 was enacted by the Parliament of India and governs Indian competition law. It replaced the archaic “The Monopolies and Restrictive Trade Practices Act, 1969”.

5. The Indian Contract Act 1872

The general law of contract is based on the conception, which the parties have, by an agreement, created legal rights and obligations, which are purely personal in their nature and are only enforceable by action against the party in default.

6. The Indian Stamp Act 1899

An act to consolidate and amend the law relating to stamps. It is in-force Act of the Government of India for the charging of stamp duty on instruments recording transactions.

7. Foreign Trade (Development And Regulation) Act 1992 & Foreign Trade Regulations Rules 1993

The foreign policy of India is governed and regulated by the Foreign Trade (Development and Regulation) Act, 1992 (“The Foreign Trade Act”). The Foreign Trade Act has empowered the Central Government to make provisions for the developments as well as regulation of foreign trade by the way of facilitating import as well as augmenting exports from the country and in all other matters. It authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. Every importer and exporter requires to obtain a code number under the Foreign Trade Act Called the Importer Exporter Code (IEC) issued by the Ministry of Commerce and Industry which is mandatory for exports and imports. The company also got the Certificate of Importer Exporter Code (IEC) No. AACCO4645E dated 25/09/2017.

8. The Prevention of Money Laundering Act 2002

Prevention of Money Laundering Act, 2002 is an Act of the Parliament of India to prevent money-laundering and to provide for confiscation of property derived from money-laundering. PMLA and the Rules notified there under came into force with effect from July 1, 2005.

9. The Fugitive Economic Offenders Act 2018

An act to provide for measures to deter fugitive economic offenders from evading the process of law in India by staying outside the jurisdiction of Indian courts, to preserve the sanctity of the rule of law in India and for matters connected therewith or incidental thereto.

10. Insolvency And Bankruptcy Code, 2016

An Act to consolidate and amend the laws relating to re-organisation and insolvency resolution of corporate persons, partnership firms and individuals in a time bound manner for maximisation of value of assets of such persons, to promote entrepreneurship, availability of credit and balance the interests of all the persons.

11. Legal Metrology Act, 2009 (The “Legal Metrology Act”) And Legal Metrology (Packaged Commodities) Rules, 2011 (The “Packaged Commodities Rules”)

Legal Metrology Act, 2009 was enacted with the objectives to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight measure or number and for matters connected therewith or incidental thereto. This act replaced the Standards of Weights and Measures Act, 1976 and the Standards of weights and Measures (Enforcement) Act, 1985. It ensures public guarantee from the point of view of security and accuracy of the weights and measurements.

12. The Indian Registration Act, 1908

Indian Registration Act is an act to consolidate the enactments relating to the registration of documents. Registration means recording of the contents of the document.

13. Consumer Protection Act, 2019 (“COPRA, 2019”)

COPRA, 2019 came into force on August 9, 2019, replacing the Consumer Protection Act, 1986. It has been enacted with an intent to protect the interests of consumers and to establish competent authorities in order to timely and effectively administer and settle 137 consumer disputes. COPRA, 2019 provides for establishment of a Central Consumer Protection Authority to regulate, among other things, matters relating to violation of rights of consumers, 79 unfair trade practices and false or misleading advertisements which are prejudicial to the interests of public and consumers. In order to address the consumer disputes’ redressal mechanism, it provides a mechanism (three tier consumer redressal mechanism at national, state and district levels) for the consumers to file a complaint against a trader or service provider. COPRA, 2019 provides for penalty for, among others, manufacturing for sale or storing, selling or distributing or importing products containing adulterants and for publishing false or misleading advertisements.

(3) LABOUR AND EMPLOYMENT LAWS

1. Contract Labour (Regulation And Abolition) Act, 1970

An Act to regulate the employment of contract labour in certain establishments and to provide for its abolition in certain circumstances and for matters connected there with.

2. Employees’ Compensation Act, 1923

An Act to provide for the payment of compensation by certain classes of employers to their workmen for injury by accident.

3. The Employees Provident Fund Act 1952

Employees Provident Fund is established in 1952 and hence the act is named as Employees Provident Fund and Miscellaneous Provisions Act, 1952. It is a welfare scheme for the benefits of the employees. Under this scheme both the employer and employee contribute their part but whole of the amount is

deposited by the employer. Employer deducted the employee share from the salary of the employee. The interest earned on this investment is also credited in PF Account.

4. Child Labour (Prohibition And Regulation) Act, 1986

Under the child labour law in India Adolescents between the age of 14 and 18 are prohibited from working in any hazardous or dangerous occupations and processes. They can only work in certain government declared non-hazardous occupations or in a family business or as an artist.

5. Payment Of Wages Act, 1936

It regulates payment of wages to employees (direct and indirect). The act is intended to be a remedy against unauthorized deductions made by employer and or unjustified delay in payment of wages.

6. Equal Remuneration Act, 1976

An act to provide for the payment of equal remuneration to men and women workers and for the prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto.

7. Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Act, 2013

It is a legislative act in India that seeks to protect women from sexual harassment at their place of work.

8. The Employees' State Insurance Act, 1948

The "ESI Act" provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

9. The Payment of Bonus Act, 1965

The Payment of Bonus Act provides for the payment of bonus to persons employed in certain establishments, employing 20 or more persons on the basis of profit, on the basis of production or productivity and matters connected therewith. The minimum bonus of 8.33 % is payable by every industry and maximum bonus including productivity linked bonus that can be paid in any accounting year shall not exceed 20% of the salary/wage of an employee under Section 31A of the Act.

10. The Payment of Gratuity Act, 1972

It is the primary act and considered to be a social security benefit for the employees. The Payment of Gratuity Act applies to the establishments employing 10 or more persons. Under the Gratuity Act, an employee who has been in continuous service for a period of 5 years will be eligible for gratuity upon his retirement, resignation, superannuation, death or disablement due to accident or disease. The max amount of gratuity payable not exceed Rs. 20 lacs.

11. The Factories Act, 1948 ("Factories Act")

The Factories Act, a central legislation, extends to the whole of India. It is the principal legislation that governs the health, safety and welfare of factory workers. Under the Factories Act each state is empowered to issue its own rules for licensing and administrating factories situated in such states ("Factories Rules"). Under the Factories Rules, prior to commencing any manufacturing process, a person needs to obtain a license to register such factory. Separate license needs to be obtained in respect of each premise where a factory is set up or proposed to be set up. The Factories Act defines a factory to cover any premises which employs 10 (ten) or more workers and in which manufacturing process is carried on with the aid of power and any premises where there are at least 20 (twenty) workers without the aid of power. The Factories Act provides that the person who has ultimate control over the affairs of

the factory and in case of a company, any one of the directors, must ensure the health, safety and welfare of all workers. There is prohibition on employing children below the age of 14 (fourteen) years in a factory.

12. Code on Social Security, 2020

This Code amends and consolidates laws relating to social security. It governs the constitution and functioning of social security organisations such as the employees' provident fund and the ESIC, regulates the payment of gratuity, the provision of maternity benefits, and compensation in the event of accidents to employees, among others. It subsumes various legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, and the Payment of Gratuity Act, 1972.

13. Occupational Safety, Health and Working Conditions Code, 2020

This Code amends and consolidates laws regarding the occupational safety, health and working conditions of persons employed in an establishment. It subsumes various legislations including the Factories Act, 1948, and the Contract Labour (Regulation and Abolition) Act, 1970.

(4) INTELLECTUAL PROPERTY LAWS

1. Trademarks Act, 1999

An act to amend and consolidate the law relating to trade marks and to provide for registration and better protection of trade marks for goods and services and for the prevention of the use of fraudulent marks.

2. Patents Act, 1970

An invention relating to a product or a process that is new involving inventive step and capable of industrial application can be patented in India.

(5) PROPERTY RELATED LAWS

1. Transfer of Property Act, 1882

It is an Indian legislation which regulates the transfer of property in India.

(6) ENVIRONMENTAL LAWS

1. The Environment Protection Act 1986 (the "Environment Protection Act") and Environment Protection Rules, 1986 (the "Environment Protection Rules")

The Environment Protection Act was enacted to provide a framework for co-ordination of the activities of various central and state authorities established under previous laws. The Environment Protection Act authorises the central government to protect and improve environment quality, control and reduce pollution. The Environment Protection Act specifies that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environment pollutants in excess of such standards as prescribed. The contravention or failure to comply with the provisions of the Environment Protection Act may attract penalties in the form of imprisonment or fine. Further, the Environment Protection Rules specifies, amongst others, the standards for emission or discharge of environmental pollutants, and restrictions on the handling of hazardous substances in different areas.

2. The Air (Prevention of Pollution Control Act) 1981 (the "Air Act")

The Air Act was enacted and designed for the prevention, control and abatement of air pollution and establishes central and state boards for the aforesaid purposes. In accordance with the provisions of the Air Act, any individual, industry or institution responsible for emitting smoke or gases by way of use of

fuel or chemical reactions must apply in a prescribed form and obtain consent from the state pollution control board prior to commencing any activity

3. The Water (Prevention and Control of Pollution) Act, 1974 (the “Water Act”) and Water (Prevention and Control of Pollution) Cess Act, 1977 (the “Water Cess Act”)

The Water Act was enacted to provide for the prevention and control of water pollution and the maintaining or restoring of wholesomeness of water. Further, the Water Act also provides for the establishment of central pollution control board and state pollution control board with a view to carry out the aforesaid purpose. Any person establishing or taking steps to establish any industry, operation or process, or any treatment and disposal system or extension or addition thereto, which is likely to discharge sewage or trade effluent into a stream, well, sewer or on land is required to obtain the previous consent of the concerned state pollution control board. In addition, the Water Cess Act was enacted to provide for the levy and collection of a cess on water consumed by persons carrying on certain businesses and by local authorities, with a view to augment the resources of the central board and state boards for the prevention and control of water pollution constituted under the Water Act.

4. The Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (the “Hazardous Waste Rules”)

The objective of the Hazardous Waste Rules is to control the collection, reception, treatment and storage of hazardous waste. The Hazardous Waste Rules prescribes for every person who is engaged in generation, treatment, processing, package, storage, transportation, use, collection, destruction, conversion, recycling, offering for sale, import, export, transfer or the like of the hazardous and other wastes to obtain an authorisation from the relevant state pollution control board.

5. The E-Waste Management Rules, 2016 (the “E-Waste Rules”)

The E-Waste Rules apply to every producer or consumer or bulk consumer, amongst others, involved in transfer, purchase, collection, storage and processing of e-waste or electrical and electronic equipment. The E-Waste Rules obligate the aforesaid persons to channelize the e-waste generated through collection centre, or dealer of authorized producer or dismantler or recycler and maintain record of such e-waste generated. According to E-Waste Rules, the entities covered under the rules are required to get themselves registered with the concerned state pollution control board and to ensure that no damage is caused to the environment during the storage and transportation of e-waste.

(7) TAXATION ACT

1. Income-Tax Act, 1961

The Income Tax Act is a comprehensive statute that focuses on the different rules and regulations that govern taxation in the country. It is the charging statute of income tax in India. It provides for levy, administration, collection and recovery of income Tax.

2. Goods And Services Tax Act 2017

GST is known as the Goods and Service Tax. It is an indirect tax which has replaced many indirect taxes in India such as excise duty, VAT, service tax etc. Goods and Service Tax is levied on the supply of goods and services. It is a comprehensive, multi-stage, destination based tax that is levied on every value addition. GST is a single domestic indirect tax law for the entire country.

3. Tax On Professions, Trades, Callings And Employments Act

Profession tax is the tax levied and collected by the state governments in India. It is an indirect 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.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief History of our Company

Our company was incorporated as Private Limited Company under the name “*OBSC Perfection Private Limited*”, under the provisions of the Companies Act, 2013 and Certificate of Incorporation was issued by the Registrar of Companies, Central Registration Centre, on March 17, 2017. The status of the Company was changed to public limited, and the name of our Company was changed to “*OBSC Perfection Limited*” vide Special Resolution dated March 26, 2024. The fresh Certificate of Incorporation consequent to conversion was issued on June 28, 2024 by the Registrar of Companies, Delhi. The Corporate Identification Number of our Company is U27100DL2017PLC314606. Omega Bright Steel & Components Private Limited and Ashwani Leekha were the initial subscribers to the Memorandum of Association (MOA) of our Company. For further details of our Promoters please refer the chapter titled “*Our Promoters and Promoters Group*” beginning on page 177 of this Red Herring Prospectus.

For information on our Company’s profile, activities, products/services, market, growth, technology, managerial competence, standing with reference to prominent competitors, major vendors and suppliers, please refer the chapters titled “*Our Business*”, “*Industry Overview*”, “*Our Management*”, “*Restated Financial Statements*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” beginning on pages 132, 177, 159, 193 and 238 respectively of this Red Herring Prospectus. Our Company has 7 shareholders as on the date of filing of this Red Herring Prospectus.

Changes in the Registered Office of our company since Incorporation

Currently, the Registered Office of our company is situated at 6F, 6th Floor, M-6, Uppal Plaza, Jasola District Centre, South Delhi- 110025, India. There has been no change in the registered office of the Company since the incorporation.

Major Events in the History of our Company

| Year | Key Events / Milestone / Achievements |
|------|---|
| 2017 | Incorporation of the Company. |
| 2020 | Commencement of Operations from 1 st Manufacturing Facility in Pune with an annual installed capacity of 11.50 lakh units Received IATF Standard 16949:2016 Certification in respect of Manufacture of precision machined components like pistol rods, Shafts, Connectors, cable end fittings, Studs, Bushes, Rings excluding Product design Received ISO 9001:2015 Certification in respect of Manufacture of precision machined components like pistol rods, Shafts, Connectors, cable end fittings, Studs, Bushes, Rings, Pulley. |
| 2021 | Our annual revenues from operations crossed ₹ 50 crore. |
| 2022 | Commenced Operations from Unit II for Investment Casting in Pune with an Annual capacity of 600 MT |
| 2023 | Commenced Operations from 3 rd Manufacturing Facility spanning 30,000+ sq. ft. for Machining in Chennai to cater high demand from OEM’s and Tier 1 for south market. Our annual revenues from operations crossed ₹ 100 crore. |
| 2024 | Leased property for expansion of business by setting up new manufacturing unit IV at Taluka-Khed, GATE NO 417, Nighoje, Near Hotel Maha Laxmi and Mess, Nighoje, Chakan, Pune- 410501 Maharashtra, India Conversion of Company from private limited company to public limited company |

Awards & Recognitions

| Year | Key Events / Milestone / Achievements |
|------|--|
| 2020 | Received Certificate for Zero Defects Supplier from Bharat Electronics Limited |

| Year | Key Events / Milestone / Achievements |
|------|---|
| 2022 | Received Customer Satisfaction by Quality Assurance Award from Tenneco Clean Air India |
| 2023 | Won Best Supplier (Quality) Award-2023 from Tenneco. |
| 2024 | <ul style="list-style-type: none"> Received Special Recognition for Outstanding Contributions in BSVI Developments & Extraordinary Support in SOP-24 from Tenneco. Received Certificate of Appreciation from Tata AutoComp Systems. Received Certification of Appreciation from Tenno Automative India Private Limited for excellence in VSM and cost leadership |

Main objects of Our Company

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

1. To carry on business as Manufacturer, Processors, Importers, Exporters, Traders or other Types of Dealers in components made of steel and other metals used in different type industries.
2. To carry on business as Manufacturer, Processors, Importers, Exporters, Traders or other types of Dealers in Iron Steel and other ferrous metals and alloys and/or articles, things or goods made from them (Ferrous Metals and Alloys) by Drawing, Rolling, Re-rolling, Forgings, Castings and Processing.
3. To carry on business as, Manufacturer, Processors, Importers, Exporters, Traders or other Types of Dealers in Iron Steel and other Non-Ferrous Metals and Alloys and/or articles, things or goods made from them (Non-Ferrous Metals and Alloys) by Drawing, Rolling, Re-rolling, Forgings, Castings and Processing.
4. To carry on business as Manufacturer, Processors, Importers, Exporters, Traders or other Types of Dealers in Plastic, Bakelite, Rubber and Components made thereof used in different type industries.

Amendments to the Memorandum of Association of our company since incorporation

The following changes have been made to our Memorandum of Association of our Company since its incorporation:

| Sr. No. | Particulars of Amendment | Date of Shareholders Approval |
|---------|--|-------------------------------|
| 1. | Increase in authorized share capital of our Company from ₹ 10,00,00,000 divided into 1,00,00,000 Equity shares of ₹ 10 each to ₹ 15,00,00,000 divided into 1,50,00,000 Equity shares of ₹ 10 each. | July 25, 2018 |
| 2. | Increase in authorized share capital of our Company from ₹ 15,00,00,000 divided into 1,50,00,000 Equity shares of ₹ 10 each to ₹ 25,00,00,000 divided into 2,50,00,000 Equity shares of ₹ 10 each. | February 26, 2024 |
| 3. | Conversion of private company into public company and subsequent change of name of our Company from “OBSC Perfection Private Limited” to “OBSC Perfection Limited” | June 28, 2024 |

Capital Raising (Debt/Equity)

For details of the equity capital raising of our Company, please refer to the chapter titled “*Capital Structure*” on page 82 of this Red Herring Prospectus.

Injunctions or Restraining Orders

There are no injunctions/ restraining orders that have been passed against the Company.

Details regarding acquisition of business/undertakings, mergers, amalgamation, revaluation of assets etc.

Our Company has not made any acquisitions or divestments of any business or undertakings, mergers, amalgamation or revaluation of assets in the last ten years preceding the date of this Red Herring Prospectus.

Defaults or rescheduling of borrowing with financial institutions/banks

As on the date of this Red Herring Prospectus, there have been no defaults or rescheduling of borrowings with any financial institutions/banks in respect of borrowings of our Company.

Promoters of our Company

The Promoters of our Company are Saksham Leekha, Ashwani Leekha, Sanjeev Verma, Rajni Verma, Asha Narang, Sandeep Narang, Richard Blum, Adrienne Blum, Pascal Blum, Simon Blum, Omega Bright Steel and Components Private Limited, Omega Bright Steel Private Limited Ess U Enterprises Private Limited and Bluwat AG. For details, see “*Our Promoters and Promoter Group*” beginning on page 177 of this Red Herring Prospectus.

Details of holding company

As of the date of this Red Herring Prospectus, our Company does not have any holding Company.

Details of subsidiaries or associate companies

As on the date of this Red Herring Prospectus, our Company does not have any Subsidiary Company.

Number of shareholders of our Company

Our Company has 7 shareholders as on the date of filing of this Red Herring Prospectus.

Shareholders Agreements

Our Company has not entered into any shareholders agreements as on the date of this Red Herring Prospectus.

Other Agreements

Our Company has not entered into any specific or special agreements except those that have been entered into in ordinary course of business as on the date of filing of this Red Herring Prospectus.

Material Agreements

Our Company has not entered into any material agreement, other than the agreements entered by it in normal course of its business.

Joint Ventures and Collaborations

As on the date of this Red Herring Prospectus, our Company does not have any joint venture.

Competition

For details on the competition faced by our Company, please refer to the chapter titled “*Our Business*” beginning on page 132 of this Red Herring Prospectus.

Strategic and financial partnerships

Our Company has no strategic and financial partners as on the date of filing of this Red Herring Prospectus. For details related to business activity please refer to the chapter titled “*Our Business*” on page 132 of this Red Herring Prospectus.

Non-Compete Agreement

Our Company has not entered into any Non-compete Agreement, as on the date of filing this Red Herring Prospectus.

Launch of key products or services, entry or exit in new geographies

For details of launch of key products or services, please refer to the chapter “*Our Business*” on page 132 and “*Objects of the Issue*” on page 97 of this Red Herring Prospectus.

Time and Cost Overruns in Setting-up Projects

There is no Time and Cost Overruns in Setting-up Projects

Lock-out or strikes

There have been no lock-outs or strikes in our Company since inception.

Changes in the activities of our Company during the last five years

There have been no changes in the activities of our Company during the last five years.

Corporate Profile of our Company

For details on the description of our Company’s activities, the growth of our Company, please see “*Our Business*”, “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” and “*Basis of the Issue Price*” on page 132, 238 and 113 of this Red Herring Prospectus.

Changes in the Management

For details of change in management, please see chapter titled “*Our Management*” on page 159 of the Red Herring Prospectus.

Changes in accounting policies in last three (3) years

There have been no changes in the accounting policies of our Company in the last three years.

Guarantees provided by our Promoters

Save and except as disclosed in this Red Herring Prospectus, our Promoters have not given any guarantees to third parties that are outstanding as on the date of filing of this Red Herring Prospectus. Please refer to the chapter titled “*Financial Indebtedness*” beginning on page 248 of this Red Herring Prospectus.

OUR MANAGEMENT

Our Company currently has six directors on its Board, including two independent directors and one women director. For details on the strength of our Board, as permitted and required under the Articles of Association, see “Main Provisions of Articles of Association” on page 324 of this Red Herring Prospectus.

Board of Directors

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

| Name, Designation, DIN, Date of Birth, Address, Occupation and Period of directorship | Age (years) | Other directorships |
|---|-------------|---|
| <p>Asha Narang</p> <p><i>Designation:</i> Non-Executive Director and Chairperson</p> <p><i>DIN:</i> 00296714</p> <p><i>Date of birth:</i> February 15, 1945</p> <p><i>Address:</i> D-1104, New Friends Colony, South Delhi- 110025, India</p> <p><i>Occupation:</i> Business</p> <p><i>Period of directorship:</i> Director since incorporation of our company.</p> <p><i>Date of Re-Designation:</i> With effect from April 10, 2024 appointed as Chairman & Non-Executive Director of the Company</p> <p><i>Current Term:</i> Liable to retire by rotation</p> | 79 | <p>Public Limited Companies:</p> <p>Nil</p> <p>Private Limited Companies:</p> <ol style="list-style-type: none"> 1. Gopalsons Steels Private Limited 2. Omega Bright Steel Private Limited 3. ESS U Enterprises Private Limited 4. Anglian Infrastructure Development Private Limited 5. Rasa Business Innovations Private Limited 6. S.C.R.A. International Limited 7. Yash Deep Automotives Private Limited 8. Omega Special Steels Private Limited 9. Anglian Finvest Private Limited <p>Foreign Companies:</p> <p>Nil</p> |
| <p>Ashwani Leekha</p> <p><i>Designation:</i> Executive Director</p> <p><i>Date of birth:</i> January 12, 1967</p> <p><i>DIN:</i> 07389860</p> <p><i>Address:</i> E- 38, New Multan Nagar, Shakur Basti Depot S.O, Shakur Basti Depot, Northwest Delhi- 110056, India</p> <p><i>Occupation:</i> Business</p> <p><i>Nationality:</i> Indian</p> <p><i>Period of directorship:</i> Director since March 17, 2017</p> <p><i>Current Term:</i> Liable to retire by rotation</p> | 57 | <p>Public Limited Companies:</p> <p>Nil</p> <p>Private Limited Companies:</p> <ol style="list-style-type: none"> 1. Akshat Alloys Private Limited <p>Foreign Companies:</p> <p>Nil</p> |

| Name, Designation, DIN, Date of Birth, Address, Occupation and Period of directorship | Age (years) | Other directorships |
|---|-------------|--|
| <p>Saksham Leekha</p> <p><i>Designation:</i> Managing Director</p> <p><i>DIN:</i> 07389575</p> <p><i>Date of birth:</i> August 11, 1989</p> <p><i>Address:</i> E- 38, New Multan Nagar, Delhi-110056, India</p> <p><i>Occupation:</i> Business</p> <p><i>Nationality:</i> Indian</p> <p><i>Original Date of Appointment:</i> March 17, 2017</p> <p><i>Date of Re-Designation:</i> May 22, 2024 as Managing Director.</p> <p><i>Current Term:</i> 5 years</p> | 35 | <p>Public Limited Companies:</p> <p>Nil</p> <p>Private Limited Companies:</p> <p>1. Akshat Alloys Private Limited</p> <p>Foreign Companies:</p> <p>Nil</p> |
| <p>Sanjeev Verma</p> <p><i>Father's Name:</i> Raghunath Rai Verma</p> <p><i>Designation:</i> Executive Director and Chief Financial Officer</p> <p><i>DIN:</i> 00296825</p> <p><i>Date of birth:</i> December 17, 1957</p> <p><i>Address:</i> E- 45, 2nd Floor , G K Enclave -1 , Greter Kailash S.O , South Delhi-110048, India</p> <p><i>Occupation:</i> Business</p> <p><i>Nationality:</i> Indian</p> <p><i>Original Date of Appointment:</i> March 17, 2017</p> <p><i>Date of Re-Designation:</i> May 10, 2024</p> <p><i>Current Term:</i> Liable to retire by rotation</p> | 66 | <p>Public Limited Companies:</p> <p>Nil</p> <p>Private Limited Companies:</p> <ol style="list-style-type: none"> 1. Omega Pathlab Private Limited 2. Omega Seiki Private Limited 3. Sooryauday Aerial Vehicles Private Limited 4. Anglian Flamingo Private Limited 5. Anglian Sports Private Limited 6. Anglian Ocean Infrastructure Development Private Limited 7. Omega Bright Steel Private Limited 8. Jambudvipa Heartcraft Private Limited 9. Anglian Infrastructure Development Private Limited 10. Anglian Industrial Infrastructure Development Private Limited 11. Ease My Home Services Private Limited 12. Omega Seiki Mobility Private Limited <p>Foreign Companies:</p> <p>Nil</p> |

| Name, Designation, DIN, Date of Birth, Address, Occupation and Period of directorship | Age (years) | Other directorships |
|--|-------------|--|
| <p>Ravi Ramniranjan Khandelwal</p> <p>Father's Name: Ramniranjan Madanlal Khandelwal</p> <p>Designation: Independent Director</p> <p>DIN: 06751477</p> <p>Date of birth: December 19, 1958</p> <p>Address: P-5/504, Empire Estate, Mumbai Pune Road, Chinchwad East Pune-411019, Maharashtra-, India</p> <p>Occupation: Professional</p> <p>Nationality: Indian</p> <p>Original Date of Appointment: May 10, 2024</p> <p>Date of Re-Designation: May 22, 2024</p> <p>Current Term: 5 years</p> | 65 | <p>Public Limited Companies:</p> <p>Nil</p> <p>Private Limited Companies:</p> <p>Vijaya Construction Equipment Private Limited</p> <p>Foreign Companies:</p> <p>Nil</p> |
| <p>Pradeep Harikishan Chabra</p> <p>Father's Name: Harikishan Bhagwandas Chabra</p> <p>Designation: Independent Director</p> <p>DIN: 10570627</p> <p>Date of birth: November 05, 1956</p> <p>Address: 203, Samrajya-2, Gokul Vihar township, Vapi, Pardi, Valsad, Vapi, Gujarat – 396191, India</p> <p>Occupation: Professional</p> <p>Nationality: Indian</p> <p>Original Date of Appointment: May 10, 2024</p> <p>Date of Re-Designation: May 22, 2024</p> <p>Current Term: 5 Years</p> | 67 | <p>Public Limited Companies:</p> <p>Nil</p> <p>Private Limited Companies:</p> <p>Nil</p> <p>Foreign Companies:</p> <p>Nil</p> |

Brief profiles of our directors

Asha Narang, aged 79 years, is the Promoter, Non-Executive Director and Chairperson of our company with effect from April 10, 2024. She has been associated with our company since its inception. She holds a Bachelor of Arts degree from Pramila College, Delhi, in the year 1965. She has been part of the Anglian Omega Group for the last 50 years and has extensive experience in the Steel & Auto Components industry. She is Director of Omega Bright Steel Private Limited since 1970.

Saksham Leekha, aged 35 years, is the Promoter and Managing Director of our company. He holds a degree in Bachelor of Technology (Computer Science and Engineering), from Guru Gobind Singh Indraprastha University. He has been associated as an executive director with our company since its inception having and experience of more than 7 years and was re-designated as Managing Director with effect from May 22, 2024. He has been directly involved in managing all operations across our four units. He has interest in robotics and automations. He handles the responsibility of looking after new product development, infusion and upgradation of technology in operations and production process of our Company.

Ashwani Leekha, aged 57 years, is the Promoter and Executive director of our company since its inception. He has been associated with since its inception. He holds a Bachelor of Commerce degree from Delhi University. He has an experience of more than 35 years in the field of precision engineering and plant operations and is overseeing plant operations and process improvements at our Company.

Sanjeev Verma, aged 66 years, is the Executive Director and Chief Financial Officer of our company. He has been associated with our company w.e.f. March 17, 2017. He holds a Bachelor of Science from Delhi University. He has 35 years of experience in bright bar manufacturing, marketing and finance. He heads the expansion in Chennai and the development of the South India market. He was also associated with Omega Bright Steel and Components Private limited where he was involved in financial planning and analysis, budgeting and cost control, capital structure management, and tax planning and compliance.

Ravikumar Ramniranjan Khandelwal, aged 65 is an Independent Director of our company. He has been associated with our company since May 2024. He holds bachelor's degree in commerce from Mumbai University. He has more than 48 years of experience in the fields related to Business Development to Manufacturing. Previously, he worked with Suprajit Engineering Limited, and Shah Udyog.

Pradeep Harikishan Chabra aged 67, has been an Independent Director at our company since May 2024. He holds a master's degree in commerce from DAV College, Dehradun University, and has over 40 years of experience in the automotive sector. He is skilled in business development, stakeholder management, organizational governance, compliance, and risk management. He previously worked with Acey Engineering Private Limited and Shah Concab Private Limited

Confirmations:

a) Details of directorship in companies suspended or delisted

None of our Directors is or was a director of any listed company, whose shares have been or were suspended from being traded on any stock exchanges, in the last five years prior to the date of this Red Herring Prospectus, during the term of their directorship in such company.

Further, none of our directors is, or was, a director of any listed company, which has been or was delisted from any stock exchange during the term of their directorship in such company.

b) Family Relationship between the Directors, Key Managerial Person and Senior Management Personnel

Except as stated below, none of the Directors, Key Managerial Person and Senior Management Personnel of our Company are related to each other as per section 2(77) of the Companies Act, 2013.

| Name | Relationship |
|---|--------------|
| Ashwani Leekha (Executive Director) and Aarush Leekha (CEO - Sales & Marketing) | Father- Son |

c) Arrangements with major Shareholders, Customers, Suppliers or Others

There are no arrangements or understanding between major shareholders, customers, suppliers or others pursuant to which any of the Directors were selected as a director or member of a senior management as on the date of this Red Herring Prospectus.

- d) None of the Directors are categorized as a wilful defaulter or Fraudulent Borrower, as defined under Regulation 2(1)(III) of SEBI (ICDR) Regulations.
- e) None of the abovementioned Directors have been declared a Fugitive Economic Offender under section 12 of the Fugitive Economic Offender Act, 2018.
- f) None of the Promoters or Directors has been or is involved as a promoter or director 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.

Service contracts with Directors

Our Company has not entered into any service contracts with our Directors which provide for benefits upon the termination of their employment.

Borrowing Powers

In accordance with our Articles of Association and the applicable provisions of the Companies Act, and pursuant to a special resolution of our Shareholders at an EGM held on May 22, 2024 our Board is authorised to borrow monies from time to time in excess of aggregate of paid up share capital and free reserves (apart from temporary loans obtained / to be obtained from the company's bankers in ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed ₹ 80 Crores.

Terms of employment of our Managing Director

Saksham Leekha, Managing Director

Pursuant to a resolution passed by the Board of Directors at the meeting held on May 10, 2024, Saksham Leekha was appointed as the Managing Director of our Company for a period of 5 years with effect from May 10, 2024 and approved by the Shareholders of our Company at the EGM held on May 22, 2024, the terms of remuneration, including his salary, allowances and perquisites were approved in accordance with the provisions of Sections 197, 198, Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder. The terms of remuneration of our Managing Director have been summarized below:

| | |
|--|--|
| Basic Salary | The basic salary shall be Rs. 4,92,500/- Per month. The salary is inclusive of HRA of Rs. 1,00,000/- and LTA of Rs. 1,42,500/- |
| Perquisites | a.) Use of Mobile Phone: Use of Mobile phone as per the rules of the Company. b.) Perquisites: Reimbursement of travelling and all other expenses incurred during official business of the Company in accordance with the rules of the Company. |
| Others | Other charges payable would be Rs. 7500/- per month. |
| Remuneration in the event of loss or in adequacy of profits | Where in any financial year, the Company has no profit or its profits are inadequate, the forgoing amount of remuneration and benefits shall be paid, subject to applicable provisions of Schedule V to the Companies Act, 2013. |

Sitting fees and commission to Non-Executive Directors and Independent Directors

Non-Executive Directors of the company - both Independent and Non-Independent - may be paid sitting fee, commission, and any other amounts as may be decided by our board in accordance with the provisions of the

Articles of Association, the Companies Act, and other applicable laws & regulations. None of our Non-Executive Directors (both Independent and Non-Independent) have received any remuneration/ compensation during the preceding financial year.

Payments or benefits to our directors

Executive Directors

The table below sets forth the details of the remuneration (including sitting fees, salaries, commission and perquisites, professional fee, consultancy fee, if any) paid to our Executive Directors for the preceding two years:

| Name of the Executive Director | Year | Remuneration |
|--------------------------------|---------|--------------|
| Saksham Lekha | 2023-24 | ₹ 32 Lakhs |
| Saksham Lekha | 2022-23 | ₹ 22 Lakhs |

Non-Executive Directors:

Non-Executive Directors are not entitled to any remuneration except sitting fees for attending meetings of the Board, or of any committee of the Board.

Contingent and deferred compensation payable to the Directors

As on the date of this Red Herring Prospectus, there is no contingent or deferred compensation payable to the Directors, which does not form part of their remuneration.

Bonus or profit-sharing plan for our directors

Our Company does not have any performance-linked bonus or a profit-sharing plan in which our directors have participated.

Shareholding of Directors in our Company

Except as disclosed, none of our directors hold any shares of the company as on the date of this Red Herring Prospectus:

| Particulars | Pre- issue | | Post- issue | |
|---|------------------|-----------------------|------------------|-----------------------|
| | Number of shares | Percentage of holding | Number of shares | Percentage of holding |
| Omega Bright Steel & Components Private Ltd | 89,25,000 | 50% | 89,25,000 | [●] |
| Ashwani Leekha | 44,62,500 | 25% | 44,62,500 | [●] |
| Saksham Leekha | 35,87,847 | 20.10% | 35,87,847 | [●] |

Interests of our Directors

Our Independent Directors may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of the Board or a committee thereof and as well as to the extent of reimbursement of expenses payable to them under the Articles.

Our Executive Directors are interested to the extent of remuneration payable to them pursuant to the Articles of Company and resolution approved by the Board of Directors/Members of the Company as the case may be, time to time for the services rendered as an Officer or employee of the Company.

The Directors are also members of the Company and are deemed to be interested in the Equity Shares, if any, held by them and/or any Equity Shares that may be held by their relatives, the companies, firms and trusts, in

which they are interested as directors, members, partners, trustees, beneficiaries and promoters and in any dividend distribution which may be made by our Company in the future. For the shareholding of the Directors, please refer “*Our Management - Shareholding of Directors in our Company*” beginning on page 159 of this Red Herring Prospectus.

Other than our promoters, none of the other Directors have any interest in the promotion of our Company other than in the ordinary course of business.

Payment of benefits (non-salary related)

No amount or benefit has been paid or given within the two (2) years preceding the date of filing of this Red Herring Prospectus or is intended to be paid or given to any of our directors except the remuneration for services rendered.

Changes in our Company’s Board of Directors during the last three (3) years

Following changes in the Board of Directors during the last three (3) years

| Name of Directors | Date of Appointment | Date of Change in designation | Date of cessation | Reasons for changes in the Board |
|-----------------------------|----------------------------|--------------------------------------|--------------------------|---|
| Asha Narang | March 17, 2017 | April 10, 2024 | - | Appointed as Non-Executive Director and Chairperson |
| Saksham Leekha | March 17, 2017 | May 22, 2024 | - | Appointed as Managing Director |
| Ravi Ramniranjan Khandelwal | May 10, 2024 | May 22, 2024 | - | Appointment as Independent Director |
| Pradeep Harikishan Chabra | May 10, 2024 | May 22, 2024 | - | Appointment as Independent Director |

COMPLIANCE WITH CORPORATE GOVERNANCE

In additions to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI (LODR) Regulations to the extent applicable to the entity whose shares are listed on the SME Exchange will also be applicable to our company immediately upon the listing of Equity Shares on the Stock Exchange. We are in compliance with the requirements of the applicable regulations, including the SEBI ICDR Regulations and the Companies Act in respect of corporate governance including constitution of the Board and committees thereof.

The corporate governance framework is based on an effective independent Board, separation of the Board’s supervisory role from the executive management team and constitution of the Board committees, each as required under law. Our Board of Directors is constituted in compliance with the Companies Act, 2013 and the SEBI (LODR) Regulations.

Our Company has constituted the following committees:

1. Audit Committee

Our Company has formed the Audit Committee vide resolution passed in the meeting of Board of Directors held on May 10, 2024 as per the applicable provisions of the Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended). The Audit Committee comprises of following members.

| Name of the Directors | Designation | Designation in Committee |
|------------------------------|---|---------------------------------|
| Ravi Ramniranjan Khandewal | Non – Executive Director and Independent Director | Chairman |
| Pradeep Harikishan Chabra | Non – Executive Director and Independent Director | Member |
| Asha Narang | Non-Executive Director | Member |

The Company Secretary of our Company shall act as Secretary of the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to furnish clarifications to the shareholders in any matter relating to financial statements. The scope and function of the Audit Committee and its terms of reference shall include the following:

Terms of reference:

Role of Audit Committee

The scope of audit committee shall include, but shall not be restricted to, the following:

1. The recommendation for the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor, their remuneration and fixation of terms of appointment of the Auditors of the Company;
2. Review and monitor the auditors' independence and performance, and effectiveness of audit process;
3. Examination of financial statement and auditors' report thereon including interim financial result before submission to the Board of Directors for approval, particularly with respect to;
 - a. Changes, if any, in accounting policies and practices and reasons for the same,
 - b. Major accounting entries involving estimates based on the exercise of judgment by management,
 - c. Significant adjustments made in the financial statements arising out of audit findings,
 - d. Compliance with listing and other legal requirements relating to financial statements,
 - e. Disclosure of any related party transactions,
 - f. Modified opinion(s) / Qualifications in the draft audit report.
4. Approval or any subsequent modification of transactions of the Company with related party, subject following conditions;
 - The Audit Committee may make omnibus approval for related party transactions proposed to be entered in to by the Company subject to such conditions provided under the Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof;
 - In case of transaction, other than transactions referred to in section 188 of Companies Act 2013 or any subsequent modification(s) or amendment(s) thereof, and where Audit Committee does not approve the transaction, it shall make its recommendations to the Board;
 - In case any transaction involving any amount not exceeding one crore rupees is entered into by a director or officer of the company without obtaining the approval of the Audit Committee and it is not ratified by the Audit Committee within three months from the date of the transaction, such transaction shall be voidable at the option of the Audit Committee;
5. Reviewing, with the management, and monitoring 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 Issue document/ prospectus, and making appropriate recommendations to the Board to take up steps in this matter;
6. Scrutiny of Inter-corporate loans and investments;
7. Reviewing and discussing 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;
8. To review the functioning of the Whistle Blower mechanism, in case the same is existing;
9. Valuation of undertakings or assets of the company, where ever it is necessary;

10. Evaluation of internal financial controls and risk management systems and reviewing, with the management, performance of internal auditors, and adequacy of the internal control systems; and
11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
12. To monitor the end use of fund invested or given by the Company to Subsidiary Companies;
13. Carrying out any other function as assigned by the Board of Directors from time to time.

Review of information by Audit Committee

The audit committee shall mandatorily review the following information:

1. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
2. Management letters / letters of internal control weaknesses issued by the statutory auditors;
3. Internal audit reports relating to internal control weaknesses; and
4. The appointment, removal and terms of remuneration of the Internal Auditor.
5. Quarterly / half yearly statement of deviation(s), if applicable, submitted to stock exchange(s) in terms of Regulation 32(1);
6. Annual statement of funds utilized for purposes other than those stated in the Issue document/ prospectus.

Powers of the Audit Committee:

The audit committee shall have the powers, which should include the following:

1. To investigate any activity within its terms of reference;
2. To seek information from any employees;
3. To obtain outside legal or other professional advice; and
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. Call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.
6. To investigate into any matter in relation to the items specified in sub-section (4) of Section 177 of the Companies Act, 2013 or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company.

2. Stakeholders Relationship Committee

Our Company has formed the Stakeholders Relationship Committee as per Section 178 of the Companies Act, 2013 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) vide board resolution dated May 10, 2024. The constituted Stakeholders Relationship Committee comprises of following members:

| Name of the Directors | Designation | Designation in Committee |
|------------------------------|--|---------------------------------|
| Ravi Ramniranjan Khandelwal | Non Executive and Independent Director | Chairman |
| Sanjeev Verma | Executive Director & Chief Financial Officer | Member |
| Saksham Leekha | Managing Director | Member |

The Company Secretary of our Company shall act as a Secretary to the Stakeholders Relationship Committee.

The scope and function of the Stakeholders Relationship Committee and its terms of reference shall include the following:

Terms of Reference

1. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares;
2. Redressal of shareholder and investor complaints like transfer of Shares, non-receipt of balance sheet, non-receipt of declared dividends etc.;
3. Issue duplicate/split/consolidated share certificates;
4. Dematerialization/Rematerialization of Share;
5. Review of cases for refusal of transfer / transmission of shares and debentures;
6. Reference to statutory and regulatory authorities regarding investor grievances and to otherwise ensure proper and timely attendance and redressal of investor queries and grievances; Provided that inability to resolve or consider any grievance by the Stakeholders Relationship Committee in good faith shall not constitute a contravention of Section 178 of Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof.
7. Such other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.

3. Nomination and Remuneration Committee

Our Company has formed the Nomination and Remuneration Committee as per Section 178 of the Companies Act, 2013 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) vide board resolution dated May 10, 2023. The Nomination and Remuneration Committee comprises of following members:

| Name of the Directors | Designation | Designation in Committee |
|-----------------------------|--|--------------------------|
| Ravi Ramniranjan Khandelwal | Non-Executive and Independent Director | Chairman |
| Pradeep Harikishan Chabra | Non-Executive and Independent Director | Member |
| Sanjeev Verma | Executive Director & Chief Financial Officer | Member |

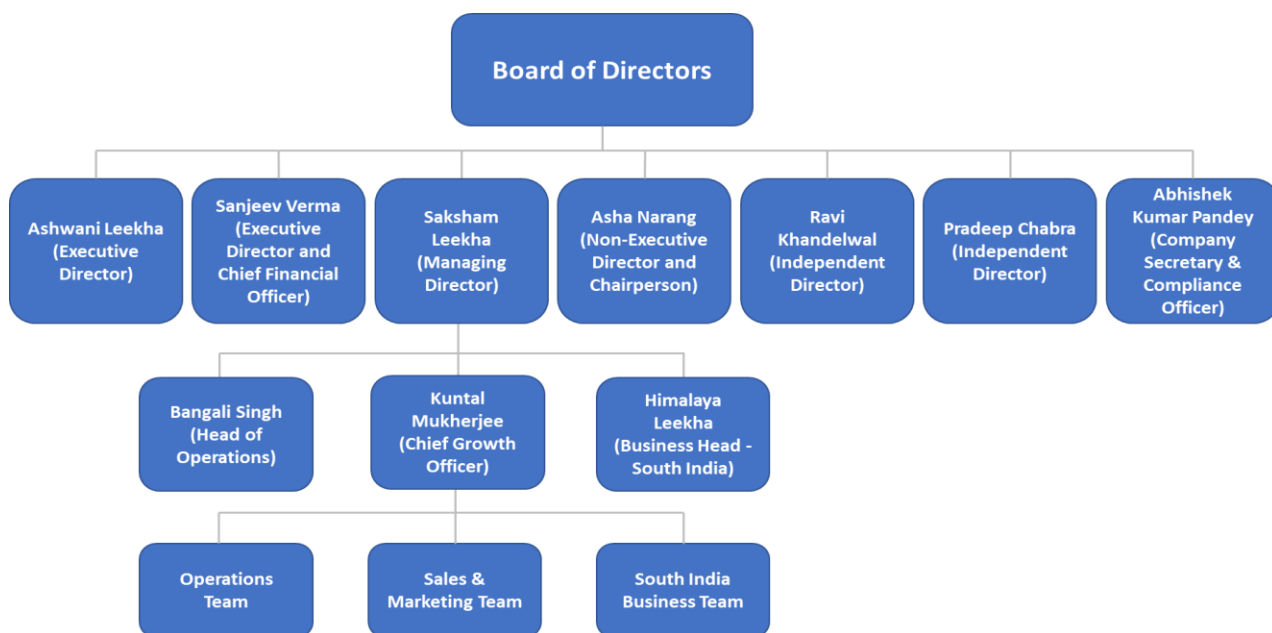
The Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee. The scope and function of the Committee and its terms of reference shall include the following:

The terms of reference:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
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 and shall carry out evaluation of every Director's performance.
5. To specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance

Management Organization Structure

The following chart depicts our Management Organization Structure



Our Key Managerial Personnel

Our Company is managed by our Board of Directors, assisted by qualified experienced professionals, who are permanent employees of our Company. The following are the Key Managerial Personnel of our Company.

Profiles of our Key Managerial Personnel

For the profile of Saksham Leekha as a Managing Director and Sanjeev Verma as Chief Financial Officer, whose details are provided under “*Brief Biographies of our Directors*” in the “*Our Management*” beginning on page 159 of this Red Herring Prospectus. The details of our other Key Managerial Personnel as on the date of this Red Herring Prospectus are set forth below:

1. Company Secretary

Abhishek Kumar Pandey, aged 44 years, is the Company Secretary and Compliance Officer of our Company. He joined our Company from February 01, 2024. He is responsible for transparency and accountability in corporate governance within the organization. He has more than ten years of experience in managing corporate secretarial functions and ensuring compliance with regulatory requirements. Previously, he worked with SS Corporate Law Advisors and Kimia Biosciences Limited as Company secretary. He is entitled to remuneration of ₹ 5.80 Lakhs per annum in our Company.

Relationship amongst the Key Managerial Personnel of our Company

None of our directors and Key Managerial Personnel of our Company are related to each other.

Arrangement and Understanding with Major Shareholders/Customers/ Suppliers

None of the above Key Managerial Personnel have entered into to any arrangement/ understanding with major shareholders/customers/suppliers as on the date of this Red Herring Prospectus.

Bonus or profit-sharing plan of the Key Managerial Personnel

Our Company does not have profit sharing plans for the Key Management Personnel.

Shareholding of Key Management Personnel in our Company

Except for Ashwani Leekha who hold 44,62,500 Equity Shares, constituting 25% and Saksham Leekha who holds 35,87,847 Equity Shares, constituting 20.10% of total paid- up share capital of our company, none of our Key Managerial Personnel hold Equity Shares in our Company as on the date of filing of this Red Herring Prospectus. For further details, please refer to section titled “*Capital Structure*” beginning on page 85 of this Red Herring Prospectus.

Interest of Key Managerial Personnel

Except as disclosed in this Red Herring Prospectus, the Key Managerial Personnel of our Company do not have any interest in our Company other than to the extent of their shareholding, remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

Employee Stock Option or Employee Stock Purchase

Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this Red Herring Prospectus.

Payment of Benefits to of our KMPs (*non-salary related*)

Except as disclosed in this Red Herring Prospectus, other than any statutory payments made by our Company to its KMPs, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees.

For further details, please refer section titled “*Restated Financial Statements*” beginning on page 193 of this Red Herring Prospectus.

Changes in Our Company’s Key Managerial Personnel during the last three (3) years

| Name of KMP | Designation | Date of Appointment | Date of Resignation | Reason |
|-----------------------|--|----------------------------|----------------------------|---|
| Saksham Leekha | Managing Director | March 17, 2017 | May 22, 2024 | Appointment as Managing Director |
| Sanjeev Verma | Chief Financial Officer | March 17, 2017 | May 10, 2024 | Appointment as Chief Financial Officer |
| Abhishek Kumar Pandey | Company Secretary and Compliance Officer | February 01, 2024 | - | Appointment as Company Secretary and Compliance Officer |
| Ankita Kabra | Company Secretary | April 01, 2021 | February 01, 2024 | Due to personal reason |

Profiles of our Senior Management Team

The strength of our Core Team defines our growth and capability. We are proud to have a strong leadership team of senior management persons who adds value to our Company and Business Operations. A Brief profile of such personnel is as under:

1. Bangali Singh:

Bangali Singh, aged 45 years, is Operational Head in Manufacturing in our Company. He holds a Diploma in Mechanical Engineering from U.P Technical Board, Lucknow in year 2002. He joined our Company from June 08, 2019. He is responsible for Process enhancement covering Identifying areas of improvement and recommending process modifications and equipment calibrations to enhance operational efficiencies of the Systems within the organization. He has more than twenty years of experience in Process/ Production engineering having rich exposure of CNC Programming in manufacturing sector. Previously, he worked with Omax Autos Limited. In fiscal 2024, he received a remuneration of ₹ 16.24 lakhs from our Company.

2. Kuntal Mukherjee:

Kuntal Mukherjee aged 42 years is the Chief Growth Officer of our organization. He holds a Bachelor of Science degree from RDVV University, Jabalpur, and an MBA in Marketing Communication from MIT School of Management, Pune. Additionally, he earned an MBA in Marketing and Strategy from Liverpool Business School (LBS) at John Moores University in the United Kingdom. With over 12 years of experience in Sales and Marketing, Kuntal joined our company in November 2022. Prior to this, he worked with Omega Bright Steel Private Limited, Robert Bosch Automotive Steering Private Limited and ZF Lenksysteme India Private Limited. In the fiscal year 2024, he received a remuneration of ₹ 24.26 lakhs from our company.

3. Himalaya Leekha:

Himalaya Leekha aged 31 years is Business Head (Chennai Unit) in our Organisation. He holds Bachelor's degree in Information Technology Engineering from University of Pune. He is an experienced member of the Precision Machine Component Industry. He is associated with our Company from the year 2022. In fiscal 2024, he received a remuneration of ₹ 10 lakhs from our Company.

Relationship amongst the Senior Managerial Personnel of our Company

For details of the Relationship amongst Senior Managerial Personnel, see “*Our Management – Family Relationship between the Directors, Key Managerial Person and Senior Management Personnel*” beginning on page 159 of this Red Herring Prospectus.

Status of Senior Management Personnel in our Company

All our senior management personnel are permanent employees of our Company.

Arrangement and Understanding with Major Shareholders/Customers/ Suppliers

None of the above Senior management Personnel have entered into to any arrangement/ understanding with major shareholders/customers/suppliers as on the date of this Red Herring Prospectus.

Bonus or profit-sharing plan of the Senior Management Personnel

Our Company does not have profit sharing plans for the Senior Management Personnel.

Service Contracts of the Senior Management Personnel

Except for the terms set forth in the appointment letters, the Senior Management Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

Loans availed by Senior Management Personnel of our Company.

None of the Senior Management Personnel have availed loan from our Company which is outstanding as on the date of this Red Herring Prospectus.

Shareholding of Senior Management Personnel in our Company

Our Senior Management Personnel does not holds Equity Shares in our Company as on the date of filing of this Red Herring Prospectus. For further details, please refer to section titled “*Capital Structure*” beginning on page 85 of this Red Herring Prospectus.

Interest of Senior Management Personnel

Except as disclosed in this Red Herring Prospectus, the Senior Management Personnel of our Company do not have any interest in our Company other than to the extent of their shareholding, remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

Employee Stock Option Plan

For details of the ESOS implemented by our Company, see “*Capital Structure –Employee Stock Option Scheme*” on page 85 of this Red Herring Prospectus.

Contingent and deferred compensation payable to Senior Management Personnel

The Senior Management Personnel are not entitled to any contingent or deferred compensation.

Payment of Benefits to of our SMPs (non-salary related)

Except as disclosed in this Red Herring Prospectus other than any statutory payments made by our Company to its SMPs, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees.

For further details, please refer section titled “*Restated Financial Statements*” beginning on page 193 of this Red Herring Prospectus.

Changes in Our Company’s Senior Management Personnel during the last three years:

| Name of SMPs | Date of Change in Designation | Reasons for change in Board |
|---------------------|--------------------------------------|--|
| Rajesh P. Pujar | May 31, 2022 | Resignation as Plant Head - Operations |
| Bangali Singh | July 01, 2022 | Promoted as Plant Head -Operation from Production Head |
| Aarush Leekha | July 15, 2023 | Appointed as Business Head |

OUR PROMOTERS AND PROMOTER GROUP


Our Promoters


The Promoters of our Company are:


1. Saksham Leekha
2. Ashwani Leekha,
3. Sanjeev Verma,
4. Rajni Verma,
5. Asha Narang,
6. Sandeep Narang
7. Omega Bright Steel and Components Private Limited
8. Omega Bright Steel Private Limited
9. ESS U Enterprises Private Limited
10. Bluwat AG
11. Richard Blum
12. Adrienne Blum
13. Pascal Blum
14. Simon Blum


As on the date of this Red Herring Prospectus, our Promoters hold 1,78,49,997 Equity Shares in aggregate, representing 95.10 % of the issued, subscribed, and paid-up Equity Share capital of our Company. For details pertaining to our Promoters shareholding, please refer to chapter titled “*Capital Structure*” beginning on page 85 of this Red Herring Prospectus.

The details of our individual promoters are as under:


| Saksham Leekha | |
|---|--|
|  | <p>Saksham Leekha, aged 35 years, is the promoter of our company designated as Managing Director.</p> <p>For further details in respect of his date of birth, address, educational qualifications, professional experience, positions/ posts held in the past and other directorships and special achievements, see “<i>Our Management</i>” on page 159.</p> |
| | Date of Birth: August 11, 1989 |
| | Address: E- 38, New Multan Nagar, Delhi- 110056, India |
| | PAN: ADGPL3136P |
| | Interest in other entities: |
| | 1. Akshat Alloys Private Limited |


| Ashwani Leekha | |
|---|---|
|  | <p>Ashwani Leekha, aged 57 years, is the promoter of our company designated as Executive Director.</p> <p>For further details in respect of his date of birth, address, educational qualifications, professional experience, positions/ posts held in the past and other directorships and special achievements, see “<i>Our Management</i>” on page 159.</p> |
| | Date of Birth: January 12, 1967 |
| | Address: E- 38, New Multan Nagar, Shakur Basti Depot S.O, Shakur Basti Depot, North West Delhi, Delhi- 110056, India |
| | PAN: AADPL0490L |
| | Interest in other entities: |
| | 1. Akshat Alloys Private Limited |
| | 2. Perfection Engineers (Partnership firm) |


| Sanjeev Verma | |
|---|--|
|  | <p>Sanjeev Verma, aged 66 years, is the promoter of our company designated as Executive Director.</p> <p>For further details in respect of his date of birth, address, educational qualifications, professional experience, positions/ posts held in the past and other directorships and special achievements, see “<i>Our Management</i>” on page 159.</p> |
| | <p>Date of Birth: December 17,1957</p> |
| | <p>Address: E- 45, 2nd Floor, G K Enclave -1 , Greater Kailash S.O , South Delhi, Delhi- 110048, India</p> |
| | <p>PAN: AAGPV4423N</p> |
| | <p>Interest in other entities:</p> <ol style="list-style-type: none"> 1. Omega Pathlab Private Limited 2. Sooryauday Aerial Vehicles Private Limited 3. Anglian Flamingo Private Limited 4. Anglian Sports Private Limited 5. Anglian Ocean Infrastructure Development Private Limited 6. Omega Bright Steel Private Limited 7. Jambudvipa Heartcraft Private Limited 8. Anglian Infrastructure Development Private Limited 9. Anglian Industrial Infrastructure Development Private Limited 10. Ease My Home Services Private Limited 11. Omega Seiki Mobility Private Limited 12. OBSC Perfection Private Limited 13. Omega Pathlab Private Limited 14. Nishant Inbuild Limited 15. Omega Bright Steel & Components Private Limited 16. Omega Bright Steel Private Limited 17. Jambudvipa Heartcraft Private Limited 18. Ease My Home Services Private Limited 19. Anglian Infrastructure Development Private Limited 20. Anglian Flamingo Private Limited 21. Anglian Industrial Infrastructure Development Private Limited |

| Rajni Verma | |
|---|--|
|  | <p>Rajni Verma, aged 60 years, is the promoter of our company. She Graduated with a Bachelor of Arts degree from the University of Calcutta, she is serving as a Director & Shareholder in Omega Bright Steel & Components Private Limited since past 3 years i.e. 2021. She is a part of the Anglian Omega Group.</p> |
| | <p>Date of Birth: October 10,1963</p> |
| | <p>Address: House no. 225, Sector 16 A, near St. Peters School, Faridabad, Kheri Kalan, Faridabad, Haryana -121002, India</p> |
| | <p>PAN: ACKPV8672M</p> |
| | <p>Interest in other entities:</p> <ol style="list-style-type: none"> 1. Omega Bright Steel & Components Private Limited |


| Asha Narang | |
|-------------|---|
| | <p>Asha Narang, aged 79 years, is the promoter of our company designated as Non-Executive Director and Chairperson.</p> <p>For further details in respect of her date of birth, address, educational qualifications, professional experience, positions/ posts held in the past and other directorships and special achievements, see “<i>Our</i></p> |
| | |


| | |
|---|---|
|  | <i>Management” on page 159.</i> |
| | Date of Birth: February 15, 1945 |
| | Address: D-1104, New Friends Colony, South Delhi- 110025, India |
| | PAN: AAFPN2907A |
| | Interest in other entities: <ol style="list-style-type: none"> 1. OBSC Perfection Private Limited 2. Gopalsons Steels Private Limited 3. Omega Bright Steel Private Limited 4. Ess U Enterprises Private Limited 5. Anglian Infrastructure Development Private Limited 6. Rasa Business Innovations Private Limited 7. S.C.R.A. International Limited 8. Yash Deep Automotives Private Limited 9. Omega Special Steels Private Limited 10. Anglian Finvest Private Limited |


| Sandeep Narang | |
|--|--|
|  | <p>Sandeep Narang, aged 57 years, is the promoter of our company. He holds a bachelor’s degree in arts with honours from Delhi University. He is serving as a Director of the Jambudvipa Heartcraft Private Limited since 1992, He is holding directorship in Rasa Business Innovations Private Limited, Random Maharasa Entertainment Private Limited and ESS U Enterprises Private Limited. He Established the Anglian Sports Management Group Private Limited in 2010 which focused on nurturing start-ups and sports ventures. He has overall experience of more than 32 years in the field of manufacturing, technology and sports.</p> |
| | Date of Birth: May 01, 1966 |
| | Address: 35, 2 nd Floor, Jor bagh, Lodi Road H.O, South Delhi - 110003, India |
| | PAN: AAFPN7366P |
| | Interest in other entities: <ol style="list-style-type: none"> 1. Jambudvipa Heartcraft Private Limited 2. Ess U Enterprises Private Limited 3. Random Maharasa Entertainment Private Limited 4. Rasa Business Innovations Private Limited 5. Center For Embodied Knowledge |

| Richard Blum | |
|---|--|
|  | <p>Richard Blum, aged 70 years, is the promoter of our company. He holds bachelor degree in Legal Rights from University of Zurich. He is Attorney at Law and Notary. He has completed his legal studies in Switzerland and Australia. He is Founder of Blum and Partner, which was founded in 1984 based in Switzerland. He has experience of over 50 years in Swiss Corporate Laws, Corporate Structuring, Trusts and Foundations, International Laws.</p> |
| | Date of Birth: January 08, 1954 |
| | Address: Gruebstrasse 4. 6318 Walchwil, Switzerland |

| | |
|--|--|
| | PAN: NA |
| | Interest in other entities: <ol style="list-style-type: none"> 1. Bluwat AG 2. Thurwil AG 3. Aabiz Holding AG 4. Anglian Infrastructure Development Private Limited 5. Omega Bright Steel Private Limited |

| Adrienne Blum | |
|---|---|
|  | Adrienne Blum, aged 69 years, is the promoter of our company. She graduated from the University of Zug and has over 30 years of experience as a qualified teacher in Zug, Switzerland. She's serving as the Director of Bluwat AG since 2018, utilising her expertise in Training & Development within the company. |
| | Date of Birth: January 08,1954 |
| | Address: Gruebstrasse 4. 6318 Walchwil, Switzerland |
| | PAN: NA |
| | Interest in other entities: <ol style="list-style-type: none"> 1. Bluwat AG 2. Anglian Infrastructure Development Private Limited 3. Omega Bright Steel Private Limited 4. Aabiz Holding AG |

| Pascal Blum | |
|---|--|
|  | Pascal Blum, aged 35 years, is the promoter of our company. He holds an MSc in Management from the University of Edinburgh. He has around 10 years of experience in Business Development. He is a member of the Board of Directors in Bluwat AG since February 2013. |
| | Date of Birth: September 22,1988 |
| | Address: Ronystasse 7, 6331 HOnenberg, Switzerland |
| | PAN: NA |
| | Interest in other entities: <ol style="list-style-type: none"> 1. Bluwat AG 2. Anglian Infrastructure Development Private Limited 3. Omega Bright Steel Private Limited 4. Aabiz Holding AG |

| Simon Blum | |
|---|--|
|  | Simon Blum, aged 33 years, is the promoter of our company. He holds a Masters in Law degree from the University of Lucerne. He has more than 4 years of experience in the law field. Since 2023, he is lawyer at the law firm Blum & Partner AG. |
| | Date of Birth: August 09,1991 |
| | Address: Cécile-Lauber-Gasse 9. 6005 Luzern. Switzerland |
| | PAN: NA |
| | Interest in other entities: <ol style="list-style-type: none"> 1. Bluwat AG 2. Anglian Infrastructure Development Private Limited 3. Omega Bright Steel Private Limited 4. Aabiz Holding AG |

Details of our Corporate Promoters

1. Omega Bright Steel & Components Private Limited (“OBSCPL”)

OBSCPL was incorporated on April 27, 2007 as a private limited company under the Companies Act, 1956. The CIN of the OBSCPL is U13203DL2007PTC162689. Its registered office is situated at 6-F, 6TH Floor, M-6, Uppal Plaza District Centre, Jasola, New Delhi - 110025, India.

Nature of activities:

To carry on the business of manufactures, processors, Importers, Exporters, Traders or other types of Dealers in Iron Steel, Ferrous Metals and Non-Ferrous Metals and alloys and/or articles, things or goods by drawing, rolling, Re-rolling, Forgings, Castings.

Shareholding pattern:

| Shareholders | No. of Shares held | % of holding |
|------------------------------------|--------------------|--------------|
| Omega Bright Steel Private Limited | 51,39,429 | 64.65% |
| Sanjeev Verma | 20,07,551 | 25.25% |
| Rajni Verma | 8,03,220 | 10.10% |

Board of directors:

As on the date of this Red Herring Prospectus, the board of directors of OBSCPL comprises of:

| Name of the directors | Designation |
|-----------------------|-------------|
| Anil Goswami | Director |
| Dhruv Verma | Director |
| Rajni Verma | Director |
| Ritika Narang | Director |
| Uday Narang | Director |

Promoters of OBSCPL

1. Omega Bright Steel Private Limited
2. Sanjeev Verma
3. Rajni Verma

Change in control of OBSCPL

There has been no change in the control in the last three years preceding the date of this Red Herring Prospectus.

2. Omega Bright Steel Private Limited (“OB SPL”)

OB SPL was incorporated on December 26 ,1969 as Omega Bright Steel Limited, a public limited company under the Companies Act, 1956. Later the company got converted into private company i.e. Omega Bright Steel Private Limited on February 23, 1999 and fresh certificate of incorporation was issued on November 24, 1999. The CIN of OB SPL is U74899DL1969PTC005183. Its registered office is situated at 6-F, 6TH Floor, M-6, Uppal Plaza District Centre, Jasola, New Delhi-110025, India.

Nature of activities:

- To carry on the business of Steel Melting and Casting of Billets.
- To carry on the business of Import, Export, Trading by Purchasing and Selling, distributing, Rolling, Bright Drawing, Turning, Grinding of Bright Steel Bars.
- To carry on the business of Manufacturing, Import, Export, Trading by Purchasing and selling, distributing of ferrous and non-ferrous metals, Rolling and Drawing of Brass bars and copper bars and Tubing and manufacture Plant and Machinery and Tools and equipments required for manufacture of above referred items.

Shareholding pattern:

| S. No. | Shareholders | % of shareholding |
|--------|-----------------------------|-------------------|
| 1 | Bluwat AG | 42.01% |
| 2 | Asha Narang | 29.59% |
| 3 | ESS U Enterprises Pvt. Ltd. | 15.59% |
| 4 | Flying Circus ltd | 7.90% |
| 5 | Sandeep Narang | 3.05% |
| 6 | Ritika Narang | 1.86% |
| | Grand Total | 100.0% |

Board of directors:

As on the date of this Red Herring Prospectus, the board of directors of Omega Bright Steel Private Limited comprises of:

| Name of the director | Designation |
|----------------------|-------------|
| Anil Goswami | Director |
| Asha Narang | Director |
| Sanjeev Verma | Director |
| Ritika Narang | Director |
| Uday Narang | Director |

Promoters of OBSPL

1. Asha Narang
2. Sandeep Narang
3. Ritika Narang

Change in control of OBSPL

There has been no change in the control in the last three years preceding the date of this Red Herring Prospectus.

3. ESS U Enterprises Private Limited (“EUEPL”)

EUEPL was incorporated on June 4, 1983 as a private limited company under the Companies Act, 1956. The CIN of EUEPL is U74899DL1983PTC015854. Its registered office is situated at 6-F, 6th Floor, M-6, Uppal Plaza District Centre, Jasola, New Delhi-110025, India.

Nature of activities:

To carry on the business of Buyers, Sellers, Developers, Builders, Contractors & Engineers, Consultants, Estate owners, Lessor and Dealers of all kinds of Land, Houses, Building, Multistorey Buildings, Flats, Service Apartments, Shops, Farmhouses and any other real estate or immovable properties.

Shareholding pattern:

| Shareholder | No. of Shares held | Shareholding % |
|----------------|--------------------|----------------|
| Sandeep Narang | 5,300 | 51.91% |
| Asha Narang | 4,206 | 41.19% |
| Ritika Narang | 704 | 6.90% |
| Total | 10,210 | 100.00% |

Board of directors:

As on the date of this Red Herring Prospectus, the board of directors of EUEPL comprises of:

| Name of the director | Designation |
|-----------------------------|--------------------|
| Anil Goswami | Director |
| Asha Narang | Director |
| Ritika Narang | Director |
| Sandeep Narang | Director |

Promoters of EUEPL

1. Sandeep Narang
2. Asha Narang
3. Ritika Narang

Change in control of EUEPL

There has been no change in the control in the last three years preceding the date of this Red Herring Prospectus.

4. Bluwat AG

Bluwat AG is a venture capital fund operating as an Independent Investment Company based in Switzerland established on December 24,1985. The Registration No. is CHE-100.168.396. Its registered office is situated at Bundesstrasse 9, 6300 Zug, Switzerland.

Nature of activities:

Investment Company holding and managing investments as well as advice and implementation of transactions for their subsidiaries

Shareholding pattern:

| Shareholder | No. of Shares held | Shareholding % |
|--------------------|---------------------------|-----------------------|
| Richard E. Blum | 792 | 24.00 % |
| Adrienne Blum | 792 | 24.00 % |
| Pascal Blum | 792 | 24.00 % |
| Simon Blum | 792 | 24.00 % |
| Others | 132 | 4.00 % |
| Total | 3,300 | 100.00% |

Board of directors:

As on the date of this Red Herring Prospectus, the board of directors of Bluwat AG comprises of:

| Name of the director | Designation |
|-----------------------------|--------------------|
| Richard Blum | President |
| Pascal Blum | Member |

Promoters of Bluwat AG

1. Richard Blum
2. Pascal Blum
3. Adrienne Blum
4. Simon Blum

Change in control of Bluwat AG

There has been no change in the control in the last three years preceding the date of this Red Herring Prospectus.

Interest of our Promoters

Our Promoters are interested in our Company to the extent: (i) that they have promoted our Company; (ii) of the Equity Shares held by them in our Company and dividend payable, if any, and other distributions in respect of the Equity Shares held by them; and (iii) of any transactions or business arrangements undertaken by our Company with our Promoters, or their relatives or entities in which our Promoters hold shares, as applicable. For details on the shareholding of our Promoters in our Company, see “*Capital Structure – Shareholding of our Promoters and Promoter Group*” on page 82. Certain of our Individual Promoters, who are also Directors, may be deemed to be interested to the extent of their remuneration/ fees and reimbursement of expenses, payable to them, if any. For further details, see “*Our Management – Payment or benefit to Directors of our Company*” and “*Restated Financial Information – Note no.* on pages 159 and 193 respectively.

Other Undertakings and Confirmations

Our Company undertakes that the details of Permanent Account Number, Bank Account Number(s), Aadhar Card Number, Driving License Number and Passport Number of the Promoters will be submitted at the time of submission of this Red Herring Prospectus to the NSE for listing of the securities of our Company on EMERGE Platform of NSE.

Our Promoters and the members of our Promoter Group have confirmed that they have not been identified as wilful defaulter or a fraudulent borrower by the RBI or any other governmental authority. No violations of securities laws have been committed by our Promoters or members of our Promoter Group or any Subsidiaries in the past or are currently pending against them. None of (i) our Promoters and members of our Promoter Group or persons in control of or on the boards of bodies corporate forming part of our Group Companies (ii) the Companies with which any of our Promoters are or were associated as a promoters, director or person in control, 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.

Change in Control of our Company

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

Experience of our Promoters in the business of our Company

For details in relation to experience of our Promoters in the business of our Company, please refer the chapter titled “*Our Management*” beginning on page 159 of this Red Herring Prospectus.

Interest of Promoters

Interest of Promoters in the Promotion of our Company

Our Company is currently promoted by the Promoters in order to carry on its present business. Our Promoters are interested in our Company to the extent of their shareholding and shareholding of their relatives and directorship in our Company and the dividend declared, if any, by our Company. For further details, see “*Capital Structure*”, “*Our Management*”, “*Summary of the Issue Document - Related Party Transactions*” and “*Restated Financial Statements*” beginning on pages 82, 159, 24 and 193, respectively of this Red Herring Prospectus.

Interest of Promoters in the Property of our Company

Our Promoters have no interest, whether direct or indirect, in any property acquired by our Company within the preceding three years from the date of this Red Herring Prospectus or proposed to be acquired by it as on

the date of filing of this Red Herring Prospectus or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Interest in our Company arising out of being a member of a firm or company

Our Promoters are not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to them or to such firm or company in cash or shares or otherwise by any person either to induce any of our Promoters to become, or qualify them as a director, or otherwise for services rendered by any of our Promoters or by such firm or company in connection with the promotion or formation of our Company.

Interest of Promoters in our Company other than as a Promoters

Our Promoters are interested to the extent of their directorship, their respective shareholding in our Company and shareholding of entities in which they are associated as partners (and consequently remuneration payable to them and reimbursement of expenses) in our Company, and the dividends payable, if any, and any other distribution in respect of their respective shareholding in our Company or the shareholding of their relatives in our Company. For further details, see sections titled “*Capital Structure*”, “*Our Management*” and “*Financial Information*” on pages 85, 159 and 193, respectively.

Other Interest:

- Saksham Leekha, a promoter, has provided his own property to M/s Perfection Engineers, a Partnership firm, Promoter group entity, for Commercial purpose. They have entered into a Rent agreement dated June 8, 2024 for a period of 11 months, starting from *April 01, 2024*, for leasing an office space located at Plot no. B 286, BLK -B, Mangol Puri Ind Area PH- 1, Delhi 110083. Saksham Leekha, the Managing Director, is a Partner in the Promoter group entity. The rent payable by the group entity to Saksham Leekha is ₹ 46,750 per month.
- Our Company has entered into a license agreement dated October 1, 2022, with Uday Narang (immediate relative of our Promoter Asha Narang) for a period of 5 years from October 1, 2022 in relation to renting registered office to our Company. The rent payable by our Company to Uday Narang is ₹ 20,000 per month. For further details, see ‘Restated Financial Information-Note No. 28-Related Party Transactions’ on page 193.

Further, Ashwani Leekha, Saksham Leekha and Omega Bright Steel & Components Private Limited are interested in the Company to the extent of certain loans granted to the Company. For details, see “*Financial Indebtedness*” on page 248.

Except as stated otherwise in this Red Herring Prospectus, we have not entered into any contract, agreements or arrangements in which our Promoters is directly or indirectly interested, and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company other than in the normal course of business.

Related Party Transactions

Except as stated in the Chapter titled “*Financial Information*” on page 193 of this Red Herring Prospectus, our Company has not entered related party transactions with our Promoters.

Common Pursuits of Promoters and Promoter Group Entities

Our Promoters are interested in Promoter Group Entities in the following companies that are engaged in similar line of business. For further information on common pursuits and risks associated, please refer risk factor on ‘conflicts of interest’ in chapter titled “*Risk Factors*” beginning on page 31 of this Red Herring Prospectus.

| Sr. No. | Name of the entities |
|---------|--|
| 1. | Omega Bright Steel & Component Private Limited |
| 2. | Omega Bright Steel Private Limited |

| Sr. No. | Name of the entities |
|---------|--|
| 3. | Perfection Engineers |
| 4. | Gopalsons Steels Private Limited |
| 5. | Special Steel Corporation (Partnership firm) |

Payment or benefits to the Promoters or Promoter Group during the last two years

Except as stated in the Chapter titled “*Financial Information*” on page 193 of this Red Herring Prospectus, there has been no payment of benefits to our Promoters or Promoter Group during the two years preceding the date of this Red Herring Prospectus.

Guarantees provided by our Promoters

Except as stated in the chapter titled “*Financial Indebtedness*” and section titled “*Restated Financial Statements*” beginning on page 248 and 193 of this Red Herring Prospectus, respectively, there are no material guarantees given by our Promoters to third parties with respect to specified securities of the Company as on the date of this Red Herring Prospectus.

OUR PROMOTER GROUP

In addition to our Promoters, the following individuals, companies, partnerships and HUFs, etc. Form part of our Promoter Group in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations:

A) Natural Persons who are part of the Promoter Group:

| Name of the Promoter | Name of Relative | Relationship with the Promoter |
|----------------------|------------------------|--------------------------------|
| Ashwani Leekha | Anupma Leekha | Spouse |
| | Baldev Raj Leekha | Father |
| | Late Dayawanti Leekha | Mother |
| | Late Om Parkash Leekha | Brother |
| | Uma Chhabra | Sister |
| | Aarush Leekha | Children |
| | Aarshi Jaggi | Children |
| | Late Govind Ram Vohra | Spouse's Father |
| | Late Santoh Vohra | Spouse's Mother |
| | Rajiv Vohra | Spouse's Brother |
| | Geeta Katyal | Spouse's Sister |
| | Renu Leekha | Spouse's Sister |

| Name of the Promoter | Name of Relative | Relationship with the Promoter |
|----------------------|------------------------|--------------------------------|
| Saksham Leekha | Manya Jain | Spouse |
| | Late Om Parkash Leekha | Father |
| | Renu Leekha | Mother |
| | - | Brother |
| | Sakshi Leekha Ahuja | Sister |
| | - | Children |
| | Manoj Jain | Spouse's Father |
| | Monica Jain | Spouse's Mother |
| | Parshv Jain | Spouse's Brother |
| | Pranya Jain | Spouse's Sister |

| Name of the Promoter | Name of Relative | Relationship with the Promoter |
|----------------------|--------------------------|--------------------------------|
| Sanjeev Verma | Maina Verma | Spouse |
| | Late Raghunath Rai Verma | Father |
| | Late Swadesh Verma | Mother |
| | Late Vipin Verma | Brother |
| | Aarti Uppal | Sister |
| | Dhruv Verma | Children |
| | Neha Verma | Children |
| | Late Sohan Lal Ahuja | Spouse's Father |
| | Late Savriti Ahuja | Spouse's Mother |
| | Kamal Nain Ahuja | Spouse's Brother |
| | Sangeeta Dhingra | Spouse's Sister |
| | Kusum Madhok | Spouse's Sister |

| Name of the Promoter | Name of Relative | Relationship with the Promoter |
|----------------------|---------------------|--------------------------------|
| Rajni Verma | Late Vipin Verma | Spouse |
| | Late Ajit Lal Arora | Father |
| | Late Bimla Arora | Mother |
| | Pradeep Arora | Brother |
| | Reena Kalra | Sister |
| | Sakshi Verma | Children |
| | Nikhil Verma | Children |
| | Late R.R. Verma | Spouse's Father |
| | Late Swadesh Verma | Spouse's Mother |
| | Sanjeev Verma | Spouse's Brother |
| | Aarti Uppal | Spouse's Sister |

| Name of the Promoter | Name of Relative | Relationship with the Promoter |
|----------------------|----------------------|--------------------------------|
| Asha Narang | Late Satyapal Narang | Spouse |
| | Ravinder Kumar | Brother |
| | Usha Mehta | Sister |
| | Ritika Narang | Children |
| | Uday Narang | Children |
| | Sandeep Narang | Children |
| | Late Jiawanda Narang | Spouse's Father |
| | Late Ramditi Narang | Spouse's Mother |
| | Late Mahendar Narang | Spouse's Brother |
| | Late Yashapal Narang | Spouse's Brother |
| | Late Suhash Narang | Spouse's Brother |
| | Late Rani Arora | Spouse's Sister |
| | Kamlesh Mago | Spouse's Sister |

| Name of the Promoter | Name of Relative | Relationship with the Promoter |
|----------------------|----------------------|--------------------------------|
| Sandeep Narang | Akanksha Joshi | Spouse |
| | Late Satyapal Narang | Father |
| | Asha Narang | Mother |
| | Uday Narang | Brother |
| | Ritika Narang | Sister |
| | - | Children |
| | - | Spouse's Father |
| | Gauri Joshi | Spouse's Mother |
| | - | Spouse's Brother |

| Name of the Promoter | Name of Relative | Relationship with the Promoter |
|----------------------|-------------------|--------------------------------|
| Richard Blum | Adrienne Blum | Spouse |
| | Late Alois Blum | Father |
| | Late Marlies Blum | Mother |
| | Werner Blum | Brother |
| | Karin Blum | Sister |
| | Pascal Blum | Children |
| | Simon Blum | Children |
| | Late Kurt Weiss | Spouse's Father |
| | Late Berit Weiss | Spouse's Mother |
| | Jorg Weiss | Spouse's Brother |
| | Berit Weiss | Spouse's Sister |

| Name of the Promoter | Name of Relative | Relationship with the Promoter |
|----------------------|-------------------------|--------------------------------|
| Adrienne Blum | Richard Blum | Spouse |
| | Late Kurt Weiss | Father |
| | Late Berit Weiss | Mother |
| | Jorg Weiss | Brother |
| | Berit Weiss | Sister |
| | Pascal Blum, Simon Blum | Children |
| | Late Alois Blum | Spouse's Father |
| | Late Marlies Blum | Spouse's Mother |
| | Werner Blum | Spouse's Brother |
| | Karin Blum | Spouse's Sister |

| Name of the Promoter | Name of Relative | Relationship with the Promoter |
|----------------------|-------------------|--------------------------------|
| Pascal Blum | Melanie Blum | Spouse |
| | Richard Blum | Father |
| | Adrienne Blum | Mother |
| | Simon Blum | Brother |
| | - | Sister |
| | Evelyn Blum | Children |
| | John Blum | Children |
| | Nick Riedener | Spouse's Father |
| | Brigitte Riedener | Spouse's Mother |
| | - | Spouse's Brother |
| | - | Spouse's Sister |

| Name of the Promoter | Name of Relative | Relationship with the Promoter |
|----------------------|-------------------|--------------------------------|
| Simon Blum | Silja Tulusso | Spouse |
| | Richard Blum | Father |
| | Adrienne Blum | Mother |
| | Pascal Blum | Brother |
| | - | Sister |
| | - | Children |
| | Peter Tulusso | Spouse's Father |
| | Christine Tulusso | Spouse's Mother |
| | - | Spouse's Brother |
| | - | Spouse's Sister |

B) Companies / entities forming part of the Promoter Group

| Sr. No. | Name of the entities |
|---------|--|
| 1. | Akshat Alloys Private Limited |
| 2. | Perfection Engineers (Partnership firm) |
| 3. | Omega Seiki Private Limited |
| 4. | Jambudvipa Heartcraft Private Limited |
| 5. | Rasa Business Innovation Private Limited |
| 6. | Anglian Finvest Private Limited |
| 7. | Omega Pathlab Private Limited |
| 8. | Anglian Sports Management Group Private Limited |
| 9. | Anglian Futures Advisory Private Limited |
| 10. | Sooryauday Aerial Vehicles Private Limited |
| 11. | Omega Seiki Mobility Private Limited |
| 12. | Yashdeep Automotives Private Limited |
| 13. | Aditi Power Equipments Private Limited |
| 14. | ADM Technologies Private Limited |
| 15. | Anglian Infrastructure Development Private Limited |
| 16. | OSM Jaesung Technologies Private Limited |
| 17. | OSM Ecocar Private Limited |
| 18. | OSM-Nitol Bangladesh Limited |
| 19. | Anglian Medal Hunt Private Limited |
| 20. | Agnificent Platform Technologies (India) Private Limited |
| 21. | Random Maharasa Entertainment Private Limited |
| 22. | Gopalsons Steels Private Limited |
| 23. | Special Steel Corporation (Partnership firm) |

Other than as disclosed here, our Company has no companies or entities that form part of our Promoter Group.

Shareholding of the Promoter Group in our Company

For details of shareholding of members of our Promoter Group as on the date of this Red Herring Prospectus, please refer the chapter titled “*Capital Structure*” beginning on page 85 of this Red Herring Prospectus.

Companies with which the Promoters have disassociated in the last three years.

Our promoter has not been disassociated from any of the entities in preceding three years.

Other Ventures of our Promoters

Except as disclosed in this section titled “*Our Promoters and Promoter Group*” beginning on page 177 of this Red Herring Prospectus, there are no ventures promoted by our Promoter in which they have any business interests/ other interests as on date of this Red Herring Prospectus.

Collaboration Agreements

As on date of Red Herring Prospectus, our Company is not a party to any collaboration agreements.

Material Agreement

Our Company has not entered into any material agreements other than the agreements entered into by it in ordinary course of business.

Outstanding Litigation

There is no outstanding litigation against our Promoters except as disclosed in the section titled “*Risk Factors*” and “*Outstanding Litigation and Material Developments*” beginning on page 31 and 250 of this Red Herring Prospectus.

OUR GROUP COMPANIES

In accordance with the SEBI ICDR Regulations and the applicable accounting standards, for the purpose of identification of 'group companies', our Company has considered such companies with which there were related party transactions during the period for which Restated Financial Statements has been disclosed in this Red Herring Prospectus, as covered under the applicable accounting standards. Accordingly, all such companies with which there were related party transactions during the periods covered in the Restated Financial Statements, as covered under the applicable accounting standards, shall be considered as Group Companies in terms of the SEBI ICDR Regulations. Based on the parameters outlined above, our Company does not have any group companies as on the date of this Red Herring Prospectus.

DIVIDEND POLICY

Under the Companies Act, our Company can pay dividends upon a recommendation by our Board of Directors and approval by the shareholders at the general meeting of our Company. The Articles of Association of our Company give our shareholders, the right to decrease, and not to increase, the amount of dividend recommended by the Board of Directors.

The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. No dividend shall be payable for any financial except out of profits of our Company for that year or that of any previous financial year or years, which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013.

Our Company does not have any formal dividend policy for declaration of dividend in respect of the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and may depend on a number of factors, including the results of operations, earnings, Company's future expansion plans, capital requirements and surplus, general financial condition, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Our Company has not declared any dividend on Equity Shares since Incorporation.

SECTION VI- FINANCIAL INFORMATION

RESTATED FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION

The Board of Directors
OBSC Perfection Ltd.,
6 F, M-6 Uppal Plaza,
Jasola District Center,
New Delhi 110025, India

Dear Sirs,

1. We have examined the attached Restated Financial Information of **OBSC Perfection Ltd., (OBSC Perfection Pvt. Ltd.) (OBSC Perfection Pvt. Ltd., was converted into a public company on June 28, 2024 and thereby renamed OBSC Perfection Limited)** (the "Company" or the "Issuer"), comprising the Restated Statement of Assets and Liabilities as at August 31, 2024, March 31 2024 March 31 2023 and March 31 2022, the Restated Statements of Profit and Loss (including other comprehensive income), the Restated Statement of Changes in Equity, the Restated Statement of Cash Flow for the five months ended August 31, 2024, and for the year ended March 31, 2024, 31 March 2023 and 31 March 2022, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the "Restated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on October 7, 2024 for the purpose of inclusion in the Red herring prospectus ("RHP") prepared by the Company in connection with its proposed initial public offer of equity shares ("SME IPO") prepared in terms of the requirements of:
 - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
 - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
 - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").
2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the RHP to be filed with Securities and Exchange Board of India, National Stock Exchange of India Limited and Registrar of Companies, Delhi in connection with the proposed SME IPO. The Restated Financial Information have been prepared by the management of the Company on the basis of preparation note as stated in "Basis of preparation and significant accounting policies" note to the Restated Financial Information. The responsibility of the respective Board of Directors includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The respective Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.
3. We have examined such Restated Financial Information taking into consideration:
 - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated April 4, 2024 in connection with the proposed SME IPO of the Company;
 - b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
 - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
 - d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.
4. These Restated Financial Information have been compiled by the management from:

- a) The Standalone financial statements of the company for the five months period ended August 31, 2024 and the Audited financial statements of the company for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 prepared in accordance with accounting principles generally accepted in India including the Accounting Standards specified under Section 133 of the Act, (“ Indian GAAP”) read with the Companies (Accounting Standards) Rules, 2015, as amended.
5. We have audited the special purpose financial information of the OBSC Perfection Ltd., for the five months period ended August 31, 2024 and year ended March 31, 2024 prepared by the Company in accordance with the , “ Indian GAAP” for the limited purpose of complying with the requirement of getting its financial statements audited by an audit firm holding a valid peer review certificate issued by the “Peer Review Board” of the ICAI as required by ICDR Regulations in relation to proposed IPO. We have issued our report dated 7th October 2024 on these special purpose financial information to the Board of Directors who have approved these in their meeting held on 7th October 2024.
 6. For the purpose of our examination, we have relied on:
 - a) Auditors’ reports issued by us dated 7th October, 2024 on the financial statements of the Company as at 31st August 2024 referred in Paragraph 4(a) above; and
 - b) Special Purpose Auditors' reports issued by us dated 5th July, 2024 on the financial statements of the Company as at and for the year ended on 31st March 2024 referred in Paragraph 4(a) above; and
 - c) Auditors’ Report issued by Shanta Shastry & Co., (the “Previous Auditors”), for the financial year ended on 31st March 2023 and 31st March 2022 referred in Paragraph 4(a) above;

The audit for the financial year ended on 31st March 2024, 31st March 2023 and 31st March 2022 were conducted by the Company’s auditors, Shanta Shastry & Co., (the “Previous Auditors”), and accordingly reliance has been placed on the restated statement of assets and liabilities and the restated statements of profit and loss (including other comprehensive income), statements of changes in equity and statement of cash flow, the Summary Statement of Significant Accounting Policies, and other explanatory information and (collectively, the “August 31 and 2024, 2023 and 2022 Restated Financial Information”) examined by them for the said years. The examination report included for the said years is based solely on the report submitted by the auditor. They have also confirmed that the 2023 and 2022 Restated Financial Information;

- i. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial for the five months period ended August 31 2024 and year ended March 31, 2024, March 31, 2023 and 31 March 2022 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at for the five months period ended August 31 and for the year ended 31 March 2024; and
 - ii. have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
7. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the examination report submitted by the auditor for the respective years, we report that the Restated Financial Information:
 - a. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31 2024, March 31 2023 and March 31 2022 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at five months period ended August 31, 2024 and for the year ended March 31 2024; and
 - b. have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
 8. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the date of audited financial statements mentioned in paragraph 4 above.
 9. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or the predecessor auditor, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
 10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

11. Our report is intended solely for use of the Board of Directors for inclusion in the DRHP to be filed with Securities and Exchange Board of India, NSE- National Stock Exchange of India Limited and Registrar of Companies, Delhi in connection with the proposed SME IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For and on behalf of M/s PK Chand & Co.

Chartered Accountants

Firm Registration Number: 512371C

Name: Prashant Kumar Chand

Partner

ICAI Membership Number: 091046

UDIN: 24091046BKFMC9947

Date: October 7, 2024

Place: Noida, UP

OBSC Perfection Limited

Restated Balance Sheet as at 31st August, 2024

| Particulars | Note No. | As at August 31, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|--|----------|-----------------------|----------------------|----------------------|----------------------|
| | | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs |
| I. EQUITY AND LIABILITIES | | | | | |
| (1) Shareholder's Fund | | | | | |
| (a) Equity Share Capital | 3 | 1785.00 | 1,785.00 | 1,190.00 | 1,190.00 |
| (b) Reserves and surplus | 4 | 1825.15 | 1,222.10 | 595.89 | 138.47 |
| (2) Non-Current Liabilities | | | | | |
| (a) Long Term Borrowings | 5 | 3708.02 | 2,559.65 | 1,881.76 | 1,636.80 |
| (b) Deferred Tax Liability | 6 | 178.62 | 153.83 | 115.75 | 81.78 |
| (c) Long term Provisions | 7 | 7.76 | 7.76 | - | - |
| (3) Current Liabilities | | | | | |
| (a) Short-Term Borrowings | 8 | 1259.81 | 1,587.60 | 1,458.72 | 260.74 |
| (b) Trade Payables | | | | | |
| (i) total outstanding dues of micro enterprises and small enterprises | 9 | 357.54 | 593.04 | 552.56 | 723.44 |
| (i) total outstanding dues of creditors other than micro enterprises and small enterprises | 9 | 1508.54 | 566.18 | 977.81 | 676.25 |
| (c) Other Current Liabilities | 10 | 226.87 | 108.96 | 229.12 | 136.19 |
| (d) Short-Term Provisions | 11 | 209.07 | 66.48 | 85.60 | 3.81 |
| TOTAL | | 11066.37 | 8,650.59 | 6,916.01 | 4,847.48 |
| II. ASSETS | | | | | |
| (1) Non-Current Assets | | | | | |
| (a) Property, Plant and Equipment | | | | | |
| (i) Other Tangible Assets | 12 | 4130.23 | 4,082.66 | 3,030.37 | 2,211.26 |
| (ii) Capital Work in Progress | 12 | 958.26 | 218.08 | 490.20 | 168.40 |
| (b) Deferred Tax Assets (Net) | 6 | - | - | - | - |
| (c) Long-term Loans & Advances | 13 | 103.41 | 99.99 | 71.74 | 42.92 |
| (d) Other Non-Current Assets | - | - | - | - | - |
| (2) Current Assets | | | | | |
| (a) Inventories | 14 | 1858.93 | 1,490.56 | 861.91 | 677.41 |
| (b) Trade Receivables | 15 | 3481.95 | 2,152.94 | 1,996.70 | 1,558.10 |
| (c) Cash & Cash Equivalents | 16 | 80.12 | 58.41 | 60.51 | 39.49 |
| (d) Short-Term Loans and Advances | 17 | 453.47 | 547.95 | 404.58 | 148.90 |
| (e) Other Current Assets | 18 | - | - | - | 1.00 |
| TOTAL | | 11066.37 | 8,650.59 | 6,916.01 | 4,847.48 |

As per our Report of even date attached.

FOR P. K. CHAND & CO.

FRN 512371C

Chartered Accountants

(Prashant Kumar Chand)

Partner -M. NO. 091046

Dated: 7th October 2024

New Delhi

For and on behalf of the Board of Directors

OBSC Perfection Limited

(Asha Narang)

Director

DIN: 00296714

(Ashwani Leekha)

Director

DIN: 07389860

Sanjeev Verma
Executive Director and CFO

Abhishek Kumar Pandey
Company Secretary and Compliance Officer

OBSC Perfection Limited

Restated Statement of Profit or Loss for the Five Month ended August,2024

Amounts Rs -lakhs

| Sr. No | Particulars | Note No. | Period ended on August 31, 2024 | Year ended on March 31, 2024 | Year ended on March 31, 2023 | Year ended on March 31, 2022 |
|-------------|---|----------|---------------------------------|------------------------------|------------------------------|------------------------------|
| | Revenue | | | | | |
| I | Revenue from Operations | 19 | 5,652.60 | 11,503.03 | 9,635.85 | 5,653.41 |
| II | Other Income | 20 | 47.56 | 108.38 | 55.18 | 19.01 |
| III | Total Income (I +II) | | 5,700.15 | 11,611.41 | 9,691.03 | 5,672.42 |
| | Expenses: | | | | | |
| IV | Consumption & Mfg Expenses | 21 | 3,693.60 | 6,966.78 | 7,328.24 | 4,546.13 |
| | Purchases -Finished /Traded goods | | 721.35 | 1,979.67 | 802.33 | 242.14 |
| | Change in inventories -Finished Goods; WIP and Stock in trade | 22 | (221.59) | (411.34) | (153.94) | (251.63) |
| | Employee benefits expenses | 23 | 204.85 | 427.75 | 275.04 | 154.39 |
| | Finance Costs | 24 | 125.87 | 268.88 | 183.99 | 149.34 |
| | Depreciation and amortization | 25 | 143.83 | 272.53 | 214.38 | 145.89 |
| | Other Expenses | 26 | 222.40 | 464.08 | 410.38 | 254.00 |
| V | Total Expenses (V) | | 4,890.31 | 9,968.33 | 9,060.41 | 5,240.25 |
| VI | Profit before tax (III - V) | | 809.84 | 1,643.08 | 630.62 | 432.16 |
| VII | Tax expenses: | | | | | |
| | (1) Current Tax | | 182.00 | 384.00 | 130.00 | 10.00 |
| | (2) Tax Prov/[W/back] for earlier Years | | - | (0.20) | 9.25 | (0.03) |
| | (3) Deferred Tax Liabilities/(Assets) | | 24.79 | 38.07 | 33.98 | 62.08 |
| VIII | Profit(Loss) after Tax (XII-VIII) | | 603.05 | 1,221.21 | 457.39 | 360.11 |
| IX | Earning per equity share: -in Rs | | | | | |
| | (1) Basic | 27 | 3.38 | 6.84 | 2.56 | 2.02 |
| | (2) Diluted | | 3.38 | 6.84 | 2.56 | 2.02 |

Disclosures of transactions with Related Parties

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As per our Report of even date attached.

FOR P. K. CHAND & CO.

FRN 512371C

Chartered Accountants

For and on behalf of the Board of Directors

OBSC Perfection Limited

(Prashant Kumar Chand)

Partner -M. NO. 091046

Dated: 7th October 2024

New Delhi

(Asha Narang)

Director

DIN: 00296714

Sanjeev Verma
Executive Director and CFO

(Ashwani Leekha)

Director

DIN: 07389860

Abhishek Kumar Pandey
Company Secretary and
Compliance Officer

OBSC Perfection Limited
Restated Cash Flow Statement

| CASH FLOW STATEMENT FOR THE YEAR | | As at August 31, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---|---|--------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| A | | Rs in lakhs | Rs in lakhs | Rs in lakhs | Rs in lakhs |
| Cashflow from Operating Activities | | | | | |
| | Net Profit / [Loss] before taxation: | | | | |
| | <i>-From continuing operations</i> | 809.84 | 1,643.08 | 630.62 | 432.16 |
| | Add / [Less] adjustments for Non cash expenses: | - | - | - | - |
| | Depreciation & amortization | 143.83 | 272.53 | 214.38 | 145.89 |
| | Interest & Finance charges-paid | 125.87 | 268.88 | 184.00 | 149.35 |
| | Exchange translation difference | - | - | - | - |
| | CSR Provision | 7.52 | - | - | - |
| | Profit on sale of assets | - | (5.10) | - | - |
| | Interest income | (1.96) | (7.68) | (0.67) | (0.11) |
| | Operating cashflow before working capital changes | 1,085.11 | 2,171.70 | 1,028.33 | 727.29 |
| | Add / [Less] adjustments in Working Capital variations | | | | |
| | [Increase]/ Decrease in Current Assets | (1,602.90) | (928.26) | (877.79) | (545.83) |
| | Increase/ [Decrease] in Current Liabilities | 824.77 | (489.90) | 228.29 | 453.60 |
| | <i>Cash generated from operations</i> | 306.98 | 753.53 | 378.83 | 635.07 |
| | Direct taxes paid | (46.94) | (233.12) | (233.36) | 3.57 |
| | Net cash from Operating activities | 260.04 | 520.41 | 145.47 | 638.63 |
| B | Cashflow from Investing Activities | | | | |
| | Purchase of Fixed Assets | (931.59) | (1,052.69) | (1,355.29) | (554.18) |
| | Sale proceeds of fixed assets | - | 5.10 | - | - |
| | [Increase]/ Decrease in Non Current Assets | (3.42) | (28.25) | (28.81) | (42.92) |
| | Interest income | 1.96 | 7.68 | 0.67 | 0.11 |
| | Net Cash from / [used] in Investing Activities | (933.05) | (1,068.17) | (1,383.43) | (597.00) |
| C | Cashflow from Financing Activities | | | | |
| | Increase/[Decrease] in borrowings | 820.57 | 814.53 | 1,442.97 | 47.74 |
| | Interest & Finance charges-paid | (125.87) | (268.88) | (184.00) | (149.35) |
| | Net Cash from / [used] in Financing Activities | 694.70 | 545.66 | 1,258.97 | (101.60) |
| | Net Increase / [Decrease] in Cash & Cash equivalents [A+B+C] | 21.71 | (2.10) | 21.01 | (59.97) |
| | Cash & Cash equivalents Closing [Note16] | 80.12 | 58.41 | 60.51 | 39.49 |
| | Cash & Cash equivalents Opening [Note 16] | 58.41 | 60.51 | 39.49 | 99.46 |
| | Net Increase / [Decrease] in Cash & Cash equivalents | 21.71 | (2.10) | 21.02 | (59.97) |

As per our Report of even date attached.
FOR P. K. CHAND & CO.
FRN 512371C
Chartered Accountants

For and on behalf of the Board of Directors

(Prashant Kumar Chand)
Partner -M. NO. 091046
Dated: 7th October 2024

(Asha Narang)
Director
DIN: 00296714

(Ashwani Leekha)
Director
DIN: 07389860

Sanjeev Verma
Executive Director and CFO

Abhishek Kumar Pandey
Company Secretary and
Compliance Officer

**Notes to Restated Financial Statements for the
Five Month ended on 31.08.2024.**

NOTE: 1-CORPORATE INFORMATION

The Company was incorporated under the Companies Act 2013, as a Private Company in the year 2017 with CIN: U27100DL2017PTC314606.

The name of the company was changed from OBSC Perfection Private Limited., to OBSC Perfection Limited., and the status was changed from a Private Company to Public Company was accorded by the Central Processing Centre (CPC) of the Registrar of Companies (ROC), vide SRN- AA7899496 dated 19th June 2024 as per the Certificate of Incorporation - consequent to conversion dated 28th June 2024 and the Company Identity Number (CIN)- remains the same as earlier-namely - U27100DL2017PTC314606.

It is engaged in the business of manufacture of components made of steel and other metals, primarily for automotive industry.

It has two factories in operation in suburbs of Pune, Maharashtra and the factory at Mapedu, Sriperumbatur, Tamil Nadu has started production during the financial year ended on 31st March 2024. It has started the process of setting up a third unit in suburbs of Pune, Maharashtra during the financial year ended on 31st March 2024.

It has not discontinued any of its activities. Therefore, there are no figures pertaining to the discontinued business activities.

NOTE: 2- SIGNIFICANT ACCOUNTING POLICIES:

1 Basis of preparation of Restated Financial Statements:

- a) The restated financial statements have been approved by the Board of Director of the Company at their meeting held on 7th October 2024 and have been specifically prepared for inclusion in the Draft red herring prospectus ("DRHP"), Red Herring Prospectus ("RHP") to be filed by the Company with the Securities and Exchange Board of India ("SEBI in connection with its proposed initial public offer of equity shares ("SME IPO") through a fresh issue. The restated financial statements as at five months period ended August 31, 2024 and 31st March 2024, 31st March 2023 & 31st March 2022 have been prepared by the management from the audited financial of the company on accrual basis in accordance to Generally Accepted Accounting Principles (GAAP) under the historical cost convention –except where stated to the contrary. They are prepared in a manner to comply with the material requirements the applicable to Medium Companies as per general instructions with respect of Accounting Standards prescribed and the provisions of the Companies Act 2013, and Schedule III to Companies Act 2013- as amended by Notification dated 24-3-2021.
- b) The figures for the last year have been regrouped and reclassified wherever required, and the figures have been rounded off to the nearest Lakhs rupee.
- c) A number of estimates and assumptions are used by the management for preparation of the restated financial statements, which are based on current state of affairs. Changes in the state of affairs on account of changes in economic and global events in future can impact the future results.

2.1 Method of accounting: Mercantile

- a) Accounts relating to the Manufacturing and trading activities are accounted as income on Mercantile /Accrual basis, in accordance to Accounting Standard AS 9.

- b) Input Tax Credits available with certainty under the Excise Duty, Service Tax / and Sales Tax /VAT legislations, till 30th June 2017 are excluded from the corresponding expense and set off against the respective Output liabilities

Input Tax Credits, available with certainty in accordance to the Goods and Services Tax legislations introduced w.e.f. 1st July 2017 are excluded from the corresponding expense and set off against the respective Output liabilities

- c) Claims by and against the company if any are accounted for on settlement.
- d) The Gratuity Liability for those employees who completed 5 years of services is provided on actual basis as per Accounting Standard AS 15.
- e) Privilege / Earned Leave not availed is eligible to be accumulated and can be is encashed at the time of retirement/ termination of services. The employees are also eligible to encash leave during the currency of service subject to the consent of the Management.
Actual liability for leave not availed is provided in the Accounts as per Accounting Standard AS 15- and it is treated as a Current liability.
- f) Other Employee Terminal and service benefits, if any are accounted on payment.
- g) Bank charges and interest (other than pre admitted interest) are accounted for as and when they are debited by the bank.
- h) Rates and taxes are accounted on receipt & finalization of demand.
- i) Dividends from subsidiary companies and on investments are recognized as Revenue only on the date when the right to receive is established by the reporting date.

2.2 Provisions for probable liability are created when the company has an obligation as a result of an event already taken place. They are not adjusted for their present value except where specifically stated that they are on actuarial basis.

2.3 Contingent liabilities:

Claims and demands, raised on the company, which have not been acknowledged as liability and /or pending disputed in appeals /arbitration etc., –which in the opinion of the management are not likely to be paid are depicted as contingent liabilities.

3 Investments: The Company has no investments at present.

4 Stock in trade /Inventories:

The inventories are valued on exclusive method, in accordance to the Accounting Standards- which is as under:

- a) Raw Materials: Lower of cost (weighted average) or market value.
- b) Finished goods: at lower of estimated cost of production or realizable value. Cost of production is at the Raw materials cost plus average cost of production/ conversion.
- c) Work in process: The WIP is valued at cost of Raw materials plus average cost of production –restricted to the extent of work done.

The Raw materials issued for production but not yet put into process is treated as Raw Materials.

- d) Other Items: Lower of cost (FIFO basis) or market value.

5 Property, Plant & Equipment, Depreciation & Amortization

i) All items of Property, Plant & Equipment (tangible and intangible) are capitalized and stated at cost, inclusive of incidentals and borrowing costs if any, up to the date of putting them to use. The Expenses incurred during construction are allocated and apportioned to the assets constructed / acquired and installed during the period

ii) Specific Government grants or subsidies if any received towards purchase of fixed assets is reduced from the cost of acquisition of the asset capitalized in books.

Input Credits available on account Excise Duty, Service Tax, Sales Tax /VAT till 30th June 2017 and Goods and Services Tax legislations from 1st July 2017 which are eligible for set off against Output liabilities under the applicable provisions on the purchase value of fixed assets, it is reduced from the cost of acquisition of the asset capitalized in books.

iii) Present realizable market values of assets as on the Balance Sheet date is reviewed with their corresponding book values, to consider if there exists any indication of an impairment of value. In case of a permanent impairment of the value of assets, on the basis of the review by the management, it is dealt in accounts as per Accounting Standards.

iv). Depreciation on asset is charged only when the asset has been put to use

v). Depreciation is to be charged in accordance to the useful life of the assets prescribed in Schedule II to the Companies Act 2013, by taking the residual /scrap value to 5% of their original cost, unless stated otherwise. Depreciation is being charged on Written Down Method (WDV) at present.

However, in case of Plant & Machinery the Depreciation is being charged on Straight Line Method (SLM)

vi). No depreciation is charged on Land acquired whether on free hold or on lease-hold basis (perpetual or long term), with a right to transfer, even with pre-condition.

vii) Assets taken on short-term leases, if any are not treated as Fixed Assets. The yearly lease premium is charged off to the Statement of Profit and Loss. Non-refundable / adjustable Lease premium if any is amortized and charged off to the Statement of Profit and Loss in accordance to the terms and conditions of Lease

ix) Gains or Losses arising on account of disposal or discarding of assets is determined on the basis of difference between the book value and the value realized on disposal / discarding of the asset, which is dealt with in the Statement of Profit and Loss

Input Credits availed on account Excise Duty, Service Tax, Sales Tax / VAT (till 30th June 2017) and Goods and Services Tax legislations (w.e.f 1st July 2017) on fixed assets which are reversible / payable, if any on sale of fixed assets is accounted on actual basis at the time of sale of assets only.

x) Computer Software is treated as a part of the intangible fixed assets, if got custom prepared or are acquired for a period in excess of 12 months only. Computer Software, taken on a license basis for a period not exceeding 12 months or which are renewable on yearly basis are charged off the Statement of Profit and Loss

xi) Financial Costs on borrowings include LC charges, Guarantee Charges, Processing & inspection charges, and other incidental costs ancillary to borrowings besides interest. Borrowing costs pertaining to acquisition of assets are allocated to them, from the date

of commencement of construction /erection to the date of capitalization of asset / putting the asset to use. Exchange fluctuations on borrowings in foreign currencies till the date of putting to use are also dealt with on a similar basis

5.2 Amortization

Preliminary and pre-operative expenses (not allocated to assets and capitalized) as well as any other expense, which is Deferred Revenue in nature is amortized in 5 yearly installments.

6. Foreign Exchange Transactions:

- a) Export Sales in and Expenses incurred, if any in foreign exchange are converted (to Rupees) at the exchange rates prevailing at the time of transaction, or at the rate at the close of the year, whichever is earlier.
- b) Exchange rate differences, if any arising during the year on account of Revenue Transactions in foreign exchange is dealt with, in the Statement of Profit and Loss.
- c) Exchange rate differences, if any arising during the year on account of Capital Transactions in foreign exchange is given affect to the related asset and liability. In case of Depreciable Assets, the depreciation is charged on the enhance value
- d) Difference in Assets and liabilities held outside India, on translation into Indian Rupees are dealt with in the financial statements of each year

However, from the year ended on 31st March 2022 onwards, differences relating to operations outside India, on such translation into Indian Rupees are depicted as "Other Equity" under the classification of "Exchange differences on translating the financial statements of foreign operations" in the Balance sheet as prescribed in Schedule III to Companies Act 2013 as amended by Notification dated 24-3-2021.

7 Income Tax Provisions & payments:

- a) Income tax liability is provided in Financial Statements on the basis of estimate made on tentative computation of taxable income, which in the opinion of the management is adequate. Shortfall or excess of provision if any is adjusted on completion of assessments.
- b) The Prepaid taxes are shown as a set-off against the Tax Provision. They are adjusted in books on final settlement of the assessments.
- c) The company has opted from to be taxed as per the provisions of section 115BAA of the Income Tax Act 1961, inserted in October 2019, from Assessment year 2020-21 onwards. Accordingly, the company is not liable to pay Minimum Alternate Tax (MAT) in terms of Section 115JB of the Income Tax Act 1961
- d) In case where the pre-paid taxes are larger than the tax liability, there is a net refund / recovery of taxes. In view of the changed guidelines for depiction in the Schedule III to the Companies Act 2013, such taxes refunds due / recoverable are shown as a negative amount on the Liabilities side of the Balance sheet.
- e) Income Tax Assessments till AY 2021-22 have been completed. There is no material disputed tax demands or other tax demands pending payment as per records made available

- f) There is a deferred tax asset as at the end of this year, in accordance to Accounting Standard AS 22. It has not been created account books, on accounting prudence / conservatism. Details of the Deferred Tax asset (Liability) are given in the relevant Note to the Balance Sheet.

8 Terminal Benefits to Employees

- a) Contributions made by the company as per the Provident Fund & Misc. Provisions Act 1952 and to Employees State Insurance are charged off to the Statement of Profit & loss.
- b) There being no regular employees on the rolls of the company at present, who, have completed 5 years of service, there is no actual liability for Gratuity that is required to be provided in accordance to Accounting Standard AS 15.
- c) Privilege / Earned Leave not availed, is eligible to be accumulated, which is encashable at the time of retirement/ termination of services. The employees are also eligible to encash leave during the currency of service subject to the consent of the Management. Actual liability for leave not availed is provided in the Accounts as per Accounting Standard AS 15- and it is treated as a Short-Term Provision.
- It is informed by the management that most of the employees have either utilized their earned leave or have encashed it –and thus there is no actual liability that is required to be provided in accordance to Accounting Standard AS 15
- d) Other Terminal and service benefits if any of employees are accounted on payment.

9 Segment Reporting

The company is engaged in the manufacture and sale of Components made of steel and other metals which constitute a Single Segment. Therefore, in the opinion of the management Accounting Standards regarding Segment reporting is not applicable

10 Earnings per Share

Basic earnings per share are calculated by dividing the net profit (after tax) for the year attributable to Equity shareholders after reducing preference dividends (There are no Preference shares at present) and the Dividend Distribution Tax there on by the weighted average number of shares during the year. Partly paid Equity shares are treated as a fraction of an equity share in proportion to the rate at which they are eligible to receive the dividends.

Diluted earnings per share are calculated similarly but after adjusting for the effect of all dilutive potential equity shares

- 11** The management has certified that the current assets, loans and advances, in the ordinary course of business, have a realizable value at least equal to the value at which they have been stated, except where stated to the contrary.

Note 3 Share Capital**Part A**

| Particulars | As at 31 August, 2024 | | As at 31 March, 2024 | | As at 31 March, 2023 | | As at 31 March, 2022 | |
|---|-----------------------|-----------------|----------------------|-----------------|----------------------|-----------------|----------------------|-----------------|
| | Number of shares | ₹ lakhs | Number of shares | ₹ lakhs | Number of shares | ₹ lakhs | Number of shares | ₹ lakhs |
| (a) Authorised | 2,500.00 | 25,000.00 | 2,500.00 | 25,000.00 | 150.00 | 1,500.00 | 150.00 | 1,500.00 |
| Equity shares of ₹ 10 each with voting rights | 250.00 | 2,500.00 | 250.00 | 2,500.00 | 150.00 | 1,500.00 | 150.00 | 1,500.00 |
| | | | | | | | | |
| (b) Issued # | 178.50 | 1,785.00 | 178.50 | 1,785.00 | 119.00 | 1,190.00 | 119.00 | 1,190.00 |
| Equity shares of ₹ 10 each with voting rights | 178.50 | 1,785.00 | 178.50 | 1,785.00 | 119.00 | 1,190.00 | 119.00 | 1,190.00 |
| | - | - | - | - | - | - | - | - |
| (c) Subscribed and fully paid up | 178.50 | 1,785.00 | 178.50 | 1,785.00 | 119.00 | 1,190.00 | 119.00 | 1,190.00 |
| Equity shares of ₹ 10 each with voting rights | 178.50 | 1,785.00 | 178.50 | 1,785.00 | 119.00 | 1,190.00 | 119.00 | 1,190.00 |
| | | | | | | | | |
| (d) Subscribed but not fully paid up | - | - | - | - | - | - | - | - |
| | | | | | | | | |
| Total | 178.50 | 1,785.00 | 178.50 | 1,785.00 | 119.00 | 1,190.00 | 119.00 | 1,190.00 |

Note 3 Share Capital

Part D

Details of shares held by each shareholder holding more than 5% shares:

| Particulars | As at 31 August, 2024 | | As at 31 March, 2024 | | As at 31 March, 2023 | | As at 31 March, 2022 | |
|---|-----------------------|-----------------------------------|----------------------|-----------------------------------|----------------------|-----------------------------------|----------------------|-----------------------------------|
| | No. of shares held | Holding % in that class of shares | No. of shares held | Holding % in that class of shares | No. of shares held | Holding % in that class of shares | No. of shares held | Holding % in that class of shares |
| | in lakhs | | in lakhs | | in lakhs | | in lakhs | |
| Equity shares with voting rights | | | | | | | | |
| 1 Omega Bright Steel & Components Pvt Ltd | 89.25 | 50.00% | 89.25 | 50.00% | 59.50 | 50.00% | 59.50 | 50.00% |
| 2 Mr. Ashwani Leekha | 44.63 | 25.00% | 44.63 | 25.00% | 28.50 | 23.95% | 28.50 | 23.95% |
| 3 Mr. Saksham Leekha | 35.88 | 20.10% | 35.88 | 20.10% | 31.00 | 26.05% | 31.00 | 26.05% |
| 4 Sundry parties below 5% holding each | 8.75 | 4.90% | 8.75 | 4.90% | 0.00 | 0.00% | 0.00 | 0.00% |
| Total | 178.50 | 100.00% | 178.50 | 100.00% | 119.00 | 100.00% | 119.00 | 100.00% |

Shares held by the promoter at the end of the period

| Particulars | As at 31 August, 2024 | | | As at 31 March, 2024 | | | As at 31 March, 2023 | |
|---|-----------------------|-----------------------------------|--------------------------|-----------------------|-----------------------------------|--------------------------|-----------------------|-----------------------------------|
| | Number of shares held | % holding in that class of shares | % Change during the year | Number of shares held | % holding in that class of shares | % Change during the year | Number of shares held | % holding in that class of shares |
| | | | | | | | in lakhs | |
| Equity shares with voting rights | | | | | | | | |
| 1 Omega Bright Steel & Components Pvt Ltd | 89.25 | 50.00% | 0.00% | 89.25 | 50.00% | 0.00% | 59.50 | 50.00% |
| 2 Mr. Ashwani Leekha | 44.63 | 25.00% | 0.00% | 44.63 | 25.00% | 1.05% | 28.50 | 23.95% |
| 3 Mr. Saksham Leekha | 35.88 | 20.10% | 0.00% | 35.88 | 20.10% | -5.95% | 31.00 | 26.05% |
| 4 Mrs. Sakshee Leekha | 8.75 | 4.90% | 0.00% | 8.75 | 4.90% | 4.90% | 0.00 | |
| 5 Mrs. Manya Jain | 0.00 | 0.00 | - | 0.00 | 0.00 | 0.00 | | |
| 6 Mr. Aarush Leekha | 0.00 | 0.00 | - | 0.00 | 0.00 | 0.00 | | |
| 7 Mrs. Renu Leekha | 0.00 | 0.00 | - | 0.00 | 0.00 | 0.00 | | |
| Total | 178.50 | 100.00% | | 178.50 | 100.00% | | 119.00 | 100.00% |

OBSC Perfection Limited
Notes forming part of the financial statements -Restated

Note 4 Other Equity

| Particulars | As at 31 August, 2024 | As at 31 March, 2024 | As at 31 March, 2023 | As at 31 March, 2022 |
|---|--------------------------|-------------------------|-------------------------|-------------------------|
| | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs |
| Note: 4.1 Share application money pending allotment | | | | |
| Balance at the Closing of the period | | | | |
| Note: 4.2 Capital Reserve | | | | |
| Balance at the Closing of period | - | - | - | - |
| Note 4.3 Retained Earnings -General Reserve: | | | | |
| Balance at the Closing of the period | - | - | - | - |
| Note : 4.4 Retained Earnings Profit & Loss Statement- Surplus/(Deficit) | | | | |
| Balance at the beginning of period | 1,222.10 | 595.89 | 138.47 | (221.66) |
| Changes due to prior period errors | | | | |
| Restated bal. at begining of the period | 1,222.10 | 595.89 | 138.47 | (221.66) |
| Profit /(Loss) for the year after tax but before Appropriations as per Statement Profit & Loss | 603.05 | 1,221.21 | 457.42 | 360.13 |
| Less Bonus Shares issued during the year | - | (595.00) | - | - |
| Less Transferred to General Reserve | | | | |
| Balance at the Closing of the period | 1,825.15 | 1,222.10 | 595.89 | 138.47 |
| Balance at the Closing of the period | | | | |
| Total | 1,825.15 | 1,222.10 | 595.89 | 138.47 |

Note 5 Long-term borrowings

| Particulars | As at 31 August, 2024 | As at 31 March, 2024 | As at 31 March, 2023 | As at 31 March, 2022 |
|---|--------------------------|-------------------------|-------------------------|-------------------------|
| | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs |
| a) Term loans | | | | |
| From banks | | | | |
| Secured | | | | |
| Kotak Mahindra Bank Term Loan | 1,681.81 | 595.20 | 140.14 | - |
| HDFC Bank Car Loan | - | - | 1.26 | 6.47 |
| Unsecured | - | - | - | - |
| | 1,681.81 | 595.20 | 141.40 | 6.47 |
| b) From other parties | | | | |
| Loans & Advances from related parties | 106.60 | 103.35 | - | - |
| Intercorporate Deposits | | | | |
| Omega Bright Steel & Components Pvt Ltd | 1,919.61 | 1,861.10 | 1,740.36 | 1,630.33 |
| | 2,026.21 | 1,964.45 | 1,740.36 | 1,630.33 |
| Total | 3,708.02 | 2,559.65 | 1,881.76 | 1,636.80 |

- Long term borrowings with Current Maturity shown herein above have been included under 'Short Term Borrowings -payable within 12 month'" in the Balance Sheet
- The Term loan Kotak Mahindra Bank T L A/c - xxx00145 carries an interest of 9.60% pa with the last EMI falling due in September 2027.
The Term loan Kotak Mahindra Bank T L A/c - xxx 00149 carries an interest of 8.65% pa with the last EMI falling due in May 2028.
The TLFLT Term loan Kotak Mahindra Bank (WCFLT)A/C-xxx00029 carries an interest of 9.00% pa with the last EMI falling due in June 2029.
Both the loans are secured by hypothecation of plant and machinery of the company.
They are further secured by a charge on the on factory land & building at Gat No.309, Nanekarwadi, Chakan, Taluka Khed, Pune 410501
The loans are further secured by a second charges on stocks and debtors of the company.
The loans are also gauranteed by personal guarantees of Directors
- Intercorporate deposits is from shareholding company which bears an interest at 7.5% p.a. which is repayable upto an extent of 10% of the loan in the next 12 months is shown as Current borrowings
- There are no installments and interest due there on which are overdue for payment as on the date of Balance sheet so far as it appears from the examination of records and the information and explanations given by management

Borrowings include

Related Parties

| | | | | |
|-----------------------------------|----------|----------|----------|----------|
| Omega Bright Steel & Comp.Pvt Ltd | 2,132.91 | 2,067.89 | 1,933.73 | 1,811.48 |
| NON CURRENT MATURITY | 1,919.61 | 1,861.10 | 1,740.36 | 1,630.33 |
| CURRENT MATURITY | 213.29 | 206.79 | 193.37 | 181.15 |

From an Executive & Related Party to director

| | | | | |
|---------------------------------------|--------|--------|---|---|
| Mr. Himalaya Lekha Director Relative* | 106.60 | 103.35 | - | - |
| NON CURRENT MATURITY | 106.60 | 103.35 | - | - |
| CURRENT MATURITY | - | - | - | - |

Note 6 DEFERRED TAX ASSETS / [LIABILITY]

| Particulars | As at 31 August, 2024 | As at 31 March, 2024 | As at 31 March, 2023 | As at 31 March, 2022 |
|---|-----------------------|----------------------|----------------------|----------------------|
| | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs |
| WDV of Assets -Income Tax Act | 3,406.18 | 3,457.11 | 2,565.24 | 1,885.81 |
| WDV of Assets -Companies Act | 4,130.24 | 4,082.66 | 3,030.37 | 2,211.26 |
| Impact of Difference of Depreciation in Tax & Financial Books -Asset/ [Liability] | (724.06) | (625.56) | (465.13) | (325.45) |
| Provisions in Financial Books pending allowance in tax | | | | |
| For Gratuity | 7.76 | 7.76 | - | - |
| For Leave Provision | 6.65 | 6.65 | 5.24 | 0.55 |
| Loss available for Set off in future | - | - | - | - |
| Total | (709.65) | (611.15) | (459.89) | (324.89) |
| Effective Tax rate 25.17% | | | | |
| Effective Deferred Tax Asset -Closing | (178.62) | (153.83) | (115.75) | (81.78) |
| Effective Deferred Tax Asset-Opening | (153.83) | (115.75) | (81.78) | (19.70) |
| Total | (24.79) | (38.07) | (33.98) | (62.08) |

Note 7 Long-term provisions

| | Particulars | As at 31 August, 2024 | As at 31 March, 2024 | As at 31 March, 2023 | As at 31 March, 2022 |
|-----|----------------------------------|-----------------------|----------------------|----------------------|----------------------|
| | | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs |
| - | Provision for employee benefits: | | | | |
| (i) | Provision for gratuity (net) | 7.76 | 7.76 | - | - |
| | Total | 7.76 | 7.76 | - | - |

The gratuity for those employees completed 5 year of services is provided on actual basis as per Accounting Standard AS 15, The liability is worked out at the end of each financial year only -as it is linked to the number of years of service completed

OBSC Perfection Limited
Notes forming part of the financial statements-Restated

Note 8 Short-term Borrowings

| Particulars | As at 31 August, 2024 | As at 31 March, 2024 | As at 31 March, 2023 | As at 31 March, 2022 |
|---|-----------------------|----------------------|----------------------|----------------------|
| | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs |
| a) Current maturities of long-term debt (Refer Note (i) below) | - | - | - | - |
| i) Kotak Mahindra Bank Term Loan | 397.82 | 163.67 | 31.37 | - |
| ii) HDFC Bank Car Loan | - | 0.62 | 6.47 | 6.48 |
| (b) Other Short term borrowings | - | - | - | - |
| Secured | | | | |
| i) Kotak Mahindra Bank C/c A/c No.0946519307 | 425.55 | 996.01 | 864.99 | - |
| ii) TATA Capital LC No. 1885MLC00005822 | 137.20 | 137.20 | 284.48 | - |
| Un-Secured | - | - | - | - |
| i) From Directors | 85.94 | 83.32 | 78.04 | 73.11 |
| ii) Intercorporate Deposits | | | | |
| Omega Bright Steel & Components Pvt Ltd | 213.29 | 206.79 | 193.37 | 181.16 |
| | - | - | - | - |
| Total | 1,259.81 | 1,587.60 | 1,458.72 | 260.74 |

Borrowings include

Related Parties

| | | | | |
|-----------------------------------|----------|----------|----------|----------|
| Omega Bright Steel & Comp.Pvt Ltd | 2,132.91 | 2,067.89 | 1,933.73 | 1,811.48 |
| NON CURRENT MATURITY | 1,919.61 | 1,861.10 | 1,740.36 | 1,630.33 |
| CURRENT MATURITY | 213.29 | 206.79 | 193.37 | 181.15 |

KMPs

| | | | | |
|--|-------|-------|-------|-------|
| Mr. Ashwani Leekha Director Shareholder* | 44.59 | 43.23 | 40.49 | 37.93 |
| Mr. Saksham Leekha Director Shareholder* | 41.36 | 40.10 | 37.55 | 35.18 |

(a) A liability is classified as current if, as on the Balance Sheet date, the Company does not have an unconditional right to defer its settlement for 12 months after the reporting date.

Share Application Money received in excess of the authorised / issued capital or where minimum subscription requirement is not met and those refundable with interest accrued thereon are classified as part of other current liabilities.

Note (i) Current maturities of long-term debt Note 5 - Long-term borrowings for details of security and guarantee):

Cash Credit loan is from Kotak Mahindra Bank carries an interest of 9.00% & 9.00% pa respectively and it is secured by hypothecation of Stocks and book debts.

The Channel Finance facilities from Tata Capital Financial Services Ltd carries an interest of 10.25%.

The company has Cash Credit limits from Banks against hypothecation of Stocks and Book debts and is furnishing stock statements and book debts from time to time. The Company is declaring stocks the quantities of which are as per records and stock tallies provided. It is to be noted that the rates considered in such statements are taken at prevailing rates while they are valued in the Audited Financial Statements on weighted average rates in case of Raw Materials, Finished goods at cost of production (Sale price less Gross Profit) and WIP on cost of raw materials plus the cost of production to the extent incurred, due to which the rates vary. The trade receivables are matching on test check basis

Unsecured Loans from Directors and advances of their relatives carry an interest of 7.5% pa and is repayable on demand .

There are no loans and interest due there on which are overdue for payment as on the date of Balance sheet so far as it appears from the examination of records and the information and explanations given by management

Note 9 Trade payables

| Particulars | As at 31 August, 2024 | As at 31 March, 2024 | As at 31 March, 2023 | As at 31 March, 2022 |
|-------------------------|-----------------------|----------------------|----------------------|----------------------|
| | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs |
| Trade payables: | | | | |
| Dues of MSM Enterprises | 357.54 | 593.04 | 552.56 | 723.44 |
| Disputed dues – MSME | | | | |
| Disputed dues - Others | | | | |
| Dues other than MSMEs | 1,508.54 | 566.18 | 977.81 | 676.25 |
| Other than Acceptances | - | - | - | - |
| Total | 1,866.07 | 1,159.21 | 1,530.36 | 1,399.69 |

* Trade payables are dues in respect of goods purchased or services received (including from employees, professionals and others under contract) in the normal course of business.

Trade Paybles include Associate Companies balances

| | | | | |
|---|--------|--------|--------|--------|
| Omega Bright Steel & Components Pvt.Ltd | 379.96 | 247.88 | 544.41 | 711.25 |
| Omega Bright Steels Pvt.Ltd | 10.54 | 0.27 | - | - |

Note 10 Other Current liabilities

| Particulars | As at 31 August, 2024 | As at 31 March, 2024 | As at 31 March, 2023 | As at 31 March, 2022 |
|--|-----------------------|----------------------|----------------------|----------------------|
| | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs |
| Other payables | - | - | - | - |
| (i) Statutory Liabilities (PF, ESIC , Duties & Taxes payable) | 27.13 | 40.19 | 22.07 | 39.43 |
| (ii) Expenses Payable | 198.42 | 67.45 | 50.33 | 29.93 |
| (iii) Advances from customers | 1.32 | 1.32 | 156.71 | 66.82 |
| Total | 226.87 | 108.96 | 229.12 | 136.19 |

Note 11 Short-term provisions

| Particulars | As at 31 August, 2024 | As at 31 March, 2024 | As at 31 March, 2023 | As at 31 March, 2022 |
|---------------------------------------|-----------------------|----------------------|----------------------|----------------------|
| | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs |
| (a) Provision for employee benefits: | | | | |
| (i) Prov. made for leave encashment | 6.65 | 6.65 | 5.24 | 0.55 |
| Sub-Total A | 6.65 | 6.65 | 5.24 | 0.55 |
| (b) Provision - Others: | | | | |
| (i) Provision for Income Tax (Net) | 194.90 | 59.83 | (90.84) | 3.26 |
| (ii) Provision - others CSR Provision | 7.52 | - | - | - |
| Sub-Total B | 202.42 | 59.83 | (90.84) | 3.26 |
| Total (A+B) | 209.07 | 66.48 | (85.60) | 3.81 |

CSR provision as per Section 135 of Companies Act 2013 has been created for 5 months of proportionate basis and is to be spent on or before 31-3-2025

NOTE 9: TRADE PAYABLES

OBSC Perfection Limited
Notes forming part of the financial statements Restaed -Restated

Rs in lakhs

| Particulars | TRADE PAYABLES AS OM 31-8-2024 | | | | | TRADE PAYABLES AS OM 31-3-2024 | | | | |
|-------------------------|---|-----------------------------------|-----------------------------------|-------------------|------------------------------|---|-----------------------------------|-----------------------------------|-------------------|-----------------------------|
| | <i>Outstanding for following periods from due date of payment</i> | | | | | <i>Outstanding for following periods from due date of payment</i> | | | | |
| | Less than 1 year | More than 1 but less than 2 years | More than 2 but less than 3 years | More than 3 years | Total as on 31st August 2024 | Less than 1 year | More than 1 but less than 2 years | More than 2 but less than 3 years | More than 3 years | Total as on 31st March 2024 |
| Dues of MSM Enterprises | 353.75 | 0.00 | 0.00 | 0.00 | 353.75 | 586.62 | 0.13 | - | - | 586.75 |
| Dues other than MSMEs | 1,491.27 | 1.00 | 0.27 | 0.00 | 1,492.54 | 554.72 | 5.19 | 0.27 | - | 560.17 |
| Disputed dues – MSME | | | | | | - | | | | - |
| Disputed dues - Others | | | | | | - | | | | - |
| | 1,845.02 | 1.00 | 0.27 | - | 1,846.28 | 1,141.34 | 5.31 | 0.27 | - | 1,146.92 |
| | | | | | - | | | | | - |
| Particulars | TRADE PAYABLES AS OM 31-3-2023 | | | | | TRADE PAYABLES AS OM 31-3-2022 | | | | |
| | <i>Outstanding for following periods from due date of payment</i> | | | | | <i>Outstanding for following periods from due date of payment</i> | | | | |
| | Less than 1 year | More than 1 but less than 2 years | More than 2 but less than 3 years | More than 3 years | Total as on 31st March 2023 | Less than 1 year | More than 1 but less than 2 years | More than 2 but less than 3 years | More than 3 years | Total as on 31st March 2022 |
| Dues of MSM Enterprises | 546.69 | | | | 546.69 | 715.77 | | | | 715.77 |
| Dues other than MSMEs | 966.44 | 1.00 | 0.00 | 0.00 | 967.44 | 652.86 | 14.07 | 2.14 | 0.00 | 669.07 |
| Disputed dues – MSME | | | | | | | | | | |
| Disputed dues - Others | | | | | | | | | | |
| | 1,513.14 | 1.00 | - | - | 1,514.13 | 1,368.63 | 14.07 | 2.14 | - | 1,384.85 |
| | | | | | - | | | | | - |

The data given above is on the basis of the MSME certificates sent by the Creditors in responses to specific enquiries

OBSC Perfection Limited

Notes forming part of the financial statements Restated

Note 12 Property, Plant & Equipment

| A. Tangible assets | | Gross block | | | | | | | | | |
|--------------------|-------------------------------------|------------------------|-----------------|--------------|--|-------------------------------|----------------------|---|----------------------------|-------------------|-------------------------------|
| | | Balance as at 1-4-2024 | Additions | Disposals | Acquisitions through business combinations | Reclassified as held for sale | Revaluation increase | Effect of foreign currency exchange differences | Borrowing cost capitalised | Other adjustments | Balance as at 31 August, 2024 |
| | | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs |
| (a) | Land Freehold | 295.08 | - | - | - | - | - | - | - | - | 295.08 |
| - | Leasehold * | - | - | - | - | - | - | - | - | - | - |
| | Buildings Own use | 556.93 | 4.88 | - | - | - | - | - | - | - | 561.81 |
| | Given under operating lease | - | - | - | - | - | - | - | - | - | - |
| (c) | Plant and Equipment Owned | 3,661.19 | 17.35 | - | - | - | - | - | - | - | 3,678.54 |
| - | Taken under finance lease * | - | - | - | - | - | - | - | - | - | - |
| (d) | Furniture and Fixtures Owned | 50.42 | 17.68 | - | - | - | - | - | - | - | 68.10 |
| - | Taken under finance lease * | - | - | - | - | - | - | - | - | - | - |
| (e) | Vehicles Owned | - | - | - | - | - | - | - | - | - | - |
| | Taken under finance | 70.03 | - | - | - | - | - | - | - | - | 70.03 |
| (f) | Office equipment Owned | 25.47 | 4.56 | - | - | - | - | - | - | - | 30.03 |
| | Taken under finance lease * | - | - | - | - | - | - | - | - | - | - |
| (g) | Electrical Instalation Owned | 251.48 | 142.64 | - | - | - | - | - | - | - | 394.12 |
| | Taken under finance lease * | - | - | - | - | - | - | - | - | - | - |
| (h) | Computers & Computers Servers Owned | 50.48 | 4.30 | - | - | - | - | - | - | - | 54.78 |
| | Total | 4,961.08 | 191.41 | - | - | - | - | - | - | - | 5,152.49 |
| | <i>Previous year</i> | <i>3,658.41</i> | <i>1,375.09</i> | <i>72.42</i> | <i>-</i> | <i>-</i> | <i>-</i> | <i>-</i> | <i>-</i> | <i>-</i> | <i>5,033.50</i> |
| | Capital -WIP | 218.08 | 740.18 | - | - | - | - | - | - | - | 958.26 |
| | Last year | 490.20 | 725.76 | 997.89 | - | - | - | - | - | - | 218.08 |

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Continued... Page 2

OBSC Perfection Limited

Note 12 Property, Plant & Equipment (Contd)

| A | Tangible assets | Accumulated depreciation and impairment | | | | | | | Net block | | |
|-----|-------------------------------------|---|--|----------------------------------|--|--|--|-------------------|-------------------------------|------------------------------|-------------------------------|
| | | Balance as at 1 April, 2024 | Depreciation / amortisation expense for the year | Eliminated on disposal of assets | Eliminated on reclassification on as held for sale | Impairment losses recognised in statement of profit and loss | Reversal of impairment losses recognised in Statement of Profit and Loss | Other adjustments | Balance as at 31 August, 2024 | Balance as at 31 March, 2024 | Balance as at 31 August, 2024 |
| | | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs |
| (a) | Land Freehold | - | - | - | - | - | - | - | - | 295.08 | 295.08 |
| (b) | Buildings Own use | 193.80 | 23.90 | - | - | - | - | - | 217.70 | 363.13 | 344.11 |
| (c) | Plant and Equipment Owned | 551.41 | 98.73 | - | - | - | - | - | 650.13 | 3,109.78 | 3,028.41 |
| (d) | Furniture and Fixtures Owned | 14.74 | 5.27 | - | - | - | - | - | 20.01 | 35.68 | 48.09 |
| (e) | Vehicles Owned Taken under finance | 41.94 | 3.26 | - | - | - | - | - | 45.19 | 28.09 | 24.83 |
| (f) | Office equipment Owned | 9.27 | 1.49 | - | - | - | - | - | 10.76 | 16.20 | 19.27 |
| (g) | Electrical Instalation Owned | 33.33 | 6.88 | - | - | - | - | - | 40.21 | 218.15 | 353.91 |
| (h) | Computers & Computers Servers Owned | 33.93 | 4.31 | - | - | - | - | - | 38.24 | 16.55 | 16.54 |
| | Total | 878.41 | 143.83 | - | - | - | - | - | 1,022.25 | 4,082.66 | 4,130.24 |
| | <i>Previous year</i> | <i>413.66</i> | <i>214.38</i> | - | - | - | - | - | <i>628.04</i> | <i>3,244.75</i> | <i>4,405.46</i> |

Capital-Work-in Progress (CWIP)

CWIP aging schedule Tangible assets

| Particulars | Amount in Rs. In CWIP for a period of | | | | Amount in Rs. In CWIP for a period of | | | | | |
|--------------------------------|---------------------------------------|------------------------------|------------------------------|-------------------|---------------------------------------|------------------|------------------------------|------------------------------|-------------------|-----------------------|
| | Less than 1 year | Over 1 but less than 2 years | Over 2 but less than 3 years | More than 3 years | Total as on 31-8-2024 | Less than 1 year | Over 1 but less than 2 years | Over 2 but less than 3 years | More than 3 years | Total as on 31-3-2024 |
| Projects in progress | 958.26 | - | - | - | 958.26 | 218.08 | - | - | - | 218.08 |
| Projects temporarily suspended | - | - | - | - | - | - | - | - | - | - |
| Total | 958.26 | - | - | - | 958.26 | 218.08 | - | - | - | 218.08 |

The Capital Works in Progress which is pending Capitalization as on the date of Balance Sheet has been started during the period ended on 31-8-2024 and it is likely to become operational during the year ending on 31-3-2025 has so far as it appears from examination of records and as per information & explanations given by the management.

OBSC Perfection Limited

Note 12 Property, Plant & Equipment

| A. Tangible assets | | Gross block | | | | | | | | | |
|--------------------|-------------------------------|------------------------|-----------------|--------------|--|-------------------------------|----------------------|---|----------------------------|-------------------|------------------------------|
| | | Balance as at 1-4-2023 | Additions | Disposals | Acquisitions through business combinations | Reclassified as held for sale | Revaluation increase | Effect of foreign currency exchange differences | Borrowing cost capitalised | Other adjustments | Balance as at 31 March, 2024 |
| | | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs |
| (a) | Land | | | | | | | | | | |
| | Freehold | 295.08 | - | - | - | - | - | - | - | - | 295.08 |
| - | Leasehold * | - | - | - | - | - | - | - | - | - | - |
| | Buildings | - | - | - | - | - | - | - | - | - | - |
| | Own use | 547.48 | 9.45 | - | - | - | - | - | - | - | 556.93 |
| | Given under operating lease | - | - | - | - | - | - | - | - | - | - |
| (c) | Plant and Equipment | - | - | - | - | - | - | - | - | - | - |
| | Owned | 2,527.29 | 1,206.32 | 72.42 | - | - | - | - | - | - | 3,661.19 |
| - | Taken under finance lease * | - | - | - | - | - | - | - | - | - | - |
| (d) | Furniture and Fixtures | - | - | - | - | - | - | - | - | - | - |
| | Owned | 17.52 | 32.90 | - | - | - | - | - | - | - | 50.42 |
| - | Taken under finance lease * | - | - | - | - | - | - | - | - | - | - |
| (e) | Vehicles | - | - | - | - | - | - | - | - | - | - |
| | Owned | - | - | - | - | - | - | - | - | - | - |
| | Taken under finance | 69.18 | 0.85 | - | - | - | - | - | - | - | 70.03 |
| (f) | Office equipment | - | - | - | - | - | - | - | - | - | - |
| | Owned | 19.48 | 5.99 | - | - | - | - | - | - | - | 25.47 |
| | Taken under finance lease * | - | - | - | - | - | - | - | - | - | - |
| (g) | Electrical Instalation | - | - | - | - | - | - | - | - | - | - |
| | Owned | 141.87 | 109.60 | - | - | - | - | - | - | - | 251.48 |
| | Taken under finance lease * | - | - | - | - | - | - | - | - | - | - |
| (h) | Computers & Computers Servers | - | - | - | - | - | - | - | - | - | - |
| | Owned | 40.50 | 9.98 | - | - | - | - | - | - | - | 50.48 |
| | Total | 3,658.41 | 1,375.09 | 72.42 | - | - | - | - | - | - | 4,961.08 |
| | <i>Previous year</i> | <i>2,624.92</i> | <i>1,033.49</i> | - | - | - | - | - | - | - | <i>3,658.41</i> |
| | Capital -WIP | 490.20 | 725.76 | 997.89 | - | - | - | - | - | - | 218.08 |
| | Last year | 168.40 | 490.20 | 168.40 | - | - | - | - | - | - | 490.20 |

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OBSC Perfection Limited

Note 12 Property, Plant & Equipment (Contd)

| A | Tangible assets | Accumulated depreciation and impairment | | | | | | | Net block | | |
|-----|-------------------------------|---|--|----------------------------------|---|--|--|-------------------|------------------------------|------------------------------|------------------------------|
| | | Balance as at 1 April, 2023 | Depreciation / amortisation expense for the year | Eliminated on disposal of assets | Eliminated on reclassification as held for sale | Impairment losses recognised in statement of profit and loss | Reversal of impairment losses recognised in Statement of Profit and Loss | Other adjustments | Balance as at 31 March, 2024 | Balance as at 31 March, 2023 | Balance as at 31 March, 2024 |
| | | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs |
| (a) | Land | - | - | - | - | - | - | - | - | 295.08 | 295.08 |
| (b) | Freehold Buildings | - | - | - | - | - | - | - | - | - | - |
| | Own use | 155.88 | 37.92 | - | - | - | - | - | 193.80 | 391.60 | 363.13 |
| (c) | Plant and Equipment | - | - | - | - | - | - | - | - | - | - |
| | Owned | 383.80 | 189.75 | 22.15 | - | - | - | - | 551.41 | 2,143.49 | 3,109.78 |
| (d) | Furniture and Fixtures | - | - | - | - | - | - | - | - | - | - |
| | Owned | 8.71 | 6.04 | - | - | - | - | - | 14.74 | 8.82 | 35.68 |
| (e) | Vehicles | - | - | - | - | - | - | - | - | - | - |
| | Owned | - | - | - | - | - | - | - | - | - | - |
| | Taken under finance | 34.62 | 7.32 | - | - | - | - | - | 41.94 | 34.56 | 28.09 |
| (f) | Office equipment | - | - | - | - | - | - | - | - | - | - |
| | Owned | 6.19 | 3.08 | - | - | - | - | - | 9.27 | 13.30 | 16.20 |
| (g) | Electrical Instalation | - | - | - | - | - | - | - | - | - | - |
| | Owned | 18.95 | 14.38 | - | - | - | - | - | 33.33 | 122.92 | 218.15 |
| (h) | Computers & Computers Servers | - | - | - | - | - | - | - | - | - | - |
| | Owned | 19.89 | 14.04 | - | - | - | - | - | 33.93 | 20.60 | 16.55 |
| | Total | 628.04 | 272.53 | 22.15 | - | - | - | - | 878.41 | 3,030.37 | 4,082.66 |
| | Previous year | 413.66 | 214.38 | - | - | - | - | - | 628.04 | 2,211.26 | 3,030.37 |

Capital-Work-in Progress (CWIP)

CWIP aging schedule Tangible assets

| Particulars | Amount in Rs. In CWIP for a period of | | | | Total as on 31-3-2024 | Amount in Rs. In CWIP for a period of | | | | Total as on 31-3-2023 |
|--------------------------------|---------------------------------------|------------------------------|------------------------------|-------------------|-----------------------|---------------------------------------|------------------------------|------------------------------|-------------------|-----------------------|
| | Less than 1 year | Over 1 but less than 2 years | Over 2 but less than 3 years | More than 3 years | | Less than 1 year | Over 1 but less than 2 years | Over 2 but less than 3 years | More than 3 years | |
| Projects in progress | 218.08 | - | - | - | 218.08 | 490.20 | - | - | - | 490.20 |
| Projects temporarily suspended | - | - | - | - | - | - | - | - | - | - |
| Total | 218.08 | - | - | - | 218.08 | 490.20 | - | - | - | 490.20 |

The Capital Works in Progress which is pending Capitalization as on the date of Balance Sheet has been started during the year ended on 31-3-2022 and it is likely to become operational during the year ending on 31-3-2023 has so far as it appears from examination of records and as per information & explanations given by the management.

OBSC Perfection Limited

Note 12 Property, Plant & Equipment

| A. Tangible assets | | Gross block | | | | | | | | | |
|--------------------|-------------------------------|------------------------|-----------------|-----------|--|-------------------------------|----------------------|---|----------------------------|-------------------|------------------------------|
| | | Balance as at 1-4-2022 | Additions | Disposals | Acquisitions through business combinations | Reclassified as held for sale | Revaluation increase | Effect of foreign currency exchange differences | Borrowing cost capitalised | Other adjustments | Balance as at 31 March, 2023 |
| | | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs |
| (a) | Land | | | | | | | | | | |
| | Freehold | 295.08 | - | - | - | - | - | - | - | - | 295.08 |
| - | Leasehold * | - | - | - | - | - | - | - | - | - | - |
| | Buildings | | | | | | | | | | |
| | Own use | 436.71 | 110.77 | - | - | - | - | - | - | - | 547.48 |
| | Given under operating lease | - | - | - | - | - | - | - | - | - | - |
| (c) | Plant and Equipment | | | | | | | | | | |
| | Owned | 1,725.61 | 801.68 | - | - | - | - | - | - | - | 2,527.29 |
| - | Taken under finance lease * | - | - | - | - | - | - | - | - | - | - |
| (d) | Furniture and Fixtures | | | | | | | | | | |
| | Owned | 11.90 | 5.62 | - | - | - | - | - | - | - | 17.52 |
| - | Taken under finance lease * | - | - | - | - | - | - | - | - | - | - |
| (e) | Vehicles | | | | | | | | | | |
| | Owned | - | - | - | - | - | - | - | - | - | - |
| | Taken under finance | 54.90 | 14.28 | - | - | - | - | - | - | - | 69.18 |
| (f) | Office equipment | | | | | | | | | | |
| | Owned | 11.65 | 7.83 | - | - | - | - | - | - | - | 19.48 |
| | Taken under finance lease * | - | - | - | - | - | - | - | - | - | - |
| (g) | Electrical Instalation | | | | | | | | | | |
| | Owned | 81.10 | 60.78 | - | - | - | - | - | - | - | 141.87 |
| | Taken under finance lease * | - | - | - | - | - | - | - | - | - | - |
| (h) | Computers & Computers Servers | | | | | | | | | | |
| | Owned | 7.97 | 32.53 | - | - | - | - | - | - | - | 40.50 |
| | Total | 2,624.92 | 1,033.49 | - | - | - | - | - | - | - | 3,658.41 |
| | Previous year | 2,239.14 | 385.78 | - | - | - | - | - | - | - | 2,624.92 |
| | Capital -WIP | 168.40 | 490.20 | 168.40 | - | - | - | - | - | - | 490.20 |
| | Last year | - | 168.40 | - | - | - | - | - | - | - | 168.40 |

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OBSC Perfection Limited

Note 12 Property, Plant & Equipment (Contd)

| A | Tangible assets | Accumulated depreciation and impairment | | | | | | | Net block | | |
|-----|-------------------------------------|---|--|----------------------------------|---|--|--|-------------------|------------------------------|------------------------------|------------------------------|
| | | Balance as at 1 April, 2022 | Depreciation / amortisation expense for the year | Eliminated on disposal of assets | Eliminated on reclassification as held for sale | Impairment losses recognised in statement of profit and loss | Reversal of impairment losses recognised in Statement of Profit and Loss | Other adjustments | Balance as at 31 March, 2023 | Balance as at 31 March, 2022 | Balance as at 31 March, 2023 |
| | | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs |
| (a) | Land Freehold | - | - | - | - | - | - | - | - | 295.08 | 295.08 |
| (b) | Buildings Own use | 118.98 | 36.90 | - | - | - | - | - | 155.88 | 317.73 | 391.60 |
| (c) | Plant and Equipment Owned | 244.52 | 139.29 | - | - | - | - | - | 383.80 | 1,481.09 | 2,143.49 |
| (d) | Furniture and Fixtures Owned | 6.08 | 2.63 | - | - | - | - | - | 8.71 | 5.82 | 8.82 |
| (e) | Vehicles Owned | - | - | - | - | - | - | - | - | - | - |
| | Taken under finance | 21.78 | 12.84 | - | - | - | - | - | 34.62 | 33.12 | 34.56 |
| (f) | Office equipment Owned | 3.67 | 2.52 | - | - | - | - | - | 6.19 | 7.98 | 13.30 |
| (g) | Electrical Instalation Owned | 13.81 | 5.14 | - | - | - | - | - | 18.95 | 67.28 | 122.92 |
| (h) | Computers & Computers Servers Owned | 4.81 | 15.08 | - | - | - | - | - | 19.89 | 3.15 | 20.60 |
| | Total | 413.66 | 214.38 | - | - | - | - | - | 628.04 | 2,211.26 | 3,030.37 |
| | <i>Previous year</i> | <i>267.77</i> | <i>145.89</i> | - | - | - | - | - | <i>413.66</i> | <i>1,971.37</i> | <i>2,211.26</i> |

Capital-Work-in Progress (CWIP)

CWIP aging schedule Tangible assets

| Particulars | Amount in Rs. In CWIP for a period of | | | | | Amount in Rs. In CWIP for a period of | | | | |
|--------------------------------|---------------------------------------|------------------------------|------------------------------|-------------------|-----------------------|---------------------------------------|------------------------------|------------------------------|-------------------|-----------------------|
| | Less than 1 year | Over 1 but less than 2 years | Over 2 but less than 3 years | More than 3 years | Total as on 31-3-2023 | Less than 1 year | Over 1 but less than 2 years | Over 2 but less than 3 years | More than 3 years | Total as on 31-3-2022 |
| Projects in progress | 490.20 | - | - | - | 490.20 | 168.40 | - | - | - | 168.40 |
| Projects temporarily suspended | - | - | - | - | - | - | - | - | - | - |
| Total | 490.20 | - | - | - | 490.20 | 168.40 | - | - | - | 168.40 |

The Capital Works in Progress which is pending Capitalization as on the date of Balance Sheet has been started during the year ended on 31-3-2022 and it is likely to become operational during the year ending on 31-3-2023 has so far as it appears from examination of records and as per information & explanations given by the management.

OBSC Perfection Limited

Note 12 Property, Plant & Equipment

| A. Tangible assets | | Gross block | | | | | | | | | |
|--------------------|-------------------------------|------------------------|---------------|--------------|--|-------------------------------|----------------------|---|----------------------------|-------------------|------------------------------|
| | | Balance as at 1-4-2021 | Additions | Disposals | Acquisitions through business combinations | Reclassified as held for sale | Revaluation increase | Effect of foreign currency exchange differences | Borrowing cost capitalised | Other adjustments | Balance as at 31 March, 2022 |
| | | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs |
| (a) | Land | | | | | | | | | | |
| | Freehold | 290.58 | 4.50 | - | - | - | - | - | - | - | 295.08 |
| | Buildings | - | - | - | - | - | - | - | - | - | - |
| | Own use | 423.99 | 12.72 | - | - | - | - | - | - | - | 436.71 |
| (c) | Plant and Equipment | - | - | - | - | - | - | - | - | - | - |
| | Owned | 1,401.68 | 323.92 | - | - | - | - | - | - | - | 1,725.61 |
| (d) | Furniture and Fixtures | - | - | - | - | - | - | - | - | - | - |
| | Owned | 9.36 | 2.55 | - | - | - | - | - | - | - | 11.90 |
| (e) | Vehicles | - | - | - | - | - | - | - | - | - | - |
| | Owned | - | - | - | - | - | - | - | - | - | - |
| | Taken under finance | 18.42 | 36.48 | - | - | - | - | - | - | - | 54.90 |
| (f) | Office equipment | - | - | - | - | - | - | - | - | - | - |
| | Owned | 9.12 | 2.53 | - | - | - | - | - | - | - | 11.65 |
| (g) | Electrical Instalation | - | - | - | - | - | - | - | - | - | - |
| | Owned | 81.10 | - | - | - | - | - | - | - | - | 81.10 |
| (h) | Computers & Computers Servers | - | - | - | - | - | - | - | - | - | - |
| | Owned | 4.89 | 3.08 | - | - | - | - | - | - | - | 7.97 |
| | Total | 2,239.14 | 385.78 | - | - | - | - | - | - | - | 2,624.92 |
| | <i>Previous year</i> | <i>1,783.05</i> | <i>490.31</i> | <i>34.22</i> | <i>-</i> | <i>-</i> | <i>-</i> | <i>-</i> | <i>-</i> | <i>-</i> | <i>2,239.14</i> |

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OBSC Perfection Limited

Note 12 Property, Plant & Equipment (Contd)

| A | Tangible assets | Accumulated depreciation and impairment | | | | | | | Net block | | |
|-----|-------------------------------------|---|--|----------------------------------|---|--|--|-------------------|------------------------------|------------------------------|------------------------------|
| | | Balance as at 1 April, 2021 | Depreciation / amortisation expense for the year | Eliminated on disposal of assets | Eliminated on reclassification as held for sale | Impairment losses recognised in statement of profit and loss | Reversal of impairment losses recognised in Statement of Profit and Loss | Other adjustments | Balance as at 31 March, 2022 | Balance as at 31 March, 2022 | Balance as at 31 March, 2021 |
| | | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs |
| (a) | Land Freehold | - | - | - | - | - | - | - | - | 290.58 | 295.08 |
| (b) | Buildings Own use | 86.51 | 32.47 | - | - | - | - | - | 118.98 | 337.48 | 317.73 |
| (c) | Plant and Equipment Owned | 150.45 | 94.07 | - | - | - | - | - | 244.52 | 1,251.23 | 1,481.09 |
| (d) | Furniture and Fixtures Owned | 4.59 | 1.49 | - | - | - | - | - | 6.08 | 4.76 | 5.82 |
| (e) | Vehicles Taken under finance | 11.88 | 9.90 | - | - | - | - | - | 21.78 | 6.54 | 33.12 |
| (f) | Office equipment Owned | 2.30 | 1.37 | - | - | - | - | - | 3.67 | 6.82 | 7.98 |
| (g) | Electrical Instalation Owned | 8.68 | 5.14 | - | - | - | - | - | 13.81 | 72.42 | 67.28 |
| (h) | Computers & Computers Servers Owned | 3.35 | 1.46 | - | - | - | - | - | 4.81 | 1.54 | 3.15 |
| | Total | 267.77 | 145.89 | - | - | - | - | - | 413.66 | 1,971.37 | 2,211.26 |
| | Previous year | 150.48 | 118.59 | 1.30 | - | - | - | - | 267.77 | 1,632.56 | 1,971.37 |

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* Information regarding assets under lease (taken or given), where applicable, may also be given as a separate note for each class of asset.

Asset disposals through demergers and amounts written off on reduction of capital should be disclosed separately for each class of assets.

Also give details such as gross book value of revalued assets, method adopted to compute revalued amounts, nature of indices used, year of appraisal, involvement of external valuer as long as the concerned assets are held by the Company.

Note 13 Long-term Loans & Advances

| Particulars | As at 31 August, 2024 | As at 31 March, 2024 | As at 31 March, 2023 | As at 31 March, 2022 |
|--------------------------------------|-----------------------|----------------------|----------------------|----------------------|
| | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs |
| Security Deposits | | | | |
| Secured, considered good | | | | |
| Unsecured, considered good | 103.41 | 99.99 | 71.74 | 42.92 |
| Doubtful | - | - | - | - |
| | 103.41 | 99.99 | 71.74 | 42.92 |
| Less: Provision for doubtful amounts | - | - | - | - |
| Total | 103.41 | 99.99 | 71.74 | 42.92 |

Note 14 Inventories

| Particulars | As at 31 August, 2024 | As at 31 March, 2024 | As at 31 March, 2023 | As at 31 March, 2022 |
|------------------------------|-----------------------|----------------------|----------------------|----------------------|
| | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs |
| Raw Materials | 545.14 | 379.31 | 284.36 | 327.38 |
| Stock in Process | 467.81 | 280.15 | 303.29 | 11.44 |
| Finished Goods | 544.38 | 544.59 | 142.94 | 271.62 |
| Scrap | 25.93 | 19.51 | 31.76 | 40.97 |
| Stocks of Traded goods | 72.80 | 45.07 | - | - |
| Stores, Spares & Consumables | 86.16 | 100.42 | 34.25 | 12.23 |
| Dies ,Tools, Jigs & Fixtures | 116.71 | 121.50 | 65.32 | 13.78 |
| Total | 1,858.93 | 1,490.56 | 861.91 | 677.41 |

The inventories are valued on exclusive method, in accordance to the Accounting Standards-which is as under:

- Raw Materials: Lower of cost (weighted average) or market value.
- Stock in process/Work in process: All Stock /Work in process is at Raw material cost plus average cost of conversion inclusive of factory overheads in proportion to the extent of work done and debited to Revenue account.
- Finished goods: Lower of estimated cost of production or realizable value. Cost of production is at the Raw materials cost plus average cost of conversion inclusive of factory overheads.
- Scrap: At market value -near about the Balance sheet date.
- All other items: Lower of cost (weighted average) or market value.

Note 15 Trade receivables

| Particulars | As at 31 August, 2024 | As at 31 March, 2024 | As at 31 March, 2023 | As at 31 March, 2022 |
|---|-----------------------|----------------------|----------------------|----------------------|
| | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs |
| Trade receivables outstanding for a period exceeding six months from the date they were due for payment # | | | | |
| Secured, considered good | | | | |
| Unsecured, considered good | 133.76 | 58.23 | 11.94 | 30.48 |
| Unsecured, considered Doubtful | - | - | - | 0.20 |
| | 133.76 | 58.23 | 11.94 | 30.68 |
| Less: Provision for doubtful trade receivables | - | - | - | - |
| Sub-Total A | 133.76 | 58.23 | 11.94 | 30.68 |
| Other Trade receivables | | | | |
| Unsecured, considered good | 3,348.19 | 2,094.70 | 1,984.76 | 1,527.42 |
| Unsecured, considered Doubtful | | | - | - |
| | 3,348.19 | 2,094.70 | 1,984.76 | 1,527.42 |
| Less: Provision for doubtful trade receivables | - | - | - | - |
| Sub-Total B | 3,348.19 | 2,094.70 | 1,984.76 | 1,527.42 |
| Total A+ B | 3,481.95 | 2,152.94 | 1,996.70 | 1,558.10 |

Trade Recoverables include Associate Companies balances

| | | | | |
|--|-------|-------|------|-------|
| Omega Bright Steel & Components Pvt.Ltd | - | - | - | - |
| Perfection Engineers -Directors interested | 8.23 | 4.19 | 1.36 | 12.12 |
| Omega Bright Steel Pvt.Ltd | 21.46 | 20.22 | 0.00 | 23.81 |

*Or any of them either severally or jointly with any other person to be stated separately.

NOTE 15: TRADE RECEIVABLES

OBSC Perfection Limited

Rs in lakhs

Notes forming part of the financial statements Restaed -Restated

| Particulars | Trade Receivables as on 31-8-2024 | | | | | | Trade Receivables as on 31-3-2024 | | | | | |
|-------------------------------------|---|--------------------|-----------------------------------|-----------------------------------|-------------------|------------------------------|---|--------------------|-----------------------------------|-----------------------------------|-------------------|-----------------------------|
| | Outstanding for following periods from due date of payment* | | | | | | Outstanding for following periods from due date of payment* | | | | | |
| | Less than 6 months | 6 months to 1 year | More than 1 but less than 2 years | More than 2 but less than 3 years | More than 3 years | Total as on 31st August 2024 | Less than 6 months | 6 months to 1 year | More than 1 but less than 2 years | More than 2 but less than 3 years | More than 3 years | Total as on 31st March 2024 |
| Secured | | | | | | | | | | | | |
| <i>A-Trade Receivable Secured</i> | | | | | | | | | | | | |
| Unsecured | | | | | | | | | | | | |
| Considered Good | 3,312.67 | 94.06 | 38.28 | 0.00 | 0.00 | 3,445.02 | 2,072.49 | 50.73 | 6.89 | 0.00 | 0.00 | 2,130.10 |
| Considered Doubtful | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | | | | 0.00 |
| | 3,312.67 | 94.06 | 38.69 | 0.00 | 0.00 | 3,445.43 | 2,072.49 | 50.73 | 6.89 | 0.00 | 0.00 | 2,130.10 |
| Less Prov.for Doubtful | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| B Trade Receivable Unsecured | 3,312.67 | 94.06 | 38.69 | 0.00 | 0.00 | 3,445.43 | 2,072.49 | 50.73 | 6.89 | 0.00 | 0.00 | 2,130.10 |
| Total Trade Receivables A+B | 3,312.67 | 94.06 | 38.69 | 0.00 | 0.00 | 3,445.43 | 2,072.49 | 50.73 | 6.89 | 0.00 | 0.00 | 2,130.10 |
| | | | | | | 0.00 | | | | | | |

Trade Recoverables include Subsidiaries balances

As on 31-8-2024

As on 31-3-2024

Trade Receivables include from

Trade Recoverables include Associate Companies balances

Omega Bright Steel & Components Pvt.Ltd

0.00

0.00

Perfection Engineers -Directors interested

8.23

4.19

Omega Bright Steel Pvt.Ltd

21.46

20.22

NOTE 15: TRADE RECEIVABLES

OBSC Perfection Limited

Rs in lakhs

Notes forming part of the financial statements Restaed -Restated

| Particulars | Trade Receivables as on 31-3-2023 | | | | | | Trade Receivables as on 31-3-2022 | | | | | |
|-------------------------------------|---|--------------------|-----------------------------------|-----------------------------------|-------------------|-----------------------------|---|--------------------|-----------------------------------|-----------------------------------|-------------------|-----------------------------|
| | Outstanding for following periods from due date of payment* | | | | | | Outstanding for following periods from due date of payment* | | | | | |
| | Less than 6 months | 6 months to 1 year | More than 1 but less than 2 years | More than 2 but less than 3 years | More than 3 years | Total as on 31st March 2022 | Less than 6 months | 6 months to 1 year | More than 1 but less than 2 years | More than 2 but less than 3 years | More than 3 years | Total as on 31st March 2021 |
| Secured | | | | | | | | | | | | |
| <i>A-Trade Receivable Secured</i> | | | | | | | | | | | | |
| Unsecured | | | | | | | | | | | | |
| Considered Good | 1,511.22 | 7.69 | 22.47 | 0.00 | 0.00 | 1,541.38 | 1,511.22 | 7.69 | 22.47 | 0.00 | 0.00 | 1,541.38 |
| Considered Doubtful | 0.00 | 0.00 | 0.00 | 0.20 | 0.00 | 0.20 | 0.00 | 0.00 | | | | 0.00 |
| | 1,511.22 | 7.69 | 22.71 | 0.20 | 0.00 | 1,541.82 | 1,511.22 | 7.69 | 22.47 | 0.00 | 0.00 | 1,541.38 |
| Less Prov.for Doubtful | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| B Trade Receivable Unsecured | 1,511.22 | 7.69 | 22.71 | 0.20 | 0.00 | 1,541.82 | 1,511.22 | 7.69 | 22.47 | 0.00 | 0.00 | 1,541.38 |
| Total Trade Receivables A+B | 1,511.22 | 7.69 | 22.71 | 0.20 | 0.00 | 1,541.82 | 1,511.22 | 7.69 | 22.47 | 0.00 | 0.00 | 1,541.38 |
| | | | | | | 0.00 | | | | | | |

Trade Recoverables include Subsidiaries balances

As on 31-3-2023

As on 31-3-2022

Trade Receivables include from

Trade Recoverables include Associate Companies balances

Omega Bright Steel & Components Pvt.Ltd

0.00

0.00

Perfection Engineers -Directors interested

1.36

12.12

Omega Bright Steel Pvt.Ltd

0.00

23.81

Note 16 Cash and cash equivalents

| Particulars | As at 31 August, 2024 | As at 31 March, 2024 | As at 31 March, 2023 | As at 31 March, 2022 |
|---|-----------------------|----------------------|----------------------|----------------------|
| | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs |
| (a) Cash on hand | 0.97 | 1.23 | 1.20 | 0.95 |
| (b) Balances with banks | | | | |
| (i) In current accounts | 9.63 | 8.67 | 32.18 | 38.54 |
| (ii) In Fixed Deposit accounts with Banks | 69.52 | 48.51 | 27.13 | - |
| | - | - | - | - |
| Total | 80.12 | 58.41 | 60.51 | 39.49 |

Note 17 Short-term loans and advances

| Particulars | As at 31 August, 2024 | As at 31 March, 2024 | As at 31 March, 2023 | As at 31 March, 2022 |
|---|-----------------------|----------------------|----------------------|----------------------|
| | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs |
| (a) Capital Advances | | | | |
| Secured, considered good | - | - | - | - |
| Unsecured, considered good | 60.21 | 412.13 | - | 125.85 |
| Unsecured, considered Doubtful | - | - | - | - |
| | 60.21 | 412.13 | - | 125.85 |
| (b) Security deposits | | | | |
| Secured, considered good | - | - | - | - |
| Unsecured, considered good | - | - | - | - |
| Unsecured, considered Doubtful | - | - | - | - |
| | - | - | - | - |
| (c) Loans and advances to employees | | | | |
| Secured, considered good | - | - | - | - |
| Unsecured, considered good | 1.68 | 1.49 | 0.86 | 1.16 |
| Unsecured, considered Doubtful | - | - | - | - |
| | 1.68 | 1.49 | 0.86 | 1.16 |
| (d) Prepaid expenses - Unsecured, considered good (For e.g. Insurance premium, AM Contracts, etc.) | 5.86 | 5.21 | 4.96 | 0.39 |
| (e) Balances with government authorities | 243.39 | 79.01 | 18.02 | - |
| (f) Others | | | | |
| Unsecured, considered good | 142.33 | 50.10 | 380.74 | 21.49 |
| Unsecured, considered Doubtful | - | - | - | - |
| | 142.33 | 50.10 | 380.74 | 21.49 |
| Total (a+b+c+d+e+f) | 453.47 | 547.95 | 404.58 | 148.90 |

Note 18 Other current assets

| Particulars | As at 31 August, 2024 | As at 31 March, 2024 | As at 31 March, 2023 | As at 31 March, 2022 |
|------------------------------|-----------------------|----------------------|----------------------|----------------------|
| | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs |
| Others -Unamortized Expenses | - | - | - | 1.00 |
| | - | - | - | - |
| Total | - | - | - | 1.00 |

Note 19 Revenue from operations

| | Particulars | For the period ended | For the year ended | For the year ended | For the year ended |
|-----|---|----------------------|--------------------|--------------------|--------------------|
| | | 31 August, 2024 | 31 March, 2024 | 31 March, 2023 | 31 March, 2022 |
| | | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs |
| (a) | Sale of products @ (Refer Note (i) below) | 6,799.57 | 14,059.10 | 11,851.76 | 6,909.73 |
| | | 6,799.57 | 14,059.10 | 11,851.76 | 6,909.73 |
| (b) | Less Goods & Services Tax | 1,146.97 | 2,556.07 | 2,215.91 | 1,256.32 |
| | Total | 5,652.60 | 11,503.03 | 9,635.85 | 5,653.41 |

| Note | Particulars | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs |
|------|---------------------------------------|-----------------|------------------|------------------|-----------------|
| (i) | Sale of products comprises of: | | | | |
| | Manufactured goods | - | - | - | - |
| | Sales - Domestic- Auto components | 4,716.28 | 10,702.16 | 9,102.65 | 5,350.86 |
| | Sales - Export deemed | 1,327.46 | 1,944.63 | 1,275.80 | 996.32 |
| | Sales - Scrap | 391.37 | 717.31 | 404.75 | 350.90 |
| | Sales - Raw materials | 364.38 | 691.97 | 1,068.31 | 211.50 |
| | Job Work | 0.08 | 3.03 | 0.25 | 0.14 |
| | Others | | | | |
| | Sale of manufactured goods 'A' | 6,799.57 | 14,059.10 | 11,851.76 | 6,909.73 |
| | Sale of traded goods | - | - | - | - |
| | Total - Sales | 6,799.57 | 14,059.10 | 11,851.76 | 6,909.73 |

Note 20 Other income

| | Particulars | For the period ended | For the year ended | For the year ended | For the year ended |
|-----|---|----------------------|--------------------|--------------------|--------------------|
| | | 31 August, 2024 | 31 March, 2024 | 31 March, 2023 | 31 March, 2022 |
| | | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs |
| (a) | Interest income (Refer Note (i) below) | 1.96 | 7.68 | 0.66 | 0.11 |
| (b) | Duty Drawback: | 29.45 | 34.98 | 38.25 | 0.77 |
| (c) | Net gain on foreign currency transactions and translation (other than considered as finance cost) | 15.57 | 56.98 | 15.46 | 11.64 |
| (d) | Other non-operating income (Refer Note (ii) below) | 0.58 | 8.74 | 0.81 | 6.49 |
| | Total | 47.56 | 108.38 | 55.18 | 19.01 |

| Note | Particulars | ₹ | ₹ | ₹ | ₹ |
|------|---|-------------|-------------|-------------|-------------|
| (i) | Interest income comprises: | | | | |
| | Interest on income tax refund | - | 4.31 | 0.10 | 0.11 |
| | Interest On Security | | | | |
| | Other interest | 1.96 | 3.37 | 0.57 | - |
| | Total - Interest income | 1.96 | 7.68 | 0.67 | 0.11 |
| (ii) | Other non-operating income comprises: (Net of directly attributable expenses) | - | - | - | - |
| | Profit on sale of Assets | - | 5.10 | - | - |
| | Lease rental for Telephone Tower | - | - | - | 6.50 |
| | Insurance Recovery | - | - | 0.51 | - |
| | Miscellaneous income | 0.58 | 3.64 | 0.30 | - |
| | Total - Other non-operating income | 0.58 | 8.74 | 0.82 | 6.50 |

OBSC Perfection Limited
Notes forming part of the financial statements - Restated

Note 21 Consumption & Manufacturing Expenses

| Particulars | For the period ended 31 August, 2024 | For the year ended 31 March, 2024 | For the year ended 31 March, 2023 | For the year ended 31 March, 2022 |
|---------------------------------------|---|--------------------------------------|--------------------------------------|--------------------------------------|
| | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs |
| Opening Stock -Raw materials | 379.31 | 284.37 | 327.38 | 373.93 |
| Purchases | 2,571.98 | 4,773.04 | 5,638.01 | 3,324.93 |
| FOC Inward | 31.35 | 71.96 | 59.29 | 46.31 |
| | 2,982.64 | 5,129.37 | 6,024.67 | 3,745.17 |
| Less Closing Stocks | 545.14 | 379.31 | 284.37 | 327.38 |
| Consumption | 2,437.50 | 4,750.06 | 5,740.30 | 3,417.79 |
| Consumable Stores Consumed | 210.11 | 306.99 | 202.89 | 92.56 |
| Dies, Tools, Jigs & Fixtures Consumed | 106.63 | 148.62 | 148.91 | 170.41 |
| Power & fuel | 181.64 | 365.49 | 231.11 | 110.23 |
| Job Charges | 737.48 | 1,349.55 | 977.80 | 729.27 |
| Lease rent Machinery | 6.39 | 19.38 | - | - |
| Repairs & Maintenance: | | | | |
| - Building | - | 6.75 | 9.56 | 7.98 |
| - Machinery & Others | 13.85 | 19.93 | 17.67 | 17.90 |
| Total | 3,693.60 | 6,966.78 | 7,328.24 | 4,546.13 |

Note 22 Changes in inventories -Finished Goods; WIP and Stock in trade:
(As taken valued & certified by the management)

| Particulars | For the period ended 31 August, 2024 | For the year ended 31 March, 2024 | For the year ended 31 March, 2023 | For the year ended 31 March, 2022 |
|--------------------|---|--------------------------------------|--------------------------------------|--------------------------------------|
| | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs |
| Opening Stock | - | - | - | - |
| Finished Goods | 544.59 | 142.94 | 271.62 | 40.00 |
| Work-in-Progress | 280.15 | 303.29 | 11.44 | 9.39 |
| Scrap | 19.51 | 31.76 | 40.97 | 16.72 |
| Trading Stocks | 45.07 | - | - | 6.28 |
| Sub-Total 'A' | 889.33 | 477.98 | 324.03 | 72.39 |
| Closing Stock | - | - | - | - |
| Finished Goods | 544.38 | 544.59 | 142.94 | 271.62 |
| Work-in-Progress | 467.81 | 280.15 | 303.29 | 11.44 |
| Scrap | 25.93 | 19.51 | 31.76 | 40.97 |
| Trading Stocks | 72.80 | 45.07 | - | - |
| Sub-Total 'B' | 1,110.92 | 889.33 | 477.98 | 324.02 |
| | - | - | - | - |
| Total A - B | (221.59) | (411.34) | (153.94) | (251.63) |

Note 23 Employee benefits expense

| Particulars | For the period ended 31 August, 2024 | For the year ended 31 March, 2024 | For the year ended 31 March, 2023 | For the year ended 31 March, 2022 |
|--|--------------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs |
| Salaries and wages | - | - | - | - |
| Staff & officers | 163.73 | 316.45 | 207.39 | 117.92 |
| Director's Remuneration * | 15.00 | 32.00 | 22.00 | 15.00 |
| Bonus | - | 21.47 | 5.27 | 4.29 |
| Leave Encashment | - | 3.48 | 4.68 | -0.03 |
| Gratuity Paid to Employees | - | 7.75 | - | - |
| Contributions to provident & other funds | 7.94 | 15.00 | 10.48 | 5.99 |
| Staff welfare expenses ** | 18.17 | 31.60 | 25.22 | 11.21 |
| Total | 204.85 | 427.75 | 275.04 | 154.39 |

- Salaries and wages would include: Salaries, wages, bonus, compensated absences and all other amounts payable to employees in respect of services rendered as per their employment terms under a contract of service / employment.
- *Remuneration to Directors, in full or part time employment of the Company, who are deemed as employees is shown separately as Directors Remuneration as a part of disclosures.
- Contribution to Provident Fund & Misc. Act 1952 and Employees State Insurance and Labour Welfare Funds funds pertaining to employees.
- Contributions to approved Gratuity Fund and Superannuation fund, etc. are shown as Contributions and the payments directly to employees which are not funded are shown as an expenses
- ** Staff welfare expenses include medical benefits/ insurance accident Insurance etc.

Note 24 Finance costs

| Particulars | For the period ended 31 August, 2024 | For the year ended 31 March, 2024 | For the year ended 31 March, 2023 | For the year ended 31 March, 2022 |
|-------------------------------------|--------------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs |
| (a) Interest expense on: | | | | |
| (i) Borrowings | 49.14 | 107.01 | 37.35 | 11.96 |
| (b) Interest to Associate Companies | 65.01 | 145.51 | 135.84 | 135.79 |
| (c) Interest on Unsecured Loans | 5.87 | 9.59 | 5.48 | - |
| (d) Bank Charges | 4.96 | 5.07 | 2.69 | 1.33 |
| (e) Others | 0.90 | 1.69 | 2.62 | 0.25 |
| Total | 125.87 | 268.88 | 183.99 | 149.34 |

Borrowing costs include commitment charges, loan processing charges, guarantee charges, loan facilitation charges, discounts / premiums on borrowings, other ancillary costs incurred for borrowings or amortisation of such costs, etc.

Note 25 Depreciation & Amortization

| Particulars | For the period ended 31 August, 2024 | For the year ended 31 March, 2024 | For the year ended 31 March, 2023 | For the year ended 31 March, 2022 |
|--|--------------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs |
| Depreciation and amortisation for the year on tangible assets | 143.83 | 272.53 | 214.38 | 145.89 |
| Depreciation and amortisation relating to continuing operations | 143.83 | 272.53 | 214.38 | 145.89 |

OBSC Perfection Limited

Notes forming part of the financial statements -Restated

Note 26 Other Expenses

| Particulars | For the period ended 31 August, 2024 | For the year ended 31 March, 2024 | For the year ended 31 March, 2023 | For the year ended 31 March, 2022 |
|--|---|--------------------------------------|--------------------------------------|--------------------------------------|
| | ₹ lakhs | ₹ lakhs | ₹ lakhs | ₹ lakhs |
| Rent | 50.82 | 104.89 | 48.19 | 24.15 |
| Insurance | 1.81 | 5.21 | 4.02 | 2.35 |
| Telephone & Communication | 2.81 | 0.92 | 0.91 | 0.37 |
| Travelling and conveyance | 10.02 | 44.90 | 24.01 | 8.86 |
| Auditors Remuneration (Ref Note (i) below) | 1.10 | 2.28 | 1.45 | 1.28 |
| Charity & Donation | 1.25 | 1.00 | 2.11 | - |
| Compensation Paid | - | - | - | 1.10 |
| Computer expenses | 0.83 | 2.03 | 2.42 | 1.42 |
| Commission paid | - | 1.65 | - | - |
| General & Misc. expenses * | 3.98 | 11.08 | 7.74 | 1.81 |
| Legal and professional | 42.06 | 32.36 | 16.68 | 5.97 |
| Office Expenses | 2.02 | 1.13 | 2.32 | 1.42 |
| Postage & Courier | 0.54 | 2.30 | 2.26 | 1.29 |
| Printing and stationery | 4.26 | 4.52 | 6.17 | 0.83 |
| Rates & Taxes | 1.03 | 20.37 | 17.59 | 4.67 |
| Security Charges | 12.51 | 35.14 | 23.92 | 9.98 |
| Testing Expenses | 8.22 | 12.22 | 5.08 | 2.16 |
| Freight & Octroi & Packing Outwards | 50.83 | 125.36 | 94.08 | 79.34 |
| Business/ Sales Promotion | 0.97 | 7.99 | 15.39 | 3.70 |
| Bad debts W/off | - | 0.01 | 9.34 | 0.37 |
| Festival Expenses | 0.01 | 0.92 | 0.28 | 0.04 |
| Insurance Transit | - | 0.23 | 1.09 | 1.00 |
| Rebate & Discounts | 19.81 | 39.84 | 124.31 | 98.73 |
| Preliminary & Pre-operative Expenses W/off | - | - | 1.00 | 3.18 |
| Corporate Social Responsibility* | 7.52 | 7.75 | - | - |
| Total | 222.40 | 464.08 | 410.38 | 254.00 |
| Details of Auditors Remuneration # | - | - | - | - |
| Statutory audit fees | 0.35 | 0.75 | 0.75 | 0.75 |
| Tax Audit fees | - | 0.25 | 0.25 | 0.10 |
| Other services | 0.75 | 0.98 | 0.20 | 0.18 |
| For taxation matters -to a partner | - | 0.30 | 0.25 | 0.25 |
| Total | 1.10 | 2.28 | 1.45 | 1.28 |

#The Fees are net of Goods & Services Tax Input Tax Credit, where applicable

* Items of Expenditure which exceed 1% of the Revenue from operations or ₹ 100,000 whichever is higher is disclosed, as a separate items and those which do not are disclosed as included as part of General & Misc. expenses.

Note 27 Earning per equity share

Amounts Rs -lakhs

| Sr. No | Particulars | Note No. | Period ended on August 31, 2024 | Year ended on March 31, 2024 | Year ended on March 31, 2023 | Year ended on March 31, 2022 |
|---------------|---|-----------------|--|-------------------------------------|-------------------------------------|-------------------------------------|
| | Profit(Loss) after Tax | | 603.05 | 1,221.21 | 457.39 | 360.11 |
| | No of Equity before issue of bonus shares | | 178.50 | 119.00 | 119.00 | 119.00 |
| | No of bonus shares issued as on 18th March 2024 | | - | 59.50 | 59.50 | 59.50 |
| | Total No of Equity after issue of bonus shares | | 178.50 | 178.50 | 178.50 | 178.50 |
| | Earning per equity share: -in Rs | | 3.38 | 6.84 | 2.56 | 2.02 |
| | Diluted Earning per equity share: -in Rs (After issue of 59,50,000 bonus shares dt 18-3-2024) | | 3.38 | 6.84 | 2.56 | 2.02 |

OBSC Perfection Limited

Notes forming part of the financial statements Restaed -Restated

Note 28 Related Party Disclosures

Rs - in lakhs

| | Name of Related party / Associated Concern and Nature of Transaction | Nature of relation | For the period ended August 31, 2024 | For the year ended March 31, 2024 | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|----|---|------------------------------------|---|--|--|--|
| 1) | Omega Bright Steel & Components Pvt. Ltd. | | | | | |
| | Closing Balances | | | | | |
| a) | Unsecured Loans obtained with interest | | 2,132.91 | 2,067.89 | 1,933.73 | 1,811.48 |
| b) | Trade Payables | | 379.96 | 247.88 | 544.41 | 711.25 |
| c) | Trade Receivables | | - | - | - | - |
| d) | Balances in Current A/c - Dr | 50% share holder | - | - | 95.89 | 2.66 |
| | Transactions | | | | | |
| a) | Interest Expense | | 65.01 | 145.51 | 135.84 | 129.90 |
| b) | Purchase Raw Materials | | 1,265.98 | 2,713.35 | 2,808.18 | 2,094.85 |
| c) | Purchase Plant & Machinery | | - | - | 10.55 | - |
| d) | Purchase Consumable item | | - | - | 0.02 | - |
| e) | Sales made /Jobwork done | | - | 0.05 | 0.30 | - |
| 2) | Perfection Engineers | | | | | |
| | Closing Balances | | | | | |
| a) | Trade Receivables | Related to shareholders | 8.23 | 4.19 | 1.36 | 12.12 |
| | Transactions | | | | | |
| a) | Purchase made | | - | - | - | - |
| b) | Sale made | | 12.15 | 16.78 | 15.34 | 42.26 |
| 3) | Omega Bright Steel Pvt. Ltd. | | | | | |
| | Closing Balances | | | | | |
| a) | Trade Receivable | Holding Co of Share holder | 21.46 | 20.22 | - | 23.81 |
| b) | Trade Payable | Omega Bright Steel & Comp. Pvt Ltd | 10.54 | 0.27 | - | - |
| | Transactions | | | | | |
| a) | Purchase made during the year | | 13.00 | 2.54 | 65.78 | - |
| b) | Sale made during the year | | 1.24 | 0.26 | 35.52 | 52.75 |
| c) | Sale of Machinery during the year | | 0.00 | 72.00 | - | - |
| 4) | Mr. Saksham Leekha | Director | | | | |
| | Closing Balances | | | | | |
| a) | Unsecured Loans obtained with interest | | 41.36 | 40.10 | 37.55 | 35.18 |
| | Transactions | | | | | |
| a) | Salary | | 15.00 | 32.00 | 22.00 | 15.00 |
| b) | Interest Expense | | 1.26 | 2.82 | 2.64 | 3.23 |
| 5) | Mr. Ashwani Leekha | | | | | |
| | Closing Balances | | | | | |
| a) | Unsecured Loans obtained with interest | Director | 44.59 | 43.23 | 40.49 | 37.93 |
| | Transactions | | | | | |
| a) | Interest Expense | | 1.36 | 3.04 | 2.84 | 2.66 |
| 6) | Mr. Himalaya Leekha | | | | | |
| | Closing Balances | | | | | |
| a) | Unsecured Loans obtained with interest | Director's Relative | 106.60 | 103.35 | - | - |
| | Transactions | | | | | |
| a) | Interest Expense | | 3.25 | 3.72 | - | - |

Additional Regulatory Information

(i) Title deeds of immovable property not held in the name of the company

Nil

| Relevant Line Item in the Balance Sheet | Description of item of property | Gross Carrying Value | Title deeds held in the name of | whether the deed holder is a promoter, director or relative# of promoter*/director or employee of promoter/director | Property held since which date | Reason for not being held in the name of the company |
|---|---------------------------------|----------------------|---------------------------------|---|--------------------------------|--|
| PPE | Land | - | - | - | - | - |
| | Building | - | - | - | - | - |
| Investment Property | Land | - | - | - | - | - |
| | Building | - | - | - | - | - |
| PPE retired from active use and held for disposal | Land | - | - | - | - | - |
| | Building | - | - | - | - | - |
| Others | | - | - | - | - | - |

(ii) Where the Company has revalued its Property, Plant and Equipment, the company shall disclose as to whether the revaluation is based on the valuation by a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017

No

(iii) Following disclosures shall be made where Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are:

Nil

- (a) repayable on demand or
- (b) without specifying any terms or period of repayment

| Type of Borrower | Amount of loan or advance in the nature of loan outstanding | Percentage to the total Loans and Advances in the nature of loans |
|------------------|---|---|
| Promoters | - | - |
| Directors | - | - |
| KMP | - | - |
| Related Party | - | - |

(iv) **Capital-Work-in Progress (CWIP)**

(a) For Capital-work-in progress, following ageing schedule shall be given:

CWIP aging schedule

Amounts Rs -lakhs

| Particulars | Amount in Rs. In CWIP for a period of | | | | | Amount in Rs. In CWIP for a period of | | | | |
|--------------------------------|---------------------------------------|------------------------------|------------------------------|-------------------|-----------------------|---------------------------------------|------------------------------|------------------------------|-------------------|-----------------------|
| | Less than 1 year | Over 1 but less than 2 years | Over 2 but less than 3 years | More than 3 years | Total as on 31-8-2024 | Less than 1 year | Over 1 but less than 2 years | Over 2 but less than 3 years | More than 3 years | Total as on 31-3-2024 |
| Projects in progress | 958.26 | | | | 958.26 | 218.08 | | - | | 218.08 |
| Projects temporarily suspended | | | | | | | | | | |
| Total | 958.26 | - | - | - | 958.26 | 218.08 | - | - | - | 218.08 |

The Capital Works in Progress which is pending Capitalization as on the date of Balance Sheet has been started during the period ended on 31-8-2024 and it is likely to become operational during the year ending on 31-3-2025 has so far as it appears from examination of records and as per information & explanations given by the management.

Amounts Rs -lakhs

| Particulars | Amount in Rs. In CWIP for a period of | | | | | Amount in Rs. In CWIP for a period of | | | | |
|--------------------------------|---------------------------------------|------------------------------|------------------------------|-------------------|-----------------------|---------------------------------------|------------------------------|------------------------------|-------------------|-----------------------|
| | Less than 1 year | Over 1 but less than 2 years | Over 2 but less than 3 years | More than 3 years | Total as on 31-3-2023 | Less than 1 year | Over 1 but less than 2 years | Over 2 but less than 3 years | More than 3 years | Total as on 31-3-2022 |
| Projects in progress | 490.20 | | | | 490.20 | 168.40 | | - | | 168.40 |
| Projects temporarily suspended | | | | | | | | | | |
| Total | 490.20 | - | - | - | 490.20 | 168.40 | - | - | - | 168.40 |

The Capital Works in Progress which is pending Capitalization as on the date of Balance Sheet has been started during the year ended on 31-3-2023 and it is likely to become operational during the year ending on 31-3-2024 has so far as it appears from examination of records and as per information & explanations given by the management.

**Details of projects where activity has been suspended shall be given separately.

Nil

(v) **Intangible assets under development:**

Nil

(a) For Intangible assets under development, following ageing schedule shall be given:

Intangible assets under development aging schedule

Amounts Rs -lakhs

| Intangible Assets under development | Amount in CWIP for a period of | | | | Total* |
|-------------------------------------|--------------------------------|-----------|-----------|-------------------|--------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Projects in progress | - | - | - | - | - |
| Projects temporarily suspended | - | - | - | - | - |

* Total shall tally with the amount of Intangible assets under development in the balance sheet.

(b) For Intangible assets under development, whose completion is overdue or has exceeded its cost compared to its original plan, following Intangible assets under development completion schedule shall be given**:

Amounts Rs -lakhs

| Intangible Assets under development | To be completed in | | | |
|-------------------------------------|--------------------|-----------|-----------|-------------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years |
| Project 1 | - | - | - | - |
| Project 2 | - | - | - | - |

**Details of projects where activity has been suspended shall be given separately.

vi) Details of Benami Property held

Nil

On the basis of the examination of books and records and as per the information & explanations given by the management the company no proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder,

vii) The Company has borrowed from banks or financial institutions funds for working capital on the basis of security of current assets.

Examination of the quarterly statements of current assets filed by the Company with banks or financial institutions are in prima facies in agreement with the books of accounts as far as quantitative details are concerned. The rates adopted are as per rates on a rough and ready basis which are marginally at variance with final rates adopted

viii) Wilful Defaulter*

As per the information & explanations given by the management and on the basis of the examination of books and records the company has not been declared as a Wilful defaulter by any bank or financial Institution or consortium thereof

ix) Relationship with Struck off Companies

As per the information & explanations given by the management and on the basis of the examination of books and records the company, name of no company with which this company had transactions by way of investments in securities / shares or from which it had trade receivables or to which it had a Trade Payable has been struck off struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act 1956 during the year under consideration

x) Registration of charges or satisfaction with Registrar of Companies

Nil

Where any charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period, details and reasons thereof shall be disclosed.

xi) Compliance with number of layers of companies

Nil

As per the information & explanations given by the management and on the basis of the examination of books and records produced to us by the company has no subsidiaries

| RATIO DISCLOSURES | As at August 31, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|-----------------------------|------------------------------|-----------------------------|-----------------------------|-----------------------------|
| Current Ratio | 1.65 | 1.45 | 1.06 | 1.35 |
| Variance from last year | 13.41% | 37.07% | -21.22% | -8.37% |
| Debt-Equity Ratio | 1.38 | 1.38 | 1.87 | 1.43 |
| Variance from last year | -0.22% | -26.27% | 30.95% | -25.23% |
| Debt Service Coverage Ratio | 1.17 | 2.69 | 1.41 | 3.65 |
| Variance from last year | -56.52% | 90.15% | -61.26% | 78.48% |
| Return on Equity Ratio, | 16.70% | 40.61% | 25.61% | 27.11% |
| Variance from last year | -58.87% | 58.55% | -5.52% | 108.69% |
| Trade Receivables turnover | 2.01 | 5.54 | 5.42 | 4.08 |
| Variance from last year | -63.81% | 2.26% | 32.96% | 146.14% |
| Trade payables turnover | 3.74 | 8.55 | 6.58 | 4.75 |
| Variance from last year | -56.31% | 30.05% | 38.54% | 18.00% |
| Net capital turnover ratio | 2.44 | 8.66 | 50.42 | 9.05 |
| Variance from last year | -71.79% | -82.82% | 456.98% | 123.31% |
| Net profit ratio, | 10.67% | 10.62% | 4.75% | 6.37% |
| Variance from last year | 0.49% | 123.64% | -25.48% | 65.01% |
| Return on Capital employed | 11.83% | 31.49% | 20.07% | 18.46% |
| Variance from last year | -62.41% | 56.85% | 8.73% | 84.39% |

Explanation for change in the ratio by more than 25% as compared to the preceding year.

| | |
|-----------------------------|--|
| Current Ratio | Current Assets increased by 28%, as a result of increase in inventory and trade receivables due to increased scale of operations and higher annual turnover, whereas Current Liabilities decreased by 7%, as a result of better credit terms from suppliers, leading to increase in current ratio by 37% Y-o-Y. |
| Debt-Equity Ratio | Total Debt increased by 24%, whereas total equity increased by 68%, as a result of increase in Profit after Tax by 167% Y-o-Y due to higher gross profit, higher value-added product mix, increased turnover and scale of operations, decreasing the Debt-Equity Ratio by 26% Y-o-Y. |
| Debt Service Coverage Ratio | Total Debt Service increased by 13% Y-o-Y, whereas Earnings after Interest & Tax increased by 114%, due to higher gross profit, higher value-added product mix, increased turnover and scale of operations, increasing the debt-service coverage ratio by 90% Y-o-Y. |
| Return on Equity Ratio | Profit after Tax by 167% Y-o-Y due to higher gross profit, increased turnover and scale of operations, leading to an increase, whereas the average shareholders equity increased by 54%, increasing the Return on Equity ratio by 73% Y-o-Y. |
| Trade payables turnover | Turnover increased by 19% Y-o-Y, due to higher capacity utilisation and expansion of product portfolio, whereas Average Trade Payables decreased by 8%, as a result of better credit terms from suppliers, increasing the Trade payables turnover ratio by 30%. |
| Net capital turnover ratio | Turnover increased by 19% Y-o-Y, due to higher capacity utilisation and expansion of product portfolio, whereas our working capital requirement increased by 595% Y-o-Y to support the expanding operations and ensuring timely meeting of production timelines of our customers, leading to a decrease of 82% in Net capital turnover ratio. |
| Net profit ratio | Net profit increased by 161% Y-o-Y due to higher gross profit margin as a result of production process improvement through automation, higher value-added product mix, whereas Turnover increased by 19% Y-o-Y, due to higher capacity utilisation and expansion of product portfolio, leading to an increase of 118% in Net capital turnover ratio. |
| Return on Capital employed | Net profit increased by 161% Y-o-Y due to higher gross profit and higher value-added product mix, whereas total Shareholders Funds increased by 68% due to increase in PAT, leading to an increase of 55% in Return on Capital employed ratio. |

xiii) Compliance with approved Scheme(s) of Arrangements

Nil

As per the information & explanations given by the management and on the basis of the examination of books and records produced to us by the company there were no Scheme of Arrangement which has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 in the past five years and thus no disclosures are necessary in this regard.

xiv) Utilisation of Borrowed funds and share premium:

As per the information & explanations given by the management and on the basis of the examination of books and records produced to us by the company, it has not used any of the borrowings from banks and financial institutions for purposes other than for which it was taken at the balance sheet date.

As per the information & explanations given by the management and on the basis of the examination of books and records produced to us by the company there is no issue of securities (shares, Debentures or Bonds) made in the recent past (five years) for a specific purpose, and thus no comments are necessary as to whether the whole or part of the amount has not been used for the specific purpose at the balance sheet date.

As per the information & explanations given by the management and on the basis of the examination of books and records produced to us by the company, it has not given any loans and advances except for the purposes of business -the relevant details of which are given under Note:___ Long term loans & Advances or invested funds (either borrowed funds or share premium or any other sources or kind of funds) in other business entities, including foreign entities with the understanding that such entity shall invest in another business entity

Reconciliation of Audited financial statements with the Restated Financial statements.

| | Amounts Rs -lakhs | | | |
|---|-----------------------|----------------------|----------------------|----------------------|
| | As at August 31, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
| Equity / Shareholder Fund as per Audited Financials | 3,610.15 | 3,007.10 | 1,785.89 | 1,328.47 |
| Adjustments in - Restated Financial statements. | - | - | - | - |
| Equity / Shareholder Fund as per Restated Financial | 3,610.15 | 3,007.10 | 1,785.89 | 1,328.47 |

xvi) Capitalization statement and Other financial information as per ICDR**As at August 31, 2024**

| Sr. No | Particulars | Amounts Rs -lakhs |
|--------|------------------------------------|-------------------|
| | Debts | |
| A | Long-Term Borrowings | 3,708.02 |
| B | Short-Term Borrowings | 1,259.81 |
| C | Total Debt | 4,967.82 |
| | Equity | |
| | Equity Shareholders Funds | |
| | Equity Share Capital | 1,785.00 |
| | Reserves and Surplus | 1,825.15 |
| D | Total Equity | 3,610.15 |
| | Long Term Debt/ Equity Ratio (A/D) | 1.03 |
| | Total Debt/ Equity Ratio (C/D) | 1.38 |

As per our Report of even date attached.**FOR P. K. CHAND & CO.****FRN 512371C****Chartered Accountants****(Prashant Kumar Chand)****Partner -M. NO. 091046****Dated: 7th October 2024****New Delhi****For and on behalf of the Board of Directors
OBSC Perfection Limited****(Asha Narang)****Director****DIN: 00296714****(Ashwani Leekha)****Director****DIN: 07389860****Sanjeev Verma**
Executive Director and CFO**Abhishek Kumar Pandey**
Company Secretary and Compliance Officer

OTHER FINANCIAL INFORMATION

SUMMARY OF ACCOUNTING RATIOS

| Particulars | For the period ended August 31, 2024 | For the Fiscal March 31, 2024 | For the Year ended March 31, 2023 | For the Year ended March 31, 2022 |
|---|--------------------------------------|-------------------------------|-----------------------------------|-----------------------------------|
| Basic EPS (in ₹) | 3.38 | 6.84 | 2.56 | 2.02 |
| Diluted EPS (in ₹) | 3.38 | 6.84 | 2.56 | 2.02 |
| Return on net worth (%) * | 16.70 | 40.61 | 25.61 | 27.11 |
| Net asset value per equity share (in ₹) | 20.22 | 16.85 | 10.01 | 7.44 |
| Operating EBITDA (in ₹ lakhs) | 1,031.99 | 2,076.10 | 973.81 | 708.39 |

* Not Annualised

Notes: The ratios have been computed as under:

- 1. Basic and diluted EPS: Restated profit for the year of the Company divided by total weighted average number of equity shares outstanding at the end of the period. Basic and diluted EPS are computed in accordance with AS 20 - Earnings per share.*
- 2. Return on Net Worth: Net Profit after tax, as restated, divided by net-worth, as restated.*
- 3. Net asset value per equity share is calculated as net worth as of the end of relevant period divided by the weighted average number of equity shares outstanding at the end of the period. Net worth represents the aggregate value of equity share capital, instruments entirely equity in nature and other equity and are based on Restated Financial Information.*
- 4. Operating EBITDA means Profit before depreciation, finance cost, tax and other income.*
- 5. Accounting and other ratios are derived from the Restated Financial Statements.*

CAPITALISATION STATEMENT

Statement of Capitalisation as on August 31, 2024:

(₹ in Lakhs)

| Particulars | Pre-Issue as at August 31, 2024 | Post Issue |
|--|---------------------------------|------------|
| Borrowings | | |
| Short- term | 1,259.81 | [●] |
| Long- term (A) | 3,708.02 | [●] |
| Total Borrowings (B) | 4,967.83 | [●] |
| Shareholder's fund | | |
| Share capital | 1,785.00 | [●] |
| Reserve and surplus, as restated | 1,825.15 | [●] |
| Total Shareholder's fund (C) | 3,610.15 | [●] |
| Long- term borrowings / equity ratio {(A)/(C)} | 1.03 | [●] |
| Total borrowings / equity ratio {(B)/(C)} | 1.38 | [●] |

MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

The following discussion is intended to convey management's perspective on our financial condition and results of operations for the year ended on March 31, 2022, March 31, 2023, March 31, 2024, and the period ended August 31, 2024. You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in the Red Herring Prospectus. You should also read the section entitled "*Risk Factors*" beginning on page 31 of this Red Herring Prospectus, which discusses several factors, risks and contingencies that could affect our financial condition and results of operations. The following discussion relates to our Company and is based on our restated financial statements, which have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI Regulations. Portions of the following discussion are also based on internally prepared statistical information and on other sources. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year ("Fiscal Year") are to the twelve-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 OBSC Perfection Limited (erstwhile "OBSC Perfection Private Limited"), our Company. Unless otherwise indicated, financial information included herein are based on our "*Restated Financial Statements*" for Financial Year ended on March 31, 2022, March 31, 2023, March 31, 2024, and the period ended August 31, 2024 included in this Red Herring Prospectus beginning on page 193.

BUSINESS OVERVIEW

We are a precision metal component manufacturer offering a diversified suite of precision engineering products which are high-quality engineered parts across end-user industries and geographies. We primarily cater to top original equipment manufacturers ("**OEMs**") who ultimately supply various components and parts to top automotive manufacturing companies of India. In non-automotive sector, we cater to manufacturers of Defense, Marine & Telecommunication Infrastructure industries. At present, our core expertise lies in serving the automotive industry i.e. supplying OEMs, however, we're actively expanding our reach beyond automotive, leveraging our capabilities to develop a strong presence in defense, marine, and telecommunication infrastructure sectors. As a result of which, currently, majority of our business comes from auto industry and defense, marine, and telecommunication infrastructure sectors forms a small portion of our business. We largely supply to our domestic customers, however, we have an international presence also through export sales.

We recorded an increase in our revenue from operations by 103.47% from ₹ 5,653.41 lakhs in the financial year 2022 to ₹ 11,503.03 lakhs in the financial year 2024 on account of increased capacity to meet growing demand of existing customers in addition to new customers addition and also foraying into new industries like Defense and Marine over last 3 years led to increase in revenue. While our Profit after Tax have increased by 239.12% from ₹ 360.11 lakhs in the financial year 2022 to ₹ 1,221.21 lakhs in the financial year 2024 on account of increasing scale of revenue with addition of new machineries which led to improved operational efficiency.

We operate out of four strategically located manufacturing facilities with three of our manufacturing facilities including our principal manufacturing facilities at Pune, Maharashtra, a prominent auto hub i.e. Unit I (principal manufacturing facility), Unit II, Unit IV and one at Chennai, Tamil Nadu, another major automotive centre. This strategic placement allows us to be close to our core customers – Original Equipment Manufacturers (OEMs) in the automotive industry. This proximity translates to several advantages, including streamlined logistics, faster response times, and deeper collaboration with our valued clients, etc.

We manufacture a wide range of precision metal components including but not limited to cut blanks, shafts / spline shafts, torsion rods, piston rods, rack bar semi-finished, pinion, drive shafts, gear shifters, cable end fittings, sensor boss, sleeves, push plate, hubs, housing – brass and aluminium, fork bolt, fasteners, connectors, ball pin, ball pin housing, flange, male female ring, dozing adapter, housing for a diversified base of customers. As on the date of the Red Herring Prospectus, we have a product portfolio of 24 products.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR:

In the opinion of the Board of Directors of our Company, there have not arisen, since the date of August 31, 2024 as disclosed in this Red Herring Prospectus, any significant developments or any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months.

KEY FACTORS AFFECTING THE RESULTS OF OPERATION:

Our Company's future results of operations could be affected potentially by the following factors:

1. General economic conditions in India, changes in laws and regulations.
2. Changes in revenue mix, including geographic mix of our revenues.
3. Changes in Fiscal, Economic or Political conditions in India.
4. Availability and cost of raw materials.
5. Increased market fragmentation.
6. Competition with existing and new entrants
7. Technology System and Infrastructure Risks

OUR SIGNIFICANT ACCOUNTING POLICIES

For Significant accounting policies please refer Significant Accounting Policies, "Note 2" beginning under Chapter titled "*Financial Information of our Company*" beginning on page 193 of the Red Herring Prospectus.

RESULTS OF KEY OPERATIONS

The following table sets forth select financial data from our restated financial statement of profit and loss for the period ended August 31, 2024 and the financial years ended March 31, 2024, 2023 and 2022 the components of which are also expressed as a percentage of total revenue for such period and financial years

(₹ in lakhs)

| Particulars | For the period ended on | | For the year ended on | | | | | |
|--|-------------------------|-------------------|-----------------------|-------------------|-----------------|-------------------|-----------------|-------------------|
| | 31.08.2024 | % of Total Income | 31.03.2024 | % of Total Income | 31.03.2023 | % of Total Income | 31.03.2022 | % of Total Income |
| Revenue from operation | 5,652.60 | 99.17% | 11,503.03 | 99.07% | 9,635.85 | 99.43% | 5,653.41 | 99.66% |
| Other income | 47.56 | 0.83% | 108.38 | 0.93% | 55.18 | 0.57% | 19.01 | 0.34% |
| Total Revenue | 5,700.15 | 100.00% | 11,611.41 | 100.00% | 9,691.03 | 100.00% | 5,672.42 | 100.00% |
| Consumption & Manufacturing Expenses | 3,693.60 | 64.80% | 6,966.78 | 60.00% | 7,328.24 | 75.62% | 4,546.13 | 80.14% |
| Purchases – Finished /Traded goods | 721.35 | 12.65% | 1,979.67 | 17.05% | 802.33 | 8.28% | 242.14 | 4.27% |
| Changes in inventories of Finished goods, WIP and Stock-in-trade | -221.59 | -3.89% | -411.34 | -3.54% | -153.94 | -1.59% | -251.63 | -4.44% |
| Employee Benefits Expenses | 204.85 | 3.59% | 427.75 | 3.68% | 275.04 | 2.84% | 154.39 | 2.72% |
| Finance Cost | 125.87 | 2.21% | 268.88 | 2.32% | 183.99 | 1.90% | 149.34 | 2.63% |

| Particulars | For the period ended on | | For the year ended on | | | | | |
|------------------------------------|-------------------------|-------------------|-----------------------|-------------------|-----------------|-------------------|-----------------|-------------------|
| | 31.08.2024 | % of Total Income | 31.03.2024 | % of Total Income | 31.03.2023 | % of Total Income | 31.03.2022 | % of Total Income |
| Depreciation and Amortisation Cost | 143.83 | 2.52% | 272.53 | 2.35% | 214.38 | 2.21% | 145.89 | 2.57% |
| Other Expenses | 222.40 | 3.90% | 464.08 | 4.00% | 410.38 | 4.23% | 254.00 | 4.48% |
| Total Expenses | 4,890.31 | 85.79% | 9,968.33 | 85.85% | 9,060.41 | 93.49% | 5,240.25 | 92.38% |
| Profit Before Tax | 809.84 | 14.21% | 1,643.08 | 14.15% | 630.62 | 6.51% | 432.16 | 7.62% |
| Tax Expenses | 206.79 | 3.63% | 421.87 | 3.63% | 173.23 | 1.79% | 72.05 | 1.27% |
| Profit (Loss) for the Year | 603.05 | 10.58% | 1,221.21 | 10.52% | 457.39 | 4.72% | 360.11 | 6.35% |

Review of Restated Financials

Revenue from Operations: Revenue from operations mainly consists of sale of products. Sale of products are from following segments: 1) Automotives 2) Marine 3) Defence & 4) Telecom.

Other Income: Other income includes Interest income, Duty drawback and Net gain on foreign currency transactions and translations.

Total Income: Our total income comprises revenue from operations and other income.

Total Expenses: Company's total expenses consist of Purchases of material, Changes in inventories of Finished goods, WIP and Stock-in-trade, Employee benefit expenses, finance costs, depreciation and amortization expenses, and other expenses.

Changes in inventories of Finished goods, WIP and Stock-in-trade: Changes in inventories consists of costs attributable to an increase or decrease in inventory levels during the relevant financial period in Finished goods, WIP and Stock-in-trade.

Employee Benefits Expense: Employee benefit expense includes Salary & Wages, Staff Welfare Expenses, Bonus, Director's Remuneration.

Finance Cost: Finance cost includes interest expense.

Other expenses: Other expenses mainly consist of Freight, Octroi & Packing Outwards, Rent expense, Travelling and conveyance expense, Legal and professional fees, Rebate & discounts, etc.

REVIEW OF OPERATION FOR THE PERIOD ENDED AUGUST 31, 2024:

Revenue from Operations

The Company's revenue from operations for the period ended August 31, 2024, is ₹ 5,652.60 lakhs, accounting for 99.17% of the total income. This was from the sales from Automotive segment of ₹ 5,226.38 lakhs, Defense segment of ₹ 75.36 lakhs, Marine segment of ₹ 344.50 lakhs and Telecommunication segment of ₹ 6.36 lakhs.

Other Income

Other Income for the period ended August 31, 2024, amounted to ₹ 47.56 lakhs constituting 0.83% of the total income of which Duty drawback of ₹ 29.45 lakhs, Net gain on foreign currency transactions and translation of ₹ 15.57 lakhs, Interest income of ₹ 1.96 lakhs and Other non-operating income of ₹ 0.58 lakhs.

Consumption and Manufacturing expenses

Consumption and Manufacturing expenses for the period ended August 31, 2024, amounted to ₹ 3,693.60 lakhs constituting 64.80% of the total income.

Purchases - Finished / Traded goods

Purchases - Finished / Traded goods for the period ended August 31, 2024, amounted to ₹ 721.35 lakhs constituting 12.65% of the total income.

Changes in inventories of Finished goods, WIP and Raw materials

The changes in inventories was ₹ 221.59 lakhs the closing stock of was ₹ 1,110.92 lakhs as of August 31, 2024, against an opening stock of ₹ 889.33 lakhs as at April 1, 2024.

Employee Benefits Expenses

Employee benefits expenses for the period that concluded on August 31, 2024, totalled ₹ 204.85 lakhs, making up 3.59% of the total income. These employee benefits expenses primarily included Salaries and wages amounting to ₹ 163.73 lakhs, Director remuneration amounting to ₹ 15.00 lakhs, Staff welfare expenses amounting to ₹ 18.17 lakhs and Contribution to provident & other funds amounting to ₹ 7.94 lakhs.

Finance Costs

Financial costs for the period that concluded on August 31, 2024, totalled ₹ 125.87 lakhs, accounting for 2.21% of the total income. These expenses primarily consisted of Interest expense on borrowings of ₹ 49.14 lakhs, Interest to Associate Companies of ₹ 65.01 lakhs, Interest on Unsecured loans of ₹ 5.87 lakhs and Bank charges of ₹ 4.96 lakhs.

Depreciation and amortization expenses

Depreciation and amortization expenses for the period ended August 31, 2024, amounted to ₹ 143.83 lakhs constituting 2.52% of total income.

Other Expenses

Other expenses for the period ended August 31, 2024, amounted to ₹ 222.40 lakhs constituting 3.90% of total income which primarily comprised of Rent expenses of ₹ 50.82 lakhs, Freight, Octroi & packing outwards of ₹ 50.83 lakhs, Legal and professional expenses of ₹ 42.06 lakhs and Rebate & discounts of ₹ 19.81 lakhs.

Tax Expenses

Tax expenses for the period ended August 31, 2024, were ₹ 206.79 lakhs. Tax expenses were 3.63% of total income.

Profit after Tax (PAT)

Profit after tax for the period ended August 31, 2024, amounted to ₹ 603.05 lakhs constituting 10.58% of total income.

Rationale for increase in Profit after Tax (PAT) as compared to Revenue from Operation

The increase in Profit after Tax (PAT) compared to Revenue from operation is mainly on account of higher capacity utilization in our facilities and growing customer demand.

COMPARISON OF F.Y. 2024 WITH F.Y. 2023:**Revenue from Operations**

The Company's revenue from operations in the financial year 2023-24 is ₹ 11,503.03 lakhs. This represents ₹ 1,867.18 lakhs or 19.38% increase compared to the previous financial year's revenue from operations of ₹ 9,635.85 lakhs. This increase is primarily due to increase in Sales from the Automotive segment of ₹ 1,952.94 lakhs and Defense segment of ₹ 28.10 lakhs.

Other Income

Other Income in the financial year 2023-24 increased by ₹ 53.20 lakhs or by 96.41%, reaching ₹ 108.38 lakhs in comparison to the ₹ 55.18 lakhs incurred in the Financial Year 2022-23. This increase was primarily due to

increase in Net gain on foreign currency transactions and translation of ₹ 41.52 lakhs and increase in Other non-operating income of ₹ 7.93 lakhs.

Consumption and Manufacturing expenses

Consumption and Manufacturing expenses for the financial year 2023-24 amounted to ₹ 6,966.78 lakhs constituting 60.00% of total income.

Purchases - Finished / Traded goods

Purchases - Finished / Traded goods increased by 146.74%, reaching ₹ 1,979.67 lakhs in Financial Year 2023-24 as compared to the ₹ 802.33 lakhs incurred in the Financial Year 2022-23.

Changes in inventories of Finished goods, WIP and Raw materials

There was an increase of ₹ 411.34 lakhs for Fiscal 2024 as compared to an increase of ₹ 153.94 lakhs for Fiscal 2023, primarily attributable to a higher inventory of Finished goods at the end of Fiscal 2024.

Employee Benefits Expenses

Employee benefit expenses in the Financial Year 2023-24 increased by 55.52%, reaching ₹ 427.75 lakhs in comparison to the ₹ 275.04 lakhs incurred in the Financial Year 2022-23. This rise in employee expenses primarily stemmed from increases in salaries and wages, which went up by ₹ 109.06 lakhs and Bonus expense, which went up by ₹ 16.20 lakhs.

Finance Costs

Finance Costs in the Financial Year 2023-24 increased by 46.14%, reaching ₹ 268.88 lakhs in comparison to the ₹ 183.99 lakhs incurred in the Financial Year 2022-23. This rise in finance costs primarily stemmed from increases in Interest expense on borrowings, which went up by ₹ 69.66 lakhs and increases in Interest expense on Associate Companies, which went up by ₹ 9.67 lakhs.

Depreciation and amortization expenses

Depreciation and amortization in the Financial Year 2023-24 increased by 27.12%, reaching ₹ 272.53 lakhs in comparison to the ₹ 214.38 lakhs incurred in the Financial Year 2022-23. The increase in depreciation was primarily due to addition in assets.

Other Expenses

Other expenses in the Financial Year 2023-24 increased by 13.09%, reaching ₹ 464.08 lakhs in comparison to the ₹ 410.38 lakhs incurred in the Financial Year 2022-23. This rise in other expenses was primarily attributed to several factors, including ₹ 56.70 lakhs increase in Rent expenses, ₹ 31.28 lakhs increase in Freight, Octroi & packing outwards, ₹ 20.89 lakhs increase in Travelling & conveyance expenses, ₹ 15.68 lakhs increase in Legal and professional expenses.

Tax Expenses

Tax expenses increased by 143.53%, reaching a total of ₹ 421.87 lakhs in the financial year 2023-24, in contrast to the ₹ 173.23 lakhs in the financial year 2022-23.

Profit after Tax (PAT)

Due to the aforementioned factors, the profit experienced an upswing, primarily driven by the growth in total income and a decrease in total expenses as a percentage of total income. The Profit After Tax (PAT) for the financial year 2023-24 reached ₹ 1,221.21 lakhs, marking a notable increase from ₹ 457.39 lakhs in the financial year 2022-23. In the financial year 2023-24, PAT constituted 10.52% of the total revenue, in contrast to 4.72% in the fiscal year 2022-23.

Rationale for increase in revenue and profit margin In Financial Year 2024 as compared to Financial Year 2023

In Financial year 2024, Company's profit and profit margins improved with a modest revenue increase. This was driven by significant investments in plant and machinery, leading to enhanced efficiency and reduced production costs. The export share increased to 16.91%, and raw material costs fell due to lower steel prices, contributing to higher margins.

COMPARISON OF F.Y. 2023 WITH F.Y. 2022:

Revenue from Operations

The Company's revenue from operations in the financial year 2022-23 is ₹ 9,635.85 lakhs. This represents ₹ 3,982.44 lakhs or 70.44% increase compared to the previous financial year's revenue from operations of ₹ 5,653.41 lakhs. This increase is primarily due to increase in Sales from the Automotive segment of ₹ 4,098.09 lakhs.

Other Income

Other Income in the financial year 2022-23 increased by ₹ 36.17 lakhs or by 190.32%, reaching ₹ 55.18 lakhs in comparison to the ₹ 19.01 lakhs incurred in the Financial Year 2021-22. This increase was primarily due to increase in Duty drawback of ₹ 37.50 lakhs.

Consumption and Manufacturing expenses

Consumption and Manufacturing expenses for the financial year 2022-23 amounted to ₹ 7,328.24 lakhs constituting 75.62% of total income.

Purchases - Finished / Traded goods

Purchases - Finished / Traded goods increased by 231.35%, reaching ₹ 802.33 lakhs in Financial Year 2022-23 as compared to the ₹ 242.14 lakhs incurred in the Financial Year 2021-22.

Changes in Inventories of Finished goods, WIP and Raw materials

There was an increase of ₹ 153.94 lakhs for Fiscal 2023 as compared to an increase of ₹ 251.63 lakhs for Fiscal 2022, primarily attributable to a higher inventory of WIP at the end of Fiscal 2023.

Employee Benefits Expenses

Employee benefit expenses in the Financial Year 2022-23 increased by 78.15%, reaching ₹ 275.04 lakhs in comparison to the ₹ 154.39 lakhs incurred in the Financial Year 2021-22. This rise in employee expenses primarily stemmed from increases in salaries and wages, which went up by ₹ 89.48 lakhs and Staff welfare expenses, which went up by ₹ 14.01 lakhs.

Finance Costs

Finance Costs in the Financial Year 2022-23 increased by 23.20%, reaching ₹ 183.99 lakhs in comparison to the ₹ 149.34 lakhs incurred in the Financial Year 2021-22. This rise in finance costs primarily stemmed from increases in Interest expense on borrowings, which went up by ₹ 25.39 lakhs.

Depreciation and Amortisation Expenses

Depreciation and amortization in the Financial Year 2022-23 increased by 46.94%, reaching ₹ 214.38 lakhs in comparison to the ₹ 145.89 lakhs incurred in the Financial Year 2021-22. The increase in depreciation was primarily due to addition in assets.

Other Expenses

Other expenses in the Financial Year 2022-23 increased by 61.57%, reaching ₹ 410.38 lakhs in comparison to the ₹ 254.00 lakhs incurred in the Financial Year 2021-22. This rise in other expenses was primarily attributed to several factors, including ₹ 25.59 lakhs increase in Rebate & discounts, ₹ 24.04 lakhs increase in Rent expenses, ₹ 15.16 lakhs increase in Travelling & conveyance expenses, ₹ 14.75 lakhs increase in Freight, Octroi & packing outwards and ₹ 13.94 lakhs increase in Security charges.

Tax Expenses

Tax expenses increased by 140.43%, reaching a total of ₹ 173.23 lakhs in the financial year 2022-23, in contrast to the ₹ 72.05 lakhs in the financial year 2021-22.

Profit after Tax (PAT)

Due to the aforementioned factors, the profit experienced an upswing, primarily driven by the growth in total income and a decrease in total expenses as a percentage of total income. The Profit After Tax (PAT) for the financial year 2022-23 reached ₹ 457.39 lakhs, marking a notable increase from ₹ 360.11 lakhs in the financial

year 2021-22. In the financial year 2022-23, PAT constituted 4.72% of the total revenue, in contrast to 6.35% in the fiscal year 2021-22.

Rationale for increase in revenue and reduction of PAT margin in FY 23 as compared to FY 2022

Revenue from operations increased from ₹5,653.41 lakhs in FY22 to ₹9,635.85 lakhs in FY23, primarily due to the acquisition of new customers and an increased share of business from existing ones. The number of customers grew significantly from 26 in FY22 to 51 in FY23.

As a result of this expansion, the PAT also rose from ₹360.11 lakhs in FY22 to ₹457.39 lakhs in FY23. However, the PAT margin declined by 1.63%, from 6.35% in FY22 to 4.72% in FY23. Similarly, the PBT margin dropped by 1.11%, from 7.62% in FY22 to 6.51% in FY23.

The decrease in margins can be attributed to several factors. Firstly, a portion of the revenue was derived from the purchase and processing of finished goods, which typically yield lower margins, thus impacting the overall PAT margins. Secondly, the cost of raw materials was relatively higher. Total purchases as a percentage of revenue increased by 3.74%, reaching 66.84% in FY23 compared to 63.10% in FY22. Following the COVID-19 pandemic, the steel industry experienced a rise in steel prices, leading to higher raw material costs for our company. Additionally, in FY23, the higher PBT figure resulted in an additional tax impact of 0.52% compared to FY22, which further contributed to the lower PAT margin despite the increase in the PAT figure.

Rationale for Increase in the revenue from export and the cost of acquisition of raw materials for the past 3 financial years

In Financial year 2024, export revenue, which generally carries higher margins compared to domestic market sales, increased. The export share rose from 13.24% in Financial year 2023 to 16.91% in Financial year 2024, representing a 3.68% increase, translating to an additional ₹668 lakhs in revenue.

Prices for key raw materials such as Bright Bar Steel, Aluminum, Stainless Steel, and Brass decreased in Financial Year 2024 compared to Financial Year 2023, resulting in lower raw material costs for our company. These factors contributed to improved PAT margins in Financial year 2024.

Cost of acquisition of raw materials for the period ended August 31,2024 and the financial years ended on 2024, 2023, and 2022 are as under:

(₹ in Lakhs)

| Particulars | For the period ended August 31, 2024 | Financial year ended 2024 | Financial year ended 2023 | Financial year ended 2022 |
|---|--------------------------------------|---------------------------|---------------------------|---------------------------|
| Purchases | 2,571.98 | 4,773.04 | 5,638.01 | 3,324.93 |
| Purchases - Finished /Traded goods | 721.35 | 1,979.67 | 802.33 | 242.14 |
| Total Purchases of Raw Materials | 3,293.33 | 6,752.71 | 6,440.34 | 3,567.05 |
| % to Revenue from Operations | 58.26% | 58.70% | 66.84% | 63.10% |

Cash Flow

The table below summaries our cash flows from our Restated Financial Information for the period ended August 31,2024 and the financial years ended on 2024, 2023, and 2022:

| Particulars | For the period ended on August 31, 2024 | FY 2024 | FY 2023 | FY 2022 |
|--|---|------------|------------|----------|
| Net cash (used in)/ Generated from operating activities | 260.04 | 520.41 | 145.47 | 638.63 |
| Net cash (used in)/ Generated from investing activities | (933.05) | (1,068.17) | (1,383.43) | (597.00) |
| Net cash (used in)/ Generated from finance activities | 694.70 | 545.66 | 1,258.97 | (101.60) |
| Net increase/ (decrease) in cash and cash equivalents | 21.71 | (2.10) | 21.02 | (59.97) |
| Cash and Cash Equivalents at the beginning of the period | 58.41 | 60.51 | 39.49 | 99.46 |
| Cash and Cash Equivalents at the end of period | 80.12 | 58.41 | 60.51 | 39.49 |

Cash Flow from/(used in) Operating Activities

Net cash generated from operating activities for the period ended August 31, 2024 was ₹ 260.04 lakhs and our profit before tax that period was ₹ 809.84 lakhs. The difference was primarily attributable to depreciation of ₹ 143.83 lakhs, Interest expense of ₹ 125.87 lakhs, and thereafter change in working capital of ₹ (778.13) lakhs respectively, resulting in gross cash generated from operations at ₹ 306.98 lakhs. We have income tax paid of ₹ 46.94 lakhs.

Net cash generated from operating activities in the Fiscal 2024 was ₹ 520.41 lakhs and our profit before tax that period was ₹ 1,643.08 lakhs. The difference was primarily attributable to depreciation of ₹ 272.53 lakhs, Interest expense of ₹ 268.88 lakhs, and thereafter change in working capital of ₹ (1,418.17) lakhs respectively, resulting in gross cash generated from operations at ₹ 753.53 lakhs. We have income tax paid of ₹ 233.12 lakhs.

Net cash generated from operating activities in the Fiscal 2023 was ₹ 145.47 lakhs and our profit before tax that period was ₹ 630.62 lakhs. The difference was primarily attributable to depreciation of ₹ 214.38 lakhs, Interest expense of ₹ 183.99 lakhs, and thereafter change in working capital of ₹ (649.50) lakhs respectively, resulting in gross cash generated from operations at ₹ 378.83 lakhs. We have income tax paid of ₹ 233.36 lakhs.

Net cash generated from operating activities in the Fiscal 2022 was ₹ 638.63 lakhs and our profit before tax that period was ₹ 432.16 lakhs. The difference was primarily attributable to depreciation of ₹ 145.89 lakhs, Interest expense of ₹ 149.35 lakhs, and thereafter change in working capital of ₹ (92.23) lakhs respectively, resulting in gross cash generated from operations at ₹ 635.07 lakhs. We have income tax paid of ₹ (3.57) lakhs.

Cash Flow from/(used in) Investing Activities

In the period ended August 31, 2024, our net cash used in investing activities was ₹ (933.05) lakhs, which was primarily for Purchase of PPE of ₹ (931.59) lakhs, Increase in Non-Current Assets of ₹ (3.42) lakhs and Interest received of ₹ 1.96 lakhs during the said period.

In the Fiscal 2024, our net cash used in investing activities was ₹ (1,068.17) lakhs, which was primarily for Purchase of PPE of ₹ (1,052.69) lakhs, Increase in Non-Current Assets of ₹ (28.25) lakhs, Sale of PPE of ₹ 5.10 lakhs and Interest received of ₹ 7.68 lakhs during the said period.

In the Fiscal 2023, our net cash used in investing activities was ₹ (1,383.43) lakhs, which was primarily for Purchase of PPE of ₹ (1,355.29) lakhs, Increase in Non-Current Assets of ₹ (28.81) lakhs and Interest received of ₹ 0.66 lakhs during the said period.

In the Fiscal 2022, our net cash used in investing activities was ₹ (597.00) lakhs, which was primarily for Purchase of PPE of ₹ (554.18) lakhs, Increase in Non-Current Assets of ₹ (42.92) lakhs and Interest received of ₹ 0.11 lakhs during the said period.

Cash Flow from/(used in) Financing Activities

In the period ended August 31, 2024, our net cash generated from financing activities was ₹ 694.70 lakhs. This was primarily due to proceeds from borrowings of ₹ 820.57 lakhs, and interest expense of ₹ (125.87) lakhs.

In the Fiscal 2024, our net cash generated from financing activities was ₹ 545.66 lakhs. This was primarily due to proceeds from borrowings of ₹ 814.53 lakhs, and interest expense of ₹ (268.88) lakhs.

In the Fiscal 2023, our net cash generated from financing activities was ₹ 1,258.97 lakhs. This was primarily due to proceeds from borrowings of ₹ 1,442.96 lakhs, and interest expense of ₹ (183.99) lakhs.

In the Fiscal 2022, our net cash used in financing activities was ₹ 101.60 lakhs. This was primarily due to proceeds from borrowings of ₹ 47.74 lakhs, and interest expense of ₹ (149.35) lakhs.

Information required as per Item 11 (II) (C) (iv) of Part A of Schedule VI to the SEBI Regulations:

1. Unusual or infrequent events or transactions

To our knowledge there have been no unusual or infrequent events or transactions that have taken place during the last three years other than shut down of business due to COVID-19.

2. Significant economic changes that materially affected or are likely to affect income from continuing operations.

Our business has been subject, and we expect it to continue to be subject to significant economic changes arising from the trends identified above in 'Factors Affecting our Results of Operations' and the uncertainties described in the section entitled "*Risk Factors*" beginning on page 31 of this Red Herring Prospectus. To our knowledge, except as we have described in this Red Herring Prospectus, there are no known factors which we expect to bring about significant economic changes.

3. Income and Sales on account of major product/main activities

Income and sales of our Company mainly consists of sale of products from following segments:

1) Automotives 2) Marine 3) Defence & 4) Telecom.

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. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.

Apart from the risks as disclosed under Section titled "*Risk Factors*" beginning on page 31 in this Red Herring Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

6. 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 revenues are by and large linked to increases in volume of business.

7. Total turnover of each major industry services in which the issuer company operated.

The Company is in the business of, the relevant industry data, as available, has been included in the chapter titled “*Industry Overview*” beginning on page 124 of this Red Herring Prospectus.

8. Status of any publicly announced new products or business services.

Our Company has not announced any new services or business services.

9. The extent to which business is seasonal.

Our Company’s business is not seasonal.

10. Any significant dependence on a single or few suppliers or customers.

The % of contribution of our Company’s suppliers vis-à-vis the total purchases respectively for the Fiscal 2022, 2023, 2024 and the period ended August 31, 2024 is as follows:

| Particulars | Top Suppliers as a percentage (%) of total purchases | | | |
|---------------|--|-------------|-------------|-------------|
| | For the period ended on August 31, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
| Top 5 | 70.19 % | 68.85 % | 57.73 % | 73.11 % |
| Top 10 | 82.70 % | 82.14 % | 69.78 % | 81.50 % |

The % of contribution of our Company’s customers vis-à-vis the total revenue from operations respectively for the Fiscal 2022, 2023, 2024 and the period ended August 31, 2024 is as follows:

| Particulars | Top Customers as a percentage (%) of total sales | | | |
|---------------|--|-------------|-------------|-------------|
| | For the period ended on August 31, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
| Top 5 | 45.15 % | 48.91 % | 40.72 % | 47.37 % |
| Top 10 | 57.13 % | 65.54 % | 60.94 % | 61.10 % |

11. Competitive conditions.

Competitive conditions are as described under the Chapters titled “*Industry Overview*” and “*Our Business*” beginning on pages 124 and 132, respectively of this Red Herring Prospectus.

FINANCIAL INDEBTEDNESS

Our Company avails certain credit facilities in the ordinary course of business to meet our working capital requirements and for general corporate purposes. As of September 30, 2024, our outstanding borrowings aggregated to ₹ 5,056.23 lakhs.

Set forth below, is a brief summary of our Company's borrowings as September 30, 2024, together with a brief description of certain significant terms / material covenants of the relevant financing arrangements.

(₹ in Lakhs)

| Category of borrowing | Interest (in % p.a) | Sanctioned Amount (in Lakhs) | Outstanding amount as on September 30, 2024 | Tenure (in Months) |
|---|---------------------|------------------------------|---|---------------------|
| Fund Based: | | | | |
| Secured(A) | | | | |
| Term Loan: | | | | |
| Kotak Mahindra Bank | 9.00% | 1,311.52 | 1,258.02 | 60 months |
| Tata Capital | 10.25% | 300.00 | 137.20 | 60 months |
| Working Capital Facilities: | | | | |
| Kotak Mahindra Bank | 8.55% | 1,425.00 | 1,321.67 | Repayable on Demand |
| Total (A) | | 3,036.52 | 2,716.89 | |
| Unsecured (B) | | | | |
| Other Unsecured Loan | | | | |
| Omega Bright Steel & Components Pvt Ltd | | 2,145.65 | 2,145.65 | Repayable on Demand |
| Loan from Director | | 193.69 | 193.69 | Repayable on Demand |
| Total (B) | | 2,339.34 | 2,339.34 | |
| Total (A+B) | | 5,375.86 | 5,056.23 | |

*As certified by peer review auditor M/s PK Chand and Co. pursuant to their certificate dated October 09, 2024

Notes: In the absence of specific sanction limits, outstanding amount of borrowing (including interest payable) has been considered as sanction amount.

Principal terms of the borrowings availed by our Company:

The details provided below are indicative, and there may be additional terms, conditions and requirements under various documentation executed by our Company in relation to our indebtedness:

- 1. Interest:** In terms of the facilities sanctioned to us, the interest rate shall be agreed with the lender at the time of disbursement. Additionally, the interest rate for secured and unsecured loans availed ranges between 8.55% to 10.25%.
- 2. Tenure:** The tenor of the term loans availed by our Company typically 60 months, secured working capital loans and other unsecured loans are repayable on demand.
- 3. Security:** In terms of the borrowings availed by our Company where security needs to be created, security is created by registered mortgage of on following Assets as mentioned below:

a) *Primary Security:* -

- (For Kotak Bank) All existing & future current assets of the company.

- (For Tata Capital) Hypothecation of machinery purchased.

b) *Collateral security:* -

- Plot No. 38 Block-E, New Multan Nagar, New Delhi – 110056 owned by Mr. Ashwani Leekha, Mrs. Sakshi Leekha Ahuja, Mr. Saksham O Lekha, Mrs. Renu Om P Leekha
- Industrial Property on Plot No 1, 2 & 3, Gat no. 309, Hissa No. 01, Opposite Dhoot Transmission, Private Ltd. Nanekarwadi, Chakan, Pune – 401501 owned by M/s OBSC Perfection Pvt Ltd
- B-286, Mangol Puri, Industrial Area, Ph-1, New Delhi – 110083. Owner of Property: Renu om P Leekha, Anupma A Leekha and Mr. Saksham Leekha

4. Guarantee:

- (For Kotak Bank) M/s Omega Bright Steel & Components Pvt. Ltd.
- (For Tata Capital) Personal guarantee of Mr Ashwani Leekha, Mr Saksham Leekha, Mr Sanjeev Verma and Mrs Asha Narang

The term loans taken from Kotak Mahindra Bank and Tata Capital are for the purchase of plant and machinery equipment.

SECTION VII- LEGAL AND OTHER INFORMATION OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no (i) outstanding criminal proceedings; (ii) actions taken by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; or (iv) Material Litigation (as defined below), involving our Company, Directors or Promoter; (v) outstanding dues to MSMEs and other creditors; (vi) Material Dues (as defined below) to creditors.

In relation to (iv) above, our Board, at its meeting held on July 10, 2024 has determined Material Litigation as:

All pending litigation/arbitration proceedings, including any litigation involving the Relevant Parties, other than criminal proceedings, actions by regulatory authorities and statutory authorities, disciplinary action including penalty imposed by SEBI or Stock exchange against the promoters in the last five financial years including any outstanding actions, and tax matters (direct or indirect), would be considered 'material' if -

a. the aggregate monetary amount of claim by or against the Company, its Directors and/or Promoters (individually or in aggregate) in any such pending litigation/arbitration proceeding is in excess of 5% (Note: Materiality threshold to be discussed with the working group) of profit after tax of the last audited financial statements of the Company;

b. in the event monetary liability is not quantifiable, such pending proceeding shall be considered material if the outcome of any such pending proceedings may have a material bearing on the business, operations, performance, prospects or reputation of the Company.

Except as stated in this section, there are no outstanding litigation, the outcome of which would have a material impact on our Company.

In relation to (vi) above, our Board, at its meeting held on July 10, 2024 has determined 'Material Dues' as:

Outstanding dues to any creditor of the Company having monetary value which exceed 15% of the trade payables of the Company as on date of latest financial statements of the Company disclosed in the Issue Documents.

Details of Material Dues to creditors as required under the SEBI ICDR Regulations have been disclosed on our website at www.obscperfection.com.

It is clarified that for the purposes of the above, pre-litigation notices received by our Company, Directors or Promoter shall, unless otherwise decided by the Board, not be considered as litigation until such time that our Company or any of its Directors or Promoter, as the case may be, is impleaded as a defendant in litigation before any judicial forum.

Except as disclosed herein, our Company, its Directors and Promoter are not Willful Defaulters and there have been no violations of securities laws in the past or pending against them.

PART I- LITIGATION RELATING TO THE COMPANY

1. CASES FILED AGAINST THE COMPANY:

A. Litigation Involving Criminal Laws

NIL

B. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

C. Litigation Involving Tax Liabilities

(i) Direct Tax

Except as disclosed below, there are no outstanding litigations involving claims related to direct taxes involving our Company:

| Number of cases | Amount involved (in Rs. Lakhs)* |
|-----------------|---------------------------------|
| 1 | Nil |

**As per website of Income Tax, the above e-proceeding is shown as pending with "pending" status. However, there exist no outstanding demand against the Company.*

(ii) Indirect Tax

NIL

D. Other Pending Litigations

Seema Vishwamber Rathod ("**the Complainant**") has filed a case under Section 4 of the Employees' Compensation Act, 1923 on April 20, 2018 vide filing number 457/2018 before the Commissioner for Employees' Compensation and the Judge, Second Labour Court, Pune and a sum of ₹ 10.75 lakhs (Rupees Ten Lakh Seventy Five Thousand Only) was claimed by her under this case. The Complainant met with a serious accident while she was cleaning the floor near traub machine. Her hair entangled with the rotating stock bar of the traub machine and pulled the entire hair from head. In the said accident her entire hairs got separated from head and sustained injuries to the head. The matter is currently pending. The Registration Number and CNR Number is ECA C/43/2018 and MHLC120035182015 respectively.

2. CASES FILED BY OUR COMPANY:

A. Litigation Involving Criminal Laws

NIL

B. Litigation Involving Actions by Statutory/ Regulatory Authorities

NIL

C. Litigation Involving Tax Liabilities

(i) Direct Tax

NIL

(ii) Indirect Tax

NIL

D. Other Pending Litigations

NIL

PART II- LITIGATION RELATING TO THE DIRECTORS AND PROMOTERS OF OUR COMPANY

1. CASES FILED AGAINST OUR PROMOTER AND DIRECTORS:

A. Litigation Involving Criminal Laws

NIL

B. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

C. Litigation Involving Tax Liabilities

(i) Direct Tax

Except as disclosed below, there are no outstanding litigations involving claims related to direct taxes involving our Company:

| Number of cases | Amount involved (in Rs. Lakhs)**^ |
|---|--|
| Litigation involving our Directors | |
| 2 | 28.69 |
| Litigation involving our Promoters | |
| 9 | 2.26 |

^to the extent quantifiable

***As per website of Income Tax, the above e-proceedings are shown as pending with "open" or "pending" status.*

(ii) Indirect Tax

NIL

D. Other Pending Litigations

NIL

2. CASES FILED BY OUR PROMOTER AND DIRECTORS

A. Litigation Involving Criminal Laws

NIL

B. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

C. Litigation Involving Tax Liabilities

(i) Direct Tax

NIL

(ii) Indirect Tax

NIL

D. Other Pending Litigations

NIL

PART III – LITIGATION RELATED TO OUR SUBSIDIARIES

As on date of this Red Herring Prospectus, the Issuer Company does not have any Subsidiary Company.

OUTSTANDING DUES TO THE CREDITORS

Our Board has, pursuant to its resolution dated July 10 2024, approved that all other creditors of our Company to whom the amount due by our Company exceeds 10% of trade payables of our Company as on the date of latest restated financial statements of our Company shall be considered "material" creditors of our Company.

The outstanding dues owed to small scale undertakings and such other material creditors, separately, giving details of number of cases and amounts for all such dues as on September 30, 2024, is set out below:

| Particulars | Amount Outstanding (₹ in Lakhs) |
|--|---------------------------------|
| Total Outstanding dues to Micro, Small & Medium Enterprises | 430.64 |
| Total Outstanding dues to creditors other than Micro, Small & Medium Enterprises | 1580.14 |

The details pertaining to net outstanding dues towards our Material Creditors and Small Scale Undertakings shall be made available under investors' section on the website of our Company www.obscperfection.com. Information provided on the website of our Company is not a part of this Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website, not www.obscperfection.com would be doing so at their own risk.

MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET

Except as mentioned under the section "Management's Discussion and Analysis of Financial Position and Result of Operation" on page 238 of this Red Herring Prospectus, there have been no material developments, since the date of the last audited balance sheet.

OTHER MATTERS

Details of any inquiry, inspection or investigation initiated under present or previous companies laws in last five years against the company: NIL

Disciplinary action including penalty imposed by SEBI or stock exchanges against the Promoter in the last five financial years including outstanding action: NIL

Our Company or its promoter or its directors has never been declared as a willful defaulter.

GOVERNMENT AND OTHER KEY APPROVAL

Our Company have received the necessary consents, licenses, permissions and approvals from the Central and State Governments and various governmental agencies/ regulatory authorities/ certificate bodies required to undertake this Issue and for our present business and except as mentioned below, no further major approvals from any governmental/regulatory authority or any other entity are required to be undertaken, in respect of the Issue or to continue our business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of the Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to undertake its existing business activities.

1) Approvals for the Proposed Issue:

1. The Board of Directors has, pursuant to a resolution passed at its Meeting held on July 10 2024, authorized the Issue, subject to the approval of the shareholders of the Company under Section 62(1)(c) of the Companies Act, 2013 and approvals by such other authorities, as may be necessary.
2. The shareholders of the Company have, pursuant to a special resolution passed in Extra Ordinary general meeting held on July 12 2024, authorized the Issue under Section 62(1)(c) of the Companies Act, 2013, subject to approvals by such other authorities, as may be necessary.
3. Our Board approved this Red Herring Prospectus pursuant to its resolution dated October 16, 2024;
4. The Company has obtained in-principle listing approval dated October 01, 2024 from NSE for using its name in this offer document for listing of our shares on the SME Platform of National Stock Exchange of India Limited (NSE EMERGE).
5. The Company has entered into an agreement dated July 10, 2024 with the Central Depository Services (India) Limited (“CDSL”) and Bigshare Securities Private Limited, the Registrar and Transfer Agent for the dematerialization of its shares.
6. The Company has entered into an agreement dated June 27, 2024 with the National Securities Depository Limited (“NSDL”) and Bigshare Securities Private Limited, the Registrar and Transfer Agent for the dematerialization of its shares.
7. The Company’s International Securities Identification Number (“ISIN”) is INE0YHV01011.

Following table sets out the details of licenses, permissions and approvals obtained under various Central and State Laws for carrying out its business.

2) Approvals/Licenses related to our Business Activities

| Sr. No. | Nature of Registration/License | Registration No./Reference No./License No. | Applicable Laws | Issuing Authority | Date of issue | Date of Expiry |
|---------|--------------------------------|--|---|--|------------------|----------------------|
| 1. | UDYAM Registration Certificate | UDYAM-MH-26-0172314 | The Micro, Small and Medium Enterprises Development Act, 2006 | Ministry of Micro, Small and Medium Enterprises, Government of India | October 20, 2021 | Valid till cancelled |

3) Registration obtained under the Companies Act, 2013

| Sr. No. | Nature of Registration/License | Registration /License No. | Applicable Laws | Issuing Authority | Date of issue | Date of Expiry |
|---------|--|---------------------------|-------------------------|-----------------------------------|----------------|----------------------|
| 1. | Certificate of Incorporation | U27100DL2017PTC314606 | The Companies Act, 2013 | Registrar of Companies, NCT Delhi | March 17, 2017 | Valid till cancelled |
| 2. | Fresh Certificate of Incorporation upon conversion from OBSC Perfection Private Limited to OBSC Perfection Limited | U27100DL2017PLC314606 | The Companies Act, 2013 | Registrar of Companies, NCT Delhi | June 28, 2024 | Valid till cancelled |

4) Registration under various Tax related Acts/Rules relating*

| Sr. No. | Nature of Registration/License | Registration/License No. | Issuing Authority | Initial date of issue | Date of Expiry |
|---------|---|--------------------------|----------------------------|-----------------------|----------------------|
| 1. | Permanent Account Number (PAN) | AACCO4645E | Income Tax Department, GOI | March 17, 2017 | Valid till cancelled |
| 2. | Tax Deduction Account Number (TAN) | DELO05918D | Income Tax Department, GOI | March 17, 2017 | Valid till cancelled |
| 4. | Certificate of Goods & Service Tax-Maharashtra Unit I and Unit II | 27AACCO4645E1ZJ | Government of India | July 01, 2017 | Valid till cancelled |
| 5. | Certificate of Goods & Service Tax-Tamil Nadu Unit III | 33AACCO4645E1ZQ | Government of India | November 10, 2022 | Valid till cancelled |
| 6. | Certificate of Goods & Service Tax-Maharashtra Unit IV | 27AACCO4645E2ZI | Government of India | May 11, 2024 | Valid till cancelled |
| 7. | Certificate of Registration under the | 27181506938P | Maharashtra Sales Tax | May 15, 2017 | Valid till cancelled |

| Sr. No. | Nature of Registration/License | Registration/License No. | Issuing Authority | Initial date of issue | Date of Expiry |
|---------|---|------------------------------------|---|-----------------------|------------------------------|
| | Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975 | | Department | | |
| 8. | Certificate of Enrolment under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975 | 99674883360P | Maharashtra Sales Tax Department | April 01, 2020 | Valid till cancelled |
| 9. | Professional Tax- Unit III | Receipt No.: 2024-2024/1/4/24/7/20 | Mappedu Village Panchayat, Kancheepuram District | July 20, 2024 | Valid till cancelled |
| 10. | Importer- Exporter Code (IEC) | AACCO4645E | Directorate General of Foreign Trade, Ministry of Commerce and Industry | September 25, 2017 | Valid till cancelled |
| 11. | Legal Entity Identifier (LEI) Certificate | 89450034K21ZM4ONT822 | India LEI, LEI Registration Agent | October 17, 2023 | Valid till October 16, 2024* |

*Company has made the payment towards renewal of LEI certificate, but certificate yet not generated.

5) Licenses/Approvals under Industrial and Labour Laws

| Sr. No. | Nature of Registration/License | Registration/License No. | Applicable Laws | Issuing Authority | Date of issue | Date of Expiry |
|---------|---|--------------------------|-----------------|--------------------------------------|-------------------|----------------------|
| 1. | Employee State Insurance- Maharashtra Unit I | 33000812130000606 | ESI Act 1948 | Employee State Insurance Corporation | February 01, 2021 | Valid till cancelled |
| 2. | Employee State Insurance- Maharashtra Unit II | 33330812130010606 | ESI Act 1948 | Employee State Insurance Corporation | July 15, 2024 | Valid till cancelled |
| 3. | Employee State Insurance- Tamil Nadu | 51330812130010606 | ESI Act 1948 | Employee State Insurance Corporation | July 3, 2024 | Valid till cancelled |
| 4. | Employee State Insurance- Maharashtra Unit IV | 33330812130020606 | ESI Act 1948 | Employee State Insurance Corporation | July 15, 2024 | Valid till cancelled |
| 5. | Employees' | PUPUN22904 | Employees' | Employees | February 01, | Valid till |

| Sr. No. | Nature of Registration/ License | Registration/ License No. | Applicable Laws | Issuing Authority | Date of issue | Date of Expiry |
|---------|---|---------------------------|---|--|------------------|------------------------|
| | Provident Fund- Maharashtra Unit I, II and IV | 34000 | Provident Funds and Miscellaneous Provisions Act, 1952 | Provident Fund Organisation, Ministry of Labour, Government of India | 2021 | cancelled |
| 6. | Employees' Provident Fund- Tamil Nadu | TNAMB3326 688000 | Employees' Provident Funds and Miscellaneous Provisions Act, 1952 | Employees Provident Fund Organisation, Ministry of Labour, Government of India | July 04, 2024 | Valid till cancelled |
| 7. | Factory License- Unit I | 12210259990 000- | Factories Act, 1948 | Directorate of Industrial Safety and Health, Government of Maharashtra | January 01, 2024 | Till December 31, 2027 |
| 8. | Factory License- Unit II | 12210243190 0000 | Factories Act, 1948 | Directorate of Industrial Safety and Health, Government of Maharashtra | January 01, 2023 | Till December 31, 2024 |
| 9. | Factory License – Unit III | TVR12936 | Tamil Nadu Factories Rules, 1950 | Directorate of Industrial Safety and Health, Government of Tamil Nadu | April 12, 2023 | Till December 31, 2027 |


6) Other Business related Approvals

| Sr. No. | Description | Authority | Registration No./ License No./Application No. | Date of Issue | Date of Expiry |
|---------|------------------------------|--------------------------------------|---|-------------------|----------------------|
| 1. | ISO 9001:2015 – Unit I | Quality Management System | 01 100 1936585/01 | November 30, 2023 | November 29, 2026 |
| 2. | ISO 9001-2015 - Unit II | Quality Management System | 01 100 1936585/02 | November 10, 2023 | October 09, 2026 |
| 3. | ISO 9001:2015- Unit III | Quality Management System | 23DQKF68 | April 11, 2023 | April 10, 2026 |
| 4. | IATF16949:2016 - Unit I | Automotive Quality Management System | 01 111 1936585/01 IATF Certificate no. 0488262 | November 14, 2023 | November 13, 2026 |
| 5. | No Objection Certificate for | Gram Pranchayat Nanekarwadi | - | April 09, 2017 | Valid till cancelled |

| Sr. No. | Description | Authority | Registration No./ License No./Application No. | Date of Issue | Date of Expiry |
|---------|--|---|---|-------------------|----------------------|
| | using the premises for the purpose of Industrial Factory - Unit I | | | | |
| 6. | No Objection Certificate for using the premises for the purpose of Industrial Factory - Unit II | Gram Pranchayat Kuruli | - | October 29, 2021 | Valid till cancelled |
| 7. | No Objection Certificate for using the premises for the purpose of Industrial Factory - Unit III | Gram Pranchayat Mappedu | - | July 10, 2024 | Valid till cancelled |
| 8. | Consent to Establish – Unit I | Maharashtra Pollution Control Board | MPCB- CONSENT- 0000124336 | February 02, 2022 | February 01, 2027 |
| 9. | Consent to Establish – Unit II | Maharashtra Pollution Control Board | UAN No. 127382 | March 23, 2022 | March 23, 2027 |
| 10. | Consent to Operate – Unit I | Maharashtra Pollution Control Board | UAN No. 140096 | April 27, 2023 | April 30, 2025 |
| 11. | Consent to Operate – Unit III | Tamil Nadu Pollution Control Board | 2405259004401 and 2405159004401 | July 1, 2024 | March 31, 2027 |
| 12. | Fire License – Unit III | Tamil Nadu Fire Service Act, 1985 | 7189/B/2023 | August 31, 2023 | August 30, 2024 |
| 13. | Diesel Generator License – Unit I | Chief Electoral Inspectorate Industries, Energy and Labour Department, Government of Maharashtra | oEI521000112202 003160 | December 01, 2020 | Valid till cancelled |
| 14. | Diesel Generator License – Unit II | Chief Electoral Inspectorate Industries, Energy and Labour Department, Government of Maharashtra | oEI521000706202 30007984 | June 07, 2023 | Valid till cancelled |
| 15. | Sanitary Certificate – Unit III | Tamil Nadu Public Health Act, 1939 Department of Public Health and Preventive Medicine | 1720/E2/2024 | March 28, 2024 | March 27, 2025 |

| Sr. No. | Description | Authority | Registration No./ License No./Application No. | Date of Issue | Date of Expiry |
|---------|-------------------------------------|---|---|----------------|----------------|
| 16. | No Objection Certificate – Unit III | Tamil Nadu Public Health Act, 1939 Department of Public Health and Preventive Medicine | 1372/E2/2024 | March 28, 2024 | - |
| 17. | Suitability Certificate – Unit III | Tamil Nadu Public Health Act, 1939 Department of Public Health and Preventive Medicine | 1373/E2/2024 | March 28, 2024 | - |

7) Intellectual Property

| Sr. No. | Particulars of the Mark | Application No. | Class | Registration/Application date | Status/Validity |
|---------|---|-----------------|-------|-------------------------------|-----------------------|
| 1. |  | 6354423 | 6 | 19/03/2024 | Accepted & Advertised |

8) Domain Registration Details

| Sr. No. | Domain Name and ID | Sponsoring Registrar and IANA ID | Creation Date | Expiry Date |
|---------|--|----------------------------------|----------------|-------------|
| 1. | www.obscperfection.com | GoDaddy.com LLC - 146 | September 2018 | July 2028 |

9) Approvals applied for but not yet received/ Renewals made in the usual course of business:

| Sl. No. | Nature of Registration and Authority | Application No. | Date of Application |
|---------|--|-------------------------|---------------------|
| 1. | Consent to Operate – Unit II Maharashtra Pollution Control Board | MPCB-CONSENT-0000207809 | April 29, 2024* |
| 2. | Factory License-Unit IV Directorate of Industrial Safety and Health, Government of Maharashtra | Form 1 100076552421 | September 11, 2024 |
| 3. | Consent to Operate – Unit IV Maharashtra Pollution Control Board | MPCB-CONSENT-0000219838 | August 28, 2024 |
| 4. | Pune Metropolitan Regional Development Authority-Unit I-Fire NOC | - | July 18, 2024 |
| 5. | Pune Metropolitan Regional Development Authority-Unit II-Fire NOC | - | July 18, 2024 |

* Expired on May 31, 2024 and applied for renewal.

10) Material licenses/ approvals for which our Company is yet to apply for:

- Pune Metropolitan Regional Development Authority-Unit IV-Fire NOC
- Diesel Generator License – Unit IV

SECTION VIII- OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

Corporate Approvals

The Issue has been authorized by our Board of Directors pursuant to the resolution passed at its meeting dated July 10, 2024, and the Issue has been authorised by our Shareholders pursuant to a special resolution passed at their EGM dated July 12, 2024 authorised the Issue under Section 62(1)(c) of the Companies Act, 2013, subject to approvals by such other authorities, as may be necessary. DRHP has been approved by our Board for filing with the Stock Exchange pursuant to the resolution passed at its meeting held on July 23, 2024. For further details, see “*The Issue*” on page 67

In-principle Listing Approvals

We have received in principle approval from National Stock Exchange of India Limited vide their letter dated 1 October, 2024 to use the name of National Stock Exchange of India Limited in the Red Herring Prospectus for listing of our Equity Shares on EMERGE Platform of National Stock Exchange of India Limited. National Stock Exchange of India Limited is the Designated Stock Exchange for the purpose of this Issue.

Prohibition by SEBI or Governmental Authorities

Our Company, Promoters, members of the Promoter Group, Directors or persons in control of the Promoters or the Company are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court on the date of this Red Herring Prospectus.

Prohibition By RBI

Neither our Company nor our Promoters or Directors have been identified as a wilful defaulter or Fraudulent Borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.

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.

Compliance under Companies (Significant Beneficial Owners) Rules, 2018

Our Company, Promoters and members of the Promoter Group, severally and not jointly, confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable, as on the date of this Red Herring Prospectus. Further, in view of 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, Government of India (“MCA”), our Company, our Promoters, our Promoter Group will ensure compliance with the SBO Rules, upon notification of the relevant forms, as may be applicable to them.

Directors associated with the Securities Market

None of our Directors are, in any manner, associated with the securities market. Further there has been no outstanding actions initiated by the SEBI against our Directors in the five years preceding the date of this Red Herring Prospectus except as stated under the chapters titled “*Risk factors*”, “*Our Promoters and Promoter Group*” and “*Outstanding Litigations and Material Developments*” beginning on page 31, 177 and 250 respectively, of this Red Herring Prospectus.

Eligibility for the Issue

Our Company is an “Unlisted Company” in terms of the SEBI (ICDR) Regulation; and this Issue is an “Initial

Public Offer” in terms of the SEBI (ICDR) Regulations.

This Issue is being made in terms of Regulation 229 (2) of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, our Company whose post Issue face value capital will be more than ten crores rupees and up to twenty-five crore rupees, shall Issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”), in this case being the SME Platform of National Stock Exchange of India Limited i.e. NSE EMERGE.

As per Regulation 229(3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of SME platform of the NSE in accordance with the Restated Financial Statements, prepared in accordance with the Companies Act and restated in accordance with the SEBI ICDR Regulations as below:

a. The Issue should be a company incorporated under the Companies Act 1956/2013.

Our Company was incorporated on March 17, 2017, under the Companies Act, 2013.

b. The post Issue paid up capital of the company (face value) shall not be more than ₹25.00 Crores.

The present paid-up capital of our Company is ₹ 17,85,00,000 and we are proposing of up to 66,02,400 Equity Shares of ₹ 10/- each at issue price of ₹ [●] per equity share including share premium of ₹ [●] per equity share, aggregating to ₹ [●] Lakhs. Hence, our Post Issue Paid up Capital will be approximately ₹ [●] Lakh which will be less than ₹ 25 Crore.

c. Track Record

Our Company was originally incorporated on March 17, 2017 under the Companies Act, 2013 vide a certificate of incorporation by the Registrar of Companies, Central Registration Centre (“RoC”). Therefore, we are in compliance with the criteria of having track record of three years as on date of filing of this Red Herring Prospectus.

d. The company/entity should have operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years preceding the application and its net-worth should be positive

The Company has operating profit (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and its net worth is positive.

Our Company’s net worth and Operating profits from operations (earnings before depreciation and tax), based on the Restated Financial Statements included in this Red Herring Prospectus for the financial year ended March 31, 2024, 2023 and 2022 are set forth below:

From Restated Financial Statements

(₹ in Lakhs)

| Particulars | For the period ended | For the year ended | | |
|--|----------------------|--------------------|----------------|----------------|
| | August 31, 2024 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Operating Profit (earning before interest, depreciation and tax) | 1031.99 | 2076.10 | 973.81 | 708.39 |
| Particulars | For the period ended | For the year ended | | |
| | August 31, 2024 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Share Capital | 1785.00 | 1785.00 | 1190.00 | 1190.00 |
| Add: Reserves & | 1825.15 | 1222.10 | 595.89 | 138.47 |

| | | | | |
|------------------|----------------|----------------|----------------|----------------|
| <i>Surplus</i> | | | | |
| <i>Net Worth</i> | 3610.15 | 3007.10 | 1785.89 | 1328.47 |

- (a) The Company has not been referred to the Board for Industrial and Financial Reconstruction.
- (b) No petition for winding up is admitted by the court or a liquidator has not been appointed of competent jurisdiction against the Company.
- (c) No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the company.
- (d) We ensure that none of the merchant bankers involved in the IPO should have instances of any of their IPO draft offer document filed with the Exchange being returned in the past 6 months from the date of application
- (e) Our Company has a website: www.obscperfection.com

Other Disclosures:

- a) We have disclosed all material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters/promoting Company(ies), group Company(ies), subsidiaries companies promoted by the promoters/promoting Company(ies) of the applicant Company in the Red Herring Prospectus.
- b) There are no Defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the applicant, promoters/promoting Company(ies), Company(ies), companies promoted by the promoters/promoting Company(ies) during the past three years. An auditor's certificate will be provided by the issuer to the exchange, in this regard.
- c) We have Disclosed the details of the applicant, Promoters/Promoting Company(ies), Group Company(ies), subsidiaries, companies promoted by the promoters/promoting Company(ies) litigation record, the nature of litigation, and status of litigation, for details, please refer the chapter "*Outstanding Litigation and Material Developments*" on page 250 of this Red Herring Prospectus.
- d) We have disclosed all details of the track record of the directors. For Details, refer the chapter "*Outstanding Litigation and Material Developments*" on page 250 of this Red Herring Prospectus.

As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:

- The Red Herring Prospectus has been filed with NSE and our Company has made an application to NSE for listing of its Equity Shares on the NSE EMERGE platform. NSE is the Designated Stock Exchange.
- To facilitate trading in demat securities; the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:
 - a. Tripartite agreement dated June 27, 2024, with NSDL, our Company and Registrar to the Issue;
 - b. Tripartite agreement dated July 10, 2024 with CDSL, our Company and Registrar to the Issue;
 - c. The Company's shares bear an ISIN: INE0YHV01011
- The entire pre-Issue capital of our Company has fully paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO will be fully paid-up.
- The entire Equity Shares held by the Promoters is in dematerialised form before opening of the Issue for subscription.
- The entire fund requirement is to be funded from the proceeds of the Issue, there is no requirement to

make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue. The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. For details, please refer the chapter “*Objects of the Issue*” on page 97 of this Red Herring Prospectus.

Our Company confirms that it will ensure compliance with the conditions specified in Regulation 230 (2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Issue in terms of Regulation 228 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 228 of the SEBI ICDR Regulations are as follows:

- A. Neither our Company nor our Promoters, members of our Promoter Group or our Directors are debarred from accessing the capital markets by the SEBI.
- B. None of our Promoters or Directors is Promoter or Directors of companies which are debarred from accessing the capital markets by the SEBI.
- C. Neither our Company nor our Promoters or Directors is a wilful defaulter or Fraudulent Borrower.
- D. None of our Promoters or Directors has been declared as fugitive economic offender under Economic Offenders Act, 2018.

We further confirm that we shall be complying with all the other requirements as laid down for such Issue under Chapter IX of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

In accordance with regulation 268(1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date our company becomes liable to repay it, then our company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under section 40 of the Companies Act, 2013.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTICTLY UNDERSTOOD THAT SUBMISSION OF THE RED HERRING PROSPECTUS 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 THE SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THIS ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER UNISTONE CAPITAL PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE RED HERRING PROSPECTUS, WILL BE RESPONSIBLE FOR THE STATEMENTS SPECICALLY CONFIRMED OR UNDERTAKEN BY IT IN THIS RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER, UNISTONE CAPITAL 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, UNISTONE CAPITAL PRIVATE LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED JULY 23, 2024 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF SECURITIES AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND 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 RED HERRING PROSPECTUS.

Note:

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Red Herring Prospectus with the Registrar of Companies, Delhi in terms of Section 26 and 32 of the Companies Act, 2013.

Disclaimer from our Company, Directors and the Book Running Lead Manager

Our Company, Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than those contained in this Red Herring Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

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, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of ₹ 2,500 Lakhs, pension funds with minimum corpus of ₹ 2,500 Lakhs 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 Red Herring Prospectus does not, however, constitute an invitation to purchase shares issued hereby in any jurisdiction other than India to any person to whom it is unlawful to make an Issue or invitation in such jurisdiction. Any person into whose possession this Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai 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 this Red Herring Prospectus has been filed with National Stock Exchange of India Limited for its observations and National Stock Exchange of India Limited shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be Issued or sold, directly or indirectly, and this Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company 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 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.

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws, legislations and Red Herring Prospectus in each jurisdiction, including India.

Disclaimer Clause of the Emerge Platform of NSE

As required, a copy of this Issue Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/4243 dated October 01, 2024, permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this 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.

Disclaimer Clause under Rule 144A of the U.S. Securities Act, 1993

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to "qualified institutional buyers", as defined in 205 Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation under the Securities Act and the applicable laws of the jurisdictions where those Issues 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 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. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

Listing

Application will be made to the "National Stock Exchange of India Limited" for obtaining permission to deal in and for an official quotation of our Equity Shares. National Stock Exchange of India Limited will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The National Stock Exchange of India Limited has given its in-principle approval for using its name in the Issue Document vide its letter no. NSE/LIST/4243 dated October 01, 2024.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the SME Platform of National Stock Exchange of India Limited, our Company will forthwith repay, without interest, all moneys received from the bidders in pursuance of the Red Herring Prospectus. If such money is not repaid within 8 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 8 days, be liable to repay the money, with interest at the rate of 15 per cent per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Emerge Platform of National Stock Exchange of India Limited mentioned above are taken within three Working Days from the Issue Closing Date.

Disposal of Investor Grievances by our Company

Our Company has constituted a Stakeholders' Relationship to review and redress the shareholders and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer and Issue of duplicate shares. For details, please refer to the chapter titled "*Our Management*" beginning on page 159 of this Red Herring Prospectus.

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be Ten (10) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Abhishek Kumar Pandey, as the Company Secretary & Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:

Abhishek Kumar Pandey

OBSC Perfection Limited

6F, 6th Floor, M-6, Uppal Plaza, Jasola District Centre, South Delhi- 110025, India

Telephone: 011-2697 2586

Website: www.obscperfection.com

Email id: abhishek@obscperfection.com

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode. 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

The Company has obtain authentication on the SCORES and comply with the SEBI circular no. CIR/OIAE/1/2013 dated December 18, 2014 in relation to redressal of investor grievances through SCORES. As on the date of this Red Herring Prospectus there are no pending investor complaints. Our Company has not received any investor complaint in the three years prior to the filing of this Red Herring Prospectus.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

“Any person who –

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or*
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name.*

shall be liable for action under section 447.”

The liability prescribed under Section 447 of the Companies Act 2013 for fraud involving an amount of at least ₹10 lakh or one per cent of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹10 lakh or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹50 lakh or with both.

Consents

Consents in writing of: (a) Directors, the Promoters, the Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditor, Peer Review Auditor, Banker to the Company and (b) Book Running Lead Manager, Registrar to the Issue, the Syndicate Members, Bankers to the Issue/Escrow Bank, Public Issue Account Bank(s), Sponsor Bank(s) and Refund Bank(s), Underwriter, Market Maker, Banker to the Issue, and Legal Advisor to the Issue, to act in their respective capacities have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 26 and 32 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Red Herring 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 Red Herring Prospectus and such consent and report shall not be withdrawn up to the time of delivery of the Red Herring Prospectus and Red Herring Prospectus for filing with the RoC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, Our Peer Review Auditor M/s PK Chand & Co., Chartered Accountants, have provided their written consent to the inclusion of their (1) Examination Report on Restated Financial Statements, (2) Restated Financial Statements and (3) Report on Statement of Possible Tax Benefits, which may be available to the Company and its shareholders, included in this Red Herring Prospectus in the form and context in which they appear therein and such consents and reports have not been withdrawn up to the time of filing of this Red Herring Prospectus.

Expert Opinion

Our Company has received written consents from the following persons to include their names in this Red Herring Prospectus as an “Expert” as defined under Section 2(38) of the Companies Act and such consents have not been withdrawn as on the date of this Red Herring Prospectus:

- i. Consent letter dated October 09, 2024, from Statutory Auditor namely, M/s. Shanta Shastry & Co, Chartered Accountants, in respect of the reports of the Statutory Auditors on the Restated Financial Statements dated October 07, 2024.
- ii. Consent letter dated October 09, 2024 from Statutory Auditor namely, M/s. Shanta Shastry & Co, Chartered Accountants, in respect of Statement of Possible Special Tax Benefit dated October 09, 2024.
- iii. Consent letter dated October 09, 2024 from Peer Review Auditor namely, M/s. PK Chand & Co, Chartered Accountants, in respect of the reports of the Peer Review Auditors on the Restated Financial Statements dated October 07, 2024.

- iv. Consent letter dated October 09, 2024 from Peer Review Auditor namely, M/s. PK Chand & Co, Chartered Accountants, in respect of Statement of Possible Special Tax Benefit dated October 09, 2024.
- v. Consent letter dated October 09, 2024, from M/s. Niyo Value Experts Private Limited, Independent Chartered Engineer in respect of his certificate dated October 09, 2024.

However, the term expert shall not be construed to mean an expert as defined under the U.S. Securities Act.

Stock Market data for our Equity Shares of our Company

Our Company is an “*Unlisted Issuer*” in terms of the SEBI (ICDR) Regulations, and this Issue is an “*Initial Public Offering*” in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company

Price Information and track record of past issued handled by the Book Running Lead Manager

Price information of past issues (during current financial year and two financial years preceding the current financial year) handled by *Unistone Capital Private Limited*

| Sr. No. | Issue Name | Issue Size (₹ in Lakhs) | Issue price | Listing date | Opening price on listing date | +/- % change in closing price, [+/- % change in closing benchmark] - 30th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark] - 180th calendar days from listing |
|---------------------|---|-------------------------|-------------|--------------------|-------------------------------|--|--|---|
| Main Board | | | | | | | | |
| 1 | Valiant Laboratories Limited | 15,246.00 | 140 | October 06, 2023 | 162.15 | 37.75% [-2.15%] | 24.89% [10.20%] | 12.04% [14.15%] |
| 2 | BLS E-Services Limited | 30,929.29 | 135 | February 06, 2024 | 305.00 | 138.04% [2.57%] | 117.59% [2.34%] | 64.86% [12.71%] |
| 3 | Exicom Tele-Systems Limited | 42,899.90 | 142 | March 05, 2024 | 265.00 | 46.41% [0.71%] | 113.49% [4.06%] | 171.51% [12.88%] |
| 4 | Platinum Industries Limited | 23,531.69 | 171 | March 05, 2024 | 225.00 | 19.36% [0.71%] | 15.32% [4.06%] | 143.19% [12.88%] |
| 5 | Saraswati Saree Depot Limited | 16,001.28 | 160 | August 20, 2024 | 194.00 | 6.98% [2.90%] | - | - |
| 6 | Shree Tirupati Balajee Agro Trading Company Limited | 16,965.20 | 83 | September 12, 2024 | 90.00 | -7.37% [-1.67%] | - | - |
| 7 | Arkade Developers Limited | 41,000.00 | 128 | September 24, 2024 | 175.00 | - | - | - |
| 8 | Diffusion Engineers Limited | 15,796.40 | 168 | October 04, 2024 | 193.50 | - | - | - |
| SME Platform | | | | | | | | |
| 1 | Manglam Infra & Engineering Limited | 2,761.92 | 56 | July 31, 2024 | 106.40 | 19.73% [1.14%] | - | - |
| 2 | Deccan Transcon Leasing Limited | 6,505.92 | 108 | September 24, 2024 | 116.00 | - | - | - |

Source: www.nseindia.com

(1) NSE as Designated Stock Exchange.

Notes:

- Issue size derived from Prospectus/final post issue reports, as available.
- The CNX NIFTY is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.
- Price on NSE is considered for all of the above calculations as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.
- In case 30th/90th/180th day is not a trading day, closing price of the previous trading day has been considered.

- Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available
- Restricted to last 10 issues

Summary statement of price information of past public issues handled by Unistone Capital Private Limited

| Financial year | Total no. of IPO* | Total funds Raised (₹ Lakhs) | Nos of IPOs trading at discount on 30 th Calendar day from listing date | | | Nos of IPOs trading at premium on 30 th Calendar day from listing date | | | Nos of IPOs trading at discount on 180 th Calendar day from listing date | | | Nos of IPOs trading at premium on 180 th 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% |
| Main Board | | | | | | | | | | | | | | |
| FY 2022-23 | 1 | 15,498.00 | - | - | - | 1 | - | - | - | - | - | - | 1 | - |
| FY 2023-24 | 5 | 1,29,110.09 | - | - | - | 1 | 2 | 2 | - | - | - | 3 | 1 | 1 |
| FY 2024-25 | 4 | 89,762.88 | - | - | - | - | - | 1 | - | - | - | - | - | - |
| SME Platform | | | | | | | | | | | | | | |
| FY 2022-23 | 2 | 6,094.08 | - | - | - | - | 1 | 1 | - | - | - | - | 1 | 1 |
| FY 2023-24 | 5 | 16,925.97 | - | - | - | - | 2 | 3 | - | - | 1 | 2 | 1 | 1 |
| FY 2024-25 | 2 | 9,267.84 | - | - | - | - | - | 1 | - | - | - | - | - | - |

Track record of past issues handled by the Book Running Lead Manager

For details regarding the track record of the BRLM, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012, issued by SEBI, please see the website www.unistonecapital.com

Previous Rights and Public Offers

Except as stated in the section titled “*Capital Structure*” beginning on page 85 of this Red Herring Prospectus, we have not made any previous rights and/or public offers during last 5 years, and are an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations and this Issue is first “Initial Public Offering” in terms of the SEBI (ICDR) Regulations.

Commission and Brokerage on Previous Offers

Since this is the initial public Offer 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 last 5 years.

Capital Issue during the Previous Three Years by Issuer Company and Listed Group Companies / Subsidiaries / Associates

Neither our Company nor any of our Group Companies/Associates have undertaken any capital Issue or any public or rights Issue in the last three years preceding the date of this Red Herring Prospectus. Further, as of the date of this Red Herring Prospectus our Company has no listed subsidiary.

Performance vis-à-vis Objects for our Company and/or Listed Subsidiary Company and/or Listed Promoters Company

Our Company is an “*Unlisted Issuer*” in terms of the SEBI (ICDR) Regulations and this Issue is an “*Initial Public Offering*” in terms of the SEBI (ICDR) Regulations. Therefore, data regarding performance vis-à-vis objects is not applicable to us. Further, as of the date of this Red Herring Prospectus our Company has no any listed corporate promoters and no listed subsidiary company.

Outstanding Debentures, Bonds, Redeemable Preference Shares and Other Instruments issued by the Company.

The Company has no outstanding debentures or bonds. The Company has not issued any redeemable preference shares or other instruments in the past.

Exemption under securities laws

Our Company has not applied to SEBI for any exemption from complying with any provisions of securities laws, as on the date of this Red Herring Prospectus.

SECTION IX- ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being Allotted pursuant to this Issue shall be subject to the provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018, SEBI Listing Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association, the terms of the Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, Application Form, any Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the FIPB, the Stock Exchange, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, the RBI, the Government of India, the FIPB, the Stock Exchange, the RoC and any other authorities while granting their approval for the Issue.

Please note that, in terms of SEBI Circular No. *CIR/CFD/POLICYCELL/11/2015* dated *November 10, 2015* and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (Except Anchor investors) applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment. Further, pursuant to SEBI Circular No. *SEBI/HO/CFD/DCR2/CIR/P/2019/133* dated *November 08, 2019*, and the circular no. *SEBI/HO/CFD/DIL2/CIR/P/2020/50* dated *March 30, 2020* (together, the “UPI Circular”) Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor.

Further vide the said circular Registrar to the Issue and Depository Participants have also been authorized to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.

Ranking of Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Companies Act 2013, our Memorandum and Articles of Association, SEBI ICDR Regulations, SCRA and shall rank pari-passu in all respects including dividend with the existing Equity Shares including rights in respect of dividends and other corporate benefits, if any, declared by after the date of Allotment Companies Act, 2013 and the Articles. For further details, please refer to the section titled “*Main Provisions of Articles of Association*” beginning from page 324 of this Red Herring Prospectus.

Authority for the Issue

This Issue has been authorized by a resolution of the Board passed at their meeting held on July 10, 2024, 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 July 12, 2024.

Mode of Payment of Dividend

The declaration and payment of dividend, if declared, will be as per the provisions of Companies Act, 2013, SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard, the Memorandum and Articles of Association, and recommended by the Board of Directors and approved by the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of

our Company. For further details, refer to the section “*Dividend Policy*” and “*Main Provisions of Articles of Association*” beginning on page 192 and 324 respectively of this Red Herring Prospectus.

Face Value, Issue Price, Floor Price, and Price Band

The face value of each Equity Share is ₹ 10 and the Issue Price at the lower end of the Price Band is ₹ [●] per Equity Share and at the higher end of the Price Band is ₹ [●] per Equity Share. The Anchor Investor Issue Price is ₹ [●] per Equity Share.

The Price Band and the Bid Lot will be decided by our Company, in consultation with the BRLM, and published by our Company All edition of Business Standard an English national newspaper and all editions of Business Standard, a Hindi national daily newspaper and Delhi edition of Gurgaon mail (Hindi being the regional language of Delhi, where our Registered office is located) at least two Working Days prior to the Bid/Issue Opening Date, and shall be made available to the Stock Exchange for the purpose of uploading the same on their website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid-cum-Application Forms available at the website of the Stock Exchange. The Issue Price shall be determined by our Company, in consultation with the BRLM, after the Bid/Issue Closing Date, on the basis of assessment of market demand for the Equity Shares issued by way of the Book Building Process.

At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

Compliance with SEBI (ICDR) Regulations, 2018

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports and notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
- Right to receive Issue for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, the terms of the SEBI Listing Regulations, and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation or splitting, please refer to the section titled “*Main Provisions of Articles of Association*” beginning on page 324 of this Red Herring Prospectus.

Allotment only in Dematerialized Form

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be allotted only in dematerialized form. As per the SEBI ICDR Regulations, the trading of the

Equity Shares shall only be in dematerialized form. In this context, two agreements have been signed amongst our Company, the respective Depositories, and the Registrar to the Issue:

- a. Tripartite agreement dated June 27, 2024, with NSDL, our Company and Registrar to the Issue;
- b. Tripartite agreement dated July 10, 2024, with CDSL, our Company and Registrar to the Issue;
- c. The Company's shares bear an ISIN: INE0YHV01011.

Market Lot and Trading Lot

Trading of the Equity Shares will happen in dematerialised form, the minimum contract size of [●] Equity Shares in terms of the SEBI circular no. *CIR/MRD/DSA/06/2012* dated February 21, 2012 and the same may be modified by NSE from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Share subject to a minimum allotment of [●] Equity Shares to the successful Applicants. Further, in accordance with SEBI (ICDR) Regulations the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

Minimum Number of Allottees

In accordance with 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 the monies blocked by the SCSBs shall be unblocked within 4 working days of closure of Issue.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Mumbai.

The Equity Shares have not been and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be Offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulations under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be Offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those Offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be Offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Joint Holders

Where two or more persons are registered as the holders of the Equity Shares, they shall be deemed to hold the same as joint with benefits of survivorship.

Nomination facility to Bidders

In accordance with Section 72(1) & 72(2) of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72(3) of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in accordance to Section 72(4) of the Companies Act, 2013, any person to become entitled to

Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Articles of Association of the Company, any Person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- a. to register himself or herself as the holder of the Equity Shares; or
- b. to make such a transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board of Directors 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 days, the Board of Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode 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 Applicant wants to change the nomination, they are requested to inform their respective Depository Participant.

Withdrawal of the Issue

Our Company in consultation with the Book Running Lead Manager, reserve the right not to proceed with the Fresh Issue reserve, the right not to proceed with the Issue for Sale, in whole or in part thereof, to the extent of issued, Shares, 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 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 Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs and Sponsor Bank (in case of RII's using the UPI Mechanism), to unblock the bank accounts of the ASBA Applicants and the Escrow Collection Bank to release the Application Amounts to the Anchor Investors, if applicable, within one day of receipt of such notification. Our Company shall also promptly inform the same to the Stock Exchange on which the Equity Shares were proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the final RoC approval of the Red Herring Prospectus after it is filed with the RoC. If our Company, in consultation with the Book Running Lead Manager withdraw the Issue after the Application/ Issue Closing Date and thereafter determine that it will proceed with public Issue of the Equity Shares, our Company shall file a fresh Red Herring Prospectus with the Stock Exchange.

Bid/Issue Program

| | |
|---------------------------|------------------------------|
| BID/ISSUE OPENS ON | Tuesday, October 22, 2024* |
| BID/ISSUE CLOSE ON | Thursday, October 24, 2024** |

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

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

The Anchor Investor Bid/ Issue Period will be one Working Day prior to the Bid/ Issue Opening Date i.e., Monday, October 21, 2024, in accordance with the SEBI ICDR Regulations.

1. *In terms of regulation 265 of SEBI (ICDR) Regulation, 2018, the Issue shall be open after at least three working days from the date of filing the Red Herring Prospectus with the Registrar of Companies.*
2. *In terms of regulation 266(1) of SEBI (ICDR) Regulation, 2018, except as otherwise provided in these regulations, the public Issue shall be kept open for at least three working days and not more than ten working days.*
3. *In terms of regulation 266(2) of SEBI (ICDR) Regulation, 2018, in case of a revision in the price band, the issuer shall extend the bidding (Issue) period disclosed in the Red Herring Prospectus, for a minimum period of three working days, subject to the provisions of sub-regulation (1) is not applicable to our company as this is fixed price issue.*
4. *In terms of regulation 266(3) of SEBI (ICDR) Regulation, 2018, In case of force majeure, banking strike or similar circumstances, our company may, for reasons to be recorded in writing, extend the Issue period disclosed in the Red Herring Prospectus, for a minimum period of one working days, subject to the provisions of sub- regulation 266(1).*

An indicative timetable in respect of the Issue is set out below:

| Event | Indicative Date |
|--|---|
| Issue Closing Date | Thursday, October 24, 2024 |
| Finalization of Basis of Allotment with NSE | On or about, Friday, October 25, 2024 |
| Initiation of Refunds / unblocking of funds from ASBA Account* | On or about, Monday, October 28, 2024 |
| Credit of Equity Shares to demat account of the Allottees | On or about, Monday, October 28, 2024 |
| Commencement of trading of the Equity Shares on NSE | On or about, Tuesday, October 29, 2024 |

*** In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Issue Closing Date for cancelled/withdrawn/deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/withdrawal/deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/partially allotted Bids, exceeding four Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Bid/Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable.*

The processing fees for applications made by the UPI Bidders using the UPI Mechanism may be released to the remitter bank0073 (SCSBs) only after such banks provide a written confirmation on

compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

The above timetable is indicative and does not constitute any obligation on our Company 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 NSE is taken within three Working Days from the Issue Closing Date, the time table may change due to various factors, such as extension of the Issue Period by our Company or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

SEBI is in the process of streamlining and reducing the post issue timeline for initial public offerings and has through its circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, reduced the time period for listing of shares in public issue from existing 6 days to 3 days. The revised timeline of T+3 days shall be made applicable in two phases i.e., voluntary for all public issues opening on or after September 1, 2023, and mandatory on or after December 1, 2023. Please note that we may need to make appropriate changes in the Red Herring Prospectus and Prospectus depending upon the prevailing date of this Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the offer procedure is subject to change to any revised circulars issued by the SEBI to this effect.

In terms of the UPI Circulars, in relation to the Issue, the BRLM will be required to submit reports of compliance with listing timelines and activities prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Applications and any revision to the same shall be accepted only between **10.00 a.m. and 5.00 p.m.** (IST) during the Issue Period. On the Issue Closing Date, the Applications and any revision to the same shall be accepted between **10.00 a.m. and 5.00 p.m.** (IST) or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Applicants after taking into account the total number of applications received up to the closure of timings and reported by the Book Running Lead Manager to the Stock Exchange. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their Applications one day prior to the Issue Closing Date and, in any case, no later than 5.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Red Herring Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public Issues, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Working Days. Neither our Company nor the Book Running Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

The Registrar to the Issue shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/Issue Closing Date by obtaining the same from the Stock Exchange. The SCSB's shall unblock such applications by the closing hours of the Working Day.

In terms of the UPI Circulars, in relation to the Issue, the BRLM will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days from the Bid/ Issue Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated

with it.

In case of force majeure, banking strike or similar circumstances, the issuer may, for reasons to be recorded in writing, extend the bidding (Issue) period disclosed in the Red Herring Prospectus (in case of a book built issue) or the Issue period disclosed in the prospectus (in case of a fixed price issue), for a minimum period of one working days, subject to the Bid/ Issue Period not exceeding 10 working days.

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding four Working Days from the Bid / Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding four Working Days from the Bid / Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Separately, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism, for which the relevant SCSBs shall be liable to compensate the investor:

| Scenario | Compensation amount | Compensated on period |
|--|---|--|
| Delayed unblock for cancelled / withdrawn/ deleted applications | ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher | From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock |
| Blocking of multiple amounts for the same Bid made through the UPI Mechanism | Instantly revoke the blocked funds other than the original application amount and ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher | From the date on which multiple amounts were blocked till the date of actual unblock |
| Blocking more amount than the Bid Amount | Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and ₹ 100 per day or 15% per annum of the difference amount, whichever is higher | From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock |
| Delayed unblock for non-Allotted/ partially Allotted applications | ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher | From the Working Day subsequent to the finalization of the Basis of Allotment till the date of actual Unblock |

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the BRLM shall be liable to compensate the investor ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

Bids and any revision in Bids shall be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“IST”)) during the Bid / Issue Period (except on the Bid / Issue Closing Date) at the Bidding Centers as mentioned on the Application Form except that:

On the Bid / Issue Closing Date:

- (i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- (ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Retail Individual Bidders.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Retail Individual Applicants can revise or withdraw their Applications prior to the Issue Closing Date. Except Allocation to Retail Individual Investors, Allocation in the 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 or the electronic Application Form, for a particular Applicant, the details as per the file received from the 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 Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSB or the member of the Syndicate for rectified data.

Minimum Subscription

In terms of Regulation 260(1) of the SEBI (ICDR) Regulations, 2018, the Issue is 100% underwritten, so this Issue is not restricted to any minimum subscription level. For details of underwriting arrangement, kindly refer the chapter titled “*General Information-Underwriting*” beginning on page 72 of this Red Herring Prospectus.

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. If the Issuer does not receive the subscription of 100% of the Issue through this Issue document including devolvement of Underwriter within sixty days from the date of closure of the Issue, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond fifteen days after the issuer becomes liable to pay the amount, the issuer shall pay interest prescribed under section 40 of the Companies Act, 2013.

In terms of Regulation 260 of the SEBI (ICDR) Regulations, 2018, the Issue is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled “*General Information-Underwriting*” beginning on page 72 of this Red Herring Prospectus.

Further, in accordance with Regulation 268 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 of the SEBI (ICDR) Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

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.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this 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.

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, in terms of Regulation 261(5) of the SEBI ICDR Regulations, 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.

New Financial Instruments

As on the date of this Red Herring Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoters, to acquire or receive any Equity Shares after the Issue.

Market Making

The shares issued through this Issue are proposed to be listed on the NSE EMERGE (SME 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 NSE EMERGE. For further details of the market making arrangement please refer the chapter titled “*General Information*” beginning on page 72 of this Red Herring Prospectus.

Option to receive Securities in Dematerialised 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. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

Restrictions, if any on transfer and transmission of Equity Shares

Except for lock-in of the pre-Issue Equity Shares and Promoter’s minimum contribution in the Issue as detailed in the chapter “*Capital Structure*” beginning on page 82 of this Red Herring Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details, please refer to the section titled “*Main Provisions of Articles of Association*” beginning on page 324 of this Red Herring Prospectus.

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 or regulations, which may occur after the date of the Red Herring Prospectus

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(2) of the Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, our post Issue face value capital more than ten crores rupees and up to twenty-five crore rupees. The Company shall Issue specified securities 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). For further details regarding the salient features and terms of such this Issue, please see the chapters titled “*Terms of the Issue*” and “*Issue Procedure*” beginning on page 273 and 286 respectively, of this Red Herring Prospectus.

Issue Structure

Initial Public offer of up to 66,02,400 Equity Shares of ₹ 10 each (“**Equity Shares**”) of our Company for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share (the “**Issue Price**”), aggregating to ₹ [●] lakhs (the “**Issue**”) comprising a Fresh Issue of up to 66,02,400 Equity Shares of ₹ 10 per Equity Share aggregating to ₹ [●] lakhs, out of which upto 3,33,600 Equity Shares of ₹ 10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹ [●] Lakhs will be reserved for subscription by Market Makers to the Issue (the “**Market Maker Reservation Portion**”). The Issue less Market Maker Reservation Portion i.e., Issue of upto 62,68,800 equity shares of ₹ 10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹ [●] Lakhs is hereinafter referred to as the “**Net Issue**”. The Issue and net issue will constitute 27.00% and 25.64% , respectively of the post Issue paid up equity share capital of the Company.

The Issue is being made through the Book Building Process. For further details, please refer chapter titled “*Terms of the Issue*” on page 273 of this Red Herring Prospectus:

| Particulars | QIB's ⁽¹⁾ | Non-Institutional Bidders | Retail Individual Bidders | Market Maker |
|--|--|---|--|--------------------------|
| Number of Equity Shares* | [●] Equity Shares | [●] Equity Shares | [●] Equity Shares | 3,33,600 Equity Shares |
| Percentage of Issue Size Available for allocation | Not more than 50.00% of the Net Issue size shall be available for allocation to QIBs. However, up to 5.00% of net QIB Portion (excluding the Anchor Investor Portion) will be available for allocation proportionately to Mutual Fund only. Up to 60.00% of the QIB Portion may be available for allocation to Anchor Investors and one third of the Anchor Investors Portion shall be available for allocation to | Not less than 15.00% of the net Issue or the Issue less allocation to QIB Bidders and Retail Individual Bidders shall be available for allocation | Not less than 35.00% of the net Issue. | 5.05 % of the Issue Size |

| Particulars | QIB's ⁽¹⁾ | Non-Institutional Bidders | Retail Individual Bidders | Market Maker |
|---|---|---|---|---|
| | domestic mutual funds only | | | |
| Basis of Allotment / Allocation if respective category is oversubscribed | Proportionate as follows (excluding the Anchor Investor Portion: (a) up to [●] Equity Shares, shall be available for allocation on a proportionate basis to Mutual Funds only; and; (b) [●] Equity shares shall be allotted on a proportionate basis to all QIBs including Mutual Funds receiving allocation as per (a) above [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors For further details please refer to the section titled "Issue Procedure" beginning on page 286. | 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 286. | Firm Allotment |
| Mode of Bid | All the applicants shall make the application (Online or Physical) through the ASBA Process only (including UPI mechanism for Retail Investors using Syndicate ASBA). | | | |
| Minimum Bid Size | [●] Equity Shares of Face Value of ₹ 10.00 each | Such number of Equity shares in multiple of [●] Equity shares such that Application size exceeds ₹ 2,00,000 | [●] Equity Shares of Face Value of ₹ 10.00 each | [●] Equity Shares of Face Value of ₹ 10.00 each |
| Maximum Bid Size | Not exceeding the size of the Issue, subject to limits as applicable to the Bidder | Not exceeding the size of the Issue, 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 ₹ 2,00,000 | [●] Equity Shares |

* Assuming full subscription in the Issue

1. Our Company, in consultation with the BRLM, 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 Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the QIB Portion. For further details, see “Issue Procedure” on page 286.

2. *Subject to valid Bids being received at or above the Issue Price. The Issue is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 253 of the SEBI ICDR Regulations. Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, please see “Terms of the Issue” on page 273.*
3. *Anchor Investors shall pay the entire Bid Amount at the time of submission of the Anchor Investor Bid, provided that any positive difference between the Anchor Investor Allocation Price and the Issue Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN.*

In case of joint Applications, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders.

In case of ASBA Applicants, the SCSB shall be authorised to block such funds in the bank account of the ASBA Applicant (including retail applicants applying through UPI mechanism) that are specified in the Application Form. SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.

Withdrawal of the Issue

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right to not to proceed with the Issue at any time before the Bid/Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Bid/ Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in All edition of Business Standard an English national newspaper and all editions of Business Standard, a Hindi national daily newspaper and Delhi edition of Gurgaon mail (Hindi being the regional language of Delhi, where our Registered office is located)

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly. If our Company withdraws the Issue after the Bid/ Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh 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 approval of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the registration of Red Herring Prospectus with RoC.

Issue Programme

| | |
|---------------------------|----------------------------|
| ISSUE OPENING DATE | Tuesday, October 22, 2024 |
| ISSUE CLOSING DATE | Thursday, October 24, 2024 |

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form.

Due to limitation of time available for uploading the application on the Issue Closing Date, applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, not later than 1.00 p.m. IST on the Issue Closing Date. Any time mentioned in this Red Herring Prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Issue Closing Date, as is typically experienced in public offers, some applications may not get uploaded due to lack of sufficient time. Such applications that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Issue Closing Date, the Bidder shall be compensated in accordance with the applicable law by the intermediary responsible for causing such delay in unblocking. The Lead-Manager shall, in our Company with the SCSBs, to the extent applicable.

Lot Size

SEBI vide circular no. *CIR/MRD/DSA/06/2012* dated *February 21, 2012* (“Circular”) standardized the lot size for Initial Public Offer proposing to list on SME exchange/platform and for the secondary market trading on such exchange/platform, as under:

| Issue Price (in ₹) | Lot Size (No. of shares) |
|---------------------------|---------------------------------|
| Up to 14 | 10,000 |
| More than 14 up to 18 | 8,000 |
| More than 18 up to 25 | 6,000 |
| More than 25 up to 35 | 4,000 |
| More than 35 up to 50 | 3,000 |
| More than 50 up to 70 | 2,000 |
| More than 70 up to 90 | 1,600 |
| More than 90 up to 120 | 1,200 |
| More than 120 up to 150 | 1,000 |
| More than 150 up to 180 | 800 |
| More than 180 up to 250 | 600 |
| More than 250 up to 350 | 400 |
| More than 350 up to 500 | 300 |
| More than 500 up to 600 | 240 |
| More than 600 up to 750 | 200 |
| More than 750 up to 1,000 | 160 |
| Above 1,000 | 100 |

Further to the circular, at the Initial Public Offer stage the Registrar to Issue in consultation with Book Running Lead Manager, our Company and NSE shall ensure to finalize the basis of allotment in minimum lots and in multiples of minimum lot size, as per the above given table. The secondary market trading lot size shall be the same, as shall be the IPO Lot Size at the application/allotment stage, facilitating secondary market trading.

ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (*SEBI/HO/CFD/DIL1/CIR/P/2020/37*) dated *March 17, 2020* notified by SEBI and the UPI Circulars, notified by SEBI (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 Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI (ICDR) Regulations. The General Information Document shall be made available on the websites of the Stock Exchange, the Company and the Book Running Lead Manager before opening of the Issue. Please refer to the relevant provisions of the General Information Document which are applicable to this Issue.

Additionally, all Applicants may refer to the General Information Document for information, in addition to what is stated herein, in relation to (i) category of Applicants eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Applicants and Retail Individual Investors applying through the United Payments Interface channel; (v) issuance of Confirmation of Allocation Note (“CAN”) and Allotment in the Issue; (vi) price discovery and allocation; (vii) general instructions (limited to instructions for completing the Application Form); (viii) Designated Date; (ix) disposal of Applications; (x) submission of Application Form; (xi) other instructions (limited to joint Applications in cases of individual, multiple Applications and instances when an application would be rejected on technical grounds); (xii) applicable provisions of Companies Act, 2013 relating to punishment for fictitious Applications; (xiii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.

SEBI vide its circular no. *SEBI/HO/CFD/DIL2/CIR/P/2018/138* dated *November 1, 2018* read with its circular no. *SEBI/HO/CFD/DIL2/CIR/P/2019/50* dated *April 3, 2019*, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for Retail Individual Investors applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.

With effect from July 01, 2019, SEBI vide its circular no. *SEBI/HO/CFD/DIL2/CIR/P/2019/76* dated *June 28, 2019*, read with circular bearing number *SEBI/HO/CFD/DIL2/CIR/P/2019/85* dated *July 26, 2019* with respect to Bids by RIIs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). Subsequently, however, SEBI vide its circular no. *SEBI/HO/CFD/DIL2/CIR/P/2020/50* dated *March 30, 2020* extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline will be made effective using the UPI Mechanism for applications by RIIs (“UPI Phase III”), as may be prescribed by SEBI. The Issue will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. *SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M* dated *March 16, 2021*, as amended pursuant to SEBI circular no. *SEBI/HO/CFD/DIL2/P/CIR/2021/570* dated *June 02, 2021*, has introduced certain additional measures for streamlining the process of initial public Issues and redressing investor grievances. This circular is effective for initial public Offer opening on/or after *May 01, 2021*, except as amended pursuant to SEBI circular no. *SEBI/HO/CFD/DIL2/P/CIR/2021/570* dated *June 02, 2021*, and the provisions of this circular, as amended, are deemed to form part of this Red Herring Prospectus.

Thereafter, the final reduced timeline may be made effective using the UPI Mechanism for applications by Retail Individual Investors (“UPI Phase III”), as may be prescribed by SEBI. Accordingly, the Issue will be made under UPI Phase II, unless UPI Phase III becomes effective and applicable on or prior to the Bid / Issue Opening Date. If the Issue is made under UPI Phase III, the same will be advertised in All edition of Business Standard an English national newspaper and all editions of Business Standard, a Hindi national daily newspaper and Delhi edition of Gurgaon mail (Hindi being the regional language of Delhi, where our Registered office is located) on or prior to the Bid / Issue Opening Date and such advertisement shall also be

made available to the Stock Exchange for the purpose of uploading on their websites. Further SEBI vide circular no. *SEBI/HO/CFD/DIL2/P/CIR/2021/570* dated *June 02, 2021* have brought the implementation of the aforesaid circular dated *March 16, 2021* in accordance with the revised timelines for certain of its provisions based on representations received from the stakeholders due to Covid- 19 pandemic. The revisions of the circular dated *June 02, 2021* are elaborated as under:

- SCSB's shall continue to send SMS alerts during the actual block/debit/unblock of UPI mandate in the prescribed format, the details of total number of shares applied/allotted/non-allotted etc. shall be included in SMS for Public Issues opening on/after January 01, 2022.
- The automated web portal shall be live and operational after due testing and mock trials with the CUG entities for Public Issues opening on or after October 01, 2021. The requisite information on this automated portal shall be updated periodically in intervals not exceeding two hours.
- In the interim, for the Public Issues opening from the date of this circular and till the automated web portal is live and operational, the Sponsor Banks shall send the details to the e-mail address of CUG entities periodically in intervals not exceeding three hours. In case of exceptional events viz., technical issues with UPI handles/PSPs/TPAPS/SCSB's etc., the same shall be intimated immediately to the CUG entities so as to facilitate the flow of information in the Public Offer process.
- The Stock Exchanges and Book Running Lead Manager shall facilitate providing the requisite data of CUG entities to Sponsor Bank for the development of automated web portal. Such information shall be provided to the Sponsor Bank before opening of the Public Issue.
- The Registrar to the Issue shall provide the allotment/ revoke files to the Sponsor Bank by 8:00 PM on T+3 i.e, the day when the Basis of Allotment (BOA) has to be finalized.
- The Sponsor Bank shall execute the online mandate revoke file for Non-Allottees/ Partial Allottees and provide pending applications for unblock, if any, to the Registrar to the Issue, not later than 5:00 PM on BOA+1.
- Subsequent to the receipt of the pending applications for unblock from the Sponsor Bank, the Registrar to the Issue shall submit the bank-wise pending UPI applications for unblock to the SCSBs, not later than 6:30 PM on BOA+1 and ensure that the unblocking is completed on T+4.

Our Company 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 Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that their applications are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus.

SEBI vide Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 05, 2022, which came into force for public Issue opening on or after May 01, 2022 has decided that all Individual Investors applying in Public Offers where the application amount is up to ₹ 5 Lakhs may also use UPI.

For further details, refer to the General Information Document available on the websites of the Stock Exchange and the Book Running Lead Manager.

Further, our Company and BRLM are not liable for any adverse occurrence's consequent to the implementation of the UPI Mechanism for application in the Issue.

PART A

Book Building Process

The Issue is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company, in consultation with the BRLM, allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5.00% of the QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15.00% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35.00% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Issue Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spillover from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

Investors should note that the Equity Shares will be allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, the PAN and UPI ID, for RIBs Bidding in the Retail Portion using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being allotted Equity Shares in physical form. However, they may get their Equity Shares rematerialized subsequent to allotment of the Equity Shares in the Issue, subject to applicable laws.

Application Form

Retail Individual Applicants can submit their applications by submitting Application Forms, in physical form or in electronic mode, to the members of the Syndicate, the sub-Syndicate, the SCSBs, the Registered Brokers, Registrars to an Issue and Share Transfer Agents and Depository Participants.

Application Forms will be available with the Syndicate/sub-Syndicate members, SCSBs and at our Registered Office. In addition, the Application Forms will also be available for download on the website of the Company, Book Running Lead Manager and Stock Exchange, SME Platform of NSE, at least one day prior to the Issue Opening Date.

All Applicants shall mandatorily participate in the Issue only through the ASBA process. ASBA Applicants must provide bank account details and authorization to block funds in the relevant space provided in the Application Form or alternatively, the Retail Individual Applicants wishing to apply through UPI Channel, may provide the UPI ID and validate the blocking of the funds and the Application Forms that do not contain such details are liable to be rejected. For further details on the UPI Channel please refer SEBI circular no. *SEBI/HO/CFD/DIL2/CIR/P/2018/138* dated *November 01, 2018*.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of a member of the Syndicate or the Registered Broker or the SCSBs or Registrars to an Issue and Share Transfer Agents or Depository Participants, as the case may be, submitted at the Collection centers only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

Pursuant to SEBI Circular dated *January 1, 2016* and bearing no. *CIR/CFD/DIL/1/2016*, the Application

Form has been standardized. Also, please note that pursuant to SEBI Circular *CIR/CFD/POLICYCELL/11/2015* dated *November 10, 2015* investors in public issues can only invest through ASBA mode. The prescribed colors of the Application Form for various investors applying in the Issue are as follows:

| Categories | Color* |
|--|---------------|
| Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA) | White |
| Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA) | Blue |
| Anchor Investors | White |

**Excluding Electronic Application Form*

In case of ASBA forms, the relevant Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges. For RIBs 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 RIBs for blocking of funds. For ASBA Forms (other than RIBs using 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 ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI circular no. *SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M* dated *March 16, 2021* and SEBI vide circular no. *SEBI/HO/CFD/DIL2/P/CIR/2021/570* dated *June 02, 2021*.

Designated Intermediaries (other than SCSBs) after accepting application form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Application Forms to respective SCSBs where the Applicants has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to Designated Intermediaries (other than SCSBs), with use of UPI for payment, after accepting the application form, respective intermediary shall capture and upload the relevant bid details, including UPI ID, in the electronic bidding system of Stock Exchange.

Further, Intermediaries shall retain physical application forms submitted by retail individual investors with UPI as a payment mechanism, for a period of six months and thereafter forward the same to the issuer/ Registrar to the Issue. However, in case of electronic forms, "printouts" of such applications need not be retained or sent to the issuer. Intermediaries shall, at all times, maintain the electronic records relating to such forms for a minimum period of three years.

Applicants shall only use the specified Application Form for making an Application in terms of the Red Herring Prospectus.

The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the website of the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following intermediaries (Collectively called – Designated Intermediaries")

| Sr. No. | Designated Intermediaries |
|----------------|--|
| 1. | An SCSB, with whom the bank account to be blocked, is maintained |
| 2. | A syndicate member (or sub-syndicate member) |
| 3. | A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker') |

| Sr. No. | Designated Intermediaries |
|---------|---|
| 4. | A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity) |
| 5. | A registrar to an Issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity) |

Retail 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 Application Form. It is clarified that Retail Individual Bidders may continue to submit physical ASBA Forms with SCSBs without using the UPI Mechanism.

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 application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

| | |
|--|--|
| For Applications submitted by Investors to SCSB: | After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified. |
| For application submitted by investors to intermediaries other than SCSBs: | After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue. |
| For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment: | <p>After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange.</p> <p>Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds.</p> <p>Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.</p> |

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re- submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorized our Company to make the necessary changes in the Red Herring Prospectus, without prior or subsequent notice of such changes to the Applicants. Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorising blocking of funds that are available in the bank account specified in the Application Form used by ASBA Applicants. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms/ Application Forms to the respective SCSB, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

Availability of Red Herring Prospectus and Application Forms

The Application Forms and copies of the Red Herring Prospectus may be obtained from the Registered Office of our Company and Book Running Lead Manager to the Issue as mentioned in the Application Form. The application forms may also be downloaded from the website of NSE.

Who can apply?

In addition to the category of Applicants as set forth under “General Information Document for Investing in Public Issues-Category of Investors Eligible to participate in an Issue”, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- a. Indian national 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 Applicant should specify that the application is being made in the name of the HUF in the 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. Applications by HUFs would be considered at par with those from individuals;
- c. Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d. Mutual Funds registered with SEBI;
- e. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- f. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- g. FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- 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 applicant’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 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. Insurance funds set up and managed by army, navy or air force of the Union of India;
- s. Multilateral and bilateral development financial institution;
- t. Eligible QFIs;
- u. Insurance funds set up and managed by army, navy or air force of the Union of India;
- v. Insurance funds set up and managed by the Department of Posts, India;
- w. Any other persons eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications not to be made by:

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

As per the existing RBI regulations, OCBs cannot participate in this Issue.

Maximum And Minimum Application Size

For Retail Individual Applicants

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed ₹ 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed ₹ 2,00,000.

For Other than Retail Individual Applicants (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Applicants, 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.

Applicants 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 Red Herring Prospectus.

The above information is given for the benefit of the Applicants. 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 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.

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 Issue. However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

Flow of Events from the closure of bidding period (T DAY) Till Allotment:

- On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details.

- RTA identifies cases with mismatch of account number as per bid file/ Final Certificate and as per applicant's bank account linked to depository demat account and seek clarification from SCSBs to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+ 1 day.
- RTA prepares the list of final rejections and circulate the rejections list with BRLM/ Company for their review/ comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The Designated Stock Exchange (DSE), post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
- The RTA uploads the drawal numbers in their system and generates the final list of allottees as per process mentioned below:

Process for generating list of allottees: -

- Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket/batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5th Application in each of the lot of the category and these applications will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the over subscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.
- On the basis of the above, the RTA will work out the allottees, partial allottees and non-allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

Allotment will be made in consultation with the Stock Exchange. In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category X number of Shares applied for).
- b) The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio).

For applications where the proportionate allotment works out to less than [●] Equity shares the allotment will be made as follows:

- i. Each successful applicant shall be allotted [●] Equity shares; and
 - ii. the successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
- c) If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] Equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of [●] Equity shares subject to

a minimum allotment of [●] Equity shares.

- d) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity shares, results in the actual allotment being higher than the shares Issued, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this Red Herring Prospectus.
- e) The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:
- As the retail individual investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
 - The balance net Issue of shares to the public shall be made available for allotment to Individual applicants other than retails individual investors and other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
 - The unsubscribed portion of the net Issue to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.

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 Stock Exchange. The Executive Director / Managing Director of Stock Exchange in addition to Book Running Lead Manager and Registrar to the Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

Participation by Associates /Affiliates of BRLM and the Market Makers

The BRLM, Market Maker and the Underwriter, if any shall not be entitled to subscribe to this Issue in any manner except towers fulfilling their underwriting and market making obligations. However, associates/affiliates of the BRLM/ Underwriters and Market Maker, if any may subscribe to Equity Shares in the Issue, either in the QIB Category or in the Non- Institutional Category as may be applicable to the Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Promoters and Promoter Group and any persons related to our Promoters and Promoter Group cannot participate in the Issue.

Bids by eligible NRIs

Eligible NRIs may obtain copies of Application Form from the members of the Syndicate, the sub- Syndicate, if applicable, the SCSBs, the Registered Brokers, RTAs and CDPs. 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”) 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 Application Form.

Bids by Eligible NRIs and Category III FPIs for a Bid Amount of less than ₹ 2,00,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 2,00,000 would be considered under the Non-Institutional Category for allocation in the Issue.

In case of Eligible NRIs bidding under the Retail Category through the UPI mechanism, depending on the nature of the investment whether repatriable or non-repatriable, the Eligible NRI may mention the appropriate UPI ID in respect of the NRE account or the NRO account, in the Application Form.

Eligible NRIs bidding on non-repatriation basis are advised to use the Application Form for residents (white in colour). Eligible NRIs bidding on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour). For details of restrictions on investment by NRIs, please refer to the chapter titled “*Restrictions on Foreign Ownership of Indian Securities*” beginning on page 321 of this Red Herring Prospectus.

Bids by HUFs

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Application Form as follows: “Name of sole or first Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta.” Bids by HUFs may be considered at par with Bids from individuals;

Bids By FPIs Including FIIs

On January 7, 2014, SEBI notified the SEBI FPI Regulations pursuant to which the existing classes of portfolio investors namely ‘foreign institutional investors’ and ‘qualified foreign investors’ are subsumed under a new category namely ‘foreign portfolio investors’ or ‘FPIs’. RBI on March 13, 2014 amended the FEMA Regulations and laid down conditions and requirements with respect to investment by FPIs in Indian companies.

Option to Subscribe in the Issue

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.

The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.

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 Applicants:

Our Company and the Book Running Lead Manager shall declare the Issue Opening Date and Issue 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.

Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.

Copies of the Application Form along with Abridged Red Herring Prospectus and copies of the Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Application Forms will also be available on the websites of the Stock Exchange.

Any applicant who would like to obtain the Red Herring Prospectus and/ or the Application Form can obtain the same from our Registered Office.

Applicants who are interested in subscribing for the Equity Shares should approach Designated

Intermediaries to register their applications.

Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.

The 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 application forms that do not contain such details are liable to be rejected.

Applicants applying directly through the SCSBs should ensure that the 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 Application Form, before entering the ASBA application into the electronic system.

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 Applicants, or in the case of application in joint names, the first Applicant (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 Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Applicants.

The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the 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 Application Form is liable to be rejected.

Application by Indian Public including eligible NRIs applying on Non-Repatriation Basis

Application must be made only in the names of individuals, Limited Companies or Statutory Corporations/institutions and not in the names of Minors, Foreign Nationals, Non Residents Indian (except for those applying on non-repatriation), trusts, (unless the Trust is registered under the Societies Registration Act, 1860 or any other applicable Trust laws and is authorized under its constitution to hold shares and debentures in a Company), Hindu Undivided Families, Partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public. Eligible NRIs applying on a non-repatriation basis should authorize their SCSB to block their NRE/FCNR accounts as well as NRO accounts.

Applications by eligible NRIs on Repatriation Basis

Application Forms have been made available for eligible NRIs at our registered office.

Eligible NRIs applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under reserved category. The Eligible NRIs who intend

to get the amount blocked in the Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians and shall not use the forms meant for reserved category.

Under FEMA, general permission is granted to companies vide notification no. *FEMA/20/2000 RB* dated *May 03, 2000* to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 (thirty) days from the date of issue of shares of allotment to NRIs on repatriation basis.

Allotment of Equity shares to Non-Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity shares will be allowed to be repatriated along with the income thereon subject to the permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

Application by FPIs (including FIIs)

In terms of the SEBI FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered 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 sub-account may, subject to payment of conversion fees under the SEBI FPI Regulations participate in the Issue until the expiry of its registration with SEBI as an FII or sub-account, or if it has obtained a certificate of registration as an FPI, whichever is earlier. Accordingly, such FIIs can, subject to the payment of conversion fees under the SEBI FPI Regulations, participate in this Issue in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In terms of the SEBI FPI Regulations, the purchase of Equity Shares and total holding by a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral 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.

Further, pursuant to the Master Directions on Foreign Investment in India issued by the RBI dated January 4, 2018 (updated as on March 8, 2019) the investments made by a SEBI registered FPI in a listed Indian company will be reclassified as FDI if the total shareholding of such FPI increases to more than 10% of the total paid-up equity share capital on a fully diluted basis or 10% or more of the paid-up value of each series of debentures or preference shares or warrants.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

- a. 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 investor and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may Offer, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it 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 such offshore derivative instruments are issued after compliance with 'know your client' norms. Further, pursuant to a Circular dated November 24, 2014 issued by the SEBI, FPIs are permitted to

issue offshore derivative instruments only to subscribers that (i) meet the eligibility criteria set forth in Regulation 4 of the SEBI FPI Regulations; and (ii) do not have opaque structures, as defined under the SEBI FPI Regulations. 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. Further, where an investor has investments as FPI and also holds positions as an overseas direct investment subscriber, investment restrictions under the SEBI FPI Regulations; and

- b. prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Application by SEBI registered Alternative Investment Fund (AIF), Venture Capital Funds and Foreign Venture Capital Investors

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. As per the current regulations, the following restrictions are applicable for SEBI registered venture capital funds and foreign venture capital investors: Accordingly, the holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one Company. Further, Venture Capital Funds and Foreign Venture Capital investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer. The SEBI (Alternative Investment funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's. 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 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 Regulations shall continue to be regulated by the VCF 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 and the BRLM will not be responsible for loss, if any, incurred by the Applicant.

Application by Mutual Funds

As per the current regulations, the following restrictions are applicable for investments by Mutual fund:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any 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 Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate 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 Applications clearly indicate the scheme concerned for which the Application has been made.

The Application made by Asset Management Companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

Applications by Limited Liability Partnerships

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the LLP Act, 2008 must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof. Limited liability partnerships can participate in the Issue only through the ASBA process.

Applications by Insurance Companies

In case of applications made by insurance companies registered with IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company consultation with the BRLM, reserves the right to reject any application, without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 (the “IRDAI Investment Regulations”), as amended (the “IRDA Investment Regulations”), are broadly set forth below:

- i. Equity shares of a company: the lower of 10% of the outstanding Equity Shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- ii. 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
- iii. 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.
- iv. 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 points (i), (ii) and (iii) above, as the case may be.

The above limit of 10.00% shall stand substituted as 15.00% of outstanding equity shares (face value) for insurance companies with investment assets of ₹25,00,000 million or more and 12.00% of outstanding equity shares (face value) for insurers with investment assets of ₹5,00,000.00 million or more but less than ₹25,00,000.00 million.

Insurance companies participating in this Issue, shall comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time.

Applications under Power of Attorney

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FIIs, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of ₹ 2,500 Lacs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2,500 Lacs, 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 with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

With respect to the applications by VCFs, FVCIs and FPIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may belong with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolutions or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be submitted along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by the IRDA must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made by to the power of attorney by FIIs, a certified copy of the power of attorney the relevant resolution or authority, as the case may be along with the certified copy of SEBI registration certificate must be lodged with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In the case of Applications made by provident funds, subject to applicable law, with minimum corpus of ₹ 2500 Lacs and pension funds with minimum corpus of ₹ 2500 Lacs, 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 Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that the Company and the Book Running Lead Manager may deem fit.

Application by Provident Funds/Pension Funds

In case of Applications made by provident funds with minimum corpus of ₹ 2,500 Lakhs (subject to applicable law) and pension funds with minimum corpus of ₹ 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Applicants. Our 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 filing of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the maximum number of Equity Shares applied for, or maximum investment limits do not exceed the applicable limits under laws or regulations or as specified in this Red Herring Prospectus.

Applications by Banking Companies

In case of Applications 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 Application Form, failing which our Company reserve the right to reject any Application without assigning any reason. The investment limit for banking companies in non-financial services Companies as per the Banking Regulation Act, 1949, and the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee Company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

Applications by SCSBs

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered with the IRDA, a certified copy of certificate of registration issued by IRDA must SCSBs. Further, such

account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Applications by Systemically Important Non-Banking Financial Companies In case of Applications made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor, and (iii) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof. Systematically Important NBFCs participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time. Issue Procedure for Application Supported by Blocked Account (ASBA) Applicants

In accordance with the SEBI Circular No. *CIR/CFD/POLICYCELL/11/2015* dated *November 10, 2015* all the Applicants 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 Red Herring Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA 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 www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, the key terms for participation by Anchor Investors are provided below.

- 1) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLM.
- 2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹200 lakhs. A Bid cannot be submitted for over 60.00% 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 lakhs.
- 3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
- 4) Bidding for Anchor Investors will open one Working Day before the Bid/ Issue Opening Date.
- 5) Our Company, in consultation with the BRLM will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than:
 - a. maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹200 lakhs;
 - b. minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹200 lakhs but up to ₹2,500 lakhs, subject to a minimum Allotment of ₹100 lakhs per Anchor Investor; and
 - c. in case of allocation above ₹2,500 lakhs under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 lakhs, and an additional 10 Anchor Investors for every additional ₹2,500 lakhs, subject to minimum allotment of ₹100 lakhs per Anchor Investor.

- 6) Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation will be made available in the public domain by the BRLM before the Bid/ Issue Opening Date, through intimation to the Stock Exchange.
- 7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- 8) If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.
- 9) One half of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.
- 10) Neither the BRLM or any associate of the BRLM (other than mutual funds sponsored by entities which are associate of the BRLM or insurance companies promoted by entities which are associate of the BRLM or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the BRLM or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the BRLM shall apply under the Anchor Investors category. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

For more information, please read the General Information Document.

Method and Process of Applications

- 1) The Designated Intermediaries shall accept applications from the Applicants during the Issue Period.
- 2) The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.
- 3) During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.
- 4) The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Issue.
- 5) Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs, where blocking of funds will be done by respective SCSBs only). All applications shall be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt.

| | |
|---|--|
| For Applications submitted by investors to SCSB: | After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified. |
|---|--|

For applications submitted by investors to intermediaries there than SCSBs:

After accepting the application form, respective Designated Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

- 6) The Designated Intermediaries will enter each application option into the electronic collecting system as a separate application and generate a TRS and give the same to the applicant.
- 7) Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.
- 8) If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.
- 9) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request.
- 10) The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal/ failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

Terms of payment

The entire Issue price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

Payment mechanism

The applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the 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 Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application

Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Applicant, 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.

Unblocking of ASBA Account

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account as per section 40 (3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

Maximum and Minimum Application Size

The applications in this Issue, being a Book Built Issue, will be categorized into two; For Retail Individual Applicants. The Application must be for a minimum of [●] Equity Shares so as to ensure that the Application amount payable by the Applicant does not exceed ₹ 2,00,000

For Other Applicants (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter.

A person shall not make an application in the net offer category for a number of specified securities that exceeds the total number of securities offered to the public. Further, the maximum application by non-institutional investors shall not exceed total number of specified securities offered in the offer less total number of specified securities offered in the offered to qualified institutional buyers.

Further, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws.

In case of revision in Applications, the Non-Institutional Applicants, 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.

Applicants are advised to ensure that any single Application form 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 the Red Herring Prospectus.

Option to Receive Equity Shares in Dematerialized Form

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form in compliance of the Companies Act, 2013.

Furnishing the details depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.

The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

Pre-Issue Advertisement

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 Offer 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 Offer have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

The information set out above is given for the benefit of the Bidders/applicants. Our 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 Red Herring Prospectus. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

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 p.m. of next Working Day from the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
 - i. The applications accepted by them,
 - ii. The applications uploaded by them
 - iii. The applications accepted but not uploaded by them or with respect to applications by Applicants, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking offunds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
 - i. The applications accepted by any Designated Intermediaries
 - ii. The applications uploaded by any Designated Intermediaries or
 - iii. The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will Offer an electronic facility for registering applications for the Issue. This facility will available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.

6. With respect to applications by Applicants, 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 Application Forms to Designated Branches of the SCSBs for blocking of funds:

| S. No | Details* |
|-------|-------------------|
| 1. | Symbol |
| 2. | Intermediary Code |
| 3. | Location Code |
| 4. | Application No. |
| 5. | Category |
| 6. | PAN |
| 7. | DP ID |
| 8. | Client ID |
| 9. | Quantity |
| 10. | Amount |

**Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into the on-line system:
- Name of the Applicant;
 - IPO Name;
 - Application Form Number;
 - Investor Category;
 - PAN (of First Applicant, if more than one Applicant);
 - DP ID of the demat account of the Applicant;
 - Client Identification Number of the demat account of the Applicant;
 - Number of Equity Shares Applied for;
 - Bank Account details;
 - Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained, and Bank account number.
8. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA 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 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.
- Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
10. In case of Non Retail Applicants and Retail Individual Applicants, 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.
11. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the

correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoters, 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 Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

12. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
13. The SCSBs shall be given one day after the Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.

The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

Allocation of Equity shares

1. The Issue is being made through the Book Built Process wherein [●] Equity Shares shall be reserved for Market Maker and [●] Equity shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being received from Retail Individual Applicants at the Issue Price. The balance of the Net Issue will be available for allocation on proportionate basis to Non-Retail Applicants.
2. Under-subscription if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company, in consultation with the Book Running Lead Manager and the Stock Exchange.
3. Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
4. In terms of SEBI Regulations, Non Retail Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage.
5. Allotment status details shall be available on the website of the Registrar to the Issue.

Signing of Underwriting Agreement and Filing of Prospectus with ROC

- a. Our company will enter into an Underwriting agreement before filing prospectus.
- b. A copy of the Red Herring Prospectus will be filed with the RoC in terms of Section 26 of Companies Act, 2013.

Pre-Issue Advertisement

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. 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) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation.

Issuance of Allotment Advice

Upon approval of the Basis of Allotment by the designated stock exchange, the Registrar shall upload on its website.

On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Issue.

The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to the Applicants who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.

Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

Designated Date

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will Issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any

Advertisement regarding Issue price and Red Herring Prospectus

Our Company will issue a statutory advertisement after the filing of the Red Herring Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the floor Price and cap price.

Minimum Subscription

This Issue is not restricted to any minimum subscription level. This Issue 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 thirty days from the date of Issue of the Red Herring Prospectus, or such other period as may be specified by the Securities and Exchange Board, the amount received under sub-section (1) shall be returned within such time and manner as maybe prescribed under that section. If the Issuer does not received the subscription of 100% of the Issue through this Issue document including devolvement of underwriters within Sixty Days from the date of closure of the Issue, the Issuer shall Forthwith refund the entire subscription amount received. If there is a delay beyond four days after the Issuer become liable to pay the amount, the Issuer shall pay interest prescribed under section 39 of the Companies act, 2013.

General Instructions

Do's:

1. Check if you are eligible to apply;
2. Read all the instructions carefully and complete the applicable Application Form;
3. Ensure that the details about the Depository Participant and the beneficiary account are correct as Allotment of Equity Shares will be in the dematerialized form only;
4. All Bidders should submit their Bids through the ASBA process only;
5. Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. In case of joint Bids, ensure that First Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the First Bidder is included in the Application Form;
7. Bidders (other than RIIs bidding through the non-UPI Mechanism) should submit the Application Form only at the Bidding Centers, i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the CRTA at the Designated RTA Locations or CDP at the Designated CDP Locations. RIIs bidding through the non-UPI Mechanism should either submit the physical Application Form with the SCSBs or Designated Branches of SCSBs under Channel I (described in the UPI Circulars) or submit the Application Form online using the facility of 3-in 1 type accounts under Channel II (described in the UPI Circulars);
8. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than RIBs using the UPI Mechanism) in the Application Form;
9. RIBs using the UPI Mechanism should ensure that the correct UPI ID (with maximum length of 45 characters including the handle) is mentioned in the Application Form;
10. RIBs using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the Bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. RIBs shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019;
11. RIBs bidding using the UPI Mechanism should ensure that they use only their own bank account linked UPI ID to make an application in the Issue;
12. RIBs submitting an Application Form using the UPI Mechanism, should ensure that: (a) the bank where the bank account linked to their UPI ID is maintained; and (b) the Mobile App and UPI handle being used for making the Bid is listed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;
13. RIBs submitting a Bid-cum Application Form to any Designated Intermediary (other than SCSBs) should ensure that only UPI ID is included in the Field Number 7: Payment Details in the Application Form;
14. RIBs using the UPI Mechanism shall ensure that the bank, with which it has its bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI;
15. If the first applicant is not the account holder, ensure that the Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
16. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Application Forms;

17. QIBs and Non-Institutional Bidders should submit their Bids through the ASBA process only. Pursuant to SEBI circular dated November 01, 2018 and July 26, 2019, RII shall submit their bid by using UPI mechanism for payment;
18. Ensure that the name(s) given in the 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 Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
19. Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your Bid options;
20. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
21. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
22. Bidders, other than RIBs using the UPI Mechanism, shall ensure that they have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries
23. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the I.T. 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;
24. Ensure that the Demographic Details are updated, true and correct in all respects;
25. 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;
26. Ensure that the category and the investor status is indicated;
27. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
28. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
29. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names

are in the same sequence in which they appear in the Application Form;

30. Ensure that the Application Forms are delivered by the Bidders within the time prescribed as per the Application Form and the Red Herring Prospectus;
31. Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Application Form;
32. Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Issue;
33. Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
34. Ensure that you have correctly signed the authorization/undertaking box in the Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Application Form at the time of submission of the Bid;
35. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
36. RIBs 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 UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RIB may be deemed to have verified the attachment containing the application details of the RIB 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 Application Form;
37. RIBs shall ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid / Issue Closing Date.
38. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;
39. RIBs using the UPI Mechanism, who have revised their Bids subsequent to making the initial Bid, should also approve the revised Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner; and
40. Bids by Eligible NRIs and HUFs for a Bid Amount of less than ₹ 200,000 would be considered under the Retail Portion, and Bids for a Bid Amount exceeding ₹ 200,000 would be considered under the Non-Institutional Portion, for the purposes of allocation in the Issue.

The 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 apply for lower than the minimum Application size.
2. Do not apply for a price different from the price mentioned herein or in the Application Form;

3. Do not pay the Application Price in cash, cheque, by money order or by postal order or by stock invest;
4. RIBs should not submit a Bid using the UPI Mechanism, unless the name of the bank where the bank account linked to your UPI ID is maintained, is listed on the website of the SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;
5. RIB should not submit a Bid using the UPI Mechanism, using a Mobile App or UPI handle, not listed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;
6. Do not send Application Forms by post, instead submit the Designated Intermediary only;
7. Do not submit the Application Forms to any non-SCSB bank or our Company.
8. Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
9. Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
10. Do not apply for an Application Amount exceeding ₹ 2,00,000 (for applications by Retail Individual Applicants);
11. Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
12. Do not submit the General Index Register number instead of the PAN as the application is liable to be rejected on this ground;
13. Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
14. Do not submit applications on plain paper or incomplete or illegible Application Forms in a colour prescribed for another category of Applicant;
15. All Investors submit their applications through the ASBA process only except as mentioned in SEBI Circular No. *SEBI/HO/CFD/DCR2/CIR/P/2019/133* dated *November 08, 2019* & *SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M* dated *March 16, 2021*;
16. Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended;
17. 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 RIB Bidders using the UPI Mechanism;
18. Do not Bid for a Bid Amount exceeding ₹ 2,00,000 (for Bids by Retail Individual Investors);
19. 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 Investor. Retail Individual Investors bidding in the Employee Reservation Portion can revise or withdraw their Bids until the Bid/Issue Closing Date

The Applications should be submitted on the prescribed 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 Bidder 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 Bidder would be required in the Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders.

All communications may be addressed to such Bidders and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

Multiple Bids

A Bidder should submit only one Application Form. Submission of a second Application Form to either the same or to another member of the Syndicate, the sub-Syndicate, SCSB, Registered Broker, RTA and CDP and duplicate copies of Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

Investor Grievance

In case of any pre-Issue or post-Issue related problems regarding demat credit/refund orders/unblocking etc., the Investors can contact the Compliance Officer of our Company.

Nomination Facility to Bidders

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

Submission of Bids

- I. During the Bid/ Issue Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- II. In case of Bidders (excluding NIIs) Bidding at Cut-off Price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- III. For Details of the timing on acceptance and upload of Bids in the Stock Exchange Platform Bidders are requested to refer to the Red Herring Prospectus.

Grounds of Technical Rejections

Bidders are advised to note that SEBI, vide Circular No. *CIR/CFD/14/2012* dated *October 04, 2012* has introduced an additional mechanism for investors to submit Application forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com. With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. *CIR/CFD/POLICY CELL/11/2015* dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Issue with effect front January 01, 2016. The List of ETA and DPs centres for collecting the application is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com.

Applicant'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 Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Please note that, furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicant's bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Bank Account details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants' sole risk and neither the Book Running Lead Manager nor the Registrar to the Issue or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Submission of Application Form

All 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 application form, in physical or electronic mode, respectively.

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 SME Platform of NSE where the Equity Shares are proposed to be listed are taken within 6 (Six) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

- i. Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Issue Closing Date;
- ii. Giving of Instructions for refund by unblocking of amount via ASBA not later than 4(four) working days of the Issue Closing Date, would be ensured; and
- iii. 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 Applicants, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

Grounds for Rejection

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the highest value of 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;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insanepersons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of [●];
- The amounts mentioned in the Application Form/Application Form does not tally with the amount payable for thevalue 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 Applications as defined in the Red Herring Prospectus;
- Applications made using a third party bank account or using third party UPI ID linked bank account
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Red Herring Prospectus and as per the instructions in the Red Herring Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulations or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Applications not duly signed;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications by Applicants, other Retail Individual Applicants, not submitted through ASBA process and

- Applications by Retail Individual Applicants not submitted through ASBA process or the UPI process;
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of ₹ 2,00,000, received after 3.00 pm on the Issue Closing Date;
- Applications not containing the details of Bank Account and/or Depositories Account.
- In case of Retail Individual Applicants applying through the UPI mechanism, details of UPI ID, not provided in the Application form

For details of instruction in relation to the Application Form, Applicants may refer to the relevant section of GID and UPI Circular.

Equity Shares in Dematerialized Form with NSDL or CDSL

- a. An applicant applying for Equity Shares in demat form must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the application.
- b. The applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's Identification number) appearing in the Application Form or Revision Form.
- c. Equity Shares allotted to a successful applicant will be credited in electronic form directly to the Applicant's beneficiary account (with the Depository Participant).
- d. Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- e. If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- f. The Applicant is responsible for the correctness of his or her demographic details given in the Application Form vis- à-vis those with their Depository Participant.
- g. It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange platform where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- h. The trading of the Equity Shares of our Company would be only in dematerialized form.

Communications

Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and a copy of the acknowledgement slip.

BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGE BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.

Equity Shares in Dematerialized Form With NSDL Or CDSL

To enable all shareholders of the 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. Agreement dated June 27, 2024 among NDSL, the Company and the Registrar to the Issue; and
- b. Agreement dated July 10, 2024 among CDSL, the Company and the Registrar to the Issue.
- c. The Company's shares bear ISIN no: INE0YHV01011

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| <p>To, Abhishek Kumar Pandey, Company Secretary & Compliance Officer OBSC Perfection Limited Address: 6F, 6th Floor, M-6, Uppal Plaza, Jasola District Centre, South Delhi- 110025, India Telephone: 011-2697 2586 Website: www.obscperfection.com Email id: abhishek@obscperfection.com</p> | <p>To, Bigshare Services Private Limited S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai –400 093, Maharashtra, India Telephone: 022-6263 8200 Facsimile:022-6263 8299 Email: ipo@bigshareonline.com Investor grievance email: investor@bigshareonline.com Contact Person: Babu Rapheal C Website: www.bigshareonline.com SEBI Registration Number: INR000001385 CIN: U99999MH1994PTC076534</p> |
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Payment into Escrow Account(s) for Anchor Investors

Our Company, in consultation with the BRLM, 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 favor of:

- (a) In case of resident Anchor Investors: “[●]-IPO-Anchor Investor-R”; and
- (b) In case of Non-Resident Anchor Investors: “[●]-IPO-Anchor Investor-NR”.

Anchor Investors should note that the escrow mechanism is not prescribed by the SEBI and has been established as an arrangement between our Company and the Syndicate, if any the Escrow Collection Bank and the Registrar to the Issue to facilitate collections of Bid amounts from Anchor Investors.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a Pre-Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in: All edition of Business Standard an English national newspaper and all editions of Business Standard, a Hindi national daily newspaper and Delhi edition of Gurgaon mail (Hindi being the regional language of Delhi, where our Registered office is located). In the Pre-Issue advertisement, we shall state the Bid/Issue Opening Date and the Bid/Issue Closing Date. The 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 ICDR Regulations

Disposal of Applications and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment advice, instructions to SCSBs and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within one working day of the date of Allotment of Equity Shares.

The Company shall use best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of NSE where the Equity Shares are proposed to be listed are taken within 6 (six) working days of closure of the Issue.

Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who—

- a. Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- b. Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- c. Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”

Shall be liable for action under section 447 of Companies Act, 2013 and shall be treated as Fraud.

Procedure and time for allotment and demat credit

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the 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.

Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders who have been Allotted Equity Shares in the Issue.

- a) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- b) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Bidders Depository Account which will be completed within 4 Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Bidder depository account is completed within one Working Day from the date of Allotment, after the funds are transferred from the Public Issue Account on the Designated Date.

Basis of Allotment

Allotment will be made in consultation with NSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

The total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).

For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:

Each successful applicant shall be allotted [●] equity shares; and

The successful applicants out of the total applicants for that category shall be determined by the 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 (2) above.

If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.

If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.

Since present Issue is a Book Built Issue, the allocation in the net Issue to the public category in terms of

Regulation 253 of the SEBI (ICDR) Regulations, 2018 shall be made 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 per cent. to qualified institutional buyers, five per cent. 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 per cent. allocation available in terms of clause (c), mutual funds shall be eligible for allocation under the balance available for qualified institutional buyers.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

Names of entities responsible for finalizing the Basis of Allotment in the event of Under Subscription.

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Issue size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange.

The Executive Director/Managing Director of the SME Platform of NSE – the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

As per the RBI regulations, OCBs are not permitted to participate in the Issue.

There is no reservation for Non-Residents, NRIs, FPIs and foreign venture capital funds and all Non Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.

Undertakings by Our Company

We undertake as follows:

- That the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
- That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (six) Working days of closure of the Issue;
- That if the Company do not proceed with the Issue, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
- That our Promoter's contribution in full has already been brought in;
- That no further issue of Equity Shares shall be made till the Equity Shares Issued through the Red Herring Prospectus are listed or until the Application monies are unblocked on account of non-listing, under subscription etc. and That if the Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh Issue document with the ROC/ SEBI, in the event our Company subsequently decides to proceed with the Issuer;

- That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by us;
- That where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the specified period of closure of the Issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- That Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received;
- Adequate arrangements shall be made to collect all Application Forms from the Applicants;
- That the certificates of the securities/refund orders to Eligible NRIs shall be dispatched within specified time; and that none of the promoters or directors of the company is wilful defaulter or Fraudulent Borrower under Section 5(c) of SEBI (ICDR) Regulations, 2018.
- that except for any allotment of Equity Shares pursuant to the Pre-IPO Placement, no further issue of Equity Shares shall be made until the Equity Shares issued or Issued through the Red Herring Prospectus are listed or until the Bid monies are refunded / unblocked in the ASBA Accounts on account of non-listing, under-subscription, etc.

Utilization of Issue Proceeds

The Board of Directors of our Company certifies that:

- a) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- b) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the Issue proceeds remains unutilized, under an appropriate head in the balance sheet of our company indicating the purpose for which such monies have been utilized;
- c) Details of all unutilized monies out of the Issue, if any shall be disclosed under an appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and
- d) Our Company shall comply with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
- e) Our Company shall not have recourse to utilize the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- f) Our Company undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 (“FEMA”). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India (“RBI”) and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”).

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“FDI”) through press notes and press releases. The DIPP, has issued consolidated FDI Policy Circular of 2020 (“FDI Policy 2020”), which with effect from *October 15, 2020*, 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 from time to time and therefore, FDI Policy 2020 will be valid until the DIPP issues an updated circular.

The RBI issues Master Directions on Foreign Investment in India and updates the same from time to time. Presently, FDI in India is being governed by Master Directions on Foreign Investment No. *RBI/FED/2017-18/60 FED Master Direction No. 11/2017-18* dated *January 4, 2018*, as updated from time to time by RBI. In terms of the Master Directions, 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 Directions.

Under the current applicable FDI Policy of 2020, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present our Company is involved in the business of manufacturing. 100% foreign direct investment through automatic route is permitted in the sector in which our Company operates.

At Present, the FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations, 2017 has been superseded by FEMA (Non -Debt Instruments) Rules, 2019 dated October 17, 2019 (FEMA Non-Debt Rules). The sectoral cap given in the FEMA Non-Debt Rules shall come into effect from April 01, 2020.

As per the extant policy of the Government of India, OCBs cannot participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation. An erstwhile OCB may transfer equity instruments subject to the directions issued by the Reserve Bank of India from time to time in this regard. 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 issue, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines.

Investment conditions/restrictions for overseas entities

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, Foreign Portfolio Investors (FPIs), Non-Resident Indian (NRI)/ Overseas Citizen of India (OCI), Limited Liability Partnerships (LLPs), Foreign Venture Capital

Investor (FVCI), Investment Vehicles and Depository Receipts (DRs) under Schedule I, II, III, VI, VII, VIII and IX of the FEMA Non Debt Rules. Any equity holding by a person resident outside India resulting from the conversion of any debt instrument under any arrangement shall be reckoned as a foreign investment under the sectoral cap.

i) Investment by FPIs under Portfolio Investment Scheme (PIS):

Aggregate FPI up to 49% of the paid up capital on a fully diluted basis or the sectoral or statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions as the case may be, if such investment does not result in the transfer of ownership or control to persons resident outside India and other investments by a person resident outside India shall be subject to the conditions of Government approval and compliance of sectoral conditions as laid down in the FEMA Non Debt Rules.

Other foreign investments will be subject to conditions of Government approval and compliance with sectoral conditions as per FDI Policy 2020 till the time the new sectoral cap as mentioned in the FEMA Non-Debt Rules comes into effect. The total foreign investment, direct and indirect, in the issuing entity, will not exceed the sectoral/statutory cap.

With regards to purchase/sale of equity instruments of an Indian company by an FPI under PIS, the total holding by each FPI or an investor group shall be less than 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.

With effect from the April 01, 2020, the aggregate limit shall be the sectoral caps applicable to the Indian company as laid out in sub-paragraph (b) of paragraph 3 of Schedule I of the FEMA Non Debt Rules, with respect to its paid-up equity capital on a fully diluted basis or such same sectoral cap percentage of paid up value of each series of debentures or preference shares or share warrants.

The aggregate limit as provided in sub-paragraph (b) of paragraph 3 of Schedule I may be decreased by the Indian company concerned to a lower threshold limit of 24% or 49% or 74% as deemed fit, with the approval of its Board of Directors and its General Body through a resolution and a special resolution, respectively before March 31, 2020. Further, the Indian company which has decreased its aggregate limit to 24% or 49% or 74%, may increase such aggregate limit to 49% or 74% or the sectoral cap or statutory ceiling respectively as deemed fit, with the approval of its Board of Directors and its General Body through a resolution and a special resolution, respectively. Also, once the aggregate limit has been increased to a higher threshold, the Indian company cannot reduce the same to a lower threshold. The aggregate limit with respect to an Indian company in a sector where FDI is prohibited shall be 24%.

(ii) Investment by NRI or OCI on repatriation basis:

The purchase/sale of equity instruments as defined under the FEMA Non Debt Rules of a listed Indian company on repatriation basis on a recognized stock exchange in India by NRI or OCI is allowed subject to certain conditions under Schedule III of the FEMA Non Debt Rules that is:

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.

(iii) Investment by NRI or OCI on non-repatriation basis

The Schedule IV of the FEMA Non-Debt Rules deals with Purchase/ sale of equity Instruments or convertible notes or units or contribution to the capital of a LLP by a NRI or OCI on non-repatriation basis. It shall be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions by RBI.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“US Securities Act”) or any other state securities laws in the United States of America and may not be sold or Offered within the United States of America, or to, or for the account or benefit of “US Persons” as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being Offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those Offers and sale occur.

Further, no Issue to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the “Prospectus Directive”) has been or will be made in respect of the Issue in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such Issue made under exemptions available under the Prospectus Directive, provided that no such Issue shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorized. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Red Herring Prospectus.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

SECTION X-MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

THE COMPANIES ACT, 2013 (COMPANY LIMITED BY SHARES) ARTICLES OF ASSOCIATION OF OBSC PERFECTION LIMITED

Preliminary

1. Subject as hereinafter provided the Regulations contained in Table 'F' in the First Schedule to the Companies Act, 2013 shall apply to the Company except in so far as otherwise expressly incorporated herein below.

Interpretation

2. (1) In these regulations
 - (a) “the Act” means the Companies Act, 2013,
 - (2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

Public Company

3. The Company is a Public Company within the meaning of Section 2(71) of the Companies Act, 2013 and accordingly: -
 - i. Which is not a private company;

Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its article

Share capital and variation of rights

4. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
5. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided, —
 - (a) one certificate for all his shares without payment of any charges; or
 - (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
- (ii) Every certificate shall be under the signatures and shall specify the shares to which it relates and the amount paid-up thereon.

- (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
6. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
- (ii) The provisions of Articles (5) and (6) shall mutatis mutandis apply to debentures of the company.
7. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
8. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
- (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40
- (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
9. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
- (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
10. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
11. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

Lien

12. (i) The company shall have a first and paramount lien-
- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
- (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

- (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
13. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:
- Provided that no sale shall be made—
- (a) unless a sum in respect of which the lien exists is presently payable; or
(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
14. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
15. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

16. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:
- Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.
- (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
- (iii) A call may be revoked or postponed at the discretion of the Board.
17. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.
18. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
19. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.
(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
20. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

21. The Board-

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

Transfer of shares

22. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

23. The Board may, subject to the right of appeal conferred by section 58 decline to register-

(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve;

or

(b) any transfer of shares on which the company has a lien.

24. The Board may decline to recognise any instrument of transfer unless-

(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

25. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

Transmission of shares

26. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

27. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either-

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

28. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

29. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

Forfeiture of shares

30. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

31. The notice aforesaid shall—

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

32. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

33. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

34. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

- (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
35. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
- (iii) The transferee shall thereupon be registered as the holder of the share; and
- (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
36. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Alteration of capital

37. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
38. Subject to the provisions of section 61, the company may, by ordinary resolution,—
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
39. Where shares are converted into stock, —
- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:
Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
- (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up)

shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stockholder” respectively.

40. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law, —
- (a) its share capital;
 - (b) any capital redemption reserve account; or
 - (c) any share premium account.

Capitalisation of profits

41. (i) The company in general meeting may, upon the recommendation of the Board, resolve—
- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
 - (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause
- (iii), either in or towards—
- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
 - (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
 - (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

42. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—
- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
 - (b) generally, do all acts and things required to give effect thereto.

(ii) The Board shall have power—

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions

of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

43. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

General meetings

44. All general meetings other than annual general meeting shall be called extraordinary general meeting.

45. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

46. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

47. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

48. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

49. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

Adjournment of meeting

50. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

51. Subject to any rights or restrictions for the time being attached to any class or classes of shares, —
- (a) on a show of hands, every member present in person shall have one vote; and
 - (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
52. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
53. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
54. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
55. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
56. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
57. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

58. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
59. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
60. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

61. The following shall be the first Directors of the company: -

1. Asha Narang
 2. Sanjeev Verma
 3. Ashwani Leekha
 4. Saksham Leekha
62. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—
- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
- (b) in connection with the business of the company.
63. The Board may pay all expenses incurred in getting up and registering the company.
64. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
65. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
66. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
67. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

Proceedings of the Board

68. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
69. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
70. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing

directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

71. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

72. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

73. (i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

74. (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

75. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

76. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

77. Subject to the provisions of the Act, —

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

78. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

Dividends and Reserve

79. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
80. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
81. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.
- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
82. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
83. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
84. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
85. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
86. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
87. No dividend shall bear interest against the company.

Accounts

88. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.
(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

Winding up

89. Subject to the provisions of Chapter XX of the Act and rules made thereunder—

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

90. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

SECTION XI – 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 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 Red Herring Prospectus, will be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company from date of filing the Red Herring Prospectus with RoC to Issue Closing Date on Working Days from 10.00 a.m. to 5.00 p.m.

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable laws.

Material Contracts:

- 1) Issue Agreement dated July 23, 2024, between our Company and BRLM.
- 2) Registrar Agreement dated July 23, 2024, between our Company and the Registrar to the Issue.
- 3) Banker to the Issue agreement dated October 11, 2024 amongst our Company, the Registrar to the Issue, the BRLM, Banker to the Issue, Sponsor Bank, Refund Bank and Syndicate Member.
- 4) Syndicate agreement dated October 11, 2024 entered into amongst our Company, the BRLM, the Syndicate Member.
- 5) Underwriting Agreement dated October 08, 2024 between our Company, the BRLM and Underwriters.
- 6) Market Making Agreement dated October 08, 2024 between our Company, the BRLM and Market Maker.
- 7) Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated June 27, 2024
- 8) Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated July 10, 2024

Material Documents

- 1) Certified true copy of Certificate of Incorporation, Memorandum and Articles of Association of our Company as amended from time to time;
- 2) Board resolution and special resolution passed pursuant to Section 62 (1)(c) of the Companies Act, 2013 by the Board and shareholders of our Company approving the Issue, at their meetings held on July 10, 2024, and July 12, 2024, respectively;
- 3) Resolution of the Board of Directors of our Company dated July 23, 2024 approving the Draft Red Herring Prospectus and amendments thereto.
- 4) Resolution of the Board of Directors of our Company dated October 16, 2024 approving the Red Herring Prospectus and amendments thereto

- 5) The examination reports dated October 07, 2024, issued by the Peer Review Auditor, on our Company's Restated Financial Statements, included in this Red Herring Prospectus.
- 6) Certificate on Key Performance Indicators (KPIs) issued by Peer review auditor dated October 09, 2024.
- 7) Copies of the Audited Financial Statements of our Company Fiscals 2024, 2023 and 2022.
- 8) Resolution of shareholders of our company dated May 22, 2024 approving re-designation as Managing Director;
- 9) Consent dated October 09, 2024, from the Peer Review Auditor, Chartered Accountants, to include their name as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as the Peer Review Auditor and in respect of the: (i) Restated Financial Statements and their examination report, and (ii) the Statement of Possible tax benefits included in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus.
- 10) Consent dated October 09, 2024, by M/s Niyo Value Experts Private Limited, Independent Chartered Engineer, to include their name in this Red Herring Prospectus and as an "Expert" defined under Section 2(38) of the Companies Act, in respect of the certificates dated October 09, 2024.
- 11) Consents of Promoters, Directors, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditor, Peer Review Auditor, Bankers to the Company, Legal Advisor to the Issue, Book Running Lead Manager, Registrar to the Issue, Syndicate Member, the Escrow Collection Bank(s), Market Maker, Underwriter and Bankers to the Issue/Public Issue Bank/Refund Banker and Sponsor Banker to act in their respective capacities;
- 12) Due Diligence Certificate from Book Running Lead Manager dated July 23, 2024 addressed to SEBI from the BRLM.
- 13) Copy of In- Principle Approval from NSE by way of letter dated October 01, 2024, to use the name of NSE in this issue document for listing of Equity Shares on NSE EMERGE (SME Platform of The National Stock Exchange of India Limited).

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Red Herring Prospectus are true and correct.

SIGNED BY THE NON EXECUTIVE DIRECTOR

Asha Narang
Chairman and Non Executive Director

Place: Delhi
Date: October 16, 2024

DECLARATION

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Red Herring Prospectus are true and correct.

SIGNED BY THE EXECUTIVE DIRECTOR

Ashwani Leekha
Executive Director

Place: Delhi
Date: October 16, 2024

DECLARATION

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Red Herring Prospectus are true and correct.

SIGNED BY THE MANAGING DIRECTOR

Saksham Leekha
Managing Director

Place: Delhi

Date: October 16, 2024

DECLARATION

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Red Herring Prospectus are true and correct.

SIGNED BY THE EXECUTIVE DIRECTOR AND CHIEF FINANIAL OFFICER

Sanjeev Verma
Executive Director and CFO

Place: Delhi
Date: October 16, 2024

DECLARATION

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Red Herring Prospectus are true and correct.

SIGNED BY THE INDEPENDENT DIRECTOR

Ravi Ramniranjan Khandelwal
Independent Director

Place: Delhi

Date: October 16, 2024

DECLARATION

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Red Herring Prospectus are true and correct.

SIGNED BY THE INDEPENDENT DIRECTOR

Pradeep Chabra
Independent Director

Place: Delhi
Date: October 16, 2024