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## RED HERRING PROSPECTUS

Dated: May 09, 2024

Please read Section 26 & 32 of the Companies Act, 2013  
(This Red Herring Prospectus will be updated upon filing with the RoC)  
100% Book Built Offer



### RULKA ELECTRICALS LIMITED

CIN: U31103MH2013PLC243817

Registered Office	Corporate Office	Contact Person	Email and Telephone	Website
A - 20, Shiva Industrial Estate Co. Ltd., Lake Road, Near Tata Power, Bhandup West, Mumbai City, Mumbai- 400078, Maharashtra, India	Unit-B-109, 1st Floor, Shiva Estate, Lake Road, Bhandup (West), Mumbai-400078, Maharashtra, India	Mrs. Kejal Niken Shah, Company Secretary & Compliance Officer	<a href="mailto:info@replservices.com">info@replservices.com</a> Tel. No.: +022 41276806, 022 49742572, 91-9029086744	<a href="http://www.replservices.com">www.replservices.com</a>

#### PROMOTERS OF THE COMPANY

**MR. RUPESH LAXMAN KASAVKAR AND MR. NITIN INDRAKUMAR AHER**

#### DETAILS OF THE OFFER

TYPE	FRESH ISSUE	OFFER FOR SALE	OFFER SIZE	ELIGIBILITY AND SHARE RESERVATION AMONG QIBs, NIIs AND RIIs
Fresh Issue & Offer for Sale	8,42,400 Equity Shares aggregating up to [●] Lakhs	2,80,800 Equity Shares aggregating up to [●] Lakhs	[●] Lakhs	The Offer is being made pursuant to Regulation ICDR Regulations. For details in relation to share Reservation among QIBs, NIIs and RIIs, see "Offer Structure" on page 252 of this Red Herring Prospectus.

NAME OF THE SELLING SHAREHOLDER	TYPE	NUMBER OF EQUITY SHARES OFFERED	WEIGHTED AVERAGE COST OF ACQUISITION ON FULLY DILUTED BASIS (IN RS)
Abhay Kantilal Shah HUF	Public	2,80,800 Equity Shares	10.20

#### RISK IN RELATION TO THE FIRST OFFER

The face value of the Equity Shares is ₹10.00 each. The Offer Price, Floor Price or Price Band as determined by our Company, the Promoter Selling Shareholder in consultation with the BRLM and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "Basis for Offer Price" on page 91 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

#### GENERAL RISKS

Investment in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares issued in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of this Red Herring Prospectus. Specific attention of the investors is invited to chapter titled "Risk Factors" beginning on Page No. 25 of this Red Herring Prospectus.

#### ISSUER'S AND SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to the Company and the Offer, which is material in the context of the Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. The Selling Shareholder accepts responsibility for and confirms only the statements expressly made by such Selling Shareholder in this Red Herring Prospectus solely in relation to itself and its respective portion of the Offered Shares, and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. The Selling Shareholder assumes no responsibility for any other statements, including inter alia, any of the statements made by or relating to our Company or the other Selling Shareholder or in relation to our business in this Red Herring Prospectus

#### LISTING

The Equity Shares, once offered through the Red Herring Prospectus, are proposed to be listed on the SME Platform of National Stock Exchange of India Limited (NSE EMERGE).

#### BOOK RUNNING LEAD MANAGER

Name and Logo	Contact Person	Email & Telephone
 BEELINE CAPITAL ADVISORS PRIVATE LIMITED	Mr. Nikhil Shah	Email: <a href="mailto:mb@beelinemb.com">mb@beelinemb.com</a> Tel. No.: +91-79-48407357

#### REGISTRAR TO THE OFFER

Name and Logo	Contact Person	Email & Telephone
 BIGSHARE SERVICES PRIVATE LIMITED	Mr. Babu Rapheal C	Tel. No.: 022 – 6263 8200 Email: <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a>

#### BID/OFFER PROGRAMME

ANCHOR INVESTOR PORTION OFFER OPENS/CLOSES ON:	WEDNESDAY, MAY 15, 2024*
BID/OFFER OPENS ON:	THURSDAY, MAY 16, 2024
BID/OFFER CLOSES ON:	TUESDAY, MAY 21, 2024

\*Our Company and the Selling Shareholder in consultation with the BRLM may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.



**RULKA ELECTRICALS LIMITED**  
**CIN: U31103MH2013PLC243817**

Our Company was originally incorporated on May 30, 2013 as “Rulka Electricals Private Limited” under the provisions of the Companies Act, 1956 with the Registrar of Companies, Maharashtra, Mumbai. Subsequently our Company was converted into Public Limited Company and name of company was changed from “Rulka Electricals Private Limited” to “Rulka Electricals Limited” vide fresh certificate of incorporation dated August 02, 2023 issued by the Registrar of Companies, Mumbai. The Corporate Identity Number of our Company is U31103MH2013PLC243817. For further details pertaining to change of name and registered office of our Company, please refer the chapter titled “History and Corporate Structure” beginning on Page No. 152 of this Red Herring Prospectus.

**Registered Office:** A - 20, Shiva Industrial Estate Co. Ltd., Lake Road, Near Tata Power, Bhandup West, Mumbai City, Maharashtra- 400078, India.

**Corporate Office:** Unit-B-109, 1st Floor, Shiva Estate, Lake Road, Bhandup (West), Mumbai-400078, Maharashtra, India

**Tel No.:** +022 41276806, 022 49742572, 91-9029086744; **Email:** [info@replservices.com](mailto:info@replservices.com); **Website:** [www.replservices.com](http://www.replservices.com)

**Contact Person:** Mrs. Kejal Niken Shah, Company Secretary and Compliance Officer.

**OUR PROMOTERS: MR. RUPESH LAXMAN KASAVKAR AND MR. NITIN INDRAKUMAR AHER**

**THE OFFER**

INITIAL PUBLIC OFFERING OF 11,23,200 EQUITY SHARES OF FACE VALUE OF ₹10.00 EACH (“EQUITY SHARES”) OF OUR COMPANY FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) (“OFFER PRICE”) AGGREGATING UP TO ₹ [●] LAKHS (“OFFER”). THE OFFER COMPRISES A FRESH OFFER OF 8,42,400 EQUITY SHARES AGGREGATING UP TO ₹ [●] LAKHS (“FRESH ISSUE”) AND AN OFFER FOR SALE OF 2,80,800 EQUITY SHARES (“OFFERED SHARES”) AGGREGATING UP TO ₹ [●] LAKHS, BY M/S ABHAY KANTILAL SHAH HUF AND SUCH OFFER FOR SALE OF EQUITY SHARES BY THE SELLING SHAREHOLDER, THE “OFFER FOR SALE”).

THIS OFFER INCLUDES A RESERVATION OF 56,400 EQUITY SHARES AGGREGATING UP TO ₹ [●] LAKHS (CONSTITUTING UP TO [●] % OF THE POST- OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY) FOR SUBSCRIPTION BY MARKET MAKER (“MARKET MAKER RESERVATION PORTION”). THE OFFER LESS THE MARKET MAKER RESERVATION PORTION IS HERINAFTER REFERRED TO AS THE “NET OFFER”. THE OFFER AND THE NET OFFER SHALL CONSTITUTE [●] % AND [●] %, RESPECTIVELY, OF THE POST- OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY, RESPECTIVELY.

THE FACE VALUE OF THE EQUITY SHARES IS ₹10.00 EACH. THE PRICE BAND WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER (“BRLM”) AND WILL BE ADVERTISED IN ALL EDITIONS OF THE ENGLISH NATIONAL NEWSPAPER FINANCIAL EXPRESS ALL EDITIONS OF THE HINDI NATIONALNEWSPAPER JANSATTA AND MUMBAI EDITION OF THE REGIONAL NEWSPAPER PRATAKAAL, EACH WITH WIDE CIRCULATION, AT LEAST 2 (TWO) WORKING DAYS PRIOR TO THE BID/ OFFER OPENING DATE WITH THE RELEVANT FINANCIAL RATIOS CALCULATED AT THE FLOOR PRICE AND THE CAP PRICE AND SHALL BE MADE AVAILABLE TO THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED (“NSE”, REFERRED TO AS THE “DESIGNATED STOCK EXCHANGE”) FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE IN ACCORDANCE WITH SEBI ICDR REGULATIONS, 2018 AS AMENDED.

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

This offer 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 offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers (“QIBs”) (the “QIB Portion”), provided that our Company and the Selling Shareholder in consultation with the BRLMs 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 offer 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 offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35.00% of the Net offer 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 offer Price. All Potential Bidders, other than Anchor Investors, are required to participate in the offer by mandatorily utilising the Application Supported by Blocked Amount (“ASBA”) process by providing details of their respective ASBA Account (as defined hereinafter) 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 offer through the ASBA process. For details, please refer to the chapter titled “offer Procedure” on page 256 of this Red Herring Prospectus.

**RISK IN RELATION TO THE FIRST OFFER**

This being the first Public offer of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹10/- each. The offer 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**

Investment in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the offer. For taking an investment decision, investors must rely on their own examination of our Company and the offer, including the risks involved. The Equity Shares issued in the offer have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of this Red Herring Prospectus. Specific attention of the investors is invited to chapter titled “Risk Factors” beginning on Page No 25 of this Red Herring Prospectus.

**ISSUER'S AND SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY**

Our company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to the Company and the offer, which is material in the context of the offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. The Selling Shareholder accepts responsibility for and confirms only the statements expressly made by such Selling Shareholder in this Red Herring Prospectus solely in relation to itself and its respective portion of the Offered Shares, and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. The Selling Shareholder assumes no responsibility for any other statements, including inter alia, any of the statements made by or relating to our Company or the other Selling Shareholder.

**LISTING**

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on NSE EMERGE. In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, our Company has received in-principle approval letter dated March 13, 2024 from National Stock Exchange of India Limited (“NSE”) for using its name in this offer document for listing our shares on the SME Platform of NSE. For the purpose of this offer, the designated Stock Exchange will be National Stock Exchange of India Limited.

**BOOK RUNNING LEAD MANAGER**



**BEELINE CAPITAL ADVISORS PRIVATE LIMITED**  
B 1311-1314, Thirteenth Floor, Shilp Corporate Park,  
Rajpath Rangoli Road, Thaltej, Ahmedabad- 380054,  
Gujarat, India.  
**Tel. No.:** +91-79-48407357  
**Email:** [mb@beelinemb.com](mailto:mb@beelinemb.com)  
**Website:** [www.beelinemb.com](http://www.beelinemb.com)  
**Investor Grievance Email:** [ig@beelinemb.com](mailto:ig@beelinemb.com)  
**Contact Person:** Mr. Nikhil Shah  
**SEBI Registration No.:** INM000012917

**REGISTRAR TO THE OFFER**



**Bigshare Services Pvt. Ltd.**

**BIGSHARE SERVICES PRIVATE LIMITED**  
Office No S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park,  
Next to Ahura Centre, Mahakali Caves Road,  
Andheri (East) Mumbai – 400 093,  
Maharashtra, India  
**Tel No:** 022 – 6263 8200  
**Email:** [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)  
**Investor Grievance E-mail:** [investor@bigshareonline.com](mailto:investor@bigshareonline.com)  
**Website:** [www.bigshareonline.com](http://www.bigshareonline.com)  
**Contact Person:** Mr. Babu Rapheal C  
**SEBI Registration Number:** INR000001385

**BID/OFFER PROGRAMME**

<b>ANCHOR INVESTOR BIDDING DATE</b>	<b>WEDNESDAY, MAY 15, 2024*</b>
<b>BID/OFFER OPENS ON</b>	<b>THURSDAY, MAY 16, 2024</b>
<b>BID/OFFER CLOSES ON</b>	<b>TUESDAY, MAY 21, 2024</b>

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

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## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

*This Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline or policy shall be to such legislation, act, regulation, rule, guideline or policy, as amended, supplemented or re-enacted from time to time.*

*The words and expressions used in this Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made there under.*

*Notwithstanding the foregoing, terms used in of the sections “Industry Overview”, “Key Regulations and Policies”, “Statement of Possible Tax Benefits”, “Restated Financial Statements”, “Basis for Offer Price”, “History and Corporate Structure”, “Other Regulatory and Statutory Disclosures”, “Outstanding Litigations and Material Developments” and “Description of Equity Shares and Terms of the Articles of Association” on pages 102, 144, 98, 173, 91, 152, 234, 223 and 286, respectively, shall have the meaning ascribed to such terms in such sections.*

#### **General Terms**

<b>Term</b>	<b>Description</b>
“Rulka”, “the Company”, “our Company” and Rulka Electricals Limited	Rulka Electricals Limited, a company incorporated in India under the Companies Act 1956 having its Registered office at A - 20, Shiva Industrial Estate Co. Ltd., Lake Road, Near Tata Power, Bhandup West, Mumbai City, Mumbai- 400078, Maharashtra, India.
Our Promoters	Shall mean promoters of our Company i.e. Mr. Rupesh Laxman Kasavkar and Mr. Nitin Indrakumar Aher.
“we”, “us” and “our”	Unless the context otherwise indicates or implies, refers to our Company
“you”, “your” or “yours”	Prospective investors in this Issue

#### **Company related terms**

<b>Term</b>	<b>Description</b>
AOA / Articles / Articles of Association	Articles of Association of Rulka Electricals Limited as amended from time to time.
Audit Committee	The Committee of the Board of Directors constituted as the Company’s Audit Committee in accordance with Section 177 of the Companies Act, 2013 as amended.
Auditors/ Statutory Auditors/ Peer Review Auditor	The Auditors of Rulka Electricals Limited being M/s. R K Jagetiya & Co. Chartered Accountant.
Bankers to the Company	ICICI Bank Limited
Board of Directors / the Board / our Board	The Board of Directors of our Company, including all duly constituted Committees thereof. For further details of our Directors, please refer to section titled “Our Management” beginning on page 156 of this Red Herring Prospectus.
Chairman/ Chairperson	The Chairman/ Chairperson of Board of Directors of our Company being Mr. Rupesh Laxman Kasavkar
CIN	Corporate Identification Number of our Company i.e., U31103MH2013PLC243817
Chief Financial Officer/CFO	The Chief Financial Officer of our Company being Mr. Azad Ashok Jinwal.
Companies Act / Act	The Companies Act, 2013 and amendments thereto. The Companies Act, 1956, to the extent of such of the provisions that are in force.
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company being Ms. Kejal Niken Shah
Corporate Office	Unit-B-109, 1st Floor, Shiva Estate, Lake Road, Bhandup (West), Mumbai-400078, Maharashtra, India.
DIN	Directors Identification Number.
Director(s) / our Directors	The Director(s) of our Company, unless otherwise specified.



Equity Shares	Equity Shares of the Company of Face Value of Rs.10/- each unless otherwise specified in the context thereof.
Equity Shareholders	Persons/ Entities holding Equity Shares of Our Company.
Executive Directors	Executive Directors are the Managing Director & Whole Time Directors of our Company.
Group Companies	Companies with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and also other companies as considered material by our Board of the issuer as disclosed in “Information with Respect to Group Companies” on page 233 of this Red Herring Prospectus.
Independent Director	A non-executive & Independent Director as per the Companies Act, 2013 and the Listing Regulations.
ISIN	International Securities Identification Number. In this case being INE0R7301013
Key Management Personnel/ KMP	Key Management Personnel of our Company in terms of the SEBI Regulations and the Companies Act, 2013. For details, see section entitled “Our Management” on page 156 of this Red Herring Prospectus.
Key Performance Indicators” or “KPIs”	Key financial and operational performance indicators of our Company, as included in “Basis for Offer Price” beginning on page 91.
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on October 03, 2023, in accordance with the requirements of the SEBI (ICDR) Regulations, 2018.
MD or Managing Director	The Managing Director of our Company being Mr. Rupesh Laxman Kasavkar
MOA / Memorandum / Memorandum of Association	Memorandum of Association of Rulka Electricals Limited as amended from time to time.
Non-Residents	A person resident outside India, as defined under FEMA Regulations, 2000
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board constituted in accordance with the Companies Act, 2013.
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.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Promoter(s)	Shall mean promoter of our Company i.e. Mr. Rupesh Laxman Kasavkar and Mr. Nitin Indrakumar Aher. For further details, please refer to section titled “Our Promoters and Promoter Group” beginning on page 168 of this Red Herring Prospectus.
Promoter Group	Includes such Persons and entities constituting our promoter group covered under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations as enlisted in the section titled “Our Promoters and Promoter Group” beginning on page 168 of this Red Herring Prospectus.
Registered Office	A - 20, Shiva Industrial Estate Co. Ltd., Lake Road, Near Tata Power, Bhandup West, Mumbai City, Mumbai, Maharashtra- 400078, India.
Restated Financial Information	The restated audited financial information of the Company, which comprises of the restated audited balance sheet, the restated audited profit and loss information and restated audited cash flow information for the stub period ended February 29, 2024 and for the years ended March 31, 2023, 2022 and 2021 together with the annexure and notes thereto.
RoC/ Registrar of Companies	Registrar of Companies, Mumbai
Selling Shareholder	In our case, the selling shareholders being Abhay Kantilal Shah HUF
Shareholders	Shareholders of our Company
Stock Exchange	Unless the context requires otherwise, refers to, National Stock Exchange of India Limited
Stakeholders Relationship Committee	The Stakeholder’s Relationship Committee of our Board constituted in accordance with section 178(5) of the Companies Act, 2013.



Subscriber to MOA/Initial Promoters	Initial Subscriber to MOA & AOA being Mr. Rupesh Laxman Kasavkar and Mr. Nitin Indrakumar Aher.
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## OFFER RELATED TERMS

Terms	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of prospectus as may be specified by the SEBI in this behalf
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a bidder as proof of registration of the bid.
Allotment/Allot/Allotted	Unless the context otherwise requires, allotment of Equity Shares offered pursuant to the Fresh Issue and Offer for sale to successful Bidders.
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchanges
Allottee (s)	The successful bidder 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/Offer 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 Bid/ Offer Period or Anchor Investor Bidding Date	The date one Working Day prior to the Bid/ Offer 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 Investors, and allocation to the Anchor Investors shall be completed.
Anchor Investor Offer Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price.  The Anchor Investor Offer Price will be decided by our Company in consultation with the Book Running Lead Manager
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than two Working Days after the Bid/ Offer Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the Book Running Lead Manager, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations.  One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations
ASBA Account	A bank account linked with or without UPI ID, maintained with an SCSB and specified in the ASBA Form submitted by the bidders for blocking the bid Amount mentioned in the ASBA Form.
ASBA Bidders	Any prospective investor who makes a bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form including through UPI mode (as applicable).
ASBA Form	A bid cum application form, whether physical or electronic, used by ASBA bidders, which will be considered as the bid for Allotment in terms of the Red Herring Prospectus.
Bankers to the Offer	Banks which are clearing members and registered with SEBI as Bankers to an Offer and with whom the Public Offer Account will be opened, in this case being HDFC Bank Limited.



Banker to the Offer Agreement	Agreement dated April 16, 2024 entered into amongst the Company, Book Running Lead Manager, Selling Shareholder, the Registrar and the Banker of the Offer.
Basis of Allotment	The basis on which the Equity Shares will be Allotted, described in “Offer Procedure” on page 256 of this Red Herring Prospectus.
Bid	An indication to make an Offer during the Bid/ Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the relevant Bid cum Application Form. The term “Bidding” shall be construed accordingly.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid/ Offer Closing Date	<p>Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being May 21, 2024, which shall be published in English editions of Financial Express (a widely circulated English national daily newspaper), Hindi editions of Jansatta (a widely circulated Hindi national daily newspaper), Pratakaal (Marathi being the regional language of Mumbai, where our Registered Office is located).</p> <p>Our Company, in consultation with the BRLM, may, consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Offer Closing Date shall be widely disseminated by notification to the Stock Exchanges, and also be notified on the websites of the BRLM and at the terminals of the Syndicate Members, if any and communicated to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in same newspapers in which the Bid/ Offer Opening Date was published, as required under the SEBI ICDR Regulations</p>
Bid/ Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being May 16, 2024, which shall be published in English editions of Financial Express (a widely circulated English national daily newspaper), Hindi editions of Jansatta (a widely circulated Hindi national daily newspaper), Pratakaal (Marathi being the regional language of Mumbai, where our Registered Office is located)
Bid/ Offer Period	<p>Except in relation to Anchor Investors, the period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors.</p> <p>Our Company, in consultation with the Book Running Lead Manager may consider closing the Bid/ Offer Period for the QIB Portion One Working Day prior to the Bid/ Offer Closing Date which shall also be notified in an advertisement in same newspapers in which the Bid/ Offer Opening Date was published, in accordance with the SEBI ICDR Regulations.</p> <p>In cases of force majeure, banking strike or similar circumstances, our Company may, in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid / Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days</p>
Bidder/ Investor	Any prospective investor who makes a bid for Equity Shares in terms of this Red Herring Prospectus.
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms i.e. Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.



Bid Amount	The amount at which the bidder makes a bid for the Equity Shares of our Company in terms of Red Herring Prospectus.
Bid cum Application Form	The form in terms of which the bidder shall make a bid, including ASBA Form, and which shall be considered as the bid for the Allotment pursuant to the terms of this Red Herring Prospectus.
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
BRLM / Book Running Lead Manager	Book Running Lead Manager to the Offer, in this case being Beeline Capital Advisors Private Limited, SEBI Registered Category I Merchant Banker.
Broker Centres	Broker centres notified by the Stock Exchanges where investors can submit the Bid cum Application Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the 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 bidder 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, subject to any revisions thereto, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted
Client Id	Client Identification Number maintained with one of the Depositories in relation to demat account
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Offer and the Stock Exchange.
Demographic Details	The demographic details of the bidders such as their Address, PAN, name of the bidder father/husband, investor status, 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.
Designated Date	On the Designated Date, the amounts blocked by SCSBs are transferred from the ASBA Accounts to the Public Offer Account and/ or unblocked in terms of this Red Herring Prospectus.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Bid cum Application Form from the ASBA bidder and a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/">http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/</a> Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such locations of the CDPs where bidder can submit the Bid cum Application Forms to Collecting Depository Participants.  The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a>
Designated RTA Locations	Such locations of the RTAs where bidder can submit the Bid cum Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid cum Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a>
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 Offer and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity)





Designated Market Maker	Sunflower Broking Private Limited will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI ICDR Regulations.
Designated Stock Exchange	National Stock Exchange of India Limited (SME Platform) (“NSE EMERGE”)
DP	Depository Participant
DP ID	Depository Participant’s Identity Number
Draft Red Herring Prospectus	Draft Red Herring prospectus dated December 08, 2023 issued in accordance with Section 23, 26 and 32 of the Companies Act, 2013 and SEBI ICDR Regulation.
Eligible NRI	A Non-Resident Indian in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom this Red Herring Prospectus will constitute an invitation to subscribe for the Equity Shares.
Emerge Platform of NSE	The SME Platform of NSE for Listing of Equity Shares offered under Chapter IX of SEBI (ICDR) Regulations which was approved by SEBI as an NSE EMERGE on March 13, 2012.
Equity Shares	Equity Shares of our Company of face value Rs. 10.00 each
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.
Eligible NRI(s)	An NRI(s) from such a jurisdiction outside India where it is not unlawful to make an Offer or invitation under this Offer and in relation to whom the Bid cum Application Form and the Prospectus will constitute an invitation to purchase the equity shares.
Escrow Account	Accounts opened with the Banker to the Offer
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.
First/ Sole bidder	The bidder whose name appears first in the Bid cum Application Form or Revision Form.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended
Fresh Issue	The Fresh Issue of 8,42,400 Equity Shares aggregating up to ₹ [●] Lakhs.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
General Information Document (GID)	The General Information Document for investing in public issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 notified by SEBI.
GIR Number	General Index Registry Number.
Offer Agreement	The agreement dated December 02, 2023 amongst our Company, the Selling Shareholder and the BRLM, pursuant to which certain arrangements are agreed to in relation to the Offer.
IPO/ Offer / Offer Size/ Public Offer	Initial Public Offering
Offer / Offer Size/ Initial Public Offer/ Initial Public Offer/ Initial Public Offering/ IPO	The initial public offering of 11,23,200 Equity Shares for cash at a price of ₹ [●] each, aggregating up to ₹ [●] Lakhs comprising the Fresh Issue and the Offer for Sale.



Offer Proceeds	Proceeds to be raised by our Company through this Fresh Issue and Offer for Sale, for further details please refer chapter titled “Objects of the Offer” page 84 of this Red Herring Prospectus
Offer Price	The Price at which the Equity Shares are being issued/offered by our Company under this Red Herring Prospectus being Rs. [●] per equity share.
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the NSE.
Market Making Agreement	The Market Making Agreement dated April 13, 2024 between our Company, Book Running Lead Manager and Market Maker.
Market Maker	Sunflower Broking Private Limited
Market Maker Reservation Portion	The reserved portion of 56,400 Equity Shares of Rs. 10 each at an Offer price of Rs. [●] each aggregating to Rs. [●] Lakhs to be subscribed by Market Maker in this Offer.
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
Net Offer	The Offer excluding the Market Maker Reservation Portion of 10,66,800 Equity Shares of Face Value of ₹ 10.00 each fully paid for cash at a price of ₹ [●] Equity Share aggregating ₹ [●] Lakhs by our Company.
Net Proceeds	The proceeds from the Offer less the Issue related expenses applicable to the Fresh Issue.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors.
Non-Institutional Investors / bidder	Investors other than Retail Individual Investors, NRIs and QIBs who apply for the Equity Shares of a value of more than ₹ 2,00,000/-
Non-Resident	A person resident outside India, as defined under FEMA Act, 1999 and includes Eligible NRIs, Eligible QFIs, FIIs registered with SEBI and FVCIs registered with SEBI
NSE	National Stock Exchange of India Limited
Offer for Sale	The Offer for Sale of 2,80,800 Equity Shares by the Selling Shareholder aggregating up to ₹[●] Lakhs.
Overseas Corporate Body/ OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Offer.
Pay-in-Period	The period commencing on the Bid/ Offer Opening date and extended till the closure of the Anchor Investor Pay-in-Date.
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable
Person/Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Price Band	Price Band of a minimum price (Floor Price) of Rs. [●] and the maximum price (Cap Price) of Rs. [●] and includes revisions thereof. The Price Band will be decided by our Company in consultation with the BRLM and advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily regional newspaper with wide circulation at least two working days prior to the Bid / Offer Opening Date
Prospectus	The Prospectus to be filed with the RoC in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto.
Public Offer Account	Account opened with the Bankers to the Offer to receive monies from the SCSBs from the bank account of the ASBA bidder, on the Designated Date.



Public Offer Account Agreement	Agreement to be entered into by our Company, the Registrar to the Offer, the Book Running Lead Manager, and the Public Offer Bank/Banker to the Offer for collection of the Application Amounts.
Qualified Foreign Investors / QFIs	Non-resident investors other than SEBI registered FIIs or sub-accounts or SEBI registered FVCIs who meet 'know your client' requirements prescribed by SEBI.
Qualified Institutional Buyers/ QIBs	A Mutual Fund, Venture Capital Fund and Foreign Venture Capital Investor registered with the SEBI, a foreign institutional investor and sub-account (other than a sub-account which is a foreign corporate or foreign individual), registered with the SEBI; a public financial institution as defined in Section 2(72) of the Companies Act, 2013; a scheduled commercial bank; a multilateral and bilateral development financial institution; a state industrial development corporation; an insurance company registered with the Insurance Regulatory and Development Authority; a provident fund with minimum corpus of Rs. 25.00 Crore; a pension fund with minimum corpus of Rs 25.00 Crore; National Investment Fund set up by resolution No. F. No. 2/3/2005 – DDII dated November 23, 2005 of the Government of India published in the Gazette of India, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India.
Red Herring Prospectus / RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be Issued and the size of the Offer, including any addenda or corrigenda thereto
Refund Account (s)	Account(s) to which monies to be refunded to the Applicants shall be transferred from the Public Offer Account in case listing of the Equity Shares does not occur.
Refund Bank(s) / Refund Banker(s)	Bank(s) which is / are clearing member(s) and registered with the SEBI as Bankers to the Offer at which the Refund Accounts will be opened in case listing of the Equity Shares does not occur, in this case being HDFC Bank Limited.
Registrar/ Registrar to the Offer /RTA/ RTI	Registrar to the Offer being Bigshare Services Private Limited
Registrar Agreement	The agreement dated November 23, 2023 entered into between our Company, and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer.
Regulations	SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time.
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than Rs. 2,00,000.
Registered Broker	Individuals or companies registered with SEBI as "Trading Members"(except Syndicate/ Sub-Syndicate Members) who hold valid membership of either BSE or NSE having right to trade in stocks listed on Stock Exchanges ,through which investors can buy or sell securities listed on stock exchanges, a list of which is available on <a href="http://www.nseindia.com">http://www.nseindia.com</a>
Reserved Category/ Categories	Categories of persons eligible for making bid under reservation portion.
Reservation Portion	The portion of the Issue reserved for category of eligible bidders as provided under the SEBI (ICDR) Regulations, 2018
Revision Form	The form used by the bidders to modify the quantity of Equity Shares or the bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s)
Self-Certified Syndicate Bank(s) / SCSB(s)	Banks which are registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and offer services of ASBA, including blocking of bank account, a list of which is available <a href="http://www.sebi.gov.in/pmd/scsb.pdf">http://www.sebi.gov.in/pmd/scsb.pdf</a>
SME Exchange	SME Platform of the National Stock Exchange of India Limited i.e. NSE EMERGE
Sponsor Bank	Shall mean a Banker to the Offer registered with SEBI which is appointed by the issuer to act as a conduit between the Stock Exchanges and National Payments Corporation of India in order to push the mandate collect requests and/or payment instructions of the retail investors into the UPI.



Sub- 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.
Sub Syndicate Member	A SEBI Registered member of NSE appointed by the BRLM and / or syndicate member to act as a Sub Syndicate Member in the Offer
Syndicate Member/ Members of the Syndicate	Intermediaries registered with SEBI eligible to act as a syndicate member and who is permitted to carry on the activity as an underwriter, in this case being Spread X Securities Private Limited
Syndicate	Includes the BRLM, Syndicate Members and Sub Syndicate Members
Syndicate ASBA Bidding Locations	Bidding Centres where an ASBA Bidder can submit their Bid in terms of SEBI Circular no. CIR/CFD/DIL/1/2011 dated April 29, 2011, namely Mumbai, Chennai, Kolkata, Delhi
Syndicate Agreement	The agreement dated April 13, 2024 entered into amongst our Company, the BRLM and the Syndicate Members, in relation to the collection of Bids in this Offer
Transaction Registration Slip/ TRS	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the bidders, as proof of registration of the bid.
Underwriters	The BRLM who has underwritten this Offer pursuant to the provisions of the SEBI (ICDR) Regulations and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time.
Underwriting Agreement	The Agreement dated April 13, 2024 entered between the Underwriters, BRLM and our Company.
Unified Payments Interface (UPI)	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 person's bank accounts using a payment address which uniquely identifies a person's bank Account.
UPI Bidders	Collectively, individual investors applying as Retail Individual Bidders in the Retail Portion, and individuals applying as Non-Institutional Bidders with a Bid Amount of up to ₹500,000 in the Non-Institutional Portion.  Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual investors applying in public issues where the application amount is up to ₹500,000 shall use the UPI Mechanism and shall provide their UPI ID in the Bid cum Application Form submitted with: (i) a Syndicate Member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent that such circulars pertain to the UPI Mechanism), the SEBI Master Circular for Issue of Capital and Disclosure Requirements, SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, along with the circular issued by NSE bearing reference no. 25/2022 dated August 3, 2022 and the circular issued by NSE bearing reference no. 20220803-40 dated



	August 3, 2022 and any subsequent circulars or notifications issued by SEBI and Stock Exchanges in this regard.
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI)
UPI Mandate Request	A request (intimating the RII by way of a notification on the UPI bid and by way of a SMS directing the RII to such UPI bid) to the RII initiated by the Sponsor Bank to authorise blocking of funds on the UPI bid equivalent to bid Amount and subsequent debit of funds in case of Allotment
UPI mechanism	The bidding mechanism that may be used by an RII to make an bid in the Offer in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018
UPI PIN	Password to authenticate UPI transaction
U.S. Securities Act	U.S. Securities Act of 1933, as amended
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.
Wilful Defaulter or Fraudulent Borrower	As defined under Regulation 2(1)(III) of SEBI (ICDR) Regulations, 2018 which means a person or an issuer who or which is categorized as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
Working Day	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulation, working day means all days on which commercial banks in the city as specified in the Red Herring Prospectus are open for business:- However, in respect of announcement of price band and Offer Period, working day shall mean all days, excluding Saturday, Sundays and Public holidays, on which commercial banks in the city as notified in this Prospectus are open for business. In respect to the time period between the Offer closing date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holiday in accordance with circular issued by SEBI.

## COMPANY AND INDUSTRY RELATED TERMS

### Technical and Industry Related Terms

Term	Full Form
BOQ	Bill Of Quantities
CCTV	Closed Circuit Television
CEA	Central Electricity Authority
DG	Diesel generator
EPC	Engineering Procurement Construction
HT Lines	High Tension Lines
HV	High voltage
KV	Kilo Volt
KWP	Kilowatt Peak
MVA	Mega Volt Ampere
LOA	Letter of Authority
LV	Low voltage
SEO	Search Engine Optimization



## ABBREVIATIONS

Abbreviation	Full Form
AS / Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
ASBA	Applications Supported by Blocked Amount
Amt	Amount
AIF	Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
AY	Assessment Year
AOA	Articles of Association
Approx	Approximately
B. A	Bachelor of Arts
BBA	Bachelor of Business Administration
B. Com	Bachelor of Commerce
B. E	Bachelor of Engineering
B. Sc	Bachelor of Science
B. Tech	Bachelor of Technology
Bn	Billion
BG/LC	Bank Guarantee / Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
BRLM	Book Running Lead Manager
BSE	BSE Limited
BSE SENSEX	Sensex in an index; market indicator of the position of stock that is listed in the BSE
Banking Regulation Act	The Banking Regulation Act, 1949
CDSL	Central Depository Services (India) Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note
Category I Alternate Investment Fund / Category I AIF	AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations
Category I Foreign Portfolio Investor(s) / Category I FPIs	FPIs who are registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations
Category II Alternate Investment Fund / Category II AIF	AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations
Category II Foreign Portfolio Investor(s) / Category II FPIs	FPIs who are registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations
Category III Alternate Investment Fund / Category III AIF	AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations
CA	Chartered Accountant
CB	Controlling Branch
CDSL	Central Depository Services (India) Limited
CC	Cash Credit
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CS	Company Secretary
CSR	Corporate social responsibility.
CS & CO	Company Secretary & Compliance Officer
CFO	Chief Financial Officer
CENVAT	Central Value Added Tax



CIBIL	Credit Information Bureau (India) Limited
CST	Central Sales Tax
COVID – 19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
CWA/ICWA/CMA	Cost and Works Accountant
CMD	Chairman and Managing Director
Companies Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 to the extent notified) and /or Provisions of Companies Act, 1956 w.r.t. the sections which have not yet been replaced by the Companies Act, 2013 through any official notification
Depository or Depositories	NSDL and CDSL.
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
DP	Depository Participant
DP ID	Depository Participant's Identification Number
EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortisation
ECS	Electronic Clearing System
ESIC	Employee's State Insurance Corporation
EPS	Earnings Per Share
EGM /EOGM	Extraordinary General Meeting
ESOP	Employee Stock Option Plan
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.
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
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
FPIs	Foreign Portfolio Investors as defined under the SEBI FPI Regulations.
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
GAAP	Generally Accepted Accounting Principles in India
GST	Goods and Service Tax
GVA	Gross Value Added
HNI	High Net Worth Individual
HUF	Hindu Undivided Family
ICAI	The Institute of Chartered Accountants of India
ICAI/ICMAI (Previously known as ICWAI)	The Institute of Cost Accountants of India
IMF	International Monetary Fund
INR / ₹/ Rupees/Rs.	Indian Rupees, the legal currency of the Republic of India



IIP	Index of Industrial Production
IPO	Initial Public Offer
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
i.e	That is
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
Indian GAAP	Generally Accepted Accounting Principles in India
IRDA	Insurance Regulatory and Development Authority
KMP	Key Managerial Personnel
Ltd.	Limited
MAT	Minimum Alternate Tax
MCA	Ministry of Corporate Affairs, Government of India
MoF	Ministry of Finance, Government of India
M-o-M	Month-On-Month
MOU	Memorandum of Understanding
M. A	Master of Arts
M. B. A	Master of Business Administration
M. Com	Master of Commerce
Mn	Million
M. E	Master of Engineering
MRP	Maximum Retail Price
M. Tech	Masters of Technology
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MAPIN	Market Participants and Investors Database
MSMEs	Micro, Small and medium Enterprises
MoA	Memorandum of Association
NA	Not Applicable
Networth	The aggregate of paid up Share Capital and Share Premium account and Reserves and Surplus (Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure(to the extent not written off) and debit balance of Profit & Loss Account
NEFT	National Electronic Funds Transfer
NECS	National Electronic Clearing System
NAV	Net Asset Value
NPV	Net Present Value
NRIs	Non-Resident Indians
NRE Account	Non-Resident External Account
NRO Account	Non-Resident Ordinary Account
NSE	National Stock Exchange of India Limited
NOC	No Objection Certificate
NSDL	National Securities Depository Limited
OCB	Overseas Corporate Bodies
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
RBI	The Reserve Bank of India
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
SCSB	Self-Certified Syndicate Banks
SEBI	Securities and Exchange Board of India
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative 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, 2019, as amended from time to time
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.
SEBI LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time
SEBI (PFUTP) Regulations/PFUTP Regulations	SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
SEBI SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as repealed by the SEBI AIF Regulations, as amended
SICA	Sick Industrial Companies (Special provisions) Act, 1985, as amended from time to time
SME	Small and Medium Enterprises
STT	Securities Transaction Tax
Sec.	Section
SPV	Special Purpose Vehicle
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
TAN	Tax Deduction Account Number
TDS	Tax Deducted at Source
TRS	Transaction Registration Slip
TIN	Taxpayers Identification Number
US/United States	United States of America
UPI	Unified Payments Interface as a payment mechanism through National Payments Corporation of India with Application Supported by Block Amount for applications in public issues by retail individual investors through SCSBs
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 SEBI AIF Regulations
VAT	Value Added Tax
w.e.f.	With effect from
WIP	Work in process



Wilful Defaulter	An entity or person categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in terms of regulation 2(1)(III) of the SEBI ICDR Regulations
YoY	Year over Year

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 Companies Act, the Securities and Exchange Board of India Act, 1992 (the “SEBI Act”), the SCRA, the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the foregoing, terms in “Description of Equity Shares and Terms of the Articles of Association”, “Statement of Possible Tax Benefits”, “Industry Overview”, “Key Regulations and Policies”, “Financial Information of our Company”, “Outstanding Litigations and Material Developments” and “Offer Procedure”, will have the meaning ascribed to such terms in these respective sections.



## **CERTAIN CONVENTIONS; PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA**

### **Certain Conventions**

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

In this Red Herring Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, “Rulka Electricals Limited”, “Rulka”, and, unless the context otherwise indicates or implies, refers to Rulka Electricals Limited. In this Red Herring Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “Ten Lac / Lakh”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crore”. In this Red Herring Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

### **Use of Financial Data**

Unless stated otherwise, throughout this Red Herring Prospectus, all figures have been expressed in Rupees and Lakh. Unless stated otherwise, the financial data in the Red Herring Prospectus is derived from our financial statements prepared and restated for the stub period ended on February 29, 2024 and for the financial year ended on March 31, 2023, 2022 and 2021 on standalone basis in accordance with Indian GAAP, the Companies Act and SEBI (ICDR) Regulations, 2018 included under Section titled “Financial Information of our Company” beginning on page 173 of this Red Herring Prospectus. Our fiscal year commences on April 1 of every year and ends on March 31st of every next year.

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”, “Business Overview”, “Management’s Discussion and Analysis of Financial Condition 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 of our Company” beginning on page 137 of this Red Herring Prospectus.

For additional definitions used in this Red Herring Prospectus, see the section “Definitions and Abbreviations” on page 01 of this Red Herring Prospectus. In the section titled “Description of Equity Shares and Terms of the Articles of Association”, on page 286 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 Indian Rupee, the official currency of the Republic of India; and
- “USD” or “US\$” are to United States Dollar, the official currency of the United States.

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.



## **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 *Offer Price*” on page 91 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**

All statements contained in this Red Herring Prospectus that are not statements of historical fact constitute forward-looking statements. All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements with respect to our business strategy, our revenue and profitability, our projects and other matters discussed in this Red Herring Prospectus regarding matters that are not historical facts. We have included statements in the Red Herring Prospectus which contain words or phrases such as “will”, “aim”, “is likely to result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions, that are “forward-looking statements”. Also, statements which describe our strategies, objectives, plans or goals are also forward-looking statements.

All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

1. Disruptions in our service process.
2. Our ability to successfully implement our strategy, our growth and expansion, technological changes.
3. Increased competition in EPC Industry in Electrical Sector.
4. Factors affecting EPC Industry in Electrical Sector.
5. Fail to attract, retain and manage the transition of our management team and other skilled employees;
6. Our ability to protect our intellectual property rights and not infringing intellectual property rights of other parties;
7. Ability to respond to technological changes;
8. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
9. Inability to successfully obtain registrations in a timely manner or at all;
10. General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
11. Our ability to effectively manage a variety of business, legal, regulatory, economic, social and political risks associated with our operations;
12. Recession in the market;
13. Changes in laws and regulations relating to the industries in which we operate;
14. Effect of lack of infrastructure facilities on our business;
15. Failure to obtain any approvals, licenses, registrations and permits in a timely manner;
16. Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
17. Uncertainty in relation to continuing effect of the COVID-19 pandemic on our business and operations.
18. Occurrence of natural disasters or calamities affecting the areas in which we have operations;
19. Conflicts of interest with affiliated companies, the promoter group and other related parties;
20. The performance of the financial markets in India and globally;
21. Any adverse outcome in the legal proceedings in which we are involved;
22. Our ability to expand our geographical area of operation;
23. Concentration of ownership among our Promoters.

For further discussion of factors that could cause our actual results to differ, see the Section titled "Risk Factors"; “Business Overview” & and "Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 25, 116 & 213 respectively of the Red Herring Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

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



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



## **SECTION II: OFFER DOCUMENT SUMMARY**

### **A. PRIMARY DETAIL OF BUSINESS AND INDUSTRY**

#### **Summary of Business**

Our company is in business of turn key projects contractor engaged in offering solutions for all types of Electrical & Fire Fighting Turnkey Projects. Our company offers wide range of services like Electrical Solutions, Electrical Panels, Solar EPC Contracts, Turn Key Electrical Warehousing Projects, Electric Commercial Industrial Services, Maintenance Services, Electrical Contracting and Data & Voice Cabling Installation across the Industrial Sector, Commercial, Retail and Theatre sector. We offer electrical contracting services for all types of industrial plants.

*For further details, please refer chapter titled “Business Overview” beginning on Page no. 116 of this Red Herring Prospectus.*

#### **Summary of Industry**

India is the third-largest producer and consumer of electricity worldwide, with an installed power capacity of 416.59 GW as of April 30, 2023. Growing population along with increasing electrification and per-capita usage will provide further impetus. Power consumption in India in FY23 logged a 9.5% growth to 1,503.65 billion units (BU). India's power generation witnessed its highest growth rate in over 30 years in FY23. Power generation in India increased by 8.87% to 1,624.15 billion kilowatt-hours (kWh) in FY23. According to data from the Ministry of Power, India's power consumption stood at 130.57 BU in April, 2023.

In the power sector 100% FDI in India is allowed for generation from all sources (except atomic energy), transmission and distribution of electric energy, and Power Trading under the automatic route.

*For further details, please refer chapter titled “Industry Overview” beginning on Page no. 102 of this Red Herring Prospectus.*

### **B. OUR PROMOTERS**

Our company is promoted by Mr. Nitin Indrakumar Aher and Mr. Rupesh Laxman Kasavkar.

### **C. SIZE OF THE OFFER**

The following table summarizes the details of the Issue size:

<b>Offer for Equity Shares*</b> Public Offer of Equity Shares by our Company	11,23,200 Equity Shares aggregating to ₹ [●] Lakhs
<b>The Offer consists of:</b>	
<b>Fresh Issue</b>	8,42,400 Equity Shares aggregating to ₹ [●] Lakhs
<b>Offer for Sale</b> <b>of which</b>	2,80,800 Equity Shares aggregating to ₹ [●] Lakhs
<b>Reserved for the Market Makers</b>	56,400 Equity Shares aggregating to ₹ [●] Lakhs
<b>Net Offer to the Public</b>	10,66,800 Equity Shares aggregating to ₹ [●] Lakhs

### **D. OBJECT OF THE OFFER**

The fund requirements for each of the Object of the Offer are stated as below:

<b>S. No</b>	<b>Particulars</b>	<b>Amt. (₹ in Lakhs)</b>
1.	To Meet Working Capital Requirement	1400.00
2.	General Corporate Expenses*	[●]
3.	Public Issue Expenses*	[●]
<b>Gross Offer Proceeds*</b>		[●]
<b>Less: Offer Expenses related to Company*</b>		[●]



<b>Net Offer Proceeds*</b>	●
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\* Subject to finalization of Basis of Allotment.

**E. PRE-OFFER SHAREHOLDING OF OUR PROMOTERS AND PROMOTER GROUP AS A PERCENTAGE OF THE PAID-UP SHARE CAPITAL OF THE COMPANY**

S. No	Names	Pre-Offer		Post Offer	
		Shares Held	% Shares Held	Shares Held	% Shares Held
	<b>Promoter</b>				
1.	Mr. Nitin Indrakumar Aher	14,73,360	43.13	14,73,360	34.60
2.	Mr. Rupesh Laxman Kasavkar	14,73,360	43.13	14,73,360	34.60
	<b>TOTAL (A)</b>	<b>29,46,720</b>	<b>86.26</b>	<b>29,46,720</b>	<b>69.20</b>
	<b>Promoter Group</b>				
1.	Mrs. Preeti Aher	800	0.02	800	0.02
	<b>TOTAL (B)</b>	<b>800</b>	<b>0.02</b>	<b>800</b>	<b>0.02</b>
	<b>GRAND TOTAL (A+B)</b>	<b>29,47,520</b>	<b>86.28</b>	<b>29,47,520</b>	<b>69.22</b>

For further details, refer chapter titled “Capital Structure” beginning on page no. 65 of this Red Herring Prospectus.

**F. SUMMARY OF RESTATED FINANCIAL STATEMENT**

**Standalone Restated Financials**

(Rs. in Lakhs)

Particulars	For the period ended February 29, 2024	For the year ended March 31,		
		2023	2022	2021
Share Capital	341.60	11.00	11.00	11.00
Net Worth	1290.15	557.33	276.82	164.74
Total Revenue	6527.77	4,689.78	3,627.41	1,960.11
Profit after Tax	565.77	280.52	112.08	53.72
Earnings Per Share	16.67	8.50	3.40	1.63
Net Asset Value Per Share (₹) (Pre Bonus)	37.77	506.67	251.65	149.76
Net Asset Value Per Share (₹) (Post Bonus)	37.77	16.89	8.39	4.99
Total Borrowings	1104.89	527.07	281.46	230.99

For further information, please refer to chapter titled as “Restated Financial Information” on page 173 of this Red Herring Prospectus.

**G.** There are no material Auditor’s Qualifications which have not been given effect to in the Restated Financial Information.

For further information, please refer to chapter titled as “Restated Financial Information” on page 173 of this Red Herring Prospectus.

**H. SUMMARY OF OUTSTANDING LITIGATION ARE AS FOLLOWS:**

**Cases against our Company**

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	--	--
Statutory/ Regulatory Authorities	--	--
Taxation Matters	3	30.52
Other Litigation	--	--





**Cases filed by our Company: -**

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	--	--
Statutory/ Regulatory Authorities	--	--
Other Litigation - Taxation	--	--
Other Litigation	1	19.88

**Cases against our Director**

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	--	--
Statutory/ Regulatory Authorities	--	--
Taxation Matters	1	0.15
Other Litigation	--	--

For further information, please refer chapter titled "Outstanding Litigations and Material Developments" on page no. 223 of this Red Herring Prospectus.

I. Investors should read chapter titled "Risk Factors" beginning on page no. 25 of this Red Herring Prospectus to get a more informed view before making any investment decisions.

**J. SUMMARY OF CONTINGENT LIABILITIES**

Particulars	As at			
	29-02-2024	31-03-2023	31-03-2022	31-03-2021
Contingent liabilities in respect of:	-	-	-	-
Claims against the company not acknowledged as debts	-	-	-	-
Guarantees given on Behalf of the Company	44.77	53.29	-	-
Other moneys for which the company is contingently liable	-	-	-	-
Traces Defaults	2.05	1.90	0.64	0.25
Income Tax Demand outstanding for the AY 2019-20	2.18	2.18	2.18	2.18
Uncalled liability on shares and other investments partly paid	-	-	-	-
<b>Total</b>	<b>49.00</b>	<b>57.37</b>	<b>2.82</b>	<b>2.43</b>

For Further details, please refer chapter titled "Restated Financial Statements" beginning on page no. 173 of this Red Herring Prospectus.

**K. SUMMARY OF RELATED PARTY TRANSACTIONS**

As required under Accounting Standard 18 "Related Party Disclosures" as notified pursuant to Company (Accounting Standard) Rules 2006, following are details of transactions during the year with related parties of the company as defined in AS 18.

Lis of Related Parties as per AS - 18		
Particulars	Names of related parties	Nature of Relationship
Directors and Key Management Personnel (KMP)	Rupesh Laxman Kasavkar	Promoters & Director
	Nitin I Aher	Promoters & Director
	Kejal Niken Shah	CS (Appointed with Effect from 09th September, 2023)
	Mrs. Sharmila Rupesh Kasavkar	Wife of Rupesh Kasavkar
	Mr. Azad Ashok Jinwal	CFO (Appointed with Effect from 12th February, 2024)
Enterprises in which KMP/Relatives of KMP can exercise significant influence	Rulka Electricals	Proprietorship firm of Rupesh Laxman Kasavkar
	NR Square Enterprises	Proprietorship firm of Nitin I Aher
Relative of Director	Mrs. Preeti Nitin Aher	Wife of Director Nitin I Aher



Transactions with Related Parties		Period/Year ended (Amount in Lakhs)			
		29-02-24	31-Mar-23	31-Mar-22	31-Mar-21
<b>1.</b>	<b>Rupesh Laxman Kasavkar</b>				
	Director Remuneration given	26.57	25.36	23.54	21.25
	Opening balance of Loan taken by the Company	31.00	15.00	15.00	-
	Loan Taken by the Company	150.00	26.00	-	-
	Loan Repaid by the Company	2.00	10.00	-	-
	Interest on Loan taken/Given	-	-	-	-
	<b>Closing Balance (cr/(dr) )</b>	<b>179.00</b>	<b>31.00</b>	<b>15.00</b>	<b>-</b>
<b>2.</b>	<b>Nitin I Aher</b>				
	Director Remuneration given	26.57	25.36	23.54	23.00
			-	-	-
	Opening balance of Loan taken by the Company	15.00	15.00	-	-
	Loan Taken by the Company	-	-	15.00	-
	Loan Repaid by the Company	-	-	-	-
	Interest on Loan taken/Given	-	-	-	-
	<b>Closing Balance (cr/(dr) )</b>	<b>15.00</b>	<b>15.00</b>	<b>15.00</b>	<b>-</b>
<b>3.</b>	<b>Rupesh Laxman Kasavkar- HUF</b>				
	Opening balance of Loan taken by the Company	6.00	0.00	0.00	0.00
	Loan Taken by the Company	0.00	6.00	0.00	0.00
	Loan Repaid by the Company	0.00	0.00	0.00	0.00
	Interest on Loan taken/Given	0.00	0.00	0.00	0.00
	<b>Closing Balance (cr/(dr) )</b>	<b>6.00</b>	<b>6.00</b>	<b>0.00</b>	<b>0.00</b>
<b>4.</b>	<b>Rulka Electricals- Creditors</b>				
	Opening balance (Cr.)	35.00	17.87	10.00	0.00
	Purchases by company during the year including Labour charges	26.32	76.90	45.96	10.00
	Payment made during the year	55.32	59.77	38.09	0.00
	Net balance Outstanding (Cr).	<b>6.00</b>	<b>35.00</b>	<b>17.87</b>	<b>10.00</b>
<b>5.</b>	<b>Rulka Electricals (Advance to Suppliers)</b>				
	Closing balance- Dr.	<b>88.67</b>	<b>88.67</b>	<b>96.44</b>	0.00
<b>6.</b>	<b>NR Square Enterprises</b>				
	Opening balance (Cr.)	-10.55	5.36	16.78	0.00
	Purchases by company during the year including Labour charges	476.29	505.72	61.90	16.78
	Payment made during the year	648.00	521.63	73.32	
	Net balance (Dr.)/Cr.	<b>-182.26</b>	<b>-10.55</b>	<b>5.36</b>	<b>16.78</b>
	NR Square Enterprises(Debtors & Cr- Advance to Suppliers)	0.25	0.27	(0.15)	(0.15)
	Closing balance- Dr./Cr.)				
<b>7.</b>	<b>NR Square Enterprises</b>				
	Rent Deposit- GALA (B-108)	1.00	1.00		
	Rent Received	1.86	1.60		
	Remuneration Paid				
	Mrs. Sharmila Rupesh Kasavkar	5.95	10.74	10.09	0.00
	Mrs. Preeti Nitin Aher	5.95	10.74	10.09	0.00
	Mrs. Kejal Niken Shah	1.20	-	-	-
	Mr. Azad Ashok Jinwal	0.41	-	-	-
	Reimbursement of Expenses incurred				
	Mrs. Preeti Nitin Aher	1.83	2.17	1.53	1.03
	Rupesh Laxman Kasavkar	2.79	6.20	4.21	0.00
	Nitin I Aher	4.12	6.52	3.33	8.62



	Mrs. Sharmila Rupesh Kasavkar	1.29	1.12	0.78	0.24
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For details of Restated related party transaction, please refer chapter titled “Restated Financial Statements” beginning on page no. 173 of this Red Herring Prospectus.

**L.** There are no financing arrangements whereby the Promoter Group, the Directors of our Company who are the Promoters of our Company, the Directors of our Company and their relatives have financed the purchase by any other person of securities of our Company during the period of 6 (six) months immediately preceding the date of this Red Herring Prospectus.

**M.** The weighted average price of acquisition of Equity Shares by our Promoters in last one year is:

Name of Promoters	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹)*
Mr. Rupesh Laxman Kasavkar.	14,23,328	Nil
Mr. Nitin Indrakumar Aher	14,23,328	Nil

For further details, refer chapter titled “Capital Structure” beginning on page no. 65 of this Red Herring Prospectus.

**N.** The average cost of acquisition of Equity Shares by our Promoters is:

Name of the Promoters	No. of Shares held	Average Cost of Acquisition per Share (In Rs.)*
Mr. Rupesh Laxman Kasavkar.	14,73,360	Nil
Mr. Nitin Indrakumar Aher	14,73,360	Nil

\*Average cost of acquisition is calculated on the basis of face value of equity shares of Rs. 10/- each. The average cost of acquisition of Equity Shares by our Promoter has been calculated by taking into account the amount paid by them to acquire, by way of fresh issuance or transfer, the Equity Shares less amount received by them for the sale of Equity Shares through transfer, if any and the net cost of acquisition has been divided by total number of shares held as on date.

As certified by Statutory and Peer Review Auditor, R.K Jagetiya & Co. Chartered Accountant vide certificate dated April 19, 2024.

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

**P.** Except Bonus Issue of Shares as disclosed in chapter titled “Capital Structure” beginning on Page 65 of this Red Herring Prospectus, our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Red Herring Prospectus

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

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



### **SECTION III - RISK FACTORS**

*An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a better understanding, you should read this section together with "Business Overview" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 116 and 213, respectively, as well as the other financial and statistical information contained in this Red Herring Prospectus. The risks and uncertainties described in this section are not the only risks that we may face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations, financial condition and prospects.*

*If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our cash flows, business, financial condition and results of operations could suffer, the price of our Equity Shares could decline, and you may lose all or part of your investment. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risks where the impact is not quantifiable and hence the same has not been disclosed in such risk factors. Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Offer 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 Offer. Before making an investment decision, investors must rely on their own examination of the Offer and us.*

*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 Offer, including the merits and the risks involved. You should not invest in this Offer 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.*

*In this Red Herring Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in "Risk Factors" on page 25 and "Management Discussion and Analysis of Financial Condition and Results of Operations" on page 213 respectively of this Red Herring Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in the "Financial Information of our Company" prepared in accordance with the Indian Accounting Standards.*

#### **Materiality**

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

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

#### **INTERNAL RISK FACTORS**

1. *Our business is dependent on a few customers and the loss of, or a significant reduction in award of contracts by such customers could adversely affect our business.*

Revenues from any particular client may vary from reporting period to reporting period depending on the nature of ongoing contracts projects and the implementation schedule and stage of completion of such projects. Larger contracts from few customers may represent a larger part of our portfolio, increasing the potential volatility of our results and exposure to individual contract risks. Such concentration of our business on a few projects or clients may have an adverse effect on our results of operations and result in a significant reduction in the award of contracts which could also adversely affect our business if we do not achieve our expected



margins or suffer losses on one or more of these large contracts, from such clients.

Further, we cannot assure you that we can maintain the historical levels of project orders from these clients or that we will be able to find new clients in case we lose any of them. Furthermore, major events affecting our clients, such as adverse market conditions, regulatory changes, adverse cash flows, change of management, mergers and acquisitions by clients could adversely impact our business. If any of our major clients become bankrupt or insolvent, we may lose some or all of our business from that client and our receivables from that client may have to be written off, thus adversely impacting our cash flows and financial condition.

Our long-standing relationship with certain of our customers is a result of our timely and efficient completion of work. However, in the event we are unable to complete our projects within the duration prescribed under our contracts, or the quality of our work deteriorates, then our relationship will get strained and we may not get further orders from our current clients which could adversely affect our business. In addition, our clients may also be entitled to terminate the service in the event of delay in completion of the work if the delay is not on account of any of the agreed exceptions.

Consequently, the loss of any of our significant clients, could have an adverse effect on our business, cash flows and results of operations. In addition, any adverse change in the projects that we are constructing for them, such as delays or stoppages in completion schedules, changes to the agreed designs or failure to obtain regulatory permits for such projects by clients, may also have an adverse effect on our business.

**2. *Our under-construction projects may be subject to cost overruns or delays.***

As of the date of this Red Herring Prospectus, we have some Ongoing Projects that are under development. The development of such projects is subject to substantial risks, including various planning and execution risks. In Addition to that our company has not experience in past any cost overruns and delay during the course of execution on project except delay in normal course. Any delays or cost overruns in the completion of our projects in future which is exceptional to normal course of procedure may adversely affect our ability to generate returns from the sale of these projects.

For further details of our Business, please refer chapter titled “Business Overview” beginning on Page 116 of Draft Red Herring Prospectus.

**3. *We require certain approvals and licenses in the ordinary course of business and the failure to successfully obtain/renew such registrations would adversely affect our operations, results of operations and financial condition.***

We are governed by various laws and regulations for our business and operations. We are required, and will continue to be required, to obtain and hold relevant licenses, approvals and permits at state and central government levels for doing our business. The approvals, licenses, registrations and permits obtained by us may contain conditions, some of which could be onerous. Additionally, we will need to apply for renewal of certain approvals, licenses, registrations and permits, which expire or need to update pursuant to conversion of company from private to public Company.

While we have obtained a significant number of approvals, licenses, registrations and permits from the relevant authorities. There can be no assurance that the relevant authority will issue an approval or renew expired approvals within the applicable time period or at all. Any delay in receipt or non-receipt of such approvals, licenses, registrations and permits could result in cost and time overrun or which could affect our related operations. Furthermore, under such circumstances, the relevant authorities may initiate penal action against us, restrain our operations, impose fines/penalties or initiate legal proceedings for our inability to renew/obtain approvals in a timely manner or at all.

These laws and regulations governing us are increasingly becoming stringent and may in the future create substantial compliance or liabilities and costs. While we endeavor to comply with applicable regulatory requirements, it is possible that such compliance measures may restrict our business and operations, result in increased cost and onerous compliance measures, and an inability to comply with such regulatory requirements may attract penalty. For further details regarding the material approvals, licenses, registrations and permits, which have not been obtained by our Company or are, pending renewal, see “Government and Other Approvals” on page 229 of this Red Herring Prospectus.

Furthermore, we cannot assure you that the approvals, licenses, registrations and permits issued to us will not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action.



Any suspension or revocation of any of the approvals, licenses, registrations and permits that has been or may be issued to us may affect our business and results of operations.

**4. Majority of our revenue from operations are generated from India. Any adverse development affecting our operations in India could have an adverse impact on our business, financial condition and results of operations**

We derive almost 99.94% of our revenue from operations from India and exports are only made in SEZ zone (i.e. deemed Exports) for the period ended February 29, 2024. Such geographical concentration of our business in this region heightens our exposure to adverse developments related to competition, as well as economic and demographic changes in this region which may adversely affect our business prospects, financial conditions and results of operations.

The concentration of our business is subjects us to various risks, including but not limited to:

- Regional slowdown in Industrial activities;
- vulnerability to change of policies, laws and regulations or the political and economic environment;
- constraint on our ability to diversify across states; and
- perception by our potential clients that we are a regional service company, which may hamper us from competing or securing orders for large and complex projects at the national level.

In addition, as we enter new markets and geographical areas, we are likely to compete not only with national player, but also local players who have an established local presence, are more familiar with local regulations, business practices and customs, have stronger relationships with local contractors/service provider. We may not be able to leverage our experience in these regions to expand our operations in other parts of India and outside India.

For further details of our Business, please refer chapter titled “Business Overview” beginning on Page 116 of Red Herring Prospectus

**5. There are outstanding legal proceedings involving our Company, Director and Promoter. Any adverse decision in such proceedings may have a material adverse effect on our business, results of operations and financial condition.**

We are involved in certain legal proceedings which are pending at different levels of adjudication before various courts, tribunals, enquiry officers, and appellate authorities.

We cannot provide assurance that these legal proceedings will be decided in our favour. Any adverse decisions in any of the proceedings may have a significant adverse effect on our business, results of operations, cash flows and financial condition. A summary of the pending proceedings involving the Company, Director and Promoter is provided below:

**Cases against our Company**

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	--	--
Statutory/ Regulatory Authorities	--	--
Taxation Matters	3	30.52
Other Litigation	--	--

**Cases filed by our Company: -**

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	--	--
Statutory/ Regulatory Authorities	--	--
Other Litigation - Taxation	--	--
Other Litigation	1	19.88



## Cases against our Director

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	--	--
Statutory/ Regulatory Authorities	--	--
Taxation Matters	1	0.15
Other Litigation	--	--

The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally. If any new developments arise, such as a change in Indian law or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current liabilities.

For further details of legal proceedings involving the Company, Director and Promoter, please see “Outstanding Litigations and Material Developments” beginning on page 223 of this Red Herring Prospectus

**6. *The operation and maintenance of our electrical services involves significant risks that may cause injury to people or property and that may lead to significant disruption to our business and consequent decreases in our revenues.***

The operation and maintenance of our electrical installations involves significant risks and a number of factors could increase our maintenance needs, reduce the availability of our transmission systems, or result in forced outages, suspension of our operations, personal injury, loss of life, or damage to property.

In addition, our business requires our employees and contractors to work under potentially dangerous circumstances (such as being exposed to electrical equipments). Our operations are subject to hazards associated with the handling of dangerous materials, working on heights and working on live lines. Despite compliance with requisite safety requirements and standards, due to the nature of the materials and circumstances our employees and contractors work under, we may be liable for certain costs, including costs for health-related claims, or removal or treatment of hazardous substances, including claims and litigation from our current or former employees for injuries arising from occupational exposure to materials or other hazards at our project site. This could subject us to significant disruption in our business and to legal and regulatory actions, which could materially adversely affect our business, prospects, financial condition, cash flows and results of operations.

**7. *We are subject to performance risk from third-party contractors, and operational risks associated with the engagement of third-party contractors and our employees.***

We rely on third-party contractors and our employees for the development, execution and operation of our projects as well as other business operations. While we maintain a diversified set of vendors, we remain subject to the risk that the third-party contractors will not perform their obligations. If the third-party contractors do not perform their obligations (including regulatory compliances) or if they deliver any components that have a manufacturing defect or do not comply with the specified quality standards and technical specifications, we may have to enter into new contracts with other contractors at a higher cost or suffer schedule disruptions. Changing a contractor may incur additional costs in finding a replacement service provider or experience significant delays.

In addition, if any of our employees or third-party contractors take, convert, or misuse funds, documents, or data, or fail to follow protocol when interacting with consumers and regulators, we could be liable for damages and subject to regulatory actions and penalties. We could also be subject to civil or criminal liability. It is not always possible to identify and deter misconduct or errors by employees or third-party contractors, and the precautions we take to detect and prevent these activities may not be effective in controlling unknown or unmanaged risks or losses. Our resources, technologies and fraud prevention tools may be insufficient to accurately detect and prevent fraud. Any of these occurrences could diminish our ability to operate our business, increase our potential liabilities to consumers and merchants, and may lead to an inability to attract future projects, cause reputational damage, attract regulatory intervention, and cause financial harm, any or all of which could negatively impact our business, cash flows, financial condition, prospects and results of operations.



**8. *Opposition from local communities and other parties may adversely affect our financial condition, results of operations and cash flows.***

The operation of our projects may disrupt the activities and livelihoods of local communities, especially during the project execution period. Repair work on a project may be delayed in order to resolve local community concerns. There is no as such instance of where opposition from local communities have adversely impacted the company's operations during course of its business in past but in future if any such opposition may adversely affect our financial condition, results of operations and cash flows, and harm our reputation.

We could be subject to opposition, such as through litigation or by other means, from public interest groups, local communities or non-governmental organizations, in relation to the environmental impact of their projects.

**9. *Our top ten customers contribute majority of our revenues from operations. Any loss of business from one or more of them may adversely affect our revenues and profitability.***

Our top ten customers have contributed 51.56%, 71.05%, 80.64% and 85.67% of our revenues for the period ended February 29, 2024, March 31, 2023, March 31, 2022 and March 31, 2021 based on Restated Financial Statements. However, our top customers may vary from period to period depending on the demand and thus the composition and revenue generated from these customers might change as we continue to add new customers in normal course of business. Since our business is concentrated among relatively few significant customers, we could experience a reduction in our results of operations, cash flows and liquidity if we lose one or more of these customers or the amount of business, we obtain from them is reduced for any reason, including but not limited on account of any dispute or disqualification.

Accordingly, we cannot assure you that the customers which contribute to the major part of our revenue stream will pay us the amounts due to us on time, or at all. In the event any of our significant customers fail to fulfil their respective obligations, our business, financial condition and results of operations would be adversely affected. While we believe we have maintained good and long-term relationships with our customers, there can be no assurance that we will continue to have such long-term relationship with them. We cannot assure that we shall generate the same quantum of business, or any business at all, from these customers, and loss of business from one or more of them may adversely affect our revenues and profitability.

**10. *Our failure to perform in accordance with the standards prescribed in work order of our client could result in loss of business or payment of liquidated damages and any delay in the schedule of our under-construction projects may be subject to cost overruns and can impact our reputation and future projects.***

Our Company deals in turnkey projects and any schedule delays can significantly impact the project's overall success. Design changes, procurement delays, regulatory issues, and weather problems represent some common scheduling challenges in our projects encounter. As on the date of this Red Herring Prospectus, we have Ongoing Projects that are under execution. The development of such projects is subject to substantial risks, including various planning, engineering and construction risks. Further we follow a detailed schedule, regularly monitoring progress, updating project status, and identifying changes, to ensure that the project stays on track. We are required to obtain necessary regulatory approvals in some cases and can be a time-consuming process. Delays in obtaining these approvals can push back project timelines and increase costs.

For further details of our Business, please refer chapter titled "Business Overview" beginning on Page 116 of Red Herring Prospectus.

**11. *Our revenues are highly dependent on our operations in geographical region of State of Maharashtra. Any adverse development affecting our operations in this region could have an adverse impact on our business, financial condition and results of operations.***

We derive our revenue from State of Maharashtra. However, for our regional business, we derive a large portion of our revenue from state of Maharashtra. State of Maharashtra contribute 52.90%, 63.38%, 66.27% and 61.01% of our total regional revenue for the period ended February 29, 2024 and financial year ended on March 31, 2023, 2022 and 2021, respectively. If there is change in policy by Government of Maharashtra or economic conditions of State of Maharashtra become volatile or uncertain or the conditions in the financial market were to deteriorate, or if there are any changes in laws applicable to our industry or if any restrictive conditions are imposed on us or our business, there will be a severe impact on the financial condition of our business.





**12. Due to the long construction periods of our projects, the operation and maintenance costs of our projects may change significantly after commissioning of the assets. As the terms and conditions, including the fee structure are generally fixed, we may not be able to offset increases in costs, including operation and maintenance costs.**

Operation and maintenance costs of our projects may increase due to factors beyond our control, including the following:

- increase in the cost of labour, materials and insurance;
- restoration costs in case of events such as, floods, natural disasters and accidents;
- increase in raw material costs;
- adverse weather conditions;
- unforeseen legal, tax and accounting liabilities; and
- other unforeseen operational and maintenance costs.

We may not be able to offset increased operation and maintenance costs as the revenue is generally fixed, and given the escapable component forms only a small portion of the overall fee payable to us, it may be insufficient to offset such cost increases. Additionally, as the escapable portion of our tariff is linked to inflation, there can be no assurance that adjustments of the escapable tariff will be sufficient to cover increased costs resulting from inflation. Significant increases in operation and maintenance costs may reduce our profits. Any increased volatility or rate of inflation of global commodity prices, could adversely affect our customers, contractual counterparties and end users. Any slowdown in India's growth, inflation volatility or fluctuation or sustained periods of hyperinflation adversely impact our business, prospects, financial condition, results of operations and cash flows.

**13. We source a large part of our new orders from our relationships with corporates and other customers, both present and past. Any failure to maintain our long-standing relationships with our existing customers or forge similar relationships with new ones would have a material adverse effect on our business operations and profitability.**

We believe that our focus on completing projects in a timely manner and on quality has helped us build strong relationships with our customers and bolster our reputation in the industry in which we operate. In fact, all of the projects that we execute for private sector clients are sourced through nomination i.e. where customers with whom we have an existing relationship or new customers approach us directly for their proposed projects. Further, we have received additional projects from several of our existing customers despite increased competition in the region within which we operate. If any of our relationships with our existing customers were to be altered or terminated and we are unable to forge similar relationships with new customers in the future, our business, financial condition, results of operations, cash flows and business prospects could be materially and adversely affected.

**14. Our business is manpower intensive and any unavailability of our employees or shortage of contract labour or any strikes, work stoppages, increased wage demands by workmen or changes in regulations governing contractual labour may have an adverse impact on our cash flows and results of operations.**

Our business is manpower intensive and we are dependent on the availability of our permanent employees and sometimes the supply of a sufficient pool of contract labourers at our project locations. Unavailability or shortage of such a pool of workmen or any strikes, work stoppages, increased wage demands by workmen or changes in regulations governing contractual labour may have an adverse impact on our cash flows and results of operations. The number of contract labourers employed by us varies from time to time based on the nature and extent of work contracted to us and the availability of contract labour. We may not be able to secure the required number of contractual labourers required for the timely execution of our projects for a variety of reasons including, but not limited to, possibility of disputes with sub-contractors, strikes, less competitive rates to our sub-contractors as compared to our competitors or changes in labour regulations that may limit availability of contractual labour.

We are subject to laws and regulations relating to employee welfare and benefits such as minimum wage, working conditions, employee insurance, and other such employee benefits and any changes to existing labour legislations, including upward revision of wages required by such state governments to be paid to such contract labourers, limitations on the number of hours of work or provision of improved facilities, such as food or safety equipment, may adversely affect our business and results of our operations.

Further, there can be no assurance that disruptions in our business will not be experienced if there are strikes, work stoppages, disputes or other problems with sub-contractors or contract labourers deployed at our projects. This may adversely affect our business and cash flows and results of operations.



**15. We have a substantial amount of outstanding indebtedness, which requires significant cash flows to service and are subject to certain conditions and restrictions in terms of our financing arrangements, which restricts our ability to conduct our business and operations in the manner we desire.**

As of February 29, 2024, our long-term borrowings were ₹ 245.02 Lakhs & short term borrowings were ₹ 859.87 Lakhs and we will continue to incur additional indebtedness in the future. Our level of indebtedness has important consequences to us, such as:

- increasing our vulnerability to general adverse economic, industry and competitive conditions;
- limiting our ability to borrow additional amounts in the future;
- affecting our capital adequacy requirements; and
- Increasing our finance costs.

In the event we breach any financial or other covenants contained in any of our financing arrangements or in the event we had breached any terms in the past which is noticed in the future, we may be required to immediately repay our borrowings either in whole or in part, together with any related costs. If the lenders of a material amount of the outstanding loans declare an event of default simultaneously, our Company may be unable to pay its debts when they fall due. For further details of our Company's borrowings, see "Financial Information of our Company" on page 173 of this Red Herring Prospectus.

**16. There have been certain instances of regulatory non-compliances or delays or errors in the past. We may be subject to regulatory actions and penalties for any such past or future non-compliance or delays or errors and our business, financial condition and reputation may be adversely affected.**

There are few discrepancies noticed in some of our corporate records relating to e-forms filed with the Registrar of Companies, which inter-alia includes such as incorrect/ incomplete attachments to the forms, clerical errors by our Company in form filed with the ROC such as

- There is an incorrect attachment of MOA for increase in authorised capital from ₹1 crore to ₹5 crores in Form SH-7, MGT-14 and INC-33.
- There is clerical mistake in ratio mentioned in Board Resolution dated April 05, 2023 filed in PAS-3 for Bonus Issue of Shares.
- We have mentioned terms of preferential allotment as per subscription and shareholding agreement in resolution filed for preferential allotment of equity shares dated June 02, 2023, it is a clerical error as Company does not entered any share subscription and shareholding agreement.
- Company has filed incomplete data in MGT-9 (Extract of Annual Return) attached in AOC-4 form filed in RoC for the year 2014-15.
- Company has filed for adoption of Article of Association pursuant to conversion of Company from Private to Public and made clerical error in name of Company, further we have filed the revised MGT-14 and INC-33 with updated Article of Association.

Further, there have been instances of delayed filings and non-filing with respect to the certain forms filed by our Company with the RoC and regulatory authority which is filed with regulatory authority along with late fees.

Further our Independent Directors had registered their names in the Independent Director's databank under MCA post their appointment as the Additional Independent Director. While there are no significant implications of such appointment, we cannot assure that we may require to pay any fine in the future. In Addition, the Company has filed delayed return of GST and delay in payment of EPF for the month of May 2021 due to administrative and technical reasons which was later rectified.

Although no show cause notice have been received in respect of non-compliance of the Companies Act, 2013 and rules made thereunder, in the event of any cognizance being taken, the Company may be subjected to a penalty which may have adverse impact financial and operational impact on our company.

**17. Our current Order Book does not guarantee full realization of future income. Some orders may be subject to modifications, cancellations, delays, holds, or partial payments by customers, which could have adverse effects on our operational results**

Our Order Book represents the value of secured contracts yet to be executed as of a specific date, providing insight into our future expected revenues. However, it is crucial to note that the calculation and presentation of the Order Book may vary from other companies, including our competitors. Successful execution of the Order Book depends on adhering to contractual obligations,



including delivery schedules and quality requirements. Failure to meet these terms, whether actual or perceived, may result in modifications, cancellations, or delays of our current orders and potential penalties.

Additionally, project execution relies on the cooperation of customers and other service providers involved. Factors beyond our or our clients' control, such as permit delays or practical difficulties, may lead to project postponements or cancellations. Due to uncertainties in project execution, we cannot accurately predict when, if, or to what extent a project will be completed, impacting the income and profits derived from the contracts. Delays can also lead to payment delays or refusals, affecting expected margins.

There is a risk of default or non-payment by contracting parties, even if a project proceeds as scheduled. Delays, scope reductions, cancellations, execution difficulties, payment postponements, defaults, or disputes related to the Order Book or ongoing projects can adversely affect cash flow, operational revenues, and profitability. These inherent risks in our industry and contractual relationships must be recognized as they can significantly impact on our financial performance.

***18. Reliance has been placed on affidavits furnished by our directors for details of their profiles included in this Draft Red Herring Prospectus.***

Reliance has been placed on affidavits furnished by our directors and KMP's namely Mr. Rupesh Laxman Kasavkar, Mr. Milind Ramnath Dhumal, Mr. Sandeep Janu Sawant and Ms. Kejal Niken Shah in respect of their experiences in certain organisations. We have not been able to independently verify these details. Therefore, we cannot assure you that all information relating to the experience disclosures of our Directors and KMP's included in section titled "Our Management" and "Our Promoter and Promoter Group" beginning on page 156 and 168 of this Draft Red Herring Prospectus are complete, true and accurate.

***19. Our inability to effectively manage our growth or to successfully implement our business plan and growth strategy could have an effect on our business, results of operations and financial condition.***

The success of our business will depend greatly on our ability to effectively implement our business and growth strategy. Our growth strategy involves focusing on Optimal Utilization of Resources and to developed relationships with customer. For further details, see the section titled "Business Overview" on page 116 of this Red Herring Prospectus. Our success in implementing our growth strategies may be affected by:

- Our ability to identify new markets to expand;
- Our ability to maintain the quality of our service;
- Changes in the Indian regulatory environment in field of service industry

There can be no assurance that we will be able to execute our strategy on time and within our estimated budget, or that our expansion and development plans will increase our profitability. Any of these factors could impact our results of operations. We cannot assure you that we will not face any time or cost overruns in respect of implementation of our strategies in the future. Further, we expect our growth strategy to place significant demands on our management, financial and other resources and require us to continue developing and improving our operational, financial and other internal controls. Our inability to manage our business and implement our growth strategy could have effect on our business, financial condition and profitability.

***20. We are exposed to the risk of delays or non-payment by our clients and other counterparties, which may also result in cash flow mismatches.***

We are exposed to counterparty credit risk in the usual course of our business dealings with our clients or other counterparties who may delay or fail to make payments or perform their other contractual obligations. The financial condition of our clients, business partners, suppliers and other counterparties may be affected by the performance of their business which may be impacted by several factors including general economic conditions. We cannot assure you of the continued viability of our counterparties or that we will accurately assess their creditworthiness. We also cannot assure you that we will be able to collect the whole or any part of any overdue payments. Any material non-payment or non-performance by our clients, business partners, suppliers or other counterparties could affect our financial condition, results of operations and cash flows.

For further details of our Business and Clients, please refer chapter titled "Business Overview" and "Management Discussion & Analysis of Financials Conditions and Result of Operation" beginning on Page 116 & 213 of this Red Herring Prospectus.



**21. *The unsecured loan availed by our Company from NBFCs and Director may be recalled at any given point of time.***

Our Company has been availing unsecured loans from NBFCs and Directors from time to time. The total outstanding payable to them as on February 29, 2024 amounts to Rs. 200 Lakhs. Although there are no terms and condition prescribed for repayment of unsecured loan which can be recalled at any given point of time during ordinary course of business and thus may affect the business operations and financial performance of our Company.

For further details regarding loans availed by our Company, please refer “Financial Information of our Company” on page 173 of this Red Herring Prospectus.

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

Our services are manpower intensive and we engage a considerable number of skilled personnel every year to sustain our growth. Further, we spend significant time and resources in training the manpower we hire. Our success is substantially dependent on our ability to recruit, train and retain skilled manpower.

High attrition and competition for manpower may limit our ability to attract and retain the skilled manpower necessary for our future growth requirements. We cannot assure you that skilled manpower will continue to be available in sufficient numbers suitable to our requirements or that we will be able to grow our workforce in a manner consistent with our growth objectives, which may affect our business, financial condition, results of operations and prospects.

For further details of our employees, please refer chapter titled “Business Overview” beginning on Page 116 of this Red Herring Prospectus.

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

Misconduct or errors by manpower engaged by us could expose us to business risks or losses, including regulatory sanctions, penalties and serious harm to our business. Such misconduct includes breach of security requirements, misappropriation of funds, hiding unauthorized activities, failure to observe our stringent operational standards and processes and improper use of confidential information. It is not always possible to detect or deter such misconduct, and the precautions we take to prevent and detect such misconduct may not be effective. We have a large workforce deployed across India. Consequently, our ability to control the workplace environment in such circumstances is limited. The risks associated with the deployment of manpower engaged by us across several locations include, among others, possible claims relating to:

- actions or inactions, including matters for which we may have to indemnify our clients;
- Our failure to adequately verify personnel backgrounds and qualifications resulting in deficient services;
- failure of manpower engaged by us to adequately perform their duties or absenteeism;
- errors or malicious acts or violation of security, privacy, health and safety regulations; and
- Damage to our clients’ facilities or property due to negligence.

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

**24. *Our top ten suppliers contribute majority of our purchases. Any loss of business with one or more of them may adversely affect our business operations and profitability.***

Our top ten suppliers contributed approximately 47.08%, 49.34%, 46.65% & 50.84% of our total purchases for the period ended February 29, 2024 and year ended March 31, 2023, March 31, 2022, March 31, 2021 respectively based on Restated Financial Statements. However, our top suppliers may vary from period to period depending on the demand-supply mechanism and thus the supply process from these suppliers might change as we continue to seek more cost effective suppliers in normal course of business. Since our business is concentrated among few significant suppliers, we could experience a reduction in our purchases and business operations if we lose one or more of these suppliers, including but not limited on account of any dispute or disqualification.



While we believe we have maintained good and long term relationships with our other suppliers too, there can be no assurance that we will continue to have such long term relationship with them. We cannot assure that we shall do the same quantum of business, or any business at all, with these customers, and loss of business with one or more of them may adversely affect our purchases and business operations.

**25. Any failure to comply with financial and other restrictive covenants imposed on us under our financing agreements may affect our operational flexibility, business, results of operations and prospects.**

As on February 29, 2024, our total secured borrowings amounted to Rs. 904.44 Lakhs from Banks. Our leverage has several important consequences, including the following:

- A portion of our cash flow will be used towards repayment of debt, which will reduce the availability of cash to fund working capital requirements, capital expenditures and other general corporate purposes;
- Our borrowing cost and the existence of encumbrances on a significant portion of our immovable properties may constrain. In the event of enforcement of an event of default in connection with such secured borrowings (which is not waived or cured), our ability to continue to operate our business at such locations may be restricted;
- Fluctuations in interest rates may affect our cost of borrowing, as all or a substantial part of our borrowings is at floating rates of interest; and
- Our failure to comply with financial or restrictive covenants may result in declaration of an event of default by any current or future lenders, which may accelerate repayment or increase applicable interest rates or trigger cross-default or cross-acceleration under other financing agreements.

The termination of, or declaration or enforcement of default under, any current or future financing agreement (if not waived or cured) may affect our ability to raise additional funds or renew maturing borrowings to finance our existing operations and pursue our growth initiatives and, therefore, have an effect on our business, results of operations and prospects.

For further details of our loans, Please refer chapter titled “Financial Information of our Company” beginning on Page 173 of this Red Herring Prospectus.

**26. We have entered into and may enter into related party transactions in the future also.**

Our Company in the past has entered into Related Party Transactions and may continue to do so in future also, which may affect our competitive edge. Our Company had entered into various transactions with our Promoters, Promoter Group, Directors and their Relatives and Promoter Group Entities. These transactions, inter-alia includes salary, remuneration, rent and purchase and sales etc. Our Company entered into such transactions due to easy proximity and quick execution and are at arm length price. The transactions are in compliance with Companies Act, 2013 and other applicable regulations.

However, there is no assurance that we could not have obtained better and more favorable terms that our Company not entered into such related party transactions. Our Company may enter into such transactions in future also and we cannot assure that in such an event there would be no adverse effect on results of our operations. For details, Auditor’s Report under Section titled “Financial Information of our Company” beginning on page no. 173 of this Red Herring Prospectus.

**27. The property used by the Company for the purpose of its operations is not owned by us. Any termination of the relevant rent agreement in connection with such property or our failure to renew the same could adversely affect our operations.**

Our corporate office situated at Unit-B-109, 1st Floor, Shiva Estate, Lake Road, Bhandup (West), Mumbai-400078, Maharashtra, India and branch office situated at Flat No. 202 M 21, 2nd Floor, City Avenue, Survey No. 131, Near Sayaji Hotel, Wakad, Pimpri –Chinchwad, Tehsil: Haveli, Pune and Shop No. 204, 2nd Floor, Vardhaman Fortune Mall, Community Centre, G.T. Karnal Road, Delhi-110033 are not owned by us. We have taken these places on lease and company is in process of execution rent agreement for corporate office. Any termination of the lease in connection with these properties or our failure to renew the same, in a timely manner or at all could adversely affect our operations.

If we are required to vacate the current premises, we would be required to make alternative arrangements for our business activities



and we cannot assure that the new arrangements will be on commercially acceptable/favourable terms. If we are required to relocate our business operations during this period, we may suffer a disruption in our operations or have to pay higher charges, which could have an adverse effect on our business, prospects, results of operations and financial condition.

For details regarding properties taken on lease refer the Section titled —Properties – “Business Overview” beginning on page no. 116 of this Red Herring Prospectus.

**28. We have significant ongoing funding requirements and may not be able to raise additional capital in the future. As a result, we may not be able to respond to business opportunities, challenges or unforeseen circumstances.**

Our major fund based financial assistance has been sanctioned by the bank, i.e., ICICI Bank Limited on the security of assets. The Company is dependent on the bank for its Working Capital requirement and any default under such arrangement with such lender may create problem for operation of the Company, which may affect the financial stability of the Company. At the same time this may result into difficulty in arranging for funds for re-payment and may also affect the financial position of the Company. If we are unable in the future to generate sufficient cash flow from operations or borrow the necessary capital to fund our future capital expenditures, we will be forced to limit our growth. In addition, we may not be able to service our existing customers or to acquire new customers. The inability to raise additional capital on acceptable terms could have an effect on our business, results of operations and financial condition.

For further details of our loans, please refer chapter titled “Financial Information of our Company” beginning on Page 173 of this Red Herring Prospectus.

**29. Our contingent liabilities as stated in our Restated Financial Statements could affect our financial condition**

Our Contingent liabilities as on February 29, 2024 were ₹ 49.00 Lakhs. If these contingent liabilities materialize, fully or partly, the financial condition of our Company could be affected. Following are contingent liability for last three years and stub period:

Particulars	As at			
	29-02-2024	31-03-2023	31-03-2022	31-03-2021
Contingent liabilities in respect of:				
Guarantees given on Behalf of the Company	44.77	53.29	-	-
Traces Defaults	2.05	1.90	0.64	0.25
Income Tax Demand outstanding for the AY 2019-20	2.18	2.18	2.18	2.18
<b>Total</b>	<b>49.00</b>	<b>57.37</b>	<b>2.82</b>	<b>2.43</b>

For more information, regarding our contingent liabilities, please refer chapter titled “Restated Financial Information” beginning on page 173 of this Red Herring Prospectus

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

To remain competitive and efficient, modernization and technology upgradation are crucial for reducing costs and increasing output. Our business heavily relies on technology and machinery to deliver quality services. However, there is a risk of our technology and machinery becoming obsolete over time or not being upgraded timely, which can adversely impact our operations and financial condition, leading to a loss of competitive edge in the market. While we believe that we have implemented updated technology, we understand the importance of continuous improvement. We are committed to staying abreast of the latest technological standards and trends to enhance our capabilities. In the event of a new technology emerging in our industry, we may be required to invest in adopting that technology or upgrading our existing equipment to remain competitive.

The costs associated with upgrading technology and modernizing machinery are significant, and they can have a substantial impact on our finances and operations. These investments may lead to higher capital expenditures and can temporarily affect our profitability and cash flow. We must carefully assess the potential benefits and returns on such investments to ensure they align with our long-term growth objectives.

Our ability to successfully implement technology upgrades and modernization efforts depends on various factors, including availability of skilled technicians, compatibility of new technology with existing systems, and adequate financial resources. Delays or



challenges in adopting new technology can hinder our operational efficiency and competitiveness in the market.

***31. We may not be able to prevent unauthorised use of trademarks obtained/ applied for by third parties, which may lead to the dilution of our goodwill.***

We have obtained trademark registrations under class 9 for our logo under the Trade Marks Act, 1999 (“Trade Marks Act”), any unauthorized use of our trademarks, by unrelated third parties may damage our reputation. Preventing trademark infringement, particularly in India, is difficult, costly and time-consuming. The measures we take to protect our trademarks may not be adequate to prevent unauthorized use by third parties, which may affect our reputation and in turn adversely affect our business, financial condition, results of operations and prospects.

Further, we cannot assure you that any application for registration of our trademark in future by our Company will be granted by the relevant authorities in a timely manner or at all. Our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. We may need to litigate in order to determine the validity of such claims and the scope of the proprietary rights of others. Any such litigation could be time consuming and costly and the outcome cannot be guaranteed. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property.

For further details please refer to chapter titled “Government and Other Approvals” beginning on page 229 of the Red Herring Prospectus.

***32. Our success is dependent on our Promoters, senior management and skilled manpower. Our inability to attract and retain key personnel or the loss of services of our Promoters or Managing Director and Whole Time Directors may have an adverse effect on our business prospects.***

Our Promoters, Managing Director, Whole Time Director and senior management have significantly contributed to the growth of our business, and our future success is dependent on the continued services of our senior management team. Our Managing Director Mr. Rupesh Laxman Kasavkar and whole-time Director Nitin Indrakumar Aher are having experience of 20 years each in Electrical Industry which turn out beneficial for the Company. An inability to retain any key managerial personnel may have an adverse effect on our operations. Our ability to execute contracts and to obtain new clients also depends on our ability to attract, train, motivate and retain highly skilled professionals, particularly at managerial levels. We might face challenges in recruiting suitably skilled personnel, particularly as we continue to grow and diversify our operations. In the future, we may also not be unable to compete with other larger companies for suitably skilled personnel due to their ability to offer more competitive compensation and benefits. The loss of any of the members of our senior management team, our directors or other key personnel or an inability on our part to manage the attrition levels; may materially and adversely impact our business, results of operations, financial condition and growth prospects.

The success of our business is also dependent upon our ability to hire, retain, and utilize qualified personnel and corporate management professionals who have the required experience and expertise. From time to time, it may be difficult to attract and retain qualified individuals with the requisite expertise and we may not be able to satisfy the demand from customers for our Products because of our inability to successfully hire and retain qualified personnel.

For further details of our Promoters and Management, please refer chapter titled “Our Promoters and Promoter Group” and “Our Management” beginning on Page 168 & 156 of this Red Herring Prospectus.

***33. If there is a change in policies related to tax, duties or other such levies applicable to us, it may affect our results of operations.***

We benefit from certain general tax regulations and incentives that accord favorable treatment to certain of our operations as well as for our activities. These tax benefits include income tax deductions and other taxes. For details regarding income tax deductions, please refer to the chapter “Statement of Possible Tax Benefits” on page 98 of this Red Herring Prospectus.

New or revised accounting policies or policies related to tax, duties or other such levies promulgated from time to time by the relevant authorities may significantly affect our results of operations. We cannot assure you that we would continue to be eligible for such lower tax rates or any other benefits. The reduction or termination of our tax incentives, or non-compliance with the conditions under which such tax incentives are made available, will increase our tax liability and affect our business, prospects, results of operations and financial condition.



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

Our Company had reported certain negative cash flows from operating, investing activities and financing activities in the previous years as per the Restated Financial Statements and the same are summarized as under:

(Rs. in Lakhs)

Particulars	For the period ended February 29, 2024	For the year ended March 31,		
		2023	2022	2021
Cash flow from Operating Activities	(335.82)	(195.44)	69.93	16.93
Cash flow from Investing Activities	(208.76)	(48.38)	(69.34)	11.25
Cash flow from Financing Activities	695.40	214.61	29.79	(41.01)

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If our Company is not able to generate sufficient cash flows, it may affect our business and financial operations. For further please refer chapter titled “Financial Information of our company” beginning on Page 173 of this Red Herring Prospectus.

**35. Our Promoters and Executive Directors hold Equity Shares in our Company and are therefore interested in the Company’s performance in addition to their remuneration and reimbursement of expenses.**

Our Promoters and Directors are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. We cannot assure you that our Promoters will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters may take or block actions with respect to our business which may conflict with the best interests of the Company or that of minority shareholders. For further information on the interest of our Promoters and Directors of our Company, other than reimbursement of expenses incurred or normal remuneration or benefits, see “Our Management” and “Our Promoters and Promoter Group” on pages 156 and 168 respectively of this Red Herring Prospectus.

**36. Our lenders have charge over our immovable properties in respect of finance availed by us.**

We have provided security in respect of facilities availed by us from banks by creating a charge over our immovable properties. Our company has been sanctioned with the Cash Credit and Bank Guarantee Facility from ICICI Bank Limited against the property of our Company. In the event we default in repayment of the facilities availed by us and any interest thereof, our properties may be subject to forfeiture by lenders, which in turn could have significant adverse effect on business, financial condition or results of operations.

Also our directors and promoters has provided personal property and guarantee for the loan availed by our Company. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, the properties may be subject to forfeiture by lenders, which in turn could have significant adverse effect on business, financial condition or results of operations. Also if our Director and Promoters revoke their guarantee and property will impact our funding from bank, we also have to arrange for additional security for availing the loan facility.

For further details of secured loans of our Company, please refer the chapter titled “Financial Information of our Company” on page no. 173 of this Red Herring Prospectus.

**37. We are subject to the risk of failure of, or a material weakness in, our internal control systems.**

We are exposed to risks arising from the inadequacy or failure of internal systems or processes, and any actions we may take to mitigate these risks may not be sufficient to ensure an effective internal control environment. Given our high volume of transactions, errors may be repeated or compounded before they are discovered and rectified. Our management information systems and internal control procedures may not be able to identify non-compliance or suspicious transactions in a timely manner, or at all. Where internal control weaknesses are identified, our actions may not be sufficient to fully correct such weaknesses. In addition, several of our collection related processes are yet to be fully automated, which may increase the risk that human error, tampering or manipulation will result in losses that may be difficult to detect. As a result, we may incur expenses or suffer monetary losses, which may not be covered by our insurance policies and may result in a material effect on our business, financial condition and results of operations.





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

Our Group Entities Rulka Electricals and NR Square Enterprises are involved in business of electricals turnkey project servicing. Also our Company has entered into various transaction such as purchase and sale in past with our Group Entities and will continue to do in future. For detailed information for our transaction with Promoter Group Entity please refer Restated Financial Statement under chapter titled “Financial Information of our Company” beginning on page 173 of this Red Herring Prospectus.

Further, we have not entered into any non-compete agreement with the said entities. We cannot assure you that our Promoters who has common interest in said entities will not favour the interest of the said entities as a result; conflicts of interests may arise in allocating business opportunities amongst our Company and our Promoter Group Entity in circumstances where our respective interests diverge. There can be no assurance that our Promoters or our Promoter Group Entity or members of the Promoter Group will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition which may adversely affect our profitability and results of operations. For further details, please refer to “Common Pursuits” under chapter titled “Our Promoters and Promoter Group” on Page no. 168 this Red Herring Prospectus.

**39. *Our insurance coverage may not be adequate to protect us against all potential losses to which we may be subject and this may have a material effect on our business and financial condition.***

While we maintain insurance coverage, in amounts which we believe are commercially appropriate, including related to our registered office, our movable property, provide appropriate coverage in relation to fire, explosions, floods, inundations, earthquakes, landslides we may not have sufficient insurance coverage to cover all possible economic losses, including when the loss suffered is not easily quantifiable and in the event of severe damage to our business. Even if we have made a claim under an existing insurance policy, we may not be able to successfully assert our claim for any liability or loss under such insurance policy. Additionally, there may be various other risks and losses for which we are not insured either because such risks are uninsurable or not insurable on commercially acceptable terms. The occurrence of an event for which we are not adequately or sufficiently insured could have an effect on our business, results of operations, financial condition and cash flows.

In addition, in the future, we may not be able to maintain insurance of the types or at levels which we deem necessary or adequate or at rates which we consider reasonable. The occurrence of an event for which we are not adequately or sufficiently insured or the successful assertion of one or more large claims against us that exceed available insurance coverage, or changes in our insurance policies (including premium increases or the imposition of large deductible or co-insurance requirements), could have an effect on our business, results of operations, financial condition and cash flows.

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

We utilize third party transportation services for transportation of materials at project site. Transportation involves risks, including, collision, grounding, storm, fire, explosion, lightning, political instability and operating restrictions/ lockdown. Any delay or disruption caused to the transportation of materials to project site could adversely impact our ability to complete project in target timeline.

**41. *Our business is substantially affected by prevailing economic, political and other prevailing conditions in India.***

Our Company is incorporated in India, and our assets and employees are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- any increase in Indian interest rates or inflation;
- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian consumers and Indian corporations;
- volatility in, and actual or perceived trends in trading activity on, India’s principal stock exchanges;



- changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- occurrence of natural or man-made disasters
- prevailing regional or global economic conditions; and
- Other significant regulatory or economic developments in or affecting India.

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

***42. The future operating results are difficult to predict and may fluctuate or adversely vary from the past performance.***

The company's operating results may fluctuate or adversely vary from past performances in the future due to a number of factors, many of which are beyond the company's control. The results of operations during any financial year or from period to period may differ from one another or from the expected results operation. Its business, results of operations and financial condition may be adversely affected by, inter alia, a decrease in the growth and demand for the services offered by the us or any strategic alliances which may subsequently become a liability or non-profitable. Due to various reasons including the above, the future performance may fluctuate or adversely vary from our past performances and may not be predictable. For further details of our operating results, section titled "Financial Information of our Company" beginning on Page 173 of this Red Herring Prospectus.

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

***44. We are susceptible to risks relating to unionization of our employees employed by us.***

None of our employees are currently represented by a recognized collective bargaining agreement. We cannot assure you that our employees will not unionize, or attempt to unionize in the future, that they will not otherwise seek higher wages and enhanced employee benefits. We also cannot assure you that we will not experience disruptions in our work due to disputes or other problems with our workforce. If not resolved in a timely manner, these risks could limit our ability to provide our products to our clients, cause clients to limit their use of our products or result in an increase in our cost of employee benefits and other expenses. If any of these risks materialize, our business, results of operations and financial condition could be affected.

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

Our Company is mainly engaged in business of Electrical & Fire Fighting Turnkey Projects which attracts tax liability such as Income tax & Goods and Service Tax and other applicable provision of the Acts. However, the Company has been depositing the return under above applicable acts but any demand or penalty raise by concerned authority in future for any previous year and current year will affect the financial position of the Company. For detail, please refer "Outstanding Litigations and Material Development" beginning on page 223 of this Red Herring Prospectus. Any such penalty arising in future may lead to financial loss to our Company.

***46. We have not identified any alternate source of raising the working capital mentioned as our 'Objects of the Offer'. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.***

Our Company has not identified any alternate source of funding for our working capital requirement and for general corporate purposes and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Offer proceeds can adversely affect our growth plan and profitability. The delay/shortfall in receiving these proceeds could result in inadequacy of working capital or may



require our Company to borrow funds on unfavorable terms, both of which scenarios may affect the business operation and financial performance of the Company.

For further details of our Object for the Offer, please refer chapter titled “Object for the Offer” beginning on Page 84 of this Red Herring Prospectus.

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

We propose to utilize the Net Proceeds for raising funds for working capital Requirement. For further details of the proposed objects of the Offer, please refer the chapter titled “Objects of the Offer” beginning on Page No. 84 of this Red Herring Prospectus. 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 the competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Red Herring Prospectus without obtaining the approval of shareholders of our Company through a special resolution. In the event of any such circumstances that require us to vary the disclosed utilization of the Net Proceeds, we may not be able to obtain the approval of the shareholders of our Company in a timely manner, or at all. Any delay or inability in obtaining such approval of the shareholders of our Company may adversely affect our business or operations.

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

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

***48. Portion of our Offer Proceeds are proposed to be utilized for general corporate purposes which constitute [●] of the Offer Proceed. As on date we have not identified the use of such funds.***

Portion of our Offer Proceeds are proposed to be utilized for general corporate purposes which constitute [●] of the Offer Proceed. We have not identified the general corporate purposes for which these funds may be utilized. The deployment of such funds is entirely at the discretion of our management in accordance with policies established by our Board of Directors from time to time and subject to compliance with the necessary provisions of the Companies Act. For details please refer the chapter titled “Objects of the Offer” beginning on Page No. 84 of this Red Herring Prospectus.

***49. Our Company’s management will have flexibility in utilizing the Net Proceeds from the Issue. The deployment of the Net Proceeds from the Issue is not subject to any monitoring by any independent agency.***

Our Company intends to primarily use the Net Proceeds towards working capital requirement and for general corporate purposes as described in “Objects of the Issue” on page 84 of this Draft Red Herring Prospectus. In terms of the SEBI (ICDR) Regulations, we are not required to appoint a monitoring agency since the Issue size is not in excess of ₹100 crores but Pursuant to Regulation 32(3) of the SEBI (LODR) Regulations, 2015, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Net Proceeds and audit committee will monitor the use of Net Proceeds.

Accordingly, prospective investors in the Issue will need to rely upon our management’s judgment with respect to the use of Net Proceeds. If we are unable to enter into arrangements for utilization of Net proceeds as expected and assumed by us in a timely manner or at all, we may not be able to derive the expected benefits from the proceeds of the Issue and our business and financial results may suffer.



**50. We have in the last 12 months issued Equity Shares at a price that may be at lower than the Offer Price.**

In the last 12 months we have issued fresh Equity Shares to the promoters and other shareholders of our Company which are as follows: -

- Bonus issue in the ratio of 29:1 dated April 05, 2023 issuing 31,90,000 Equity shares face value ₹ 10/- per Equity Share for consideration other than cash.
- Preferential Allotment of 1,16,000 equity shares of ₹10/- each at a cash price of ₹144/- dated June 02, 2023.

The Equity Shares allotted to investors pursuant to this Offer is being priced significantly higher due to various reasons including better performance by the Company, better economic conditions and passage of time.

For Further details of equity shares issued, please refer to the chapter titled “Capital Structure” beginning on page 65 of this Red Herring Prospectus.

**51. The average cost of acquisition of Equity Shares by our Promoters could be lower than the Offer Price.**

Our Promoters average cost of acquisition of Equity Shares in our Company is lower than the Offer Price decided by the Company in consultation with the Book Running Lead Manager. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer to the chapters “Capital Structure” beginning on pages 65 of this Red Herring Prospectus.

**52. We have not paid any dividends in the past Financial Years. Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.**

Our ability to generate returns for Shareholders is dependent on a host of factors that impact our business and financial condition. Our Company has not paid any dividend on its Equity Shares in the past Financial Years. The amount of future dividend payments, if any, will depend upon a number of factors, such as our future earnings, financial condition, cash flows, working capital requirements, contractual obligations, applicable Indian legal restrictions, capital expenditures and cost of indebtedness.

In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing agreements our Company may enter into. Even in years in which we may have profits, we may decide to retain all of our earnings to finance the development and expansion of our business and, therefore, may not declare dividends on our Equity Shares. There can therefore be no assurance that we will be able to pay dividends in the future. For further details, see section "Dividend Policy" on page 172 of this Red Herring Prospectus.

**53. We will continue to be controlled by our Promoter and Promoter Group after the completion of the Offer, which will allow them to influence the outcome of matters submitted for approval of our shareholders.**

As on the date of this Red Herring Prospectus, our Promoter and Promoter Group hold 86.29% of the issued and outstanding paid-up share capital of our Company. Following the completion of the Offer, our Promoter and Promoter Group will continue to hold together 69.22% of our post- Offer, Equity Share capital. As a result, they will have the ability to influence matters requiring shareholders' approval, including the ability to appoint Directors to our Board and the right to approve significant actions at Board and at shareholders' meetings, including the Offer, of Equity Shares and dividend payments, business plans, mergers and acquisitions, any consolidation or joint venture arrangements, any amendment to our Memorandum of Association and Articles of Association, and any other business decisions. We cannot assure you that our Promoters and Promoter Group will not have conflicts of interest with other shareholders or with our Company. Any such conflict may adversely affect our ability to execute our business strategy or to operate our business.

For further details regarding our shareholding, please refer to chapter titled “Capital Structure” beginning on Page 65 of this Red Herring Prospectus.

**54. Our Equity Shares have never been publicly traded and may experience price and volume fluctuations following the completion of the Offer, an active trading market for the Equity Shares may not develop, the price of our Equity Shares may be volatile and you may be unable to resell your Equity Shares at or above the Offer Price or at all.**



Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for our Equity Shares will develop or, if developed, the liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares is determined considering various financial factors of the Company and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after this Offer could fluctuate significantly as a result of market volatility or due to various internal or external risks, including but not limited to those described in this Red Herring Prospectus. A decrease in the market price of our Equity Shares could cause you to lose some or all of your investment.

***55. 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 may differ from those that would apply to a company in another jurisdiction. Investors may have more difficulty in asserting their rights as shareholders in an Indian company than as shareholder of a corporation in another jurisdiction. Shareholders' rights under Indian law may not be as extensive as shareholders' rights under the laws of other jurisdictions. Under the Companies Act, prior to issuance of any new equity shares, a public limited company incorporated under Indian law must offer its equity shareholders pre-emptive rights to subscribe to a proportionate number of equity shares to maintain existing ownership, unless such pre-emptive rights are waived by a special resolution by a three-fourths majority of the equity shareholders voting on such resolution. If you are a foreign investor and the law of the foreign jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such foreign jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. If we elect not to file an offering document or a registration statement, the new securities may be issued to a custodian, who may sell the securities for your benefit. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, your proportional interest in our Company would decline.

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

The Offer Price of our Equity Shares has been determined on the basis of the Book Build method. This price is based on numerous factors. For further information, see "Basis for Offer Price" beginning on page 91 of this Red Herring Prospectus and may not be indicative of the market price of our Equity Shares after the Offer. The market price of our Equity Shares could be subject to significant fluctuations after the Offer, and may decline below the Offer Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Offer Price. Among the factors that could affect our share price are:

- Quarterly variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues;
- Changes in revenue or earnings estimates or publication of research reports by analysts;
- Speculation in the press or investment community;
- Domestic and international economic, legal and regulatory factors unrelated to our performance.

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

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of us. Under the takeover regulations in India, 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 Indian takeover regulations.



**58. *The requirements of being a listed company may strain our resources and distract management.***

We have no experience as a listed company and have not been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public that is associated with being a listed company. As a listed company, we will incur additional legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the listing agreements with the Stock Exchanges and compliances of SEBI Listing Regulation, 2015 which would require us to file audited annual and unaudited semi-annual and limited review reports with respect to our business and financial condition. If we delay making such filings, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as timely as other listed companies.

As a listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions to support the existence of effective disclosure controls and procedures, internal control over financial reporting and additional compliance requirements under the Companies Act, 2013. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management oversight will be required. As a result, management's attention may be diverted from other business concerns, which could adversely affect our business, prospects, financial condition and results of operations. In addition, we may need to hire additional legal and accounting staff with appropriate listed company experience and technical accounting knowledge and we cannot assure you that we will be able to do so in a timely manner.

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

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

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

**EXTERNAL RISK FACTORS**

**60. *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.

**61. *Our business and activities may be further regulated by the Competition Act and any adverse application or interpretation of the Competition Act could materially and adversely affect our business, financial condition and results of operations.***

The Competition Act seeks to prevent business practices that have or are likely to have an appreciable adverse effect on competition in India and has established the Competition Commission of India (the “CCI”). Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which has or is likely to have an appreciable adverse effect on competition is void and attracts substantial penalties. Any agreement among competitors which, directly or indirectly, determines purchase or sale prices, results in bid rigging or collusive bidding, limits or controls the production, supply or distribution of goods and services, or shares the market or source of production or providing of services by way of allocation of geographical area or type of goods or services or number of customers in the relevant market or in any other similar way, is presumed to have an appreciable adverse effect on competition and shall be void.

Further, the Competition Act prohibits the abuse of a dominant position by any enterprise. If it is proven that a breach of the Competition Act committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be guilty of the breach themselves and may be punished as an individual. If we, or any of our employees are penalized under the Competition Act, our business may be adversely affected. Further, the Competition Act also regulates combinations and requires approval of the CCI for effecting any acquisition of shares, voting rights, assets or control or mergers or amalgamations above the prescribed asset and turnover based thresholds.

On March 4, 2011, the Government of India notified and brought into force new provisions under the Competition Act in relation to combined entities (the “Combination Regulation Provisions”), which came into effect from June 1, 2011. The Combination Regulation Provisions require that any acquisition of shares, voting rights, assets or control or mergers or amalgamations, which cross the prescribed asset and turnover based thresholds, must be notified to and preapproved by the CCI. In addition, on May 11, 2011, the CCI issued the final Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011 (as amended). These regulations, as amended, set out the mechanism for the implementation of the Combination Regulation Provisions under the Competition Act.

**62. *The Indian tax regime is currently undergoing substantial changes which could adversely affect our business.***

The goods and service tax (“GST”) that has been implemented with effect from July 1, 2017 combines taxes and levies by the GoI and state governments into a unified rate structure, and replaces indirect taxes on goods and services such as central excise duty, service tax, customs duty, central sales tax, state VAT, cess and surcharge and excise that were being collected by the GoI and state governments.

As regards the General Anti-Avoidance Rules (“GAAR”), The general anti avoidance rules (“GAAR”) provisions have been made effective from assessment year 2018-19 onwards, i.e.; financial Year 2017-18. The GAAR provisions intend to declare an arrangement as an “impermissible avoidance arrangement”, if the main purpose or one of the main purposes of such arrangement is to obtain a tax benefit, and satisfies at least one of the following tests (i) creates rights, or obligations, which are not ordinarily created between persons dealing at arm’s length; (ii) results, directly or indirectly, in misuse, or abuse, of the provisions of the Income Tax Act, 1961; (iii) lacks commercial substance or is deemed to lack commercial substance, in whole or in part; or (iv) is entered into, or carried out, by means, or in a manner, that is not ordinarily engaged for bona fide purposes. If GAAR provisions are invoked, the tax authorities will have wider powers, including denial of tax benefit or a benefit under a tax treaty. In the absence of any precedents on the subject, the application of these provisions is uncertain. As the taxation regime in India is undergoing a significant overhaul, its consequent effects on economy cannot be determined at present and there can be no assurance that such effects would not adversely affect our business, future financial performance and the trading price of the Equity Shares.

**63. *You may be restricted in your ability to exercise pre-emptive rights under Indian law and may be adversely affected by future dilution of your ownership position.***

Under the Companies Act, a company incorporated in India must offer its shareholders 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 shares, unless the pre-emptive rights have been waived by adoption of a special resolution by holders of three-fourths of the shares who have voted on the resolution, or unless the company has obtained approval from the Government of India to issue without such special resolution, subject to votes being cast in favour of the proposal exceeding the votes cast against such proposal. However, if the law of the jurisdiction you are in does not permit you to exercise your pre-emptive rights without our Company filing an offering document or a registration statement with the applicable authority in the jurisdiction you are in, you will be unable to exercise your pre-emptive rights unless our Company makes such a filing. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interest in our Company would be reduced.

***64. Political, economic or other factors that are beyond our control may have an adverse effect on our business, results of operations and cash flows.***

We currently operate only in India and are dependent on domestic, regional and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent on the power industry of the Indian economy. There have been periods of slowdown in the economic growth of India. For instance, the present situation of lock-down is prevailing in India due to pandemic Covid-19 spread in India and all other parts of world. If such condition prevail for longer time the Demand for our products & services may be adversely affected by an economic downturn in domestic, regional and global economies. India's economic growth is also affected by various other factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports, global economic uncertainty and liquidity crisis, volatility in exchange currency rates. Consequently, any future slowdown in the Indian economy could harm our business, results of operations, cash flows and financial condition. Also, a change in the Government or a change in the economic and deregulation policies could affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

***65. Companies in India are required to prepare financial statements under the new Indian Accounting Standards. In addition, all income-tax assessee in India will be required to follow the Income Computation and Disclosure Standards.***

The Ministry of Corporate Affairs ("MCA"), Government of India, has through notification dated February 16, 2015 issued the Indian Accounting Standards Rules, 2015 ("Ind AS") which have come into effect from April 1, 2015 and are applicable to companies which fulfill certain conditions. Further, there can be no assurance that the adoption of Ind AS will not affect our reported results of operations or financial condition. Any of these factors relating to the use of Ind AS may adversely affect our financial condition and results of operations.

Further, the Ministry of Finance, Government of India has issued a notification dated September 29, 2016 notifying Income Computation and Disclosure Standards ("ICDS"), thereby creating a new framework for computation of taxable income. The ICDS shall apply from the assessment year 2017-2018 and subsequent years. The adoption of ICDS is expected to significantly alter the way companies compute their taxable income, as ICDS deviates from several concepts that are followed under general accounting standards, including Indian GAAP and Ind AS. In addition, ICDS shall be applicable for the computation of income for tax purposes but shall not be applicable for the computation of income for minimum alternate tax. There can be no assurance that the adoption of ICDS will not adversely affect our business, results of operations and financial condition.

***66. Our business is substantially affected by prevailing economic, political and other prevailing conditions in India.***

Our Company is incorporated in India, and the majority of our assets and employees are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- the macroeconomic climate, including any increase in Indian interest rates or inflation;
- any exchange rate fluctuations, the imposition of currency controls and restrictions on the right to convert or repatriate currency or export assets;
- Any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing for our expansions;





- Prevailing income conditions among Indian consumers and Indian corporations;
- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- occurrence of natural or man-made disasters;
- prevailing regional or global economic conditions, including in India's principal export markets;
- other significant regulatory or economic developments in or affecting India or its ER&D sector;

international business practices that may conflict with other customs or legal requirements to which we are subject, including anti-bribery and anti-corruption laws;

***67. Financial instability, economic developments and volatility in securities markets in other countries may also cause the price of the Equity Shares to decline.***

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging Asian market countries. Financial turmoil in Europe and elsewhere in the world in recent years has affected the Indian economy. In recent times, the Indian financial markets had been negatively affected by the volatility in global financial market, including on account of certain European nations' debt troubles and move to break away by the United Kingdom from the European Union. Although, economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. Currencies of a few Asian countries have in the past suffered depreciation against the U.S. Dollar owing to, amongst other, the announcements by the U.S. government that it may consider reducing its quantitative easing measures. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Financial disruptions may occur and could harm our business, future financial performance and the prices of the Equity Shares.

The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections in recent years. Liquidity and credit concerns and volatility in the global credit and financial markets have increased significantly with the bankruptcy or acquisition of, and government assistance extended to, several major U.S. and European financial institutions. These and other related events, such as the European sovereign debt crisis, have had a significant impact on the global credit and financial markets as a whole, including reduced liquidity, greater volatility, widening of credit spreads and a lack of price transparency in global credit and financial markets. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to the financial markets.

However, the overall impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. In the event that the current difficult conditions in the global credit markets continue or if there is any significant financial disruption, such conditions could have an adverse effect on our business, future financial performance and the trading price of the Equity Shares.



## SECTION IV – INTRODUCTION

### THE OFFER

PRESENT OFFER IN TERMS OF THIS RED HERRING PROSPECTUS	
<b>Equity Shares Offered*:</b> Public Issue of Equity Shares by our Company	11,23,200 Equity Shares aggregating to ₹ [●] Lakhs
<b>The Issue consists of:</b>	
<b>Fresh Issue</b>	8,42,400 Equity Shares aggregating to ₹ [●] Lakhs
<b>Offer for Sale</b>	2,80,800 Equity Shares aggregating to ₹ [●] Lakhs
<b>of which</b>	
<b>Issue Reserved for the Market Makers</b>	56,400 Equity Shares aggregating to ₹ [●] Lakhs
<b>Net Offer to the Public</b>	10,66,800 Equity Shares aggregating to ₹ [●] Lakhs
<b>of which</b>	
<b>A. QIB Portion</b>	Not more than 5,32,800 Equity Shares aggregating to ₹ [●] Lakhs
Of which:	
(a) Anchor Investor Portion	3,19,200 Equity Shares aggregating to ₹ [●] Lakhs
(b) Net QIB Portion (assuming the Anchor Investor Portion is fully subscribed)	2,13,600 Equity Shares aggregating to ₹ [●] Lakhs
Of which:	
(i) Available for allocation to Mutual Funds only (5% of the QIB Portion (excluding Anchor Investor Portion))	Upto 10,200 Equity Shares aggregating to ₹ [●] Lakhs
(ii) Balance of QIB Portion for all QIBs including Mutual Funds	Upto 2,03,400 Equity Shares aggregating to ₹ [●] Lakhs
<b>B. Non-Institutional Category</b>	Not Less than 1,60,200 Equity Shares aggregating to ₹ [●] Lakhs
<b>C. Retail Portion</b>	Not Less than 3,73,800 Equity Shares aggregating to ₹ [●] Lakhs
<b>Equity Shares outstanding prior to the Offer</b>	34,16,000 Equity Shares of face value of ₹10 each
<b>Equity Shares outstanding after the Offer</b>	42,58,400 Equity Shares of face value of ₹10 each
<b>Objects of the Offer / Use of Offer Proceeds</b>	Please see the chapter titled “Objects of the Offer” on page 84 of this Red Herring Prospectus

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

Note:

- (1) Offer for sale and Fresh Issue of 11,23,200 Equity Shares in terms of Red Herring Prospectus has been authorized pursuant to a resolution passed by our Board of Directors dated September 15, 2023 and by special resolution passed under Section 62(1) (c) of the Companies Act, 2013 at the Extra-Ordinary General Meeting of the members held on October 10, 2023
- (2) The Equity Shares being offered by the Selling Shareholder are eligible for being offered for sale as part of the offer for Sale in terms of the SEBI ICDR Regulations. The Selling Shareholder confirms that it has authorized the sale of its portion of the Offered Shares in the Offer for Sale vide letter dated September 15, 2023. For details, see “Other Regulatory and Statutory Disclosures – Authority for the Offer” on page 234 of this Red Herring Prospectus.
- (3) This Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details, please see the section titled “Offer Related Information” beginning on page 245 of this Red Herring Prospectus.
- (4) The SEBI ICDR Regulations permit the Offer of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation on a proportionate basis to Retail Individual Bidders and not more than 50% of the Net Offer shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price. Accordingly, we have allocated the Net Offer i.e. not more than 50% of the Net Offer to QIB and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Investors and not less than 15% of the Net Offer shall be



available for allocation to Non-institutional bidders.

- (5) Subject to valid Bids being received at or above the Offer 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 and Selling Shareholder in consultation with the Book Running Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.
- (6) Our Company and Selling Shareholder may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received within the offer price band. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, please refer section titled “Offer Procedure” beginning on page 256 of this Red Herring Prospectus.



**SUMMARY OF FINANCIAL INFORMATION**

**RESTATED STANDALONE STATEMENT OF ASSETS AND LIABILITIES**

(Amount in Lakhs)

PARTICULARS		Annexure No	As at the Period/Year ended			
			29-02-2024	31-03-2023	31-03-2022	31-03-2021
A)	EQUITY AND LIABILITIES					
1.	Shareholders' Funds					
(a)	Share Capital	A	341.60	11.00	11.00	11.00
(b)	Reserves & Surplus		948.55	546.33	265.82	153.74
			<b>1290.15</b>	<b>557.33</b>	<b>276.82</b>	<b>164.74</b>
2.	Non-Current Liabilities					
(a)	Long Term Borrowings	B, B(A) and B(B)	245.02	115.01	64.73	135.91
(b)	Deferred Tax Liabilities (Net)	C	4.13	5.33	28.38	2.36
(c)	Long Term Provisions	D	39.56	28.10	14.87	13.81
			<b>288.71</b>	<b>148.44</b>	<b>107.98</b>	<b>152.08</b>
3.	Current Liabilities					
(a)	Short Term Borrowings	B, B(A) and B(B)	859.87	412.07	216.73	95.07
(b)	Trade Payables					
(i) total outstanding dues of micro enterprises and small enterprises; and		E	922.89	1,345.86	864.10	370.11
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises.			347.79	127.07	251.43	127.76
(c)	Other Current Liabilities	F	256.43	233.25	200.80	71.34
(d)	Short Term Provisions		116.26	2.94	1.19	1.31
			<b>2503.24</b>	<b>2,121.18</b>	<b>1,534.24</b>	<b>665.59</b>
<b>Total</b>			<b>4082.09</b>	<b>2,826.95</b>	<b>1,919.04</b>	<b>982.41</b>
B)	ASSETS					
1.	Non-Current Assets					
(a)	Property, Plant & Equipment and Intangible Assets					
	Tangible Assets					
	(i) Gross Block	G	314.77	307.16	290.48	202.18
	(ii) Depreciation		55.45	41.51	27.29	17.44
	(iii) Net Block		259.32	265.65	263.20	184.74
			259.32	265.65	263.20	184.74
(b)	Non-Current Investment	H	-	-	-	-
(c)	Deferred Tax Assets (Net)	C	-	-	-	-
(d)	Long Term Loans and Advances	I	0.30	0.35	0.05	5.85
(e)	Other Non-Current Assets	J	275.86	72.72	39.68	51.95
			<b>276.16</b>	<b>73.07</b>	<b>39.73</b>	<b>57.79</b>
2.	Current Assets					
(a)	Current Investments	K1				
(b)	Inventories	K	565.93	1,031.39	647.57	228.60
(b)	Trade Receivables	L	966.44	1,295.56	771.12	466.55
(c)	Cash and Cash equivalents	M	160.56	9.75	38.97	8.59
(d)	Short-Term Loans and Advances	N	355.90	151.53	158.45	36.14
(e)	Other Current Assets	O	1497.78	-	-	-
			<b>3546.61</b>	<b>2,488.23</b>	<b>1616.12</b>	<b>739.88</b>
<b>Total</b>			<b>4082.09</b>	<b>2,826.95</b>	<b>1,919.04</b>	<b>982.41</b>

The accompanying summary of significant accounting policies, restated notes to accounts and notes on adjustments for restated standalone financial Statement (Annexure IV & V ) are an integral part of this statement.



**RESTATED STANDALONE STATEMENT OF PROFIT AND LOSS**

(Amount in Lakhs)

PARTICULARS		Annexure	For the Year/Period ended on			
			29-02-2024	31-03-2023	31-03-2022	31-03-2021
1	Revenue From Operation	P	6518.64	4,683.74	3,626.51	1,959.09
2	Other Income	Q	9.12	6.04	0.91	1.02
3	Total Income (1+2)		6527.77	4,689.78	3,627.41	1,960.11
4	Expenditure					
(a)	Cost of Goods Sold	R	5359.69	4,012.03	3,201.30	1,708.95
(b)	Purchases of Stock in Trade		33.19	4.75	15.64	2.11
(c)	Employee Benefit Expenses	S	155.79	131.94	100.68	81.76
(d)	Finance Cost	T	62.35	34.08	32.98	31.38
(e)	Depreciation and Amortization Expenses	U	13.95	14.22	9.84	8.45
(f)	Other Expenses	V	145.78	130.87	76.51	54.65
5	Total Expenditure 4(a) to 4(f)		5770.75	4,327.89	3,436.96	1,887.29
6	Profit/(Loss) Before Exceptional & extraordinary items & Tax (3-5)		757.01	361.89	190.44	72.81
7	Exceptional item		0	0	0	0
8	Profit/(Loss) Before Tax (6-7)		757.01	361.89	190.44	72.81
9	Tax Expense:					
(a)	Tax Expense for Current Year		192.45	104.43	52.34	17.69
(b)	Short/(Excess) Provision of Earlier Year		-	-	-	-
(c)	Deferred Tax		(1.20)	(23.05)	26.03	1.41
	Net Current Tax Expenses		191.24	81.38	78.37	19.10
10	<b>Profit/(Loss) for the Year (8-9)</b>		<b>565.77</b>	<b>280.52</b>	<b>112.08</b>	<b>53.72</b>
11	<b>Earnings per equity shares (Face Value of Rs. 10 each)</b>					
	i Basic		16.67	8.50	3.40	1.63
	ii Diluted		16.67	8.50	3.40	1.63

The accompanying summary of significant accounting policies, restated notes to accounts and notes on adjustments for restated standalone financial Statement (Annexure IV & V ) are an integral part of this statement.



**RESTATED STANDALONE CASH FLOW STATEMENT**

PARTICULARS	For the Period/Year ended on			
	29-02-2024	31-03-2023	31-03-2022	31-03-2021
A) Cash Flow From Operating Activities :				
Net Profit before tax	757.90	361.89	190.44	72.81
<b>Adjustment for :</b>				
Depreciation	13.95	14.22	9.84	8.45
Interest Paid	49.48	31.00	20.69	24.78
Provision of Gratuity & Leave Encashment	12.51	14.98	0.94	5.03
Interest Income	(1.94)	(1.63)	(0.91)	(1.02)
<b>Operating profit before working capital changes</b>	<b>831.01</b>	<b>420.47</b>	<b>221.01</b>	<b>110.06</b>
Changes in Working Capital				
(Increase)/Decrease in Current Investment	-	-	-	-
(Increase)/Decrease in Inventory	465.46	(383.82)	(418.97)	97.25
(Increase)/Decrease in Trade Receivables	329.12	(524.43)	(304.57)	(20.19)
(Increase)/Decrease in Short Term Loans & Advances and Provisions	(204.37)	6.92	(122.31)	(5.32)
(Increase)/Decrease in Other Current Assets	(1497.78)	-	-	-
Increase/(Decrease) in Trade Payables	(202.25)	357.40	617.65	44.23
Increase/(Decrease) in Other Current Liabilities	23.18	32.45	129.45	(188.27)
Increase/(Decrease) in Short Term Provisions	4.77	-	-	-
<b>Cash generated from operations</b>	<b>(250.86)</b>	<b>(91.01)</b>	<b>122.27</b>	<b>37.76</b>
Less:- Income Taxes paid	(84.96)	(104.43)	(52.34)	(20.83)
<b>Net cash flow from operating activities</b>	<b>(335.82)</b>	<b>(195.44)</b>	<b>69.93</b>	<b>16.93</b>
Purchase of Fixed Assets including of CWIP	(7.61)	(16.68)	(88.30)	(2.67)
Long term Investment made/Sold during the year	-	-	-	-
Increase/(Decrease) in Long Term Loans and Advances	0.05	(0.30)	5.79	(5.10)
Increase/(Decrease) in Other Non-Current Assets	(203.14)	(33.03)	12.26	18.00
Interest Income	1.94	1.63	0.91	1.02
<b>Net cash flow from investing activities</b>	<b>(208.76)</b>	<b>(48.38)</b>	<b>(69.34)</b>	<b>11.25</b>
Proceeds from Issue of Share Capital	167.04	-	-	-
Increase/(Decrease) in Short Term Borrowings	447.81	195.33	121.66	(7.28)
Increase/(Decrease) in Long Term Borrowings	130.01	50.28	(71.18)	(8.95)
Interest Paid	(49.48)	(31.00)	(20.69)	(24.78)
<b>Net cash flow from financing activities</b>	<b>695.40</b>	<b>214.61</b>	<b>29.79</b>	<b>(41.01)</b>
Net Increase/(Decrease) In Cash & Cash Equivalents (A+B+C)	150.81	(29.21)	30.38	(12.83)
Cash equivalents at the beginning of the year	9.75	38.97	8.59	21.42
Cash equivalents at the end of the year	160.56	9.75	38.97	8.59
Notes :-	<b>29-02-2024</b>	<b>31-03-2023</b>	<b>31-03-2022</b>	<b>31-03-2021</b>
1. Component of Cash and Cash equivalents				
Cash on hand	0.70	0.09	0.00	0.16



	Balance With banks	159.86	9.66	38.97	8.43
	Other Bank Balance	-	-	-	-
		<b>160.56</b>	<b>9.75</b>	<b>38.97</b>	<b>8.59</b>
2.	Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the company are segregated.				
The accompanying summary of significant accounting policies, restated notes to accounts and notes on adjustments for restated standalone financial Statement (Annexure IV & V) are an integral part of this statement.					



## **SECTION – V - GENERAL INFORMATION**

Our Company was originally incorporated on May 30, 2013 as “Rulka Electricals Private Limited” under the provisions of the Companies Act, 1956 with the Registrar of Companies, Maharashtra, Mumbai. Subsequently our Company was converted into Public Limited Company and name of company was changed from “Rulka Electricals Private Limited” to “Rulka Electricals Limited” vide fresh certificate of incorporation dated August 02, 2023 issued by the Registrar of Companies, Mumbai.

For further details, please refer to chapter titled “History and Corporate Structure” beginning on page 152 of this Red Herring Prospectus.

### **Registered Office of our Company**

#### **Rulka Electricals Limited**

A - 20, Shiva Industrial Estate Co. Ltd., Lake Road,  
Near Tata Power, Bhandup West, Mumbai City,  
Maharashtra- 400078, India.

**Tel. No.:** +022 41276806, 022 49742572, 91-9029086744

**E-mail:** [info@replservices.com](mailto:info@replservices.com)

**Website:** [www.replservices.com](http://www.replservices.com)

**Corporate Identification Number:** U31103MH2013PLC243817

**Reg. No.:** 243817

For details relating to changes to the address of our Registered Office, please see “History and Corporate Structure - Changes to the address of the Registered Office of our Company” on page 152 of this Red Herring Prospectus.

### **Corporate Office of our Company**

#### **Rulka Electricals Limited**

Unit-B-109, 1st Floor, Shiva Estate, Lake Road,  
Bhandup (West), Mumbai-400078, Maharashtra, India.

**Tel. No.:** +022 41276806, 022 49742572, 91-9029086744

**E-mail:** [info@replservices.com](mailto:info@replservices.com)

**Website:** [www.replservices.com](http://www.replservices.com)

### **Address of Registrar of Companies**

#### **Registrar of Companies, Mumbai**

100, Everest, Marine Drive, Mumbai-400002, Maharashtra, India.

**Tel No.** 022-22812627

**Email:** [roc.mumbai@mca.gov.in](mailto:roc.mumbai@mca.gov.in)

**Website:** <http://www.mca.gov.in>

### **Designated Stock Exchange**

#### **National Stock Exchange of India Limited**

Exchange Plaza, Plot no. C/1, G Block,  
Bandra – Kurla Complex, Bandra (E)

Mumbai - 400051, Maharashtra, India

**Website –** [www.nseindia.com](http://www.nseindia.com)

### **Board of Directors of our company**

The Board of Directors of our Company consists of:

<b>Name</b>	<b>Designation</b>	<b>Address</b>	<b>DIN</b>
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Mr. Rupesh Laxman Kasavkar	Chairman cum Managing Director	A - 1305, Arunoday Tower, S.P.S Marg, Bhandup West, Mumbai, Mumbai Suburban, Maharashtra – 400078, India.	06546906
Mr. Nitin Indrakumar Aher	Whole-Time Director	Building No 4/B, Flat No 1006, Dheeraj Dreams, Bhandup West, Mumbai, Mumbai Suburban, Maharashtra - 400078, India.	06546905
Ms. Nishi Jayantilal Jain	Independent Director	904 Nakoda Heights, Dadoji Konddeo Cross Lane, Near Kapreshwar Mandir, Ghodapdeo, Byculla (E) Mumbai, Maharashtra-400033, India.	08964338
Mr. Milind Ramnath Dhumal	Independent Director	Flat No.501, Floor-5, Building-1, Rosa Classique, Kasarvadli, Ghodbunder Road, Thane West, Behind Yashraj Park, Thane, Maharashtra-400615, India.	09186676
Mr. Sandeep Janu Sawant	Independent Director	306 Navnath Shraddha, Karve Road, Dombivali (w), Kalyan, Thane, Maharashtra – 421202, India.	10307291

For further details of the Directors of our Company, please refer to the chapter titled “Our Management” on page 156 of this Red Herring Prospectus.

#### Company Secretary and Compliance Officer

##### **Mrs. Kejal Niken Shah**

A - 20, Shiva Industrial Estate Co. Ltd., Lake Road,  
Near Tata Power, Bhandup West, Mumbai City,  
Maharashtra- 400078, India.

**Tel. No.:** +022 41276806, 022 49742572

**E-mail:** [cs@replservices.com](mailto:cs@replservices.com)

**Website:** [www.replservices.com](http://www.replservices.com)

#### Chief Financial Officer

##### **Mr. Azad Ashok Jinwal**

A - 20, Shiva Industrial Estate Co. Ltd., Lake Road,  
Near Tata Power, Bhandup West, Mumbai City,  
Maharashtra- 400078, India.

**Tel. No.:** +022 41276806, 022 49742572

**E-mail:** [cfo@replservices.com](mailto:cfo@replservices.com)

**Website:** [www.replservices.com](http://www.replservices.com)

Investors may contact our Company Secretary and Compliance Officer and/ or the Registrar to the Offer and/ or the Book Running Lead Manager, in case of any pre- Offer or post- Offer related problems such as non-receipt of Intimation for Allotment, credit of allotted Equity Shares in the respective beneficiary account.

All grievances relating to the ASBA process including UPI may be addressed to the Registrar to the Offer, with a copy to the Designated Intermediary with whom the ASBA Form was submitted, giving full name of the sole or First Applicant, ASBA Form number, Applicant’s DP ID, Client ID, PAN, number of Equity Shares applied for, date of submission of Application Form, address of Applicant, the name and address of the relevant Designated Intermediary, where the Application Form was submitted by the Applicant, ASBA Account number (for Applicants other than RIIs bidding through the UPI mechanism) in which the amount equivalent to the Application Amount was blocked or UPI ID in case of RIIs bidding through the UPI mechanism. Further, the Applicant shall enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

For all Offer related queries, and for Redressal of complaints, applicant may also write to the Book Running Lead Manager and Company. All complaints, queries or comments received by Stock Exchange shall be forwarded to the Book Running Lead Manager,



who shall respond to the same

Details of Key Intermediaries pertaining to this Offer and Our Company:

#### **BOOK RUNNING LEAD MANAGER TO THE OFFER**

##### **BEELINE CAPITAL ADVISORS PRIVATE LIMITED**

B 1311-1314, Thirteenth Floor, Shilp Corporate Park,  
Rajpath Rangoli Road, Thaltej, Ahmedabad- 380054,  
Gujarat, India.

**Tel. No.:** +91-79-48407357

**Email:** [mb@beelinemb.com](mailto:mb@beelinemb.com)

**Website:** [www.beelinemb.com](http://www.beelinemb.com)

**Investor Grievance Email:** [ig@beelinemb.com](mailto:ig@beelinemb.com)

**Contact Person:** Mr. Nikhil Shah

**SEBI Registration No.:** INM000012917

#### **LEGAL ADVISOR TO THE OFFER**

##### **ANA ADVISORS**

118 Shila Vihar, Gokulpura, Kalwar Road Jhotwara, Jaipur-302012

**Email Id:** [anaadvisors22@gmail.com](mailto:anaadvisors22@gmail.com)

**Tel No.:** +91-9887906529

**Contact Person:** Kamlesh Kumar Goyal

#### **REGISTRAR TO THE OFFER**

##### **BIGSHARE SERVICES PRIVATE LIMITED**

Office No S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park,  
Next to Ahura Centre, Mahakali Caves Road,  
Andheri (East) Mumbai – 400 093,  
Maharashtra, India

**Tel No:** 022 – 6263 8200

**Email:** [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)

**Investor Grievance E-mail:** [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

**Website:** [www.bigshareonline.com](http://www.bigshareonline.com)

**Contact Person:** Mr. Babu Rapheal C

**SEBI Registration Number:** INR000001385

#### **BANKERS TO THE COMPANY**

##### **ICICI BANK LIMITED**

4<sup>th</sup> Floor, 74 Techno Park, “C” Cross Road,  
Opp Gate No. 2, MIDC – 400093, Seepz, Andheri East, Mumbai

**Tel No:** +91-9326509391

**Email:** [kunal.singh2@icicibank.com](mailto:kunal.singh2@icicibank.com)

**Website:** [www.icicibank.com](http://www.icicibank.com)

**Contact Person:** Mr. Kunal Chauhan

#### **STATUTORY AUDITORS AND PEER REVIEW AUDITOR OF THE COMPANY**

**M/s. R K Jagetiya & Co.**

**Chartered Accountants,**

**Address:** B-303, Eklavya CHSL, N. L. Complex, Dahisar East,  
Mumbai – 400068, Maharashtra, India



**Tel No.:** +91-9820800926  
**Email:** [rkjagetiya@gmail.com](mailto:rkjagetiya@gmail.com)  
**Firm Registration No.:** 146264W  
**Membership No:** 134691  
**Peer Review Certificate Number:** 013198  
**Contact Person:** Mr. Ravi K Jagetiya

M/s R K Jagetiya & Co., Chartered Accountants hold a peer review certificate dated June 15, 2021 issued by the Institute of Chartered Accountants of India

#### **BANKER TO THE OFFER AND REFUND BANKER/SPONSOR BANK**

##### **HDFC Bank Limited**

FIG-OPS Department – Lodha, I Think Techno Campus O-3 Level,  
Next to Kanjurmarg Railway Station, Kanjurmarg (East)  
Mumbai, Maharashtra-400042, India

**Tel:** +91 22 30752929/ 30752928/30752914

**E-mail:** [Siddharth.jadhav@hdfcbank.com](mailto:Siddharth.jadhav@hdfcbank.com); [Sachin.gawade@hdfcbank.com](mailto:Sachin.gawade@hdfcbank.com); [eric.bacha@hdfcbank.com](mailto:eric.bacha@hdfcbank.com);  
[tushargavankar@hdfcbank.com](mailto:tushargavankar@hdfcbank.com); [pravin.teli2@hdfcbank.com](mailto:pravin.teli2@hdfcbank.com)

**Website:** [www.hdfcbank.com](http://www.hdfcbank.com)

**Contact Person:** Eric Bacha, Sachin Gawade, Pravin Teli, Siddharth Jadhav, Tushar Gavankar

**SEBI Registration Number** – INBI00000063

#### **SYNDICATE MEMBER**

##### **SPREAD X SECURITIES PRIVATE LIMITED**

**Address:** Shilp Corporate Park, B Block, 13th Floor, B-1309, Near Rajpath Club, Rajpath Rangoli Road, S. G. Highway, Ahmedabad - 380054, Gujarat, India

**Tel:** +91 79 6907 2018

**Email Id:** [info@spreadx.in](mailto:info@spreadx.in)

**Website:** [www.spreadx.in](http://www.spreadx.in)

**Contact Person:** Mrs. Khushbu Nikhilkumar Shah

#### **STATEMENT OF INTER SE ALLOCATION OF RESPONSIBILITIES**

Since Beeline Capital Advisors Private Limited is the sole Book Running Lead Manager to this Offer, a statement of inter se allocation of responsibilities among Book Running Lead Manager is not required.

#### **SELF CERTIFIED SYNDICATE BANKS (“SCSBS”) AND SYNDICATE SCSB BRANCHES**

The list of Designated Branches that have been notified by SEBI to act as SCSB for the ASBA process is provided on [www.sebi.gov.in/pmd/scsb.pdf](http://www.sebi.gov.in/pmd/scsb.pdf) For more information on the Designated Branches collecting ASBA Forms, see the above-mentioned SEBI link.

The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the application forms from the Designated Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time

#### **INVESTORS BANKS OR ISSUER 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=40>. 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, including details such as postal address, telephone number and e-mail address, is provided on the websites of the NSE at [www.nseindia.com](http://www.nseindia.com), as updated from time to time.

## **REGISTRAR TO THE OFFER AND SHARE TRANSFER AGENTS**

The list of the RTAs eligible to accept application forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the websites of Stock Exchange at [www.nseindia.com](http://www.nseindia.com), as updated from time to time and on SEBI website at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10>

## **COLLECTING DEPOSITORY PARTICIPANTS**

The list of the CDPs eligible to accept application forms at the Designated CDP Locations, including details such as name and contact details, are provided on the websites of Stock Exchange at [www.nseindia.com](http://www.nseindia.com), as updated from time to time and SEBI website at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=18>; <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=19> and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=4>

## **BROKERS TO THE OFFER**

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

## **CREDIT RATING**

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

## **IPO GRADING**

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

## **DEBENTURE TRUSTEES**

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

## **TRUSTEES**

As the Offer is of Equity Shares, the appointment of Trustees is not mandatory.

## **MONITORING AGENCY**

As per Regulation 262(1) of the SEBI (ICDR) Regulations, 2018 as amended, the requirement of Monitoring Agency is not mandatory if the Offer size is below Rs. 10000.00 Lakhs.

Pursuant to Regulation 32(3) of the SEBI (LODR) Regulations, 2015, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Net Proceeds. Until such time as any part of the Net Proceeds remains unutilized, our Company will disclose the utilization of the Net Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Net Proceeds have been utilized so far, and details of amounts out of the Net Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Net Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Net Proceeds in a fiscal, we will utilize such unutilized amount in the next fiscal.

Further, in accordance with Regulation 32(1)(a) of the SEBI (LODR) Regulations, 2015, our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Net Proceeds for the objects



stated in this Red Herring Prospectus.

## **APPRAISING ENTITY**

No appraising entity has been appointed in respect of any objects of this Offer

## **FILING OF OFFER DOCUMENT**

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

This Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus is being filed with National Stock Exchange of India Limited, Exchange Plaza, Plot No. C/1, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai-400051, Maharashtra.

A copy of the Red Herring Prospectus/ Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 will be filed online for registration to the Registrar of Companies, 100, Everest, Marine Drive, Mumbai-400002, Maharashtra, India

## **EXPERTS OPINION**

Except for the reports in the section “Financial Information of our Company” and “Statement of Possible Tax Benefits” on page 173 and page 98 of this Red Herring Prospectus from the Statutory Auditor, our Company has not obtained any expert opinions. We have received written consent from the Statutory Auditor for inclusion of their name. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act 1933.

## **BOOK BUILDING PROCESS**

Book Building, with reference to the Offer, 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 and Selling Shareholder in consultation with the Book Running Lead Manager in accordance with the Book Building Process, and advertised in all editions of the English national newspaper, Financial Express, all editions of Hindi national newspaper Jansatta and in regional newspaper Pratakhaal where our registered office is situated at least two working days prior to the Bid/ Offer Opening date. The Offer Price shall be determined by our Company and Selling Shareholder, in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/ Offer Closing Date.

Principal parties involved in the Book Building Process are:-

- Our Company and Selling Shareholder;
- The Book Running Lead Manager in this case being Beeline Capital Advisors Limited,
- The Syndicate Member(s) who are intermediaries registered with SEBI / registered as brokers with NSE and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the Book Running Lead Manager;
- The Registrar to the Offer;
- The Escrow Collection Banks/ Bankers to the Offer and
- The Designated Intermediaries and Sponsor bank

The SEBI ICDR Regulations have permitted the Offer 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 Offer is being made through the Book Building Process wherein 50% of the Net Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company and Selling Shareholder 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 Offer 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 Offer Price. Further, not less than 15 % of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35 % of the Net Offer shall be available for allocation to Retail Individual Bidders, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Offer Price.

All potential Bidders may participate in the Offer 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 Offer. 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, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Offer. 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/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/ Offer Period. Allocation to the Anchor Investors will be on a discretionary basis.

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

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public 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 may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention are invited to the chapter titled “Offer Procedure” beginning on page 256 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 Offer.

For further details on the method and procedure for Bidding, please see section entitled “Offer Procedure” on page 256 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 Offer; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, Offer 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 Offer 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 and Selling Shareholder in consultation with the BRLM, may finalise the Offer Price at or below such Cut-Off Price, i.e., at or below ₹22.00. All Bids at or above this Offer 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 “Offer Procedure” on page 256 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 Offer 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/Offer Program:

Event	Indicative Dates
Bid/ Offer Opening Date	Thursday, May 16, 2024
Bid/ Offer Closing Date	Tuesday, May 21, 2024
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before Wednesday, May 22, 2024
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or about Thursday, May 23, 2024
Credit of Equity Shares to Demat accounts of Allottees	On or about Thursday May 23, 2024
Commencement of trading of the Equity Shares on the Stock Exchange	On or about Friday, May 24, 2024

\* Our Company and Selling Shareholder in consultation with the Book Running Lead Manager may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date in accordance with the SEBI ICDR Regulations.

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Bid/ Offer Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Offer Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bid Cum Application Forms and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (IST) during the Offer Period (except for the Bid/ Offer Closing Date). On the Bid/ Offer Closing Date, the Bid Cum Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for retail and non-retail Bidders. The time for applying for Retail Individual Applicant on Bid/ Offer Closing Date maybe extended in consultation with the BRLM, RTA and NSE EMERGE taking into account the total number of applications received up to the closure of timings

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



In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional 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/ Offer Closing Date. Allocation to Retail Individual Applicants, in this Offer 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 Offer shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

## WITHDRAWAL OF THE OFFER

Our Company and Selling Shareholder in consultation with the BRLM, reserve the right not to proceed with the Offer at any time before the Offer Opening Date without assigning any reason thereof.

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

If our Company withdraw the Offer after the Offer Closing Date and subsequently decides to proceed with an Offer of the Equity Shares, our Company will have to file a fresh Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Offer is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares issued through the Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

## UNDERWRITING

The Company and the Book Running Lead Manager to the Offer hereby confirm that the Offer is 100% Underwritten by Beeline Capital Advisors Private Limited in the capacity of Underwriter to the Offer.

Pursuant to the terms of the Underwriting Agreement dated April 13, 2024 entered into by Company, Selling Shareholder and Underwriter – Beeline Capital Advisors Private Limited, the obligations of the Underwriter are subject to certain conditions specified therein. The Details of the Underwriting commitments are as under:

Details of the Underwriter	No. of shares underwritten	Amount Underwritten (₹ in Lakh)	% of Total Offer Size Underwritten
<b>BEELINE CAPITAL ADVISORS PRIVATE LIMITED</b> <b>SEBI Registration Number:</b> INM000012917 <b>Address:</b> B 1311-1314, Thirteenth Floor, Shilp Corporate Park, Rajpath Rangoli Road, Thaltej, Ahmedabad- 380054, Gujarat, India. <b>Telephone Number:</b> +91 7948407357 <b>Email Id:</b> mb@beelinemb.com <b>Investors Grievance Id:</b> ig@beelinemb.com <b>Website:</b> www.beelinemb.com <b>Contact Person:</b> Mr. Nikhil Shah <b>CIN:</b> U67190GJ2020PTC114322	11,23,200 Equity Shares of ₹ 10/- being Issued at ₹ [●] each	[●]	[●]

\*Includes 56,400 Equity shares of Rs.10.00 each for cash of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR)





Regulations, as amended.

As per Regulation 260(2) of SEBI (ICDR) Regulations, the Book Running Lead Manager has agreed to underwrite to a minimum extent of Offer out of its own account.

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

#### CHANGES IN AUDITORS DURING LAST THREE YEARS

There has been no change in the statutory auditors during the three years immediately preceding the date of this Red Herring Prospectus except as below:

S.No.	Date	From	To	Reason for Change
1.	Date of Appointment- 30.09.2023 Date of Resignation- 31.08.2023	<b>J. K. Sonee &amp; Associates</b> Chartered Accountants 404, Vardhaman Chs Ltd, Behind Shiv Sena Office, Near Bagde Book Depot, Dombivli East, Thane, Maharashtra, India <b>Firm Registration No.</b> - 136562W <b>Contact No.</b> - +91-9820384501 <b>Email</b> – <a href="mailto:cajksassociates@outlook.com">cajksassociates@outlook.com</a> <b>Contact Person</b> – Mr. Jagdeesh K Sonee	<b>M/s. R K Jagetiya &amp; Co.</b> <b>Chartered Accountants,</b> <b>Address:</b> B-303, Eklavya CHSL, N. L. Complex, Dahisar East, Mumbai – 400068, Maharashtra, India <b>Tel No.:</b> +91-9820800926 <b>Email:</b> <a href="mailto:rkjagetiya@gmail.com">rkjagetiya@gmail.com</a> <b>Firm Registration No.:</b> 146264W <b>Membership No:</b> 134691 <b>Peer Review Certificate Number:</b> 013198 <b>Contact Person:</b> Mr. Ravi K Jagetiya	Resignation due to pre-occupation in other assignment and appointment of Peer Reviewed Firm.

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

Our Company and the Book Running Lead Manager has entered into Market Making Agreement dated April 13, 2024 with the following Market Maker, to fulfil the obligations of Market Making for this Offer:

<b>Name</b>	Sunflower Broking Private Limited
<b>Correspondence Address:</b>	Sunflower House, 5 <sup>th</sup> Floor, 80 feet Road, Near Bhaktinagar Circle, Rajkot, Gujarat, India
<b>Tel No.:</b>	0281-2361935
<b>E-mail:</b>	info@sunflowerbroking.com
<b>Website:</b>	www.sunflowerbroking.com
<b>Contact Person:</b>	Mr. Bhavik Vora
<b>SEBI Registration No.:</b>	INZ000195131

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(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of SME Platform of NSE (NSE EMERGE) and SEBI from time to time



3. The minimum depth of the quote shall be ₹ 1,00,000. However, the investors with holdings of value less than ₹ 1,00,000 shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
4. The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the SME Platform (in this case currently the minimum trading lot size is [●] equity shares; however, the same may be changed by the SME Platform of NSE from time to time).
5. After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our company reaches to 25% of Offer Size. Any Equity Shares allotted to Market Maker under this Offer over and above 25% of Offer Size would not be taken in to consideration of computing the threshold of 25% of Offer Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Offer Size, the Market Maker will resume providing 2 way quotes.
6. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and SME Platform of NSE i.e. NSE EMERGE from time to time.
7. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, NSE may intimate the same to SEBI after due verification.
8. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
9. 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.
10. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
11. The Marker maker may also be present in the opening call auction, but there is no obligation on him to do so.
12. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
13. The Market Maker(s) shall have the right to terminate said arrangement by giving a 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(s) and execute a fresh arrangement.

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

14. Risk containment measures and monitoring for Market Makers: NSE EMERGE Exchange will have all margins, which are applicable on the NSE main board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
15. 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.



16. Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Offer 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 Offer price.

Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The following spread will be applicable on the SME Exchange Platform.

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

17. **Punitive Action in case of default by Market Makers:** XExchange 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.
18. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the Offer size and as follows:

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

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.



## SECTION VI – CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of the Red Herring Prospectus and after giving effect to this Offer, is set forth below:

Amount (Rs. in Lakhs, except share data)

Sr. No.	Particulars	Aggregate nominal Value	Aggregate Value at Offer Price
<b>A</b>	<b>Authorized Share Capital</b> 50,00,000 Equity Shares having Face Value of Rs 10/- each	500.00	-
<b>B</b>	<b>Issued, Subscribed &amp; Paid-up Share Capital before the Offer</b> 34,16,000 Equity Shares having Face Value of Rs.10/- each issued fully paid up before the Offer.	341.60	-
<b>C</b>	<b>Present Offer in terms of the Red Herring Prospectus</b> Offer of 11,23,200 Equity Shares having Face Value of Rs.10/- each at a price of Rs. [●] per Equity Share. <b>Comprising</b> Fresh Issue of 8,42,400 Equity Shares Offer for Sale of 2,80,800 Equity Shares <sup>(2)</sup>	112.32	[●]
	<b>Which Comprises</b>		
<b>I.</b>	<b>Reservation for Market Maker portion</b> 56,400 Equity Shares of Rs. 10/- each at a price of Rs. [●] per Equity Share reserved as Market Maker Portion	5.64	[●]
<b>II.</b>	<b>Net Offer to the Public</b> Net Offer to Public of 10,66,800 Equity Shares of Rs. 10/- each at a price of Rs. [●] per Equity Share to the Public	106.68	[●]
	<b>of which</b>		
	At least 3,73,800 Equity Shares aggregating up to Rs. [●] Lakhs will be available for allocation to Retail Individual Investors	37.38	[●]
	At least 1,60,200 Equity Shares aggregating up to Rs. [●] Lakhs will be available for allocation to Non-Institutional Investors	16.02	[●]
	Not more than 5,32,800 Equity Shares aggregating up to Rs. [●] Lakhs will be available for allocation to Qualified Institutional Buyers, five per cent. Of which shall be allocated to mutual funds.	53.28	[●]
<b>D</b>	<b>Issued, Subscribed and Paid-up Equity Share capital after the Offer</b> 42,58,400 Equity Shares of Rs. 10/- each	425.84	-
<b>E</b>	<b>Securities Premium Account</b> Before the Offer After the Offer	₹ 155.44 Lakhs	[●]*

<sup>(1)</sup>The Present Offer of Equity Shares in terms of Red Herring Prospectus has been authorized pursuant to a resolution of our Board of Directors dated September 9, 2023 and by special resolution passed under Section 62(1) (c) of the Companies Act, 2013 at the Extra Ordinary General Meeting of the members held on October 10, 2023.

<sup>(2)</sup> The Selling Shareholder confirms that the Equity Shares being offered are eligible for being offered for sale pursuant to the Offer for Sale in terms of the SEBI ICDR Regulations. The Selling Shareholder has confirmed and authorized its participation in the Offer for Sale. For further information, see “The Offer” and “Other Regulatory and Statutory Disclosures” on pages 47 and 234, respectively.

\*The amount disclosed is prior to deduction of Offer expenses.

### Class of Shares

As on the date of Red Herring Prospectus Our Company has only one class of share capital i.e. Equity Shares of Rs.10/- each only. All Equity Shares issued are fully paid up. Our Company does not have any outstanding convertible instruments as on the date of the Red Herring Prospectus.



## Details of changes in Authorized Share Capital of our Company:

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

- The initial Authorised share capital of our Company was ₹1,00,000 (One Lakh) divided into 10,000 (Ten Thousand) Equity Shares of ₹10 each. This Authorised capital was increased to ₹11,00,000 (Eleven Lakh) divided into 1,10,000 (One Lakh Ten thousand) Equity Shares of ₹10 each pursuant to a resolution passed by our Shareholders in Extra-Ordinary General Meeting held on August 10, 2017.
- The Authorised share capital of our Company was increased from ₹11,00,000 (Eleven Lakh) divided into 1,10,000 (One Lakh Ten Thousand) Equity Shares of ₹10 each to ₹1,00,00,000 (One Crore) divided into 10,00,000 (Ten Lakh) equity shares of Rs. 10 each. pursuant to a resolution passed by our Shareholders in Extra- Ordinary General Meeting held on February 17, 2022.
- The Authorised share capital of our Company was increased from ₹1,00,00,000 (One Crore) divided into 10,00,000 (Ten Lakh) equity shares of Rs. 10 each to ₹5,00,00,000 (Five Crore) divided into 50,00,000 (Fifty Lakh) equity shares of Rs. 10 each pursuant to a resolution passed by our Shareholders in Extra- Ordinary General Meeting held on March 9, 2023.

## Notes to Capital Structure

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

- The history of the equity share capital and the securities premium account of our company are set out in the following table: -

Date of Allotment / Date of Fully Paid Up	No. of Equity Shares allotted	Face Value (Rs.)	Offer Price (Rs.)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity	Cumulative Paid-Up Share Capital (Rs.)	Cumulative Securities Premium (Rs.)
On Incorporation	10,000	10	10	Cash	Subscription to MOA <sup>(i)</sup>	10,000	1,00,000	--
October 14, 2017	1,00,000	10	10	Cash	Right Issue. <sup>(ii)</sup>	1,10,000	11,00,000	--
April 5, 2023	31,90,000	10	--	Other than Cash	Bonus Issue <sup>(iii)</sup>	33,00,000	3,30,00,000	--
June 2, 2023	1,16,000	10	144	Cash	Preferential Allotment <sup>(iv)</sup>	34,16,000	3,41,60,000	1,55,44,000

<sup>#</sup>Bonus issue of 31,90,000 equity shares in the ratio of 29:1 dated April 5, 2023 has been issued by Capitalization of Reserve & Surplus of the Company.

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

### Notes:

- Initial Subscribers to the Memorandum of Association subscribed 10,000 Equity Shares of Face Value of Rs. 10/- each, details of which are given below:

S. No.	Names of Person	Number of Shares Allotted
1.	Mr. Nitin Indrakumar Aher	5,000
2.	Mr. Rupesh Laxman Kasavkar	5,000
	<b>Total</b>	<b>10,000</b>



(ii) **Right Issue allotment of 1,00,000 fully paid Equity Shares of Face Value of Rs. 10/-each in fully paid at Issue price of Rs. 10/- per equity share is as under:**

S. No.	Names of Person	Number of Shares Allotted
1.	Mr. Nitin Indrakumar Aher	50,000
2.	Mr. Rupesh Laxman Kasavkar	50,000
	<b>Total</b>	<b>1,00,000</b>

(iii) **Bonus Allotment of 31,90,000 Equity Shares of Face Value of Rs. 10/- each in the ratio of 29:1 i.e. in 29 bonus Equity Shares for every 1 equity share held.**

S. No.	Names of Person	Number of Shares Allotted
1.	Mr. Nitin Indrakumar Aher	14,50,928
2.	Mr. Rupesh Laxman Kasavkar	14,50,928
3.	Abhay Kantilal Shah HUF	2,88,144
	<b>Total</b>	<b>31,90,000</b>

(iv) **Preferential Allotment of 1,16,000 Equity Shares of Face Value of Rs. 10/- each fully paid at an Issue Price of Rs. 144/- each**

S. No.	Names of Person	Number of Shares Allotted
1.	Vipul Sevantilal Sheth & Shilpa Vipul Sheth	8,800
2.	Shilpa Vipul Sheth & Vipul Sevantilal Sheth	8,800
3.	Deepali Kunal Parmar	17,600
4.	Mukesh Ghisulal Jain	14,400
5.	Namrata Damji Chhadva	10,400
6.	Asha Ajay Rajawat & Ajay Mohan Rajawat	10,400
7.	Pradeep Mahesh Madhwani	13,600
8.	Rajitha Yarrabathina	17,600
9.	Heena Umesh Mehta	7,200
10.	Tanuj Vijay Mehta & Vishakha Vijay Mehta	7,200
	<b>Total</b>	<b>1,16,000</b>

b) As on the date of the Red Herring Prospectus, our Company does not have any preference share capital.

## 2. Issue of Equity Shares for consideration other than cash

Except as disclosed below, we have not issued any Equity Shares for consideration other than cash.

Date of Allotment	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
April 5, 2023	31,90,000	10.00	--	Other than Cash – Bonus Issue	Capitalization of Reserves	Mr. Nitin Indrakumar Aher	14,50,928
						Mr. Rupesh Laxman Kasavkar	14,50,928
						Abhay Kantilal Shah HUF	2,88,144

- We have not revalued our assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
- No Equity Shares have been allotted pursuant to any scheme approved under section of 230-234 of Companies Act 2013.
- As on the date of the Red Herring Prospectus, Our Company has not issued any equity shares under any employee stock option Scheme / Employees Stock Purchase Scheme.



6. The Issue Price shall be decided by our Company in consultation with the Book Running Lead Manager, except as disclosed below, we have not issued any Equity Shares at price below Offer price within last one year from the date of this Red Herring Prospectus.

Date of Allotment	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons of Allotment	Whether part of Promoter Group	Allotees	No. of Shares Allotted
April 5, 2023	31,90,000	10.00	--	Bonus Issue	Yes	Mr. Nitin Indrakumar Aher	14,50,928
					Yes	Mr. Rupesh Laxman Kasavkar	14,50,928
					No	Abhay Kantilal Shah HUF	2,88,144



## 7. Our Shareholding Pattern

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:

### I – Summary of Shareholding Pattern:-

Category	Category of shareholder	Nos. of share holders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*			No. of Shares Underlying Outstanding convertible securities (including Warrants) Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								Classes	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)	
I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX			X	XI=VII+X	XII		XIII	XIV
(A)	Promoter & Promoter Group	4	29,47,520	-	-	29,47,520	86.29	29,47,520	29,47,520	86.29	-	86.29	-	-	-	29,47,520
(B)	Public	32	4,68,480	-	-	4,68,480	13.71	4,68,480	4,68,480	13.71	-	13.71	-	-	-	4,68,480
(C)	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Emp. Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>36</b>	<b>34,16,000</b>	-	-	<b>34,16,000</b>	<b>100.00</b>	<b>34,16,000</b>	<b>34,16,000</b>	<b>100.00</b>	-	<b>100.00</b>	-	-	-	<b>34,16,000</b>

\*As on date of this Red Herring Prospectus 1 Equity share holds 1 vote.

^ We have only one class of Equity Shares of face value of Rs. 10/- each.





**Table II - Statement showing shareholding pattern of the Promoters and Promoters' Group**

Sr. No. (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C2)	Number of Locked in shares (XII)*		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form		
								No of Voting (XIV) Rights					Total as a % of (A+B+C)	No.	As a % of total shares held (b)	No.		As a % of total shares held (b)	
								Class eg: X	Class eg: Y	Total									
(1)	<b>Indian</b>																		
(a)	Individuals/Hindu undivided Family																		
1.	Mr. Nitin Indrakumar Aher	1	14,73,360	-	-	14,73,360	43.13	14,73,360	-	14,73,360	43.13	-	43.13	-	-	-	-	-	14,73,360
2.	Mr. Rupesh Laxman Kasavkar	1	14,73,360	-	-	14,73,360	43.13	14,73,360	-	14,73,360	43.13	-	43.13	-	-	-	-	-	14,73,360
3.	Mrs. Preeti Aher	1	800	-	-	800	0.02	800		800	0.02		0.02						800
(b)	Central Government/ State Government(s)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Any Other – Body	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-



	Corporate																		
	<b>Sub-Total (A)(1)</b>	<b>4</b>	<b>29,47,520</b>	-	-	<b>29,47,520</b>	<b>86.28</b>	<b>29,47,520</b>	-	<b>29,47,520</b>	<b>86.28</b>	-	<b>86.28</b>	-	-	-	-	-	<b>29,47,520</b>
(2)	Foreign	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	Individuals (Non Resident Individuals/ Foreign Individuals)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Government	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Sub-Total (A)(2)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total Shareholding of Promoters and Promoters' Group (A)=(A)(1) +(A)(2)</b>	<b>3</b>	<b>29,47,520</b>	-	-	<b>29,47,520</b>	<b>86.28</b>	<b>29,47,520</b>	-	<b>29,47,520</b>	<b>86.28</b>	-	<b>86.28</b>	-	-	-	-	-	<b>29,47,520</b>

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. - N.A



Table III - Statement showing shareholding pattern of the Public shareholder

Sr. No. (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			Total as a % of (X+Y+Z)	No of Locked shares (XII)*	Shareholding, as a %	Number of shares pledged or	Number of equity shares held in
								Class eg: X	Class eg: y	Total					
(B1)	<b>Institutions (Domestic)</b>														
(a)	Mutual Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Alternate Investment Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Insurance Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Provident Funds/ Pension Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(g)	Asset reconstruction companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(h)	Sovereign Wealth Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i)	NBFCs registered with RBI	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(j)	Other Financial Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(k)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Sub-Total (B)(1)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-



(B2)	<b>Institutions (Foreign)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	Foreign Direct Investment	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Sovereign Wealth Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investors Category I	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Foreign Portfolio Investors Category II	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(g)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Sub-Total (B)(2)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(B3)	<b>Central Government/ State Government(s)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	Central Government / President of India	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	State Government / Governor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Sub Total (B)(3)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(B4)	<b>Non-institutions</b>																	
(a)	Associate Companies / Subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Directors and their	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-



	relatives (excluding independent directors and nominee directors)																	
(c)	Key Managerial Personnel	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Relatives of promoter (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Investor Education and Protection Fund (IEPF)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(g)	Resident Individuals holding nominal share capital upto ₹ 2 Lakhs	30	1,54,400	4.52	-	1,54,400	4.52	1,54,400	-	1,54,400	4.52	-	4.52	-	-	-	-	1,54,400
(h)	Resident Individuals holding share capital in excess of ₹ 2 Lakhs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i)	Non-Resident Indians (NRIs)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(j)	Foreign Nationals	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(k)	Foreign Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(l)	Bodies Corporate	1	16,000	0.47	-	16000	0.47	16000	-	16000	0.47	-	0.47	-	-	-	-	16000
(m)	<b>Any Other (specify)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-



	Abhay Kantilal Shah HUF	1	2,98,080	8.73	-	2,98,080	8.73	2,98,080	-	2,98,080	8.73	-	8.73	-	-	-	-	2,98,080
	<b>Sub Total (B)(4)</b>	<b>32</b>	<b>4,68,480</b>	<b>13.72</b>		<b>4,68,480</b>	<b>13.72</b>	<b>4,68,480</b>		<b>4,68,480</b>	<b>13.72</b>		<b>13.72</b>	-	-	-	-	<b>4,68,480</b>
	<b>Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)+(B)(4)</b>	<b>32</b>	<b>4,68,480</b>	<b>13.72</b>	-	<b>4,68,480</b>	<b>13.72</b>	<b>4,68,480</b>	-	<b>4,68,480</b>	<b>13.72</b>	-	<b>13.72</b>	-	-	-	-	<b>4,68,480</b>
<b>Details of the shareholders acting as persons in Concert including their Shareholding (No. and %): - N.A</b>																		
<b>Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. - N.A.</b>																		

**Table IV - Statement showing shareholding pattern of the Non-Promoter- Non Public shareholder**

Sr. No. (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form	
								No of Voting (XIV) 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 eg: X	Class eg:y	Total								
(1)	Custodian/DR Holder - Name of DR Holders (If Available)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(2)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	<b>Total Non-Promoter- Non Public Shareholding (C)=(C)(1)+(C)(2)</b>																	



**Table V - Statement showing details of significant beneficial owners**

Sr No	Details of the significant beneficial owner (I)			Details of the registered owner (II)			Particulars of the shares in which significant beneficial interest is held by the beneficial owner (III)		Date of creation/acquisition of significant beneficial interest (IV)
	Name	PAN	Nationality	Name	PAN	Nationality	Number of Shares	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	
N/A									



**8. The list of Shareholders holding 1% or more of the paid-up Share Capital of our Company as on the date of this Red Herring Prospectus are:**

S. No.	Name	Shares Held (Face Value of Rs. 10 each)	% shares held (% Pre Offer paid up Capital)
1.	Mr. Nitin Indrakumar Aher	14,73,360	43.13
2.	Mr. Rupesh Laxman Kasavkar	14,73,360	43.13
3.	Abhay Kantilal Shah HUF	2,98,080	8.72
	<b>Total</b>	<b>32,44,800</b>	<b>94.98</b>

**9. The list of Shareholders holding 1% or more of the paid-up Share Capital of our Company two year prior as on the date of this Red Herring Prospectus are:**

S. No.	Name	Shares Held (Face Value of Rs. 1 each)	% shares held (% Pre Offer paid up Capital)*
1.	Mr. Nitin Indrakumar Aher	55,000	50.00
2.	Mr. Rupesh Laxman Kasavkar	55,000	50.00
	<b>Total</b>	<b>1,10,000</b>	<b>100.00</b>

\*Details of shares held on December, 2021 and percentage held has been calculated based on paid up capital of our Company as on December, 2021.

**10. The list of Shareholders holding 1% or more of the paid-up Share Capital of our Company one year prior as on the date of this Red Herring Prospectus are:**

S. No.	Name	Shares Held (Face Value of Rs. 1 each)	% shares held (% Pre Offer paid up Capital)^
1.	Mr. Nitin Indrakumar Aher	50,032	45.48
2.	Mr. Rupesh Laxman Kasavkar	50,032	45.48
3.	Abhay Kantilal Shah HUF	9,936	9.04
	<b>Total</b>	<b>1,10,000</b>	<b>100.00</b>

^Details of shares held on April 19, 2022 and percentage held has been calculated based on paid up capital of our Company as on April 19, 2022.

**11. The list of Shareholders holding 1% or more of the paid-up Share Capital of our Company ten days prior as on the date of this Red Herring Prospectus are:**

S. No.	Name	Shares Held (Face Value of Rs. 10 each)	% shares held (% Pre Offer paid up Capital)
1.	Mr. Nitin Indrakumar Aher	14,73,360	43.13
2.	Mr. Rupesh Laxman Kasavkar	14,73,360	43.13
3.	Abhay Kantilal Shah HUF	2,98,080	8.72
	<b>Total</b>	<b>32,44,800</b>	<b>94.98</b>

**12. Except as disclosed below, no subscription to or sale or purchase of the securities of our Company within three years preceding the date of filing the Red Herring Prospectus by our Promoters or Directors or Promoter Group which in aggregate equals to or is greater than 1% of the pre- Offer share capital of our Company.**

S. No.	Name of Shareholders	Date of Transaction	Promoter/ Promoter Group/ Director	Number of Equity Shares Subscribed to/ Acquired	Number of Equity Shares Sold	Subscribed/ Acquired/ Transferred
1.	Mr. Nitin Indrakumar Aher	April 10, 2023	Promoter & Whole Time Director	--	(28,000)	Transferred
2.	Mr. Rupesh Laxman Kasavkar		Promoter & Managing Director	--	(28,000)	Transferred





3.	Mr. Nitin Indrakumar Aher	April 5, 2023	Promoter & Whole Time Director	14,50,928	--	Bonus Issue
4.	Mr. Rupesh Laxman Kasavkar		Promoter & Managing Director	14,50,928	--	Bonus Issue
5.	Mr. Nitin Indrakumar Aher	April 19, 2022	Promoter & Whole Time Director	--	(4,968)	Transferred
6.	Mr. Rupesh Laxman Kasavkar		Promoter & Managing Director	--	(4,968)	Transferred
7.	Mr. Nitin Indrakumar Aher	February 17, 2024	Promoter & Whole Time Director	400	--	Acquired
	Mr. Rupesh Laxman Kasavkar		Promoter & Managing Director	400	--	Acquired

13. None of our Directors or Key Managerial Personnel hold any Equity Shares other than as set out below:

Name	Designation	No. of Equity Shares held
Mr. Nitin Indrakumar Aher	Promoter & Whole Time Director	14,73,360
Mr. Rupesh Laxman Kasavkar	Promoter & Managing Director	14,73,360

#### 14. Capital Build up in respect of shareholding of our Promoter:

As on date of the Red Herring Prospectus, our promoter Mr. Nitin Indrakumar Aher and Mr. Rupesh Laxman Kasavkar holds 29,46,720 Equity Shares constituting 86.26 % of the issued, subscribed and paid-up Equity Share capital of our Company. None of the Equity Shares held by our Promoter are subject to any pledge.

Date of Allotment and made fully paid up /transfer	Nature of Issue	No. of Equity Shares	Face Value Per Share (₹)	Issue /Acquisition/ Transfer Price per Equity Share (₹)	Pre-Issue Shareholding %	Post-Issue Shareholding %
<b>(A) Mr. Nitin Indrakumar Aher</b>						
On Incorporation	Subscriber to MOA	5,000	10.00	10.00	0.15	0.12
October 14, 2017	Right Issue	50,000	10.00	10.00	1.46	1.17
April 19, 2022	Transfer <sup>(i)</sup>	(4968)	10.00	306.00	(0.15)	(0.12)
April 5, 2023	Bonus Issue	14,50,928	10.00	--	42.47	34.07
April 10, 2023	Transfer <sup>(ii)</sup>	(28000)	10.00	22.00	(0.82)	(0.66)
February 17, 2024	Acquired by way of Transfer <sup>(iii)</sup>	400	10.00	25.00	0.01	0.01
<b>Total A</b>		<b>14,73,360</b>			<b>43.13</b>	<b>34.60</b>
<b>(B) Mr. Rupesh Laxman Kasavkar</b>						
On Incorporation	Subscriber to MOA	5,000	10.00	10.00	0.15	0.12
October 14, 2017	Right Issue	50,000	10.00	10.00	1.46	1.17
April 19, 2022	Transfer <sup>(iv)</sup>	(4,968)	10.00	306.00	(0.15)	(0.12)
April 5, 2023	Bonus Issue	14,50,928	10.00	--	42.47	34.07
April 10, 2023	Transfer <sup>(v)</sup>	(28000)	10.00	22.00	(0.82)	(0.66)
February 17, 2024	Acquired by way of Transfer <sup>(vi)</sup>	400	10.00	25.00	0.01	0.01
<b>Total B</b>		<b>14,73,360</b>			<b>43.13</b>	<b>34.60</b>
<b>Grand Total (A+B)</b>		<b>29,46,720</b>			<b>86.26</b>	<b>69.20</b>

#### (i) Details of Share transfer by Mr. Nitin Indrakumar Aher dated April 19, 2022

S. No.	Date of Transfer	Name of Transferor	No. of shares Transfer	Name of Transferee
--------	------------------	--------------------	------------------------	--------------------



1.	April 19, 2022	Mr. Nitin Indrakumar Aher	4,968	Abhay Kantilal Shah HUF
<b>Total</b>			<b>4,968</b>	

**(ii) Details of Share transfer by Mr. Nitin Indrakumar Aher dated April 10, 2023**

S. No.	Date of Transfer	Name of Transferor	No. of shares Transfer	Name of Transferee
1.	April 10, 2023	Mr. Nitin Indrakumar Aher	16000	Minal Ronak Jain
			3200	Pravin Suresh Chaudhari
			1600	Sachinkumar G Chautele
			1600	Rajnish Pritam Singh
			1600	Paresh Sahadev Bole
			800	Sanika Shailesh Jalvi
			800	Anand Singh Rawat
			800	Bobhate Harshad Ashok
			800	Sharmila Rupesh Kasavkar
			800	Tushar Chadrakant Udiwal
<b>Total</b>			<b>28,000</b>	

**(iii) Details of Share transfer to Mr. Nitin Indrakumar dated February 17, 2024**

S. No.	Date of Transfer	Name of Transferor	No. of shares Transfer	Name of Transferee
1.	February 17, 2024	Mrs. Sharmila Rupesh Kasavkar	400	Mr. Nitin Indrakumar Aher
<b>Total</b>			<b>400</b>	

**(iv) Details of Share transfer by Mr. Rupesh Laxman Kasavkar dated April 19, 2022**

S. No.	Date of Transfer	Name of Transferor	No. of shares Transfer	Name of Transferee
1.	April 19, 2022	Mr. Rupesh Laxman Kasavkar	4,968	Abhay Kantilal Shah HUF
<b>Total</b>			<b>4,968</b>	

**(v) Details of Share transfer by Mr Rupesh Laxman Kasavkar dated April 10, 2023**

S. No.	Date of Transfer	Name of Transferor	No. of shares Transfer	Name of Transferee
1.	April 10, 2023	Mr. Rupesh Laxman Kasavkar	16000	Elixir Commercial and Advisory Services LLP
			1600	Nitin Pralhad Khairnar
			1600	Muhamd Meraj Muhamd Murtuja
			1600	Vijay Ramayan Mishra
			800	Mohammad Nayab Imran Qureshi
			800	Frankie Anthony Araunjo
			800	Pradnya Shripati Todkar
			800	Prathamesh Mahendra Pawar
			800	Shoeb Maqsood Shaikh
			800	Asif Basha Shaikh
			800	Brijesh Shivshankar Pal
			800	Preeti Aher
			800	Ranjan Upadhyay
<b>Total</b>			<b>28,000</b>	



(vi) Details of Share transfer to Mr. Rupesh Laxman Kasavkar dated February 17, 2024

S. No.	Date of Transfer	Name of Transferor	No. of shares Transfer	Name of Transferee
1.	February 17, 2024	Mrs. Sharmila Rupesh Kasavkar	400	Mr. Rupesh Laxman Kasavkar
<b>Total</b>			<b>400</b>	

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

Name of the Promoter	No. of Shares held	Average Cost of Acquisition per Share (In Rs.)*
Mr. Nitin Indrakumar Aher	14,73,360	Nil
Mr. Rupesh Laxman Kasavkar	14,73,360	Nil

\*Average cost of acquisition is calculated on the basis of face value of equity shares of Rs. 10/- each.

16. There are no Equity Shares purchased/acquired or sold by our Promoters, Promoter Group and/or by our Directors and their immediate relatives within six months immediately preceding the date of filing of the Red Herring Prospectus.

17. Details of the Pre and Post Offer Shareholding of our Promoter and Promoter Group as on the date of the Red Herring Prospectus is as below: -

S. No	Names	Pre-Offer		Post Offer	
		Shares Held	% Shares Held	Shares Held	% Shares Held
<b>Promoter</b>					
1.	Mr. Nitin Indrakumar Aher	14,73,360	43.13	14,73,360	34.60
2.	Mr. Rupesh Laxman Kasavkar	14,73,360	43.13	14,73,360	34.60
	<b>TOTAL (A)</b>	<b>29,46,720</b>	<b>86.26</b>	<b>29,46,720</b>	<b>69.20</b>
<b>Promoter Group</b>					
1.	Mrs. Preeti Aher	800	0.02	800	0.02
	<b>TOTAL (B)</b>	<b>800</b>	<b>0.02</b>	<b>800</b>	<b>0.02</b>
	<b>GRAND TOTAL (A+B)</b>	<b>29,47,520</b>	<b>86.28</b>	<b>29,47,520</b>	<b>69.22</b>

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

Date of Allotment / transfer of fully paid up Shares	Date when made Fully paid up	Nature of Allotment/ Acquired/ Transfer	No. of shares Allotted/ Acquired Transferred	Face Value (Rs.)	Issue Price/ Transfer Price (Rs.)	% of Pre Offer Shareholding	% of Post Offer Shareholding	Lock in Period
<b>Mr. Nitin Indrakumar Aher</b>								
April 5, 2023	April 5, 2023	Bonus Issue	4,40,000	10.00	--	12.88	10.33	3 Years
<b>Mr. Rupesh Laxman Kasavkar</b>								
April 5, 2023	April 5, 2023	Bonus Issue	4,40,000	10.00	--	12.88	10.33	3 Years
		<b>Total</b>	<b>8,80,000</b>			<b>25.76</b>	<b>20.67</b>	

The minimum Promoter's contribution has been brought in to the extent of not less than the specified minimum lot and from persons defined as "promoter" under the SEBI ICDR Regulations. All Equity Shares, which are being locked in are not ineligible for computation of Minimum Promoters Contribution as per Regulation 237 of the SEBI ICDR Regulations and are being locked in for 3 years as per Regulation 236 of the SEBI ICDR Regulations i.e. for a period of three years from the date of allotment of Equity Shares in this Offer.

No Equity Shares proposed to be locked-in as Minimum Promoter Contribution have been issued out of revaluation reserve or for



consideration other than cash and revaluation of assets or capitalization of intangible assets, involved in such transactions.

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

Our Promoter, Mr. Nitin Indrakumar Aher and Mr. Rupesh Laxman Kasavkar have, by a written undertaking, consented to have 8,80,000 Equity Shares held by him to be locked in as Minimum Promoter Contribution for a period of three years from the date of allotment in this Offer and will not be disposed/sold/transferred by the promoter during the period starting from the date of filing this Red Herring Prospectus with SME Platform of NSE till the date of commencement of lock-in period as stated in this Red Herring Prospectus. The Equity Shares under the Promoters contribution will constitute 20.67% of our post- Offer paid up share capital.

Our Promoter has also consented that the Promoters contribution under Regulation 236 of the SEBI ICDR Regulations will not be less than 20% of the post Offer paid up capital of our Company.

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

Reg. No.	Promoters' Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoter's Contribution
237 (1) (a) (i)	Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction	The Minimum Promoter's contribution does not consist of such Equity Shares which have been acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets. <b><u>Hence Eligible</u></b>
237 (1) (a) (ii)	Specified securities acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against Equity Shares which are ineligible for minimum promoters' contribution	The minimum Promoter's contribution does not consist of such Equity Shares. <b><u>Hence Eligible</u></b>
237 (1) (b)	Specified securities acquired by 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. <b><u>Hence Eligible.</u></b>
237 (1) (c)	Specified securities allotted to the promoters 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 promoters of the issuer and there is no change in the management	The minimum Promoter's contribution does not consist of such Equity Shares. <b><u>Hence Eligible.</u></b>
237 (1) (d)	Specified securities pledged with any creditor.	Our Promoter's has not Pledged any shares with any creditors. Accordingly, the minimum Promoter's contribution does not consist of such Equity Shares. <b><u>Hence Eligible.</u></b>

#### Details of Share Capital Locked in for One Year

In terms of Regulation 236 and 237 of the SEBI ICDR Regulations, in addition to the Minimum Promoters contribution which is locked in for 3 (three) years, as specified above, the entire pre- Offer equity share capital held by promoters and entire pre- Offer capital held by persons other than promoters of our Company i.e. Promoter Group members and Public holding 22,55,200 Equity



Shares shall be locked in for a period of 1 (one) year from the date of allotment of Equity Shares in this Offer.

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

**Other requirements in respect of lock-in:**

- a) In terms of Regulation 242 of the SEBI ICDR Regulations, the locked in Equity Shares held by the Promoters, as specified above, can be pledged with any scheduled commercial bank or public financial institution as collateral security for loan granted by such bank or institution provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoter contribution may be pledged only if, in addition to fulfilling the above requirements, the loan has been granted by such bank or institution, for the purpose of financing one or more of the objects of the Offer.
- b) In terms of Regulation 243 of the SEBI ICDR Regulations, the Equity Shares held by persons other than the Promoters prior to the Offer may be transferred to any other person holding the Equity Shares which are locked in as per Regulation 36 or 37 of the SEBI ICDR Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.

Further in terms of Regulation 243 of the SEBI ICDR Regulations, the Equity Shares held by the Promoters may be transferred to and amongst the Promoter Group or to new promoters or persons in control of the company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.

19. None of our Promoter, Promoter Group, Directors and their relatives has entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of the Red Herring Prospectus.
20. Neither, we nor our Promoter, Directors and the Book Running Lead Manager to this Offer have entered into any buyback and / or standby arrangements and / or similar arrangements for the purchase of our Equity Shares from any person.
21. As on the date of filing of the Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoters or any shareholders or any other person, any option to acquire our Equity Shares after this Initial Public Offer.
22. As on the date of the Red Herring Prospectus, the entire Issued Share Capital, Subscribed and Paid up Share Capital of our Company is fully paid up.
23. Our Company has not raised any bridge loan against the proceeds of the Offer.
24. Since the entire Offer price per share is being called up on application, all the successful applicants will be allotted fully paid-up shares.
25. As on the date of the Red Herring Prospectus, none of the shares held by our Promoter / Promoters Group are subject to any pledge.
26. The Book Running Lead Manager i.e. Beeline Capital Advisors Private Limited and their associates do not hold any Equity Shares in our Company as on the date of filing of the Red Herring Prospectus.
27. We here by confirm that there will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Red Herring Prospectus until the Equity Shares Issued have been listed or application moneys refunded on account of failure of Offer.
28. Our Company does not presently intend or propose to alter its capital structure for a period of six months from the date of opening of the Offer, by way of split or consolidation of the denomination of Equity Shares or further Offer of Equity Shares (including



Offer of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether preferential or otherwise. This is except if we enter into acquisition or joint ventures or make investments, in which case we may consider raising additional capital to fund such activity or use Equity Shares as a currency for acquisition or participation in such joint ventures or investments

29. None of our Equity Shares have been issued out of revaluation reserve created out of revaluation of assets.
30. An over-subscription to the extent of 10% of the Net Offer 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 Offer. Consequently, the actual allotment may go up by a maximum of 10% of the Net Offer. In such an event, the Equity Shares held by the Promoter is used for allotment and lock- in for three years shall be suitably increased; so as to ensure that 20% of the post Offer paid-up capital is locked in.
31. 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 i.e. NSE. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
32. In case of over-subscription in all categories the allocation in the Offer shall be as per the requirements of SEBI (ICDR) Regulations, 2018 and its amendments from time to time.
33. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
34. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net Offer to the public portion.
35. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
36. Our Company shall comply with such disclosure and accounting norms as may be specified by NSE, SEBI and other regulatory authorities from time to time.
37. As on the date of the Red Herring Prospectus, Our Company has not issued any equity shares under any employee stock option scheme/ / Employees Stock Purchase Scheme.
38. There are no Equity Shares against which depository receipts have been issued.
39. Other than the Equity Shares, there is no other class of securities issued by our Company as on date of filing of the Red Herring Prospectus.
40. We have 36(Thirty-Six) Shareholders as on the date of filing of the Red Herring Prospectus.
41. There are no safety net arrangements for this Public Offer.
42. Our Promoter and Promoter Group will not participate in this Offer.
43. This Offer is being made through Book Building Method.
44. Except as disclosed in the Red Herring Prospectus, our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation to the date of the Red Herring Prospectus.
45. No person connected with the Issue shall issue any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.
46. We shall ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of registering the Prospectus with the RoC and the Offer Closing Date are reported to the Stock Exchanges within 24 hours of such transactions being completed.



## SECTION VII – PARTICULARS OF THE OFFER

### OBJECTS OF THE OFFER

The Offer includes a fresh Issue by our company and the offer for sale by Abhay Kantilal Shah HUF, the selling shareholder.

#### **The Offer for Sale**

The Selling Shareholder is offering 2,80,800 Equity Shares aggregating up to ₹[●] Lakhs in the Offer for Sale. The Selling Shareholder will be entitled to the proceeds of the Offer for Sale, after deducting its portion of the Offer related expenses and relevant taxes thereon. Our Company will not receive any proceeds from the Offer for Sale. All expenses in relation to the Offer other than the listing fees (which shall be borne by our Company) shall be shared among our Company and the Selling Shareholder on a pro rata basis, in proportion to the Equity Shares Allotted by our Company in the Fresh Issue and the Offered Shares sold by the Selling Shareholder in the Offer for Sale, in accordance with applicable law.

Upon commencement of listing and trading of the Equity Shares on the Stock Exchange pursuant to the Offer, or at the time the Offer is withdrawn or not completed for any reason whatsoever, the Selling Shareholder shall bear all expenses in relation to the Offer, other than the listing fees, to the extent of the Offered Shares. All such expenses shall be directly deducted from the Public Offer Account and to the extent any expenses attributable to the Selling Shareholder have been paid by our Company, they will be reimbursed to our Company directly from the Public Offer Account.

#### **The Fresh Offer**

We intend to utilize the proceeds of the Offer to meet the following objects: -

1. To Meet Working Capital Requirement
2. General Corporate Purpose
3. To Meet the Offer Expenses

(Collectively referred as the “objects”)

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

The main objects clause of our Memorandum of Association (MOA) enables our Company to undertake its existing activities and these activities which have been carried out until now by our Company are valid in terms of the objects clause of our Memorandum of Association (MOA).

#### **Requirement of Funds: -**

The details of the proceeds from the Offer are provided in the following table:

Particulars	Amt. (₹ in Lakhs)
Gross Offer Proceeds*	[●]
Less: Public Offer Related Expenses to be born our Company*	[●]
<b>Net Offer Proceeds*</b>	[●]

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

#### **Utilisation of Funds: -**

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

S. No	Particulars	Amt. (₹ in Lakhs)	% of Total Size
1.	To Meet Working Capital Requirement*	1400.00	[●]
2.	General Corporate Expenses*	[●]	[●]
<b>Net Offer Proceeds</b>		[●]	[●]

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

**Means of Finance: -**We intend to finance our Objects of Offer through Net Proceeds which is as follows:



Particulars	Amt. (₹ in Lakhs)
Net Proceeds	[•]
<b>Total</b>	[•]

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

The fund requirement and deployment is based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in the light of changes in external circumstances or costs or other financial conditions and other external factors.

In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required. In case of delays in raising funds from the Offer, our Company may deploy certain amounts towards any of the above-mentioned Objects through a combination of Internal Accruals or Unsecured Loans (Bridge Financing) and in such case the Funds raised shall be utilized towards repayment of such Unsecured Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Offer Proceeds. We further confirm that no part proceed of the Offer shall be utilised for repayment of any Part of unsecured loan outstanding as on date of Red Herring Prospectus.

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

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

Details of Use of Offer Proceeds:

### 1. To Meet Working Capital Requirement

Since Incorporation, our Company is engaged in Electric & Power industry. The Business of the Company is working capital intensive; hence it will meet the requirement to the extent of ₹1400.00 Lakhs from the Net Proceeds of the Offer and balance from borrowings at an appropriate time as per the requirements of the business. The Company will be utilising the additional working capital for expansion of its business activities. Details of Estimation of Working Capital requirement are as follows:

(₹ In Lakhs)

S. No.	Particulars	Actual (Restated)	Actual (Restated)	Actual (Restated)	Actual (Restated)	Actual (Provisional)	Actual (Provisional)
		31-March-21	31-March-22	31-March-23	29-Feb-24	31-March-24	31-March-25
I	<b>Current Assets</b>						
	Trade receivables	466.55	771.12	1,295.56	966.44	1,696.77	2,255.93
	Inventories	228.60	647.57	1,031.39	565.93	716.30	1,165.55
	Cash and cash equivalents	8.59	38.97	9.75	160.56	7.60	221.74
	Short term loan & Advances	36.14	158.45	151.53	355.90	417.00	586.26
	Other Current Assets	-	-	-	1497.78	650.00	800.00
	<b>Total(A)</b>	<b>739.88</b>	<b>1616.12</b>	<b>2488.23</b>	<b>3546.61</b>	<b>3,487.67</b>	<b>5,029.48</b>
II	<b>Current Liabilities</b>						
	Trade payables	497.87	1,115.52	1,472.93	1270.68	1,273.42	1,164.83
	Other Current Liabilities	71.34	200.80	233.25	256.43	476.29	597.79
	Short Term Provisions	1.31	1.19	2.94	116.26	5.00	7.00
	<b>Total (B)</b>	<b>570.52</b>	<b>1317.51</b>	<b>1709.12</b>	<b>1643.37</b>	<b>1,754.71</b>	<b>1,769.62</b>
III	<b>Total Working Capital Gap</b>	<b>169.36</b>	<b>298.61</b>	<b>779.11</b>	<b>1903.24</b>	<b>1,732.96</b>	<b>3,259.85</b>





	(A-B)						
IV	Funding Pattern						
	Short-term borrowing & Internal Accruals	169.36	298.61	779.11	1903.24	1732.96	1859.85
	IPO Proceeds						1400.00

**Key assumptions for working capital projections made by the Company:**

Particulars	Actual March 31, 2021	Actual March 31, 2022	Actual March 31, 2023	Provisional 31-March-24	Provisional 31-March-25
Creditors (in days)	141	135	144	74	52
Debtors (in days)	87	78	101	88	90
Inventories (in days)	49	73	94	45	55

**Justification:**

To cater to the growing demand from our existing customers and to meet requirements of new customers, we intend to ramp up the scale of our operations by way of increasing number of projects as well as average size of the project. To cater the growing demand of customer we need the additional working capital to smooth running of our operations. Further after fulfilling the demand of our existing customers we can attract new customers also which may also require additional working capital. Furthermore, we intend to purchase materials in bulk quantity at more attractive prices to increase our profitability which requires additional funds in our business.

**Justification for holding period:**

- Inventory: Inventories primarily bought out items that need to be supplied in our turnkey projects. With increasing value of contract & aggressive demand of our services we expect our inventory holding period for the Financial Year 2023-24 & 2024-25 will be 45 and 55 days which reduce as compared with the March 2023 inventory levels. Although we are expecting our Inventory holding period to be constant but due to increase in business operations which requires increased inventories.
- Debtor days: The holding levels of trade receivables were 101 days in Fiscal 2023 and they are expected to 88 and 90 days in F.Y. 2023-24 and FY 2024-25, as the company is planning to maintain its debtor days almost same in line with past years. Due to increase in projected revenue of the company debtor holding amount will be much higher than previous years.
- Creditor days: The holding levels of trade payable were 144 days in Fiscal 2023 and they are expected to decrease to 74 and 52 days by F.Y. 2023-24 and FY 2024-25, as company is planning to purchase raw material in bulk at attractive prices with comparatively lesser credit period.

Apart from above there are other working capital requirements such as Cash and Cash Equivalents, Other Current assets, loans and advances, short term provisions and other current liabilities. Details of which are given below:

Cash and Bank Balance	Cash and Bank Balance include balances in current account with scheduled bank, Bank Balance in Credit & Wallet balance and cash in hand. Cash and Cash Equivalent balance is estimated based on previous years outstanding amount and for expected Business requirement of company.
Loans and Advances	Loans and advances mainly include Prepaid Expenses, Loan to employees, Advance to creditors, Balance with Govt Authority and Loans & Advances to Employee. Loans and advances is estimated based on previous years outstanding amount and for expected Business requirement of company.
Other Assets	Other Current Assets mainly include Unbilled Revenue. Other Current Assets is for expected Business requirement of company. Unbilled revenue constitutes work done by our company in for which invoicing will be done in next months.
Other liabilities	Other Liabilities mainly include Advance from customers, statutory liabilities, Security deposits, Balance payable to public bodies, Interest accrued but not due and Gratuity payables to employees. Other current liabilities are estimated based on previous years outstanding amount and for expected Business requirement of company
Short-term provisions	Short-term provisions mainly include Provision for Bonus, Leave, Gratuity, income tax, future loss on contracts and provision of other expenses. Short-term provisions is estimated based on previous years outstanding amount and for expected Business requirement of company



### **Justification for Increase in creditor and debtor days:**

**Creditor Days:** The creditor days in FY 2022 were 135 which increased to 144 in FY 2023. The average purchases in April to December 2022 were Rs. 2.56 Crore per month whereas in Jan to March 2023 the average purchases were Rs. 5.25 Crore per month. Due to this, the trade payables as of March 2023 were Rs. 1472.93 Lakhs as compared to Rs. 1115.52 Lakhs as of March 2022. This increase in value of trade payables as of March 2023 led to an increase in creditor days ratio.

**Debtor days:** The debtor days in FY 2022 were 78 days which increased to 101 days in FY 2023. This increase is contributed by the increase in the amount of trade receivable, which were only Rs. 771.12 Lakhs in March 2022 and jumped to Rs. 1295.56 Lakhs in March 2023. The average sales in April to December 2022 were Rs. 2.96 Crore per month whereas in Jan to March 2023 the average sales were Rs. 6.72 Crore per month. This increase in trade receivables can be attributed to higher year end invoicing in Q4 of FY 2023 as multiple projects got completed in Q4 of FY 2023.

The rationale for increase in working capital year is as follows:

The company's growth strategy and expansion plans help to expand their business. Adding new verticals like Fire Fighting Systems and Solar Systems, reflects a proactive approach to meet the demands of both existing and potential clients. The strategy of Company contributing to the rise in working capital is as follows:

**Regional Expansion:** - Opening dedicated offices in new regions involves upfront costs for infrastructure, staffing, and operational setup. Initial investments in these areas require additional working capital until the offices become fully operational and start generating revenue.

**New Verticals** - Fire Fighting Systems and Solar Systems: Introducing new verticals requires investments in infrastructure, staffing, Designing, training, inventory, and possibly new supplier relationships. The addition of Fire Fighting Systems and Solar Systems involve higher upfront costs before the revenue from these new offerings begins to offset the initial investment.

**Turnkey Projects** - Engaging in turnkey projects often involves managing larger-scale operations, including increased inventory levels, extended project timelines, and potentially higher receivables. These factors contribute to rise in working capital needs.

**Projects Openings Post Covid** - Due to Worldwide Pandemic Many Infrastructural Projects were on Hold. Post Covid Suddenly there was huge demand of long pending work as well as new requirements. Rising of Working Capital was the only source to cater all the requirements.

**Inventory Build-up:** Companies accumulate higher levels of inventory in anticipation of increased demand, to take advantage of bulk purchase discounts and to mitigate supply chain uncertainties. This buildup ties up funds in the form of raw materials, work-in-progress, or finished goods.

**Credit Terms and Accounts Receivable:** As per clients Policy Offering extended credit terms to clients and also experiencing a delay in receiving payments from clients at different occasions lead to an increase in accounts receivable. This ties up funds that could otherwise be used for other operational needs.

**Continuous Business Growth:** As the increased level of business activities in term of revenue. Accordingly, the overall scale of operations increased. More significant sales volumes, expanded client base, and a larger project pipeline demands to contribute to higher working capital requirements to support the increased level of business activities.

**For year 2021 to 2022:** The Working Capital Gap for the year ended on March 31, 2021 was Rs. 169.36 Lakhs which was increased to Rs. 298.61 Lakhs in the year 2022 is due to substantial increase in revenue from operation i.e. Rs. 1960.11 Lakhs in the year 2021 to Rs. 3627.41 Lakhs in the year 2022. As in this period i.e. post covid period where there was huge demand of long pending work as well as new requirements. Rising of Working Capital was the only source to cater all the requirements.

**For year 2022 to 2023:** The Working Capital Gap for the year ended on March 31, 2022 was Rs. 298.61 Lakhs which was significantly increased to Rs. 779.11 Lakhs in the year 2023 is primarily due to increase in revenue from operation i.e. Rs. 3627.41 Lakhs in the year 2022 to Rs. 4689.78 Lakhs in the year 2023. Secondly the company is expanding for larger turnkey projects which involves managing larger-scale operations, including increased inventory levels, extended project timelines, and potentially higher receivables. These factors contribute to rise in working capital needs.

**For year 2023 to 2024:** The Working Capital Gap for the year ended on March 31, 2023 was Rs. 779.11 Lakhs and the projected working capital requirement for the year 2024 is Rs. 1,732.96 Lakhs which is due to increase in projected revenue in the year 2024. In addition to that the requirement for increase in working capital is due to longer project duration and composite supply of services and products in large turnkey projects which require substantial amount of Working Capital. Further entering into new verticals is reason for increased working capital.

**For year 2024 to 2025:** The Projected working capital gap is increased from Rs. 1,732.96 Lakhs in the year 2024 to Rs. 3,259.85 Lakhs in the year 2025 due increase in Projected revenue from Operations. As the increased level of business activities in term of



revenue. Accordingly, the overall scale of operations increased. More significant sales volumes, expanded client base, and a larger project pipeline demands to contribute to higher working capital requirements to support the increased level of business activities.

#### **Justification for increase in working capital ratio to total turnover:**

The Company had a turnover of Rs. 36.27 Crore in FY 2021-22 and Rs.46.85 crores in FY 2022-23. The Company was inadequately funded in FY 2021 & FY 2022. The led underinvestment in inventories and other current assets. However, this underinvestment is not good for the business as it leads to operational constraints, delay in project completion and inability to obtain good quality projects. The working capital to turnover ratio was just 5% and 3% in FY 2021 and FY 2022 respectively. As the company's scale of operations grew, the company generated internal accruals which were reinvested in working capital. The short-term borrowings also increased from Rs. 95.07 Lakhs in FY 2021 to Rs. 412.07 Lakhs in FY 2023. These additional funds were utilized by the company to shore up its working capital base.

As a typical project of the Company lasts for 4-5 months, ideally the Company needs to maintain working capital to turnover ratio of around 25%. As of September 2023, this ratio is 22% which is within comfortable range.

Going ahead, the Company expects to utilize Rs. 1400 Lakhs are expected to be utilized in FY 2024-25.

The IPO proceeds shall give a big boost to the working capital base of the business and help in bagging larger sized contracts which typically have less competition and higher profitability. In these tenders, the company needs to make upfront investment by way of giving Bank Guarantee (obtained from bankers against FD placed by us) to the tune of 5% of the contract period which has to be provided immediately upon receiving work order and the same is released after work completion leading to blockage of 5% of contract value. This is separately from retention money which is also generally 5% of contract value for 1 or 2 years. The 5% retention amount is sometimes waived off if we issue a separate Bank Guarantee (obtained from bankers against FD). Further ultimately the working capital requirement increases due to maintenance of fund.

#### **Justification for Increased Working Capital requirement in FY 2024-25 compared to previous years**

Our company is in business of turn key projects contractor engaged in offering solutions for all types of Electrical & Fire Fighting Turnkey Projects. Our company offers wide range of services like Electrical Solutions, Electrical Panels, Solar EPC Projects, Turn Key Electrical Warehousing Projects, Electric Commercial Industrial Services, Maintenance Services, Electrical Contracting and Data & Voice Cabling Installation across the Industrial Sector, Commercial, Retail and Theatre sector.

**Longer Project Duration:** Approximately, project duration for complete work is between 12-18 months. Such long duration of projects requires higher working capital as cost of labor, materials and overheads needed to be covered in such duration against which the final amount of project is received by our company after certification of completed work, which creates higher working capital requirement for our business. Further depending upon the size and complexity of the project, working capital requirement of each project may differ accordingly.

**Composite Supply:** Under Composite supply, we provide products as well as our services. Composite supply type of work order includes goods and services both as a part of work order. we procure the required items from organised as well as unorganised players bases on the requirement, size and nature of respective project. We have to pay for purchase of products which are to be used in the composite supply to our clients, which tie up our significant working capital portion as the full realization of such supply will be done only after final certification of the whole project.

To summaries our working capital requirement, the nature of our business depends on the number of projects that we complete in a timely manner with qualitative work, we need to procure high quality products from vendors in addition of bearing other overheads such as rent, labor, and other operational expenses required on day-to-day basis. Further, in order to provide surety and security to respective client, we need to provide some type of liquid collateral security, which also tie up our funds for working capital.

## **2. General Corporate Purposes**

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy the balance Fresh Issue proceeds aggregating Rs. [●] Lakhs towards the general corporate purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Net Proceeds, for general corporate purpose including but not restricted to, meeting operating expenses, initial development costs for projects other than the identified projects, and the strengthening of our business development and marketing capabilities, meeting exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act. We confirm that any Offer related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount for general corporate purposes, as mentioned in this Red Herring Prospectus, shall not exceed 25% of the amount raised by our Company through this Offer.



### 3. Public Offer Expenses: -

The estimated Offer related expenses include Offer Management Fee, Underwriting and Selling Commissions, Printing and Distribution Expenses, Legal Fee, Advertisement Expenses, Registrar's Fees, Depository Fee and Listing Fee. The total expenses for this Offer are estimated to be approximately Rs. [●] Lakhs which is [●]% of the Offer Size. All the Offer related expenses shall be proportionately met out from proceeds of the Offer as per applicable laws. The break-up of the same is as follows:

Particulars	Estimated expenses (Rs. In Lakhs) *	As a % of total estimated Offer related expenses*	As a % of the total Offer size*
Book Running Lead Manager Fees including underwriting commission	[●]	[●]	[●]
Brokerage, selling, commission and upload fees	[●]	[●]	[●]
Registrar to the Offer	[●]	[●]	[●]
Legal Advisors	[●]	[●]	[●]
Advertising and Marketing expenses	[●]	[●]	[●]
Regulators including stock exchanges	[●]	[●]	[●]
Printing and distribution of Offer stationery	[●]	[●]	[●]
Others, if any (market making, depositories, marketing fees, secretarial, peer review auditors, etc.)	[●]	[●]	[●]
<b>Total Estimated Offer Expenses</b>	[●]	[●]	[●]

\* To be incorporated in the Prospectus after finalisation of the Offer Price.

Notes:

- Selling commission payable to the members of the CDPs, RTA and SCSBs, on the portion for RIIs and NIIs, would be as follows:  
Portion for RIIs 0.01% ^ or ₹ 100/- whichever is less ^ (exclusive of GST)  
Portion for NIIs 0.01% ^ or ₹ 100/- whichever is less ^ (exclusive of GST)  
^Percentage of the amounts received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares Allotted and the Offer Price).
- The Members of RTAs and CDPs will be entitled to application charges of ₹ 10/- (plus applicable GST) per valid ASBA Form. The terminal from which the application has been uploaded will be taken into account in order to determine the total application charges payable to the relevant RTA/CDP.
- Registered Brokers, will be entitled to a commission of ₹ 10/- (plus GST) per Application Form, on valid Applications, which are eligible for allotment, procured from RIIs and NIIs and submitted to the SCSB for processing. The terminal from which the application has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant Registered Broker.
- SCSBs would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to SCSBs
- Issuer banks for UPI Mechanism as registered with SEBI would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to them.
- Notwithstanding anything contained above the total processing / uploading / bidding charges under above clauses payable to Syndicate/ Sub Syndicate members, SCSBs, RTAs, CDPs, Registered Brokers, Sponsor Bank will not exceed ₹ 25,000/- (plus applicable taxes) and in case if the total uploading / bidding charges exceeds ₹ 25,000/- (plus applicable taxes) then uploading charges will be paid on pro-rata basis except the fee payable to respective Sponsor Bank.
- Offer Expenses other than the listing fees shall be shared among our Company and the Selling Shareholder on a pro rata basis, in proportion to the Equity Shares Allotted.

### **Proposed Schedule of Implementation:**

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

S. No.	Particulars	Amount to be deployed and utilized in F.Y. 2024-25*(₹ In Lakhs)
1.	To Meet Working Capital Requirement	1400.00
2.	General Corporate Purpose	[●]



<b>Total</b>	●
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\* To the extent our Company is unable to utilize any portion of the Net Proceeds towards the Object, as per the estimated schedule of deployment specified above; our Company shall deploy the Net Offer Proceeds in the subsequent Financial Years towards the Object.

**Funds Deployed and Source of Funds Deployed:**

Our Statutory Auditors M/s. R K Jagetiya & Co., Chartered Accountants vide their certificate dated April 19, 2024 vide UDIN 24134691BKADBL5564 have confirmed that as on February 29, 2024 the following funds have been deployed for the proposed object of the Offer:

Particulars	Amt. (₹ in Lakhs)*
Offer Expenses	23.33
<b>Total</b>	<b>23.33</b>

\* Amount exclusive of applicable taxes.

**Sources of Financing for the Funds Deployed:**

Our Statutory Auditors M/s. R K Jagetiya & Co., Chartered Accountants vide their certificate dated April 19, 2024 vide UDIN 24134691BKADBL5564 have confirmed that as on February 29, 2024 the following funds have been deployed for the proposed object of the Offer:

Particulars	Amt. (₹ in Lakhs)*
Internal Accruals	23.33
<b>Total</b>	<b>23.33</b>

\* Amount exclusive of applicable taxes.

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

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

**Bridge Financing Facilities:**As on the date of this Red Herring Prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds.

**Monitoring Utilization of Funds:**The Audit Committee & the Board of Directors of our Company will monitor the utilization of funds raised through this public Offer. Pursuant to Regulation 32 of SEBI Listing Regulation 2015, our Company shall on half-yearly basis disclose to the Audit Committee the Applications of the proceeds of the Offer. 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 Offer have been utilized in full. The statement of funds utilized will be certified by the Statutory Auditors of our Company.

**Interim Use of Proceeds:**Pending utilization of the Offer proceeds of the Offer for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in schedule II of the RBI Act. Our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any listed company or for any investment in the equity markets or investing in any real estate product or real estate linked products.

**Variation in Objects:**In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Offer 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 Promoter or controlling Shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

**Other confirmations:** There is no material existing or anticipated transactions with our Promoter, our Directors, our Company's key Managerial personnel and Group Companies, in relation to the utilization of the Net Proceeds. No part of the proceeds of the Offer will be paid by us to the Promoter and Promoter Group, Group Companies, the Directors, associates or Key Management Personnel, except in the normal course of business and in compliance with applicable law.



## **BASIS FOR OFFER PRICE**

Investors should read the following summary with the section titled “Risk Factors”, the details about our Company under the section titled “Business Overview” and its financial statements under the section titled “Financial Information of our Company” beginning on page 25, page 116 and page 173 respectively of this Prospectus. The trading price of the Equity Shares of our Company could decline due to these risks and the investor may lose all or part of his investment.

The Offer Price has been determined by the Company in consultation with the LM on the basis of the key business strengths of our Company. The face value of the Equity Shares is Rs. 10 and Offer Price is [●] which is [●] times of the face value.

### **QUALITATIVE FACTORS**

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to sections titled “Business Overview” beginning on page 116 of this Red Herring Prospectus.

### **QUANTITATIVE FACTORS**

Information presented below is derived from our Company’s Restated Financial Statements prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

#### **1. Basic & Diluted Earnings per share (EPS), as restated:**

Basic earnings per share (₹) =  $\frac{\text{Restated Profit After Tax attributable to Equity Shareholders}}{\text{Weighted Average Number of Equity Shares outstanding}}$

Diluted earnings per share (₹) =  $\frac{\text{Restated Profit After Tax attributable to Equity Shareholders}}{\text{Weighted Average Number of Equity Shares outstanding after adjusting adjusted for the effects of all dilutive potential equity shares}}$

S. No	Period	Basic & Diluted (₹)	Weights
1.	FY 2020-21	1.63	1
2.	FY 2021-22	3.40	2
3.	FY 2022-23	8.50	3
	<b>Weighted Average</b>	<b>5.65</b>	<b>6</b>
	For the Period Ended on February 29, 2024	<b>16.67</b>	

Notes:

- The figures disclosed above are based on the restated financial statements of the Company and after consideration of Bonus Issue of Shares.
- The face value of each Equity Share is ₹10.00.
- The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Annexure IV of respective Consolidated and Standalone financials.

#### **2. Price Earning (P/E) Ratio in relation to the Offer Price of [●] per share:**

Price to Earnings Ratio(P/E) =  $\frac{\text{Offer Price}}{\text{Restated Standalone /Consolidated Earnings Per Share}}$

S. No	Particulars	P/E
1	P/E ratio based on the Basic & Diluted EPS, as restated for FY 2022-23	[●]
2	P/E ratio based on the Weighted Average EPS	[●]

#### **Industry PE**

Particulars	P/E*
Highest	37.24



Lowest	37.24
Average	37.24

\* Based on Peer Group Companies as presented in Point 5 below.

### 3. Return on Net worth (RoNW)

Return on Net Worth (%) =  $\frac{\text{Restated Standalone Profit After Tax attributable to Equity Shareholders}}{\text{Net Worth}} * 100$

S. No	Period	RONW (%)	Weights
1.	FY 2020-21	32.61	1
2.	FY 2021-22	40.49	2
3.	FY 2022-23	50.33	3
	<b>Weighted Average</b>	<b>44.09</b>	<b>6</b>
	For the Period Ended on February 29, 2024	<b>43.85</b>	

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

Restated Net Asset Value per equity share (₹) =  $\frac{\text{Restated Standalone Net Worth as at the end of the year}}{\text{Number of Equity Shares outstanding}}$

Sr. No.	As at	NAV*
1.	March 31, 2021	4.99
2.	March 31, 2022	8.39
3.	March 31, 2023	16.89
4.	February 29, 2024	37.77
5.	NAV after Offer	[●]
	<b>Offer Price</b>	<b>[●]</b>

Note – The Net Asset Value (NAV) per Equity Share is calculated on weighted average number of shares after considering Bonus Issue of Shares.

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

S. No.	Name of Company	Results Type	Face Value (₹)	EPS(₹) <sup>3</sup>	PE <sup>4</sup>	RoNW(%)	NAV per Share(₹)
1.	Rulka Electricals Limited <sup>1</sup>	Standalone	10.00	8.50	[●]	50.33%	16.89
2.	HEC Infra Projects Limited <sup>2</sup>	Standalone	10.00	0.78	37.24	2.62%	29.16

<sup>1</sup> Based on March 31, 2023 restated financial statements

<sup>2</sup> Source: Based on Financial Results of Peer Group Company for the year ended March 31, 2023 and closing price as on March 31, 2023 on stock Exchange.

<sup>3</sup> Basic & Diluted Earnings per share (EPS) and Net Assets Value per share is calculated on weighted average number of shares after considering Bonus Issue of Shares.

<sup>4</sup> Price Earning (P/E) Ratio in relation to the Offer Price of [●] per share.

- The face value of our shares is ₹10.00 per share and the Offer Price is of [●] per share which is [●] times of the face value.
- The Offer Price has been determined by our Company in consultation with the Book Running Lead Manager and justified by our Company in consultation with the Book Running Lead Manager on the basis of above parameters. The investors may also want to peruse the risk factors and financials of the Company including important profitability and return ratios, as set out in the Auditors' Report in the offer Document to have more informed view about the investment.

### 8. Key performance indicators:

The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which



in result, help us in analyzing the growth of various verticals in comparison to our peers. The KPIs disclosed below have been approved, by a resolution of our Audit Committee dated November 30, 2023 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Prospectus. Further, the KPIs herein have been certified by M/S. R K Jagetiya & Co, Chartered Accountants, by their certificate dated April 19, 2024 having UDIN 24134691BKADB9373.

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 Offer Section, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

### Key Performance Indicators of our Company.

(Rs. In Lakhs except percentages and ratios)

Key Financial Performance	Period ended February 29, 2024*	FY 2022-23	FY 2021-22	FY 2020-21
Revenue from operations <sup>(1)</sup>	6518.64	4,683.74	3,626.51	1,959.09
Growth in Revenue from Operations <sup>(2)</sup>	39.18%	29.15%	85.11%	13.25%
Gross Profit (₹ in Lakhs) <sup>(3)</sup>	1125.76	666.96	409.57	248.03
Gross Profit Margin (%) <sup>(4)</sup>	17.27%	14.24%	11.29%	12.66%
EBITDA <sup>(5)</sup>	811.32	401.07	220.07	105.03
EBITDA Margin <sup>(6)</sup>	12.45%	8.56%	6.07%	5.36%
PAT <sup>(7)</sup>	565.77	280.52	112.08	53.72
PAT Margin <sup>(8)</sup>	8.68%	5.99%	3.09%	2.74%
Net Worth	1290.15	557.33	276.82	164.74
RoE(% ) <sup>(9)</sup>	61.25%	67.26%	50.76%	38.96%
RoCE (% ) <sup>(10)</sup>	33.67%	36.51%	37.82%	24.66%
Net Fixed Asset Turnover (In Times) <sup>(11)</sup>	24.83	17.71	16.19	10.44
Net Working Capital Days <sup>(12)</sup>	36.13	17.49	7.86	7.45
Operating Cash Flows (₹ in Lakhs) <sup>(13)</sup>	<b>(335.82)</b>	<b>(195.44)</b>	<b>69.63</b>	<b>16.93</b>

\*Not Annualized

#### Notes:

- 1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
- 2) Growth in Revenue from Operations (%) is calculated as a percentage of Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.
- 3) Gross Profit is calculated as Revenue from Operations less Cost of Materials consumed, Purchase of stock in trade goods, Changes in inventories of finished goods, work-in-progress and stock in trade.
- 4) Gross Profit Margin (%) is calculated as Gross Profit divided by Revenue from Operations.
- 5) EBITDA is calculated as profit for the period / year, plus tax expenses (consisting of current tax, deferred tax and current taxes relating to earlier years), finance costs and depreciation and amortization expenses and reduced by other income.
- 6) EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations.
- 7) Profit After Tax Means Profit for the period/year as appearing in the Restated Financial Statements. 8) PAT Margin (%) is calculated as Profit for the year/period as a percentage of Revenue from Operations.
- 9) RoE (Return on Equity) (%) is calculated as net profit after tax for the year / period divided by Average Shareholder Equity.
- 10) RoCE (Return on Capital Employed) (%) is calculated as earnings before interest and taxes divided by average capital employed. Capital Employed includes Tangible Net worth, Long-Term Borrowing, Short-Term Borrowing and Deferred Tax Liability/(Deferred Tax Asset).
- 11) Net Fixed Asset Turnover is calculated as Net Turnover divided by Average Fixed Assets which consists of property, plant and equipment and capital work-in-progress.
- 12) Net Working Capital Days is calculated as Average working capital (current assets minus current liabilities) as at the end of the period / year divided by revenue from operations multiplied by number of days in a period / year.
- 13) Operating cash flows means net cash generated from operating activities as mentioned in the Restated Financial Statements





### Explanation for KPI metrics

KPI	Explanations
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of the Company and volume of Company's business
Growth in Revenue from Operations	Growth in Revenue from Operations provides information regarding the growth of Company's business for the respective period
Gross Profit (₹ in Lakhs)	Gross Profit provides information regarding the profits from services provided by the Company
Gross Profit Margin (%)	Gross Profit Margin is an indicator of the profitability on sale of products manufactured by the Company
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of Company's business
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of Company's business.
Net Worth	Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity.
RoE(%)	RoE provides how efficiently the Company generates profits from shareholders' funds.
RoCE (%)	ROCE provides how efficiently the Company generates earnings from the capital employed in the business.
Net Fixed Asset Turnover (In Times)	Net Fixed Asset turnover ratio is indicator of the efficiency with which the Company is able to leverage its assets to generate revenue from operations
Net Working Capital Days	Net working capital days indicates the Average working capital requirements of the Company in relation to revenue generated from operations
Operating Cash Flows (₹ in Lakhs)	Operating cash flows provides how efficiently the company generates cash through its core business activities

### Operational KPI's of the Company:

Key Financial Performance	February 29, 2024	March 31, 2023	March 31, 2022	March 31, 2021
Revenue split between domestic and exports				
Domestic Market (in Lakhs)	6515.02	4,682.89	3,626.11	1,958.24
Export Market (SEZ Sales) (in Lakhs)	3.62	0.85	0.40	0.85
Domestic Market (%)	99.94%	99.98%	99.99%	99.96%
Export Market (%)	0.06%	0.02%	0.01%	0.04%
Contribution to revenue from operations of top 1 / 3 / 5/ 10 customers (Amount in Lakhs)				
Top 1	726.81	743.93	1049.31	604.89
Top 3	1492.28	1835.43	1846.07	1187.92
Top 5	2174.05	2485.55	2237.76	1402.27
Top 10	3361.26	3327.88	2924.66	1678.16

### Set forth below are the details of comparison of key performance of indicators with our listed industry peers:

We have listed peer Companies such as HEC Infra Projects Limited, listed on the Indian Stock Exchanges, of which comparison of Key Performance Indicators as below:

(Amount in Lakhs)

Particulars	Rulka Electricals Limited				HEC Infra Projects Limited		
	February 29, 2024	March 31, 2023	March 31, 2022	March 31, 2021	March 31, 2023	March 31, 2022	March 31, 2021
Revenue from Operation	6518.64	4,683.74	3,626.51	1,959.09	5173.39	4372.48	3756.00
EBITDA	811.32	401.07	220.07	105.03	465.02	338.95	301.00
EBITDA Margin	12.45%	8.56%	6.07%	5.36%	8.99%	7.75%	8.01%



<b>PAT</b>	565.77	280.52	112.08	53.72	78.83	51.45	31.00
<b>PAT Margin</b>	8.68%	5.99%	3.09%	2.74%	1.52%	1.18%	0.83%

Notes: (1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements/ Annual Reports of the respected

(2) Growth in Revenue from Operations (%) is calculated as Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.

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

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

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

(6) Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account

### Weighted average cost of acquisition

- a. **The price per share of our Company based on the primary/ new issue of shares (equity / convertible securities):** There has been no issuance of Equity Shares during the 18 months preceding the date of this Red Herring Prospectus (Except Bonus Issue of Shares), where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.
- b. **The price per share of our Company based on the secondary sale / acquisition of shares (equity shares):** There details of secondary sale / acquisitions of Equity Shares, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days is as follows.
- c. Since there are no such transactions to report to under (a) and (b) therefore, information based on last 5 secondary transactions (primary transactions where Promoter / Promoter Group entities or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction), not older than 3 years prior to the date of this Red Herring Prospectus irrespective of the size of transactions, is as below:

#### Primary and Secondary Transactions:

Except as disclosed below, there have been no primary/Secondary transactions by the Promoters, members of the Promoter Group, selling Shareholder or shareholder(s) having the right to nominate director(s) in the Board of Directors of our Company are a party to the transaction, in the last three years preceding the date of this Red Herring Prospectus:

#### Primary Transactions:

Date of Allotments	Name of Allotees	No. of Securities	Nature of securities	Face value of securities (₹)	Price Per security (₹)	Nature of transaction
April 5, 2023	Nitin Indrakumar Aher	14,50,928	Equity Shares	10.00	--	Bonus Issue
April 5, 2023	Rupesh Laxman Kasavkar	14,50,928	Equity Shares	10.00	--	Bonus Issue
April 5, 2023	Abhay Kantilal Shah HUF	2,88,144	Equity Shares	10.00	--	Bonus Issue
June 02, 2023	Vipul Sevantilal Sheth Shilpa Vipul Sheth	8,800	Equity Shares	10.00	144.00	Preferential Allotment
June 02, 2023	Shilpa Vipul Sheth Vipul Sevantilal Sheth	8,800	Equity Shares	10.00	144.00	Preferential Allotment
June 02, 2023	Deepali Kunal Parmar	17,600	Equity Shares	10.00	144.00	Preferential



2023							Allotment
June 2023	02,	Mukesh Ghisulal Jain	14,400	Equity Shares	10.00	144.00	Preferential Allotment
June 2023	02,	Namrata Damji Chhadva	10,400	Equity Shares	10.00	144.00	Preferential Allotment
June 2023	02,	Asha Ajay Rajawat Ajay Mohan Rajawat	10,400	Equity Shares	10.00	144.00	Preferential Allotment
June 2023	02,	Pradeep Maheshkumar Madhwani	13,600	Equity Shares	10.00	144.00	Preferential Allotment
June 2023	02,	Rajitha Yarrabathina	17,600	Equity Shares	10.00	144.00	Preferential Allotment
June 2023	02,	Heena Umesh Mehta	7,200	Equity Shares	10.00	144.00	Preferential Allotment
June 2023	02,	Tanuj Vijay Mehta Vishakha Vijay Mehta	7,200	Equity Shares	10.00	144.00	Preferential Allotment

### Secondary Transactions:

Date of Transfer	Name of transferor	Name of transferee	No. of Securities	Nature of securities	Face value of securities (₹)	Transfer Price Per security (₹)	Nature of transaction
April 2022	19, Nitin Indrakumar Aher	Abhay Kantilal Shah HUF	4968	Equity Shares	10.00	306.00	Transfer
April 2022	19, Rupesh Laxman Kasavkar	Abhay Kantilal Shah HUF	4968	Equity Shares	10.00	306.00	Transfer
April 2023	10, Nitin Indrakumar Aher	Minal Jain	16,000	Equity Shares	10.00	22.00	Transfer
April 2023	10, Nitin Indrakumar Aher	Pravin Chaudhari	3,200	Equity Shares	10.00	22.00	Transfer
April 2023	10, Nitin Indrakumar Aher	Sachinkumar Chautele	1,600	Equity Shares	10.00	22.00	Transfer
April 2023	10, Nitin Indrakumar Aher	Rajnish Singh	1,600	Equity Shares	10.00	22.00	Transfer
April 2023	10, Nitin Indrakumar Aher	Paresh Bole	1,600	Equity Shares	10.00	22.00	Transfer
April 2023	10, Nitin Indrakumar Aher	Sanika Jalvi	800	Equity Shares	10.00	22.00	Transfer
April 2023	10, Nitin Indrakumar Aher	Anand Ravat	800	Equity Shares	10.00	22.00	Transfer
April 2023	10, Nitin Indrakumar Aher	Bobhate Harshad Ashok	800	Equity Shares	10.00	22.00	Transfer
April 2023	10, Nitin Indrakumar Aher	Sharmila Kasavkar	800	Equity Shares	10.00	22.00	Transfer
April 2023	10, Nitin Indrakumar Aher	Tushar Udiwal	800	Equity Shares	10.00	22.00	Transfer
April 2023	10, Rupesh Laxman Kasavkar	Elixir Commercial and Advisory Services LLP	16,000	Equity Shares	10.00	22.00	Transfer
April 2023	10, Rupesh Laxman Kasavkar	Nitin Khairnar	1,600	Equity Shares	10.00	22.00	Transfer
April 2023	10, Rupesh Laxman Kasavkar	Mohammad Meraj Mohammad	1,600	Equity Shares	10.00	22.00	Transfer



		Murtuja					
April 10, 2023	Rupesh Laxman Kasavkar	Vijay Mishra	1,600	Equity Shares	10.00	22.00	Transfer
April 10, 2023	Rupesh Laxman Kasavkar	Mohammad Nayab Imran Qureshi	800	Equity Shares	10.00	22.00	Transfer
April 10, 2023	Rupesh Laxman Kasavkar	Frankie Araunjo	800	Equity Shares	10.00	22.00	Transfer
April 10, 2023	Rupesh Laxman Kasavkar	Pradnya Todkar	800	Equity Shares	10.00	22.00	Transfer
April 10, 2023	Rupesh Laxman Kasavkar	Prathamesh Pawar	800	Equity Shares	10.00	22.00	Transfer
April 10, 2023	Rupesh Laxman Kasavkar	Shoeb Shaikh	800	Equity Shares	10.00	22.00	Transfer
April 10, 2023	Rupesh Laxman Kasavkar	Shaik Asif Basha	800	Equity Shares	10.00	22.00	Transfer
April 10, 2023	Rupesh Laxman Kasavkar	Brijesh Pal	800	Equity Shares	10.00	22.00	Transfer
April 10, 2023	Rupesh Laxman Kasavkar	Preeti Aher	800	Equity Shares	10.00	22.00	Transfer
April 10, 2023	Rupesh Laxman Kasavkar	Ranjan Upadhyay	800	Equity Shares	10.00	22.00	Transfer
February 17, 2024	Sharmila Rupesh Kasavkar	Nitin Indrakumar Aher	400	Equity Shares	10.00	25.00	Transfer
February 17, 2024	Sharmila Rupesh Kasavkar	Rupesh Laxman Kasavkar	400	Equity Shares	10.00	25.00	Transfer

**d. Weighted average cost of acquisition on issue price**

Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Floor price (i.e. ₹ [●]/-)	Cap price (i.e. ₹ [●] /-)
Weighted average cost of acquisition of primary / new issue as per paragraph a above.	--	--	--
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph b above.	--	--	--
Weighted average cost of acquisition of primary issuances / secondary transactions as per paragraph 8(c) above			
- Primary Transactions	5.05	[●]	[●]
- Secondary Transactions	64.32	[●]	[●]

Investors should read the above-mentioned information along with section titled “Business Overview”, “Risk Factors” and “Financial Information of our Company” beginning on page 116, 25 and 173 respectively including important profitability and return ratios, as set out in chapter titled “Other Financial Information” on page 211 of this Red Herring Prospectus to have a more informed view.



## **STATEMENT OF POSSIBLE TAX BENEFITS**

To,

**The Board of Directors of  
Rulka Electricals Limited,**

A - 20 , Shiva Industrial Estate Co. Ltd.,  
Lake Road, Near Tata Power,  
Bhandup West, Mumbai 400078

**Dear Sirs/ Madam,**

**Sub: Statement of Tax Benefits ('The Statement') available to Rulka Electricals Limited ("The Company") and its shareholders prepared in accordance with the requirement in Schedule VIII- Clause (VII) (L) of Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2018, as amended ("The Regulation")**

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

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

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

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

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

### **Limitations:**

Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein. This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Prospectus/ Prospectus or any other issue related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.



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

**For R K Jagetiya & CO.**

Chartered Accountant

FRN:- 146264W

**(Ravi K Jagetiya)**

Proprietor

**M. No. - 134691**

**Place: Mumbai**

**Date: 30th November, 2023**

**UDIN: 23134691BGWLWC8054**



## ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS

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

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

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

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

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

### NOTES:

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

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

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

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

The Company has evaluated and decided not to exercise the option permitted under Section 115BAA of the Act for the purpose of computing its income-tax liability for the Financial Year 2019-20 to Financial Year 2022-23, however, the same option to exercise is available for Financial Year 2023-24.



6. This Annexure is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his or her tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.
7. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.





## **SECTION VIII – ABOUT THE COMPANY**

### **INDUSTRY OVERVIEW**

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

### **GLOBAL OUTLOOK**

Tentative signs in early 2023 that the world economy could achieve a soft landing—with inflation coming down and growth steady—have receded amid stubbornly high inflation and recent financial sector turmoil. Although inflation has declined as central banks have raised interest rates and food and energy prices have come down, underlying price pressures are proving sticky, with labor markets tight in a number of economies. Side effects from the fast rise in policy rates are becoming apparent, as banking sector vulnerabilities have come into focus and fears of contagion have risen across the broader financial sector, including nonbank financial institutions. Policymakers have taken forceful actions to stabilize the banking system. As discussed in depth in the Global Financial Stability Report, financial conditions are fluctuating with the shifts in sentiment.

In parallel, the other major forces that shaped the world economy in 2022 seem set to continue into this year, but with changed intensities. Debt levels remain high, limiting the ability of fiscal policymakers to respond to new challenges. Commodity prices that rose sharply following Russia's invasion of Ukraine have moderated, but the war continues, and geopolitical tensions are high. Infectious COVID-19 strains caused widespread outbreaks last year, but economies that were hit hard—most notably China—appear to be recovering, easing supply-chain disruptions. Despite the fillips from lower food and energy prices and improved supply-chain functioning, risks are firmly to the downside with the increased uncertainty from the recent financial sector turmoil.

The baseline forecast, which assumes that the recent financial sector stresses are contained, is for growth to fall from 3.4 percent in 2022 to 2.8 percent in 2023, before rising slowly and settling at 3.0 percent five years out—the lowest medium-term forecast in decades. Advanced economies are expected to see an especially pronounced growth slowdown, from 2.7 percent in 2022 to 1.3 percent in 2023. In a plausible alternative scenario with further financial sector stress, global growth declines to about 2.5 percent in 2023—the weakest growth since the global downturn of 2001, barring the initial COVID-19 crisis in 2020 and during the global financial crisis in 2009—with advanced economy growth falling below 1 percent. The anemic outlook reflects the tight policy stances needed to bring down inflation, the fallout from the recent deterioration in financial conditions, the ongoing war in Ukraine, and growing economic fragmentation. Global headline inflation is set to fall from 8.7 percent in 2022 to 7.0 percent in 2023 on the back of lower commodity prices, but underlying (core) inflation is likely to decline more slowly. Inflation's return to target is unlikely before 2025 in most cases.

Risks to the outlook are heavily skewed to the downside, with the chances of a hard landing having risen sharply. Financial sector stress could amplify and contagion could take hold, weakening the real economy through a sharp deterioration in financing conditions and compelling central banks to reconsider their policy paths. Pockets of sovereign debt distress could, in the context of higher borrowing costs and lower growth, spread and become more systemic. The war in Ukraine could intensify and lead to more food and energy price spikes, pushing inflation up. Core inflation could turn out more persistent than anticipated, requiring even more monetary tightening to tame. Fragmentation into geopolitical blocs has the scope to generate large output losses, including through its effects on foreign direct investment.

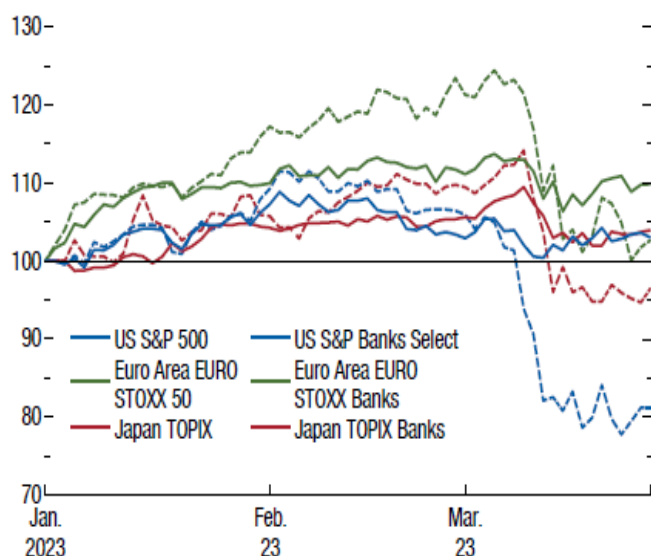
### **A Rocky Recovery**

The global economy is yet again at a highly uncertain moment, with the cumulative effects of the past three years of adverse shocks—most notably, the COVID-19 pandemic and Russia's invasion of Ukraine—manifesting in unforeseen ways. Spurred by pent-up demand, lingering supply disruptions, and commodity price spikes, inflation reached multi decade highs last year in many economies, leading central banks to tighten aggressively to bring it back toward their targets and keep inflation expectations anchored.

The unexpected failures of two specialized regional banks in the United States in mid-March 2023 and the collapse of confidence in Credit Suisse—a globally significant bank—have roiled financial markets, with bank depositors and investors reevaluating the safety of their holdings and shifting away from institutions and investments perceived as vulnerable. The loss of confidence in Credit Suisse resulted in a brokered takeover. Broad equity indices across major markets have fallen below their levels prior to the turmoil, but bank equities have come under extreme pressure. Despite strong policy actions to support the banking sector and reassure markets, some depositors and investors have become highly sensitive to any news, as they struggle to discern the breadth of vulnerabilities across banks and nonbank financial institutions and their implications for the likely near-term path of the economy. Financial conditions have tightened, which is likely to entail lower lending and activity if they persist.

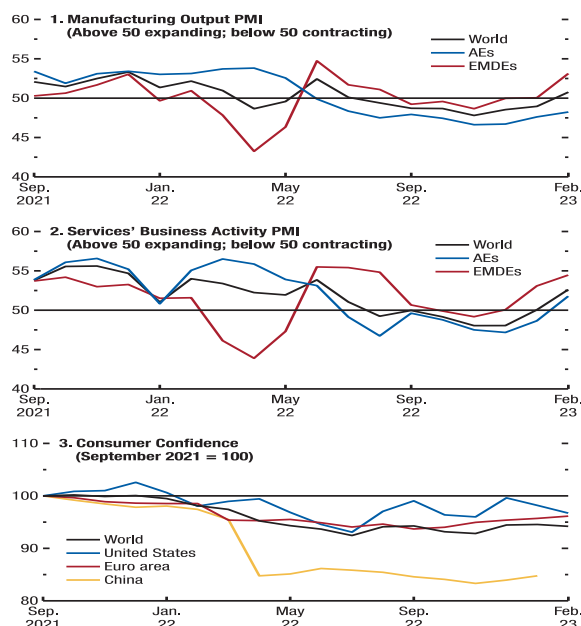
Prior to recent financial sector ructions, activity in the world economy had shown nascent signs of stabilizing in early 2023 after the adverse shocks of last year. Russia’s invasion of Ukraine and the ongoing war caused severe commodity and energy price shocks and trade disruptions, provoking the beginning of a significant reorientation and adjustment across many economies. More contagious COVID-19 strains emerged and spread widely. Outbreaks particularly affected activity in economies in which populations had lower levels of immunity and in which strict lockdowns were implemented, such as in China. Although these developments imperiled the recovery, activity in many economies turned out better than expected in the second half of 2022, typically reflecting stronger-than-anticipated domestic conditions. Labor markets in advanced economies—most notably, the United States—have stayed very strong, with unemployment rates historically low. Even so, confidence remains depressed across all regions compared with where it was at the beginning of 2022, before Russia invaded Ukraine and the resurgence of COVID-19 in the second quarter.

**Figure 1.1. Broad Equity and Bank Equity Indices for Selected Major Economies**  
(Index; January 1, 2023 = 100)



Sources: Bloomberg Finance L.P.; and IMF staff calculations.  
Note: Latest data available are for March 28, 2023.

**Figure 1.2. Early 2023 Activity Indicators Strengthened but Confidence Remained Depressed (Indices)**



Sources: Haver Analytics; IHS Markit; and IMF staff calculations.  
Note: For AEs in panel 1, sample comprises AUS, AUT, CAN, CHE, DEU, DNK, ESP, FRA, GBR, GRC, ITA, IRL, JPN, NLD, NZL, and USA. Contribution to AE manufacturing GVA is used as weights. For EMDEs in panel 1, sample comprises ARE, BRA, CHN, CZE, COL, EGY, GHA, IND, IDN, KEN, LBN, MYS, MEX, NGA, PHL, POL, RUS, SAU, THA, TUR, VNM, and ZAF. For AEs in panel 2, sample comprises AUS, DEU, ESP, FRA, GBR, ITA, IRL, JPN, NZL, and USA. Contribution to AE services GVA is used as weights. For EMDEs in panel 2, sample comprises BRA, CHN, CZE, COL, EGY, GHA, IND, IDN, KEN, LBN, MYS, MEX, NGA, PHL, POL, RUS, SAU, THA, TUR, VNM, and ZAF. Economy list uses International Organization for Standardization (ISO) country codes. AEs = advanced economies; EMDEs = emerging market and developing economies; GVA = gross value added. PMI = purchasing managers' index.

## A Challenging Outlook

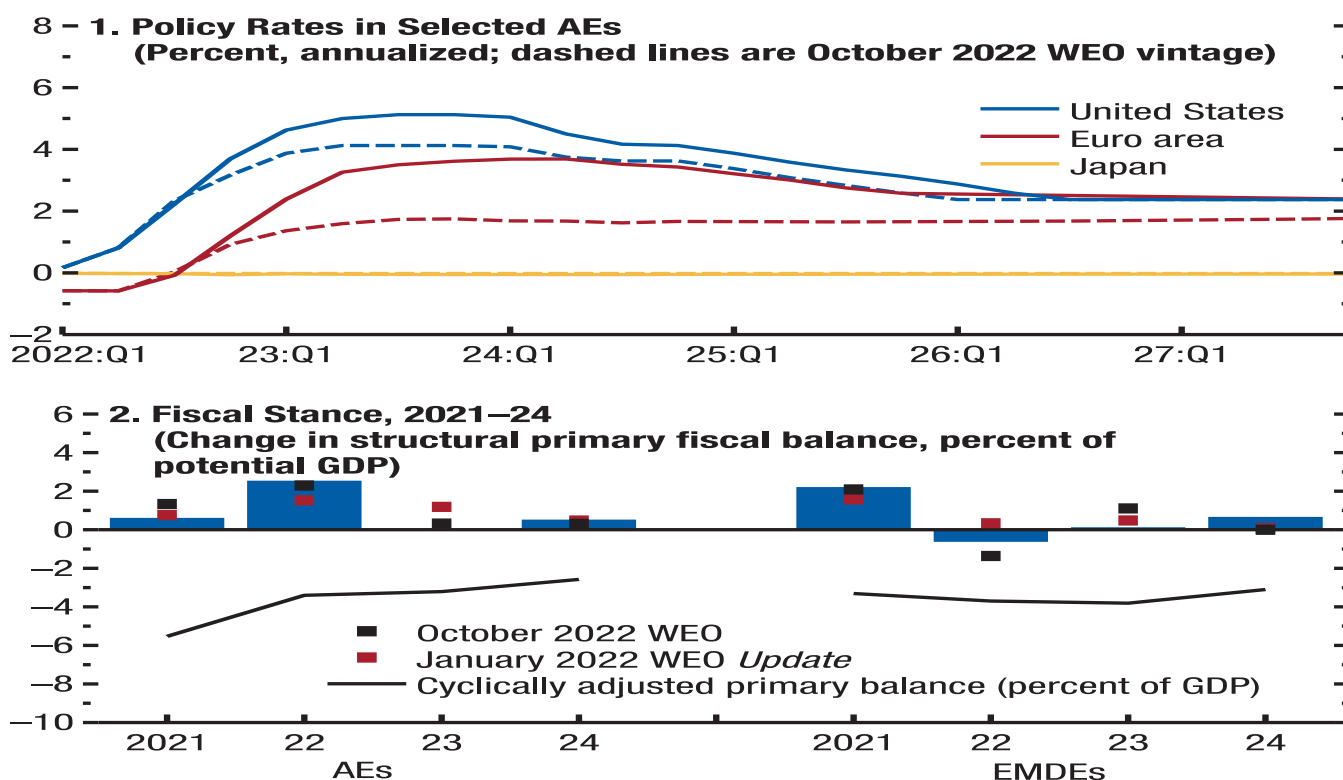
A return of the world economy to the pace of economic growth that prevailed before the bevy of shocks in 2022 and the recent financial sector turmoil is increasingly elusive. More than a year after Russia’s invasion of Ukraine and the outbreak of more contagious COVID-19 variants, many economies are still absorbing the shocks. The recent tightening in global financial conditions is also hampering the recovery. As a result, many economies are likely to experience slower growth in incomes in 2023, amid rising joblessness. Moreover, even with central banks having driven up interest rates to reduce inflation, the road back to price stability could

be long. Over the medium term, the prospects for growth now seem dimmer than in decades.

This section first describes the baseline projections for the global economy and the assumptions on which they are predicated. The baseline scenario assumes that the recent financial sector turmoil is contained and does not generate material disruptions to global economic activity with widespread recession (a broad-based contraction in economic activity that usually lasts more than a few months) Fuel and nonfuel commodity prices are generally expected to decline in 2023, amid slowing global demand (see the Commodity Special Feature). Crude oil prices are projected to fall by about 24 percent in 2023 and a further 5.8 percent in 2024, while nonfuel commodity prices are expected to remain broadly unchanged. The forecasts are also based on the assumption that global interest rates will stay elevated for longer than expected at the time the October 2022 WEO was published, as central banks remain focused on returning inflation to targets while deploying tools to maintain financial stability as needed. Governments are on average expected to gradually withdraw fiscal policy support, including, as commodity prices decline, by scaling back packages designed to shield households and firms from the effects of the fuel and energy price spikes in 2022.

At the same time, in consideration of the elevated risks and uncertainties stemming from the recent global financial market turmoil, this section also places strong emphasis on a plausible alternative scenario that illustrates the impact of downside risks materializing.

**Figure 1.12. Assumptions on Monetary and Fiscal Policy Stances**



Source: IMF staff calculations.

Note: In panel 2, cyclically adjusted primary balance is the general government balance (excluding interest income or expenses) adjusted for the economic cycle. Structural primary fiscal balance is the cyclical adjusted primary balance corrected for a broader range of noncyclical factors, such as asset and commodity price changes. AEs = advanced economies; EMDEs = emerging market and developing economies; WEO = *World Economic Outlook*.

Table 1.1. Overview of the *World Economic Outlook* Projections

# Latest World Economic Outlook Growth Projections

(Real GDP, annual percent change)	PROJECTIONS		
	2022	2023	2024
<b>World Output</b>	<b>3.4</b>	<b>2.8</b>	<b>3.0</b>
<b>Advanced Economies</b>	<b>2.7</b>	<b>1.3</b>	<b>1.4</b>
United States	2.1	1.6	1.1
Euro Area	3.5	0.8	1.4
Germany	1.8	-0.1	1.1
France	2.6	0.7	1.3
Italy	3.7	0.7	0.8
Spain	5.5	1.5	2.0
Japan	1.1	1.3	1.0
United Kingdom	4.0	-0.3	1.0
Canada	3.4	1.5	1.5
Other Advanced Economies	2.6	1.8	2.2
<b>Emerging Market and Developing Economies</b>	<b>4.0</b>	<b>3.9</b>	<b>4.2</b>
<b>Emerging and Developing Asia</b>	<b>4.4</b>	<b>5.3</b>	<b>5.1</b>
China	3.0	5.2	4.5
India	6.8	5.9	6.3
<b>Emerging and Developing Europe</b>	<b>0.8</b>	<b>1.2</b>	<b>2.5</b>
Russia	-2.1	0.7	1.3
<b>Latin America and the Caribbean</b>	<b>4.0</b>	<b>1.6</b>	<b>2.2</b>
Brazil	2.9	0.9	1.5
Mexico	3.1	1.8	1.6
<b>Middle East and Central Asia</b>	<b>5.3</b>	<b>2.9</b>	<b>3.5</b>
Saudi Arabia	8.7	3.1	3.1
<b>Sub-Saharan Africa</b>	<b>3.9</b>	<b>3.6</b>	<b>4.2</b>
Nigeria	3.3	3.2	3.0
South Africa	2.0	0.1	1.8
<b>Memorandum</b>			
<b>Emerging Market and Middle-Income Economies</b>	<b>3.9</b>	<b>3.9</b>	<b>4.0</b>
<b>Low-Income Developing Countries</b>	<b>5.0</b>	<b>4.7</b>	<b>5.4</b>

(Source- <https://www.imf.org/en/Publications/WEO/Issues/2023/04/11/world-economic-outlook-april-2023>)

## INDIAN ECONOMY OVERVIEW

### Introduction

Strong economic growth in the first quarter of FY 2022-23 helped India overcome the UK to become the fifth-largest economy after it recovered from repeated waves of COVID-19 pandemic shock. Real GDP in the first quarter of 2022-23 is currently about 4% higher than its corresponding 2019-20, indicating a strong start for India's recovery from the pandemic. Given the release of pent-up demand and the widespread vaccination coverage, the contact-intensive services sector will probably be the main driver of



development in 2022–2023. Rising employment and substantially increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

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.

### Market size

- India's nominal gross domestic product (GDP) at current prices is estimated to be at Rs. 272.41 trillion (US\$ 3.31 trillion) in FY22,
- Additionally, the Nominal GDP at current prices in Q3 of 2022-23 was US\$ 874.84 billion (Rs. 71.82 trillion), as against US\$ 792.3 billion (Rs. 65.05 trillion) in 2021-22, estimating a growth of 10.4%.
- India is the third-largest unicorn base in the world with 115 unicorns valued at more than US\$ 350 billion, as per the Economic Survey.
- The government is also focusing on renewable sources to generate energy and is planning to achieve 40% of its energy from non-fossil sources by 2030.
- India needs to increase its rate of employment growth and create 90 million non-farm jobs between 2023 and 2030s, for productivity and economic growth according to McKinsey Global Institute. The net employment rate needs to grow by 1.5% per year from 2023 to 2030 to achieve 8-8.5% GDP growth between 2023 and 2030.
- According to Mr. Piyush Goyal, Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles, 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. 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 January 6, 2023, India's foreign exchange reserves stood at US\$ 561,583 million.
- The private equity-venture capital (PE-VC) sector investments stood at 46 billion in 2022.
- Merchandise exports in March 2023 stood at US\$ 38.38 billion. PMI Services remained comfortably in the expansionary zone at 57.8 in the month of June 2023.
- In June 2023, the gross Goods and Services Tax (GST) revenue collection stood at US\$ 19.63 billion (Rs.1,61,497 crore), of which CGST is US\$ 3.77 billion (Rs. 31,013 crore), SGST is US\$ 4.65 billion (Rs. 38,292 crore), IGST is US\$ 9.76 billion (Rs. 80,292 crore).
- Between April 2000-March 2023, cumulative FDI equity inflows to India stood at US\$ 9919.63 million.
- In May 2023, the overall IIP (Index of Industrial Production) stood at 145. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 128.1, 142.3 and 201.6, respectively, in May 2023.
- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation reached 4.81% in June 2023.
- In FY23, the Foreign Portfolio Investment (FPI) outflows stood at US\$ 14.81 billion (Rs. 1.21 trillion). As per depository data, Foreign Portfolio Investors (FPIs) invested Rs. 22,000 crore (US\$ 2.67 billion) in India during the first week of July 2023.



- The wheat procurement during RMS 2022-23 was estimated to be 262 lakh metric tonnes and the rice procured in KMS 2022-23 was 624.18 lakh metric tonnes (518 LMT for Kharif crop and 106.18 LMT for Rabi crop). Moreover, in the budget 2022-23, direct payment of (Maximum Selling Price) MSP was launched that estimated to be US\$ 31.74 billion (Rs. 2.37 trillion) in order to boost farmers' income.

## Government Initiatives

The Government of India has taken several initiatives to improve the economic condition of the country. Some of these are:

- From April 1st, 2023, Foreign Trade Policy 2023 was unveiled to create an enabling ecosystem to support the philosophy of 'AtmaNirbhar Bharat' and 'Local goes Global'.
- 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.
- Prime Minister's Development Initiative for North-East Region (PM-DevINE) was announced in the Union Budget 2022-23 with a financial outlay of US\$ 182.35 million (Rs. 1,500 crore).
- Prime Minister Mr Narendra Modi has inaugurated a new food security scheme for providing free food grains to Antodaya Ann Yojna (AAY) & Primary Household (PHH) beneficiaries, called Pradhan Mantri Garib Kalyan Ann Yojana (PMGKAY) from 1st January 2023.
- The Amrit Bharat Station scheme for Indian Railways envisages the development of stations on a continuous basis with a long-term vision, formulated on 29th December 2022 by the Ministry of Railways.
- On 7th October 2022, the Department for Promotion of Industry and Internal Trade (DPIIT) launched Credit Guarantee Scheme for Start-ups (CGSS) aiming to provide credit guarantees up to a specified limit by start-ups, facilitated by Scheduled Commercial Banks, Non-Banking Financial Companies and Securities and Exchange Board of India (SEBI) registered Alternative Investment Funds (AIFs).
- Telecom Technology Development Fund (TTDF) Scheme was launched in October 2022 by the Universal Service Obligation Fund (USOF), a body under the Department of Telecommunications. The objective is to fund R&D in rural-specific communication technology applications and form synergies among academia, start-ups, research institutes, and the industry to build and develop the telecom ecosystem.
- Home & Cooperation Minister Mr. Amit Shah, laid the foundation stone and performed Bhoomi Pujan of Shri Tanot Mandir Complex Project under Border Tourism Development Programme in Jaisalmer in September 2022.
- In August 2022, Mr. Narendra Singh Tomar, Minister of Agriculture and Farmers Welfare inaugurated four new facilities at the Central Arid Zone Research Institute (CAZRI), which has been rendering excellent services for more than 60 years under the Indian Council of Agricultural Research (ICAR).
- In August 2022, a Special Food Processing Fund of Rs. 2,000 crore (US\$ 242.72 million) was set up with National Bank for Agriculture and Rural Development (NABARD) to provide affordable credit for investments in setting up Mega Food Parks (MFP) as well as processing units in the MFPs.
- In July 2022, Deendayal Port Authority (DPA) announced plans to develop two Mega Cargo Handling Terminals on a Build-Operate-Transfer (BOT) basis under Public-Private Partnership (PPP) Mode at an estimated cost of Rs. 5,963 crore (US\$ 747.64 million).
- In July 2022, the Union Cabinet chaired by the Prime Minister Mr. Narendra Modi, approved the signing of the Memorandum of Understanding (MoU) between India & Maldives. This MoU will provide a platform to tap the benefits of information technology for court digitization and can be a potential growth area for the IT companies and start-ups in both the countries.
- India and Namibia entered into a Memorandum of Understanding (MoU) on wildlife conservation and sustainable biodiversity utilization on July 20, 2022, for establishing the cheetah into the historical range in India.
- In July 2022, the Reserve Bank of India (RBI) approved international trade settlements in Indian rupees (INR) in order to promote the growth of global trade with emphasis on exports from India and to support the increasing interest of the global trading community.
- In June 2022, Prime Minister Mr. Narendra Modi inaugurated and laid the foundation stone of development projects worth Rs. 21,000 crore (US\$ 2.63 billion) at Gujarat Gaurav Abhiyan at Vadodara.
- Mr. Rajnath Singh, Minister of Defence, launched 75 newly-developed artificial intelligence (AI) products and technologies during the first-ever "AI in Defence" (AIDef) symposium and exhibition, organised by the Ministry of Defence in New Delhi on July 11, 2022.



- The Indian Institute of Spices Research (IISR) under the Indian Council for Agricultural Research (ICAR) inked a Memorandum of Understanding (MoU) with Lysterra LLC, a Russia-based company for the commercialization of biocapsule, an encapsulation technology for bio-fertilization on 30 June, 2022.
- As of April 2022, India signed 13 Free Trade Agreements (FTAs) with its trading partners including major trade agreements like the India-UAE Comprehensive Partnership Agreement (CEPA) and the India-Australia Economic Cooperation and Trade Agreement (IndAus ECTA).
- The Union Budget of 2022-23 was presented on February 1, 2022, by the Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman. The budget had four priorities PM GatiShakti, Inclusive Development, Productivity Enhancement and Investment and Financing of Investments. In the Union Budget 2022-23, effective capital expenditure is expected to increase by 27% at Rs. 10.68 lakh crore (US\$ 142.93 billion) to boost the economy. This will be 4.1% of the total Gross Domestic Production (GDP).
- Under PM GatiShakti Master Plan the National Highway Network will develop 25,000 km of new highways network which will be worth Rs. 20,000 crore (US\$ 2.67 billion). In 2022-23. Increased government expenditure is expected to attract private investments, with a production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded, and measured policy support is anticipated to boost the Indian economy.
- On February 2022, Ms. Nirmala Sitharaman Minister for Finance & Corporate Affairs said that productivity linked incentive (PLI) schemes to be extended to 14 sectors for achieving the mission of AtmaNirbhar Bharat and create 60 lakh (6 million) and an additional production of Rs. 30 lakh crore (US\$ 401.49 billion) in the next 5 years.
- In the Union Budget of 2022-23, the government announced funding for the production linked incentive (PLI) scheme for domestic solar cells and module manufacturing of Rs. 24,000 crore (US\$ 3.21 billion).
- In the Union Budget of 2022-23, the government announced production linked incentive (PLI) scheme for Bulk Drugs which was an investment of Rs. 2500 crore (US\$ 334.60 million).
- In the Union Budget of 2022 Finance Minister Nirmala Sitharaman announced that a scheme for design-led manufacturing in 5G will be launched as part of the PLI scheme.
- In September 2021, Union Cabinet approved major reforms in the telecom sector, which is expected to boost employment, growth, competition, and consumer interests. Key reforms include rationalization of adjusted gross revenue, rationalization of bank guarantees (BGs), and encouragement to spectrum sharing.
- In the Union Budget of 2022-23 the government has allocated Rs. 44,720 crore (US\$ 5.98 billion) to Bharat Sanchar Nigam Limited (BSNL) for capital investments in the 4G spectrum.
- Ms. Nirmala Sitharaman allocated Rs. 650 crore (US\$ 86.69 million) for Deep Ocean mission that seeks to explore vast marine living and non-living resources. Department of Space (DoS) has got Rs. 13,700 crore (US\$ 1.83 billion) in 2022-23 for several key space missions like Gaganyaan, Chandrayaan-3, and Aditya L-1 (sun).
- In May 2021, the government approved the production linked incentive (PLI) scheme for manufacturing advanced chemistry cell (ACC) batteries at an estimated outlay of Rs. 18,100 crore (US\$ 2.44 billion); this move is expected to attract domestic and foreign investments worth Rs. 45,000 crore (US\$ 6.07 billion).
- Ms. Nirmala Sitharaman announced in the Union Budget of 2022-23 that Reserve Bank of India (RBI) will issue Digital Rupee using blockchain and other technologies.
- In the Union Budget of 2022-23, Railway got an investment of Rs. 2.38 lakh crore (US\$ 31.88 billion) and over 400 new high-speed trains were announced. The concept of “One Station, One Product” was also introduced.
- To boost competitiveness Budget 2022 has announced to reform the 16-year-old Special Economic Zone (SEZ) act to enhance competitiveness this will be done to make it compatible with the World Trade Organisation (WTO).
- In June 2021, the RBI (Reserve Bank of India) announced that the investment limit for FPI (foreign portfolio investors) in the State Development Loans (SDLs) and government securities (G-secs) would persist unaffected at 2% and 6%, respectively, in FY22.
- To boost the overall audit quality, transparency and add value to businesses, in April 2021, the RBI issued a notice on new norms to appoint statutory and central auditors for commercial banks, large urban co-operatives and large non-banks and housing finance firms.
- In May 2021, the Government of India has allocated Rs. 2,250 crore (US\$ 306.80 million) for the development of the horticulture sector in 2021-22.
- In November 2020, the Government of India announced Rs. 2.65 lakh crore (US\$ 36 billion) stimulus package to generate job opportunities and provide liquidity support to various sectors such as tourism, aviation, construction and housing. Also, India's cabinet approved the production-linked incentives (PLI) scheme to provide ~Rs. 2 trillion (US\$ 27 billion) over five years to create jobs and boost production in the country.
- Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Mr. Narendra Modi, Prime Minister of India, launched the Make in India initiative with an aim to boost the country's manufacturing sector and increase the purchasing power of an 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.

- On January 29 2022 the National Asset Reconstruction Company Ltd (NARCL) will acquire bad loans worth up to Rs. 50,000 crore (US\$ 6.69 billion) about 15 accounts by March 31, 2022. India Debt Resolution Co. Ltd (IDRCL) will control the resolution process. This will clean up India's financial system and help fuel liquidity and boost the Indian Economy.
- 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 FY2022-23, it is expected to raise Rs. 4 lakh crore (US\$ 53.58 billion) in the next 3 years.
- By November 1, 2021, India and the United Kingdom hope to begin negotiations on a free trade agreement. The proposed FTA between these two countries is likely to unlock business opportunities and generate jobs. Both sides have renewed their commitment to boost trade in a manner that benefits all.
- In August 2021, NITI Aayog and Cisco collaborated to encourage women's entrepreneurship in India.
- In August 2021, Prime Minister Mr. Narendra Modi announced an initiative to start a national mission to reach the US\$ 400 billion merchandise export target by FY22.
- In August 2021, Prime Minister Mr. Narendra Modi launched digital payment solution, e-RUPI, a contactless and cashless instrument for digital payments.
- In June 2021, RBI Governor, Mr. Shaktikanta Das announced the policy repo rate unchanged at 4%. He also announced various measures including Rs. 15,000 crore (US\$ 2.05 billion) liquidity support to contact-intensive sectors such as tourism and hospitality.
- In June 2021, Finance Ministers of G-7 countries, including the US, the UK, Japan, Italy, Germany, France and Canada, attained a historic contract on taxing multinational firms as per which the minimum global tax rate would be at least 15%. The move is expected to benefit India to increase foreign direct investments in the country.
- In June 2021, the Indian government signed a US\$ 32 million loan with World Bank for improving healthcare services in Mizoram.
- In May 2021, the Government of India (GoI) and European Investment Bank (EIB) signed the finance contract for second tranche of EUR 150 million (US\$ 182.30 million) for Pune Metro Rail project.
- According to an official source, as of September 15, 2021, 52 companies have filed applications under the Rs. 5,866 crore (US\$ 796.19 million) production-linked incentive scheme for the white goods (air conditioners and LED lights) sector.
- In May 2021, Union Cabinet has approved the signing of memorandum of understanding (MoU) on migration and mobility partnership between the Government of India, the United Kingdom of Great Britain and Northern Ireland.
- In April 2021, Minister for Railways and Commerce & Industry and Consumer Affairs, Food & Public Distribution, Mr. Piyush Goyal, launched 'DGFT Trade Facilitation' app to provide instant access to exporters/importers anytime and anywhere.
- In April 2021, Dr. Ahmed Abdul Rahman AlBanna, Ambassador of the UAE to India and Founding Patron of IFIICC, stated that trilateral trade between India, the UAE and Israel is expected to reach US\$ 110 billion by 2030.
- India is expected to attract investment of around US\$ 100 billion in developing the oil and gas infrastructure during 2019-23.
- The Government of India is going to increase public health spending to 2.5% of the GDP by 2025.

## Road Ahead

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

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

Despite the continued global slowdown, India's exports climbed at the second highest rate this quarter. With a reduction in port congestion, supply networks are being restored. The CPI-C and WPI inflation reduction from April 2022 already reflects the impact. In August 2022, CPI-C inflation was 7.0%, down from 7.8% in April 2022. Similarly, WPI inflation has decreased from 15.4% in





April 2022 to 12.4% in August 2022. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

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

## **POWER INDUSTRY IN INDIA**

### **INTRODUCTION**

Power is among the most critical components of infrastructure, crucial for the economic growth and welfare of nations. The existence and development of adequate power infrastructure is essential for sustained growth of the Indian economy. The fundamental principle of India's power industry has been to provide universal access to affordable power in a sustainable way.

The Ministry of Power has made significant efforts over the past few years to turn the country from one with a power shortage to one with a surplus by establishing a single national grid, fortifying the distribution network, and achieving universal household electrification.

India's power sector is one of the most diversified in the world. Sources of power generation range from conventional sources such as coal, lignite, natural gas, oil, hydro and nuclear power, to viable non-conventional sources such as wind, solar, agricultural and domestic waste.

Electricity demand in the country has increased rapidly and is expected to rise further in the years to come. In order to meet the increasing demand for electricity in the country, massive addition to the installed generating capacity is required.

India was ranked fourth in wind power capacity and solar power capacity and fourth in renewable power installed capacity, as of 2021. India is the only country among the G20 nations that is on track to achieve the targets under the Paris Agreement.

### **MARKET SIZE**

India is the third-largest producer and consumer of electricity worldwide, with an installed power capacity of 416.59 GW as of April 30, 2023.

As of April 30, 2023, India's installed renewable energy capacity (including hydro) stood at 172.54 GW, representing 41.4% of the overall installed power capacity. Solar energy contributed 67.07 GW, followed by 42.86 GW from wind power, 10.24 GW from biomass, 4.94 GW from small hydropower, 0.55 from waste to energy, and 46.85 GW from hydropower.

India's power generation witnessed its highest growth rate in over 30 years in FY23. Power generation in India increased by 8.87% to 1,624.15 billion kilowatt-hours (kWh) in FY23. According to data from the Ministry of Power, India's power consumption stood at 130.57 BU in April, 2023.

The peak power demand in the country stood at 226.87 GW in April, 2023.

The coal plants registered a PLF of 73.7% for the first nine-months period in FY23 compared to 68.5% in FY22 for the same period.

Thermal power plant load is estimated to improve by 63% in FY24, fuelled by strong demand growth along with subdued capacity addition in the sector.

### **INVESTMENTS/ DEVELOPMENTS**

Total FDI inflows in the power sector reached US\$ 16.57 billion between April 2000-December 2022.

Some major investments and developments in the Indian power sector are as follows:

- India has the potential to attract an investment of over US\$ 20 billion in renewables in 2023.



- In May 2023, NTPC commenced its venture into hydrogen and energy storage solutions with the establishment of a hydrogen hub in Andhra Pradesh.
- In May 2023, TP Saurya Tata Power Trading Company Ltd. signed a power purchase agreement to set up a 200 MW solar project at Bikaner, Rajasthan.
- Adani Group is exploring a US\$ 3 billion investment in Vietnam's seaport ecosystem and wind and solar energy projects.
- In February 2023, Tata Power inaugurated 'Divyang' a managed customer relations centre in Mumbai, which is a first among Indian power utilities.
- In January 2023, the Union Cabinet (CCEA) approved investment of US\$ 315 million (Rs. 2,614 crores) for SJVN's 382 MW Sunni Dam Hydro Project.
- In January 2023, President of India laid foundation stone of SJVN's 1000 MW Bikaner Solar Power Project in Rajasthan.
- In January 2023, the President of India dedicated transmission system built by Powergrid for 8.9 GW of solar power in Rajasthan.
- Mumbai headquartered Essar Group has formed the Essar Energy Transition (EET) with the objective to invest a total of US\$ 3.6 billion in developing a range of low carbon energy transition projects over the next five years.
- In November 2022, the Maharashtra State Electricity Distribution Corporation Limited (MSEDCL) granted the "Letter of Award" (LoA) to Tata Power Renewable Energy Limited (TPREL), a Tata Power subsidiary, to build a 150 MW solar project in Solapur, Maharashtra.
- In October 2022, SJVN started commissioning its 75 MW Solar Power Project in Parasan Solar Park which is located at Tehsil Kalpi, District Jalaun near Kanpur, Uttar Pradesh.
- In August 2022, NHPC Limited and the Government of Himachal Pradesh inked an implementation agreement for the 500 MW Dugar Hydroelectric Project in the Chamba District of Himachal Pradesh.
- In August 2022, Norfund, who manage the Norwegian Climate Investment Fund, and KLP, Norway's biggest pension company, signed an agreement to buy a 49% share of a 420 MW solar power plant in Rajasthan for Rs. 2.8 billion (US\$ 35.05 million).
- In August 2022, Tata Power Green Energy Limited (TPGEL), a wholly-owned subsidiary of Tata Power, commissioned a 225MW hybrid power project in Rajasthan.
- In August 2022, NHPC signed a MoU with the Investment Board Nepal (IBN) to develop 750 MW West Seti and 450 MW SR-6 Hydroelectric Projects in Nepal.
- In July 2022, NTPC signed a MoU with MASEN (Moroccan Agency for Sustainable Energy) for cooperation in the renewable energy sector.
- In June 2022, SJVN announced a collaboration with the Assam government for the development of hydro and renewable energy projects in the state.
- In June 2022, SJVN signed investment agreements worth Rs. 80,000 crore (US\$ 10.24 billion) with the Uttar Pradesh government for implementing three solar power projects in the state.
- In May 2022, SJVN signed a pact with Tata Power Solar Systems to build a 1,000 MW solar project worth Rs. 5,500 crore (US\$ 704.38 million) in Bikaner, Rajasthan.
- In June 2022, NTPC declared commercial operation of second part capacity of 15 MW out of 56 MW Kawas Solar PV project in Gujarat.
- In June 2022, NHPC signed an engineering, procurement, and construction (EPC) contract with Adani Infra Limited to develop a 600 MW solar project under the Central Public Sector Undertaking program (Phase-II).



- Investment in India's renewable energy sector grew more than 125% YoY to touch a record US\$ 14.5 billion in FY22.
- In March 2022, NTPC announced that it was ready to start partial power generation of 10 GW from a 92 MW floating solar energy plant being set up at NTPC's unit at Kayamkulam in Kerala.
- In March 2022, NTPC announced that it will start commercial operations of 74.88 MW capacity of its 296 MW Fatehgarh solar project in Rajasthan.
- In March 2022, Adani Solar and Smart Power India (SPI), a subsidiary of Rockefeller Foundation, signed a non-financial and non-commercial MoU promote the usage of solar rooftop panels in rural India.
- In February 2022, Kolkata-based Eminent Electricity Distribution Ltd., a subsidiary of CESC Limited, bid Rs. 871 crore (US\$ 113.24 million) to take over Chandigarh's power supply department, which was approved and the transition will happen by the end of March.
- SJVN Limited is looking to develop 10,000 MW solar power projects inviting investment of Rs. 50,000 crore (US\$ 6.56 billion) in the next five years in Rajasthan.
- In November 2021, NTPC announced that its 80 MW solar power-generation capacity in Jetsar (Rajasthan) has started commercial operations from October 22, 2021. The total capacity of the project is 160 MW.
- In November 2021, SJVN began the second unit work of the 1,320 MW Buxar thermal power plant in Bihar.

## GOVERNMENT INITIATIVES

The Government of India has identified the power sector as a key sector of focus to promote sustained industrial growth. Some initiatives by the Government to boost the Indian power sector are as below:

- In the Union Budget 2022-23, the government allocated US\$ 885 million (Rs. 7,327 crore) for the solar power sector including grid, off-grid, and PM-KUSUM projects.
- Under the Union Budget 2022-23, the government announced the issuance of sovereign green bonds, as well as conferring infrastructure status to energy storage systems, including grid-scale battery systems.
- The Green Energy Corridor projects have been initiated to facilitate renewable power evacuation and reshaping the grid for future requirements. As on October 2022, 8651 ckm of intra-state transmission lines have been constructed and 19,558 MVA intra-state substations have been charged.
- To encourage rooftop solar (RTS) throughout the country, Ministry New and Renewable Energy has developed a National Portal wherein any residential consumer from any part of the country can apply for rooftop solar without waiting for Discom to finalize tender and empanel vendors. Since the launch on July 30, 2022, the total number of applications received on the national portal is for 117 MW solar capacity and the feasibility of more than 18 MW projects is granted.
- Production Linked Incentive Scheme (Tranche II) on 'National Programme on High Efficiency Solar PV Modules', with an outlay of US\$ 2.35 billion (Rs. 19,500 crore) was approved and launched.
- As of August 24, 2022, over 36.86 crore LED bulbs, 72.18 lakh LED tube lights and 23.59 lakh energy-efficient fans have been distributed across the country, saving around 48,411 million kWh per year and around Rs. 19,332 crore (US\$ 2.47 billion) in cost savings.
- As of November 2022, over 51.62 lakh smart metres have been deployed under the National Smart Grid Mission (NSGM), with a further 61.13 lakh to be deployed.
- Electrification in the country is increasing with support from schemes like Deen Dayal Upadhyay Gram Jyoti Yojana (DDUGJY), Ujwal DISCOM Assurance Yojana (UDAY), and Integrated Power Development Scheme (IPDS).
- In order to meet India's 500 GW renewable energy target and tackle the annual issue of coal demand supply mismatch, the Ministry of Power has identified 81 thermal units which will replace coal with renewable energy generation by 2026.



- In February 2022, a parliamentary standing committee recommended the government to take steps to increase the loan limit for renewable energy sector under priority sector lending. The current limit stands at Rs. 30 crore (US\$ 3.93 million).
- In December 2021, West Bengal got a loan approval for US\$ 135 million from the International Bank for Reconstruction and Development (also called the World Bank) to improve the operational efficiency and reliability of electricity supply in select regions in the state.
- In November 2021, the government announced future plans to increase the funding under the PLI scheme for domestic solar cells and module manufacturing to RS. 24,000 crore (US\$ 3.17 billion) from the existing Rs. 4,500 crore (US\$ 594.68 million) to make India an exporting nation.
- In November 2021, Energy Efficiency Services Limited (EESL) stated that it will partner with private sector energy service companies to scale up its Building Energy Efficiency Programme (BEEP).
- In September 2021, the Government of the United Kingdom announced that it will invest US\$ 1.2 billion through public and private investments in green projects and renewable energy in India to support the latter's target of 450 GW of renewable energy by 2030.
- The Pradhan Mantri Sahaj Bijli Har Ghar Yojana, "Saubhagya", was launched by the Government of India with an aim of achieving universal household electrification. As of March 2021, 2.82 crore households have been electrified under this scheme.
- According to the S&P Global Platts Top 250 Global Energy Rankings 2021, Reliance Industries Ltd. and Indian Oil Corp. Ltd. ranked 3rd and 6th, respectively.

## **ROAD AHEAD**

In the current decade (2020-29), the Indian electricity sector is likely to witness a major transformation with respect to demand growth, energy mix and market operations. India wants to ensure that everyone has reliable access to sufficient electricity at all times, while also accelerating the clean energy transition by lowering its reliance on dirty fossil fuels and moving toward more environmentally friendly, renewable sources of energy. Future investments will benefit from strong demand fundamentals, policy support and increasing government focus on infrastructure.

The Government of India is preparing a 'rent a roof' policy for supporting its target of generating 40 GW of power through solar rooftop projects by 2022. It also plans to set up 21 new nuclear power reactors with a total installed capacity of 15,700 MW by 2031.

The Central Electricity Authority (CEA) estimates India's power requirement to grow to reach 817 GW by 2030. Also, by 2029-30, CEA estimates that the share of renewable energy generation would increase from 18% to 44%, while that of thermal energy is expected to reduce from 78% to 52%.

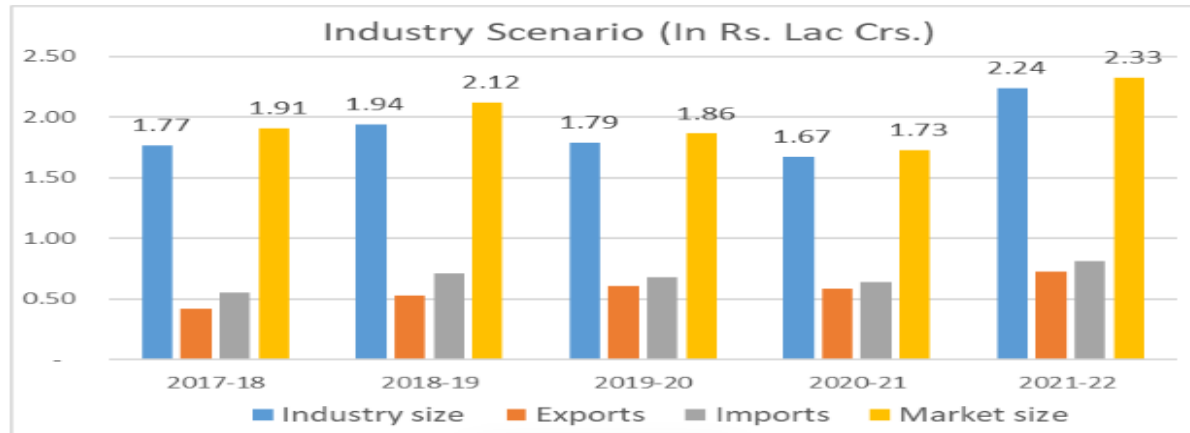
The government plans to establish renewable energy capacity of 500 GW by 2030.

*(Source- <https://www.ibef.org/industry/power-sector-india>)*

## **Indian Electrical Industry**

The Indian electrical industry has a diversified, mature and strong manufacturing base, with robust supply chain, fully equipped to meet domestic demand and any capacity addition. A rugged performance design of domestically manufactured electrical equipment has evolved over the years to meet the tough network demand in the country. The industry is fully geared up to meet the demand power infrastructure demand of the country.

Currently operating at around 60-70 per cent capacity utilization, the Power Equipment Industry Production size in 2021-22 was USD 30 Billion. While exports were USD 10 Billion, we imported USD 11 Billion and the share of Capital Goods Sector was Over 50 percent.



*Industry production value growing at 7 per cent and Market at 6 per cent CAGR*

- Presence of major foreign players, either directly or through technical collaborations with Indian manufacturers, Strong SME presence.
- 5 Lakhs Direct employments with indirect to 10 lakhs and over 50 lakhs across value chain.
- Manufacturing capabilities up to 1200 KV AC UHV equipment
- State-of-art technology in most sub-sectors at par with global standards
- Presence of Internationally Accredited Test Labs like CPRI, NHPTCL ERDA & a number of State-of-the-art Test Labs by Indian & MNC Companies having Capacity to test 765 KV AC/800 KV HVDC
- Focus on Green Manufacturing technology

By 2047, India will not just be a Top 3 economy of the world but also home to 25 per cent of the working age population of the world! This means that we will not just be a key talent provider for the rest of the world (most developed economies are faced with a shrinking working age population and this challenge will further aggravate in coming years) but also be home to a large working population that will be increasingly entrepreneurial.

Power Equipment Industry growth in FY2021-22 & Estimated Half year FY23 over FY22

Reflection of growth in power sector, continuous investment, and support from the Govt. to further develop the sector can be seen in electrical equipment industry., power equipment industry in FY2021-22 witnessed a V-shape recovery and registered a growth of 17 per cent over FY2020-21; a pandemic affected year. The growth in 2021- 22 was 9 per cent if it is compared with normal pre-covid year of FY2019-20

Due to inflationary pressure created due to fluctuations and surge in almost all metal and non-metal raw material prices/components etc., the value growth in the industry is estimated to surpass 30 per cent during FY21-22 over last year.

**Salient observations are as under:**

**Transmission equipment:**

- Demand for Transmission equipment covering Transmission line towers and Conductors is stagnant due to pick up in Export orders; domestic supply declining.
- Insulators have declined mainly due to decline in sales in Q4; mainly or Long rod and Hollow type whereas Surge Arrester showing a growth of about 13 per cent due to pick up in off-take from major utilities and CPSUs like PGCIL.

**Sub-station equipment:**



- 56 per cent growth in High voltage switchgears is mainly from HV & EHV GIS and MV AIS segment; mostly from domestic demand coming from state utilities and CPSUs for increasing the sub-station network.
- Marginal 4.5 per cent decline in Power and Distribution Transformers due to sluggish demand domestically.
- LV and MV & HV Power Cables are witnessing a growth of about 32 per cent due to renewed domestic demand with support of increased export orders. LD / HW Cables showing 17 per cent jump in demand due to pick up in real estate sector.
- HT Capacitors production has declined by 3 per cent despite sizable growth in Exports due to subdued domestic demand. LT Capacitor demand surges due to domestic & export order growth

#### **Distribution equipment:**

- Energy Meters demand especially for Smart prepaid meters is coming back in this year due to increased export orders and some order finalizations showing a growth of 11 per cent over a very low base of previous year; however, this demand is still down by over 33 per cent as compared to pre-covid period.
- Low Voltage switchgear has continued its growth trend from last year registering 26 per cent growth due to sustained demand from Realty, Infrastructure & other manufacturing industries as well as exports
- Similarly, rotating machines segment also riding high on growth of 24 per cent; mainly due to effect of policy change of replacing old inefficient motors with minimum IE2 standard high efficient motors. Core sectors like Cement, Steel, Water etc. are major drivers for the same.

#### **India's Exports and Imports scenario**

- Overall Exports have increased by 25 per cent last year (13 per cent CAGR over past 5 years),
- Major products exported – Rotating Machines, Power Electronics, Switchgear & Panels, Transformers, Cable & TLT
- Exporting Countries – USA, UAE, Germany, UK, Bangladesh
- Imports have also surged by 28 per cent (8 per cent CAGR over past 5 years) especially for Transformers & parts, LV and HV Cables, LV & HV Custom built products like Control panels, MCC, PCC, rotating machines & parts, Insulating fittings etc.
- China still accounts for more than 37 per cent share in Imports increased from 35 per cent followed by Germany and Japan.
- During first Quarter of FY22-23, Exports have surged by over 20 per cent and imports increased by about 12 per cent. China still continue to dominate over 35 per cent share

*(Source-<https://energy.economictimes.indiatimes.com/news/power/driving-factors-for-the-growth-of-india-electrical-materials-market/97076225>)*



## **BUSINESS OVERVIEW**

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

*In this section, a reference to the “Company” or “we”, “us” or “our” means Rulka Electricals Limited. All financial information included herein is based on our “Financial information of our company” included on page 173 of this Red Herring Prospectus.*

### **Overview**

Our company is in business of turn key projects contractor engaged in offering solution for all types of Electrical & Fire Fighting Turnkey Projects. Our company offers wide range of services like Electrical Solutions, Electrical Panels, Solar EPC Contracts, Turn Key Electrical Warehousing Projects, Electric Commercial Industrial Services, Maintenance Services, Electrical Contracting and Data & Voice Cabling Installation across the Industrial Sector, Commercial, Retail and Theatre sector. We offer electrical contracting services for all types of industrial plants.

Our Company was originally incorporated on May 30, 2013 as “Rulka Electricals Private Limited” under the provisions of the Companies Act, 1956 with the Registrar of Companies, Maharashtra, Mumbai. Subsequently our Company was converted into Public Limited Company and name of company was changed from “Rulka Electricals Private Limited” to “Rulka Electricals Limited” vide fresh certificate of incorporation August 2, 2023 issued by the Registrar of Companies, Maharashtra, Mumbai.

Our registered office is situated at A - 20, Shiva Industrial Estate Co. Ltd, Lake Road, Near Tata Power, Bhandup West, Mumbai-4000078, Maharashtra, India and Corporate Office at Unit-B-109, 1st Floor, Shiva Estate, Lake Road, Bhandup (West), Mumbai-400078, Maharashtra, India

We have integrated operations which involve Designing, Supplying, Installation, Testing & Commissioning of the project. We also maintain the projects as per the Requirements. We have completed Warehouses projects across country. Also, we have completed Retail Stores projects, theatres project across country & many more Hospitals & Hospitality.

As part of our on-going commitment to delivering comprehensive solutions and ensuring the longevity of the systems we install, we provide Operations and Maintenance (O&M) services, specifically tailored for electrical and fire-fighting systems. The O&M services are designed to proactively address the needs of our Clients systems, offering a range of services including routine inspections, preventive maintenance, prompt issue resolution, and emergency response.

We also provide Annual Maintenance which are customized to meet the specific requirements of systems and operations. Under an Annual Maintenance Contracts, we provide dedicated team of technicians and engineers, ensuring that systems are consistently maintained to the highest standards.

The O&M and AMC services contribute 1.21%, 2.33%, 5.64% to the total revenue for the year ended March 31, 2023, March 31, 2022 and March 31, 2021.

Being in the domain for more than a decade, we understand the importance of latest facilities in the growth of any organization. Thus, we have developed the infrastructure at our premises so as to meet the growing demands of our clients effectively. At our premises, we have installed all the requisite tools and equipment for fabrication, testing and installation of all types of electrical products. All these tools and equipments are upgraded on a regular basis so as to ensure timely completion of all the processes.

Our Chairman and Managing Director, Mr. Rupesh Laxman Kasavkar and Whole-time Director Mr. Nitin Indrakumar Aher has 20 years of experience each in this industry thus vast experience of the Promoter has been instrumental in determining the vision and growth strategies for our Company. We further believe that our market position has been achieved by adherence to the vision of our Promoters and senior management team and their experience in the industry in which our Company operates.

Our team comprises skilled personnel including technicians, engineers and quality controllers. All these professionals work in close



cohesion of each other so as to ensure timely completion of all the processes. We further provide these personnel training at regular intervals so as to maximize their knowledge regarding the changing market trends.

We offer professional solutions, encompassing design and electrical services, to cater to the needs of our valued customers. Our team comprises highly skilled and dedicated professionals who are always prepared to deliver their utmost efficiency. We leverage our technical expertise in the most optimal and cost-effective manner, ensuring the utmost reliability and availability of each project.

Our projects are executed by a professional and well-managed team with extensive knowledge and experience in the field of turnkey projects. Their expertise enables us to effectively plan, implement, and deliver projects to the highest standards. With their vast experience, our team ensures the successful execution of projects, meeting the requirements of our clients and contributing to our company's overall growth and success.

We derive our 100% revenue from Turnkey Projects – Turnkey Project includes material and Labour both together with Engineering, Designing and Consultancy Services

For the year period ended February 29, 2024 our Company's Total Income and Restated Profit after tax were Rs. 6527.77 Lakhs and Rs. 565.77 Lakhs and year ended March 31, 2023, our Company's Total Income and Restated Profit after tax were Rs. 4689.78 Lakhs and Rs. 280.52 Lakhs. For the year ended March 31, 2022, our Company's Total Income and Restated Profit after tax were Rs. 3627.41 Lakhs and Rs. 112.08 Lakhs, compared to our Company's Total Income and Restated Profit after tax were Rs. 1960.11 Lakhs and Rs. 53.72 Lakhs respectively, over previous year ended i.e. March 31, 2021.

## **OUR STRENGTHS**

### ***Quality Assurance and Standards***

We believe in providing our customers the best possible quality by services and our Company is ISO certified. Quality standards followed right from the beginning are very stringent, and adhere during the services and assembling process. We are very particular from usage of right person at right place to render specialized services to our clients. Our dedicated efforts towards the quality of services, processes and inputs have helped us gain a competitive advantage over others. We believe that our quality services have earned us a goodwill from our customers, which has resulted in repeat services orders from many of them.

### ***Existing client relationship***

Our Company has earned reputation based upon which we have been successful in retaining our reputed clients. Our existing customer relationship helps us to get repeat business from our customers. This has helped us maintain a long-term working relationship with our customers and improve our customer retention strategy. We believe that our relationship with the existing customers represents a competitive advantage in gaining new customers and increasing our business.

### ***Diversified Client Base***

We serve a diverse mix of end markets across several industry sectors which are warehouse clients, retail clients, Industrial clients and Hotel/Hospital clients. In our business, we serve a number of customers with variety of services. Since we cater to a diverse customer base, we have historically been able to pass a significant portion of increases in operating costs such as infrastructure cost, and other operating expenses through review.

### ***Scalable Business Model***

Our business model comprises of optimum utilization of our existing resources, developing linkages with expertise of our development team and achieving consequent clients satisfaction. We believe that this business model has proved successful and scalable for us in the last financial years. We can scale by venturing into different sectors where technologically advanced management is required and also by providing better services in the power sectors that we already have presence in. The business scale generation is basically due to the development of new markets both international and domestic, by maintaining the consistent quality of the services.

### ***Experienced Management Team***

Our Promoters have played a key role in developing our business and we benefit from their leadership and significant experience in





Power industry. Our experienced management and employees' have successfully expanded our business through proper customization under the guidance of our Promoters and thereby increasing our revenues. Our Promoters and Directors, with having about more than one decades of experience in field of power sector and have in-depth knowledge of the service and industry in which we operate. Our Promoters are actively involved in our operations and bring to our Company their vision and leadership which we believe has been instrumental in sustaining our business operations. Our Company feels that the strength of any successful organization lies in the experience and guidance of its team leaders and staff alike.

Further, we have the key competencies and resources to deliver a service from its conceptualization stage to completion stage. Our present management and architectural teams facilitate efficient operations and ensure consistent quality across all of our contracts. We have developed relationships with third-party contractors and suppliers through working on multiple contracts, and have experience in working with regulatory authorities. We believe that the familiarity and knowledge we have, of the market and regulatory environment assists us in various aspects of our business.

## **OUR STRATEGIES**

### ***Optimal Utilization of Resources***

Our Company constantly endeavours to improve our service process to optimize the utilization of resources. We have invested resources, and intend to further invest in our activities to develop customized systems and processes to ensure effective management control. We regularly analyze our existing policies to be carried out for operations of our Company which enable us to identify the areas of bottlenecks and correct the same. This helps us in improving efficiency and putting resources to optimal use. Further the Company has maintained good relations with the Original Equipment's Manufactures enable us to facilitate the prompt delivery of required specifications anywhere in the country directly from the Manufacturer and Our In-House Safety team is always available at site to conduct safety audits, Trainings, Monitoring and to assist / handle to attend any kind of emergency.

### ***Improving operational efficiencies***

Our Company aims to continue to improve ongoing operational effectiveness and efficiencies to achieve cost reductions including overheads. We believe that this can be done through continuous business process review and timely corrective measures in case of diversion and technology up gradation with proper analytics base. As a result of these measures, our company will be able to increase its market share and profitability. Our Company had deployed Operation Managers for different departments to manage all projects within the specified time limit with the good quality works as per the tender Specifications, arrange their regular training sessions and internal meetings so our operation efficiencies can be increase.

### ***Leveraging our Market skills and Relationships***

This is a continuous process in our organization and the skills that we impart in our people give importance to customers. We are planning to make our services available in more countries by expanding our network and reaching new countries. We aim to do this by leveraging our marketing skills and relationships and further enhancing customer satisfaction. We plan to increase our customers by meeting orders in hand on time, maintaining our customer relationship and renewing our relationship with existing buyers. Our market research team is capable of identifying various new business opportunities as well as identifying risks associated with the same at the very early stage. Also we are proactively engaged in industry events, conferences, and forums in an attempt to build connections with key customers. Also we Often take feedback after project completion provides valuable insights into refining and customizing future services, ensuring on-going alignment with market demands. This will help us to enhance our Market skills and Relationships

### ***To Build-Up a Professional Organization***

We believe in transparency, ethics, commitment and coordination in our work, with our suppliers, customers, government authorities, banks etc. We have a blend of the experience and the sufficient staff for taking care of our day-to-day operations. We also consult with external agencies on a case-to-case basis on technical and financial aspects of our business. We wish to make it sounder and stronger in times to come. Further Recruitment and on-going development of skilled professionals always plays an important role to cultivate healthy and professional environment. Regular training, mentorship programs, and growth opportunities are provided to enhance the capabilities of the workforce and enable us to build professional organization.



## OUR SERVICE OFFERINGS

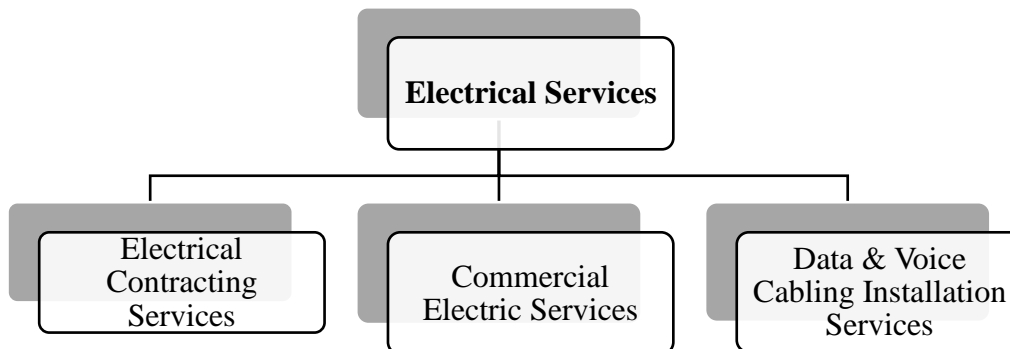
<b>Electrical Services</b>
<b>Fire Fighting Systems</b>
<b>Security Systems</b>
<b>Public Address Systems</b>
<b>Access Control Systems</b>
<b>Audio-Video Systems Services</b>
<b>CCTV Systems Service</b>
<b>IT &amp; Networking Services</b>
<b>Solar Systems</b>

### A. ELECTRICAL SERVICES

We have been working in the domain as a service provider for Electrical Testing Services. The electrical services are carried out for high tension, low tension and flow of electricity.

**The services provided under electrical services are:**

- Electrical Power Harmonic testing & detecting quality of power.
- Fault Finding in a circuit.
- DG Efficiency & consumption calculations.
- Transformer Testing & Oil Filtration & quality test.
- Panel Testing.



Electrical Contracting Services: Having the expertise in the domain, we have been able to offer services regarding supplying and erection of street lights. As per the demands of clients, street lights in varied capacities are installed at different sites.



The services provided under electrical contracting services are:

- Retail & Commercial Electrical & Data Works without affecting your Business.
- Electrical Trunking Projects (Commercial & Industrial ).
- DG Installation Testing & Commencing.
- Transformer Installation Testing & Commencing.
- 2 / 4 Pole Structure Supply & Installations.

#### Commercial Electric Services:

The services provided under commercial electric services are:

- Retail & Commercial Electrical & Data Works.
- Retail & Commercial Electrical & Data Maintenance.

Data & Voice Cabling Installation Services: We have been engaged in offering services regarding data & voice cabling installation. Our engineers are aware of the installation of data & voice cables. They ensure that the installed data & voice cables are integrated properly so as to assure full monitoring of the towers. In addition, they ensure that the substations are designed as per the international standards in order to offer most efficiency in data and voice quality.

The services provided under Data & voice cabling Installation services are:

- Data & Voice Cabling with trunking or piping as required.
- Data Rack Supply & Installations as required.
- Voice Krone Box Fixing & Punching as required.
- Establishment of Epax Systems.
- Patch Panel & I/O. Terminations as required.

## **B. FIRE FIGHTING SYSTEMS**

We offer services which includes Firefighting, Fire Alarm, Public Address, Access Control with different agencies, Site Survey, Designing of all kinds of Fire Fighting systems, Preparation of BOQ / Tender. Our goal is to offer the most dependable and affordable firefighting solutions to our clients. A wide variety of high-quality services and installations across India are offered by us. We provide all type of Industrial & commercial installations of firefighting devices, fire alarms, Access control system etc. Details of our services is as follows:

- 1) Fire Alarms: Fire alarms are early warning systems that use sensors to detect smoke, heat, or flames. When triggered, they activate audible and visual alarms to alert occupants and emergency responders to the presence of a fire.
- 2) Sprinkler Systems: Automatic sprinkler systems are designed to control or extinguish fires by releasing water or fire-suppressing agents when high heat or smoke is detected. They help prevent the spread of fires and minimize damage.
- 3) Fire Extinguishers: Fire extinguishers are portable devices that can be operated manually to suppress small fires. They come in various types, such as water, foam, CO<sub>2</sub>, and dry chemical, each suited for specific types of fires.
- 4) Fire Suppression Systems: These are fixed systems that deploy fire-extinguishing agents, like clean agents, foam, or gas, to suppress fires in critical areas like data centres, server rooms, or industrial settings. They're effective in safeguarding valuable equipment.
- 5) Fire Hydrants: Fire hydrants provide a ready source of water for firefighting operations. They are typically connected to the municipal water supply and are strategically placed throughout urban areas.
- 6) Fire Hose Reels: Fire hose reels store hoses that can be quickly deployed in the event of a fire. They are often found in commercial and industrial buildings and can extend the reach of firefighting efforts.
- 7) Fire Safety Signage: Clear and visible signage indicates the location of firefighting equipment, emergency exits, and evacuation routes. This helps occupants navigate safely during emergencies.



8) Fire Safety Plans: firefighting systems are part of an overall fire safety plan, which includes evacuation procedures, emergency contacts, and regular drills to ensure everyone knows how to respond in case of a fire.

9) Maintenance and Inspections: Regular maintenance and inspections of firefighting systems are critical to ensure they are in working order when needed. This includes testing alarms, checking sprinklers, and verifying fire extinguisher readiness.

10) Regulatory Compliance: All firefighting systems must adhere to local fire codes and regulations to ensure they meet safety standards and are effective in emergencies.

The company requires statutory permissions from competent authorities for execution of Projects such as Udyam Registration Certificate Issued by Government of India, Licenses of Electrical Contractor issued by the Office of the Electrical Inspector from Maharashtra State, A Class License for Fire Prevention and Life Safety Measure – issued by the Director of Maharashtra Fire Service – Govt. of Maharashtra to carry out Fire Fighting & Sprinkler System and Detection and Fire Suppression System and A Class Contractor Registration Certificate – issued by Public Works Department – Government of Maharashtra. For further details, please refer to chapter titled “Government and other Approvals” beginning on Page 229 of the Red Herring Prospectus.

### **C. SECURITY SYSTEMS**

Security systems are comprehensive solutions designed to protect people, property, and assets from various threats and vulnerabilities. These systems encompass a range of technologies and measures, including surveillance cameras, intrusion detection sensors, access control, and alarms. They play a crucial role in enhancing safety and security in residential, commercial, and industrial settings. Security systems help prevent unauthorized access, monitor and record activities, provide immediate alerts in case of security breaches, and often integrate with other safety measures like fire detection and emergency response systems. Their primary goal is to deter threats, facilitate rapid response, and ensure peace of mind for individuals and organizations concerned about security.

### **D. PUBLIC ADDRESS SYSTEM**

A public address system, often abbreviated as PA system, is a communication technology that enables the broadcast of audio messages or announcements to a large audience in a defined area. Typically consisting of microphones, amplifiers, and loudspeakers, PA systems are used in various settings, including schools, airports, stadiums, and public spaces. They facilitate clear and effective communication by allowing individuals to deliver live or pre-recorded messages to inform, instruct, or entertain a diverse audience. Public address systems are vital for emergency notifications, public announcements, event coordination, and enhancing overall communication in both indoor and outdoor environments.

### **E. ACCESS CONTROL SYSTEM**

Access control systems are security solutions that regulate and manage entry to physical spaces or digital resources. They use authentication methods such as key cards, biometrics, or PIN codes to verify the identity of individuals seeking access. Access control systems provide enhanced security by restricting entry to authorized personnel only, maintaining records of access events, and enabling administrators to define and modify user privileges. These systems are commonly used in businesses, institutions, and organizations to safeguard premises, protect sensitive information, and ensure compliance with security protocols.

### **F. AUDIO-VIDEO SYSTEM SERVICES**

Audio video systems, often referred to as AV systems, are technology setups designed to capture, process, and present audio and visual content in various settings. These systems combine components like microphones, cameras, displays, and audio speakers to enhance communication, entertainment, and information dissemination. AV systems are widely used in environments such as theaters, conference rooms, classrooms, homes, and entertainment venues to provide high-quality audio and visual experiences, including presentations, video conferencing, live performances, and more. They play a pivotal role in enhancing communication and entertainment across a broad spectrum of applications.

### **G. CCTV SYSTEM SERVICES**

Closed-circuit television (CCTV) systems are sophisticated surveillance solutions that use cameras and video recording technology to monitor and capture visual footage of specific areas or locations. These systems are widely used in various settings, including businesses, public spaces, homes, and institutions, to enhance security and surveillance. CCTV cameras can be both visible deterrents



and discreet observers, providing continuous monitoring and recording of activities. They are crucial for deterring theft, vandalism, and unauthorized access, as well as for investigating incidents and providing valuable evidence when needed. CCTV systems play a vital role in promoting safety, security, and peace of mind.

## **H. IT & NETWORKING SERVICES**

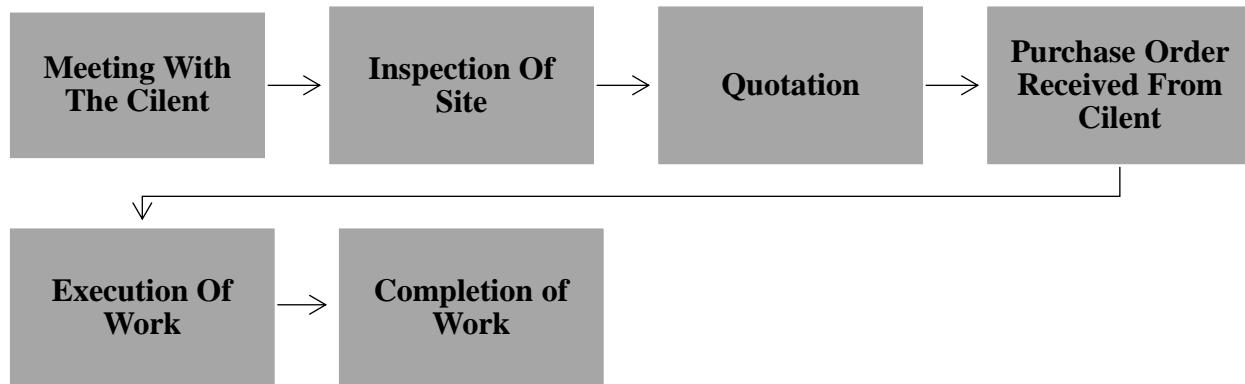
IT and networking systems refer to the infrastructure, technologies, and practices that facilitate the efficient communication, sharing of data, and management of information within an organization. These systems are the backbone of modern businesses, institutions, and even homes, enabling the seamless flow of information and the operation of various devices and services. IT and networking systems encompass a wide range of components, including servers, routers, switches, firewalls, wireless access points, and much more, all working together to create robust, secure, and interconnected networks. They play a pivotal role in supporting the digital age by providing connectivity, data storage, security, and the foundation for the delivery of IT services and applications.

## **I. SOLAR SYSTEMS SERVICES**

Roof-mounted solar systems are sustainable energy solutions that harness the power of the sun to generate electricity for homes, businesses, and institutions. These systems consist of solar panels installed directly on rooftops, converting sunlight into electricity through photovoltaic technology. Here's a brief description of roof-mounted solar systems:

- 1) **Solar Panel Installation:** Roof-mounted solar systems are designed to capture solar energy efficiently. Solar panels, typically made of silicon cells, are securely attached to the roof's surface using racks or mounting structures.
- 2) **Energy Generation:** When exposed to sunlight, solar panels generate direct current (DC) electricity. This electricity is then converted into alternating current (AC) by an inverter, making it suitable for use in homes and businesses.
- 3) **Reduced Energy Costs:** By generating their electricity, roof-mounted solar systems can significantly reduce energy bills, making them a cost-effective, long-term investment. Some systems may even allow homeowners to sell excess energy back to the grid.
- 4) **Environmental Benefits:** Solar power is a clean and renewable energy source, reducing greenhouse gas emissions and dependence on fossil fuels. Roof-mounted solar systems contribute to a more sustainable and eco-friendly energy mix.
- 5) **Energy Independence:** Solar systems provide a degree of energy independence, reducing reliance on the grid and its fluctuations in energy prices.
- 6) **Maintenance:** Solar panels require minimal maintenance, usually limited to periodic cleaning and occasional inspection to ensure optimal performance.
- 7) **Longevity:** Solar panels are designed to last for several decades, with most manufacturers offering warranties of 20-25 years. This long lifespan ensures a reliable and consistent energy source.
- 8) **Grid-Tied and Off-Grid Systems:** Roof-mounted solar systems can be grid-tied, meaning they remain connected to the utility grid, or off-grid, providing power in remote areas or during grid outages.
- 9) **Government Incentives:** Many governments offer incentives, tax credits, and rebates to encourage the installation of solar systems, making them more financially accessible.
- 10) **Customized Solutions:** Roof-mounted solar systems can be customized to fit the specific energy needs and roof space available, making them adaptable for various types of buildings and structures.

## **PROCESS FLOW**



## 1. Meeting with Client:

**Project Overview:** Begin the client meeting by setting the agenda and providing a brief overview of the project. Clearly outline the electrical and firefighting requirements. Highlight key project milestones and deadlines to ensure alignment between all parties.

**Technical Discussion:** Engage in a detailed technical discussion with the electrical and firefighting contractors. Address any potential challenges or ambiguities in the project specifications. Seek clarifications on design choices, equipment specifications, and compliance with local codes and regulations. This is a crucial stage to ensure a shared understanding and prevent issues during the implementation phase.

**Coordination & Collaboration:** Emphasize the need for effective coordination and collaboration between the electrical and firefighting teams. Discuss communication channels, reporting structures, and mechanisms for conflict resolution. Encourage a proactive approach to problem-solving and stress the importance of regular updates and progress reports to keep all stakeholders informed and aligned.

**Timeline Deliverables:** Clearly define the project timeline and deliverables, establishing milestones for both electrical and firefighting components. Discuss any dependencies between the two systems and identify critical paths. Confirm that the proposed timelines are realistic and achievable, considering potential external factors such as regulatory approvals. This step is crucial for project management and ensures that everyone is working towards the same goals within the specified timeframe.

## 2. Inspection of site:

**Site Inspection and Assessment:** Commence the site visit by conducting a comprehensive inspection with both the electrical and firefighting contractors. Evaluate the existing infrastructure and conditions to identify potential challenges and opportunities. Take note of any specific requirements or modifications needed for the implementation of electrical and firefighting systems.

**Collaborative Planning and Coordination:** Engage in collaborative planning discussions on-site to ensure a cohesive approach between the electrical and firefighting contractors. Discuss the spatial requirements, equipment placement, and potential areas of overlap or interference. Foster open communication to address any immediate concerns or modifications required for the effective integration of both systems.

**Safety and Compliance Review:** Prioritize safety considerations during the site visit. Review the adherence to safety standards and compliance requirements for both electrical and firefighting installations. Identify and address any potential hazards or conflicts, ensuring that all work will be carried out in accordance with local regulations and industry best practices to guarantee the safety of personnel and the facility.

**Logistical and Access Planning:** Collaborate on logistical and access planning to streamline the installation process. Discuss scheduling considerations, access points, and any potential disruptions to regular operations. Ensure that the electrical and firefighting contractors are aligned on timelines, and address any logistical challenges that may impact the efficiency of the project. Establish clear lines of communication for ongoing updates and issue resolution throughout the implementation phase.



### 3. Quotation:

**Scope of Work and Specifications:** The quotation should clearly outline the detailed scope of work for both electrical and firefighting systems. Include specifications for equipment, materials, and labor required, ensuring a comprehensive understanding of the project requirements.

**Cost Breakdown and Pricing:** Provide a transparent breakdown of costs associated with electrical and firefighting components. Clearly distinguish between material costs, labor charges, and any additional expenses. Present a total cost for the project to give the client a clear understanding of the financial commitment.

**Timeline and Project Schedule:** Clearly specify the anticipated timeline for project completion in the quotation. Outline key milestones and deadlines for different phases of the work, demonstrating the contractor's commitment to timely delivery. Include any relevant lead times for procuring materials.

**Terms and Conditions:** Clearly articulate the terms and conditions of the quotation, including payment schedules, warranties, and any other contractual obligations. Address any potential contingencies or variations that may arise during the project. This section ensures mutual understanding and agreement between the contractor and the client.

### 4. Purchase order received from client:

**Project Details and Specifications:** The purchase order should clearly outline the project details, including a concise description of the work to be performed, specifications for materials and equipment, and any relevant technical requirements. This ensures a shared understanding of the project scope.

**Quantities and Pricing:** Specify the quantities of materials or services required and the agreed-upon pricing as per the terms negotiated between the client and the contractor. This section provides a clear reference for both parties regarding the cost structure of the project.

**Delivery Schedule and Milestones:** Outline the expected delivery schedule. This helps establish a timeline for the completion of the project and ensures that both the client and the contractor are aligned on deadlines and expectations.

**Terms and Conditions:** Clearly state the terms and conditions of the purchase order, including payment terms, any applicable warranties, and other contractual obligations. Address any specific conditions or requirements that need to be met by the contractor to fulfill the purchase order successfully. This section ensures a smooth and transparent execution of the project.

### 5. Execution of work:

**Work Mobilization and Setup:** Begin the execution phase by mobilizing resources and setting up the necessary infrastructure for both electrical and firefighting work. This includes establishing a safe and organized work environment, deploying equipment, and ensuring that the team is prepared to commence the project.

**Sequential Implementation and Coordination:** Execute the electrical and firefighting work in a sequential and coordinated manner. Follow the project plan and timeline established during the planning phase. Ensure effective communication and collaboration between the electrical and firefighting teams to address any potential issues and maintain a synchronized workflow.

**Quality Assurance and Compliance:** Implement quality assurance measures throughout the execution process. Regularly inspect workmanship, verify compliance with design specifications, and adhere to safety standards. Conduct necessary tests and inspections to ensure that both electrical and firefighting systems meet industry regulations and client expectations.

**Progress Reporting and Issue Resolution:** Provide regular progress reports to the client, keeping them informed about milestones achieved and any potential challenges encountered. Establish a approach to issue resolution by addressing any unforeseen circumstances.

## 6. Completion of Work:

**Final Inspections and Testing:** Conduct thorough final inspections and testing of both electrical and firefighting systems to ensure compliance with design specifications and safety standards. Verify that all components function as intended and meet regulatory requirements.

**Documentation and Handover:** Complete comprehensive documentation of the electrical and firefighting installations, including as-built drawings, equipment manuals, and test reports. Prepare a detailed handover package for the client, providing them with the necessary information for system operation and maintenance.

**Client Training and Demonstration:** Conduct training sessions for the client's personnel on the operation and maintenance of the electrical and firefighting systems. Offer demonstrations to familiarize end-users with the functionality and safety features of the installed equipment.

**Project Closure and Follow-Up:** Officially close the project by obtaining client acceptance and sign-off. Address any outstanding issues or concerns raised by the client during the final walkthrough. Provide post-installation support as needed and ensure a smooth transition to the client for ongoing operation and maintenance.

## SWOT ANALYSIS OF OUR COMPANY

### Strengths:

- Quality Services
- Skilled & experienced Staff
- Cordial Relationship with Customers

### Weaknesses

- Low bargaining power with clients due to tender procurement

### Opportunities

- Huge Growth Potential in our service segment

### Threats

- Increased Competition from Local & Big Players
- Change in Government Policies

## OUR PROJECTS AT GLANCE



HT Sub Station Works - Welspun One Logistics Parks Pvt. Ltd. - Bhiwnadi





HT Sub Station Works - M/s. Mastek Ltd - Mahape - Navi Mumbai



LT Panel Room - M/s. Mastek Ltd. - Mahape - Navi Mumbai.



Warehouse - Shakti Infra - Bhiwandi



Fire Fighting System - M/s. Mastek Ltd - Mahape - Navi Mumbai



External Lighting - Indospace - Chakan - Pune



High Mast Poles - Indospace - Chakan - Pune



Retail :- Shoppers Stop - Pune



Entertainment Centre - Inox - Pune



## LIST OF COMPLETED PROJECTS

The Details of Completed projects is as follows:

Client Name	Category	Location	Total Amount In Rs.	Year of Completion
Vertical Infra Services Pvt Ltd-(Kulana)	Electrical Works	Delhi	53,14,318.00	2021
Avenue Supermarts Ltd	D'mart Store	Kushaiguda , Telangana	67,50,000.00	2021
Time Zone Entertainment Pvt Ltd.	Gaming Zone - Electrical Works	Marina Mall - Chennai-Tamil Nadu	32,56,086.00	2021
Innovative Retail Concepts Pvt Ltd ( Kolkata)	Electrical & Associated Works For Retail Stores	Kolkata West Bengal	18,35,708.00	2021
Innovative Retail Concepts Pvt. Ltd., Pune	Electrical & Associated Works For Retail Stores	Pune Maharashtra	21,76,647.00	2021
Budgetcfs Infrastructure Pvt. Ltd	Warehouse	Uran Navi Mumbai	62,00,000.00	2021
Vertical Logistic Park Llp	Wh 2 Bts Ht Substation Works	Koka Hariyana	67,00,000.00	2021
Avenue Supermarkets Limited (D'mart)	Electrical & Associated Works For Retail Stores	Bolinj Virar, Maharashtra	70,24,579.00	2021
Avenue Suparmart Ltd, Dmart	Electrical & Associated Works For Retail Stores	Vasai Fc	1,00,00,000.00	2021
Avenue Suparmart Ltd, Dmart	Electrical & Associated Works For Retail Stores	Uppal ,Hyderabad	1,80,00,000.00	2021
Indospace - Kvr Industrial Park Pvt Ltd	Electrical & Associated Works For Retail Stores	Ranjangain- Pune	90,68,654.00	2021
<b>INDOSPACE</b> - Ambition Logistic Parks Pvt Ltd	Electrical Associated Work	Pune , Chakan, Maharashtra	43,55,315.00	2021
<b>Indospace</b> - Indospace As Industrial Park Pvt Ltd. Unit No. B-1000	Warehouse - It Containment Work	Pune , Chakan, Maharashtra	9,69,189.00	2021
<b>Indospace</b> - Indospace Rohan Industrial Park Khed Pvt Ltd. Unit No. B6a	Warehouse - Fire Alarm System Work	Pune , Chakan, Maharashtra	7,50,042.00	2021
<b>Indospace</b> - Indospace Rohan Industrial Park Pune Pvt Ltd. Unit No. B7e	Warehouse - Fire Alarm System Work	Pune , Chakan, Maharashtra	5,65,536.00	2021
<b>Indospace</b> - Rohan Realtors (Pune) Pvt Ltd.- B-50	Warehouse - Fire Alarm System Work	Pune , Chakan, Maharashtra	16,73,002.82	2021
<b>Indospace</b> - Rohan Cityscape Pvt Ltd.B-100 Upper & Lower	Warehouse - Fire Alarm System Work	Pune , Chakan, Maharashtra	32,45,335.12	2021
<b>Indospace</b> - Destination Industrial Parks Pvt Ltd. (Indospace) Unit No. B-100	Warehouse - Fire Alarm System Work	Pune , Chakan, Maharashtra	2,57,748.00	2021
Shree Vinayak Logistics	Fire Alarm System Work	Indore, Madhya Pradesh	47,49,452.00	2021
Kautilya Warehousing Pvt Ltd (N.D.R)	Electrical & Associated Works	Bangalore	1,78,000.00	2021
Vertical Infra Services Pvt Ltd-(Kulana)	Supply Of Light Fitting	Delhi	53,14,318.00	2021
Reliance Retail Limited(Reliance Digital Store )	Electrical Works	Ulwe, Navi Mumbai	30,50,000.00	2021



Reliance Retail Limited(Reliance Trends Store )	Electrical & Associated Work	Big Center Mall Thane, Mumbai.	16,39,050.00	2021
Avenue Supermarts Ltd	Electrical & Associated Work	Kallur- Kurnal	62,04,972.00	2021
Avenue Supermarts Ltd	D'mart Store	Badlapur	4,51,128.00	2021
Writer Business Services Pvt Ltd	D'mart Store	Bhiwandi	3,89,689.00	2021
Metro Brands Limited	Electrical Works	Bhiwandi	25,05,000.00	2021
M/S Rohan Cityspace Private Limited	Civil Works	Chakan , Pune	92,73,616.90	2021
Reliance Retail Limited		Bhiwandi, Maharashtra	1,25,17,224.00	2021
Metro Brands Limited	Electrical & Associated Work For Vfcd Mankoli	Bhiwandi	1,40,25,117.00	2021
V Trans (India) Ltd .	Warehouse	Bhiwandi	91,78,684.28	2021
Shwta Enterprises	Fire Works	Chakan , Pune	9,23,123.00	2021
Sleek International Pvt Ltd.	Electricals Material Supply	Bhiwandi	21,27,058.22	2021
Toll (India ) Logistics Pvt Ltd	Electricals Work	Bhiwandi	29,21,253.00	2021
V-Logis A Group V Enterprise	Electricals Work	Bhiwandi	32,55,188.00	2021
Avenue Supermarkets Limited (D'mart)	Electricals Work	Sayajipura Baroda , Gujarat	66,34,968.00	2021
Gachibowli Dmart	Electrical & Associated Works For Retail Stores	Hyderabad - Karnataka	11,09,534.00	2021
Byrathikhane Dmart	Electrical & Associated Works	Bangalore - Karnataka	1,00,13,992.00	2021
Avenue Suparmart Ltd, Dmart	Electrical & Associated Works	Dombivivli	80,00,000.00	2021
Avenue E Commerce Ltd	Electrical & Associated Works For Retail Stores	Kanjurmarg Mumbai	3,04,594.00	2021
Antariksh Logidrome	Electrical & Associated Works For Retail Stores	Bhiwandi	60,60,788.00	2021
P.D.Hinduja National Hospital And Medical Research Centre - Mumbai	Electricals Work	Mahim, Navi Mumbai	3,83,500.00	2021
Bombay Hospital Trust	Electrical & Associated Works For Tb & Nih Lab - S1-6th Floor	Mumbai	2,11,220.00	2021
Timezone	Electrical & Associated Works	Pune	40,26,000.00	2021
Timezone	Electricals Work	Gurgaon	19,18,000.00	2021
Timezone	Electricals Work	GURGAON - AMB	35,99,000.00	2021
Mastek Ltd. - Chennai	Electricals Work	Chennai	40,000.00	2021
All Cargo Logistics Ltd.	Electricals Work	Banglore	2,17,83,415.00	2022
Steller Value Chain Sloutions Pvt Ltd.	Electrical & Associated Works For Malur Block B (3.23 Lakh Sq.Ft)	Farukhnagar, Delhi	21,42,928.00	2022
<b>Indospace</b> - Destination Industrial Parks Pvt Ltd. (Indospace) Unit No. B-200	Electrical & Associated Work, Data, Cctv Work	Pune , Chakan, Maharashtra	21,21,898.00	2022
Westin (Pacific Hotel)	Fire Alarm System Work	Goa	21,48,577.00	2022
D-Mart Radisson Aparanta	Fire Fighting	Alibaug	17,50,000.00	2022
Shakti Group	Fire Fighting	Bhiwandi	6,01,80,004.00	2022
Shakti Group	Unit No. K-8 Electrical & Infra Works	Bhiwandi	40,00,000.00	2022



Schenker India Private Limited - Db Schenker	Unit No. K-3 Electrical Works	Wh Bhiwandi	65,15,000.00	2022
Schenker India Private Limited - Db Schenker	D5 , Electrical Works	Wh Bhiwandi	21,00,000.00	2022
Schenker India Private Limited - Db Schenker	F2 , Electrical Works	Wh Bhiwandi	5,00,000.00	2022
Bigbasket - Innovative Retail Concepts Pvt Ltd	F1 , Electrical Works	Hyderabad	25,45,707.40	2022
Bigbasket - Innovative Retail Concepts Pvt Ltd	Electricals Work	Basaweshawara	6,48,727.00	2022
Bigbasket - Innovative Retail Concepts Pvt Ltd	Electricals Work	Kolkata	20,95,000.00	2022
Bigbasket - Innovative Retail Concepts Pvt Ltd	Electricals Work	Chakan	22,75,551.00	2022
Bigbasket - Innovative Retail Concepts Pvt Ltd	Electricals Work	Nashik	23,26,000.00	2022
Bigbasket -Supermarket Grocery Supplies Pvt Ltd	Electricals Work	Patna	46,50,000.00	2022
Fine Organics Industries Limited	Electricals Work	Patalganga Raigad	1,85,04,079.16	2022
Decathlon Sports India Pvt Ltd	Electrical Works	Malur Karnataka	2,05,745.00	2022
Robinsons Global Logistics Pvt. Ltd	Electrical Works	Bhiwandi	3,00,000.00	2022
Welspun - Dbg Estates Private Limited	Electrical Works	Bhiwandi	25,00,000.00	2022
Royal Warehouse	Liasoning Works	Bhiwnadi	14,00,000.00	2022
Lp Logiscience Llp	Electricals & Fas Work	Bhiwnadi	80,50,000.00	2022
Lp Logiscience Llp	F1 Warehouse Electricals Work	Gurgaon	40,00,000.00	2022
Indospace - Rohan Cityscape Private Limited	Ups Work & Electricals Work	Chakan Pune	1,79,35,338.02	2022
Indospace - Rohan Cityscape Private Limited	Electrical Works For Warehouse B-100	Chakan Pune	1,15,28,185.80	2022
Indospace - Rohan Cityscape Private Limited	Electrical Works For Office B-100	Chakan Pune	6,73,249.00	2022
Indospace Rohan Industrial Park Mahalunge Pvt Ltd	Additional Of Fas Works For Warehouse B-100	Chakan , Pune	32,72,320.00	2022
Indospace Rohan Industrial Park Pune Pvt.Ltd.	Electricals Work	Chakan , Pune	1,14,17,862.00	2022
Indospace Rohan Industrial Park Pvt Ltd ,B-3	Electricals Work	Chakan , Pune	69,84,785.00	2022
Metro Brands Limited	Electricals Work	Bhiwandi	30,00,000.00	2022
Gxo Logistics India Pvt Ltd	Electricals Work	Chakan , Pune	5,23,218.00	2022
Kunhe + Nagel Pvt. Ltd.	Electricals Work	Bhiwandi	8,29,568.00	2022
Blum India - Syt Realtors	Electricqals Work	Bhiwandi	90,86,318.00	2022
Indospace	Electricals Work	Chakan, Pune	98,19,020.00	2022
Aplab Ltd.- Thane	Electrical Associated Work	Digha , Navi Mumbai	68,00,000.00	2022
Jsw	Industrial Electrical Work	Dolvi	70,00,000.00	2022
Mastek Limited	Civil & Electrical Works	Mahape	3,50,00,000.00	2022
Super Infotech Pvt Ltd	Electrical Works	Fardibad,Harayana	4,14,368.00	2022
Lamhas Setelite Services Ltd	Electrical Works	Vashi	4,30,316.00	2022
Nanavati Hospital	Electrical Works	Vile Parle	19,82,824.00	2022
Shivam Infrasturcture	Electrical Works/Fire Fighting Work	Gujarat	23,89,366.00	2022
Insight Mall	Electrical Works	Indore	11,50,505.90	2022



Sistema Bio	Fire Fighting Work	Pune Chakan	26,54,474.43	2022
Ion Exchange (India) Ltd.	Electrical Works	Vashi	1,51,630.00	2022
Neev Interior Turnkey Solution Pvt Ltd	Electrical Works	Bhiwandi	92,568.00	2022
Cms Computers Ltd	Electrical Works	Bhandup	61,596.00	2022
Inox Leisure Ltd.		Indore	92,04,046.00	2023
Urmi Estate (9th,10th,20th Floor)	Fire Fighting & FAS System	Lower Parel	16,70,000.00	2023
Narsi Infrastructure Pvt. Ltd.	Fire Fighting	Noida(Kotak Bank)	38,32,708.00	2023
Innovative Ideals & Services India Ltd.	Fire Fighting	Towe 10to 13 & 14,15,16, Virar (Evershine)	35,19,338.00	2023
Schenker India Private Limited - Db Schenker	Fire Fighting	Farukh Nager	40,00,000.00	2023
Avenue Super Mart Ltd (Akola)	Fire Work	Akola	71,76,486.59	2023
Avenue Super Mart Ltd (Akola)	Electrical Work	Akola	88,37,932.13	2023
Avenue Super Mart Ltd (Tughlakabad , Delhi)	Electrical Work	Delhi	82,60,998.38	2023
Avenue Super Mart Ltd (Pramukha Gandhinagar Gujarat)	Electrical Work	Gujarat	71,25,524.00	2023
Avenue Super Mart Ltd (Indore)	Electrical Work	Indore	1,02,18,495.35	2024
Avenue Super Mart Ltd (Hoodi Bangalore)	Electrical Work	Bangalore	1,18,79,957.00	2023
Avenue Super Mart Ltd (Nizampet Medchal Telangana)	Electrical Work	Nizampet	1,33,20,628.18	2023
Avenue Super Mart Ltd (Bhandara Dmart, MH )	Electrical Work	Bhandara	76,41,326.96	2023
Avenue Super Mart Ltd (Kamptee Road Nagpur MH Dmart)	Electrical Work	Nagpur	1,39,22,203.75	2023
Avenue Super Mart Ltd (Narsingi Gandipet)	Electrical Work	Narsingi	92,50,958.70	2024
Avenue Super Mart Ltd (Indore C21)	Electrical Work	Indore	₹ 67,86,479.04	2023
Avenue Super Mart Ltd (Hessaraghatta Bangalore)	Electrical Work	Bangalore	₹ 83,64,278.26	2024
Avenue Super Mart Ltd (Bindayaka )	Electrical Work	Bindayaka	₹ 82,48,607.38	2023
Avenue Super Mart Ltd (Nagpur Mahalgaon)	Electrical Work	Nagpur	₹ 43,31,694.54	2023
Avenue Super Mart Ltd (Nagpur Mahalgaon)	Fire Work	Nagpur	₹ 18,66,468.50	2023
Avenue Super Mart Ltd (Nagpur Mahalgaon)	Fire Plumbing Work	Nagpur	₹ 2,94,042.28	2023
Avenue Super Mart Ltd (Goregon FC)	Electrical Work	Goregon FC	₹ 28,99,490.62	2024
Avenue Super Mart Ltd (Annakpalle)	Electrical Work	Anakapalle	99,71,000.00	2024
Avenue Super Mart Ltd (Annakpalle)	Fire Work	Anakapalle	74,38,924.87	2024
Avenue Super Mart Ltd (Surat Kamrej)	Fire Work	Surat	78,84,026.36	2024
M/S. Indospace AS Industrial Park Pvt. Ltd.	Electrical Work	Pune	18,70,832.00	2023
M/S. Indospace AS Industrial Park Pvt. Ltd.	Electrical Work	Pune	14,00,366.00	2023



M/S. Indospace AS Industrial Park Pvt. Ltd.	Electrical Work	Pune	2,87,736.00	2023
M/S. Indospace AS Industrial Park Pvt. Ltd.	Electrical Work	Pune	26,26,763.00	2023
M/S. APTIV COMPONENTS INDIA PVT LTD	Electrical Work	Pune	66,11,059.74	2023
M/S. APTIV COMPONENTS INDIA PVT LTD	Motion Sensor Electrical Work	Pune	39,766.00	2023
M/S. APTIV COMPONENTS INDIA PVT LTD	Electrical Work	Pune	4,01,302.00	2024
M/S.Shakti Infra	Electrical Work	Bhiwandi	₹ 79,92,340.60	2023
M/S.Shakti Infra	Shakti K10 HVLS Fan	Bhiwandi	₹ 1,36,821.00	2023
M/S.Shakti Infra	K 10 Lighting	Bhiwandi	₹ 11,15,124.00	2024
M/S Mastek Ltd	Electrical Work	Andheri	3,94,870.00	2023
M/S Mastek Ltd	Fire Fighting AMC	Mahape	1,00,300.00	2023
Kothur Block A) M/S. KOTHUR LOGISTICS PARK PRIVATE LIMITED	Electrical Work	Hyderabad	Rs.99,93,769.62	2024
Kothur Block B) M/S. KOTHUR LOGISTICS PARK PRIVATE LIMITED	Electrical Work	Hyderabad	₹ 93,51,566.64	2024
Kothur Block B) M/S. KOTHUR LOGISTICS PARK PRIVATE LIMITED	Block B-1 Electrical Work	Hyderabad	₹ 23,42,949.00	2024
Kothur Block B) M/S. KOTHUR LOGISTICS PARK PRIVATE LIMITED	Fire Detection & Alarm System Work	Hyderabad	₹ 27,71,143.00	2024
Kothur Block B1 M/S. KOTHUR LOGISTICS PARK PRIVATE LIMITED	Electrical Work	Hyderabad	1,35,700.00	2024
Timezone Entertainment Pvt Ltd Wakad	Electrical Work	Wakad	₹ 46,62,214.22	2023
Timezone Entertainment Pvt Ltd	Electrical Work	Parel	₹ 11,85,668.72	2023
M/S. LP Logiscience LLP	Electrical Work	Bhiwandi	₹ 2,00,600.00	2023
M/S. LP Logiscience LLP	LP Solar System	Bhiwandi	₹ 3,20,32,000.00	2023
M/S. LP Logiscience LLP	Electrical Cold Room S 2oo	Bhiwandi	37,890.00	2023
M/S. LP Logiscience LLP	Light Fitting & Relative Work Gurgaon	Gurgaon	4,36,517.00	2023
M/S. LP Logiscience LLP	LP Global Complex F	Chichbandar	₹ 79,638.00	2023
M/S. LP Logiscience LLP	Electrical Work	Kurla	₹ 3,18,081.00	2024
M/S. LP Logiscience LLP	Electrical Work	Bhiwandi	2,36,849.00	2024
M/S. Schenker India Pvt. Ltd.	DG Servicing	Andheri	3,04,687.80	2024
M/S. Schenker India Pvt. Ltd.	Electrical Work	Bhiwandi	31,860.00	2023
M/S. Schenker India Pvt. Ltd.	Electrical Work	Harayana	12,80,046.30	2023
M/S Fine Organic Industries Ltd	Electrical Work	Amabarnath	1,02,35,044.00	2023
M/S Fine Organic Industries Ltd	Electrical Work	Amabarnath	17,62,444.00	2023
M/S Fine Organic Industries Ltd	Electrical Work	Amabarnath	1,45,140.00	2023
M/S Fine Organic Industries Ltd	Electrical Work	Amabarnath	10,620.00	2023
M/S Fine Organic Industries Ltd	Electrical Work	Amabarnath	1,18,000.00	2023
M/S Fine Organic Industries Ltd	Electrical Work	Amabarnath	9,99,238.00	2023
M/S Fine Organic Industries Ltd	Electrical Work	Amabarnath	2,51,010.00	2023
M/S Fine Organic Industries Ltd	Electrical Work	Amabarnath	4,59,138.00	2023



M/S Fine Organic Industries Ltd	Electrical Work	Amabarnath	72,570.00	2023
M/S Fine Organic Industries Ltd	Electrical Work	Amabarnath	3,24,168.00	2023
M/S Fine Organic Industries Ltd	Electrical Work	Amabarnath	60,954.00	2023
M/S Fine Organic Industries Ltd	Electrical Work	Amabarnath	34,220.00	2023
M/S Fine Organic Industries Ltd	Electrical Work	Amabarnath	11,800.00	2023
M/S Fine Organic Industries Ltd	Electrical Work	Amabarnath	1,20,500.00	2023
M/S Fine Organic Industries Ltd	Electrical Work	Amabarnath	8,850.00	2023
M/S Fine Organic Industries Ltd	Electrical Work	Amabarnath	43,778.00	2023
M/S Fine Organic Industries Ltd	Electrical Work	Patalganga	11,35,418.00	2023
M/S Fine Organic Industries Ltd	Electrical Work	Patalganga	1,16,348.00	2023
M/S Fine Organic Industries Ltd	Electrical Work	Patalganga	20,96,584.00	2024
M/S Fine Organic Industries Ltd	Electrical Work Cctv	Patalganga	5,14,480.00	2024
M/S. JSW STEEL LTD	Electrical Work	Dolvi	30,68,000.00	2023
M/S. Robinsons Global Logistics Solutions Private Limited	Electrical Work	Bhiwandi	1,88,800.00	2023
M/S. Dr.BALABHAI NANAVALI HOSPITAL	Sprinkler System	Vile Parle	2,71,400.00	2023
Metro Brands Ltd	Electricals Work - Old Wh. , Phase 1	Bhiwandi	2,54,880.00	2023
Metro Brands Ltd	Electricals Work , Old Wh. Phase I	Bhiwandi	5,13,917.14	2023
Metro Brands Ltd	Electric Material-Phase 3 G+2	Bhiwandi	21,91,731.42	2023
Metro Brands Ltd	Packing Sealant At Old Metro Warehouse	Bhiwandi	35,400.00	2023
Metro Brands Ltd	Packing Sealant At Old Metro Warehouse	Bhiwandi	35,400.00	2023
Metro Brands Ltd	Electrical Work	Bhiwandi	1,07,958.00	2023
Metro Brands Ltd	Phase 2 Area 1 - 2nd Floor, It Work , Light Sensors	Bhiwandi	16,88,290.90	2023
Metro Brands Ltd	Phase 2 Area 1 - 2nd Floor, It Work , Light Sensors	Bhiwandi	19,65,110.64	2023
Metro Brands Ltd	Reinstalling Work At Old Metro Warehouse Bhs	Bhiwandi	2,73,170.00	2023
Metro Brands Ltd	Of Electrical At Our New Bhiwadi Warehouse Site.[Bhn] (Phase 3)	Bhiwandi	85,904.12	2024
Metro Brands Ltd	Electrical At Our Old Bhiwadi Warehouse - [Phase 2][Bhs]	Bhiwandi	52,075.76	2024
Metro Brands Ltd	Electrical At Our Old Bhiwadi Warehouse - [Phase 2][Bhs]	Bhiwandi	77,055.42	2024
M/S Pvr Inox Ltd	Fire Work Jasola	Jasola	14,87,567.00	2024
M/S Pvr Inox Ltd	Fire Fighting (Sprinkler And Hydrant), Fire Detection(Eros Inox)	Churchagte	20,20,053.80	2024
M/S Pvr Inox Ltd	Electricals Work	Delhi	1,05,18,155.00	2024
M/S Pvr Inox Ltd	Electricals Work	Delhi	15,51,261.00	2024
M/S Pvr Inox Ltd	Electricals Work	Wakad	1,87,68,662.00	2024
M/S Pvr Inox Ltd	Electricals Work	Jodhpur	25,73,581.00	2024
M/S Pvr Inox Ltd	Electricals Work	Patna	36,12,298.00	2024
M/S. NY CINEMA LLP	Fire Fighting System For NY Cinema Raibareli	Kanpur	₹ 5,55,721.00	2023
M/S. NY CINEMA LLP	Fire Fighting Work	Bhuji	7,39,471.54	2024





M/S. Derive Trading And Resorts Pvt. Ltd.	Fire Fighting Work For Admin Block - Alibaug Admin Block	Alibaug	1,84,528.40	2023
M/S. Derive Trading And Resorts Pvt. Ltd.	Electricals Work - Admin Block	Alibaug	5,07,661.00	2023
Fm India Supply Chain Private Limited	Electricals Work	Bhiwandi	₹ 6,80,670.02	2023
Fm India Supply Chain Private Limited	Electricals Work - Bhiwandi S3 Wh	Bhiwandi	₹ 76,31,115.46	2023
Fm India Supply Chain Private Limited	Electricals Work	Bhiwandi	₹ 38,67,320.20	2023
Fm India Supply Chain Private Limited	Sprinkler Work At Welspun Site S3 Block	Bhiwandi	₹ 6,86,155.84	2023
M/S. Blue Ocean Transtrade Pvt. Ltd.	Electrical Fitting	Uran	7,18,525.60	2023
M/S. Blue Ocean Transtrade Pvt. Ltd.	250A Changeover	Uran	46,267.80	2023
M/S. Blue Ocean Transtrade Pvt. Ltd.	125 KVA Stabilizer	Uran	3,65,800.00	2023
M/S.Isprava Vesta Pvt. Ltd	Electricals Work	Goa	81,719.15	2023
M/S.Isprava Vesta Pvt. Ltd	Electricals Work	Goa	37,430.00	2023
M/S.Isprava Vesta Pvt. Ltd	Warehouse Extra Work	Goa	44,167.00	2023
M/S.Isprava Vesta Pvt. Ltd	Isprava Vesta (Amendmntn Extra Work )	Goa	2,39,053.00	2023
M/S. Mahindra Logistics Limited	Warehouse K3, Shakti Logistics Park, Timer For MHE	Bhiwandi	51,849.20	2023
M/S. Mahindra Logistics Limited	Safety Material	Bhiwandi	39,766.00	2023
M/S. Mahindra Logistics Limited	Electricals Work	Bhiwandi	19,883.00	2023
M/S Palava Induslogic 2 Private Ltd	Narhen Plot-A-Wh-1 / Narhen Plot-A-Wh-1	Palava-Narhen	₹ 5,89,40,816.71	2024
M/S. EROS THEATRE & RESTAURANT PVT LTD	Fire Protection System At EROS, Churchgate, Mumbai.	Churchagte	45,51,448.80	2024
M/S. EROS THEATRE & RESTAURANT PVT LTD	Fire Fighting Sprinkler System & Addressable Fire Alarm System Proposal For Retail Area - Eros Cinema, Churchgate	Churchagte	39,54,369.98	2024
M/S. EROS THEATRE & RESTAURANT PVT LTD	Electrical Works At EROS, Churchgate, Mumbai.	Churchagte	36,34,594.70	2024
M/S. Lifestyle International Pvt. Ltd	Electrical Work -Kothrud Pune	Pune	31,38,709.14	2023
M/S. Lifestyle International Pvt. Ltd	Elec.Homecenter Work - Kothrud Pune	Pune	5,03,130.76	2023
M/S. Lifestyle International Pvt. Ltd	LS - 1658 - Season Mall Pune ( Elec. & Fire Work	Pune	2,74,734.68	2023
M/S. Lifestyle International Pvt. Ltd	LS & HC_GBB- Kothrud Pune	Pune	9,26,272.86	2023
M/S. Lifestyle International Pvt. Ltd	Season Mall LS	Pune	3,80,498.00	2023
M/S. Lifestyle International Pvt. Ltd	LS HC Season Mall	Pune	1,30,479.62	2024
M/S. Lifestyle International Pvt. Ltd	LS HC Kothrud	Pune	1,82,203.32	2024
Indoswift	Electrical Work	Haryana	₹ 24,59,019.96	2024



Indoswift	Electrical Work	Haryana	36,10,454.00	2024
Harish & Co.	Fire Fighting Work Part -1	Goregaon	₹ 65,44,775.00	2023
Harish & Co.	Fire Fighting Work Part -2	Goregaon	70,80,467.76	2023
M/S. Mas Industries Pvt. Ltd	Electrical Work Supply	Taloja	2,12,18,328.12	2023
M/S. Mas Industries Pvt. Ltd	Electrical Work Install	Taloja	23,81,671.88	2023
M/S. Mas Industries Pvt. Ltd	Electrical Install	Taloja	54,280.00	2023
M/S. Mas Industries Pvt. Ltd	Mas Lift Work	Taloja	2,11,456.00	2023
M/S. Mas Industries Pvt. Ltd	HT Cable Work	Taloja	14,28,237.00	2023
M/S. Mas Industries Pvt. Ltd	HT Cable Work	Taloja	2,15,072.00	2023
M/S. Mas Industries Pvt. Ltd	Commissioning Of UPS Work	Taloja	4,78,844.00	2023
M/S. Mas Industries Pvt. Ltd	Commissioning Of UPS Work	Taloja	57,171.00	2023
M/S. Mas Industries Pvt. Ltd	SITC OF ICOG Panel Upgradation Work	Taloja	6,89,710.00	2023
M/S. Mas Industries Pvt. Ltd	Extra Work	Taloja	3,62,036.00	2023
M/S. Mas Industries Pvt. Ltd	Mas Supply	Taloja	13,91,758.00	2023
M/S. Mas Industries Pvt. Ltd	Mas Install	Taloja	1,34,249.00	2023
M/S. Mas Industries Pvt. Ltd	Supply & Install	Taloja	6,13,849.00	2023
M/S. Mas Industries Pvt. Ltd	Supply & Install	Taloja	2,61,748.00	2023
M/S. Mas Industries Pvt. Ltd	Supply & Install	Taloja	4,66,348.00	2023
M/S. Mas Industries Pvt. Ltd	Supply Fire Fighting Work	Taloja	68,98,650.35	2023
M/S. Mas Industries Pvt. Ltd	Install Fire Fighting Work	Taloja	10,07,351.18	2023
M/S. Mas Industries Pvt. Ltd	Supply Fire Fighting Work	Taloja	6,96,683.80	2023
M/S. Mas Industries Pvt. Ltd	Install Fire Fighting Work	Taloja	2,47,370.48	2023
Bombay Hospital	Supply Of Starter Panel	Mahim	45,666.00	2023
M/S. Cinline India Ltd.	Panic Bar & Door Closer Movie Max Huma Kanjurmarg.- Mumbai Head Office	Kanjurmarg	3,11,197.86	2023
M/S. Cinline India Ltd.	Panic Bar & Door Closer Movie Max (SM 5 ) Kalyan Mumbai Head Office	Kalyan	1,44,139.00	2023
M/S. Sun Pharmaceutical Industries Ltd.	Fire Work - Worli	Worli	3,00,570.80	2023
M/S. Sun Pharmaceutical Industries Ltd.	Fire Work - Worli	Worli	82,928.30	2023
M/S. Sun Pharmaceutical Industries Ltd.	Supply + Install Panel Work Electircal	Worli	1,36,172.00	2023
M/S. GOKHALE LANDMARKS LLP	Electrical Work	Pune	3,12,501.00	2023
M/S. Horizon Industrial Parks Pvt. Ltd.	Electrical Work	Pune	₹ 20,02,828.16	2023
M/S. Horizon Industrial Parks Pvt. Ltd.	SITC Of Electrical Works Inside Toilets & External Flood Lights - Block C - CHAKAN (Lumax)	Pune	₹ 4,31,844.00	2023
M/S. Horizon Industrial Parks Pvt. Ltd.	Fire Protection Alarm System Repair & Maintenance Work For TACO Block E -1 At Chakan II	Pune	₹ 3,73,918.00	2023
M/S. Meta Soft Tech Systems Pvt. Ltd	Electrical Supply Panel Work		₹ 4,67,805.10	2023
M/S. BLR LOGISTIKS (I) LTD	Electrical Work	Bhiwandi	₹ 16,63,179.67	2023
M/S. BLR LOGISTIKS (I) LTD	Electrical Work	Bhiwandi	₹ 44,107.60	2023



M/S. Shoppers Shop Ltd	SS Work Ele.LV FPS Work. Wakad	Wakad	₹ 1,58,35,064.28	2023
M/S. Shoppers Shop Ltd	Matadi Invoice	Wakad	₹ 4,72,000.00	2023
M/S. Shoppers Shop Ltd	INT HINJWADI AIR CURTAIN WORKS.	Pune	₹ 52,451.00	2023
M/S. Shoppers Shop Ltd	Elec. Work Chennai	Chennai	₹ 67,49,557.52	2023
M/S. Shoppers Shop Ltd	LV Elec. Work Chennai	Chennai	₹ 33,14,991.29	2023
M/S. Shoppers Shop Ltd	NT ITEM Electrical & LV Work	Chennai	₹ 1,12,262.00	2023
M/S. Shoppers Shop Ltd	NT ITEM Electrical & LV Work	Chennai	₹ 6,92,832.00	2023
M/S. Shoppers Shop Ltd	SSL NEXUS CHNENNAI Fire Extinguisher	Chennai	₹ 92,158.00	2023
M/S. Shoppers Shop Ltd	Shoppers Stop SSL NEXUS CHN NT ELE OPEX ITEM	Chennai	₹ 45,253.00	2023
M/S. Shoppers Shop Ltd	Shoppers Stop SSL NEXUS CHN NT ELE OPEX ITEM	Chennai	4,78,680.94	2023
M/S. Shoppers Shop Ltd	Shoppers Stop Chennai ( Fire)	Chennai	₹ 44,46,912.60	2024
M/S. Shoppers Shop Ltd	Shoppers Stop (Elec)	Chennai	₹ 1,19,55,440.22	2024
M/S. D ARUN KUMAR JAIN	DCB GROUP WAREHOUSE, Chennai,Tamilnadu Eelctrical Work	Tamilnadu	₹ 71,68,072.00	2023
M/S. MEGA PIPES PRIVATE LIMITED	Electricals Work At Khopoli	Khopoli	₹ 89,592.00	2023
M/S. MEGA PIPES PRIVATE LIMITED	Mega Pipe Electrical Work	Khopoli	97,468.00	2023
M/S. GXO Logistic	Electrical Work (Internet Service)	Pune	₹ 33,630.00	2023
M/S. GXO Logistic	Electrical Work For Chakan .	Pune	₹ 2,97,077.00	2023
M/S. SK Somaiya College (SVU)	Electrical Work	Kurla	₹ 5,93,439.70	2023
M/S. SK Somaiya College (SVU)	Electrical Work	Kurla	₹ 6,51,931.12	2023
M/S. SK Somaiya College (SVU)	Electrical Work	Kurla	₹ 92,097.82	2024
M/S. Delhivery Ltd	Electrical Work	Vadodara	₹ 65,54,862.00	2023
M/S. Delhivery Ltd	MS RAMP Work	Vadodara	₹ 5,62,860.00	2023
M/S Chalet Hotels Limited	Electrical Work	Pawai	₹ 4,43,976.00	2023
M/S Chalet Hotels Limited	Vashi Electrical Work	Vashi	₹ 18,17,800.00	2024
M/S Chalet Hotels Limited	Chalet Amedment	Vashi	4,37,203.00	2023
Oasis Projects	Electrical Work	Parel	₹ 21,88,782.00	2023
Gilbarco Veeder Root India Pvt Ltd	Electrical Work	Kurla	82,836.00	2023
Gilbarco Veeder Root India Pvt Ltd	Electrical Work	Kurla	295336.3	2023
Gilbarco Veeder Root India Pvt Ltd	Electrical Work	Kurla	44179.2	2023
Ntt Global Data Centers & Cloud Infrastructure India Private Limited	Electrical Work	Mhape	₹ 50,858.00	2023



Ntt Global Data Centers & Cloud Infrastructure India Private Limited	Electrical Work	Mhape	₹ 54,280.00	2024
Ntt Global Data Centers & Cloud Infrastructure India Private Limited	Electrical Work	Mhape	₹ 2,47,800.00	2024
M/S Antonov Spaces Llp.(Asllp)	Electrical Work	Bkc	₹ 35,28,228.32	2023
M/S Gandhi Realty (India) Private Limited (Bavla)	Fire Work	Bavala	₹ 1,13,26,498.00	2024

**LIST OF ONGOING PROJECTS (As on February 29, 2024)**

Name of the Customer issuing Order	Category	Location	SITC Work order Amount	Date of issue of LOA (Original Date)
Avenue Supermart Ltd. (Yashwantpuram)	Electrical Work	Yashwantpuram	59,14,583.58	16-02-2024
Avenue Supermart Ltd. (Gopalpatnam)	Electrical Work	Gopalpathanam	1,00,97,073.21	22-01-2024
Avenue Supermart Ltd. (Gajuaka)	Electrical Work	Gajuwaka	50,36,809.13	12-01-2024
Avenue Supermart Ltd. (Sachin Surat )	Electrical Work	Gujarat	1,32,04,734.77	12-01-2024
Palara Estate Pvt Ltd	Electrical Work	Haryana	3,07,06,191.28	21-11-2023
Palara Estate Pvt Ltd	Fire Work	Haryana	2,80,54,058.68	20-12-2023
Palara Estate Pvt Ltd	Sprinkler Work	Haryana	1,23,24,950.40	18-12-2023
Palara Estate Pvt Ltd	Fire Work	Harayna	1,23,22,598.40	20-12-2023
Palara Estate Pvt Ltd	Electrical Work	Harayna	4,90,260.50	15-01-2024
Palara Estate Pvt Ltd	Water Curtain	Harayna	76,43,179.78	12-03-2024
Palara Estate Pvt Ltd	Fire Door	Harayna	19,75,320.00	12-03-2024
Palara Estate Pvt Ltd	Water Tank	Harayna	68,23,787.78	15-03-2024
Palara Estate Pvt Ltd	Fire Work	Harayna	17,93,280.22	13-03-2024
Palara Estate Pvt Ltd	Fire Staircase Work	Harayna	35,74,692.00	20-03-2024
Palava Induslogic 2 Private Limited	Electrical Infrastructure Works For Ev Chargers.	Palava-Narhen	23,73,092.00	18-01-2024
Kothur Logistic Park Private Ltd	Fdas Work	Hyderabad	67,26,672.60	11-4-2022
Kothur Logistic Park Private Ltd	Electrical Work	Hyderabad	3,54,31,343.77	11-04-2022
Kothur Logistic Park Private Ltd	Electrical Work	Hyderabad	95,81,600.00	4-08-2022
Kothur Logistic Park Private Ltd	Electrical Work	Hyderabad	6,42,746.00	31-01-2024
Kothur Logistic Park Private Ltd	Electrical Work	Hyderabad	93,51,566.64	30-10-2023
Kothur Logistic Park Private Ltd	Electrical Work	Hyderabad	19,74,529.40	30-01-2024
Kothur Logistic Park Private Ltd	Electrical Work	Hyderabad	95,88,777.94	05-07-2023
Kothur Logistic Park Private Ltd	Fdas Work	Hyderabad	25,44,033.00	31-07-2023
Kothur Logistic Park Private Ltd	Lps Work	Hyderabad	10,95,231.83	12-09-2023
Kothur Logistic Park Private Ltd	Fdas Work	Hyderabad	27,95,249.00	31-06-2023
Kothur Logistic Park Private Ltd	Electrical Work	Hyderabad	1,35,700.00	13-02-2024
Lp Logiscience Llp	Electrical Work	Bhiwandi	15,59,971.00	06-04-2023
Lp Logiscience Llp	Cctv Work	Bhiwandi	46,01,460.74	23-04-2023
Indospace As Industrial Park Pvt Ltd	Electrical Work	Pune	19,52,842.00	27-10-2022
Indospace As Industrial Park Pvt Ltd	Fas Work	Pune	24,02,695.00	22-12-2022
Indospace As Industrial Park Pvt Ltd	Electrical Work	Pune	25,79,743.00	23-02-2023
Indospace As Industrial Park Pvt Ltd	Electrical Work	Pune	2,31,350.80	13-10-2023
Indospace As Industrial Park Pvt Ltd	Electrical Lt Work	Pune	44,98,669.00	27-05-2023
Indospace As Industrial Park Pvt Ltd	Sprinkler Work	Pune	31,28,888.00	24-04-2023
Indospace As Industrial Park Pvt Ltd	Electrical Work	Pune	34,99,786.00	01-04-2023



Indospace As Industrial Park Pvt Ltd	Electrical Work	Pune	2,47,794.00	13-07-2023
Indospace As Industrial Park Pvt Ltd	Electrical Work	Pune	28,78,138.00	13-07-2023
Indospace As Industrial Park Pvt Ltd	Electrical Work	Pune	23,35,964.00	05-02-2024
Indospace As Industrial Park Pvt Ltd	Lps Work	Pune	5,82,557.00	12-09-2023
Indospace As Industrial Park Pvt Ltd	Electrical Work	Pune	4,86,809.00	10-10-2023
Indospace As Industrial Park Pvt Ltd	Fas Work	Pune	1,01,456.00	18-10-2023
Indospace As Industrial Park Pvt Ltd	Fas Work	Pune	4,54,747.00	17-10-2023
Indospace As Industrial Park Pvt Ltd	Electrical Work	Pune	1,81,407.30	12-02-2024
Indospace As Industrial Park Pvt Ltd	Lighting Work	Pune	6,31,612.70	26-12-2023
Indospace As Industrial Park Pvt Ltd	Toilet Work	Pune	1,38,248.00	13-10-2023
Indospace As Industrial Park Pvt Ltd	Cctv Work	Pune	2,32,483.60	22-01-2021
Indospace As Industrial Park Pvt Ltd	Electrical Work	Pune	5,16,926.74	17-05-2021
Indospace As Industrial Park Pvt Ltd	Electrical Work	Pune	3,74,596.32	03-08-2021
Indospace As Industrial Park Pvt Ltd	Lps Work	Pune	24,95,015.60	11-11-2021
Indospace As Industrial Park Pvt Ltd	Cctv Work	Pune	1,13,162.00	31-03-2023
Indospace As Industrial Park Pvt Ltd	Fire Work	Pune	48,09,465.00	31-03-2023
Indospace As Industrial Park Pvt Ltd	Electrical Work	Pune	11,20,764.00	12-12-2023
Indospace As Industrial Park Pvt Ltd	Electrical Work	Pune	12,74,470.80	07-03-2024
Indospace As Industrial Park Pvt Ltd	Fas Work	Pune	16,58,661.00	07-03-2024
Indospace As Industrial Park Pvt Ltd	Lps Work	Pune	12,67,087.54	07-03-2024
Indospace As Industrial Park Pvt Ltd	Fire Work	Pune	1,34,75,628.00	03-01-2024
Indospace As Industrial Park Pvt Ltd	Electrical Work	Pune	23,35,964.00	03-01-2024
Indospace As Industrial Park Pvt Ltd	Electrical Work	Pune	90,641.70	28-03-2024
Horizon Projects Private Limited	Fire Work	Dombivli	65,96,092.61	24-02-2022
Horizon Projects Private Limited	Fire Work	Dombivli	69,80,754.92	24-02-2022
Horizon Projects Private Limited	Fire Work	Dombivli	66,05,125.54	24-02-2022
Horizon Projects Private Limited	Fire Work	Dombivli	67,14,366.39	17-05-2023
Horizon Projects Private Limited	Fire Work	Dombivli	14,14,270.05	12-10-2022
Horizon Projects Private Limited	Fire Alarm	Dombivli	97,41,304.74	24-05-2024
Horizon Projects Private Limited	Fire Work	Dombivli	1,00,30,000.23	18-09-2023
Horizon Projects Private Limited	Fire Work	Dombivli	19,90,448.68	30-01-2024
Horizon Projects Private Limited	Fire Work	Dombivli	1,12,09,853.78	20-05-2023
Eih Limited	Electrical Work	Rajgarah	3,29,86,641.58	30-12-2023
Eih Limited	Electrical Work	Narimanpoint	81,26,555.00	30-05-2023
Anant Raj Hotels Private Ltd	Electrical Work	Jindpur	2,09,89,945.05	31-08-2023
Anant Raj Hotels Private Ltd	Electrical Work	Jindpur	1,40,06,614.00	31-08-2023
Isprava Vesta Pvt. Ltd	Electrical Work	Goa	1,16,55,758.00	28-04-2023
Isprava Vesta Pvt. Ltd	Fire Work	Goa	26,55,000.27	20-11-2023
Runwal Residency Pvt Ltd	Fire Work	Dombvali	53,74,899.79	17-02-2023
Runwal Residency Pvt Ltd	Fire Work	Dombvali	47,23,048.47	23-01-2024
Runwal Residency Pvt Ltd	Fire Work	Dombvali	47,23,048.47	23-01-2024
Erisha Infratech Llp	Electrical Work	Haryana	30,06,320.00	02-02-2024
Fine Organic Industries Limited	Electrical Work	Patalganga	5,14,480.00	06-01-2024
Fine Organic Industries Limited	Electrical Work	Patalganga	5,14,480.00	21-12-2023
Fine Organic Industries Limited	Electrical Work	Patalganga	5,14,480.00	06-01-2024
Faruq Adam Chakki (Electrical Work)	Electrical Work	Gujarat	56,67,630.86	3-10-2023
S.K. Elite Industries Pvt Ltd	Electrical Work	Turnhe	68,67,918.60	07-10-2023
Whispering Heights Real Estate Pvt .Ltd	Electrical Work	Worli	1,77,66,922.00	05-05-2023
Divyasparsh Infra Llp	Fire Work	Pune	2,40,00,000.00	14-10-2023
Horizon Industrial Parks Pvt. Ltd.	Electrical Work	Pune	5,56,358.00	26-05-2023
Horizon Industrial Parks Pvt. Ltd.	Fire Work	Pune	12,42,840.00	14-07-2023
Horizon Industrial Parks Pvt. Ltd.	Electrical Work	Pune	4,80,496.00	17-07-2023
Narsi Interior Infrastructures Pvt Ltd	Electrical Work	Sanataacruz	1,22,77,269.00	27-10-2023



360 Interior Design (India ) Pvt Limited	Electrical Work	Banargatta	72,95,437.00	27-11-2023
360 Interior Design (India ) Pvt Limited	Electrical Work	Banargatta	4,61,697.00	22-02-2024
Kolte Patil Integrated Township Limited	Fire Work	Pune	1,32,00,073.00	16-01-2024
Maharashtra State Board Of Technical Education	Electrical Work	Kurla	2,99,500.00	26-12-2024
Krutharth Shah Bunglow	Electrical Work	Pune	1,14,55,788.10	01-02-2024

## OUR CLIENT BASE

Our reach and presence in the industry can be comprehended by looking at our distinguished list of clientele. They have been dealing in their respected disciplines from years. Our clients are spread across wide variety of sectors. Our strategy is to seek new customers and at the same time secure additional engagements from existing customers by providing timely and improved services.

We believe that our current capabilities and plans for the future will ensure that we are well positioned to attract and develop new customer relationships. Business from new customers is accepted upon consideration of factors such as alignment of capabilities and customer expectation, volume of business and future business, potential for close partnership with long-term association, and an analysis of upfront costs.

The following table illustrates the concentration of our revenues among our top customers:

Particular	For the period ended February 29, 2024		Fiscal 2023		Fiscal 2022		Fiscal 2021	
	Revenue	In %	Revenue	In %	Revenue	In %	Revenue	In %
<b>Top 5 customers</b>	2174.05	33.35%	2485.55	53.06%	2237.76	61.70%	1402.27	71.58%
<b>Top 10 customers</b>	3361.26	51.56%	3327.88	71.05%	2924.66	80.64%	1678.16	85.67%

(Rs. in Lakhs)

## OUR LOCATION

<b>Registered Office</b>	A - 20 , Shiva Industrial Estate Co. Ltd. ,Lake Road , Near Tata Power , Bhandup West, Mumbai- 4000078, Maharashtra, India
<b>Corporate Office</b>	Unit-B-109, 1st Floor, Shiva Estate, Lake Road, Bhandup (West), Mumbai-400078, Maharashtra.
<b>Branch Office</b>	Flat No. 202 M 21, 2nd Floor, City Avenue, Survey No. 131, Near Sayaji Hotel, Wakad, Pimpri –Chinchwad, Tehsil: Haveli, Pune

Please find below the details of past regional expansions and plan of actions, steps taken by the Company for Opening dedicated offices in new regions:

**Market Analysis:** Research the demand for Electrical & Fire contracting services in Pune and Delhi and identify potential competitors.

**Regulatory Compliance:** We have all the local laws and requirements for operating an Electrical & Fire & Fire business in Pune and Delhi.

**Office Space:** We do have suitable office spaces in Pune and Delhi that are accessible and affordable.

**Local Partnerships:** We have connected with local suppliers, subcontractors, and vendors for a smooth supply chain.

**Recruitment:** Hire skilled electricians, project managers, and support staff in Pune and Delhi.

**Client Relationships:** Focus on building strong relationships with clients through excellent service and regular communication.

**Financial Planning:** Create a budget for setting up and operating the branch offices and monitor financial performance.

By following these steps, we had successfully established branch offices in Pune and Delhi, reaching new customers and growing your business.



## **PLANT & MACHINERY**

Since we are in service sector, we do not own any major plant and machinery. We have installed requisite tools and equipment for fabrication, testing and installation of all types of electrical products.

## **CAPACITY UTILIZATION**

Our Company being in the service industry, installed capacity and capacity utilization is not applicable to us.

## **COLLABORATIONS/ TIE – UPS/ JOINT VENTURES**

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

## **EXPORT AND EXPORT OBLIGATION**

Our Company does not have any export and export obligation as on date.

## **OUR GEOGRAPHICAL DISTRIBUTION**

(Rs. in Lakhs)

Particulars	For the Period ended February 29, 2024	For the year ended March 31,		
		2023	2022	2021
Andhra Pradesh	275.73	0.58	0.00	51.51
Bihar	58.17	12.32	25.83	0.00
Delhi	373.41	205.98	0.00	0.00
Goa	89.28	39.09	0.00	0.00
Gujarat	370.40	164.61	188.23	57.32
Haryana	605.91	59.84	329.36	59.14
Himachal Pradesh	7.69	55.51	0.00	0.00
Karnataka	115.18	253.75	185.28	223.73
Kerala	0.00	41.97	0.00	0.00
Madhya Pradesh	181.86	214.51	0.80	0.00
Maharashtra	3447.16	2968.19	2,403.35	1,194.78
Punjab	77.21	61.54	184.01	84.89
Rajasthan	101.50	50.14	1.13	16.11
Tamil Nadu	345.81	20.90	129.74	6.77
Telangana	459.04	475.63	160.08	113.43
Uttar Pradesh	10.29	59.18	2.40	99.40
West Bengal	0.00	0.00	16.30	52.01
<b>Total</b>	<b>6518.64</b>	<b>4683.74</b>	<b>3,626.51</b>	<b>1959.09</b>

## **UTILITIES AND INFRASTRUCTURE FACILITIES**

Our registered office is located at Mumbai. All our offices are equipped with computer systems, servers, relevant software and other communication equipment's, uninterrupted power supply, internet connectivity, security and other facilities, which are required for our business operations to function smoothly.

**Raw Material:** Our company focuses on utilizing finished items and products rather than dealing directly with raw materials. The range of products, including PVC pipes, G.I/M.S. pipes, various cables, light fittings, fixtures, panels, switchgears, distribution boards, and other electrical and safety equipment, indicates a comprehensive offering for different projects. It's beneficial for company to procure materials from authorized distributors and manufacturers based on project requirements and delivered to the Project location.

**Power:** Our Company requires power for the normal requirement of the Office for lighting, systems etc. Adequate power is available which is met through the electric supply.



**Water:** Water is required for human consumption at office and adequate water sources are available from municipal water supply. The requirements are fully met at the existing premises.

**HUMAN RESOURCES**

Our Company believe that our employees are key contributors to our business success and its ability to maintain growth depends to a large extent on our strength in attracting, training, motivating and retaining employees. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for its kind of business. Our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth. Our work processes and skilled resources together with our strong management team have enabled us to successfully implement our growth plans.

As on February 29, 2024 our Company has 92 employees on payroll. Bifurcation is as follows:

Department	Number of Employees
Management/KMP	5
Administration	42
Account & Finance	8
Human Resource & Administration	3
Sales & Marketing	1
Project & Development	17
Technical Support	16
<b>Total</b>	<b>92</b>

We also avail services of contract labour based on business requirement. However, we do not enter into any formal agreement with such contractor.

**SALES AND MARKETING**

Our success lies in the strength of our relationship with our customers who have been associated with our Company for a long period. Our team through their vast experience and good rapport with clients owing to timely and quality delivery of service plays an instrumental role in creating and expanding a work platform for our Company. To retain our customers, our team regularly interacts with them and focuses on gaining an insight into the additional needs of such customers.

Our company has a structured approach to ensuring its sales teams reach their targets and optimizing the sales process.

**Data Monitoring:** Dedicated sales team members continuously monitor data to facilitate better coverage and incentivize team members to meet their sales targets. Data-driven decision-making is crucial for sales success.

**Training Sessions:** Conducting training sessions to establish strong leadership and define clear sales goals and objectives is essential. Training helps sales teams stay aligned with the company's vision and strategies.

**Encouraging Collaboration:** Fostering a collaborative environment among sales teams can lead to better results. Collaboration encourages knowledge sharing and problem-solving among team members.

**Innovation:** Encouraging sales teams to innovate and stay ahead is crucial in today's competitive market. Innovation can lead to new strategies and approaches that set the company apart.

**Meetings:** Regular weekly and monthly meetings are essential for keeping everyone aligned and addressing upcoming requirements and solutions promptly. It ensures that the team is responsive to changing market conditions.

**Region-wise Sales Teams:** Organizing sales teams by region allows for a more focused approach to attending to inquiries and addressing the specific needs of different regions.

**Experienced Marketing Professionals:** Having experienced marketing professionals is key to developing effective marketing strategies and generating leads from diverse sectors.





**Market Research:** Market research and analysis help in understanding customer interests and needs, providing insights to create tailored marketing solutions.

**Digital Marketing:** Leveraging digital marketing channels such as social media, blogging, and SEO is essential for reaching a wide audience and staying competitive in the digital age.

**Public Relations:** Building and maintaining good relations with the public, including customers, partners, and the media, can enhance the company's reputation and trustworthiness.

**Participation in Exhibitions/Seminars:** Engaging in exhibitions and seminars allows the company to showcase its products and services, connect with potential customers, and stay updated on industry trends.

**Email Marketing:** Email marketing is a valuable tool for nurturing leads and maintaining communication with existing customers. Overall, our company seems to have a comprehensive approach to sales and marketing, which should contribute to its success in the market. The combination of data-driven sales strategies and effective marketing techniques is a strong foundation for business growth.

## COMPETITION

Competition is a significant factor that can impact our business. The big companies have a considerable presence in the market and offer a broad range of services across multiple domains. They have a well-established brand image, large teams, and extensive resources, which enable them to offer services at competitive rates.

Apart from these big players, the market also has several other small and mid-sized service providers. While they may not pose significant competition to us, they are still a threat as they offer competitive pricing and can cater to niche requirements that we may not be able to fulfill. Additionally, new startups are emerging in the market, which are agile, innovative, and are rapidly growing. They are leveraging the latest technologies and are adopting unconventional business models, which can pose a threat to us in the long run.

## INSURANCE

The Details of Insurance policies as on date is as follows:

S.No	Insurance Company	Policy Number	Period of Insurance	Details	Sum Assured	Premium Paid
1.	Reliance General Insurance Company Limited	110822327 110012673	From 30/11/2023 to 29/11/2024	Employer Employee Insurance	Rs. 1,26,00,000	Rs. 55,581
2.	Go Digit General Insurance Company	D142802372 / 15042024	20-04-2024 to 19-04-2025	Vehicle Insurance	Rs. 411388.00	Rs. 9040.53
3.	Bajaj Allianz General Insurance Company Ltd	OG-24-1901-8403-00000086	From 05/01/24 To 04/01/25	Group Mediclaim (Floater)	-	Rs. 2,21,485.00

## PROPERTY

### Intellectual Property

Set forth below are the trademarks registered/abandoned/objected in the name of our Company under the Trademarks Act, 1999: -

S.No.	Logo/ Trademark	Class	Nature of Trademark	Owner	Trademark No. & Date
1.		9	Trademark	Rulka Electricals Pvt. Ltd	Trademark No. – 3615210 Date of Registration – 18.08.2023



**The Details of Domain Name registered on the name of the Company is: -**

S. No.	Domain Name and ID	Sponsoring Registrar and IANA ID	Registrant Name	Creation Date	Registration Expiry Date
1.	<a href="http://www.replservices.com">www.replservices.com</a>	Registry Domain ID: 1805388619_DOMAIN_COM-VRSN Registrar IANA ID: 303	Registrar URL: <a href="http://www.publicdomainregistry.com">www.publicdomainregistry.com</a> Registrant Name: Nitin Aher Registrant Organization: Rulka Electricals	01.06.2013	01.06.2024

**IMMOVABLE PROPERTY**

Details of our properties are as follows: -

**Properties owned/Leased by the Company**

S. No.	Details of the Property	Licensor/Lessor/Vendor	Owned/Leased	Consideration/ Lease Rental/ License Fees (in Rs.)	Use
1.	A-20, Shiva Indus.Estate, Lake Rode Bhandup, Bhandup, Mumbai – 400078	Rulka Electricals Private Limited	Owned	Agreement for sale dated May 06, 2019 for Consideration of Rs. 1,81,00,000/- between Mr. Vinayak Gaikwak & Mrs. Savita Gaikwak and Rulka Electricals Private Limited.	Registered Office
2.	Unit-B-109, 1st Floor, Shiva Estate, Lake Road, Bhandup (West), Mumbai-400078, Maharashtra, India	Mr. Mourice Joseph Pinto	Leased	Leave & License Agreement dated December 13, 2023 Rent: Rs. 30250/- p.m. & Deposit of Rs. 100,000/- (One Time interest free) Period: 14 months commencing from January 01, 2024 till February 28, 2024	Corporate Office
3.	Flat No. 202 M 21, 2nd Floor, City Avenue, Survey No. 131, Near Sayaji Hotel, Wakad, Pimpri – Chinchwad, Tehsil: Haveli, Pune	Lokhande Kishore Vasant	Leased	Leave & License Agreement dated June 07, 2023 Rent: Rs. 28875/- p.m. & Deposit of Rs. 50,000/- (One Time interest free) Period: 11 months commencing from February 01, 2024 till December 31, 2024	Branch Office
4.	Unit-B-108, 1st Floor, Shiva Estate, Lake Road, Bhandup (West), Mumbai-400078.	Rulka Electricals Private Limited	Owned	Sale deed dated November 25, 2021 for Consideration of Rs. 82,00,000/- between Mr. Avinash Mulchand Patil & Mrs. Bakul Avinash Patil and Rulka Electricals Private Limited.	Leased



## **KEY 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 Approvals” on page 229 of this Red Herring Prospectus.*

### **THE COMPANIES ACT**

The consolidation and amendment in the law relating to the Companies Act, 1956 made way to the enactment of the Companies Act, 2013 and rules made thereunder.

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

### **SEBI REGULATIONS**

Securities and Exchange Board of India is the regulatory body for securities market transactions including regulation of listing and delisting of securities. It forms various rules and regulations for the regulation of listed entities, transactions of securities, exchange platforms, securities market and intermediaries thereto. Apart from other rules and regulations, listed entities are mainly regulated by SEBI Act, 1992, Securities Contract Regulation Act, 1956, Securities Contracts (Regulation) Rules, 1957, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015.

### **TAX RELATED REGULATIONS**

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

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the provisions of this Act or Rules made under depending upon its “Residential Status” and “Type of Income” involved. U/s 139(1) every Company is required to file its Income tax return for every Previous Year by 30<sup>th</sup> October of the Assessment Year. Other compliances like those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like are also required to be complied by every Company.

#### **Goods and Service Tax Act, 2017**

The Central Goods and Services Tax Act, 2017 is an Act to make a provision for levy and collection of tax on intra-State supply of goods or services or both by the Central Government and for matters connected therewith or incidental thereto. In line with CGST Act, each state Governments has enacted State Goods and Service Tax Act for respective states Goods and Services Tax (GST) is a comprehensive indirect tax on manufacture, sale and consumption of goods and services throughout India to replace taxes levied by the Central and State Governments. This method allows GST-registered businesses to claim tax credit to the value of GST they paid on purchase of goods or services or both as part of their normal commercial activity. The mechanism provides for two level taxation of interstate and intra state transactions. When the supply of goods or services happens within a state called as intra-state transactions, then both the CGST and SGST will be collected. Whereas if the supply of goods or services happens between the states called as inter-state transactions and IGST will be collected. Exports are considered as zero-rated supply and imports are levied the same taxes as domestic goods and services adhering to the destination principle in addition to the Customs Duty which has not been subsumed in the GST

#### **Customs Act, 1962**

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into



India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code). Imported goods in India attract basic customs duty, additional customs duty and education cess. The rates of basic customs duty are specified under the Customs Tariff Act 1975. Customs duty is calculated on the transaction value of the goods. Customs duties are administered by Central Board of Excise and Customs under the Ministry of Finance.

### **State Tax on Profession, Trades, Callings and Employment Rules, 1975**

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional tax is classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner.

## **BUSINESS / TRADE RELATED LAWS / REGULATIONS**

### **The Bureau of Indian Standards Act, 2016 (“BIS Act”)**

The BIS Act, and Rules made thereunder and amendments thereto, establishes, publishes and regulates national standards to ensure conformity assessment, standardization, and quality assurance of goods, articles, processes, systems and services. The BIS Act empowers the Bureau of Indian Standards to inspect and monitor the quality of goods and materials to ensure conformity with the BIS Act. In furtherance of such powers, the officials may inspect the premises for evaluating a manufacturer’s compliance with use of standard marks. The BIS Act also enables the central government to appoint any authority to verify the conformity of products and services to a standard and issue certificate of conformity. Further, the BIS Act sets out inter alia, liability for use of standard mark on products that do not conform to the relevant Indian Standard. Under the BIS Act, such products may be recalled from the market.

The BIS has from time to time notified various Standards on Renewable Energy and the same are applicable on our company in respect of and in accordance with the products manufactured by our Company.

Further in order to ensure that the quality management system of all labs are in line with the requirements of the International Standards of ISO/IEC 17025, the Government has also notified Lab policy for Testing, Standardization and Certification for Renewable Energy Sector.

### **Central Electricity Authority (Measures relating to Safety and Electric Supply) Regulations, 2010:**

These regulations requires that the supplier or a consumer, or the owner, agent or manager of a mine or agent of any company operating in an oil field and like or a contractor who has entered into a contract with a supplier or consumer to carry out the duties incidental to the generation, transformation, transmission, conversion, distribution or use of electricity shall designate person for the purpose to operate and carry out the work on electrical lines and apparatus. These regulations are aimed at ensuring safe handling and operation of electrical lines and apparatus and accordingly requires for the appointment of electrical safety officer and implementation of proper training and like.

### **The Batteries (Management and Handling) Rules, 2001 (“Batteries Rules”)**

The Batteries Rules, apply to every manufacturer, importer, assembler, dealer, recycler, auctioneer, consumer and bulk consumer involved in manufacture, processing, sale, purchase and use of batteries or components. If an entity manufactures products that use lead acid batteries as a component, it will be governed by the Batteries Rules and will have to comply with the necessary safety arrangements as mentioned thereunder.

### **Electricity Act, 2003**

This Act was formulated in the year 2003 to regulate the electricity sector. It provides the framework for the development of the electricity sector. The Act also mentions the preferential tariffs and quotas for opting for renewable energy. The Act deals in the legislation regarding incorporation, generation, transmission, distribution, and also the tariffs in the sale. The distribution of licenses



for grid connectivity has also been incorporated. The issue of the license is the mandatory procurement for using renewable energy at a large scale. The Act also mentions the commissions at the central and state level such as electricity regulatory commissions with the appeal provision provided to an Appellate Tribunal for Electricity (APTEL) which has been created under the Electricity Act. However, if the issue is not solved, then one can directly approach the Supreme Court of India. The Act also applies to solar sector-related disputes.

### **The Indian Electricity Rules, 1956**

These rules lay down the method of transforming and transmission of electricity, types and categories of electrical, conductors, wires and cables to be used for the transformation and transmission of electricity, licensing process, usage of meter, voltage flows in specific areas, eligibility and method of appointing officers for the electricity board of respective states, defaults and mode of appeals and other process related to transforming and transmission of electricity and like.

### **National Electricity Policy, 2005**

This policy was formed in the year 2005 in compliance with Section 3 of the Electricity Act 2003. It allows preferential tariffs for power produced from renewable energy sources. It has completed its past objective of producing enough electricity to ensure access to increase the minimum per capita availability to 1,000 kWh per year by 2012.

An adequate amount of electricity is a need in today's life. The National Electricity Plan formulated under Section 3(4) of the Act requires the Central Electricity Authority (CEA) to frame a National Electricity Plan once every five years and revise them from time to time following the system of National Electricity Policy. Section 73(a) authorizes short-term, prospective plans for the development of an electricity system and coordinates the activities of various planning agencies for the optimum utilization of resources.

### **National Renewable Energy Act, 2015**

This Act was formulated in 2015 with the purpose to promote the sources of renewable energy. The objective of this Act is to encourage the use of renewable energy, mitigate the dependency on fossil fuel, ensure energy security, and reduce local and global pollutants. It aimed at promoting the initiatives against climate change, creating an eco-friendly environment and pollution-free sources of energy. The use of renewable energy will reduce the emissions of CO<sub>2</sub>, greenhouse gases, and other toxic pollutants. The Act also contributes to ensuring the fulfillment of national and international objectives of increasing the share of renewable energy sources.

### **Tariff Policy, 2006**

This policy is the mechanism of the Renewable Purchase Obligation (RPO) that is to fix a minimum percentage of the purchase of energy consumption by the states from renewable energy sources. It also provides a special tariff for the solar energy sector. The policy was formed in 2006 by the Ministry of Power in continuation of the National Electricity Policy, 2005. The percentages for energy purchases that were made applicable for tariffs were to be determined by the State Electricity Regulatory Commission (SERC) from April 2006.

### **National Electricity Plan, 2023**

The Central Electricity Authority (CEA) has notified the National Electricity Plan (NEP) (Vol-I Generation) for the period of 2022-32. According to the NEP document, the projected All India peak electricity demand and electrical energy requirement is 277.2 GW and 1907.8 BU for the year 2026-27 and 366.4 GW and 2473.8 BU for the year 2031-32 as per 20th Electric Power Survey (EPS) Demand projections. The Energy Requirement & Peak Demand are inclusive of the impact due to increased adoption of Electric Vehicles, Installation of Solar roof tops, Production of Green hydrogen, Saubhagya scheme etc. The National Electricity Plan, 2023 provides for steps to be taken to mitigate the energy requirements including targeted clean energy resources.

### **Integrated Energy Policy, 2006**

This integrated policy recommended a particular focus on renewable energy development and set specific targets for capacity addition.



## **Plastic Waste Management (PWM) Rules, 2016 and amendments thereto**

The government of India, through the Ministry of Environment, Forest and Climate Change notified the new Plastic Waste Management Rules, 2016 (through a Gazette notification dated 18 March, 2016). This supersedes the Plastic Waste (Management and Handling) Rules, 2011 that governed such activities earlier. This provides the framework for how plastic waste generators, local bodies, manufacturers, importers etc., to manage plastic waste.

## **ENVIRONMENT LAWS:**

### **National Environmental Policy, 2006**

The Policy seeks to extend the coverage, and fill in gaps that still exist, in light of present knowledge and accumulated experience. This policy was prepared through an intensive process of consultation within the Government and inputs from experts. It does not displace but builds on the earlier policies. It is a statement of India's commitment to making a positive contribution to international efforts. This is a response to our national commitment to a clean environment, mandated in the Constitution in Articles 48 A and 51 A (g), strengthened by judicial interpretation of Article 21. The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource. Following are the objectives of National Environmental Policy:—

- Conservation of Critical Environmental Resources
- Intra-generational Equity: Livelihood Security for the Poor
- Inter-generational Equity
- Integration of Environmental Concerns in Economic and Social Development
- Efficiency in Environmental Resource Use
- Environmental Governance
- Enhancement of resources for Environmental Conservation

### **Environmental Legislations**

The Air (Prevention and Control of Pollution) Act, 1981 (“Air Act”), Water (Prevention and Control of Pollution) Act, 1974 (“Water Act”), aim to prevent, control and abate pollution. The Air Act stipulates that no person shall, without prior written consent of the relevant state pollution control board, establish or operate any industrial plant which emits air pollutants in an air pollution control area, as notified by the state pollution control board. The Water Act aims to prevent and control water pollution and to maintain or restore water purity and any person intending to establish any industry, operation or process or any treatment and disposal system which is likely to discharge sewage or other pollution into a water body is required to obtain prior consent of the relevant state pollution control board. The Forest (Conservation) Act, 1980 (“FCA”) read with Forest (Conservation) Rules, 2003 aim to preserve forest land and provide for restriction on the deforestation of forests or use of forest land for non-forest purpose and requires prior approval for use of forest land for any non-forest purpose. The Environment (Protection) Act, 1986 read with Environment (Protection) Rules, 1986 aim to protect and improve the environment and provide rules for prevention, control and abatement of environment pollution and impose obligation for proper handling, storage, treatment, transportation and disposal of hazardous wastes.,

### **The Noise Pollution (Regulation and Control) Rules, 2000**

These Noise Pollution (Regulation and Control) Rules, 2000 (“Noise Pollution Rules”) were constituted to regulate and control noise producing and generating sources with the objective of maintaining the ambient air quality standards in respect of noise and were considered necessary as increasing ambient noise levels in public places from various sources, inter-alia, industrial activity, construction activity, (fire crackers, sound producing instruments), generator sets, loud speakers, public address systems, music systems, vehicular horns and other mechanical devices have deleterious effects on human health and psychological well-being of the people. The Noise Pollution Rules provide ambient air quality criteria with respect of noise for different areas/zones. The Noise Pollution Rules further provide powers to the authority to enforce the noise control measures in the areas/zones. The Noise Pollution Rules provide modes of making complaints to the authority in case noise levels exceed the ambient noise standards along with penalties and liabilities on account of violations in the silence zones/areas.



## **Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (“Hazardous Waste Rules”) and amendments thereto**

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to dispose of such waste without harming the environment. The term “hazardous waste” has been defined in the Hazardous Waste Rules and any person who has, control over the affairs of the factory or the premises or any person in possession of the hazardous waste has been defined as an “occupier”. Every occupier and operator of a facility generating hazardous waste must obtain authorization from the relevant state pollution control board. Further, the occupier, importer or exporter is liable for damages caused to the environment resulting from the improper handling and disposal of hazardous waste and must pay any financial penalty that may be levied by the respective state pollution control board.

## **Environment Impact Assessment Notification of 2006**

The Ministry of Environment, Forests and Climate Change has notified the Environment Impact Assessment Notification of 2006 in September 2006. The notification makes it mandatory for various projects to get environment clearance.

## **REGULATIONS RELATED TO FOREIGN TRADE AND INVESTMENT**

### **The Foreign Direct Investment**

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“FDI”) through press notes and press releases. The Department for Promotion of Industry and Internal Trade (DPIIT), Ministry of Commerce & Industry, Government of India makes policy pronouncements on FDI through Consolidated FDI Policy Circular/Press Notes/Press Releases which are notified by the Department of Economic Affairs (DEA), Ministry of Finance, Government of India as amendments to the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 under the Foreign Exchange Management Act, 1999 (42 of 1999) (FEMA). DPIIT 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 that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until an updated circular is issued.

The reporting requirements for any investment in India by a person resident outside India under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 are specified by the RBI. Regulation 4 of the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 vide notification No. FEMA. 395/2019-RB dated 17.10.2019 issued by the RBI stipulates the reporting requirement for any investment in India by a person resident outside India. All the reporting is required to be done through the Single Master Form (SMF) available on the Foreign Investment Reporting and Management System (FIRMS) platform at <https://firms.rbi.org.in>.

Under the current FDI Policy of 2020, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations.

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

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce & Industry, Government of India. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the ‘automatic route’ within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIF and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 (“FEMA Regulations”) to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2015 for regulation on exports of goods and services.

### **Ownership restrictions of FIIs**

Under the portfolio investment scheme, the total holding of all FIIs together with their sub-accounts in an Indian company is subject



to a cap of 24% of the paid-up capital of a company, which may be increased up to the percentage of sectoral cap on FDI in respect of the said company pursuant to a resolution of the board of directors of the company and the approval of the shareholders of the company by a special resolution in a general meeting. The total holding by each FII, or in case an FII is investing on behalf of its sub-account, each sub-account should not exceed 10% of the total paid-up capital of a company.

#### **Laws related to Overseas Investment by Indian Entities:**

Overseas investment by Indian Entities are governed under Foreign Exchange Management Act, 1999 under which the central Government of India have notified Foreign Exchange Management (Overseas Investment) Rules, 2022 in suppression of Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations, 2004 and the Foreign Exchange Management (Acquisition and Transfer of Immovable Property Outside India) Regulations, 2015. Followed by the rules, RBI has vide notification no. RBI/2022-2023/110, A.P. (DIR Series) Circular No.12 dated August 22, 2022 have issued Foreign Exchange Management (Overseas Investment) Directions, 2022 and Foreign Exchange Management (Overseas Investment) Regulations, 2022. These legislations frame the investment fields, mode and cap for various sectors and regions, by any person resident in India and the reporting requirements.

#### **Foreign Trade Policy 2023:**

The Central Government of India in exercise of powers conferred under Section 5 of the Foreign Trade (Development & Regulation) Act, 1992 (No. 22 of 1992) [FT (D&R) Act], as amended, has notified Foreign Trade Policy (FTP) 2023 which is effective from April 01, 2023 and shall continue to be in operation unless otherwise specified or amended. It provides for a framework relating to export and import of goods and services. All exports and imports made up to 31.03.2023 shall, accordingly, be governed by the relevant FTP, unless otherwise specified.

#### **LAWS RELATED TO EMPLOYMENT OF MANPOWER:**

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

The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The provisions of this code will be brought into force on a date to be notified by the Central Government.

##### **The Code on Social Security, 2020**

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing 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, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganized Workers' Social Security Act, 2008. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft rules under the Code on Social Security, 2020. The draft rules provide for operationalization of provisions in the Code on Social Security, 2020 relating to employees' provident fund, employees' state insurance corporation, gratuity, maternity benefit, social security and cess in respect of building and other construction workers, social security for unorganized workers, gig workers and platform workers.

##### **The Industrial Relations Code, 2020 ("Industrial Code")**

The Ministry of Law and Justice, with an intent to consolidate and amend laws relating to trade unions, conditions of employment in industrial establishment or undertaking, investigation and settlement of industrial dispute, has introduced the Industrial Code. The Code provides that the Central Government may repeal the provisions of the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946, and the Industrial Disputes Act, 1947 and may supersede them with the applicability of any provision of the Industrial Code. The Industrial Code is a central legislation and extends to the whole of India. The Industrial Code empowers the Central Government to require an establishment in which one hundred or more workers are employed or have been employed on any day in the preceding twelve months to constitute a works committee consisting of representatives of employer and workers engaged in the establishment. The code further requires every establishment with twenty or more workers to have grievance redressal





committees for resolution of disputes arising out of individual grievances. The code bars the jurisdiction of civil courts to any matter to which the provisions of the Industrial Code apply, and provides for establishment of industrial tribunals for adjudication of such matters. The Industrial Code provides for provisions pertaining to lay-off and retrenchment of employees and closure of establishments and compensation provisions in relation thereto. The Industrial Code provides for monetary fines, penalties and imprisonment in case of contravention of the provisions of the code.

### **Employees Provident Fund and Miscellaneous Provisions Act, 1952**

Under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 (EPF Act), compulsory provident fund, family pension fund and deposit linked insurance are payable to employees in factories and other establishments. The legislation provides that an establishment employing more than 20 (twenty) persons, either directly or indirectly, in any capacity whatsoever, is either required to constitute its own provident fund or subscribe to the statutory employee's provident fund. The employer of such establishment is required to make a monthly contribution to the provident fund equivalent to the amount of the employee's contribution to the provident fund. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

### **Payment of Gratuity Act, 1972, as amended (the "Gratuity Act")**

The Gratuity Act establishes a scheme for the payment of gratuity to employees engaged in every factory, mine, oil field, plantation, port and railway company, every shop or establishment in which ten or more persons are employed or were employed on any day of the preceding twelve months and in such other establishments in which ten or more employees are employed or were employed on any day of the preceding twelve months, as notified by the Central Government from time to time. Penalties are prescribed for non-compliance with statutory provisions.

Under the Gratuity Act, an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement, resignation, superannuation, death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will not be contingent upon an employee having completed five years of continuous service. The maximum amount of gratuity payable may not exceed 1 million.

Certain other laws and regulations that may be applicable to our Company in India include the following:

- Employees' State Insurance Act, 1948
- Minimum Wages Act, 1948 and Maharashtra Minimum Wages Rules, 1963 ("MWA Rules")
- Industrial (Development and Regulation) Act, 1951 ("IDRA")
- Industrial Disputes Act, 1947 ("ID Act")
- The Factories Act, 1948
- Payment of Bonus Act, 1965 ("POB Act")
- Child Labour (Prohibition and Regulation) Act, 1986
- Inter-State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("SHWW Act")
- Equal Remuneration Act, 1976 ("ER Act")
- Contract Labour Regulation and Abolition) Act, 1970 (CLRA) and Contract Labour (Regulation and Abolition) Central Rules, 1971 (Contract Labour Rules)
- Workmen Compensation Act, 1923 ("WCA")
- Maternity Benefit Act, 1961 ("Maternity Act")
- Industrial Employment Standing Orders Act, 1946

## **LAWS RELATING TO INTELLECTUAL PROPERTY**

### **Trademarks Act, 1999**

Under the Trademarks Act, 1999 ("Trademarks Act"), a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A 'mark' may consist of a device, brand, heading, label, ticket, name signature, word, letter, numeral, shape of goods, packaging or combination of



colors or any combination thereof.

#### **The Patents Act, 1970:**

The Patents Act, 1970 as amended from time to time, in India has been enacted to protect inventions. Patents provide the exclusive rights for the owner of a patent to make, use, exercise, distribute and sell a patented invention. The patent registration confers on the patentee the exclusive right to use, manufacture and sell his invention for the term of the patent.

#### **The Designs Act, 2000 (Designs Act)**

The objective of Designs Act and rules made thereunder it to promote and protect the design element of industrial production. It is also intended to promote innovative activity in the field of industries. The Controller General of Patents, Designs and Trade Marks appointed under the Trademarks Act shall be the Controller of Designs for the purposes of the Designs Act. When a design is registered, the proprietor of the design has copyright in the design during ten years from the date of registration.

#### **OTHER GENERAL RULES AND REGULATIONS:**

##### **The Micro, Small and Medium Enterprises Development Act, 2006 (“MSME Act”):**

MSME Act was enacted to provide for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. Any person who intends to establish (a) a micro or small enterprise, at its discretion; (b) a medium enterprise engaged in providing or rendering of services may, at its discretion; or (c) a medium enterprise engaged in manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 is required to file a memorandum before such authority as specified by the State Government or the Central Government. The form of the memorandum, the procedure of its filing and other matters incidental thereto shall be such as may be specified by the Central Government, based on the recommendations of the advisory committee. Accordingly, in exercise of this power under the MSME Act, the Ministry of Micro, Small and Medium Enterprises notification dated September 18, 2015 specified that every micro, small and medium enterprises is required to file a Udyog Adhaar Memorandum in the form and manner specified in the notification.

#### **State Laws**

We operate in various states. Accordingly, legislations passed by the state governments are applicable to us in those states. These include legislations relating to, among others, Shops and Establishment Act, classification of fire prevention and safety measures and other local licensing. Further, we require several approvals from local authorities such as municipal bodies. The approvals required may vary depending on the state and the local area.

#### **Municipality Laws**

Pursuant to the Constitution (Seventy-Fourth Amendment) Act, 1992, the respective state legislatures in India have power to endow the municipalities with power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India. The respective states of India have enacted laws empowering the municipalities to issue trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

#### **Other regulations:**

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Indian Contract Act 1872, Specific Relief Act 1963, Negotiable Instrument Act 1881, The Information Technology Act, 2000, Sale of Goods Act 1930 and Consumer Protection Act 1986, The Arbitration & Conciliation Act, 1996 are also applicable to the company.

#### **PROPERTY RELATED LAWS**

The Company is required to comply with central and state laws in respect of property. Central Laws that may be applicable to our Company's operations include the Land Acquisition Act, 1894, the Transfer of Property Act, 1882, Registration Act, 1908, Indian Stamp Act, 1899, and Indian Easements Act, 1882.



## HISTORY AND CORPORATE STRUCTURE

### **Brief History and Background**

Our Company was originally incorporated on May 30, 2013 as “Rulka Electricals Private Limited” under the provisions of the Companies Act, 1956 with the Registrar of Companies, Maharashtra, Mumbai. Subsequently our Company was converted into Public Limited Company and name of company was changed from “Rulka Electricals Private Limited” to “Rulka Electricals Limited” vide fresh certificate of incorporation August 2, 2023 issued by the Registrar of Companies, Maharashtra, Mumbai.

Our Company was originally promoted by Mr. Rupesh Laxman Kasavkar, Mr. Nitin Indrakumar Aher who were the initial subscribers to the Company’s Memorandum and Articles of Association. Mr Rupesh Laxman Kasavkar, Mr. Nitin Indrakumar Aher are the present promoters of our Company.

As on date of this Red Herring Prospectus, our Company has 36 (Thirty six) shareholders.

For information on our Company’s profile, activities, services, market, growth, technology, managerial competence, standing with reference to prominent competitors, major suppliers, please refer the sections entitled “*Industry Overview*”, “*Business Overview*”, “*Our Management*”, “*Financial information of our company*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 102, 116, 156, 173 and 213 respectively.

### **Address of Registered Office:**

The Registered Office of the Company is situated at A - 20 , Shiva Industrial Estate Co. Ltd. ,Lake Road , Near Tata Power , Bhandup West, Mumbai- 400078, Maharashtra, India.

### **Changes in Registered Office of the Company since incorporation**

There has not been any change in our Registered Office since incorporation till date of this Red Herring Prospectus except below change:

<b>From</b>	<b>To</b>	<b>With effect from</b>	<b>Reason for Change</b>
Shop No 225, BMC Market,, Bhandup (W),Mumbai - 400078,Maharashtra, INDIA	Shop no. 217, BMC Complex, Dreams Compound, Station Road, Near Station Plaza, Bhandup-West, Mumbai-400078, Maharashtra, India	November 1, 2013	For Administrative Convenience
Shop no. 217, BMC Complex, Dreams Compound, Station Road, Near Station Plaza, Bhandup-West, Mumbai-400078, Maharashtra, India	A/41, Shiva Industrial Estate, Lake Road, Bhandup-West, Mumbai-400078, Maharashtra, India	November 15, 2015	For Administrative Convenience
A/41, Shiva Industrial Estate, Lake Road, Bhandup-West, Mumbai-400078, Maharashtra, India	G No 50, Lake Road, Shiva FN,Bhandup-West,Mumbai-400078,Maharashtra, India	July 23, 2018	For Administrative Convenience
G No 50, Lake Road, Shiva FN, Bhandup-West,Mumbai-400078,Maharashtra, India	A - 20 , Shiva Industrial Estate Co.Ltd. ,Lake Road , Near Tata Power , Bhandup- West,Mumbai-400078,Maharashtra, India	February 17, 2020	For Administrative Convenience

### **Our Main Object**

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

1. To carry on the business of electrical repairs, installation and maintenance of all kinds of electrical products including electrical wiring, outlets, light fixtures, and electrical panels, generators, switchgears, transformers, machinery apparatus, tools wire and cables, lamps, fans, fittings and equipment’s.



2. To carry on in India or elsewhere, either alone or jointly with one or more person, Government, local bodies or other bodies, the business to construct, finish, repair, maintain, search, survey, examine, inspect, locate, modify own operate protect, promote, reconstruct, dig, renovate etc.
3. To carry on in India or elsewhere, either alone or jointly with one or more person, Government, local bodies or other bodies, the business of supplying Firefighting equipment, alarms, security systems, CCTV camera setup, Firefighting Accessories, and other allied activities in the setting up of fire systems.
4. To carry on the Business of sale and purchase of property taking civil and electric contracts of construction and /or development of roads, buildings, highway, and to develop construct any type of infrastructure facilities, express ways as contractor or subcontractor for Government or semi Government or for other parties under any of their schemes or on the same or otherwise and to give consultancy and other services, and to acquire by purchase, lease, exchange, heir, or otherwise lands and property of any nature or any interest in the same and to erect and construct houses, buildings, roads, bridges and infrastructure facilities or work of every description on any lands or property of any nature or any interest in the same and colonizing and to erect and construct houses, buildings, roads, bridges and infrastructure facilities of work of every description on and land of the company or upon any other land or property and to pull down, rebuild, enlarge alter and improve existing houses, buildings, roads, bridges, any other infrastructure facilities and work thereon to convert and appropriate and such lands into roads, streets, squares, gardens and other conveniences and generally to deal with and improve the property of the company or any other property.

### Changes in Memorandum of Association

Except as stated below there has been no change in the Memorandum of Association of our Company since its Incorporation:

Sr. No.	Particulars	Date of Meeting	Type of Meeting
1.	Increase in Authorised Capital of the Company from Rs. 1,00,000 (One Lakhs) divided into 10,000 equity shares of Rs. 10/- each to Rs. 11,00,000 (Eleven Lakhs) divided into 1,10,000 equity shares of Rs. 10/- each	August 10, 2017	Extra-Ordinary General Meeting
2.	Increase in Authorised Capital of the Company from Rs. 11,00,000 (Eleven Lakhs) divided into 1,10,000 equity shares of Rs. 10/- each to Rs. 1,00,00,000 (One Crores) divided into 10,00,000 equity shares of Rs. 10/- each	February 17, 2022	Extra-Ordinary General Meeting
3.	Alteration in object clause of Memorandum of Association.	July 8, 2022	Extra-Ordinary General Meeting
4.	Increase in Authorised Capital of the Company from Rs. 1,00,00,000 (One Crores) divided into 10,00,000 equity shares of Rs. 10/- each to Rs. 5,00,00,000 (Five Crores) divided into 50,00,000 equity shares of Rs. 10/- each	March 9, 2023	Extra-Ordinary General Meeting
3.	Conversion of Company into Public Limited Company and change in name of company from “Rulka Electricals Private Limited” to Rulka Electricals Limited vide fresh Certificate of Incorporation issued by Registrar of Companies, Mumbai dated August 2, 2023.	June 27, 2023	Extra-Ordinary General Meeting

### Adopting New Articles of Association of the Company

Our Company has adopted a new set of Articles of Association of the Company, in the Extra-Ordinary General Meeting of the Company dated November 11, 2023.

### Key Events and Mile Stones

Year	Key Events / Milestone / Achievements
2013-14	Incorporation of the Company in the name and style of “Rulka Electricals Private Limited”
2023-24	Converted into Public Limited Company vide fresh certificate of incorporation dated August 2, 2023.

### Other Details about our Company

For details of our Company’s activities, products, growth, technology, marketing strategy, competition and our customers, please refer



section titled “*Business Overview*”, “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” and “*Basis for Offer Price*” on pages 116, 213 and 91 respectively of this Red Herring Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to sections titled “*Our Management*” and “*Capital Structure*” beginning on pages 156 and 65 of this Red Herring Prospectus respectively.

#### **Acquisition of Business/Undertakings & Amalgamation**

There has been no acquisition of business/undertakings, mergers, amalgamation since incorporation.

#### **Holding Company**

As on the date of this Red Herring Prospectus, there is no holding company of our Company.

#### **Subsidiary of our Company**

As on the date of this Red Herring Prospectus, there are no subsidiaries of our Company.

#### **Capital raising (Debt / Equity)**

For details in relation to our capital raising activities through equity, please refer to the chapter titled “*Capital Structure*” beginning on page 65 of this Red Herring Prospectus. For details of our Company’s debt facilities, please refer section “*Financial Information of our Company*” on page 173 of this Red Herring Prospectus.

#### **Time and Cost overruns in setting up projects**

There has been no time / cost overrun in setting up projects by our Company.

#### **Injunction or restraining order**

There are no injunctions/ restraining orders that have been passed against the Company.

#### **Revaluation of Assets**

Our Company has not revalued its assets since incorporation

#### **Defaults or Rescheduling of borrowings with financial institutions/banks and Conversion of loans into Equity Shares**

There have been no defaults or rescheduling of borrowings with any financial institutions/banks as on the date of this Red Herring Prospectus. Furthermore, except as disclosed in chapter titled “*Capital Structure*” beginning on Page 65 of this Red Herring Prospectus, none of the Company's loans have been converted into equity in the past.

#### **Lock-out or strikes**

Our Company has, since incorporation, not been involved in any labour disputes or disturbances including strikes and lockouts. As on the date of this Red Herring Prospectus, our employees are not unionized.

#### **Shareholders of our Company:**

Our Company has 36 (Thirty-Six) shareholders as on the date of this Red Herring Prospectus. For further details on the shareholding pattern of our Company, please refer to the chapter titled “*Capital Structure*” beginning on page 65 of this Red Herring Prospectus.

#### **Changes in the Management**

For details of change in Management, please see chapter titled “*Our Management*” on page 156 of this Red Herring Prospectus.



### **Changes in activities of our Company during the last five (5) years**

There has been no change in the business activities of our Company during last five (5) years from the date of this Red Herring Prospectus which may have had a material effect on the profit/loss account of our Company except as mentioned in Material development in chapter titled “*Management’s discussion and analysis of financial conditions & results of operations*” beginning on page 213 of this Red Herring Prospectus.

### **Shareholders Agreements**

As on the date of this Red Herring Prospectus, there are no subsisting shareholder’s agreements among our shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same.

### **Collaboration Agreements**

As on the date of this 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.

### **OTHER AGREEMENTS**

#### **Non-Compete Agreement**

Our Company has not entered into any Non-compete Agreement as on the date of filing of this Red Herring Prospectus.

#### **Joint Venture Agreement**

Except the agreements entered in the ordinary course of business carried on or intended to be carried on by us, we have not entered into any other Joint Venture agreement.

#### **Strategic Partners**

Except as mentioned in this Red Herring Prospectus, Our Company does not have any strategic partners as on the date of this Red Herring Prospectus.

#### **Financial Partners**

Our Company does not have any financial partners as on the date of this Red Herring Prospectus.

### **Corporate Profile of our Company**

For details on the description of our Company’s activities, the growth of our Company, please see “*Business Overview*”, “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” and “*Basis of Offer Price*” on pages 116, 213 and 91 of this Red Herring Prospectus.



## OUR MANAGEMENT

**Board of Directors:** As per the Articles of Association, our Company is required to have not less than Three (3) Directors and not more than Fifteen (15) Directors. Currently, our Company has five (5) directors comprising, two Executive Directors, and three Non-Executive Independent Directors including one Woman Director.

The following table sets forth the details regarding our Board of Directors of our Company as on the date of filing of this Red Herring Prospectus:

S. No.	Name, Father's, Age, Designation, Address, Experience, Occupation, Qualifications, Nationality & DIN	Date of Appointment	No. of Equity Shares held & % of Share holding (Pre-Offer)	Other Directorships
1.	<p><b>Mr. Rupesh Laxman Kasavkar</b>  <b>Father Name:</b> Laxman Narayan Kasavkar  <b>Date of Birth:</b> 13/01/1980  <b>Age:</b> 43 Years  <b>Designation:</b> Chairman cum Managing Director  <b>Address:</b> A - 1305, Arunoday Tower, S.P.S Marg, Bhandup West, Mumbai-400078, Maharashtra, India  <b>Experience:</b> 20 Years  <b>Occupation:</b> Business  <b>Qualifications:</b> Diploma in Electrical Engineering  <b>Nationality:</b> Indian  <b>DIN:</b> 06546906</p>	<p>Originally appointed on the Board as Director w.e.f. May 30, 2013.</p> <p>Further designated as Chairman cum Managing Director w.e.f. March 01, 2023 for five years.</p>	14,73,360 Equity Shares; 43.13% of Pre- Offer Paid up capital	<p>Indian Companies- Nil</p> <p>Foreign Companies- Nil</p>
2.	<p><b>Mr. Nitin Indrakumar Aher</b>  <b>Father Name:</b> Mr. Indrakumar Jayram Aher  <b>Date of Birth:</b> 18/12/1979  <b>Age:</b> 43 Years  <b>Designation:</b> Whole Time Director  <b>Address:</b> Building No 4/B, Flat No 1006, Dheeraj Dreams, Near Bhandup Railway Station, Bhandup West, Mumbai-400078, Maharashtra, India.  <b>Experience:</b> 20 Years  <b>Occupation:</b> Business  <b>Qualifications:</b> Diploma in Electrical Engineering  <b>Nationality:</b> Indian  <b>DIN:</b> 06546905</p>	<p>Originally appointed on the Board as Director w.e.f. May 30, 2013.</p> <p>Further designated as Whole Time Director w.e.f. March 01, 2023 for five years.</p>	14,73,360 Equity Shares; 43.13% of Pre- Offer Paid up capital	<p>Indian Companies- Nil</p> <p>Foreign Companies- Nil</p>
3.	<p><b>Mr. Milind Ramnath Dhumal</b>  <b>Father Name:</b> Mr.Ramnath Sadashiv Dhumal  <b>Date of Birth:</b> 08/06/1978  <b>Age:</b> 45 Years  <b>Designation:</b> Independent Director  <b>Address:</b> Flat No. 501, Floor-5, Building-1,Rosa Classique, Behind Yashraj Park, Ghodbunder Road, Kasarvadavali, Thane, West, Thane-400615, Maharashtra, India.  <b>Experience:</b> 18 Years  <b>Occupation:</b> Business</p>	<p>Appointed as Additional Independent Director w.e.f September 9, 2023</p> <p>Further regularized as Independent</p>	NIL	<p>Indian Companies:  ➤ Krishaa Enerdeck Private Limited</p> <p>Foreign Companies- Nil</p>



S. No.	Name, Father's, Age, Designation, Address, Experience, Occupation, Qualifications, Nationality & DIN	Date of Appointment	No. of Equity Shares held & % of Share holding (Pre-Offer)	Other Directorships
	<b>Qualifications:</b> Bachelor of Engineering (Electrical) <b>Nationality:</b> Indian <b>DIN:</b> 09186676	Director w.e.f. September 30, 2023 for 5 years		
4.	<b>Mr. Sandeep Janu Sawant</b> <b>Father Name:</b> Mr. Janu Raghunath Sawant <b>Date of Birth:</b> 23/10/1979 <b>Age:</b> 44 Years <b>Designation:</b> Independent Director <b>Address:</b> 306 Navnath Shraddha, Karve Road, Dombivali(W), Kalyan, Thane-- 421202, Maharashtra, India <b>Experience:</b> 20 Years <b>Occupation:</b> Service <b>Qualifications:</b> Bachelor of Commerce <b>Nationality:</b> Indian <b>DIN:</b> 10307291	Appointed as Additional Independent Director w.e.f. September 9, 2023  Further regularized as Independent Director w.e.f. September 30, 2023 for 5 years	NIL	Indian Companies- Nil  Foreign Companies- Nil
5.	<b>Name:</b> Ms. Nishi Jayantilal Jain <b>Father Name:</b> Mr. Jayantilal Pukhraj Jain <b>Date of Birth:</b> 25/03/1992 <b>Age:</b> 30 Years <b>Designation:</b> Independent Director <b>Address:</b> 904 Nakoda Heights, Dadoji Konddeo Cross Lane, Near Kapreshwar Mandir, Ghodapdeo, Byculla (E) Mumbai-400033, Maharashtra, India <b>Experience:</b> 7 Years <b>Occupation:</b> Professional <b>Qualifications:</b> Company Secretary <b>Nationality:</b> Indian <b>DIN:</b> 08964338	Appointed as Additional Independent Director w.e.f. June 22, 2023  Further regularized as Independent Director w.e.f. September 30, 2023 for 5 years	NIL	Indian Companies: <ul style="list-style-type: none"> <li>➤ Thespian Dramatics Private Limited</li> <li>➤ Galacto Dairy Products Private Limited</li> <li>➤ Hudududu Digital Media Private Limited</li> <li>➤ Khanish Investment Consultancy Private Limited</li> </ul> <b>LLP</b> Ravenshield Consultant LLP  Foreign Companies- Nil

## **BRIEF PROFILE OF OUR DIRECTORS**

### **1. Mr. Rupesh Laxman Kasavkar, Chairman cum Managing Director, Age: 43 Years**

Mr Rupesh Laxman Kasavkar, aged 43 years is Chairman cum Managing Director and also the founding Promoter of our Company. He was appointed on the Board on May 30, 2013 and further designated as the Chairman cum Managing Director of the Company w.e.f March 1, 2023 for a period of 5 years. He holds Diploma in Electrical Engineering. He is having experience of 20 years in this sector. He has worked with Blue Star Ltd. on the designation of Apprentice Trainee Engineer. He has also worked with Vishal Electricals and R.K. Electricals as site supervisor/engineer. He has in-depth experience of site supervising and electrical maintenance work. He has been instrumental in taking major policy decision of the Company. He is playing vital role in formulating business strategies and effective implementation of the same. He is responsible for the sustained growth of our Company and managing the overall business affairs of the Company. His experience and exposure helps the Board to take appropriate strategic decision in the current competitive business era.

### **2. Mr. Nitin Indrakumar Aher, Whole Time Director, Age: 43 Years**

Mr. Nitin Indrakumar Aher, aged 43 years is the Whole Time Director and also founding Promoter of our Company. He holds Diploma in Electrical Engineering and Diploma in Software Technology. He was originally appointed on the Board on May 30, 2013 and further reappointed as Whole Time Director w.e.f. March 1, 2023 for a period of 5 years. He is having experience of 20 years in the





field of Electrical & Associated work. He has worked with Bharat Parekh & Associates and A D Associates on the designation of CAD Electrical Engineer and Site/ Project Engineer respectively. He is instrumental in promoting the overall strategy and growth of our Company and has been responsible for strategizing the management and expansion of the business.

### **3. Mr. Milind Ramnath Dhumal, Independent Director, Age: 45 Years**

Mr. Milind Ramnath Dhumal, aged 45 years, is the Non-Executive and Independent Director of our Company. He holds degree in Bachelor of Engineering (Electrical). He was appointed on the Board as Independent Director w.e.f. September 9, 2023. He is having of experience of 18 years in the field of Sales and Marketing.

### **4. Mr. Sandeep Janu Sawant, Independent Director, Age: 44 Years**

Mr. Sandeep Janu Sawant, aged 44 years is Non-Executive and Independent Director of our Company. He was appointed on the Board as Independent Director w.e.f. September 9, 2023. He has degree of Bachelor of Commerce having experience of 20 Years in the field of Accounts and Finance. As the Independent Director of our Company he is responsible for providing his expertise & inputs in relation to finance and also ensuring that the board adheres to the required corporate governance requirements.

### **5. Ms. Nishi Jayantilal Shah, Independent Director, Age: 30 Years**

Ms. Nishi Jayantilal Jain, aged 30 years is Non –Executive and Independent Director of our Company. She was appointed on the Board on June 22, 2023 as Independent Director. She is a company Secretary by qualification having experience of 7 Years in the field of Company compliances matters. As an Independent Director of our Company she is responsible for providing her expertise in Management and compliance related matters of our Company and also provides inputs in corporate governance matters.

### **Confirmations**

- None of our Directors is or was a director of any listed company during the last five years preceding the date of this Red Herring Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in such company.
- None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange during the tenure of their directorship in such company.
- None of the above-mentioned Directors are on the RBI list of willful defaulters or fraudulent borrower as on the date of filling of this Red Herring Prospectus.
- Further, our Company, our Promoters, persons forming part of our Promoter Group, Directors and person in control of our Company has/ have not been not debarred from accessing the capital market by SEBI or any other Regulatory Authority.
- There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of Directors and promoters of our company.

Except as disclosed in chapter titled “*Outstanding Litigations and Material Developments*” beginning on Page 223 of this Red Herring Prospectus, there is no criminal cases filed or being undertaken with regard to alleged commission of any offence by any of our directors which also effected the business of our company and none of directors of our Company have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc.

Further, our Company, our Promoters, persons forming part of our Promoter Group, Directors and person in control of our Company has/ have not been not debarred from accessing the capital market by SEBI or any other Regulatory Authority.

### **Nature of any family relationship between any of our Directors:**

None of the Directors of the Company are related to each other as per Sec 2 (77) of Companies Act, 2013.

### **Arrangements with major Shareholders, Customers, Suppliers or Others:**

We have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which any of our directors were selected as Directors or members of the senior management.



### **Service Contracts:**

The Directors of our Company have not entered into any service contracts with our company which provides for benefits upon termination of their employment.

### **Details of Borrowing Powers of Directors**

Our Company has passed a Special Resolution in the Extra-ordinary General Meeting of the members held on March 20, 2023 authorizing the Board of Directors of the Company under Section 180 (1) (c) of the Companies Act, 2013 to borrow from time to time all such money as they may deem necessary for the purpose of business of our Company notwithstanding that money borrowed by the Company together with the monies already borrowed by our Company may exceed the aggregate of the paid up share capital and free reserves provided that the total amount borrowed by the Board of Directors shall not exceed the sum of Rs. 10 Crore (Rupees Ten Crores only).

### **Compensation of our Managing Director and Whole Time Directors**

The compensation payable to our Managing Director and Whole-time Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2(54), 2(94), 188,196,197,198 and 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act,2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force).

The following compensation has been approved for Managing Director and Whole Time Director:

Particulars	Mr. Rupesh Laxman Kasavkar	Mr. Nitin Indrakumar Aher
Re-Appointment / Change in Designation	March 1, 2023	March 1, 2023
Designation	Managing Director	Whole Time Director
Term of Appointment	5 Years	5 Years
Remuneration Payable from FY 2023-24	Upto ₹50.00 Lakhs per annum	Upto ₹50.00 Lakhs per annum
Remuneration paid for Year 2022-23	Rs. 25.36 Lakhs per annum	Rs. 25.36 Lakhs per annum

*Our company does not have any Subsidiary Company.*

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

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

### **Sitting Fee**

The Articles of Association of our Company provides that payment of sitting fees to Directors (other than Managing Director & Whole- Time Directors) for attending a meeting of the Board or a Committee thereof shall be decided by the Board of Directors from time to time within the applicable maximum limits. Our Board of Directors has resolved in their meeting dated October 3, 2023 for payment to all Non-Executive Independent Directors for attending each such meeting of the Board or Committee thereof.

### **SHAREHOLDING OF OUR DIRECTORS IN OUR COMPANY**

Sr. No.	Name of Director	No. of Shares held	Holding in %
1.	Mr. Rupesh Laxman Kasavkar	14,73,360	43.13
2.	Mr. Nitin Indrakumar Aher	14,73,360	43.13

*None of the Independent Directors of the Company holds any Equity Shares of Company as on the date of this Red Herring Prospectus*

Our Articles of Association do not require our directors to hold any qualification Equity Shares in the Company.



## **INTEREST OF DIRECTORS**

All the Directors may be deemed to be interested to the extent of fees payable to them for attending meetings of the Board of Directors or a Committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them under the Articles, and to the extent of remuneration paid to them for services rendered as an officer or employee of the Company. For further details, please refer- “*Compensation of our Managing Director a Whole Time Directors*” above, under chapter titled “*Our Management*” beginning on page 156 of this Red Herring Prospectus.

Our directors may also be regarded as interested to their shareholding and dividend payable thereon, if any, Our Directors are also interested to the extent of Equity Shares, if any held by them in our Company or held by their relatives. Further our directors are interested in the Company in the following manner:

<b>Directors</b>	<b>Particulars</b>
Mr Rupesh Laxman Kasavakar	-Mortgage of personal property for loan availed by Company from ICICI Bank Limited - Personal guarantee for loan availed by Company from ICICI Bank Limited.
Mr Nitin Indrakumar Aher & Preeti Aher	-Mortgage of personal property for loan availed by Company from ICICI Bank Limited.
Mr. Nitin Indrakumar Aher	-Mortgage of personal property for loan availed by Company from ICICI Bank Limited. - Personal guarantee for loan availed by Company from ICICI Bank Limited.

Further our director may also be interested to the extent of unsecured loans, if any, given by them to our Company or by their relatives or by the companies/ firms in which they are interested as directors/Members/Partners. Further our directors may also be interested to the extent of loans, if any, taken by them or their relatives or taken by the companies/ firms in which they are interested as Directors/Members/Partners.

All Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any Company in which they hold Directorships or any partnership firm in which they are partners.

Except as stated otherwise in this Red Herring Prospectus, our Company has not entered into any Contract, Agreements or Arrangements during the preceding two years from the date of this Red Herring Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be entered into with them.

Except as stated in this section “*Our Management*” or the section titled “*Restated Financial Statement - Related Party Transactions*” beginning on page 156 and 173 respectively of this Red herring Prospectus, and except to the extent of shareholding in our Company, our directors do not have any other interest in our business.

### **Interest in the property of Our Company**

Except as disclosed above and in the chapters titled “*Business Overview*” and “*Restated Financial Statement –Related Party Transactions*” and “*History and Corporate Structure*” on page 116, 173 and 152 respectively of this Red Herring Prospectus, our Directors do not have any interest in any property acquired two years prior to the date of this Red Herring Prospectus.

## **CHANGES IN BOARD OF DIRECTORS IN LAST 3 YEARS**

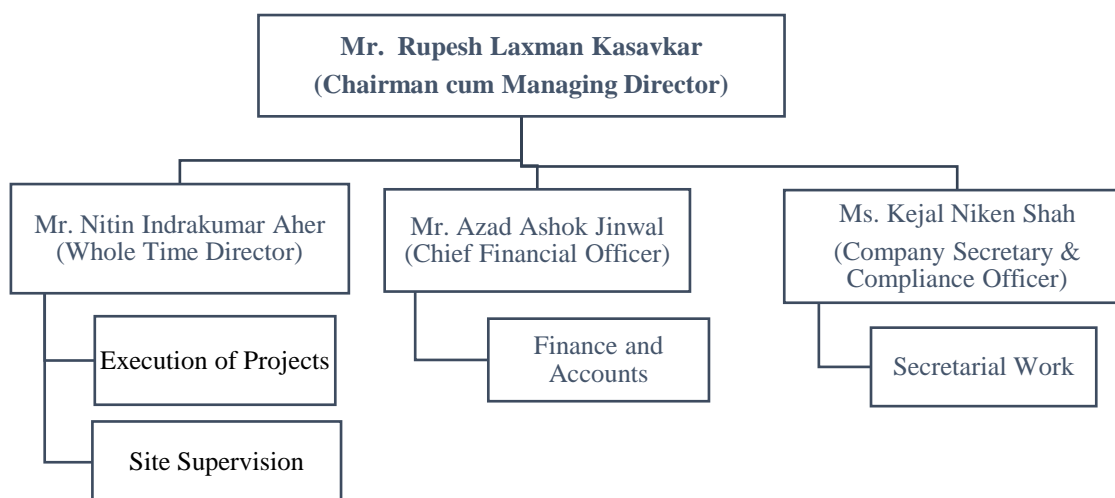
<b>Sr. No.</b>	<b>Name</b>	<b>Date &amp; Nature of Change</b>	<b>Reasons for Change</b>
1.	Mr. Rupesh Laxman Kasavkar	Re-Designated as Chairman cum Managing Director w.e.f. March 1, 2023	To ensure better Corporate Governance
2.	Mr. Nitin Indrakumar Aher	Re-designated as Whole time director w.e.f. March 1, 2023	To ensure better Corporate Governance
3.	Mr. Milind Ramnath Dhumal	Appointed as Additional Independent Director w.e.f. September 9, 2023. Regularized as Independent Director on September 30, 2023	To ensure better Corporate Governance
4.	Mr. Sandeep Janu Sawant	Appointed as Additional Independent Director	To ensure better Corporate



		w.e.f. September 9, 2023. Regularized as Independent Director on September 30, 2023	Governance
5.	Ms. Nishi Jayantilal Jain	Appointed as Additional Independent Director w.e.f. June 22, 2023. Regularized as Independent Director on September 30, 2023	To ensure better Corporate Governance

## **MANAGEMENT ORGANISATION STRUCTURE**

The following chart depicts our Management Organization Structure: -



## **COMPLIANCE WITH CORPORATE GOVERNANCE**

In addition to the applicable provisions of the Companies Act, 2013, provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and SEBI (ICDR) Regulations, 2018 in respect of corporate governance will be applicable to our Company immediately upon the listing of our Company's Equity Shares on the SME Platform of NSE. The requirements pertaining to constitution of the committees such as the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committees have been complied with.

Our Board has been constituted in compliance with the Companies Act and the SEBI Listing Regulations and in accordance with the best practices in corporate governance. Our Board functions either as a full board or through various committees constituted to oversee specific operational areas. The executive management provides our Board detailed reports on its performance periodically.

Our Board of Directors consist of Five (5) directors of which two (2) are Independent Directors (as defined under Regulation 16(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Our Company has constituted the following committees:

### **1. Audit Committee**

Our Company has constituted an Audit Committee ("Audit Committee"), vide Board Resolution dated October 12, 2023, as per the applicable provisions of the Section 177 of the Companies Act, 2013 and also to comply with Regulation 18 of SEBI Listing Regulations, 2015 applicable upon listing of the Company's Equity shares on SME platform of NSE, the constituted Audit Committee comprises following members:

<b>Name of the Director</b>	<b>Status in Committee</b>	<b>Nature of Directorship</b>
Mr. Sandeep Janu Sawant	Chairman	Non-Executive Independent Director



Ms. Nishi Jayantilal Jain	Member	Non- Executive Independent Director
Mr. Milind Ramnath Dhumal	Member	Non- Executive Independent Director
Mr. Nitin Indrakumar Aher	Member	Whole Time Director

The Company Secretary of our Company shall act as a Secretary to the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to answer shareholder queries. The scope and function of the Audit Committee and its terms of reference shall include the following:

**A. Tenure:** The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

**B. Meetings of the Committee:** The committee shall meet at least four times in a year and not more than 120 days shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of minimum two independent members at each meeting.

**C. Role and Powers:** The Role of Audit Committee together with its powers as Part C of Schedule II of SEBI Listing Regulation, 2015 as amended and Companies Act, 2013 shall be as under:

1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval;
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval, with particular reference to;
  - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - changes, if any, in accounting policies and practices and reasons for the same;
  - major accounting entries involving estimates based on the exercise of judgment by management;
  - significant adjustments made in the financial statements arising out of audit findings;
  - compliance with listing and other legal requirements relating to financial statements;
  - disclosure of any related party transactions;
  - modified opinion(s) in the draft audit report;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. The Audit Committee may 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.
16. Discussing with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
18. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
19. The Audit Committee shall have authority to investigate into any matter in relation to the items specified in section 177(4) of Companies Act 2013 or referred to it by the Board.



20. 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;
21. To review the functioning of the whistle blower mechanism;
22. Approving the appointment of the Chief Financial Officer (i.e. the whole time finance director or any other person heading the finance function) after assessing the qualifications, experience and background, etc., of the candidate; and;
23. Audit committee shall oversee the vigil mechanism.
24. Audit Committee will facilitate KMP/auditor(s) of the Company to be heard in its meetings.
25. Carrying out any other function as is mentioned in the terms of reference of the audit committee or containing into SEBI Listing Regulations 2015.

Further, the Audit Committee shall mandatorily review the following:

- a) Management discussion and analysis of financial condition and results of operations;
- b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d) Internal audit reports relating to internal control weaknesses; and
- e) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- f) Statement of deviations:
  - Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

## 2. Stakeholders Relationship Committee

Our Company has formed the Stakeholders Relationship Committee as per Regulation 20 of SEBI Listing Regulations, 2015 as amended vide Resolution dated October 12, 2023 The constituted Stakeholders Relationship Committee comprises the following:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Sandeep Janu Sawant	Chairman	Non-Executive Independent Director
Ms. Nishi Jayantilal Jain	Member	Non- Executive Independent Director
Mr. Milind Ramnath Dhumal	Member	Non- Executive Independent Director
Mr. Nitin Indrakumar Aher	Member	Whole Time Director

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:

- A. Tenure:** The Stakeholders Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholders Relationship Committee as approved by the Board.
- B. Meetings:** The Stakeholders Relationship Committee shall meet at least four times a year with maximum interval of four months between two meetings and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum shall be two members present.
- C. Terms of Reference:** Redressal of shareholders' and investors' complaints, including and in respect of:
  - Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the space at back for recording transfers have been fully utilized.
  - Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
  - Review the process and mechanism of redressal of Shareholders' /Investor's grievance and suggest measures of improving the system of redressal of Shareholders' /Investors' grievances.
  - Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.
  - Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly



received and resolved them.

- Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 2015 as amended from time to time.
- Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting, and
- Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

### 3. Nomination and Remuneration Committee

Our Company has formed the Nomination and Remuneration Committee as per Regulation 19 of SEBI Listing Regulations, 2015 as amended vide Resolution dated October 12, 2023. The Nomination and Remuneration Committee comprise the following:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Sandeep Janu Sawant	Chairman	Non-Executive Independent Director
Ms. Nishi Jayantilal Jain	Member	Non- Executive Independent Director
Mr. Milind Ramnath Dhumal	Member	Non- Executive Independent Director
Mr. Nitin Indrakumar Aher	Member	Whole Time Director

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:

**A. Tenure:** The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

**B. Meetings:** The committee shall meet as and when the need arises for review of Managerial Remuneration. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. The Chairperson of the nomination and remuneration committee may be present at the annual general meeting, to answer the shareholders queries; however, it shall be up to the chairperson to decide who shall answer the queries.

**C. Role of Terms of Reference:**

- Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;
- Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for directors, KMPs and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights;
- Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors;
- Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
- Decide the amount of Commission payable to the Whole Time Directors;
- Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc; and
- To formulate and administer the Employee Stock Option Scheme.

### **POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING**

The provisions of regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the SME platform of NSE. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on stock exchanges.



The Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the Board.

**POLICY FOR DETERMINATION OF MATERIALITY & MATERIALITY OF RELATED PARTY TRANSACTIONS AND ON DEALING WITH RELATED PARTY TRANSACTIONS**

The provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on SME Platform of NSE. We shall comply with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on listing of Equity Shares on the SME platform of NSE Limited. The Board of Directors at their meeting held on October 12, 2023 have approved and adopted the policy for determination of materiality and determination of materiality of related party transactions and on dealing with related party transactions.

**Our Key Managerial Personnel**

Our Company is supported by a well-laid team having good exposure to various operational aspects of our line of business. A brief about the Key Managerial Personnel of our Company is given below:

<b>Name, Designation &amp; Educational Qualification</b>	<b>Age (Year)</b>	<b>Date of joining as KMP</b>	<b>Compensation paid for the F.Y ended 2023 (in Rs Lakhs)</b>	<b>Over all experience (in years)</b>	<b>Previous employment</b>
<b>Name: Mr. Rupesh Laxman Kasavkar</b> <b>Designation:</b> Chairman cum Managing Director <b>Qualification:</b> Diploma in Electrical Engineering	43	Chairman and Managing Director w.e.f. March 1, 2023	25.36	20 Years	R.K. Electricals
<b>Name: Mr. Nitin Indrakumar Aher</b> <b>Designation:</b> Whole Time Director <b>Qualification:</b> Diploma in Electrical Engineering	43	Whole time Director w.e.f. March 1, 2023	25.36	20 Years	A D Associates
<b>Name: Mr. Azad Ashok Jinwal</b> <b>Designation:</b> Chief Financial Officer <b>Qualification:</b> Bachelor of Commerce	27	Appointed on February 12, 2024	--	06 Years	AV & Associates
<b>Name: Ms. Kejal Niken Shah</b> <b>Designation:</b> Company Secretary & Compliance Officer <b>Qualification:</b> Company Secretary	32	Appointed on September 9, 2023.	--	9 Years	Carnival Capital Holding Private Limited

**BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL**

**1. Mr. Rupesh Laxman Kasavkar, Chairman cum Managing Director, Age: 43 Years**

Mr Rupesh Laxman Kasavkar, aged 43 years is Chairman cum Managing Director and also the founding Promoter of our Company. He was appointed on the Board on May 30, 2013 and further designated as the Chairman cum Managing Director of the Company w.e.f March 1, 2023 for a period of 5 years. He holds Diploma in Electrical Engineering. He is having experience of 20 years in this sector. He has worked with Blue Star Ltd. on the designation of Apprentice Trainee Engineer. He has also worked with Vishal Electricals and R.K. Electricals as site supervisor/engineer. He has in-depth experience of site supervising and electrical maintenance work. He has been instrumental in taking major policy decision of the Company. He is playing vital role in formulating business strategies and effective implementation of the same. He is responsible for the sustained growth of our Company and managing the overall business affairs of the Company. His experience and exposure helps the Board to take appropriate strategic decision in the current competitive business era.





## 2. Mr. Nitin Indrakumar Aher, Whole Time Director, Age: 43 Years

Mr. Nitin Indrakumar Aher, aged 43 years is the Whole Time Director and also founding Promoter of our Company. He holds Diploma in Electrical Engineering and Diploma in Software Technology. He was originally appointed on the Board on May 30, 2013 and further reappointed as Whole Time Director w.e.f. March 1, 2023 for a period of 5 years. He is having experience of 20 years in the field of Electrical & Associated work. He has worked with Bharat Parekh & Associates and A D Associates on the designation of CAD Electrical Engineer and Site/ Project Engineer respectively. He is instrumental in promoting the overall strategy and growth of our Company and has been responsible for strategizing the management and expansion of the business.

## 3. Mr. Azad Ashok Jinwal, Chief Financial Officer, Age: 27 Years

Mr. Azad Ashok Jinwal is Chief Financial Officer of our Company. He holds Degree in Bachelor of Commerce. He looks after the Finance matters of our Company. He joined our Company on February 12, 2024. She has an overall experience of 6 years in Finance and Accounts related matters.

## 4. Ms. Kejal Niken Shah, Company Secretary and Compliance Officer, Age: 32 Years

Ms. Kejal Niken Shah is Company secretary and Compliance Officer of our Company. She holds degree of Company secretary from Institute of Company secretaries of India. She looks after the secretarial matters of our Company. She joined our Company on September 9, 2023. She has an overall experience of 09 years in secretarial related matters.

### RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL

None of the KMP of the Company are related to each other as per Sec 2 (77) of Companies Act, 2013.

#### We confirm that:

- All the persons named as our Key Managerial Personnel above are the permanent employees of our Company.
- There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the above mentioned Key Managerial Personnel have been recruited.
- None of our KMPs except Mr. Nitin Indrakumar Aher and Mr. Rupesh Laxman Kasavkar are also part of the Board of Directors.
- In respect of all above mentioned Key Managerial Personnel there has been no contingent or deferred compensation accrued for the stub period ended February 29, 2024.
- Except for the terms set forth in the appointment Letters the Key Managerial Personnel have not entered into any other contractual arrangements or service contracts (including retirement and termination benefits) with the issuer.
- Our Company does not have any bonus/profit sharing plan for any of the Key Managerial Personnel.
- None of the Key Managerial Personnel in our Company hold any shares of our Company as on the date of filing of this Red Herring Prospectus except as under:

Sr. No.	Name of KMP	No. of Shares held	Holding in %
1.	Mr. Nitin Indrakumar Aher	14,73,360	43.13
2.	Mr. Rupesh Laxman Kasavkar	14,73,360	43.13

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

#### Payment of Benefits to Officers of our Company (non-salary related)

Except for any statutory payments made by our Company upon termination of services of its officer or employees, our Company has not paid any sum, any non-salary amount or benefit to any of its officers or to its employees including amounts towards super annuations, ex-gratia/rewards.

#### Changes in the Key Managerial Personnel in last three years:

There have been no changes in the Key Managerial Personnel of our Company during the last three years except as stated below:



Sr. No.	Name	Designation	Date of Appointment/ Cessation/Promotion/ Transfer	Reasons
1.	Mr. Rupesh Laxman Kasavkar	Chairman cum Managing Director	Re-designated as Chairman cum Managing Director w.e.f. March 1, 2023	To ensure better Corporate Governance
2.	Mr. Nitin Indrakumar Aher	Whole-time Director	Re-designated as Whole-Time Director w.e.f. March 1, 2023	To ensure better Corporate Governance
3.	Mrs. Sharmila Rupesh Kasavkar	Chief Financial Officer	Appointed w.e.f. February 24, 2023.	To ensure better Corporate Governance
4.	Ms. Kejal Niken Shah	Company Secretary and Compliance Officer	Appointed w.e.f. September 9, 2023.	To ensure better Corporate Governance
5.	Mrs. Sharmila Rupesh Kasavkar	Chief Financial Officer	Resignation w.e.f. February 12, 2024	Due to Personal reason
6.	Mr. Azad Ashok Jinwal	Chief Financial Officer	Appointed w.e.f. February 12, 2024.	To ensure better Corporate Governance

### **INTEREST OF KEY MANAGERIAL PERSONNEL IN OUR COMPANY**

Apart from shares held in the Company, and to the extent of remuneration allowed and reimbursement of expenses incurred by them for or on behalf of the Company and to the extent of loans and advances made to or borrowed from the Company, none of our Key managerial personal are interested in our Company.

Further, our Key Managerial Personnel (KMP) are interested in the Company in the following manner:

KMP's	Particulars
Mr. Rupesh Laxman Kasavkar	-Mortgage of personal property for loan availed by Company from ICICI Bank Limited - Personal guarantee for loan availed by Company from ICICI Bank Limited.
Mr. Nitin Indrakumar Aher	-Mortgage of personal property for loan availed by Company from ICICI Bank Limited.
Mr. Nitin Indrakumar Aher	-Mortgage of personal property for loan availed by Company from ICICI Bank Limited. - Personal guarantee for loan availed by Company from ICICI Bank Limited.

Except as provided in this Red Herring Prospectus, we have not entered into any contract, agreement or arrangement during the preceding 2 (two) years from the date of this Red Herring Prospectus in which the Key Managerial Personnel are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

For the details unsecured loan taken from or given to our Directors/KMPs and for details of transaction entered by them in the past please refer to “*Restated Financial Statement*” on page 173 of this Red Herring Prospectus.

### **OTHER BENEFITS TO OUR KEY MANAGERIAL PERSONNEL**

Except as stated in this Red Herring Prospectus, there are no other benefits payable to our Key Managerial Personnel.

### **EMPLOYEES**

The details about our employees appear under the Paragraph titled —Human Resource in Chapter Titled — *Business Overview* beginning on page 116 of this Red Herring Prospectus.



## OUR PROMOTERS & PROMOTER GROUP

Mr. Rupesh Laxman Kasavkar and Mr. Nitin Indrakumar Aher are the Promoters of our Company.

As on the date of this Red Herring Prospectus, Mr. Rupesh Laxman Kasavkar and Mr. Nitin Indrakumar Aher holds 29,46,720 Equity Shares which constitute 86.26% of the issued and paid-up Equity Share capital of our Company. Our Promoters and Promoter Group will continue to hold the majority of our post- Offer paid-up equity share capital of our Company.

Details of our Promoters: -

	<b>Mr. Rupesh Laxman Kasavkar, Chairman cum Managing Director</b>	
	<b>Qualification</b>	Diploma in Electrical Engineering
	<b>Date of Birth</b>	13/01/1980
	<b>Age</b>	43 Years
	<b>Address</b>	A-1305, Arunoday Tower, S.P.S Marg, Bhandup West, Mumbai - 400078, Maharashtra, India.
	<b>Experience</b>	20 Years
	<b>Occupation</b>	Business
	<b>Permanent Account Number</b>	APQPK8265C
	<b>Passport Number</b>	W4810332
	<b>Driving License Number</b>	MH05 20090025574
	<b>No. of Equity Shares held in RULKA [% of Shareholding (Pre- Offer)]</b>	14,73,360 Equity Shares of ₹ 10 each; 43.13% of Pre- Offer Paid up capital
	<b>DIN</b>	06546906
	<b>Other Interests</b>	<b>Companies:</b> NIL <b>HUF:</b> Rupesh Laxman Kasavkar HUF <b>FIRM:</b> Rulka Electricals
		<b>Mr. Nitin Indrakumar Aher, Whole-time Director</b>
<b>Qualification</b>		Diploma in Electrical Engineering and Software Technology
<b>Date of Birth</b>		18/12/1979
<b>Age</b>		44 Years
<b>Address</b>		Building No 4/B, Flat No 1006, Dheeraj Dreams, Bhandup West, Mumbai, Mumbai Suburban, Maharashtra - 400078, India.
<b>Experience</b>		20 Years
<b>Occupation</b>		Business
<b>Permanent Account Number</b>		AHKPA3597M
<b>Passport Number</b>		W6988801
<b>Driving License Number</b>		MH/05/205/B-3667
<b>No. of Equity Shares held in RULKA [% of Shareholding (Pre- Offer)]</b>		14,73,360 Equity Shares of ₹ 10 each; 43.13% of Pre- Offer Paid up capital
<b>DIN</b>		06546905
<b>Other Interests</b>		<b>Companies:</b> NIL <b>HUF:</b> Nitin Indrakumar Aher HUF <b>FIRM:</b> NR Square Enterprises



## **Declaration**

We confirm that the Permanent Account Number, Bank Account Number, Aadhar Card Number, Passport Number and Driving License of the Promoters which are available have been submitted to NSE at the time of filing of Red Herring Prospectus with them.

Present Promoters of Our Company are Mr. Rupesh Laxman Kasavkar and Mr. Nitin Indrakumar Aher who were also the Initial subscribers to the MoA of our Company. For details of the shareholding acquired by the current promoters of our Company refer the capital buildup of our Promoter under chapter “Capital Structure” beginning on page 65 of this Red Herring Prospectus.

## **Undertaking/ Confirmations**

None of our Promoters or Promoter Group or Group Company or person in control of our Company has been:

- prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority or
- refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.

No material regulatory or disciplinary action is taken by stock exchange or regulatory authority in the past one year in respect of our Promoters, Group Company and Company promoted by the promoters of our company.

There are no defaults in respect of payment of interest and principal to the debenture / bond / fixed deposit holders, banks, FIs by our Company, our Promoters, Group Company and Company promoted by the promoters during the past three years.

The litigation record, the nature of litigation, and status of litigation of our Company, Promoters, Group company and Company promoted by the Promoters are disclosed in chapter titled “Outstanding Litigations and Material Developments” beginning on page 223 of this Red Herring Prospectus.

None of our Promoters, person in control of our Company are or have ever been a promoter, director or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Further, neither our Promoters, the promoter group members nor our Group Company have been declared as a willful defaulter or a fraudulent borrower by the RBI or any other government authority nor there are any violations of securities laws committed by them in the past and no proceedings for violation of securities laws are pending against them.

## **Common Pursuits/ Conflict of Interest**

Except Rulka Electricals and NR Square Enterprises, there is no other entity/ Group Companies which are engaged in similar line of business as our Company as on date of this Red Herring Prospectus.

We shall adopt the necessary procedures and practices as permitted by law to address any conflicting situations, as and when they may arise.

## **Interest in promotion of Our Company**

The Promoters are interested to the extent of their shareholding in the Company, and any dividend and distributions which may be made by the Company in future. The related party transactions are disclosed in “Financial information of our company” and “Our Management on pages 156 of this Red Herring Prospectus, respectively.

## **Interest in the property of Our Company**

Except as mentioned in this Red Herring Prospectus, our Promoters do not have any other interest in any property acquired by our Company in a period of two years before filing of this Red Herring Prospectus or proposed to be acquired by us till date of filing the Prospectus with RoC.



## **Other Interest of Promoter**

Our Promoters Mr. Rupesh Laxman Kasavkar and Mr. Nitin Indrakumar Aher are interested to the extent of their shareholding and shareholding of their relatives in our Company. Our Promoter Mr. Rupesh Laxman Kasavkar who is also the Managing Director and Mr. Nitin Indrakumar Aher who is Whole-time Director of our Company may be deemed to be interested to the extent of their remuneration, as per the terms of their appointment and reimbursement of expenses payable to them. Our Promoters may also be deemed interested to the extent of any unsecured loan given/taken by them to/from our Company.

Further our Promoters are interested in the Company in the following manner:

Promoters	Particulars
Mr. Rupesh Laxman Kasavkar and Mr. Nitin Indrakumar Aher	Our Promoters along with their relatives has given personal property and guarantee for loan taken from ICICI Bank Limited.

For transaction in respect of loans and other monetary transaction entered in past please refer chapter titled “Restated Financial Statements” on page 173 of this Red Herring Prospectus.

Except as stated otherwise in this Red Herring Prospectus, our Company has not entered into any contract, agreements or arrangements during the preceding two years from the date of this Red Herring Prospectus or proposes to enter into any such contract in which our Promoters are 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.

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

Our Promoters Mr. Rupesh Laxman Kasavkar and Mr. Nitin Indrakumar Aher have experience of 20 years both. The Company shall also endeavour to ensure that relevant professional help is sought as and when required in the future.

### **Related Party Transactions**

For the transactions with our Promoter Group entities please refer to chapter titled “Restated Financial Statements” on page 173 of this Red Herring Prospectus.

Except as stated in chapter titled “Restated Financial Statements” on page 173 of this Red Herring Prospectus, and as stated therein, our Promoters or any of the Promoter Group do not have any other interest in our business.

### **Payment or Benefit to Promoters of Our Company**

For details of payments or benefits paid to our Promoters, please refer to the chapter titled “Our Management” beginning on page 156 of this Red Herring Prospectus. Also refer “Restated Statement of Related Party Transactions” under chapter titled “Restated Financial Statements” on page 173 of this Red Herring Prospectus.

### **Companies / Firms from which the Promoters have disassociated themselves in the last (3) three years**

None of our Promoters has disassociated themselves from any of the Companies, Firms or other entities during the last three years preceding the date of this Red Herring Prospectus.

### **Other ventures of our Promoters**

Save and except as disclosed in this section titled “Our Promoters and Promoter Group” and “Information with respect of Group Companies” beginning on page 168 & 233 respectively of this Red Herring Prospectus, there are no ventures promoted by our Promoters in which they have any business interests/ other interests as on date of this Red Herring Prospectus.

### **Litigation details pertaining to our Promoters**

For details on litigations and disputes pending against the Promoters and defaults made by the Promoters please refer to the section titled “Outstanding Litigations and Material Developments” beginning on page 223 of this Red Herring Prospectus.



## OUR PROMOTER GROUP

In addition to the Promoters named above, the following natural persons are part of our Promoter Group:

### 1. Natural Persons who are part of the Promoter Group

As per Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018, the Natural persons who are part of the Promoter Group (due to their relationship with the Promoters), other than the Promoters, are as follows:

Relationship	Mr. Rupesh Laxman Kasavkar	Mr. Nitin Indrakumar Aher
Father	Late. Laxman Kasavkar	Indrakumar J Aher
Mother	Latika Kasavkar	Ashwini Aher
Spouse	Sharmila Rupesh Kasavkar	Preeti Nitin Aher
Brother	Umesh Laxman Kasavkar	Sachin Indrakumar Aher
Sister	Rupali Walawalkar	-
Son	Arnav Rupesh Kasavkar	Tanmay Nitin Aher
Daughter	-	-
Spouse's Father	Kashiram Joshi	Suresh Baburao Deore
Spouse's Mother	Sughadha Joshi	Usha Suresh Deore
Spouse's Brother	Sagar Joshi	-
Spouse's Sister	-	Shweta Jayesh Mantri Dhanshree Ganesh Baviskar

### 2. Corporate Entities or Firms forming part of the Promoter Group

As per Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018, the following entities would form part of our Promoter Group:

- Rupesh Laxman Kasavkar HUF
- Nitin Indrakumar Aher HUF
- Rulka Electricals
- NR Square Enterprises



## **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 the Equity Shares in last five years. Our Company's corporate actions pertaining to payment of dividends in the past are not to be taken as being indicative of the payment of dividends by our Company in the future.



## SECTION IX - FINANCIAL INFORMATION OF OUR COMPANY

### RESTATED FINANCIAL STATEMENTS

#### INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION

To,

**The Board of Directors of  
RULKA ELECTRICALS LIMITED,**  
A - 20, Shiva Industrial Estate Co. Ltd., Lake Road,  
Near Tata Power, Bhandup West,  
Mumbai 400078

Dear Sir,

Reference: - Proposed Public Issue of Equity Shares of **RULKA ELECTRICALS LIMITED**

We have examined the attached Restated Financial Statement of **Rulka Electricals Limited** (hereunder referred to "the Company", "Issuer") comprising the Restated Statement of Assets and Liabilities as at February 29, 2024, March 31, 2023, March 31, 2022, and March 31, 2021, the Restated Statement of Profit & Loss, the Restated Cash Flow Statement for the period/year ended February 29, 2024, March 31, 2023, March 31, 2022, and March 31, 2021, the statement of Significant Accounting Policies and other explanatory Information (Collectively the Restated Financial Statement) as approved by the Board of Directors in their meeting held on 19<sup>th</sup> April, 2024 for the purpose of inclusion in the Red Herring Prospectus/Red Herring Prospectus/Prospectus ("Offer Document") in connection with its proposed Initial Public Offering (IPO) of equity shares, prepared by the Company in connection with its Initial Public Offer of Equity Shares (IPO) prepared in terms of the requirement of:-

- a) Section 26 of Part I of Chapter III of the Companies Act, 2013 as amended (the "Act");
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 as amended ("ICDR Regulations"); and
- c) The Guidance Note on Reports in Company Prospectuses (Revised 2020) issued by the Institute of Chartered Accountants of India as amended from time to time. ("The Guidance Note")

The Company's Board of Directors is responsible for the preparation of the Restated Financial Statement for the purpose of inclusion in the offer document to be filed with Stock Exchange, Securities and Exchange Board of India, and Registrar of Companies, of relevant state in connection with the proposed IPO. The Restated Financial Statements have been prepared by the management of the Company for the period/ year ended on February 29, 2024, March 31, 2023, March 31, 2022, and March 31, 2021 on the basis of notes to restatement in note IV to the Restated Financial Statement. The Board of Directors of the company's responsibility includes designing, implementing, and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Statement.

We have examined such Restated Financial Statement taking into consideration:

- a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 14th June, 2023 in connection with the proposed IPO of equity shares of the Company;
- b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
- c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Statements; and
- d) The requirements of Section 26 of the Act and the 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.

This Restated Financial Statements have been compiled by the management from:

- a) Audited financial statements of the company as at and for the period/ year ended on February 29, 2024, March 31, 2023, March 31, 2022, and March 31, 2021 prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India,

For the purpose of our examination, we have relied on:





a) Auditors' Report issued by the Auditor M/s J.k.Sonee & Associates. Dated 7<sup>th</sup> August, 2023, 7<sup>th</sup> September, 2022 and 30<sup>th</sup> September, 2021, for the year ended March 31, 2023, March 31, 2022, and March 31, 2021 respectively. The Interim Financial Statement for the period April'23- February, 24 has been audited by us only vide our report dated 11<sup>th</sup> April, 2024.

The modification in restated financials were carried out based on the modified reports, if any, issued by Statutory Auditor which is giving rise to modifications on the financial statements as at and for the period/years ended February 29, 2024, March 31, 2023, March 31, 2022, and March 31, 2021.

- a) The Restated Financial Statement have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial period/years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any;
- b) The Restated Financial Statement have been made after incorporating adjustments for prior period and other material amounts in the respective financial year to which they relate;
- c) Extra-ordinary items that need to be disclosed separately in the accounts has been disclosed wherever required;
- d) Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in Annexure IV to this report;
- e) Adjustments in Restated Financial Statement have been made in accordance with the correct accounting policies,
- f) There was no change in accounting policies, which needs to be adjusted in the Restated Financial Statement, except - :
  - 1) Accounting of retirement benefits was accounted on cash basis which is not as per AS-15 (Revised) "Employee benefits", however during the restatement Company has accounted such retirement benefits basis actuarial valuation certificate.
- g) There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statement
- h) The Company has not paid dividend during FY 2020-21 to FY 2022-23 and for the period ended February 29, 2024.

In accordance with the requirements of Part I of Chapter III of Act including rules made there under, ICDR Regulations, Guidance Note and Engagement Letter, we report that

- a) The "Restated Statement of Assets and Liabilities" as set out in Annexure I to this report, of the Company as at February 29, 2024, March 31, 2023, March 31, 2022, and March 31, 2021 is prepared by the Company and approved by the Board of Directors. These Restated Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to this Report.
- b) The "Restated Statement of Profit and Loss" as set out in Annexure II to this report, of the Company for Financial period/year ended February 29, 2024, March 31, 2023, March 31, 2022, and March 31, 2021 is prepared by the Company and approved by the Board of Directors. These Restated Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to this Report.
- c) The "Restated Statement of Cash Flow" as set out in Annexure III to this report, of the Company for Financial period/year ended February 29, 2024, March 31, 2023, March 31, 2022, and March 31, 2021 is prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to this Report.

We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for Financial period/year ended February 29, 2024, March 31, 2023, March 31, 2022, and March 31, 2021 proposed to be included in the Offer Document for the proposed IPO.

Restated Statement of Share Capital, Reserves and Surplus	Annexure-A
Restated Statement of Long Term and Short - Term Borrowings/ Statement of principle Term of Secured loan and Assets charges as security and Statement of term & Condition of unsecured Loans.	Annexure-B, B(A) and B(B)
Restated Statement of Deferred Tax (Assets) / Liabilities	Annexure-C
Restated Statement of long-term Provisions	Annexure-D
Restated Statement of Trade Payables	Annexure-E
Restated Statement of Other Current Liabilities and short-term Provisions	Annexure-F
Restated Statement of Property, Plant and Equipment and Intangible Assets	Annexure-G
Restated Statement of Non-Current Investments	Annexure-H



Restated Statement of Long-Term Loans and Advances	Annexure-I
Restated Statement of Non Current Assets	Annexure-J
Restated Statement of Current Investment	Annexure-K1
Restated Statement of Inventory	Annexure-K
Restated Statement of Trade Receivables	Annexure-L
Restated Statement of Cash & Cash Equivalents	Annexure-M
Restated Statement of Short-Term Loans and Advances	Annexure-N
Restated Statement of Other Current Assets	Annexure-O
Restated Statement of Turnover	Annexure-P
Restated Statement of Non- Operating Income	Annexure-Q
Restated Statement of Cost of Material Consumed and Purchases of Stock in Trade	Annexure-R
Restated Statement of Employee Benefits Expenses	Annexure-S
Restated Statement of Finance Cost	Annexure-T
Restated Statement of Depreciation & Amortization	Annexure-U
Restated Statement of Other Expenses	Annexure-V
Restated Statement of Mandatory Accounting Ratios	Annexure-W
Restated Statement of Related Party Transaction	Annexure-X
Restated Statement of Capitalization	Annexure-Y
Restated Statement of Tax Shelter	Annexure-Z
Restated Statement of Contingent Liabilities	Annexure-AA
Restated Statement of Other Financial Ratio	Annexure-AB
Other Notes	Annexure- AC
Significant Accounting Policy and Notes to The Restated financial Statements	Annexure IV
Material Adjustment to the Restated Financial	Annexure V

In our opinion and to the best of information and explanation provided to us, the Restated Financial Statement of the Company, read with significant accounting policies and notes to accounts as appearing in Annexure IV are prepared after providing appropriate adjustments and regroupings as considered appropriate.

We, M/s. R K Jagetiya & Co, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and our peer Review Certificate is valid as on the date of signing of this report.

The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.

The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.

We have no responsibility to update our report for events and circumstances occurring after the date of the report.

In our opinion, the above Financial Statements along with Annexure A to AC of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in Annexure IV and V are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Companies Act, ICDR Regulations, Engagement Letter and Guidance Note issued by ICAI.

Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the Proposed SME IPO of Equity Shares of the Company and our report should not be used, referred to or distributed for any other purpose without our prior consent in writing.

**For R K Jagetiya & CO.**

Chartered Accountant

FRN:- 146264W

**(Ravi K Jagetiya)**

Proprietor

M. No. 134691

Place: Mumbai

Date: 19<sup>th</sup> April, 2024

UDIN: 24134691BKADBQ6848



**ANNEXURE I**  
**RESTATED STANDALONE STATEMENT OF ASSETS AND LIABILITIES**

(Amount in Rs. Lakhs)

PARTICULARS		Annexure No	As at the Period/Year ended			
			29-02-2024	31-03-2023	31-03-2022	31-03-2021
A)	EQUITY AND LIABILITIES					
1.	Shareholders' Funds					
(a)	Share Capital	A	341.60	11.00	11.00	11.00
(b)	Reserves & Surplus		948.55	546.33	265.82	153.74
			<b>1290.15</b>	<b>557.33</b>	<b>276.82</b>	<b>164.74</b>
2.	Non-Current Liabilities					
(a)	Long Term Borrowings	B, B(A) and B(B)	245.02	115.01	64.73	135.91
(b)	Deferred Tax Liabilities (Net)	C	4.13	5.33	28.38	2.36
(c)	Long Term Provisions	D	39.56	28.10	14.87	13.81
			<b>288.71</b>	<b>148.44</b>	<b>107.98</b>	<b>152.08</b>
3.	Current Liabilities					
(a)	Short Term Borrowings	B, B(A) and B(B)	859.87	412.07	216.73	95.07
(b)	Trade Payables					
(i)	total outstanding dues of micro enterprises and small enterprises; and		922.89	1,345.86	864.10	370.11
(ii)	total outstanding dues of creditors other than micro enterprises and small enterprises.		347.79	127.07	251.43	127.76
(c)	Other Current Liabilities	F	256.43	233.25	200.80	71.34
(d)	Short Term Provisions		116.26	2.94	1.19	1.31
			<b>2503.24</b>	<b>2,121.18</b>	<b>1,534.24</b>	<b>665.59</b>
<b>Total</b>			<b>4082.09</b>	<b>2,826.95</b>	<b>1,919.04</b>	<b>982.41</b>
B)	ASSETS					
1.	Non-Current Assets					
(a)	Property, Plant & Equipment and Intangible Assets					
	Tangible Assets					
	(i)	Gross Block	314.77	307.16	290.48	202.18
	(ii)	Depreciation	55.45	41.51	27.29	17.44
	(iii)	Net Block	259.32	265.65	263.20	184.74
			259.32	265.65	263.20	184.74
(b)	Non-Current Investment		H	-	-	-
(c)	Deferred Tax Assets (Net)		C	-	-	-
(d)	Long Term Loans and Advances		I	0.30	0.35	0.05
(e)	Other Non-Current Assets		J	275.86	72.72	39.68
			<b>276.16</b>	<b>73.07</b>	<b>39.73</b>	<b>57.79</b>
2.	Current Assets					
(a)	Current Investments		K1			
(b)	Inventories		K	565.93	1,031.39	647.57
(b)	Trade Receivables		L	966.44	1,295.56	771.12
(c)	Cash and Cash equivalents		M	160.56	9.75	38.97
(d)	Short-Term Loans and Advances		N	355.90	151.53	158.45
(e)	Other Current Assets		O	1497.78	-	-
			<b>3546.61</b>	<b>2,488.23</b>	<b>1616.12</b>	<b>739.88</b>
<b>Total</b>			<b>4082.09</b>	<b>2,826.95</b>	<b>1,919.04</b>	<b>982.41</b>

The accompanying summary of significant accounting policies, restated notes to accounts and notes on adjustments for restated standalone financial Statement (Annexure IV & V) are an integral part of this statement.



**ANNEXURE II**  
**RESTATED STANDALONE STATEMENT OF PROFIT AND LOSS**

(Amount in Rs. Lakhs)

PARTICULARS		Annexure	For the Year/Period ended on			
			29-02-2024	31-03-2023	31-03-2022	31-03-2021
1	Revenue From Operation	P	6518.64	4,683.74	3,626.51	1,959.09
2	Other Income	Q	9.12	6.04	0.91	1.02
3	Total Income (1+2)		6527.77	4,689.78	3,627.41	1,960.11
4	Expenditure					
(a)	Cost of Goods Sold	R	5359.69	4,012.03	3,201.30	1,708.95
(b)	Purchases of Stock in Trade		33.19	4.75	15.64	2.11
(c)	Employee Benefit Expenses	S	155.79	131.94	100.68	81.76
(d)	Finance Cost	T	62.35	34.08	32.98	31.38
(e)	Depreciation and Amortization Expenses	U	13.95	14.22	9.84	8.45
(f)	Other Expenses	V	145.78	130.87	76.51	54.65
5	Total Expenditure 4(a) to 4(f)		5770.75	4,327.89	3,436.96	1,887.29
6	Profit/(Loss) Before Exceptional & extraordinary items & Tax (3-5)		757.01	361.89	190.44	72.81
7	Exceptional item		0	0	0	0
8	Profit/(Loss) Before Tax (6-7)		757.01	361.89	190.44	72.81
9	Tax Expense:					
(a)	Tax Expense for Current Year		192.45	104.43	52.34	17.69
(b)	Short/(Excess) Provision of Earlier Year		-	-	-	-
(c)	Deferred Tax		(1.20)	(23.05)	26.03	1.41
	Net Current Tax Expenses		191.24	81.38	78.37	19.10
<b>10</b>	<b>Profit/(Loss) for the Year (8-9)</b>		<b>565.77</b>	<b>280.52</b>	<b>112.08</b>	<b>53.72</b>
<b>11</b>	<b>Earnings per equity shares (Face Value of Rs. 10 each)</b>					
	i Basic		16.67	8.50	3.40	1.63
	ii Diluted		16.67	8.50	3.40	1.63

The accompanying summary of significant accounting policies, restated notes to accounts and notes on adjustments for restated standalone financial Statement (Annexure IV & V) are an integral part of this statement.



ANNEXURE III

RESTATED STANDALONE CASH FLOW STATEMENT

(Amount in Rs. Lakhs)

PARTICULARS	For the Period/Year ended on			
	29-02-2024	31-03-2023	31-03-2022	31-03-2021
A) Cash Flow From Operating Activities :				
Net Profit before tax	757.90	361.89	190.44	72.81
<b>Adjustment for :</b>				
Depreciation	13.95	14.22	9.84	8.45
Interest Paid	49.48	31.00	20.69	24.78
Provision of Gratuity & Leave Encashment	12.51	14.98	0.94	5.03
Interest Income	(1.94)	(1.63)	(0.91)	(1.02)
<b>Operating profit before working capital changes</b>	<b>831.01</b>	<b>420.47</b>	<b>221.01</b>	<b>110.06</b>
Changes in Working Capital				
(Increase)/Decrease in Current Investment	-	-	-	-
(Increase)/Decrease in Inventory	465.46	(383.82)	(418.97)	97.25
(Increase)/Decrease in Trade Receivables	329.12	(524.43)	(304.57)	(20.19)
(Increase)/Decrease in Short Term Loans & Advances and Provisions	(204.37)	6.92	(122.31)	(5.32)
(Increase)/Decrease in Other Current Assets	(1497.78)	-	-	-
Increase/(Decrease) in Trade Payables	(202.25)	357.40	617.65	44.23
Increase/(Decrease) in Other Current Liabilities	23.18	32.45	129.45	(188.27)
Increase/(Decrease) in Short Term Provisions	4.77	-	-	-
<b>Cash generated from operations</b>	<b>(250.86)</b>	<b>(91.01)</b>	<b>122.27</b>	<b>37.76</b>
Less:- Income Taxes paid	(84.96)	(104.43)	(52.34)	(20.83)
<b>Net cash flow from operating activities</b>	<b>(335.82)</b>	<b>(195.44)</b>	<b>69.93</b>	<b>16.93</b>
Purchase of Fixed Assets including of CWIP	(7.61)	(16.68)	(88.30)	(2.67)
Long term Investment made/Sold during the year	-	-	-	-
Increase/(Decrease) in Long Term Loans and Advances	0.05	(0.30)	5.79	(5.10)
Increase/(Decrease) in Other Non-Current Assets	(203.14)	(33.03)	12.26	18.00
Interest Income	1.94	1.63	0.91	1.02
<b>Net cash flow from investing activities</b>	<b>(208.76)</b>	<b>(48.38)</b>	<b>(69.34)</b>	<b>11.25</b>
Proceeds from Issue of Share Capital	167.04	-	-	-
Increase/(Decrease) in Short Term Borrowings	447.81	195.33	121.66	(7.28)
Increase/(Decrease) in Long Term Borrowings	130.01	50.28	(71.18)	(8.95)
Interest Paid	(49.48)	(31.00)	(20.69)	(24.78)
<b>Net cash flow from financing activities</b>	<b>695.40</b>	<b>214.61</b>	<b>29.79</b>	<b>(41.01)</b>
Net Increase/(Decrease) In Cash & Cash Equivalents (A+B+C)	150.81	(29.21)	30.38	(12.83)
Cash equivalents at the beginning of the year	9.75	38.97	8.59	21.42
Cash equivalents at the end of the year	160.56	9.75	38.97	8.59
<b>Notes :-</b>	<b>29-02-2024</b>	<b>31-03-2023</b>	<b>31-03-2022</b>	<b>31-03-2021</b>
1. Component of Cash and Cash equivalents				
Cash on hand	0.70	0.09	0.00	0.16
Balance With banks	159.86	9.66	38.97	8.43
Other Bank Balance	-	-	-	-
	<b>160.56</b>	<b>9.75</b>	<b>38.97</b>	<b>8.59</b>
2. Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the company are segregated.				
The accompanying summary of significant accounting policies, restated notes to accounts and notes on adjustments for restated standalone financial Statement (Annexure IV & V) are an integral part of this statement.				



## ANNEXURE-IV

### SIGNIFICANT ACCOUNTING POLICY AND NOTES TO THE RESTATED FINANCIAL STATEMENTS

#### A. BACKGROUND

The Company was originally incorporated as “Rulka Electricals Private Limited” on May 30, 2013 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Maharashtra, Mumbai with CIN U31103MH2013PTC243817. Subsequently, the Company was converted into a Public Limited Company and consequently the name of our Company was changed from “Rulka Electricals Private Limited” to “Rulka Electricals Limited” vide a fresh certificate of incorporation consequent upon conversion from private company to public company dated August 02, 2023 issued by the Registrar of Companies, Maharashtra, Mumbai bearing CIN U31103MH2013PLC243817.

#### B. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

##### **1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The Restated Statement of Assets and Liabilities of the Company as on February 29, 2024, March 31, 2023, March 31, 2022, and March 31, 2021 and the Restated Statement of Profit and Loss and Restated Statements of Cash Flows for the period/year ended on February 29, 2024, March 31, 2023, March 31, 2022, and March 31, 2021 and the annexure thereto (collectively, the “**Restated Financial Statements**”) have been extracted by the management from the Audited Financial Statements of the Company.

The financial statements of the company have been prepared and presented in accordance with the Generally Accepted Accounting Principles (GAAP). GAAP comprises the Accounting Standards notified u/s S.133 read with S.469 of the Companies Act, 2013. The accounting policies have been framed, keeping in view the fundamental accounting assumptions of Going Concern, Consistency and Accrual, as also basic considerations of Prudence, Substance over form, and Materiality. These have been applied consistently, except where a newly issued accounting standard is initially adopted or a revision in the existing accounting standards require a revision in the accounting policy so far in use. The need for such a revision is evaluated on an ongoing basis.

The Financial Statements have been prepared on a going concern basis, in as much as the management neither intends to liquidate the company nor to cease operations. Accordingly, assets, liabilities, income and expenses are recorded on a Going Concern basis. Based on the nature of products and services, and the time between the acquisition of assets and realization in cash or cash equivalents, the company has ascertained its operating cycle as 12 months for the purposes of current and non-current classification of assets and liabilities

##### **2. USE OF ESTIMATES**

The preparation of financial statements required the management to make estimates and assumptions that affect the reported balance of assets and liabilities, revenues and expenses and disclosures relating to contingent liabilities. The Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Future results could differ from these estimates. Any revision of accounting estimates is recognized prospectively in the current and future periods.

##### **3. PROPERTY, PLANT AND EQUIPMENTS**

Fixed assets are stated at historical cost less accumulated depreciation and impairment losses. Cost includes purchase price and all other attributable cost to bring the assets to its working condition for the intended use. Fixed assets have been recorded in the books of the Company at WDV as per Income tax Act, 1932 as applicable to firm as on the date of conversion.

Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

##### **4. DEPRECIATION**

Depreciation on Fixed Assets has been provided on 'Written Down Value' based on the useful life of the assets and in the manner prescribed in the Schedule II of the Companies Act, 2013. In first year, company has identified assets whose life as been expired according to company act, 2013, therefore the WDV of such assets has been written off upto salvage value i.e. 5% of original cost of purchase. Earlier years

##### **5. BORROWING COSTS**

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.



## 6. IMPAIRMENT OF ASSETS

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of amount.

## 7. INVESTMENTS

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

## 8. INVENTORIES

- i) Raw Material, Packaging Material, Tools and Consumables, and Finished Goods are valued at lower of Cost or net realizable value.
- ii) Work in Progress at various level is valued at lower of cost or net realizable value. The Management estimates the work in progress according to stage of completion. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition.

## 9. REVENUE RECOGNITION

- i) Revenue is recognized to the extent that is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.
- ii) Revenue from sale of goods is recognized when the significant risk and rewards are transferred as per the terms of sale. Revenues are recorded at invoice value.
- iii) Income in respect of interest, insurance claims, export benefits, subsidy etc. is recognized to the extent the company is reasonably certain of its ultimate realization.

## 10. EMPLOYEE BENEFITS

### Defined-contribution plans:

- i) The company does not carry forward the balance of earned leave balance of employees, balance earned leave is paid to the employees according to the policy of company.
- ii) Company's contribution to Provident Fund and other Funds for the year is accounted on accrual basis and charged to the Statement of Profit & Loss for the year.
- iii) Retirement benefits in the form of Gratuity are considered as defined benefit obligations and are provided on the basis of the actuarial valuation as at the date of the Balance Sheet.

## 11. SEGMENT ACCOUNTING

### Business Segment

(a) The business segment has been considered as the primary segment.

(b) The Company's primary business segments are reflected based on principal business activities, the nature of service, the differing risks and returns, the organization structure and the internal financial reporting system.

(c) The Company's primary business includes manufacturing of healthcare devices and other healthcare consumables and accordingly this is the only segment as envisaged in Accounting Standard 17 'Segment Reporting' therefore disclosure for Segment reporting is not applicable.

## 12. ACCOUNTING FOR TAXES ON INCOME

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

(i) Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.



(ii) Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

### **13. CONTINGENT LIABILITIES AND PROVISIONS**

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made.

Contingent Liability is disclosed for

- a) Possible obligation which will be confirmed only by future events not wholly within the control of the Company or
- b) Present obligations arising from the past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.
- c) Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

### **14. EARNINGS PER SHARE:**

In determining the Earnings Per share, the company considers the net profit after tax which does not include any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. Split in face value of equity share of company has been considered as if it took place at the beginning of restatement period.

### **15. ACCOUNTING OF UNBILLED REVENUE:**

During the period of Restatement, the Company started accounting of Unbilled Revenue from the period ended February 29, 2024 only. Earlier Company was considering such portion of unbilled revenue in Closing stock only as the operation was not having substantial value to bifurcate the stock in Unbilled revenue.

### **16. CASH FLOW:**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

### **C. CHANGES IN ACCOUNTING POLICIES IN THE YEARS COVERED IN THE RESTATED FINANCIALS**

There was no change in accounting policies, which needs to be adjusted in the Restated Financial Statement, except - :

- 1) Accounting of retirement benefits was accounted on cash basis which is not as per AS-15 (Revised) "Employee benefits", however during the restatement Company has accounted such retirement benefits basis actuarial valuation certificate.

### **D. NOTES ON RESTATEMENTS MADE IN THE RESTATED FINANCIALS**

1. The financial statements including other financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.
2. Amount due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, have been reported to the extent of information memorandum received from the suppliers and such disclosure is made in Annexure AC.





### 3. Employee benefits:

The Company has adopted the Accounting Standard 15 (revised 2005) on Employee Benefits as per an actuarial valuation carried out by an independent actuary. The disclosures as envisaged under the standard are as under:-

(Amount in Rs. Lakhs)

Particulars	29-02-2024	31-03-2023	31-03-2022	31-03-2021
<b>1.The amounts recognized in the Balance Sheet are as follows:</b>				
Present value of unfunded obligations Recognized	35.59	23.73	12.00	10.98
<b>Net Liability</b>	<b>35.59</b>	<b>23.73</b>	<b>12.00</b>	<b>10.98</b>
<b>2.The amounts recognized in the Profit &amp; Loss A/c are as follows:</b>				
Current Service Cost	6.88	4.73	2.78	2.69
Interest on Defined Benefit Obligation	1.63	0.90	0.82	0.49
Expected Return on Plan Assets	-	-	-	-
Net actuarial losses (gains) recognised in the year	3.34	6.11	(2.58)	1.27
Total, Included in "Salaries, Allowances & Welfare"	<b>11.85</b>	<b>11.74</b>	<b>1.02</b>	<b>4.45</b>
<b>3.Changes in the present value of defined benefit obligation:</b>				
Defined benefit obligation as at the beginning of the year/period Net of Fair Value of Opening Plan Assets	23.73	12.00	10.98	6.53
Service cost	6.88	4.73	2.78	2.69
Interest cost	1.63	0.90	0.82	0.49
Expected Return on Plan Assets	-	-	-	-
Net actuarial losses (gains) recognised in the year	3.34	6.11	(2.58)	1.27
Benefit paid by the Company	-	-	-	-
<b>Defined benefit obligation as at the end of the year/period</b>	<b>35.59</b>	<b>23.73</b>	<b>12.00</b>	<b>10.98</b>
<b>Benefit Description</b>				
Benefit type:	Gratuity Valuation as per Act			
Retirement Age:	<b>60 years</b>	<b>58 years</b>	<b>58 years</b>	<b>58 years</b>
Vesting Period:	<b>5 years</b>	<b>5 years</b>	<b>5 years</b>	<b>5 years</b>
<b>The principal actuarial assumptions for the above are:</b>				
Future Salary Rise:	<b>5.00%P.A</b>	<b>5.00%P.A</b>	<b>5.00%P.A</b>	<b>5.00%P.A</b>
Discount rate per annum:	<b>7.25%P.A</b>	<b>7.50%P.A</b>	<b>7.25%P.A</b>	<b>7.25%P.A</b>
Attrition Rate:	10% Per Annum			
Mortality Rate:	<b>IALM 2012-14 Ultimate</b>			

### 4. Provisions, Contingent Liabilities and Contingent Assets (AS 29)

Contingent liabilities and commitments (to the extent not provided for). There are Outstanding BG amount of Rs. 51.39 Lacs as on February 29, 2024, Traces Default of Rs.2.05 Lacs and outstanding Income Tax Demand of Rs. 2.18 Lacs as on the end of respective period except as mentioned in Annexure -AA, for any of the years covered by the statements.

### 5. Related Party Disclosure (AS 18)

Related party transactions are reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the Annexure – X of the enclosed financial statements.

### 6. Accounting For Taxes on Income (AS 22)

Deferred Tax liability/Asset in view of Accounting Standard – 22: "Accounting for Taxes on Income" as at the end of the period/year is reported as under:

Particulars	(Amount in Rs. Lakhs )			
	29-02-2024	31-03-2023	31-03-2022	31-03-2021
		As at		



Major Components of deferred tax arising on account of timing differences are:				
Timing Difference Due to Depreciation	(59.97)	(50.20)	(118.08)	(24.17)
Deferred Tax Assets/(Liabilities) (A)	(15.09)	(13.97)	(32.85)	(6.29)
Provision of Gratuity & Leave Encashment as at the year end	43.56	<b>2.00</b>	16.06	15.12
Timing Difference Due to Gratuity and Leave Encashment Expenses	43.56	31.04	16.06	15.12
Deferred Tax Assets/(Liabilities) (B)	10.96	8.63	4.47	3.93
<b>Cumulative Balance of Deferred Tax Assets/(Liability) (Net) (A+B)</b>	<b>(4.13)</b>	<b>(5.33)</b>	<b>(28.38)</b>	<b>(2.36)</b>

#### 7. Earnings Per Share (AS 20):

Earnings per Share have been calculated is already reported in the Annexure –W of the enclosed financial statements.

#### 8. Realizations:

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of property, plant and equipment, investments, inventories, receivables and other current assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these Restated financials has used internal and external sources on the expected future performance of the Company and management expects the carrying amount of these assets will be recovered and sufficient liquidity is available to fund the business operations for at least another 12 months. Given the uncertainty because of COVID-19, the final impact on the Company's assets in future may differ from that estimated as at the date of approval of these restated Financials.

#### 9. Contractual liabilities

All other contractual liabilities connected with business operations of the Company have been appropriately provided for.

#### Amounts in the financial statements

Amounts in the financial statements are reported in Indian Rupees in lakhs and rounded off to second digit of decimal. Figures in brackets indicate negative values.

#### 10. Auditors Qualifications –

Details of Auditors qualifications and their impact on restated financial statement is given below.

##### a) Qualification which required adjustment in restated financial statements

Financial Year	Audit Qualifications	Remark
FY 2020-21	NIL	Not Applicable
FY 2021-22	NIL	
FY 2022-23	NIL	
For the Period Ended 29 <sup>th</sup> February, 2024	NIL	

##### b) Qualification which does not require adjustment in restated financial statements

Financial Year	Audit Qualifications	Remark
FY 2020-21	NIL	Not Applicable
FY 2021-22	NIL	
FY 2022-23	NIL	
For the Period Ended 29 <sup>th</sup> February, 2024	NIL	

#### ANNEXURE-V

#### **MATERIAL ADJUSTMENTS [AS PER THE ICDR] REGULATION]**



Appropriate adjustments have been made in the restated financial statements, whenever required, by reclassification of the corresponding items of assets, liabilities and cash flow statement, in order to ensure consistency and compliance with requirement of Company Act 2013, and Accounting Standards.

The Summary of results of restatements made in the audited financial statements of the Company for the respective years and their impact on the profit/(losses) of the Company is as under.

#### **Statement of adjustments in the Financial Statements**

##### **Statement of Surplus in Profit and Loss Account**

(Amount in Lakhs Rs.)

<b>Reserves and Surplus</b>				
<b>Particulars</b>	<b>29-Feb-24</b>	<b>31-Mar-23</b>	<b>31-Mar-22</b>	<b>31-Mar-21</b>
Reserves and Surplus as per audited accounts but before adjustments for restated accounts:	938.36	601.40	322.51	179.07
Add: Cumulative Adjustment made in Statement of Profit and Loss Account	26.91	(38.32)	(39.95)	(8.58)
Adjustment with the Opening Reserves as on 01-04-2020	(16.75)	(16.75)	(16.75)	(16.75)
Net Adjustment in Profit and Loss Account	10.16	(55.07)	(56.70)	(25.33)
<b>Reserves and Surplus as per Restated Accounts:</b>	<b>948.55</b>	<b>546.33</b>	<b>265.81</b>	<b>153.74</b>

##### **Statement of Profit and Loss after Tax**

The reconciliation of Profit/(loss) after tax as per audited results and the Profit/(loss) after tax as per Restated accounts is presented below in Table-1. This summarizes the results of restatements made in the audited accounts for the respective years and its impact on the respective year profit & losses of the company.

(Amount in Lakhs Rs.)

<b>Particulars</b>	<b>29-02-2024</b>	<b>31-03-2023</b>	<b>31-03-2022</b>	<b>31-03-2021</b>
Net Profit/(loss) after Tax as per audited accounts but before adjustments for restated accounts:	500.52	278.89	143.44	62.30
Less: Provision for Gratuity & Leave Encashment booked as per AS -15(Revised)	31.05	(14.98)	(0.94)	(5.03)
Short/(Excess) Provision for Deferred Tax Assets	5.33	22.89	(25.98)	(1.36)
(Short)/Excess Provision for Income Tax	(0.02)	3.00	2.97	4.22
Short/(Excess) Provision for Depreciation	28.86	(9.28)	(7.41)	(6.41)
<b>Net Adjustment in Profit and Loss Account</b>	<b>65.23</b>	<b>1.63</b>	<b>(31.36)</b>	<b>(8.58)</b>
<b>Net Profit/(Loss) After Tax as per Restated Accounts:</b>	<b>565.77</b>	<b>280.52</b>	<b>112.08</b>	<b>53.72</b>

**a) Adjustment of Gratuity Expenses**

Company had accounted gratuity on cash basis, however during the restatement, Company has complied with the requirement of AS – 15 (Revised) “Employee Benefits” and accordingly booked Gratuity expenses basis of actuarial valuation report.

**b) Adjustment on account of Provision of Deferred Tax Assets:**

Due to Provision for Gratuity (Employee benefits), Difference of WDV of Fixed Assets as per Companies Act, 2013 and Income Tax Act, 1961 during the period of restatement, The Company has recalculated the deferred tax liability and deferred tax assets at the end of respective period/ year ended at the rate of normal Tax rate applicable at the end of relevant year. For more details refer table of Reconciliation of Statement of Profit and loss as above.

**c) Provision of Income Tax (Prior Period):**

During the restatement of tax provisions, during the period of restatement, The Company has recalculated the provision of Income Tax as per restatement profit at the end of respective period/year ended at the rate of normal Tax rate applicable at the end of relevant year.

**Provision of Income Tax (Current/Prior Period):** During the restatement, the Income tax provision was recalculated on



restated Profit/(Loss) of respective year as per the prevailing tax rates, accordingly the effect of revised income tax provision has been made in the Restated Statement of Profit and Loss account. Short/(Excess) provision has adjusted in respective year/period. For More details, refer Annexure Z enclosed with the Restated Financial Statement.

**d) Accounting of Depreciation on Property, Plant and Equipment**

During the restatement, Company has observed that GALA owned by company GALA A-20, B-108, no depreciation charged by company as per Land, but it comes under building as per the Schedule II of the Company Act 2013., Therefore, the depreciation was calculated revised and the difference short/(Excess) has been restated and necessary effect is given in Schedule of Property, Plant & Equipment and Opening retained earnings

**ANNEXURE – A  
RESTATED STANDALONE STATEMENT OF SHARE CAPITAL, RESERVES AND SURPLUS**

(Amt. in Rs. Lakhs, Except Share Data)

Particulars	As at			
	2/29/2024	3/31/2023	3/31/2022	3/31/2021
<b>Share Capital</b>				
<b>Authorized Share Capital</b>				
Equity shares of Rs.10 each	5,000,000	5,000,000	11	11
Equity Share Capital in Rs.	500.00	500.00	110.00	110.00
<b>Issued, Subscribed and Paid up Share Capital</b>				
Equity Shares of Rs. 10 each fully paid up-No.	3,416,000	110,000	110,000	110,000
Equity Share Capital (in Rs.)	341.60	11.00	11.00	11.00
<b>Total</b>	<b>341.60</b>	<b>11.00</b>	<b>11.00</b>	<b>11.00</b>
<b>Reserves and Surplus</b>				
<b>(A) Surplus in Profit and Loss account</b>				
Opening Balance	546.33	265.82	153.74	100.02
Profit for the Year	565.77	280.52	112.08	53.72
Less: Reduction on account of Bonus Issue	(319.00)	-	-	-
<b>Total</b>	<b>793.11</b>	<b>546.33</b>	<b>265.82</b>	<b>153.74</b>
<b>(B) Security Premium</b>				
Balance as per last financial statement	-	-	-	-
Add: Increase During the year on Fresh Allotment of Preferential Shares @ premium of Rs. 134/- @ 1,16,000 Shares	155.44			
Deletion on account of Bonus Shares	-			
<b>Closing Balance</b>	<b>155.44</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Reserve &amp; Surplus</b>	<b>948.55</b>	<b>546.33</b>	<b>265.82</b>	<b>153.74</b>

1. Terms/rights attached to equity shares:

(i) The company has issued 31,90,000 Bonus Shares on 05 April, 2023 in the ratio of 29:1 to existing shareholders and on 02 June, 2023 issued 1,16,000 Preferential allotment Equity Shares of Rs. 10 each on preferential basis to Non promoters groups at the premium of Rs. 134/-

(ii) The company has only one class of equity shares having a par value of `10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, if any.

(iii) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

2. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

3. Company does not have any Revaluation Reserve.

4. The reconciliation of the number of Equity shares outstanding as at: -

Particulars	2/29/2024	3/31/2023	3/31/2022	3/31/2021
Number of shares (Face value Rs 10) at the beginning	110,000	110,000	110,000	110,000



Add: Issue of Shares (Face value Rs 10)	-	-	-	-
Add: Bonus Shares	3,190,000	-	-	-
Add: Preferential Allotment of Equity Shares issued during the year @Rs. 144/-each (including Share Premium of Rs. 134/-	116,000			
Number of shares (Face value Rs 10) at the end of Period/year	<b>3,416,000</b>	<b>110,000</b>	<b>110,000</b>	<b>110,000</b>

5. The detail of shareholders holding more than 5% of Total Equity Shares: -

Name of Shareholders	2/29/2024	3/31/2023	3/31/2022	3/31/2021
Rupesh Laxman Kasavkar	1,473,360	55,000	55,000	55,000
Nitin I Aher	1,473,360	55,000	55,000	55,000

6. Shares held by promoters at the end of the respective year is as under

6a) Shares held by promoters at the period ended 29 <sup>th</sup> February, 2024			% Change during the year
Promoter Name	No. of Shares (Face Value Rs. 10/- each)	% of total shares	
Rupesh Laxman Kasavkar	1,473,360	43.13%	-6.87%
Nitin I Aher	1,473,360	43.13%	-6.87%
<b>Total</b>	<b>2,946,720</b>		

6b) Shares held by promoters at the end of the year 31st March 2023			% Change during the year
Promoter Name	No. of Shares (Face Value Rs. 10/- each)	% of total shares	
Rupesh Laxman Kasavkar	55,000	50.00%	0.00%
Nitin I Aher	55,000	50.00%	0.00%
<b>Total</b>	<b>110,000</b>		

6c) Shares held by promoters at the end of the year 31st March 2022			% Change during the year
Promoter Name	No. of Shares (Face Value Rs. 1/- each)	% of total shares	
Rupesh Laxman Kasavkar	55,000	50.00%	0.00%
Nitin I Aher	55,000	50.00%	0.00%
<b>Total</b>	<b>110,000</b>		

6d) Shares held by promoters at the end of the year 31st March 2021			% Change during the year
Promoter Name	No. of Shares (Face Value Rs. 1/- each)	% of total shares	
Rupesh Laxman Kasavkar	55,000	100.00%	0.00%
Nitin I Aher	55,000	100.00%	0.00%
<b>Total</b>	<b>110,000</b>		

7. The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.

#### ANNEXURE – B

#### RESTATED STANDALONE STATEMENT OF LONG TERM AND SHORT TERM BORROWINGS

(Amount in Rs. Lakhs)

Particulars	As at			
	2/29/2024	3/31/2023	3/31/2022	3/31/2021
<b>(Secured)</b>				
<b>(a) Term loans</b>				
From Bank & Financial Institutions	45.02	63.01	34.73	135.91
Sub-total (a)	<b>45.02</b>	<b>63.01</b>	<b>34.73</b>	<b>135.91</b>
<b>(Unsecured)</b>				
<b>(b) Term loans</b>				



From Bank & Financial Institutions	-	-	-	-
From Others	-	-	-	-
Sub-total (b)	-	-	-	-
<b>(c) Loans and advances from related parties &amp; shareholders (Unsecured)</b>				
From Directors	200.00	52.00	30.00	-
From Relatives	-	-	-	-
From Body Corporate	-	-	-	-
<b>Sub-total (c)</b>	<b>200.00</b>	<b>52.00</b>	<b>30.00</b>	<b>-</b>
<b>(d) Loans and advances from others (Unsecured)</b>				
From Others	-	-	-	-
<b>Sub-total (d)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total (a+b+c+d)</b>	<b>245.02</b>	<b>115.01</b>	<b>64.73</b>	<b>135.91</b>
Short Term Borrowings				
<b>Secured</b>				
<b>Loan Repayable on Demand</b>				
From Banks	842.90	404.41	208.19	86.78
<b>Sub total (a)</b>	<b>842.90</b>	<b>404.41</b>	<b>208.19</b>	<b>86.78</b>
<b>Unsecured</b>				
From Financial Institutions	-	-	-	-
Intercompany Loan from other body corporate	-	-	-	-
<b>Sub Total (b)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Current Maturities of Long Term Debt	16.97	7.65	8.55	8.30
<b>Sub Total (c)</b>	<b>16.97</b>	<b>7.65</b>	<b>8.55</b>	<b>8.30</b>
<b>Total (a+b+c)</b>	<b>859.87</b>	<b>412.07</b>	<b>216.73</b>	<b>95.07</b>

Note:

1. The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.
2. List of persons/entities classified as 'Promoters' and 'Promoter Group' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.
3. The terms and conditions and other information in respect of Secured Loans are given in Annexure -B (A)
4. The terms and conditions and other information in respect of Unsecured Loans are given in Annexure - B (B)

#### ANNEXURE – B(A)

#### RESTATED STANDALONE STATEMENT OF PRINCIPAL TERMS OF SECURED TERMS LOANS AND ASSETS CHARGED AS SECURITY

Name of Lender	Purpose of Credit Facility	Sanctioned Amount (Lakhs Rs.)	Rate of interest	Prime Securities offered	Re-Payment Schedule		Moratorium (In Months)	Outstanding amount as on (as per Books) (Rs. Lakhs)			
					No of EMI (No of Months)	EMI Amount (Rs. In Lakhs)		2/29/2024	3/31/2023	3/31/2022	3/31/2021
Axis Bank	Loan Against Property	118.82	8.75%	Plant & Machinery	120.00	1.489	12.00	-	-	-	118.67



ICICI Bank	Working Capital - Cash Credit	52.92	9.25%	Factory Building	36.00	1.470	24.00	52.92	52.92	-	-
ICICI Bank	Working Capital - Cash Credit	22.70	9.25%	Securities, Assets & Stock	40.00	0.71	12.00	5.70	13.53	43.27	25.54
ICICI Bank	Car loan	5.00	7.35%	CAR	60.00	0.10	-	3.37	4.21	-	-
ICICI Bank	Working Capital - DL OD	102.40	Repo +3.25 %	Stock and Book Debts	98.00	1.03	-	-	96.40	98.11	-
ICICI Bank	Working Capital - OD	388.30	Repo +3.25 %	Stock and Book Debts	Repayable on Demand			-	308.01	110.08	86.78
ICICI Bank	Working Capital - CC	870.00	Repo +3.00 %	Stock and Book Debts	Repayable on Demand			792.90			
ICICI Bank	Working Capital - LC & ECLGS	110.00						50.00			
<b>Total</b>								<b>904.89</b>	<b>475.07</b>	<b>251.46</b>	<b>230.99</b>

Note:

1 Mortgage Following assets against Overdraft facility by ICICI Bank as follow-

GALA A-20- Bhandup -Shiva Industrial Estate, Lake Road, Bhandup West, Mumbai - 400078 owned by Preeti Aher

Flat No- A - 1305, 13th Floor,A Wing Arunoday Tower Chsl, Sps Road Konkan Nagar, Bhandup West Mumbai 40007, Owned by Rupesh Kasavkar

Flat No 1002 10th Floor A Wing, Amber Prit Co Op Housing Society , 90ft Road Village Kachore, Thakurli East, owned by Preeti Aher

Flat No 302 3rd Floor, Pandurang Niwas, Nandivali Road, Dombivali East owned by Preeti Aher Nitin

GALA B 108- Bhandup -Shiva Industrial Estate, Lake Road, Bhandup West, Mumbai - 400078 owned by Rupesh Kasavka

## 2. MSME Loan -ICICI Bank-(22.70 Lacs)

The Facility herein shall, rank second charge with the Other Facility in terms of cash flows (including repayment) and shall be secured by (i) extension of second ranking charge over all the existing securities (including mortgage) created in favour of the ICICI Bank for the Other Facility; and (ii) charge to be created on the assets created under the Facility.

Second charges to be created on existing securities mortgaged A/c No.920060051468904 and on properties having aggregate value of Rs.503.30 Lakhs comprising of- a) GALA A-20- Bhandup -Shiva Industrial Estate of Rs.187.50 Lakhs b) GALA B 108- Bhandup -Shiva Industrial Estate of Rs.98.40 lakhs c) Flat No- A - 1305, 13th Floor,A Wing Arunoday Tower Chsl, Sps Road Konkan Nagar, Bhandup West- Rs.144.60 Lakhs d) A-1002, Amber Prit CHS Kachore Village 90ft road Thskurli East Thane of Rs.72.90 Lakhs

## 3. MSME Loan -ICICI Bank-(52.92 Lacs)

The Facility together with Interest, Additional Interest, liquidated damages, cost, charges, expenses and all other monies shall be secured on the following-

GALA A-20, Shiva Industrial estat & GALA-B-108, Shiva Industrial Estate co-op society Ltd

Note: As per ECLGS, the Facility shall be secured by a second ranking charge over all the existing securities created in favour of ICICI Bank for the existing facilities, with charge also to be created on the assets financed under the Facility.



Also Personal Guarantee of Directors-Rupesh Kasavakar, Nitin Aher, Preeti Aher

**ANNEXURE – B(B)**

**RESTATED STANDALONE STATEMENT OF TERMS & CONDITIONS OF UNSECURED LOANS**

A) Details of Unsecured Loans outstanding as at the end of the latest Reporting period from Directors/Promoters/Promoter Group /Associates/Relatives of Directors/Group

Unsecured Loans from Promoters/Directors are interest free and all are taken without any preconditions attached towards repayments.

Name of Lender	Purpose	Rate of interest	Re-Payment Schedule	Moratorium	Outstanding amount as at (Amount in Rs. Lakhs)			
					2/29/2024	3/31/2023	3/31/2022	3/31/2021
Rupesh Kasavkar	Business Loan	NIL	Payable on Demand	NA	179.00	31.00	15.00	-
Nitin I. Aher	Business Loan	NIL	Payable on Demand		15.00	15.00	15.00	-
Rupesh Kasavkar-HUF	Business Loan	NIL	Payable on Demand		6.00	6.00	-	-
Oxyo Financial Service Pvt Ltd	Working Capital - Purchase Financing	15%	Payable on Demand		-	-	-	-
<b>Total</b>					<b>200.00</b>	<b>52.00</b>	<b>30.00</b>	<b>-</b>

**ANNEXURE – B1**

**RESTATED STANDALONE STATEMENT OF OTHER LONG TERM LIABILITIES**

(Amount in Rs. Lakhs)

Particulars	As at			
	2/29/2024	3/31/2023	3/31/2022	3/31/2021
None				
<b>Total</b>	-	-	-	-

**ANNEXURE – C**

**RESTATED STANDALONE STATEMENT OF DEFERRED TAX (ASSETS) / LIABILITIES**

(Amount in Rs. Lakhs)

Particulars	As at			
	2/29/2024	3/31/2023	3/31/2022	3/31/2021
Major Components of deferred tax arising on account of timing differences are:				
Timing Difference Due to Depreciation	(59.97)	(50.20)	(118.08)	(24.17)
Deferred Tax Assets/(Liabilities) (A)	(15.09)	(13.97)	(32.85)	(6.29)
Provision of Gratuity & Leave Encashment as at the year end	43.56	2.00	16.06	15.12
Timing Difference Due to Gratuity and Leave Encashment Expenses	43.56	31.04	16.06	15.12
Deferred Tax Assets/(Liabilities) (B)	10.96	8.63	4.47	3.93
<b>Cumulative Balance of Deferred Tax Assets/(Liability) (Net) (A+B)</b>	<b>(4.13)</b>	<b>(5.33)</b>	<b>(28.38)</b>	<b>(2.36)</b>

Note: The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.





**ANNEXURE – D**  
**RESTATED STANDALONE STATEMENT OF LONG TERM PROVISIONS**

(Amount in Rs. Lakhs)

Particulars	As at			
	2/29/2024	3/31/2023	3/31/2022	3/31/2021
<b>Provision for Employee Benefits</b>				
Provision for Gratuity & leave Encachment	39.56	28.10	14.87	13.81
Others	-	-	-	-
<b>Total</b>	<b>39.56</b>	<b>28.10</b>	<b>14.87</b>	<b>13.81</b>

**ANNEXURE – E**  
**RESTATED STANDALONE STATEMENT OF TRADE PAYABLES**

(Rs. in Lakhs)

Particulars	As at			
	2/29/2024	3/31/2023	3/31/2022	3/31/2021
<b>Trade Payables</b>				
<b>For Goods &amp; Services</b>				
Micro, Small and Medium Enterprises	922.89	1,345.86	864.10	370.11
Others	347.79	127.07	251.43	127.76
<b>Total</b>	<b>1,270.68</b>	<b>1,472.93</b>	<b>1,115.52</b>	<b>497.87</b>
Trade Payable Includes Dues to Related Party	6.00	35.00	23.23	26.78

Notes:

- The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.
- Amount due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, have been identified on the basis of information available with the Company.
- Ageing of the Supplier, along with any amount involved in disputes as required by Schedule III of Companies Act, 2013 is disclosed below after it becomes due for payment. In case of no credit terms defined the break-up of age wise supplier balance is given below after considering from the date of transactions.

Trade Payables ageing schedule: As at 29th February 2024

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	899.43	19.96	-	3.50	922.89
(ii) Others	340.54	1.54	4.13	1.58	347.79
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Trade Payables ageing schedule: As at 31st March, 2023

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	1,331.56	14.30	-	-	1,345.86



(ii) Others	120.96	6.11	-	-	127.07
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Trade Payables ageing schedule: As at 31st March, 2022

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	860.51	3.59	-	-	864.10
(ii) Others	249.93	1.49	-	-	251.43
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Trade Payables ageing schedule: As at 31st March, 2021

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	365.45	4.66	-	-	370.11
(ii) Others	126.49	1.27	-	-	127.76
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

#### ANNEXURE – F

#### RESTATED STANDALONE STATEMENT OF OTHER CURRENT LIABILITIES AND SHORT TERM PROVISIONS

(Amount in Rs. Lakhs)

Particulars	2/29/2024	3/31/2023	3/31/2022	3/31/2021
<b>Other Current Liabilities</b>				
<b>Accrued Interest but not due</b>	-	-	-	-
Statutory Payables	50.74	55.33	54.89	26.92
Advances Received from Customers	177.50	152.14	129.84	33.36
Provision for expenses	5.91	6.56	3.35	-
Salary payable to staff	22.29	19.21	12.71	11.06
<b>Total</b>	<b>256.43</b>	<b>233.25</b>	<b>200.80</b>	<b>71.34</b>
<b>Short Term Provisions</b>				
Provision for Gratuity and leave encashment	4.00	2.94	1.19	1.31
Provision for interest on shortfall in Advance Tax	4.77	-	-	-
	<b>8.77</b>	<b>2.94</b>	<b>1.19</b>	<b>1.31</b>
<b>Other Provisions</b>				
Income tax Provisions net of Advance tax and TDS	107.49	-	-	-
<b>Total</b>	<b>116.26</b>	<b>2.94</b>	<b>1.19</b>	<b>1.31</b>

Notes:

1. The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.



**ANNEXURE – G**

**Restated Standalone Statement of Property, Plant & Equipment and Intangible Assets**

**FY 2020-21**

(In Lakhs Rs.)

S. No.	Assets	Useful Life (In Years)	Gross Block				Accumulated Depreciation/ Amortisation				Net Block		
			Balance as at 1st April 2020	Additions during the year	Deletion during the year	Balance as at 31st March 2021	Balance as at 1st April 2020	Provided during the year	Deletion / adjustments during the year	Written off from retained earnings from retained earnings	Balance as at 31st March 2021	Balance as at 31st March 2020	
<b>A</b>	<b>Tangible assets</b>												
	<b>Own Assets</b>												
1	Industrial GALA		192.16	-	-	192.16	5.77	6.41	-	-	12.18	179.98	186.39
2	Equipment		-					-					
3	PLANT & MACHINERY		2.25	0.34	-	2.59	0.79	0.41	-	-	1.20	1.40	1.46
4	BUILDING												
5	FURNITURE												
6	Computers		5.09	2.34	-	7.43	2.43	1.64	-	-	4.07	3.36	2.66
7	AIR CONDITIONER												
	<b>Total (A)</b>		<b>199.51</b>	<b>2.67</b>	<b>-</b>	<b>202.18</b>	<b>8.99</b>	<b>8.45</b>	<b>-</b>	<b>-</b>	<b>17.44</b>	<b>184.74</b>	<b>190.52</b>
<b>B</b>	<b>Capital work in progress</b>		-	-	-	-	-	-	-	-	-	-	-
	<b>Total (B)</b>		<b>199.51</b>	<b>2.67</b>	<b>-</b>	<b>202.18</b>	<b>8.99</b>	<b>8.45</b>	<b>-</b>	<b>-</b>	<b>17.44</b>	<b>184.74</b>	<b>190.52</b>

**FY 2021-22**

S. No.	Assets	Useful Life (In Years)	Gross Block				Accumulated Depreciation/ Amortisation				Net Block	
			Balance as at 1st April 2021	Additions during the year	Deletion during the year	Balance as at 31st March 2022	Balance as at 1st April 2021	Provided during the year	Deletion / adjustments during the year	Written off from retained earnings from retained earnings	Balance as at 31st March 2022	Balance as at 31st March 2021
<b>A</b>	<b>Tangible assets</b>											



Own Assets													
1	Industrial GALA		192.16	85.33	-	277.49	12.18	7.41			19.59	257.90	179.98
2	Equipment		-		-	-	-				-	-	-
3	PLANT & MACHINERY		2.40	0.42	-	2.82	1.20	0.46			1.66	1.17	1.20
4	BUILDING		-	-	-	-	-				-	-	-
5	FURNITURE		-	-	-	-	-				-	-	-
6	COMPUTER		7.62	2.55	-	10.17	4.07	1.97			6.04	4.13	3.55
7	AIR CONDITIONER												
	<b>Total (A)</b>		<b>202.18</b>	<b>88.30</b>	<b>-</b>	<b>290.48</b>	<b>17.44</b>	<b>9.84</b>	<b>-</b>	<b>-</b>	<b>27.29</b>	<b>263.20</b>	<b>184.74</b>
<b>B</b>	<b>Intangible Assets - Firewall</b>		-	-	-	-	-	-	-	-	-	-	-
<b>C</b>	<b>Capital work in progress</b>		-	-	-	-	-	-	-	-	-	-	-
	<b>Total (A+B+C)</b>		<b>202.18</b>	<b>88.30</b>	<b>-</b>	<b>290.48</b>	<b>17.44</b>	<b>9.84</b>	<b>-</b>	<b>-</b>	<b>27.29</b>	<b>263.20</b>	<b>184.74</b>

**For the Year ended March 31, 2023**

S. No.	Assets	Useful Life (In Years)	Gross Block			Accumulated Amortisation				Depreciation/		Net Block	
			Balance as at 1st April 2022	Additions during the year	Deletion during the year	Balance as at 31st March 2023	Balance as at 1st April, 2022	Provided during the year	Deletion / adjustments during the year	Written off from retained earnings from retained earnings	Balance as at 31st March 2023	Balance as at 31st March 2022	Balance as at 31st March 2022
<b>A</b>	<b>Property, Plant and Equipment</b>												
	<b>Own Assets</b>												
1	Industrial GALA		277.49		-	277.49	19.59	9.28	-	-	28.87	248.62	257.90
2	Equipment		-		-	-	-		-	-	-	-	-
3	PLANT & MACHINERY		2.82	7.13	-	9.95	6.04	1.53	-	-	7.57	2.38	(3.22)
4	BUILDING		-		-	-	-		-	-	-	-	-
5	FURNITURE		-	1.76	-	1.76	-	0.34	-	-	0.34	1.41	-
6	COMPUTER		10.17	7.79	-	17.96	1.66	3.06	-	-	4.72	13.24	8.51



7	AIR CONDITIONER		-	-	-	-	-	-	-	-	-	-	-
	<b>Total (A)</b>		<b>290.48</b>	<b>16.68</b>	<b>-</b>	<b>307.16</b>	<b>27.29</b>	<b>14.22</b>	<b>-</b>	<b>-</b>	<b>41.51</b>	<b>265.65</b>	<b>263.20</b>
<b>B</b>	<b>Intangible Assets - Firewall</b>		-	-	-	-	-	-	-	-	-	-	-
<b>C</b>	<b>Capital work in progress</b>		-	-	-	-	-	-	-	-	-	-	-
	<b>Total (A+B+C)</b>		<b>290.48</b>	<b>16.68</b>	<b>-</b>	<b>307.16</b>	<b>27.29</b>	<b>14.22</b>	<b>-</b>	<b>-</b>	<b>41.51</b>	<b>265.65</b>	<b>263.20</b>

For the Period ended February 29, 2024

S. No.	Assets	Useful Life (In Years)	Gross Block				Accumulated Amortisation			Depreciation/		Net Block	
			Balance as at 1st April 2023	Additions during the year	Deletion during the year	Balance as at 29th February 2024	Balance as at 1st April 2023	Provided during the year	Deletion / adjustments during the year	Written off from retained earnings from retained earnings	Balance as at 29th February 2024	Balance as at 29th February 2024	Balance as at 31st March 2023
<b>A</b>	<b><u>Property, Plant and Equipment</u></b>												
	<b>Own Assets</b>												
1	Industrial GALA		277.49	-	-	277.49	28.86	8.49	-	-	37.35	240.14	248.63
2	Equipement		-	-	-	-	-	-	-	-	-	-	-
3	PLANT & MACHINERY		9.95	1.89	-	11.84	7.57	1.26	-	-	8.84	3.01	2.38
4	BUILDING		-	-	-	-	-	-	-	-	-	-	-
5	FURNITURE		1.76	-	-	1.76	0.34	0.32	-	-	0.67	1.09	1.41
6	COMPUTER		17.96	5.72	-	23.68	4.72	3.88	-	-	8.59	15.08	13.24
7	AIR CONDITIONER		-	-	-	-	-	-	-	-	-	-	-
	<b>Total (A)</b>		<b>307.16</b>	<b>7.61</b>	<b>-</b>	<b>314.77</b>	<b>41.51</b>	<b>13.95</b>	<b>-</b>	<b>-</b>	<b>55.45</b>	<b>259.32</b>	<b>265.65</b>
<b>B</b>	<b>Capital work in progress</b>		-	-	-	-	-	-	-	-	-	-	-
<b>C</b>	<b>Capital work in progress</b>		-	-	-	-	-	-	-	-	-	-	-



	<b>Total (A+B+C)</b>	<b>307.16</b>	<b>7.61</b>	<b>-</b>	<b>314.77</b>	<b>41.51</b>	<b>13.95</b>	<b>-</b>	<b>-</b>	<b>55.45</b>	<b>259.32</b>	<b>265.65</b>
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Notes:

The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, I, II and III.

**ANNEXURE – H**  
**RESTATED STANDALONE STATEMENT OF NON-CURRENT INVESTMENTS**

(Amount in Rs. Lakhs)

Particulars	As at			
	2/29/2024	3/31/2023	3/31/2022	3/31/2021
<b>Non-Current Investment (At Cost)</b>				
None	-	-	-	-
<b>Total</b>	-	-	-	-
Aggregate amount of quoted investments and market value thereof	-	-	-	-
Aggregate amount of unquoted investments	-	-	-	-
Aggregate provision made for diminution in value of investments	-	-	-	-

Notes:

1. Fixed Deposits are under lien against BG Issued by the Banks.

2. The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.

**ANNEXURE – I**  
**RESTATED STANDALONE STATEMENT OF LONG-TERM LOANS AND ADVANCES**

(Amount in Rs. Lakhs)

Particulars	As at			
	2/29/2024	3/31/2023	3/31/2022	3/31/2021
<b>Unsecured, Considered Good unless otherwise stated</b>				
Security Deposit	0.30	0.35	0.05	5.85
Loans and Advances to Related Parties	-	-	-	-
Loans and Advances to Other Parties	-	-	-	-
Advance Tax & TDS (Net of Provisions) (Unsecured, Considered Good)	-	-	-	-
<b>Total</b>	<b>0.30</b>	<b>0.35</b>	<b>0.05</b>	<b>5.85</b>

Notes:

1. The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.

2. The Company has not given any loans and advances to promoters, Directors, KMP's and other related parties during the above period.

**ANNEXURE – J**  
**RESTATED STANDALONE STATEMENT OF NON CURRENT ASSETS**

(Amount in Rs. Lakhs)

Particulars	As at			
	2/29/2024	3/31/2023	3/31/2022	3/31/2021
<b>Unsecured, Considered Good unless otherwise stated</b>				
Retention money due from Customers	225.21	18.86	17.84	29.27



Fixed Deposits	50.65	53.86	21.84	22.68
<b>Total</b>	<b>275.86</b>	<b>72.72</b>	<b>39.68</b>	<b>51.95</b>

Notes:

1. Fixed Deposits are under lien against BG issued by banks
2. The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.

**ANNEXURE – K1**  
**RESTATED STANDALONE STATEMENT OF CURRENT INVESTMENT**

(Amount in Rs. Lakhs)

Particulars	As at			
	2/29/2024	3/31/2023	3/31/2022	3/31/2021
Other Investment - Fixed Deposits	-	-	-	-
<b>Total</b>	-	-	-	-
*Aggregate amount of quoted investments and market value thereof	-	-	-	-
Aggregate amount of unquoted investments	-	-	-	-
Aggregate provision made for diminution in value of investments	-	-	-	-

- Note:- 1. The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.
2. Fixed Deposits are under lien against BG Issued by the Banks.

**ANNEXURE – K**  
**RESTATED STANDALONE STATEMENT OF INVENTORIES**

(Amount in Lakhs Rs.)

Particulars	As at			
	2/29/2024	3/31/2023	3/31/2022	3/31/2021
Raw Materials	565.93	1,031.39	647.57	228.60
Work in Progress	-	-	-	-
Stock in Trade	-	-	-	-
<b>Total</b>	<b>565.93</b>	<b>1,031.39</b>	<b>647.57</b>	<b>228.60</b>

- Note:- 1. Inventory has been physically verified by the management of the Company at the end of respective year.
2. The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.

**ANNEXURE – L**  
**RESTATED STANDALONE STATEMENT OF TRADE RECEIVABLES**

(Amount in Rs. Lakhs)

Particulars	As at			
	2/29/2024	3/31/2023	3/31/2022	3/31/2021
<b>Outstanding for a period exceeding six months (Unsecured and considered Good)</b>				
From Directors/Promoters/Promoter Group/Associates/ Relatives of Directors/ Group Companies.	0.25	0.27	-	-
Others	191.44	191.17	274.48	304.75
<b>Outstanding for a period not exceeding 6 months (Unsecured and</b>				



<b>considered Good)</b>				
From Directors/Promoters/Promoter Group/Associates/ Relatives of Directors/ Group Companies.	-	-	-	-
Others	774.75	1,104.11	496.65	161.80
<b>Total</b>	<b>966.44</b>	<b>1,295.56</b>	<b>771.12</b>	<b>466.55</b>

1. The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.

2. List of persons/entities classified as 'Promoters' and 'Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

3. Ageing of the Trade receivable, alongwith any amount involved in disputes, if any as required by Schedule III of Companies Act, 2013 is disclosed as below. Ageing of debtors is based on the date of transaction in case there is no credit period agreed at the time of Supply.

#### Trade Receivables ageing schedule as at 29th February 2024

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables -considered good	774.75	122.20	35.81	5.85	3.47	942.08
(i) Undisputed Trade receivables -considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	24.36	24.36
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

#### Trade Receivables ageing schedule as at 31st March 2023

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	1,104.11	74.05	88.02	14.27	-	1,280.45
(i) Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	15.10	15.10
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

#### Trade Receivables ageing schedule as at 31st March, 2022

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables -considered good	496.65	218.98	14.39	34.26	-	764.28
(i) Undisputed Trade receivables -considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered	-	-	-	-	6.85	6.85





good						
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

**Trade Receivables ageing schedule as at 31st March, 2021**

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables -considered good	161.80	262.76	27.45	14.54	-	466.55
(i) Undisputed Trade receivables -considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

**ANNEXURE – M  
RESTATED STANDALONE STATEMENT OF CASH & CASH EQUIVALENTS**

(Amount in Rs. Lakhs)

Particulars	As at			
	2/29/2024	3/31/2023	3/31/2022	3/31/2021
<b>Cash and Cash Equivalents:</b> (as per Accounting Standard 3: Cash flow Statements)				
Balances with Banks in Current Accounts	159.86	9.66	38.97	8.43
Cash on Hand (As certified and verified by Management)	0.70	0.09	0.00	0.16
<u>Other Bank Balances</u>				
Fixed Deposits (Refer Note 1)	-	-	-	-
<b>Total</b>	<b>160.56</b>	<b>9.75</b>	<b>38.97</b>	<b>8.59</b>

1. According to management, no fixed deposit is having maturity below 3 months, and accordingly basis of their maturity pattern, such fixed deposits shown in current investments.
2. The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.

**ANNEXURE – N  
RESTATED STANDALONE STATEMENT OF SHORT-TERM LOANS AND ADVANCES**

(Amount in Rs. Lakhs)

Particulars	As at			
	2/29/2024	3/31/2023	3/31/2022	3/31/2021
<b>Unsecured, Considered Good unless otherwise stated</b>				
Security Deposit	-	-	-	-
Advances to Vendors	333.84	132.52	139.63	19.31
Balance With Revenue Authorities	4.94	0.15	(0.00)	(0.17)
Loans and advances to related parties	-	-	-	-
Loans and Advances to Employees	17.13	17.84	7.37	10.15
Advance Tax & TDS (Net of provisions) (Unsecured, considered good)	-	1.02	11.46	6.86
Other Loans and Advances	-	-	-	-
<b>Total</b>	<b>355.90</b>	<b>151.53</b>	<b>158.45</b>	<b>36.14</b>
* Advance to Vendors includes advance given to related party/parties.	270.93	99.22	96.59	91.83

1. The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.
2. List of persons/entities classified as 'Promoters' and 'Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.



3. The Company has not given any loans and advances to promoters, Directors, KMP's and other related parties during the above period.

**ANNEXURE – O**  
**RESTATED STANDALONE STATEMENT OF OTHER CURRENT ASSETS**

(Amount in Rs. Lakhs)

Particulars	As at			
	2/29/2024	3/31/2023	3/31/2022	3/31/2021
IPO Related Expenses	23.33	-	-	-
Prepaid Insurance	2.00			
Unbilled Receivable	1472.45	-	-	-
<b>Total</b>	<b>1497.78</b>	<b>-</b>	<b>-</b>	<b>-</b>

Note

1. The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.

**ANNEXURE – P**  
**RESTATED STANDALONE STATEMENT OF TURNOVER**

(Amount in Rs. Lakhs)

Particulars	for the Period/Year ended on			
	2/29/2024	3/31/2023	3/31/2022	3/31/2021
(i) turnover of products traded in by the issuer; and	37.72	5.39	17.77	2.39
*(ii) turnover in respect of products not normally dealt in by the issuer but included in (i) above	-	-	-	-
(iii) turnover in respect of work Contract Services supplied by the issuer	5,008.48	4,678.35	3,608.74	1,956.69
(iv) turnover in respect of work done but billing not done (Unbilled Revenue)	1,472.45	-	-	-
<b>Total</b>	<b>6,518.64</b>	<b>4,683.74</b>	<b>3,626.51</b>	<b>1,959.09</b>

\*As per information provided to us by the Issuer, there is no such item.

1. The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.

**ANNEXURE – Q**  
**RESTATED STANDALONE STATEMENT OF OTHER NON OPERATING INCOME**

(Amount in Rs. Lakhs)

Particulars	for the Period/Year ended on			
	2/29/2024	3/31/2023	3/31/2022	3/31/2021
<b>Related and Recurring Income:</b>				
(i) Interest income	1.94	1.63	0.91	1.02
Rent Income	1.86	1.60	0.00	0.00
Miscellaneous Income	0.19	0.09	0.00	0.00
<b>Sub Total (a)</b>	<b>4.00</b>	<b>3.31</b>	<b>0.91</b>	<b>1.02</b>
<b>Non related and Non-Recurring Income:</b>				
Sundry Balances Written off	5.13	1.23	-	-
Insurance claim received	0.00	1.50	-	-
<b>Sub Total (b)</b>	<b>5.13</b>	<b>2.73</b>	<b>-</b>	<b>-</b>
<b>Related and Non-Recurring Income:</b>				
<b>Sub Total (c)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total (A+b+C)</b>	<b>9.12</b>	<b>6.04</b>	<b>0.91</b>	<b>1.02</b>



% of Other Income with Profit Before Tax	1.21%	1.67%	0.48%	1.40%
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1. The classification of other income as recurring/not-recurring, related/not-related to business activity is based on the current operations and business activity of the Company as determined by the management.

2. The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.

#### ANNEXURE – R

#### RESTATED STANDALONE STATEMENT OF COST OF MATERIAL CONSUMED AND PURCHASE OF STOCK IN TRADE

(Amount in Lakhs Rs.)

Particulars	for the Period/Year ended on			
	2/29/2024	3/31/2023	3/31/2022	3/31/2021
<b>Cost of Material Consumed</b>				
Opening Stock of Raw Material	1,031.39	647.57	228.60	325.85
Add: Purchases of Raw Material	3,820.77	3,718.83	2,991.06	1,286.38
<b>Add: Direct Cost</b>				
Freight	101.56	58.96	1.54	0.20
Labour Charges(Consumable)	750.05	453.78	495.02	250.02
Salary and Wages - Site	190.79	137.41	111.18	64.67
Contribution to Provident Fund and Other Fund - Site	6.07	6.10	5.28	2.27
Staff Welfare Expenses - Site	24.99	20.77	16.20	8.15
Less: Closing Stock of Raw Material	565.93	1,031.39	647.57	228.60
<b>Total</b>	<b>5,359.69</b>	<b>4,012.03</b>	<b>3,201.30</b>	<b>1,708.95</b>
<b>Purchase of Stock in Trade</b>				
Purchase of Stock in Trade	33.19	4.75	15.64	2.11
<b>Total</b>	<b>33.19</b>	<b>4.75</b>	<b>15.64</b>	<b>2.11</b>

1. The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.

#### ANNEXURE – S

#### RESTATED STANDALONE STATEMENT OF EMPLOYEE BENEFITS EXPENSES

(Amount in Rs. Lakhs)

Particulars	for the Period/Year ended on			
	2/29/2024	3/31/2023	3/31/2022	3/31/2021
Salary and Wages	137.69	112.64	96.15	73.22
Contribution to Provident Fund and Other Fund	15.46	17.62	2.78	6.26
Staff Welfare Expenses	2.65	1.68	1.75	2.28
<b>Total</b>	<b>155.79</b>	<b>131.94</b>	<b>100.68</b>	<b>81.76</b>



**ANNEXURE – T**  
**RESTATED STANDALONE STATEMENT OF FINANCE COST**

(Amount in Rs. Lakhs)

Particulars	for the Period/Year ended on			
	2/29/2024	3/31/2023	3/31/2022	3/31/2021
Interest expense	49.48	31.00	20.69	24.78
Other Borrowing cost	8.10	3.08	12.29	6.59
Interest on account of shortfall of advance tax	4.77	-	-	-
<b>Total</b>	<b>62.35</b>	<b>34.08</b>	<b>32.98</b>	<b>31.38</b>

**ANNEXURE – U**  
**RESTATED STANDALONE STATEMENT OF DEPRECIATION & AMORTISATION**

(Amount in Rs. Lakhs)

Particulars	for the Period/Year ended on			
	2/29/2024	3/31/2023	3/31/2022	3/31/2021
Depreciation and Amortization Expenses	13.95	14.22	9.84	8.45
<b>Total</b>	<b>13.95</b>	<b>14.22</b>	<b>9.84</b>	<b>8.45</b>

**ANNEXURE – V**  
**RESTATED STANDALONE STATEMENT OF OTHER EXPENSES**

(Amount in Rs. Lakhs)

Particulars	for the Period/Year ended on			
	2/29/2024	3/31/2023	3/31/2022	3/31/2021
Rent	3.63	3.24	1.50	-
Insurance Expenses	0.36	-	0.35	1.56
Audit Fees	4.50	0.60	0.30	0.60
Travelling Expenses	29.07	22.04	15.74	7.98
Electricity Expenses(Fuel)	29.55	31.25	3.15	2.56
Miscellaneous Expenses	78.67	73.74	55.48	41.95
<b>Total</b>	<b>145.78</b>	<b>130.87</b>	<b>76.51</b>	<b>54.65</b>
<b>Miscellaneous Expenses</b>				
<b>Selling and Administrative Expenses</b>				
Bank Charges	0.46	2.76	0.20	0.68
Conveyance	-	-	0.18	0.78
Courier Expenses	0.05	0.03	0.02	0.02
Depository Expenses	0.63	-	-	-
Donation	0.11	-	-	-
GST Interest expenses	0.70	1.27	4.17	0.88
Hire Charges	-	0.08	0.35	-
Legal & Professional Charges	4.72	7.46	8.56	2.78
Lodging & Boarding	4.55	5.22	2.23	1.99
Membership Fees Charges	0.03			
Office Expenses	25.45	29.27	14.91	12.80
Misc. Expenses	18.01	21.06	17.66	19.86
Printing & Stationary	1.58	1.97	1.22	0.62
Profession Tax	0.07	-	-	0.05
Property Tax	0.54			
Repairs	0.14	0.63	-	0.09
Sundry Balances Written off	19.05	-	-	-



Software Expenses	0.05	-	-	-
Service Charges	0.69	0.76	2.44	0.50
Stock Audit Charges	0.21	-	-	-
Stamp duty Charges	-	0.80	2.50	-
Telephone Charges	1.63	2.45	1.05	0.90
<b>Sub Total</b>	<b>78.67</b>	<b>73.74</b>	<b>55.48</b>	<b>41.95</b>

**ANNEXURE – W**  
**RESTATED STANDALONE STATEMENT OF MANDATORY ACCOUNTING RATIOS**  
(Amount in Lakhs Rs. Except Per Share Data)

Particulars	As at			
	2/29/2024	3/31/2023	3/31/2022	3/31/2021
Net Worth (A)	1,290.15	557.33	276.82	164.74
Restated Profit after tax	565.77	280.52	112.08	53.72
Less: Prior Period Item	-	-	-	-
Adjusted Profit after Tax (B)	565.77	280.52	112.08	53.72
Number of Equity shares (Face Value Rs 10) outstanding as on the of Year	34,16,000	110,000	110,000	110,000
Weighted Average Number of Equity shares (Face Value Rs 10) (c)	33,94,814	110,000	110,000	110,000
Weighted Average Number of Equity shares (Face Value Rs 10) after considering Bonus Issue of Shares (D)	33,94,814	3,300,000	3,300,000	3,300,000
Current Assets (E)	3,546.61	2,541.06	1,626.50	755.70
Current Liabilities (F)	2,503.24	2,120.16	1,527.06	661.37
Face Value per Share (Refer Note 6 below)	10.00	10.00	10.00	10.00
Restated Basic and Diluted Earning Per Share (Rs.) (B/D) (After Bonus)	16.67	8.50	3.40	1.63
Return on Net worth (%) (B/A)	43.85%	50.33%	40.49%	32.61%
Net asset value per share (A/C) (Face Value of Rs. 10 Each) Based on actual number of shares - Before Bonus	37.77	506.67	251.65	149.76
Net asset value per share (A/D) (Face Value of Rs. 10 Each) Based on on actual number of shares - After Bonus	37.77	16.89	8.39	4.99
Current Ratio (E/F)	1.42	1.20	1.07	1.14
Restated Earnings Before Interest Tax Depreciation and Amortisation (EBITDA)	811.32	401.07	220.07	105.03

Note:

1) The ratios have been computed as below:

(a) Basic earnings per share (Rs. ) - : Net profit after tax as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the period or year

(b) Diluted earnings per share (Rs. ) - : Net profit after tax as restated for calculating diluted EPS / Weighted average number of equity shares outstanding at the end of the period or year for diluted EPS

(c) Return on net worth (%) - : Net profit after tax (as restated) / Net worth at the end of the period or year

(d) Net assets value per share - : Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year

(e) EBITDA has been calculated as Profit before Tax+Depreciation+Interest Expenses

2) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.

3) Net worth for ratios mentioned is equals to Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss).

4) The figures disclosed above are based on the standalone restated summary statements.

5) The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

6) The company has issued 31,90,000 Bonus Shares on 05 April, 2023 in the ratio of 29:1 to existing shareholders and on 02 June,



2023 issued 1,16,000 Preferential allotment Equity Shares of Rs. 10 each on preferential basis to Non promoters groups at the premium of Rs. 134/-

**ANNEXURE – X**  
**RESTATED STATEMENT OF RELATED PARTY TRANSACTION**

(Amount in Rs. Lakhs)

Lis of Related Parties as per AS – 18

Particulars	Names of related parties	Nature of Relationship			
<b>Directors and Key Management Personnel (KMP)</b>	Rupesh Laxman Kasavkar	Promoters & Director			
	Nitin I Aher	Promoters & Director			
	Kejal Niken Shah	CS (Appointed with Effect from 09th September, 2023)			
	Mrs. Azad Ashok Jinwal	CFO (Appointed with Effect from 12th Feb 2024)			
<b>Enterprises in which KMP/Relatives of KMP can exercise significant influence</b>	Rulka Electricals	Proprietorship firm of Rupesh Laxman Kasavkar			
	NR Square Enterprises	Proprietorship firm of Nitin I Aher			
<b>Relative of Director</b>	Mrs. Preeti Nitin Aher	Wife of Director Nitin I Aher			
		Period/Year ended			
<b>(i) Transactions with Director in KMP</b>		29-Feb-24	31-Mar-23	31-Mar-22	31-Mar-21
<b>1</b>	<b>Rupesh Laxman Kasavkar</b>				
	Director Remuneration given	26.57	25.36	23.54	21.25
	Opening balance of Loan taken by the Company	31.00	15.00	-	-
	Loan Taken by the Company	150.00	26.00	15.00	-
	Loan Repaid by the Company	2.00	10.00	-	-
	Interest on Loan taken/Given	-	-	-	-
	<b>Closing Balance (cr/(dr) )</b>	<b>179.00</b>	<b>31.00</b>	<b>15.00</b>	<b>-</b>
<b>2</b>	<b>Nitin I Aher</b>				
	Director Remuneration given	26.57	25.36	23.54	23.00
	Opening balance of Loan taken by the Company	15.00	15.00	-	-
	Loan Taken by the Company	-	-	15.00	-
	Loan Repaid by the Company	-	-	-	-
	Interest on Loan taken/Given	-	-	-	-
	<b>Closing Balance (cr/(dr) )</b>	<b>15.00</b>	<b>15.00</b>	<b>15.00</b>	<b>-</b>
<b>3</b>	<b>Rupesh Laxman Kasavkar- HUF</b>				
	Opening balance of Loan taken by the Company	6.00	0.00	0.00	0.00
	Loan Taken by the Company	0.00	6.00	0.00	0.00
	Loan Repaid by the Company	0.00	0.00	0.00	0.00
	Interest on Loan taken/Given	0.00	0.00	0.00	0.00
	<b>Closing Balance (cr/(dr) )</b>	<b>6.00</b>	<b>6.00</b>	<b>0.00</b>	<b>0.00</b>
<b>(ii) Transactions with Relatives of KMP</b>					
	Rulka Electricals- Creditors				
	Opening balance (Cr.)	35.00	17.87	10.00	0.00
	Purchases by company during the year including Labour charges	26.32	76.90	45.96	10.00
	Payment made during the year	55.32	59.77	38.09	0.00



	Net balance Outstanding (Cr).	<b>6.00</b>	<b>35.00</b>	<b>17.87</b>	<b>10.00</b>
	Rulka Electricals (Advance to Suppliers)				
	Closing balance- Dr.	<b>88.67</b>	<b>88.67</b>	<b>96.44</b>	0.00
	NR Square Enterprises				
	Opening balance (Cr.)	-10.55	5.36	16.78	0.00
	Purchases by company during the year including Labour charges	476.29	505.72	61.90	16.78
	Payment made during the year	648.00	521.63	73.32	
	Net balance (Dr.)/Cr.	<b>-182.26</b>	<b>-10.55</b>	<b>5.36</b>	<b>16.78</b>
	NR Square Enterprises (Debtors & Cr-Advance to Suppliers)	0.25	0.27	(0.15)	(0.15)
	Closing balance- Dr./(Cr.)				
	NR Square Enterprises				
	Rent Deposit- GALA (B-108)	1.00	1.00		
	Rent Received	1.86	1.60		
	Remuneration Paid				
	Mrs. Sharmila Rupesh Kasavkar	5.95	10.74	10.09	0.00
	Mrs. Kejal Niken Shah	1.20	-	-	-
	Mrs. Preeti Nitin Aher	5.95	10.74	10.09	0.00
	Mr. Azad Ashok Jinwal	0.41	-	-	-
	Reimbursement of Expenses incurred				
	Mrs. Preeti Nitin Aher	1.83	2.17	1.53	1.03
	Rupesh Laxman Kasavkar	2.79	6.20	4.21	0.00
	Nitin I Aher	4.12	6.52	3.33	8.62
	Mrs. Sharmila Rupesh Kasavkar	1.29	1.12	0.78	0.24

Note - :

1. list of Related parties has been identified by the management and relied upon by the Auditor.
2. In case there is no transaction with any of the above related parties, only name of such related parties has been disclosed as required by AS- 18.

**ANNEXURE – Y**  
**RESTATED STANDALONE STATEMENT OF CAPITALISATION**

(Amount in Rs. Lakhs)

Particulars	Pre Issue	Post Issue*
	2/29/2024	
<b>Debt</b>		
Short Term Debt	842.90	-
Long Term Debt	261.98	-
<b>Total Debt</b>	<b>1104.89</b>	<b>-</b>
<b>Shareholders' Fund (Equity)</b>		
Share Capital	341.60	-
Reserves & Surplus	948.55	-
Less: Miscellaneous Expenses not w/off	-	-
Total Shareholders' Fund (Equity)	1,290.15	-
<b>Long Term Debt/Equity</b>	0.20	-
<b>Total Debt/Equity</b>	0.86	-

Notes:

1. Short term Debts represent which are expected to be paid/payable within 12 months and excludes installment of term loans repayable within 12 months.
2. Long term Debts represent debts other than Short term Debts as defined above but includes installment of term loans repayable within 12 months grouped under other current liabilities.



3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 29/02/2024.

\* The corresponding post issue figures are not determinable at this stage pending the completion of public issue and hence have not been furnished.

**ANNEXURE – Z**  
**RESTATED STANDALONE STATEMENT OF TAX SHELTER**

(Amount in Rs. Lakhs)

Particulars		for the period/year ended on			
		2/29/2024	3/31/2023	3/31/2022	3/31/2021
A	Profit before taxes as restated	757.01	361.89	190.44	72.81
B	Tax Rate Applicable %	25.17	27.82	27.82	26.00
C	Tax Impact (A*B)	190.53	100.68	52.98	18.93
	Adjustments:				
D	<b>Permanent Differences</b>				
	Expenses disallowed due to non-deduction of TDS	-	-	-	0.02
	Other Expenses disallowed under Sec-37 of Income Tax Act, 1961	4.77	-	-	-
	Expenses disallowed -ROC exp & Stamp Duty On Increase Authorised Share Capital	0.11	3.80	2.20	-
	<b>Total Permanent Differences</b>	<b>4.88</b>	<b>3.80</b>	<b>2.20</b>	<b>0.02</b>
E	<b>Timing Difference</b>				
	Difference between tax depreciation and book depreciation	(9.76)	(5.31)	(7.97)	(10.69)
	Expenses Disallowed Under Section 43 B	12.51	14.98	0.94	5.03
	<b>Total Timing Differences</b>	<b>2.75</b>	<b>9.67</b>	<b>(7.03)</b>	<b>(5.66)</b>
	Deduction under Section 10AA	-	-	-	-
F	Net Adjustment (F) = (D+E)	7.63	13.47	(4.83)	(5.63)
G	Tax Expenses/ (Saving) thereon (F*B)	1.92	3.75	(1.34)	(1.46)
H	Tax Liability, After Considering the effect of Adjustment (C +G)	192.45	104.43	51.64	17.47
I	Book Profit as per MAT *	NA	361.89	190.44	72.81
J	MAT Rate	NA	16.69	16.69	16.69
K	Tax liability as per MAT (I*J)	NA	60.41	31.79	12.15
L	Current Tax being Higher of H or K	192.45	104.43	51.64	17.47
M	Interest U/s 234A, B and C of Income Tax Act	-	-	0.70	0.22
N	Total Tax expenses (L+M+N)	192.45	104.43	52.34	17.69
P	Tax Paid Under (Normal/MAT) in Income Tax Return Filed by Company	Normal	Normal	Normal	Normal

\* MAT refers to Minimum Alternative Tax as referred to in section 115 JB of the Income Tax Act,1961

Notes:

1. The aforesaid statement of tax shelters has been prepared as per the restated Summary statement of profits and losses of the Company. The permanent/timing differences have been computed considering the acknowledged copies of the income-tax returns/Provisional computation of total income of respective years as stated above.
2. The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.

**ANNEXURE – AA**  
**RESTATED STANDALONE STATEMENT OF CONTINGENT LIABILITIES**

(Amount in Rs. Lakhs)

Particulars	As at			
	2/29/2024	3/31/2023	3/31/2022	3/31/2021
Contingent liabilities in respect of:	-	-	-	-
Claims against the company not acknowledged as debts	-	-	-	-





Guarantees given on Behalf of the Company	44.77	53.29	-	-
Other moneys for which the company is contingently liable	-	-	-	-
Traces Defaults	2.05	1.90	0.64	0.25
Income Tax Demand outstanding for the AY 2019-20	2.18	2.18	2.18	2.18
Uncalled liability on shares and other investments partly paid	-	-	-	-
<b>Total</b>	<b>49.00</b>	<b>57.37</b>	<b>2.82</b>	<b>2.43</b>

1. The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III

**ANNEXURE – AB**  
**RESTATED STANDALONE STATEMENT OF OTHER FINANCIAL RATIO**

Sr. No.	Ratio	29-Feb-24	31-Mar-23	31-Mar-22	31-Mar-21
1	Current Ratio (No of Times)	1.42	1.17	1.05	1.11
2	Debt Equity Ratio (No of Times)	2.16	4.06	5.83	4.95
3	Debt Service Coverage Ratio (No of Times)	9.47	8.43	4.88	2.63
4	Return On Equity Ratio (%)	61.25%	67.26%	50.76%	38.96%
5	Inventory Turnover Ratio (In Days)	61.76	91.75	61.79	73.02
6	Trade Receivable Turnover Ratio (In Days)	57.95	80.53	62.28	85.04
7	Trade Payable Turnover Ratio (In Days)	118.89	126.87	97.93	134.77
8	Net Capital Turnover Ratio (No Of Times)	36.13	17.49	7.86	7.45
9	Net Profit Ratio (%)	8.68%	5.99%	3.09%	2.74%
10	Return On Capital Employed (%)	33.67%	36.23%	37.82%	24.66%
11	Return On Investment/Total Assets (%)	13.86%	9.92%	5.84%	5.47%

All Ratio Except Ratio Sr. No 5,6, and 7, for the period ended 29<sup>th</sup> February, 2024 is not annualized

Note: Details of numerator and denominator for the above ratio are as under

- (1) Current Ratio = Current Assets / Current Liabilities.
- (2) Debt- equity ratio = Total debt / Shareholders' equity.
- (3) Debt service coverage ratio = EBITDA/(Principal + Interest).
- (4) Return on equity ratio= Net profit after taxes / Avg Shareholder's Equity.
- (5) Inventory turnover ratio=Cost of goods sold or sales/Average inventory.
- (6) Trade receivables turnover ratio= Revenue from Operations /Average trade receivables.
- (7) Trade payables turnover ratio=Purchase/Average trade payables.
- (8) Net Capital turnover ratio=Net sales/Average working capital.
- (9) Net profit ratio=Net profit after taxes/Total Revenue.
- (10) Return on capital employed=Earnings before interest and taxes/Capital employed.
- (11) Return on investment/Total Assets=PAT/Total Assets

**Variance Analysis for the FY 2021-22**

Sr. No.	Ratio	Variance	Reason for Variance Above 25%
1	Debt Service Coverage Ratio (No of Times)	85.6%	Due to Increase in Profit and reduce interest liability
2	Return On Equity Ratio (%)	30.3%	Due to Increase in Profit.
3	Trade Receivable Turnover Ratio (In Days)	-26.8%	Due to Increase in Sales and Decrease in Trade receivable
4	Trade Payable Turnover Ratio (In Days)	-27.3%	Due to Increase in Purchases and compares decrease in Trade payable
5	Return On Capital Employed (%)	53.3%	Due to Increase in Profit compare to previous year.

**Variance Analysis for the FY 2022-23**

Sr. No.	Ratio	Variance	Reason for Variance Above 25%
1	Debt Equity Ratio (No of Times)	-30.3%	Due to Increase in Profit. Due to increase in Profit as compare to Interest+ Principal
2	Debt Service Coverage Ratio (No of Times)	72.7%	Payment liability
3	Return On Equity Ratio (%)	32.5%	Due to Increase in Profit.
4	Inventory Turnover Ratio (In Days)	48.5%	Due to Increase in Average Inventory



5	Trade Receivable Turnover Ratio (In Days)	29.3%	Due to Increase in Trade Receivable
6	Trade Payable Turnover Ratio (In Days)	29.5%	Due to Increase in Trade Payables
7	Net Capital Turnover Ratio (No Of Days)	122.6%	Due to Increase in Sales compare to Previous year.
8	Net Profit Ratio (%)	93.8%	Due to Increase in Profit compare to previous year.
9	Return On Investment/Total Assets (%)	69.9%	Due to Increase in Profit compare to previous year.

**Variance Analysis for the Period Ended  
29th February, 2024**

Sr. No.	Ratio	Variance	Reason for Variance Above 25%
1	Debt Equity Ratio (No of Times)	-46.8%	Due to Increase in Share Capital & Profit and Decrease in Outside Debt liability
2	Inventory Turnover Ratio (In Days)	-32.7%	Due to Increase Cost of Consumption and Decrease in Inventory
3	Trade Receivable Turnover Ratio (In Days)	-28.0%	Due to Increase in Sales and Decrease in Trade receivable
4	Net Capital Turnover Ratio (No Of Days)	106.6%	Due to Increase in Sales compare to Previous year.
5	Net Profit Ratio (%)	44.9%	Due to Increase in Profit compare to previous year.
6	Return On Investment/Total Assets (%)	39.7%	Due to Increase in Profit compare to previous year.

**Annexure – AC - Other Notes**

1. The title deeds of all immovable properties are held in the name of the Company. Accordingly, there are no Immovable Properties which were not held in name of the Company as on 29th February, 2024, except as disclosed in Annexure "G"
2. The Company has not utilised the borrowings received from banks and financial institutions for the purpose other than for which it was taken during the period of restatement.
3. Foreign Exchange earnings, expenditures and Hedge and unhedge status of Balance receivable and payable is as under:-

Particulars	For the Period/Year ended on			
	29-02-2024	31-03-2023	31-03-2022	31-03-2021
<b>1. CIF Value of Imports</b>				
Raw Material	-	-	-	-
Traded Goods	-	-	-	-
Capital Goods/ Stores & Spare Parts	-	-	-	-
<b>2. Expenditure in Foreign Currency</b>				
In respect of Business Promotion, Repair & Maintenance & Profession Consultancy & Other Misc. Expenses				
- In respect of Foreign Travelling.	-	-	-	-
<b>3. Earnings in Foreign Currency</b>				
Exports (FOB Value)	-	-	-	-

4. Disclosure Regarding Derivative Instruments and Unhedged Foreign Currency Exposure

Disclosure of Unhedged Balances:	For the Period/Year ended on			
	29-02-2024	31-03-2023	31-03-2022	31-03-2021
<b>Trade payables (including payables for capital):</b>				
In USD	-	-	-	-
In INR	-	-	-	-
<b>Trade Receivable</b>				
In USD				
In INR				
<b>Borrowings:</b>				
In USD	-	-	-	-
In INR	-	-	-	-
<b>Interest accrued but not due</b>				
In USD	-	-	-	-



In INR	-	-	-	-
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## 5. Details of CSR

CSR Provisions were not applicable to the Company (Erstwhile LLP) during the period of restatement (₹ in Lakhs)

Particulars	For the Period / Year Ended On			
	29-02-2024	31-03-2023	31-03-2022	31-03-2021
a). Amount Required to be spent during the year	NA	NA	NA	NA
b). Amount of expenditure incurred,	NA	NA	NA	NA
c). Shortfall at the end of the year,	NA	NA	NA	NA
d). Total of previous years shortfall	NA	NA	NA	NA
e). Reasons for shortfall	NA	NA	NA	NA
f). Nature of CSR Activities	NA	NA	NA	NA

## 6. Amount Paid to Statutory Auditors –

(₹ in Lakhs)

Particulars	29-02-2024	31-03-2023	31-03-2022	31-03-2021
Audit Fees	4.50	0.40	0.30	0.40
Taxation	0.00	0.20	0.00	0.20
Certificates/ Other services	1.72	0.00	0.00	0.00
Reimbursement of Expenses	0.00	0.00	0.00	0.00

7. The disclosures required under Ind AS 19 “Employee Benefits” notified in the Companies (Indian Accounting Standards) Rules, 2015 are as given below:

Particulars	29-02-2024	31-03-2023	31-03-2022	31-03-2021
<b>1.The amounts recognized in the Balance Sheet are as follows:</b>				
Present value of unfunded obligations Recognized	35.59	23.73	12.00	10.98
<b>Net Liability</b>	<b>35.59</b>	<b>23.73</b>	<b>12.00</b>	<b>10.98</b>
<b>2.The amounts recognized in the Profit &amp; Loss A/c are as follows:</b>				
Current Service Cost	6.88	4.73	2.78	2.69
Interest on Defined Benefit Obligation	1.63	0.90	0.82	0.49
Expected Return on Plan Assets	-	-	-	-
Net actuarial losses (gains) recognised in the year	3.34	6.11	(2.58)	1.27
Total, Included in “Salaries, Allowances & Welfare”	<b>11.85</b>	<b>11.74</b>	<b>1.02</b>	<b>4.45</b>
<b>3.Changes in the present value of defined benefit obligation:</b>				
Defined benefit obligation as at the beginning of the year/period Net of Fair Value of Opening Plan Assets	23.73	12.00	10.98	6.53
Service cost	6.88	4.73	2.78	2.69
Interest cost	1.63	0.90	0.82	0.49
Expected Return on Plan Assets	-	-	-	-
Net actuarial losses (gains) recognised in the year	3.34	6.11	(2.58)	1.27
Benefit paid by the Company	-	-	-	-
<b>Defined benefit obligation as at the end of the year/period</b>	<b>35.59</b>	<b>23.73</b>	<b>12.00</b>	<b>10.98</b>
<b>Benefit Description</b>				
Benefit type:	Gratuity Valuation as per Act			
Retirement Age:	<b>60 years</b>	<b>60 years</b>	<b>60 years</b>	<b>60 years</b>
Vesting Period:	<b>5 years</b>	<b>5 years</b>	<b>5 years</b>	<b>5 years</b>
<b>The principal actuarial assumptions for the above are:</b>				
Future Salary Rise:	<b>5.00%P.A</b>	<b>5.00%P.A</b>	<b>5.00%P.A</b>	<b>5.00%P.A</b>
Discount rate per annum:	<b>7.25%P.A</b>	<b>7.50%P.A</b>	<b>7.25%P.A</b>	<b>7.25%P.A</b>



Attrition Rate:	<b>10% Per Annum</b>
Mortality Rate:	<b>IALM 2012-14 Ultimate</b>

#### 8. Additional regulatory information

**a Compliance with approved scheme of arrangements**

Company is not engaged in any scheme of arrangements.

**b Compliance with numbers of layers of companies**

The Company is in compliance with the number of layers of companies in accordance with clause 87 of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 during the period ended on February 29, 2024 and for the year ended March 31, 2023, 2022 & 2021.

**c Utilisation of borrowed funds**

During the period ended on February 29, 2024 and for the year ended March 31, 2023, 2022 & 2021, the Company has not advanced or Loans or invested funds (either borrowed funds or share premium or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

ii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

During the period ended on February 29, 2024 and for the year ended March 31, 2023, 2022 & 2021, the Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

ii) provide any guarantee, security, or the like on behalf of the ultimate beneficiaries.

**d Non-adjustment Items:**

No Audit qualifications for the respective periods which require any corrective adjustment in these Restated Financial Statements of the Company have been pointed out during the restated period.

**9 Material Regroupings:**

Appropriate adjustments have been made in the restated summary statements of Assets and Liabilities Profits and Losses and Cash flows wherever required by reclassification of the corresponding items of income expenses assets and liabilities in order to bring them in line with the requirements of the SEBI Regulations.

**10 Trade Receivables, Trade Payables, Borrowings, Loans & Advances and Deposits**

Balances of Trade Receivables, Trade Payables, Borrowings and Loans & Advances and Deposits are subject to confirmation.

**11 Re-grouping/re-classification of amounts**

The figures have been grouped and classified wherever necessary.

**12 Director Personal Expenses**

There are no direct personal expenses debited to the profit and loss account. However, personal expenditure if included in expenses like telephone, vehicle expenses etc. are not identifiable or separable.

**13 Pending registration / satisfaction of charges with ROC**

As on the 29th February 2024, there is no charge pending for creation or satisfaction at MCA portal

14. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

15. The Company has not been declared wilful defaulter by any Banks or any other Financial Institution at any time during the period of restatement.

16. The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the period of restatement.



17. The Company did not have any material transactions with companies struck-off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the financial period ended on February 29, 2024.

18. During the period of restatement, The Company has not traded or invested in Crypto Currency or Virtual Currency during the year.

19. As on 29th February, 2024, the Company does not have any charges for which registration or satisfaction is yet to be done with Registrar of Companies (ROC) beyond the statutory period.

20. During the period of restatement, the Company has no such transactions which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in tax assessments under Income Tax Act, 1961.

21. Disclosures related to Micro, Small and Medium Enterprises.

Management is in the process of compiling information from its suppliers regarding their status under the MSEME act, who qualify under the definition of micro and small enterprises, as defined under the Micro, Small and Medium Enterprises Development Act 2003 and hence disclosure, if any, of the amount unpaid as at the year-end together with the interest paid/payable as required has been given to the extent information available;

The details relating to Micro, Small and medium enterprise disclosed as under :

SN	Particulars	29-02-2024	31-03-2023
1	The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year	922.89	1,345.86
2	The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
3	The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
4	The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
5	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

22. No dividend were declared and paid by the company during the restated period.

23. Figures have been rounded off to the multiple of lakhs. Previous year's figures have been regrouped, recast and rearranged wherever necessary to make them comparable with the current year figures.

**For R K Jagetiya & Co**  
Chartered Accountants  
FRN 146264W

**FOR AND ON BEHALF OF THE BOARD**  
**Rulka Electricals Limited**

**(CA Ravi K Jagetiya)**  
M. No. 134691  
Proprietor  
UDIN: 24134691BKADBQ6848

**Rupesh Kasavkar**  
(Chairman and Managing Director)  
DIN - 06546906

**Nitin I Aher**  
(Whole Time Director)  
DIN:06546905

**Date: 19<sup>th</sup> April, 2024**  
**Place: Mumbai**

**Kejal Niken Shah**  
(Company Secretary)

**Azad Ashok Jinwal**  
(Chief Financial Officer)



## OTHER FINANCIAL INFORMATION

(Amount in Lakhs Rs. Except Per Share Data)

Particulars	As at			
	29-02-2024	31-03-2023	31-03-2022	31-03-2021
Net Worth (A)	1,290.15	557.33	276.82	164.74
Restated Profit after tax	565.77	280.52	112.08	53.72
Less: Prior Period Item	-	-	-	-
Adjusted Profit after Tax (B)	565.77	280.52	112.08	53.72
Number of Equity shares (Face Value Rs 10) outstanding as on the of Year	34,16,000	1,10,000	1,10,000	1,10,000
Weighted Average Number of Equity shares (Face Value Rs 10) (c)	33,94,814	1,10,000	1,10,000	1,10,000
Weighted Average Number of Equity shares (Face Value Rs 10) after considering Bonus Issue of Shares (D)	33,94,814	33,00,000	33,00,000	33,00,000
Current Assets (E)	3,546.61	2,541.06	1,619.65	755.70
Current Liabilities (F)	2,503.24	2,120.16	1,527.06	661.37
Face Value per Share (Refer Note 6 below)	10.00	10.00	10.00	10.00
Restated Basic and Diluted Earning Per Share (Rs.) (B/D) (After Bonus)	16.67	8.50	3.40	1.63
Return on Net worth (%) (B/A)	43.85%	50.33%	40.49%	32.61%
Net asset value per share (A/C) (Face Value of Rs. 10 Each) Based on actual number of shares - Before Bonus	37.77	506.67	251.65	149.76
Net asset value per share (A/D) (Face Value of Rs. 10 Each) Based on on actual number of shares - After Bonus	37.77	16.89	8.39	4.99
Current Ratio (E/F)	1.42	1.20	1.06	1.14
Restated Earnings Before Interest Tax Depreciation and Amortisation (EBITDA)	811.32	401.07	220.07	105.03
Note:				

1) The ratios have been computed as below:

(a) Basic earnings per share (Rs. ) - : Net profit after tax as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the period or year.

(b) Diluted earnings per share (Rs. ) - : Net profit after tax as restated for calculating diluted EPS / Weighted average number of equity shares outstanding at the end of the period or year for diluted EPS.

(c) Return on net worth (%) -: Net profit after tax (as restated) / Net worth at the end of the period or year.

(d) Net assets value per share -: Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year.

(e) EBITDA has been calculated as Profit before Tax + Depreciation + Interest Expenses.

2) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.

3) Net worth for ratios mentioned is equals to Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss).

4) The figures disclosed above are based on the standalone restated summary statements.



5) The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

6 The company has issued 31,90,000 Bonus Shares on 05 April, 2023 in the ratio of 29:1 to existing shareholders and on 02 June, 2023 issued 1,16,000 Preferential allotment Equity Shares of Rs. 10 each on preferential basis to Non-promoter's groups at the premium of Rs. 134/-



## **MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITIONS & RESULTS OF OPERATIONS**

*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 25 and "Forward Looking Statements" beginning on page 18, which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations.*

*The following discussion of our financial condition and results of operations should be read in conjunction with our restated financial statements for the period ended February 29, 2024, March 31, 2023, March 31, 2022 and March 31, 2021 including the schedules and notes thereto and the reports thereto, which appear in the section titled "Financial Information of our company" on Page No. 173 of the Red Herring Prospectus. The financial statements presented and discussed herein have been prepared to comply in all material respects with the notified accounting standards by Companies (Accounting Standards) Rules, 2006 (as amended), the relevant provisions of the Companies Act and SEBI (Issue of Capital and Disclosure Requirements) Regulations. Our fiscal year ends on March 31 of each year. Accordingly, all references to a particular fiscal year/financial year are to the twelve-month period ended on March 31 of that year. The forward-looking statements contained in this discussion and analysis is subject to a variety of factors that could cause actual results to differ materially from those contemplated by such statements.*

### **Overview**

Our company is in business of turn key projects contractor engaged in offering solution for all types of Electrical & Fire Fighting Turnkey Projects. Our company offers wide range of services like Electrical Solutions, Electrical Panels, Solar EPC Contracts, Turn Key Electrical Warehousing Projects, Electric Commercial Industrial Services, Maintenance Services, Electrical Contracting and Data & Voice Cabling Installation across the Industrial Sector, Commercial, Retail and Theatre sector. We offer electrical contracting services for all types of industrial plants.

Our Company was originally incorporated on May 30, 2013 as "Rulka Electricals Private Limited" under the provisions of the Companies Act, 1956 with the Registrar of Companies, Maharashtra, Mumbai. Subsequently our Company was converted into Public Limited Company and name of company was changed from "Rulka Electricals Private Limited" to "Rulka Electricals Limited" vide fresh certificate of incorporation August 2, 2023 issued by the Registrar of Companies, Maharashtra, Mumbai.

Our registered office is situated at A - 20, Shiva Industrial Estate Co. Ltd, Lake Road, Near Tata Power, Bhandup West, Mumbai-400078, Maharashtra, India and Corporate Office at Unit-B-109, 1st Floor, Shiva Estate, Lake Road, Bhandup (West), Mumbai-400078, Maharashtra, India

We have integrated operations which involve Designing, Supplying, Installation, Testing & Commissioning of the project. We also maintain the projects as per the Requirements. We have completed Warehouses projects across country. Also, we have completed Retail Stores projects, theatres project across country & many more Hospitals & Hospitality.

As part of our on-going commitment to delivering comprehensive solutions and ensuring the longevity of the systems we install, we provide Operations and Maintenance (O&M) services, specifically tailored for electrical and fire-fighting systems. The O&M services are designed to proactively address the needs of our Clients systems, offering a range of services including routine inspections, preventive maintenance, prompt issue resolution, and emergency response.

We also provide Annual Maintenance which are customized to meet the specific requirements of systems and operations. Under an Annual Maintenance Contracts, we provide dedicated team of technicians and engineers, ensuring that systems are consistently maintained to the highest standards.

The O&M and AMC services contribute 1.21%, 2.33%, 5.64% to the total revenue for the year ended March 31, 2023, March 31, 2022 and March 31, 2021.

Being in the domain for more than a decade, we understand the importance of latest facilities in the growth of any organization. Thus, we have developed the infrastructure at our premises so as to meet the growing demands of our clients effectively. At our premises, we have installed all the requisite tools and equipment for fabrication, testing and installation of all types of electrical products. All these tools and equipments are upgraded on a regular basis so as to ensure timely completion of all the processes.





Our Chairman and Managing Director, Mr. Rupesh Laxman Kasavkar and Whole-time Director Mr. Nitin Indrakumar Aher has 20 years of experience each in this industry thus vast experience of the Promoter has been instrumental in determining the vision and growth strategies for our Company. We further believe that our market position has been achieved by adherence to the vision of our Promoters and senior management team and their experience in the industry in which our Company operates.

Our team comprises skilled personnel including technicians, engineers and quality controllers. All these professionals work in close cohesion of each other so as to ensure timely completion of all the processes. We further provide these personnel training at regular intervals so as to maximize their knowledge regarding the changing market trends.

We offer professional solutions, encompassing design and electrical services, to cater to the needs of our valued customers. Our team comprises highly skilled and dedicated professionals who are always prepared to deliver their utmost efficiency. We leverage our technical expertise in the most optimal and cost-effective manner, ensuring the utmost reliability and availability of each project.

Our projects are executed by a professional and well-managed team with extensive knowledge and experience in the field of turnkey projects. Their expertise enables us to effectively plan, implement, and deliver projects to the highest standards. With their vast experience, our team ensures the successful execution of projects, meeting the requirements of our clients and contributing to our company's overall growth and success.

We derive our 100% revenue from Turnkey Projects – Turnkey Project includes material and Labour both together with Engineering, Designing and Consultancy Services

For the year period ended February 29, 2024 our Company's Total Income and Restated Profit after tax were Rs. 6527.77 Lakhs and Rs. 565.77 Lakhs and year ended March 31, 2023, our Company's Total Income and Restated Profit after tax were Rs. 4689.78 Lakhs and Rs. 280.52 Lakhs. For the year ended March 31, 2022, our Company's Total Income and Restated Profit after tax were Rs. 3627.41 Lakhs and Rs. 112.08 Lakhs, compared to our Company's Total Income and Restated Profit after tax were Rs. 1960.11 Lakhs and Rs. 53.72 Lakhs respectively, over previous year ended i.e. March 31, 2021.

## **STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**

For details in respect of Statement of Significant Accounting Policies, please refer to Restated Standalone Financial Statements under chapter titled "Restated Financial Statements" beginning on page 173 of this Red Herring Prospectus.

### **Factors Affecting our Results of Operations**

Our business is subjected to various risks and uncertainties, including those discussed in the section titled "Risk Factors" beginning on page 25 of this Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

1. Disruptions in our service process.
2. Our ability to successfully implement our strategy, our growth and expansion, technological changes.
3. Increased competition in EPC Industry in Electrical Sector.
4. Factors affecting EPC Industry in Electrical Sector.
5. Fail to attract, retain and manage the transition of our management team and other skilled employees;
6. Our ability to protect our intellectual property rights and not infringing intellectual property rights of other parties;
7. Ability to respond to technological changes;
8. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
9. Inability to successfully obtain registrations in a timely manner or at all;
10. General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
11. Our ability to effectively manage a variety of business, legal, regulatory, economic, social and political risks associated with our operations;
12. Recession in the market;
13. Changes in laws and regulations relating to the industries in which we operate;
14. Effect of lack of infrastructure facilities on our business;
15. Failure to obtain any approvals, licenses, registrations and permits in a timely manner;
16. Disruptions in our service process and increase in price of material used in Projects



17. Uncertainty in relation to continuing effect of the COVID-19 pandemic on our business and operations.
18. Occurrence of natural disasters or calamities affecting the areas in which we have operations;
19. Conflicts of interest with affiliated companies, the promoter group and other related parties;
20. The performance of the financial markets in India and globally;
21. Any adverse outcome in the legal proceedings in which we are involved;
22. Our ability to expand our geographical area of operation;
23. Concentration of ownership among our Promoters.

## RESULTS OF OUR OPERATION

(Rs. in Lakhs)

Particulars	For the Period ended February 29, 2024	% of Total Revenue	For The Year Ended 31st March					
			2023	% of Total Revenue	2022	% of Total Revenue	2021	% of Total Revenue
<b>Revenue:</b>								
Revenue from Operations	6,518.64	99.86	4,683.74	99.87	3,626.51	99.97	1,959.09	99.95
Other income	9.12	0.14	6.04	0.13	0.91	0.03	1.02	0.05
<b>Total revenue</b>	<b>6,527.77</b>	<b>100.00</b>	<b>4,689.78</b>	<b>100.00</b>	<b>3,627.41</b>	<b>100.00</b>	<b>1,960.11</b>	<b>100.00</b>
<b>Expenses:</b>								
Cost of Goods Sold	5,359.69	82.11	4,012.03	85.55	3,201.30	88.25	1,708.95	87.19
Purchase of Stock in Trade	33.19	0.51	4.75	0.10	15.64	0.43	2.11	0.11
Employees Benefit Expenses	155.79	2.39	131.94	2.81	100.68	2.78	81.76	4.17
Finance costs	62.35	0.96	34.08	0.73	32.98	0.91	31.38	1.60
Depreciation and Amortization	13.95	0.21	14.22	0.30	9.84	0.27	8.45	0.43
Other expenses	145.78	2.23	130.87	2.79	76.51	2.11	54.65	2.79
<b>Total Expenses</b>	<b>5,770.75</b>	<b>88.40</b>	<b>4,327.89</b>	<b>92.28</b>	<b>3,436.96</b>	<b>94.75</b>	<b>1,887.29</b>	<b>96.29</b>
<b>Profit before exceptional and extraordinary items and tax</b>	<b>757.01</b>	<b>11.60</b>	<b>361.90</b>	<b>7.72</b>	<b>190.44</b>	<b>5.25</b>	<b>72.81</b>	<b>3.71</b>
Exceptional Items	-	-	-	-	-	-	-	-
<b>Profit before extraordinary items and tax</b>	<b>757.01</b>	<b>11.60</b>	<b>361.90</b>	<b>7.72</b>	<b>190.44</b>	<b>5.25</b>	<b>72.81</b>	<b>3.71</b>
Extraordinary items	-	-	-	-	-	-	-	-
<b>Profit before tax</b>	<b>757.01</b>	<b>11.60</b>	<b>361.90</b>	<b>7.72</b>	<b>190.44</b>	<b>5.25</b>	<b>72.81</b>	<b>3.71</b>
<b>Tax expense :</b>								
Current tax	192.45	2.95	104.43	2.23	52.34	1.44	17.69	0.90
Deferred Tax	(1.20)	(0.02)	(23.05)	(0.49)	26.03	0.72	1.41	0.07
<b>Total Tax Expenses</b>	<b>191.24</b>	<b>2.93</b>	<b>81.38</b>	<b>1.74</b>	<b>78.37</b>	<b>2.16</b>	<b>19.10</b>	<b>0.97</b>
Profit (Loss) for the period from continuing operations	<b>565.77</b>	<b>8.67</b>	<b>280.52</b>	<b>5.98</b>	<b>112.08</b>	<b>3.09</b>	<b>53.72</b>	<b>2.74</b>



## Review of Restated Financials,

### **Key Components of Company's Profit and Loss Statement**

**Revenue from operations:** Revenue from operations mainly consists from Sales of products.

**Other Income:** Other Income Consist of Interest Income & Rental Income.

**Expenses:** Company's expenses consist of, Cost of Goods Sold, Purchase of Stock in Trade, Depreciation Expenses, Employee Benefit Expenses, Finance Cost & Other Expenses.

**Cost of Goods Sold:** Cost of Material Consumed consist of Opening Stock, Purchase of Raw Material, Direct Expenses & Closing Stock.

**Purchase of Stock inTrade:** Purchase of Stock in Trade consist of Material purchased for Trading Purpose.

**Employee Benefits Expense:** Employee benefit expenses includes Salaries and Wages, Contribution to Statutory Funds etc.

**Finance Cost:** Finance Cost includes Interest paid on borrowings & Other Borrowing Costs.

**Depreciation and Amortization Expense:** We recognize Depreciation and Amortization expense on a WDV Basis as per the rates set forth in the Companies Act, 2013/ Companies Act, 1956, as applicable.

**Other Expenses:** Other expenses includes Travelling Expenses, Electricity Expenses, Office Expenses, Misc. Expenses etc.

### **Review of Operations for the period ended on February 29, 2024:**

#### ***Revenue from Operation***

Revenue from operations for the period ended on February 29, 2024 amounting to Rs. 6518.64 lakhs represents 99.86% of Total Revenue

#### ***Other Income***

Other Income consisting of Interest Income & Rental Income amounting to Rs. 9.12 Lakhs represents 0.14% of Total Revenue.

#### ***Cost of Goods Sold***

Cost of Material Consumed consist of Opening Stock, Purchase of Raw Material, Direct Expenses & Closing Stock amounting to Rs. 5359.69 Lakhs represents 82.11% of Total Revenue.

#### ***Purchase of Stock in Trade***

Purchase of Stock in Trade amounting to Rs. 33.19 Lakhs represents 0.51% of Total Revenue.

#### ***Employee Benefit Cost***

Employee benefit expenses includes Salaries and Wages, Contribution to Statutory Funds & Staff Welfare etc amounting to Rs. 155.79 Lakhs represents 2.39% of Total Revenue.

#### ***Finance Cost***

Finance Cost includes Interest on Borrowings & Other borrowing Cost amounting to Rs. 62.35 Lakhs represents 0.96% of Total Revenue.



### ***Depreciation***

Depreciation charged on WDV method amounting to Rs. 13.95 Lakhs represents 0.21% of Total Revenue

### ***Other Expenses***

Other expenses includes Travelling Expenses, Electricity Expenses, Office Expenses, Misc. Expenses etc. amounting to Rs. 145.78 Lakhs represents 2.23% of Total Revenue.

### ***Profit Before Tax***

The Profit before tax for the period ended on February 29, 2024 was Rs. 757.01 Lakhs representing 11.60% of Total Revenue.

### ***Tax Expenses***

Tax Expenses consisting of Current Tax & Deferred Tax for the period ended on February 29, 2024 was Rs. 191.24 Lakhs representing 2.93% of Total Revenue.

### ***Profit After Tax***

The Profit after tax for the period ended on February 29, 2024 was Rs. 565.77 Lakhs representing 8.67% of Total Revenue.

## **Fiscal 2023 compared with Fiscal 2022**

### ***Revenue from Operation***

Revenue from operations had increased by 29.15% from ₹ 3626.51 lakhs in Fiscal 2022 to ₹ 4683.74 lakhs in Fiscal 2023 was due to increase in sales of products during the year. This increase was due to increase in sales of services during the year. Since in the year company has increased its marketing operations due to which the order book of the company has increased & in result the revenue of the company has also been increased substantially in the year 2023 as compared to the fiscal year 2022.

### ***Other Income***

Other income had increased by from ₹ 0.91 lakhs in Fiscal 2022 to ₹ 6.04 lakhs in Fiscal 2023 due to Increase in Interest Income & Rental Income Received during the year.

### ***Cost of Goods Sold***

Cost of Goods Sold had increased by 25.33% from ₹ 3201.30 lakhs in Fiscal 2022 to ₹ 4012.03 lakhs in Fiscal 2023. This increase was primarily due to higher sales during the year. Since company has made higher sales during the year 2022 to 2023 due to which company's had to increased production deliver the order on timely basis. Due to increase in production, our cost of goods sold which comprises of Opening stock purchases & manufacturing expenses & closing stock has also been increased proportionately.

### ***Purchase of Stock in Trade***

Our Purchase of Stock in Trade is decreased by 69.65% from ₹ 15.64 lakhs in Fiscal 2022 to ₹ 4.75 lakhs in Fiscal 2023 since company has increased its manufacturing operations during the year 2023.

### ***Employee Benefit Expenses***

Employee benefit expenses had increased by 31.05% from ₹ 100.68 lakhs in Fiscal 2022 to ₹ 131.94 lakhs in Fiscal 2023. This increase was mainly on account of Increase in Salary & Wages from Rs. 96.15 Lakhs in Fiscal 2022 to Rs. 112.64 Lakhs in Fiscal 2023 & increase in Contribution to Statutory funds from Rs. 2.78 Lakhs in Fiscal 2022 to Rs. 17.62 Lakhs in Fiscal 2023.



### ***Finance Cost***

Finance Cost had slightly increased by 3.33% from ₹ 32.98 lakhs in Fiscal 2022 to ₹ 34.08 lakhs in Fiscal 2023. This increase was primarily due to higher Interest paid during the year.

### ***Depreciation and Amortization Expenses***

Depreciation had increased by 44.44% from ₹ 9.84 lakhs in Fiscal 2022 to ₹ 14.22 lakhs in Fiscal 2023 due to addition in Property Plant & Equipments during the year.

### ***Other Expenses***

Other expenses had increased by 71.04% from ₹ 76.51 lakhs in Fiscal 2022 to ₹ 130.87 lakhs in Fiscal 2023. This Increase was mainly due to increase in Audit Fees, Travelling Expenses, Electricity Expenses, Bank Charges, Lodging & Boarding, Office Expenses, Misc. Expenses, Telephone Expenses etc.

### ***Tax Expenses***

The Company's tax expenses had increased by ₹ 78.37 lakhs in the Fiscal 2022 to ₹ 81.38 lakhs in Fiscal 2023. This was primarily due to increase in current tax expenses & Decrease in Deferred Tax Liability during the year.

### ***Profit after Tax***

After accounting for taxes at applicable rates, our Company reported a net profit of ₹ 280.52 lakhs in Fiscal 2023 as compared to a net profit of ₹ 112.08 lakhs in Fiscal 2022. The increase in Profit after tax is due to following reason:

- Increase in sale for the fiscal year 2023 and fixed expenses remain constant.
- company has increased its marketing operations due to which the order book of the company has increased with higher margin projects.
- Proper utilization of manpower and increasing operational efficiency.

## **Fiscal 2022 compared with Fiscal 2021**

### ***Revenue from Operation***

Revenue from operations had increased by 85.11% from ₹ 1959.09 lakhs in Fiscal 2021 to ₹ 3626.51 lakhs in Fiscal 2022 was due to increase in sales of service during the year. This increase was due to increase in sales of products during the year. Since in the year company has increased its marketing operations due to which the order book of the company has increased & in result the revenue of the company has also been increased substantially in the year 2022 as compared to the fiscal year 2021.

### ***Other Income***

Other income had decreased by from ₹ 1.02 lakhs in Fiscal 2021 to ₹ 0.91 lakhs in Fiscal 2022 due to decrease in Interest Income Received during the year.

### ***Cost of Goods Sold***

Cost of Goods Sold had increased by 87.33% from ₹ 1708.95 lakhs in Fiscal 2021 to ₹ 3201.30 lakhs in Fiscal 2022. This increase was primarily due to higher sales during the year. Since company has made higher sales during the year 2021 to 2022 due to which company's had to increased production deliver the order on timely basis. Due to increase in production, our cost of goods sold which comprises of Opening stock purchases & manufacturing expenses & closing stock has also been increased proportionately.

### ***Purchase of Stock in Trade***

Our Purchase of Stock in Trade is increased by 641.23% from ₹ 2.11 lakhs in Fiscal 2021 to ₹ 15.64 lakhs in Fiscal 2022 due to increase in sale of trading stock during the year 2022.



### ***Employee Benefit Expenses***

Employee benefit expenses had increased by 23.14% from ₹ 81.76 lakhs in Fiscal 2021 to ₹ 100.68 lakhs in Fiscal 2022. This increase was mainly on account of Increase in Salary & Wages from Rs. 73.22 Lakhs in Fiscal 2021 to Rs. 96.15 Lakhs in Fiscal 2022, Decrease in Contribution to Statutory funds from Rs. 6.26 Lakhs in Fiscal 2021 to Rs. 2.78 lakhs in Fiscal 2022 & Decrease in Staff Welfare Expenses from Rs. 2.28 lakhs in Fiscal 2021 to Rs. 1.75 Lakhs in Fiscal 2022

### ***Finance Cost***

Finance Cost had slightly increased by 5.10% from ₹ 31.38 lakhs in Fiscal 2021 to ₹ 32.98 lakhs in Fiscal 2022. This increase was primarily due to higher Interest paid during the year.

### ***Depreciation and Amortization Expenses***

Depreciation had increased by 16.45% from ₹ 8.45 lakhs in Fiscal 2021 to ₹ 9.84 lakhs in Fiscal 2022 due to addition in Property Plant & Equipments during the year.

### ***Other Expenses***

Other expenses had increased by 40.00% from ₹ 54.65 lakhs in Fiscal 2021 to ₹ 76.51 lakhs in Fiscal 2022. This Increase was mainly due to increase in Audit Fees, Travelling Expenses, Electricity Expenses, Legal & Professional Fees, Lodging & Boarding, Office Expenses, Service Charges , Stamp Duty charges, Telephone Expenses etc.

### ***Tax Expenses***

The Company's tax expenses had increased by ₹ 19.10 lakhs in the Fiscal 2021 to ₹ 78.37 lakhs in Fiscal 2022. This was primarily due to increase in current tax expenses & Deferred Tax Liability during the year.

### ***Profit after Tax***

After accounting for taxes at applicable rates, our Company reported a net profit of ₹ 112.08 lakhs in Fiscal 2022 as compared to a net profit of ₹ 53.72 lakhs in Fiscal 2021. The increase was mainly due to increase in revenue.

### **Explanation of increase in turnover from 2021 to 2022:**

Revenue from operations had increased from Rs. 1959.09 lakhs in Fiscal 2021 to Rs. 3626.51 lakhs in Fiscal 2022 was due to some big ticket size Projects from our clients which supported the higher revenue from operation in the year 2021-22.

### **Explanation of increase in turnover from FY 2021-22 to FY 2022-23**

The Company in Year 2021-22 was doing business of turnkey electrical contracting only. Whereas in Year 2022-23 the company also started taking projects for firefighting with electrical. This move increased the project value of firefighting projects and electrical projects, making the turnover increase eventually. As the margins in firefighting projects are higher compared to electrical, profit also increased subsequently.

So now the same client where the company were working for Electrical are offering us Firefighting Projects also, this eventually increases the project value.

The total turnover of our company in FY 2021-22 was Rs. 3627.41 Lakhs and in FY 2022-23 was Rs. 4689.78 Lakhs, which is an increase of Rs. 1062.37 Lakhs or 29% in percentage terms. The top 5 customers in FY 2021-22 contributed to Rs. 1680.31 Lakhs i.e. 46% of the turnover while in FY 2022-23 the contribution was Rs. 2226.07 Lakhs i.e. 47% of turnover. In monetary terms the increase in turnover attributable just to the top 5 customers is Rs. 545.76 Lakhs out of a total increase of Rs. 1067.37 Lakhs.

This reflects the trend that through FY 22 and FY 23 Company increase in turnover by increasing size of turnkey projects / customers. The increase in turnover is accompanied by a proportional to increase in business from top 5 customers (i.e. 32% increase in top 5



customers vis-à-vis 29% increase in turnover). Furthermore, the top 5 customers have consistently contributed to 46% and 47% of turnover of the company respectively.

**Explanation for increase in Profit Margins:**

There is Substantial increase in Revenue of Last 3 years and Stub Period because the Company have executed new projects with higher profit margins and added many newer clients to the Portfolio. In last 3 years the company have also entered into other segments of data centre solar EPC work and catering to other industry also which were not doing before.

Further following for the reason for increase in Profit Margins:

Due to Quality services and timely delivery of work which resulted in repeated Orders from customer which gave opportunity to the company for push the vendor for better pricing of purchases, and improved pricing from the customer which resulted in increase in GP margin by 4.17% over the period of last 3 and half years.

Due to repeated Orders from customer which gave opportunity for the Human resources to increase the efficiency and outcome as compared to cost of Human Resource. Over the period of time Employee benefit reduced as % to sales from 4.17% to 2.02% during the period of last 3 and half years.

Due to increase in the revenue from operation, the overheads optimisation in terms of % savings in Finance cost, Depreciation, and other Expenses added further in net profit margin of the Company.

In addition to above, currently our fixed costs comprise 3-4% of turnover and variable costs account for 85% of turnover. Since the Company is in growth phase, therefore the optimization of variable overheads will be achieved during a period of 6 months to 1 year, which will decrease the Variable Expenses ratio to Revenue from operation and at the same time the fixed cost will not be increasing in proportion to the increase in revenue, therefore both factors will help company to increase gross/net margin due to increase in revenue having big size projects etc.

**Cash Flows**

(₹ in lakhs)

Particulars	February 29, 2024	March 31, 2023	March 31, 2022	March 31, 2021
Net Cash from Operating Activities	(335.82)	(195.44)	69.93	16.93
Net Cash from Investing Activities	(208.76)	(48.38)	(69.34)	11.25
Net Cash used in Financing Activities	695.40	214.61	29.79	(41.01)

***Cash Flows from Operating Activities***

Net cash from operating activities for fiscal 2023 was at ₹ (195.44) lakhs as compared to the Profit Before Tax at ₹ 361.90 lakhs while for fiscal 2022 Net cash from operating activities was at ₹ 69.93 lakhs as compared to the Profit Before Tax at ₹ 190.44 Lakhs. This was primarily due to adjustments against adjustments against, changes in Working Capital & Income Tax Paid.

Net cash from operating activities for fiscal 2022 was at ₹ 69.93 lakhs as compared to the Profit Before Tax at ₹ 190.44 lakhs while for fiscal 2021 Net cash from operating activities was at ₹ 16.93 lakhs as compared to the Profit Before Tax at ₹ 72.81 Lakhs. This was primarily due to adjustments against adjustments against, changes in Working Capital & Income Tax Paid.

Net cash from operating activities for fiscal 2021 was at ₹ 16.93 lakhs as compared to the Profit Before Tax at ₹ 72.81 lakhs.

***Cash Flows from Investment Activities***

In fiscal 2023, the net cash invested in Investing Activities was ₹ (48.38) lakhs. This was mainly on account of Purchases of Fixed Assets, Increase/(Decrease) in Long Term Loans & Advances, Increase/(Decrease) in Non Current Assets & Interest income Received during the year.

In fiscal 2022, the net cash invested in Investing Activities was ₹ (69.34) lakhs. This was mainly on account of Purchases of Fixed Assets, Increase/(Decrease) in Long Term Loans & Advances, Increase/(Decrease) in Non Current Assets & Interest income Received



during the year.

In fiscal 2021, the net cash invested in Investing Activities was ₹ 11.25 lakhs. This was mainly on account of Purchases of Fixed Assets, Increase/(Decrease) in Long Term Loans & Advances, Increase/(Decrease) in Non Current Assets & Interest income Received during the year.

***Cash Flows from Financing Activities***

In fiscal 2023, the net cash from financing activities was ₹ 214.61 lakhs. This was on account of proceeds from Borrowings.

In fiscal 2022, the net cash from financing activities was ₹ 29.79 lakhs. This was on account of proceeds from Borrowings.

In fiscal 2021, the net cash from financing activities was ₹ (41.01) lakhs. This was on account of Repayment of Borrowings.

**Information required as per Item (II) (C) (iv) of Part A of Schedule VI to the SEBI Regulations:**

**An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:**

**1. Unusual or infrequent events or transactions**

There has not been any unusual trend on account of our business activity except pandemic spread of covid-19 during the year 2020 and 2021. There are no other Unusual or infrequent events or transactions in our Company. The transactions are as per usual business operations.

**2. Significant economic changes that materially affected or are likely to affect income from continuing operations.**

Except for any change in economic policy affecting our industry in India, there are no other significant economic changes that may materially affect or likely to affect income from continuing operations.

**3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.**

Apart from the risks as disclosed under Section “Risk Factors” beginning on page 25 in the Red Herring Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

**4. Future changes in relationship between costs and revenues**

Our Company’s future costs and revenues will be determined by growth of industry in which we operate.

**5. Increases in net sales or revenue and Introduction of new products or services or increased sales prices**

Increases in revenues are by and large linked to increases in volume of our business.

**6. Status of any publicly announced New Products or Business Segment**

Our Company has not announced any new Product.

**7. Seasonality of business**

Our Business is not seasonal in Nature.

**8. Dependence on few customers/ clients**

The percentage of contribution of our Company’s Top Customers/Clients for the period ended February 29, 2024 is as follows:

Particulars	Customers
Top Ten (%)	51.56%

**9. Competitive conditions**

Competitive conditions are as described under the Chapters “Industry Overview” and “Business Overview” beginning on pages 102 and 116, respectively of the Red Herring Prospectus.

**10. Details of material developments after the date of last balance sheet i.e. February 29, 2024**

After the date of last Balance sheet i.e. February 29, 2024, no material events have occurred after the last audited period.





## CAPITALIZATION STATEMENT

(Amount in Rs. Lakhs )

Particulars	Pre Offer	Post Offer*
	29-02-2024	
<b>Debt</b>		
Short Term Debt	842.90	-
Long Term Debt	261.98	-
<b>Total Debt</b>	<b>1,104.89</b>	
<b>Shareholders' Fund (Equity)</b>		
Share Capital	341.60	-
Reserves & Surplus	948.55	-
Less: Miscellaneous Expenses not w/off	-	-
Total Shareholders' Fund (Equity)	1,290.15	-
<b>Long Term Debt/Equity</b>	0.20	-
<b>Total Debt/Equity</b>	0.86	-
Notes:		
1. Short term Debts represent which are expected to be paid/payable within 12 months and excludes instalment of term loans repayable within 12 months.		
2. Long term Debts represent debts other than Short term Debts as defined above but includes instalment of term loans repayable within 12 months grouped under other current liabilities.		
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 29/02/2024.		
* The corresponding post Offer figures are not determinable at this stage pending the completion of public Offer and hence have not been furnished.		



## **SECTION X – LEGAL AND OTHER INFORMATION**

### **OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENT**

*Except as stated below there is no (i) pending criminal litigation involving our Company, Directors, Promoter or Group Companies; (ii) actions taken by statutory or regulatory authorities involving our Company, Directors, Promoter or Group Companies; (iii) outstanding claims involving our Company, Directors, Promoter or Group Companies for any direct and indirect tax liabilities; (iv) outstanding proceedings initiated against our Company for economic offences; (v) defaults or non-payment of statutory dues by our Company; (vi) material fraud against our Company in the last five years immediately preceding the year of this DRHP; (vii) inquiry, inspection or investigation initiated or conducted under the Companies Act 2013 or any previous companies law against our Company during the last five years immediately preceding the year of this DRHP and if there were prosecutions filed (whether pending or not); (viii) fines imposed or compounding of offences for our Company in the last five years immediately preceding the year of this DRHP; (ix) litigation or legal action against our Promoter by any ministry or Government department or statutory authority during the last five years immediately preceding the year of this DRHP; (x) pending litigations involving our Company, Directors, Promoter, Group Companies or any other person, as determined to be material by the Company's Board of Directors in accordance with the SEBI (ICDR) Regulations; or (xi) outstanding dues to creditors of our Company as determined to be material by our Company's Board of Directors in accordance with the SEBI (ICDR) Regulations and dues to small scale undertakings and other creditors.*

*For the purpose of material litigation in (x) above, our Board has considered and adopted the following policy on materiality with regard to outstanding litigations to be disclosed by our Company in this DRHP:*

- a) All criminal proceedings, statutory or regulatory actions and taxation matters, involving our Company, Promoters, Directors, or Group Companies, as the case may be shall be deemed to be material;*
- b) All pending litigation involving our Company, Promoter, Directors, or Group Companies as the case may be, other than criminal proceedings, statutory or regulatory actions and taxation matters, would be considered 'material' (i) the monetary amount of claim by or against the entity or person in any such pending matter(s) is in excess of Rs. 1,00,000/-; or (ii) where the monetary liability is not quantifiable, or which may not meet the threshold as specified in (i) above, but the outcome of which could, nonetheless, have a material adverse effect on the business, operations, performance, prospects, financial position or reputation of the Company, irrespective of the amount involved in such litigation; or (iii) Litigation where the decisions in one litigation is likely to affect the decision in similar litigation, even though the amount involved in an individual litigation may not exceed an amount of Rs. 1,00,000/-. Each such case involving our Company, Promoter, Directors, or Group Companies, whose outcome would have a bearing on the business operations, prospects or reputation of our Company and as required under the SEBI Regulations have been disclosed on our website at <https://www.replservices.com/>*
- c) Notices received by our Company, Promoter, Directors, or Group Companies, as the case may be, from third parties (excluding statutory/regulatory authorities or notices threatening criminal action) shall, in any event, not be evaluated for materiality until such time that the Company / Directors / Promoter / Group Companies, as the case may be, are impleaded as parties in proceedings before any judicial forum.*

*Our Company, our Promoter and/or our Directors, have not been declared as wilful defaulters by the RBI or any governmental authority, have not been debarred from dealing in securities and/or accessing capital markets by the SEBI and no disciplinary action has been taken by the SEBI or any stock exchanges against our Company, our Promoter or our Directors, that may have a material adverse effect on our business or financial position, nor, so far as we are aware, are there any such proceedings pending or threatened.*

### **OUTSTANDING MATTERS INVOLVING OUR COMPANY, DIRECTORS, PROMOTER AND SUBSIDIARIES**

#### **PART 1: LITIGATION RELATING TO OUR COMPANY**

##### **A. FILED AGAINST OUR COMPANY**

###### **1) Litigation involving Criminal Laws**

NIL

###### **2) Litigation Involving Actions by Statutory/Regulatory Authorities**



NIL

**3) Disciplinary Actions by Authorities**

NIL

**4) Litigation involving Tax Liability**

Indirect Tax:

**GST demand Notice (F.Y. 2020-21)**

Scrutiny of returns of M/s. Rulka Electrical Private Limited (hereinafter referred to as the Assessee) have been conducted for F.Y. 2020-21 wherein certain discrepancies have been noticed and a notice bearing reference no. ZD2709230474462 dated September 20, 2023 had been issued against the assessee u/s. 61 r.w.s. 99 of the GST Act, 2017 intimating the discrepancies found during the scrutiny wherein a total amount of Rs. 8,86,475/- has been calculated to be risk amount on account of a) claim of in-eligible ITC; b) Excess ITC claimed in form GSTR-3B / 9 which is not in confirmation with the ITC reflected in GSTR-2A; c) Less RCM disclosed; and d) interest on delayed payment made in GSTR-3B. Having not received any response from the assessee in respect of the aforementioned notice, the assessee have further been issued form DRC-01A bearing reference no. DC-E-632/DRC-1A/Period-2020-21/2023-24/B-354 dated November 08, 2023 intimating the assessee of its liabilities of Rs. 26,29,284/- (Rs. 7,33,310/- being the tax amount short paid or excess claimed + Rs. 2,01,470/- being interest (which would be in addition to interest to be calculated till the date of payment) + Rs. 16,94,504/- being penalty for the default) and the same is pending.

Direct Tax:

**A.Y. 2019-20**

As per details available on the website of the Income Tax Department M/s. Rulka Electricals Limited (hereinafter referred to as the "Assessee") have been issued with an intimation order u/s. 143(1)(a) of the Income Tax Act, 1961, bearing document reference no. 2020201937006369995C dated June 03, 2020 raising a demand of Rs. 2,18,300/- for A.Y. 2019-20 and the same has been disputed by the assessee and is pending for payment.

**Pending Demands/ Defaults of TDS:**

As per details available on the TRACES an aggregate outstanding amount of **Rs. 2,04,822/-** from Previous years from 2020-21 To 2023-24 is pending against M/s. Rulka Electricals Limited (hereinafter referred to as the "Assessee") as default on account of late filing of returns, late deposit of taxes, Short Deduction and Short payment of taxes collected. Although no action in respect of recovery of same has been taken by the department till date, except for issue of communication notices, the department may at any time issue recovery notices in which event the same shall become payable.

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**B. CASES FILED BY OUR COMPANY**

**1) Litigation involving Criminal Laws**

NIL

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Disciplinary Actions by Authorities**

NIL



#### 4) **Litigation involving Tax Liability**

Indirect Tax: NIL

Direct Tax: NIL

#### 5) **Other Pending Litigation based on Materiality Policy of our Company**

**Rulka Electricals Pvt. Ltd. (Complainant) V/s. 1. M/s. Faithfull Creator Infra Pvt. Ltd.; 2. Mr. Sanjeev Mishra; 3. Mr. Niraj Kumar (Parties 1, 2 & 3 combinedly referred to as Accused)**

**Criminal Complaint no. 615/SS/2019 filed and pending at the Court of Learned Metropolitan Magistrate's 53<sup>rd</sup> Court at Mulund, Mumbai.**

**Complaint for offences Punishable u/s. 138 r.w.s. 141 of N.I. Act, 1981, as amended.**

As alleged, M/s. Faithfull Creator Infra Pvt. Ltd. (hereinafter referred to as the accused) placed a work order FCIPL/WO/DDA/18-19/0008 dated march 13, 2019 amounting to Rs. 5,76,21,784/- with M/s. Rulka Electricals Private limited (hereinafter referred to as the Complainant) and accordingly complainant herein alleged to have deposited an amount of Rs. 4,88,320/- towards security deposit as per terms of the said works contract. Later, as alleged, the complainant herein raised its 1<sup>st</sup> Running invoice dated April 13, 2019 for an amount of Rs. 46,07,017/- (including tax). However as alleged, the accused after several follow-ups and reminders by the complainant, in discharge of its liabilities and in part payment of its debt, issued a cheque dated August 22, 2019 for an amount of Rs. 19,87,856/-. The cheque however on presentation for payment by the Complainant, with its bank, returned dishonored on August 23, 2019 with remarks "Payment Stopped by the Drawer". Aggrieved by this, the Complainant herein issued a legal notice dated September 17, 2019 u/s. 138 & 141 of the Negotiable Instruments Act, 1881 followed by a corrective letter dated October 24, 2019. However, having received no response from the accused herein, the Complainant filed the present petition u/s. 138 r.w.s. 141 of the Act and the same is pending before the concerned Court.

## **PART 2: LITIGATION RELATING TO OUR DIRECTORS AND PROMOTER OF THE COMPANY**

### **A. LITIGATION AGAINST OUR DIRECTORS AND PROMOTER**

#### 1) **Litigation involving Criminal Laws**

NIL

#### 2) **Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

#### 3) **Disciplinary Actions by Authorities**

NIL

#### 4) **Litigation involving Tax Liability**

Indirect Tax: NIL

Direct Tax:

Mr. Nitin Indrakumar Aher (Whole-time Director cum Promoter)

#### **A.Y. 2020-21**

As per details available on the website of the Income Tax Department Mr. Nitin Indrakumar Aher (hereinafter referred to as the "Assessee") have been issued with a rectification order u/s. 154 of the Income Tax Act, 1961, bearing document reference no.



2022202037128789313T dated October 16, 2023 raising a demand of Rs. 12,780/- for A.Y. 2020-21 in addition to an interest of Rs. 2794 and the same is pending for payment.

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**B. LITIGATION FILED BY OUR DIRECTORS AND PROMOTER**

**1) Litigation involving Criminal Laws**

NIL

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Disciplinary Actions by Authorities**

NIL

**4) Litigation involving Tax Liability**

Indirect Tax: NIL

Direct Tax: NIL

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**PART 3: LITIGATION RELATING TO OUR SUBSIDIARIES AND/OR GROUP COMPANIES**

**A. LITIGATION AGAINST OUR SUBSIDIARIES AND /OR GROUP COMPANIES**

**1) Litigation involving Criminal Laws**

NIL

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Disciplinary Actions by Authorities**

NIL

**4) Litigation involving Tax Liability**

NIL

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**B. LITIGATION FILED BY OUR SUBSIDIARIES AND/ OR GROUP COMPANIES**



**1) Litigation involving Criminal Laws**

NIL

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Disciplinary Actions by Authorities**

NIL

**4) Litigation involving Tax Liability**

NIL

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**DISCIPLINARY ACTION INCLUDING PENALTY IMPOSED BY SEBI OR STOCK EXCHANGES AGAINST THE PROMOTER, DIRECTORS, GROUP COMPANIES AND PROMOTOR GROUP DURING THE LAST 5 FINANCIAL YEARS**

There are no disciplinary actions including penalty imposed by SEBI or Stock Exchanges against the Promoters, Directors or Group Companies during the last 5 financial years including outstanding actions except as disclosed above.

**PAST INQUIRIES, INSPECTIONS OR INVESTIGATIONS**

There have been no inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous company law in the last five years immediately preceding the year of this DRHP in the case of our Company, Promoter, Directors. Other than as described above, there have been no prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last five years immediately preceding the year of the DRHP

**OUTSTANDING LITIGATION AGAINST OTHER PERSONS AND COMPANIES WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY**

As on the date of the DRHP, there is no outstanding litigation against other persons and companies whose outcome could have a material adverse effect on our Company.

**PROCEEDINGS INITIATED AGAINST OUR COMPANY FOR ECONOMIC OFFENCES**

There are no proceedings initiated against our Company for any economic offences.

**NON-PAYMENT OF STATUTORY DUES**

As on the date of the DRHP there have been no (i) instances of non-payment or defaults in payment of statutory dues by our Company, (ii) over dues to companies or financial institutions by our Company, (iii) defaults against companies or financial institutions by our Company, or (iv) contingent liabilities not paid for.

**MATERIAL FRAUDS AGAINST OUR COMPANY**

There have been no material frauds committed against our Company in the five years preceding the year of this DRHP.



### **DISCLOSURES PERTAINING TO WILFUL DEFAULTERS**

Neither our Company, nor our Promoters, nor Group Companies and nor Directors have been categorized or identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

### **DISCLOSURES PERTAINING TO FRAUDULENT BORROWER**

Our Company or any of our Promoters or Group Companies or Directors are not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.

### **MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE**

Except as disclosed in Chapter titled "Management's Discussion & Analysis of Financial Conditions & Results of Operations" beginning on page 213 there have been no material developments that have occurred after the Last Balance Sheet Date.

### **OUTSTANDING DUES TO CREDITORS**

There are no disputes with such entities in relation to payments to be made to our Creditors. The details pertaining to amounts due towards such creditors are available on the website of our Company.

The Board of Directors of our Company considers dues exceeding ₹1.00 Lakhs of our Company's trade payables of small scale undertakings and other creditors, as material dues.

Below are the details of the Creditors where outstanding amount as on February 29, 2024: -

Type of Creditors	Number of Creditors	Total Amount Outstanding	No of Material Creditors	Amount of Material Creditors	No of Other Creditors	Amount of Other Creditors
Micro, small and medium enterprises	109	922.89	68	909.91	41	12.98
Other Creditors	66	347.79	20	337.44	46	10.35
<b>Total</b>	<b>175</b>	<b>1270.68</b>	<b>88</b>	<b>1247.35</b>	<b>87</b>	<b>23.33</b>

(Based on certificate duly certified by peer reviewed auditor M/s. R K Jagetiya & Co., Chartered Accountants dated April 19, 2024)



## **GOVERNMENT AND OTHER APPROVALS**

*We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business (as applicable on date of this Red Herring Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business.*

*In view of the approvals listed below, we can undertake this Offer and our current/proposed business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Offer or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Red Herring Prospectus.*

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities. The following are the details of licenses, permissions and approvals obtained by the Company under various Central and State Laws for carrying out its business:

### **Approvals In Relation to Our Company's incorporation**

1. Certificate of Incorporation dated May 30, 2013 from the Registrar of Companies, Maharashtra, RoC-Mumbai, under the Companies Act, 1956 as "RULKA ELECTRICALS PRIVATE LIMITED" (Corporate Identification No. U31103MH2013PTC243817)
2. Fresh Certificate of Incorporation dated August 02, 2023 from the Registrar of Companies, Maharashtra, RoC-Mumbai, consequent to conversion of the Company from "RULKA ELECTRICALS PRIVATE LIMITED" to "RULKA ELECTRICALS LIMITED" (Corporate Identification No. - U31103MH2013PLC243817)

### **Approvals in relation to the Offer**

#### ***Corporate Approvals***

1. Our Board of Directors has, pursuant to resolutions passed at its meeting held on September 15, 2023 authorized the Offer, subject to the approval by the shareholders of our Company under section 62(1) (c) of the Companies Act, 2013.
2. Our shareholders have, pursuant to a resolution dated October 10, 2023, under Section 62(1) (c) of the Companies Act, 2013, authorized the Offer.
3. Our Board of Directors has, pursuant to a resolution dated December 08, 2023, May 09, 2024 and [●] authorized our Company to take necessary action for filing the Draft Red Herring Prospectus/ Red Herring Prospectus and Prospectus respectively with NSE EMERGE.

#### ***Approvals from Stock Exchange***

1. Our Company has received in- principle listing approval from the NSE EMERGE dated March 13, 2024 for listing of Equity Shares issued pursuant to the Offer.

#### ***Other Approvals***

1. The Company has entered into a tripartite agreement dated September 20, 2023 with the Central Depository Services (India) Limited (CDSL) and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited, for the dematerialization of its shares.
2. The Company has entered into an agreement dated September 12, 2023 with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited, for the dematerialization of its shares.





**APPROVALS / LICENSES / PERMISSIONS IN RELATION TO OUR BUSINESS:**

**Tax Related Approvals**

S.No	Description	Address of Place of Business / Premises	Registration Number	Issuing Authority	Date of Offer	Date of Expiry
1.	Permanent Account Number (PAN)	M/s. Rulka Electricals Limited	AAGCR4495R	Income Tax Department	January 03, 2014	Valid till Cancelled
2.	Tax Deduction and Collection Account Number (TAN)	M/s. Rulka Electricals Limited, Ground Floor, A-20, Shiva Industrial Estate Chs, Lake Road, Bhandup West, Mumbai City, Maharashtra, 400078	MUMR31533F	Income Tax Department	January 08, 2014	Valid till Cancelled
3.	GST Registration Certificate (Maharashtra)	M/S.Rulka Electricals Limited, Ground Floor, A-20, Shiva Industrial Estate Chs, Lake Road, Bhandup West, Mumbai City, Maharashtra, 400078	27AAGCR4495 R1ZD	Goods and Services Tax department	November 24, 2023	Valid till Cancelled
4.	Professions Tax Payer Enrolment certificate (P.T.E.C.)	M/s. Rulka Electricals Private Limited, Shop No 217, 2 <sup>nd</sup> Floor BMC Complex Opp. Deams Mall, Station Road, Bhandup West, City Greater Mumbai Maharashtra, India-400078	99142176721P	Maharashtra Sales Tax Department	April 01, 2013	Valid till Cancelled
5.	Professions Tax Payer Registration certificate (P.T.R.C.)	M/s. Rulka Electricals Private Limited, Gala No.41-A, Shiva Industrial Estate, Lake Road Bhandup (West) Mumbai 400078	27391028370P	Profession Tax office(C-106), Mumbai	July 01, 2014	Valid till Cancelled

**Registrations related to Labour Laws:**

S. No.	Description	Address	License Number	Issuing Authority	Date of Offer	Date of Expiry
1.	Registration under Maharashtra Shops and Establishments Act, 1948	M/s. Rulka Electricals Limited, A-20, Ground Floor, Shiva Indus. Estate, Lake Road Bhandup, Bhandup, Mumbai - 400078	820319678/S Ward/Commercial II	Department of labour Government of Maharashtra	December 14, 2023	Valid till Cancelled
2.	Registration under Maharashtra Shops and Establishments Act, 1948	202, City Avenue -N Building, Shankar Kalat Nagar, Wakad, Pimpri-Chinchwad, Pune, Maharashtra-411057	2331000318145 145	Department of labour Government of Maharashtra	October 17, 2023	Valid till Cancelled
3.	Delhi Shops & Establishment Act, 1954	Unit No. 204, 2 <sup>nd</sup> Floor, Vardhman Fortune Mall, Community Center, Gt	Certificate No.2023153465	Department of labour Government of	October 31, 2023	Valid till Cancelled



		Karnal Road, New Delhi - 110033		National Capital Territory of Delhi		
4.	Registration under Maharashtra Shops and Establishments Act, 1948	B-109 Shiva Industrial Estate, Lake Road Bhandup (West), Mumbai-400078	890808500/S Ward/Commercial II	Department of labour Government of Maharashtra	December 27,2023	Valid till Cancelled
5.	Udyam Registration Certificate	M/s. Rulka Electricals Limited, Gala No.A-20,Shiva Industrial Estate,Lake Road Bhandup (West) Mumbai 400078	UDYAM-MH-18-0016768	Ministry Of Micro, Small And Medium Enterprises	October 09,2020	Valid till Cancelled
6.	Registration under Employee State Insurance Act (ESIC)	M/s. Rulka Electricals Limited, Shop No 217, BMC Estate, Station Road,Bhandup West,Mumbai Maharashtra-400078	3400029107000 1001	Employees' State Insurance Corporation,	October21, 2013	Valid till Cancelled
7.	Registration under the Employees Provident fund (EPF)	M/S.Rulka Electricals Limited, Ground Floor, A-20, Shiva Industrial Estate,Lake Road, Bhandup West, Mumbai City, Maharashtra, 400078	THTHA020601 3000	Employees' Provident Fund Organization	November 22, 2013	Valid till Cancelled
8.	Registration with Maharashtra labour Welfare Board	M/S.Rulka Electricals Limited, Ground Floor, A-20, Shiva Industrial Estate,Lake Road, Bhandup West, Mumbai City, Maharashtra, 400078	MUMMUMR00 0047	Maharashtra labour Welfare Board,Welfare Commissioner	December 23,2023	Valid till Cancelled

**Business Related Approvals:**

S.No.	Description	Address of Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
1.	Authorization to carry Electrical Installation Works (Electricity Contractor license)	M/s. Rulka Electricals Limited, Mumbai	35719 CCR-2095/pk359/Energy-2	Chief Electricity Officer Department of Industries, Energy and Labour Licensing Board	July 24,2015	December 11, 2028
2.	LEI Certificate	M/s. Rulka Electricals Limited	335800IBWO2 XFCGIJ106	LEI Register India Private Limited	--	March 06,2025
3.	Membership Certificate of National Safety Council	M/s. Rulka Electricals Private Limited, Gala No.A-20,Shiva Industrial Estate,Lake Road Bhandup (West) Mumbai 400078	Membership No. CMMAH3118 Certificate No. 000144687	National safety Council	--	March 31, 2025
4.	License to act as a License Agency for the purpose of Fire Prevention and Life	M/s. Rulka Electricals Private Limited, A-20, Shiva Indl Estate, Lake Rd,	License No. MFS / LA / RF-439 / RD- 412	Directorate of Maharashtra Fire Service	September 04,2023	September 03,2025




	Safety Measure – Class A	Bhandup (W), Mumbai 400078				
5.	Contractor’s Registration Certificate – Class A	A-20, Shiva Indl Estate, Lake Rd, Bhandup (W), Mumbai 400078	RJIY4OAPCF5 W	Public Works Department, Government of Maharashtra	February 02,2023	February 02,2026

**Quality Certifications:**

S.No.	Description	Address of Premises	Registration Number	Product Description	Issuing Authority	Date of issue	Date of Expiry
1.	ISO 9001:2015	M/s.Rulka Electricals Limited, A-20, Shiva Industrial Estate, Lake Road, Bhandup West, Mumbai -400078 Maharashtra	Certificate No.E2024051 0162	Electrical And Fire Fighting Project Contractor	Royal Assessment s Private Limited	May 04,2024	May 03,2027

**Intellectual Property**

**Trademarks registered/Objected/Abandoned in the name of our company**

S. No	Brand Name/Logo Trademark	Class	Nature of Trademark and registration number	Owner	Date of Application	Authority	Current status
1.	Device “RE” 	9	3615210	M/S.Rulka Electricals Private Limited, A-41, Shiva Industrial Estate, Lake Road, Bhandup (West), Mumbai 400078, Maharashtra, India, Body- Incorporate Including Private Limited	August 18, 2017	Trademarks Registry, Mumbai	Registered

**Domain Name**

S.No	Domain Name	Sponsoring Registrar and ID	Owner	Creation Date	Registry Expiry Date
1	<a href="http://www.replservices.com">www.replservices.com</a>	Registry Domain ID: 1805388619_DOMAIN_COM -VRSN Registrar IANA ID: 303	Registrar URL: <a href="http://www.publicdomainregistry.com">www.publicdomainregistry.com</a> Registrant Name: Nitin Aher Registrant Organization: Rulka Electricals	June 01, 2013	June 01, 2024

In addition to above licenses and approvals and except as stated in this chapter, it is hereby mentioned that no application has been made for license / approvals required by the Company and no approval is pending in respect of any such application made with any of the authorities except that for change of name of the Company pursuant to change of its name from RULKA ELECTRICALS PRIVATE LIMITED” to “RULKA ELECTRICALS LIMITED” pursuant to its conversion thereof from Private Limited to Public Limited and that for change of addresses for certain approvals.



### **INFORMATION WITH RESPECT TO GROUP COMPANIES**

As per the SEBI ICDR Regulations, 2018 for the purpose of identification of Group Companies, our Company has considered companies covered under the Accounting Standard 18 as per Restated Financial Statements (other than our Subsidiary Company if any) and other companies considered material by our Board with which our Company has had related party transactions during the period for which financial information is disclosed, as covered under the applicable accounting standards, and also other companies as considered material by the board.

Pursuant to a resolution of our Board dated October 12, 2023 for the purpose of disclosure in relation to Group Companies in connection with the Issue, a company shall be considered material and disclosed as a Group Company if Such company forms part of the Promoter Group of our Company in terms of Regulation of the SEBI ICDR Regulations and Companies who entered into one or more transactions with such company in preceding fiscal or audit period as the case may be exceeding 10% of total revenue of the company as per Restated Financial Statements.

Based on the above, our Company does not have "Group Companies" in terms of the definition provided for above, as on date of this Red Herring Prospectus.



## **SECTION XII - OTHER REGULATORY AND STATUTORY DISCLOSURES**

### **Authority for the Issue - Fresh Issue and OFS**

This Offer in terms of this Red Herring Prospectus has been authorized by the Board of Directors pursuant to a resolution dated September 15, 2023 and by the shareholders pursuant to a special resolution in an Extra Ordinary General Meeting held on October 10, 2023 under section 62 (1) (c) of the Companies Act, 2013.

The Details of Selling Shareholder is as follows:

<b>Name of Selling Shareholder</b>	<b>Category</b>	<b>No. of Equity Shares proposed to be offered</b>	<b>Date of Selling Shareholder Consent</b>
Abhay Kantilal Shah HUF	Public	2,80,800	September 15, 2023

Our Company has obtained in-principle approval from the NSE Emerge for using its name in the Red Herring Prospectus/ Red Herring Prospectus/Prospectus pursuant to letter dated March 13, 2024. NSE is the Designated Stock Exchange.

### **Prohibition by the SEBI or other Governmental Authorities**

Our Company, our Group Company, our Promoters, our Promoter Group, our Directors, Person in control of Promoter or Company, have not been prohibited from accessing the capital market for any reason or restrained from buying, selling or dealing in securities, under any order or directions by the SEBI or any other regulatory or government authorities.

The listing of any securities of our Company has never been refused by any of the Stock Exchanges in India.

None of our Directors are associated with the securities market and there are no violations of securities laws committed by any of them in the past or pending against them, nor have any companies with which our director was associated have been debarred or prohibited from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Further, none of our Promoters or Directors are declared as fugitive economic offenders under Fugitive Economic Offenders Act, 2018.

### **Association with Securities Market**

None of our Directors in any manner are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our directors are associated as promoters or directors.

### **Prohibition by RBI**

Neither our Company, our subsidiaries, our Promoter, our Directors, the relatives (as defined under the Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as a wilful defaulter or fraudulent borrower by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter “Outstanding Litigations And Material Development” beginning on page 223 of the Red Herring Prospectus.

### **Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018**

Our Company is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 (“SBO Rules”), to the extent applicable, as on the date of the Red Herring Prospectus.

### **Eligibility for the Offer**

Our Company is eligible in terms of Regulations 230 of SEBI ICDR Regulations for this Offer.

Our Company is eligible for the Offer in accordance with the Regulation 229 (1) of Chapter IX of the SEBI (ICDR) Regulations, 2018, whereby, an issuer whose post issue paid-up capital is less than ten crore rupees. Our Company shall Offer shares to the public



and has proposed to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the SME Platform of NSE 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 NSE in accordance with the Restated Financial Statements, prepared in accordance with the Companies Act and restated in accordance with the SEBI ICDR Regulations.

*We confirm that:*

1. In accordance with regulation 260 of the SEBI (ICDR) Regulations, this Offer was 100% underwritten and shall not restrict to the minimum subscription level. The BRLM shall underwrite at least 15% of the total Offer size. For further details pertaining to underwriting please refer to chapter titled “General Information” beginning on page 53 of this Red Herring Prospectus.
2. In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Offer 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.
3. In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, we shall ensure that our Book Running Lead Manager submits a copy of the Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies. Further, in terms of Regulation 246(2), SEBI shall not Offer observation on the Prospectus.
4. In accordance with Regulation 261 of the SEBI ICDR Regulations, we have entered into an agreement with the BRLM and Market Maker to ensure compulsory market making for the minimum period of three years from the date of listing of equity shares offered in this Offer. For further details of the market making arrangement see chapter titled “General Information” beginning on page 53 of this Red Herring Prospectus.
5. The Post Offer paid up capital of the company will be less than ₹ 25 Crore.
6. The Company has a track record of at least 3 years as on the date of filling Red Herring Prospectus.
7. The Net-worth of our Company is Positive as per latest audited financial statement.
8. Our Company’s net worth Cash Accruals (earnings before depreciation and tax) and Net Tangible Assets, based on the Restated Financial Statements included in this Red Herring Prospectus are set forth below:

**(Rs. in Lakhs)**

Particulars	February 29, 2024	March 31, 2022	March 31, 2021	March 31, 2020
Net Worth	1290.15	557.33	276.82	164.74
Operating Profit	811.32	401.07	220.07	105.03

- (i) Net Worth has been computed as the aggregate of equity shares capital and reserves (excluding revaluation reserves) and after deducting miscellaneous expenditure not written off, if any.
- (ii) Operating Profit has been defined as the Earnings from operations before interest, depreciation and tax from operations.

9. The Company will mandatorily facilitate trading in demat securities and will enter into agreement with both the depositories.
10. Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
11. There is no winding up petition against our Company that has been admitted by the Court or a liquidator has not been appointed of competent Jurisdiction against the Company.
12. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the company.



13. There has been no change in the promoters of the Company in the preceding one year from date of filing application to SME Platform of NSE.
14. Our Company confirms that there is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters, Group Companies, companies promoted by the promoters of the company.
15. Our Company has a website i.e., [www.replservices.com](http://www.replservices.com)

**Other Disclosures:**

- 1) 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 companies, companies promoted by the promoters/promoting company(ies) of the applicant company in the Red Herring Prospectus.
- 2) 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), group companies, 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.
- 3) We have Disclosed the details of the applicant, promoters/promoting company(ies), group companies, 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 Litigations & Material Developments" on page no. 223 of this Red Herring Prospectus.
- 4) We have disclosed all details of the track record of the directors, the status of criminal cases filed or nature of the investigation being undertaken with regard to alleged commission of any offence by any of its directors and its effect on the business of the company, where all or any of the directors of issuer have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc. For Details, refer the chapter "Outstanding Litigation & Material Developments" on page no. 223 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 SME platform. NSE is the Designated Stock Exchange.
- Our Company has entered into an agreement dated September 12, 2023 with NSDL and agreement dated September 20, 2023 with CDSL for dematerialization of its Equity Shares already issued and proposed to be issued.
- The entire pre- Offer capital of our Company has shares 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 will be in dematerialized form.
- Our Company has made firm arrangements of finance through verifiable means towards seventy-five per cent of the stated means of finance for funding from the Offer proceeds, excluding the amount to be raised through the proposed public offer or through existing identifiable internal accruals – Not required as the object of Offer is working capital requirement, general corporate purpose and Offer expenses, for details, please refer the chapter "Objects of the Offer" on page no. 84 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 Offer 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 Promoter, members of our Promoter Group or our Directors are debarred from accessing the capital markets by the SEBI.
- (b) None of our Promoter or Directors are promoters 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 is a fugitive economic offender.



We further confirm that we shall be complying with all other requirements as laid down for such offer under Chapter IX of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF RED HERRING PROSPECTUS TO SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE RED HERRING PROSPECTUS. THE LEAD MERCHANT BANKER, BEELINE CAPITAL ADVISORS PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE RED HERRING PROSPECTUS, THE LEAD MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER, BEELINE CAPITAL ADVISORS PRIVATE LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED MAY 09, 2024**

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 OFFER. 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 Offer will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Mumbai in terms of sections 26, 32 and 33 of the Companies Act,*

#### **Disclaimer from our Company and the Book Running Lead Manager**

Our Company 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.

The BRLM accept no responsibility, save to the limited extent as provided in the agreement entered between the BRLM (Beeline Capital Advisors Private Limited) and our Company and Selling Shareholder on December 02, 2023 and the Underwriting Agreement dated April 13, 2024 entered into between the Underwriters, our Company and Selling Shareholder and the Market Making Agreement dated April 13, 2024 entered into among the Market Maker and our Company.

All information shall be made available by our Company and the Book Running Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The Book Running Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our subsidiary, our Promoter Group, Group Entities, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Entities, and our affiliates or associates, for which they have received and may in future receive compensation.

#### **Disclaimer in Respect of Jurisdiction**

This Offer is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs,





companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹ 2,500.00 Lakhs and pension funds with a minimum corpus of ₹ 2,500.00 Lakhs, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe for Equity Shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

Any dispute arising out of this Offer will be subject to jurisdiction of the competent court(s) in Mumbai, Maharashtra.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this 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 from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

#### **Disclaimer Clause under Rule 144a of the U.S. Securities Act**

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

#### **Disclaimer Clause of the SME Platform of NSE**

“As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter dated March 13, 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.”



## **Filing**

This Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus is being filed with National Stock Exchange of India Limited, Exchange Plaza, Plot No. C/1, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai-400051, Maharashtra.

The copy of the Draft Red Herring Prospectus will not have filed with SEBI and SEBI will not issue any observation on the Draft Red Herring Prospectus in terms of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Pursuant to SEBI Circular No SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Red Herring Prospectus and Prospectus will be filed online through SEBI Intermediary portal at <https://siportal.sebi.gov.in>.

A copy of the Red Herring Prospectus and Prospectus, along with the documents required to be filed online under Section 26 of the Companies Act, 2013 would be delivered for registration to the Registrar of Companies, 100, Everest, Marine Drive, Mumbai-400002, Maharashtra, India.

## **Listing**

The Equity Shares of our Company are proposed to be listed on NSE Emerge. Our Company has obtained in-principle approval from NSE by way of its letter dated March 13, 2024 for listing of equity shares on NSE Emerge (NSE Emerge).

NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Offer. If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform is not granted by NSE, our Company shall forth with repay, all moneys received from the applicants in pursuance of this Prospectus. If such money is not repaid within the prescribed time then our Company becomes liable to repay it, then our Company and every officer in default shall, shall be liable to repay such application money, with interest, as prescribed under the applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the NSE Emerge mentioned above are taken within Six (6) Working Days of the Offer Closing Date. If Equity Shares are not Allotted pursuant to the Offer within Six (6) Working Days from the Offer Closing Date or within such timeline as prescribed by the SEBI, our Company shall repay with interest all monies received from applicants, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period.

## **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 to action under section 447 of the Companies, Act 2013

## **Consents**

Consents in writing of (a) Our Directors, Our Promoters, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Our Peer Review Auditor, Our Banker(s) to the Company; (b) Book Running Lead Manager, Registrar to the Offer, Banker(s) to the Offer, Legal Advisor to the Offer, Underwriter(s) to the Offer and Market Maker to the Offer to act in their respective capacities have been obtained as required under section 26 of the Companies Act, 2013 and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.



In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s R K Jagetiya., Chartered Accountants, Peer Review Auditors of the Company have agreed to provide their written consent to the inclusion of their respective reports on Statement of Possible Tax Benefits relating to the possible tax benefits and restated financial statements as included in this Draft Red Herring Prospectus/ Red Herring Prospectus/Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this Red Herring Prospectus.

### **Experts Opinion**

Except for the reports in the section “Financial information of our Company” and “Statement of Possible Tax Benefits” on page 173 and 98 of this Red Herring Prospectus from the Peer Review Auditors and Statutory Auditor, our Company has not obtained any expert opinions. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act 1933.

### **Particulars regarding Public or Rights Issues during the last five (5) years**

Our Company has not made any previous public or rights issue in India or abroad the five (5) years preceding the date of this Red Herring Prospectus except as disclosed in this Red Herring Prospectus.

### **Previous issues of Equity Shares otherwise than for cash**

For detailed description please refer to section titled “Capital Structure” beginning on page 65 of this Red Herring Prospectus.

### **Underwriting Commission, brokerage and selling commission on Previous Issues**

Since this is the initial public offering of our Company’s Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since our incorporation.

### **Particulars in regard to our Company and other listed group-companies / subsidiaries/ associates under the same management within the meaning of Section 370(1B) of the Companies Act, 1956 / Section 186 of the Companies Act, 2013 which made any capital issue during the last three years:**

Neither our Company nor any other companies under the same management within the meaning of Section 370(1B) of the Companies Act, 1956 has made / Section 186 of the Companies Act, 2013, had made any public issue or rights issue during the last three years.

### **Performance vis-à-vis objects – Public/rights issue of our Company and/or listed Group Companies/ Subsidiaries and Associates of our Company**

Except as stated in the chapter titled “Capital Structure” beginning on page 65 of this Red Herring Prospectus our Company has not undertaken any previous public or rights issue. None of the Group Companies/ Entities or associates of our Company are listed on any stock exchange.

### **Performance vis-a-vis objects - Last Issue of Group/Associate Companies**

Except as disclosed in this Red Herring Prospectus, all of our Group/ Associate are unlisted and have not made a public issue of shares.

### **Outstanding Debentures or Bond Issues or Redeemable Preference Shares and other instruments**

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this Red Herring Prospectus.

### **Outstanding Convertible Instruments**

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

### **Option to Subscribe**

Equity Shares being offered through the Red Herring Prospectus can be applied for in dematerialized form only.



## Stock Market Data of the Equity Shares

This being an initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any Stock Exchanges.

## Mechanism for Redressal of Investor Grievances

The Agreement amongst the Registrar to the Offer, our Company provides for retention of records with the Registrar to the Offer for a period of at least three (3) year from the last date of dispatch of the letters of allotment, or refund orders, demat credit or where refunds are being made electronically, giving of refund instructions to the clearing system, to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

We hereby confirm that there are no investor complaints received during the three years preceding the filing of Red Herring Prospectus. Since there are no investor complaints received, none are pending as on the date of filing of this Red Herring Prospectus.

All grievances relating to the Offer may be addressed to the Registrar to the Offer, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application, Depository Participant, and the bank branch or collection centre where the application was submitted.

The Applicant should give full details such as name of the sole/ first Applicant, Application Form number, Applicant DP ID, Client ID, PAN, date of the Application Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Application Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents or information mentioned herein above.

## Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Offer for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible. Our Company has constituted Stakeholders Relationship Committee in the meeting of our Board of Directors held on October 12, 2023. For further details on the Stakeholders Relationship Committee, please refer to section titled “Our Management” beginning on page 156 of this Red Herring Prospectus.

Our Company has appointed Ms. Kejal Niken Shah, Company Secretary, as the Compliance Officer to redress complaints, if any, of the investors participating in the *Offer*. Contact details for our Company Secretary and Compliance Officer are as follows:

### Mrs. Kejal Niken Shah

A - 20, Shiva Industrial Estate Co. Ltd., Lake Road,  
Near Tata Power, Bhandup West, Mumbai City,  
Maharashtra- 400078, India.

**Tel. No.:** +022 41276806, 022 49742572, 91-9029086744

**E-mail:** [cs@replservices.com](mailto:cs@replservices.com)

**Website:** [www.replservices.com](http://www.replservices.com)

Investors can contact the Compliance Officer or the Registrar in case of any pre- Offer or post- Offer related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system “SCORES”. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in)

## Status of Investor Complaints

We confirm that we have not received any investor complaint during the three years preceding the date of this Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Red Herring Prospectus.



### **Disposal of investor grievances by listed companies under the same management as our Company**

We do not have any listed company under the same management.

### **Change in Auditors during the last three (3) years**

Except as disclosed in Chapter titled “General Information” beginning on Page 53 of this Red Herring Prospectus; there are no changes in the Auditors of the company during the last three years.

### **Capitalization of Reserves or Profits**

Except as disclosed under section titled “Capital Structure” beginning on page 65 of this Red Herring Prospectus, our Company has not capitalized its reserves or profits at any time during the last five (5) years.

### **Revaluation of Assets**

Our Company has not revalued its assets in five (5) years preceding the date of this Red Herring Prospectus.

### **Tax Implications**

Investors who are allotted Equity Shares in the Offer will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled “Statement of Possible Tax Benefits” beginning on page 98 of this Red Herring Prospectus.

### **Purchase of Property**

Other than as disclosed in Section “Business Overview” on page 116 of the Red Herring Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Offer or the purchase or acquisition of which has not been completed on the date of the Red Herring Prospectus, other than property, in respect of which:

The contract for the purchase or acquisition was entered into in the ordinary course of business, or the contract was entered into in contemplation of the Offer, or that the Offer was contemplated in consequence of the contract; or the amount of the purchase money is not material.

Except as stated elsewhere in the Red Herring Prospectus, our Company has not purchased any property in which the Promoter and/or Directors have any direct or indirect interest in any payment made there under.

### **Servicing Behavior**

Except as stated in this Red Herring Prospectus, there has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

### **Payment or benefit to officers of Our Company**

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation.

Except as disclosed in chapter titled “Our Management” beginning on page 156 and Restated Statement of Related Party Transactions” under chapter titled “Financial Information of our Company” beginning on page 173 of the Red Herring Prospectus, none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

### **Exemption from complying with any provision of security laws, if any granted by SEBI**

As on date of Red Herring Prospectus, our company has not availed any exemption from complying with any provision of security laws granted by SEBI



**Statement on Price Information of Past Issues handled by Beeline Capital Advisors Private Limited:**

<b>MAIN BOARD IPO's-NIL</b>								
<b>SME ISSUE</b>								
<b>Sr. No.</b>	<b>Issue name</b>	<b>Issue size (Rs in Cr.)</b>	<b>Issue Price (Rs.)</b>	<b>Listing date</b>	<b>Opening Price on listing date</b>	<b>+/- % change in closing price, [+/- % change in closing benchmark]-30<sup>th</sup> calendar days from listing</b>	<b>+/- % change in closing price, [+/- % change in closing benchmark]-90<sup>th</sup> calendar days from listing</b>	<b>+/- % change in closing price, [+/- % change in closing benchmark]-180<sup>th</sup> calendar days from listing</b>
1.	Australian Premium Solar (India) Limited	28.08	54.00	January 18, 2024	147.00	343.70% (+2.70%)	320.00% (+3.19%)	N.A.
2.	Konstelec Engineers Limited	28.70	70.00	January 30, 2024	210.00	210.71% (+1.91%)	N.A.	N.A.
3.	Fonebox Retail Limited	20.37	70.00	February 02, 2024	200.00	145.00% (+2.40%)	N.A.	N.A.
4.	Rudra Gas Enterprise Limited	14.16	63.00	February 15, 2024	119.70	150.75% (+0.50%)	N.A.	N.A.
5.	V R Infraspace Limited	20.40	85.00	March 12, 2024	90.00	29.94% (+1.87%)	N.A.	N.A.
6.	Pratham EPC Projects Limited	36.00	75.00	March 18, 2024	113.30	139.80% (+0.42%)	N.A.	N.A.
7.	KP Green Engineering Limited	189.50	144.00	March 22, 2024	200.00	234.24% (+0.35%)	N.A.	N.A.
8.	TAC Infosec Limited	29.99	106.00	April 05, 2024	290.00	N.A	N.A.	N.A.
9.	Greenhitech Ventures Limited	6.30	50.00	April 22, 2024	95.00	N.A.	N.A.	N.A.
10.	Emmforce Autotech Limited	53.89	98.00	April 30, 2024	195.51	N.A.	N.A.	N.A.

Source: Price Information [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), Issue Information from respective Prospectus.

Note:

1. The S&P NSE Sensex and NSE Nifty are considered as the Benchmark.
2. "Issue Price" is taken as "Base Price" for calculating % Change in Closing Price of the respective Issues on 30th / 90th/180th Calendar days from listing.
3. "Closing Benchmark" on the listing day of respective scripts is taken as "Base Benchmark" for calculating % Change in Closing Benchmark on 30th / 90th/180th Calendar days from listing. Although it shall be noted that for comparing the scripts with Benchmark, the +/- % Change in Closing Benchmark has been calculated based on the Closing Benchmark on the same day as that of calculated for respective script in the manner provided in Note No. 5 below.
4. In case 30th/ 90th/180th day is not a trading day, closing price on BSE/NSE of the previous trading day for the respective Scripts has been considered, however, if scripts are not traded on that previous trading day, then last trading price has been considered.
5. Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information

**Track Record of past issues handled by Beeline Capital Advisors Private Limited:** For details regarding track record of BRLM to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the



website of the BRLM at: [www.beelinemb.com](http://www.beelinemb.com)

Note:

**Investors who apply in the Offer will be required to confirm and will be deemed to have represented to our Company and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Offer.**



## **SECTION XIII – OFFER RELATED INFORMATION**

### **TERMS OF THE OFFER**

*The Equity Shares being offered are subject to the provisions of the Companies Act, 2013, SCRR, 1957, SEBI (ICDR) Regulations, 2018, our Memorandum and Articles of Association, the terms of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note (CAN), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, the FIPB, the RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable.*

For details in relation to Offer expenses, see “Objects of the Offer” and “Other Regulatory and Statutory Disclosures” on pages 84 and 234, respectively.

#### **The Issue**

The issue comprises of a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholder.

Expenses for the Offer shall be shared amongst our Company and the Selling Shareholder in the manner specified in “Objects of the Offer” beginning on page 84 of this Red Herring Prospectus.

#### **Authority for the Offer**

The present Public Offer of 11,23,200 Equity Shares which have been authorized by a resolution of the Board of Directors of our Company at their meeting held on September 15, 2023 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra-Ordinary General Meeting held on October 10, 2023 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

#### **Ranking of Equity Shares**

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013 and our Memorandum and Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares of our Company including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please refer to "Description of Equity Shares and terms of the Articles of Association" on page 286 of the Red Herring Prospectus.

#### **Mode of Payment of Dividend**

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and recommended by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act. For further details, please refer to “Dividend Policy” on page 172 of the Red Herring Prospectus.

#### **Face Value and Offer Price and Price Band**

The face value of each Equity Share is ₹ 10 and the Floor Price is ₹ [●] per Equity Share and the Cap Price is ₹ [●] per Equity Share. The Anchor Investor Offer Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot size will be decided by our Company, Selling Shareholder in consultation with the BRLM, and will be advertised, at least two Working Days prior to the Bid/ Offer Opening Date, in all editions of Financial Express, an English national daily newspaper and all editions of Jansatta, a Hindi national daily newspaper and Mumbai edition of Pratakaal, a regional newspaper each with widecirculation and shall be made available to the Stock Exchange for the purpose of uploading on its website. The Price Band, alongwith the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre filled in the Bid cum ApplicationForms available on the website of the Stock Exchange. The Offer Price shall be determined by our Company and





Selling Shareholder in consultation with the BRLM, after the Bid/ Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

### **Compliance with SEBI (ICDR) Regulations**

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 the Articles of Association, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & 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;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- Right of free transferability of the Equity Shares; and
- Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/ or consolidation/ splitting, etc., please refer to Section titled “Description of Equity Shares and terms of the Articles of Association” beginning on page 286 of the Red Herring Prospectus.

### **Allotment only in Dematerialised Form**

In terms of Section 29 of Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the SEBI Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar and Share Transfer Agent to the Offer:

1. Tripartite agreement dated September 12, 2023 between our Company, NSDL and the Registrar and Share Transfer Agent to the Offer.
2. Tripartite agreement dated September 20, 2023 between our Company, CDSL and the Registrar and Share Transfer Agent to the Offer.

### **Minimum Application Value, Market Lot and Trading Lot**

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the SME platform of NSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Offer will be done in multiples of [●] Equity Shares and is subject to a minimum allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

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**

The minimum number of allottees in the Offer shall be 50 shareholders in case the number of prospective allottees is less than 50, no allotment will be made pursuant to this Offer and the amounts in the ASBA Account shall be unblocked forthwith.



## Joint Holders

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

## Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013 any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- To register himself or herself as the holder of the Equity Shares; or
- To make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Offer is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

## Withdrawal of the Offer

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

## OFFER PROGRAM

Events	Indicative Dates
Bid/Offer Opening Date	Thursday, May 16, 2024
Bid/Offer Closing Date	Tuesday, May 21, 2024
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before Wednesday, May 22, 2024
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or about Thursday, May 23, 2024
Credit of Equity Shares to Demat accounts of Allottees	On or about Thursday May 23, 2024
Commencement of trading of the Equity Shares on the Stock Exchange	On or about Friday, May 24, 2024

Note - Our Company and selling Shareholder in consultation with the Book Running Lead Manager, may consider participation by



Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations.

The above timetable is indicative and does not constitute any obligation on our Company, Selling Shareholder or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Bid/ Offer Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Offer Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bid-Cum- Application Forms and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (IST) during the Offer Period (except for the Bid/ Offer Closing Date). On the Bid/ Offer Closing Date, the Bid-Cum- Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for retail and non-retail Bidders. The time for applying for Retail Individual Bidders on Bid/ Offer Closing Date maybe extended in consultation with the BRLM, RTA and NSE EMERGE taking into account the total number of applications received up to the closure of timings.

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

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

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

Our Company in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/ Offer Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

In case of revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchange, by issuing a press release and also by indicating the change on the website of the BRLM and at the terminals of syndicate members.

### **Minimum Subscription**

In accordance with Regulation 260 (1) of the SEBI (ICDR) Regulations, our Offer shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the offer through the Red Herring Prospectus and shall not be restricted to the minimum subscription level. Further, in accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than Rs. 1,00,000 (Rupees One Lakh) per application.

As per section 39 of the Companies Act 2013, if the “stated minimum amount” has not been subscribed and the sum payable on Application is not received within a period of 30 days from the date of Offer of Prospectus, the application money has to be returned within such period as may be prescribed.

If the issuer does not receive the subscription of 100% of the Offer through this offer document including devolvement of Underwriters



within 60 (sixty) days from the date of closure of the Offer, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond 8 (eight) days after the issuer becomes liable to pay the amount, the issuer shall pay interest prescribed under Section 39 read with Rule 11 of Companies (Prospectus and Allotment of Securities) Rules, 2014 of the Companies Act, 2013 and other applicable laws, if any.

In accordance with SEBI ICDR Regulations, the minimum number of allottees in this Offer shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Offer and the amounts in the ASBA Account shall be unblocked forthwith.

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.

#### **Arrangements for disposal of odd lots**

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Exchange.

#### **Application by Eligible NRIs, FPIs or VCFs registered with SEBI**

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

As per the extent Guidelines of the Government of India, OCBs cannot participate in this Offer.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

#### **Restrictions on transfer and transmission of shares or debentures and on their consolidation or splitting**

Except for lock-in of the Pre- Offer Equity Shares and Promoter minimum contribution in the Offer as detailed in the section titled "Capital Structure" beginning on page 65 of the Red Herring Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfers of Equity Shares. There are no restrictions on transfer and transmission of shares/debentures and on their consolidation/ splitting except as provided in the Articles of Association. For further details, please refer sub-heading " Description of Equity Shares and terms of the Articles of Association " on page 286 of the Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the 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.

#### **Allotment of 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.



## Migration to Main Board

Our Company may migrate to the main board of NSE on a later date, subject to the following:

If the paid up Capital of the company is more than ₹ 10 crores and up to ₹ 25 crores, we may migrate equity shares to the main board of the stock exchanges if shareholders approve such a migration by passing a special resolution through postal ballot to this effect and if Company fulfils the eligibility criteria for listing laid down by the Main Board

Provided that the special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

OR

Where the post- *Offer* face value capital of the Company listed on a SME exchange is likely to increase beyond twenty five crore rupees by virtue of any further *Offer* of capital by the Company by way of rights issue, preferential issue, bonus issue, etc. the Company shall migrate its specified securities listed on a SME exchange to the Main Board and seek listing of the specified securities proposed to be issued on the Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board:

Provided that no further *Offer* of capital by the Company shall be made unless;

- a) the shareholders of the Company have approved the migration by passing a special resolution through postal ballot wherein the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal;
- b) the Company has obtained an in-principle approval from the Main Board for listing of its entire specified securities on it.

## Market Making

The shares offered through this Offer are proposed to be listed on the SME platform of NSE, wherein the Book Running Lead Manager to this Offer shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of 3 (three) years from the date of listing on the SME platform of NSE. For further details of the agreement entered into between the Company, the Book Running Lead Manager and the Market Maker please refer to "General Information - Details of the Market Making Arrangements for this Offer " on page 53 of the Red Herring Prospectus.

In accordance with the SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012; it has been decided to make applicable limits on the upper side for the Market Makers during market making process taking into consideration the Offer size in the following manner:

Offer size	Buy quote exemption threshold (including mandatory initial inventory of 5% of Offer size)	Re-entry threshold for buy quotes (including mandatory initial inventory of 5% of Offer size)
Upto ₹20 Crore	25%	24%

Further, the Market Maker shall give (2) Two way quotes till it reaches the upper limit threshold; thereafter it has the option to give only sell quotes. Two (2) way quotes shall be resumed the moment inventory reaches the prescribed re-entry threshold.

In view of the Market Maker obligation, there shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts its inventory through market making process on the platform of the exchange, the concerned stock exchange may intimate the same to SEBI after due verification.

## New Financial Instruments

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.



## **Pre-Offer Advertisement**

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Red Herring Prospectus with the ROC, publish a pre- Offer advertisement, in the form prescribed by the SEBI Regulations, in (i) All Editions of English National Newspaper, Financial Express; (ii) All editions of Hindi National Newspaper, Jansatta and (iii) Mumbai edition of Regional Newspaper, Pratakaal. In the pre- Offer advertisement, we shall state the Bid/ Offer Opening Date and the Bid/ Offer Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICRD Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

The above information is given for the benefit of the Bidders. The Bidders are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws and regulations.

## **Jurisdiction**

Exclusive jurisdiction for the purpose of this Offer is with the competent courts / authorities in Mumbai, Maharashtra.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.



## OFFER STRUCTURE

*This Offer is being made in terms of Regulation 229 (1) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post Offer paid up face value capital is less than Rs. 10 Crores, shall Offer 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 NSE). For further details regarding the salient features and terms of such an Offer please refer chapter titled "Terms of the Offer " and " Offer Procedure" on page 245 and 256 of the Red Herring Prospectus.*

This Offer comprise of 11,23,200 Equity Shares of Face Value of ₹10/- each fully paid (The "Equity Shares") for cash at a price of [●] per Equity Shares (including a premium of [●] per equity share) aggregating to [●] Lakhs ("the Offer") comprising a Fresh Issue of 8,42,400 Equity Shares aggregating upto [●] Lakhs by our Company and an offer for sale of 2,80,800 Equity Shares aggregating upto [●] Equity Shares by Selling Shareholder. The Offer and the Net Offer will constitute [●] and [●] respectively of the post Offer paid up Equity Share Capital of the Company.

The Offer is being made by way of Book Building Process

Particulars of the Offer <sup>(2)</sup>	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Applicants	Retail Individual Investors
Number of Equity Shares available for allocation	56,400 Equity Shares	Not more than 5,32,800 Equity Shares.	Not less than 1,60,200 Equity Shares	Not less than 3,73,800 Equity Shares
Percentage of offer Size available for allocation	5.02% of the Offer Size	Not more than 50% of the Net Offer being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Net Offer	Not less than 35% of the Net Offer
Basis of Allotment <sup>(3)</sup>	Firm Allotment	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to 10,200 Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) Up to 2,03,400 Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a)	Proportionate	Proportionate



		above. Up to 3,19,200 Equity Shares) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Domestic Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price		
Mode of Bid	Only through the ASBA process.		Only through the ASBA process.	Through ASBA Process through banks or by using UPI ID for payment
Mode of Allotment	Compulsorily in dematerialized form			
Minimum Bid Size	[●] Equity Shares in multiple of [●] Equity shares	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000	Such number of Equity shares in multiple of [●] Equity shares that Bid size exceeds Rs 2,00,000	[●] Equity Shares in multiple of [●] Equity shares so that the Bid Amount does not exceed Rs 2,00,000
Maximum Bid Size	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Offer, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the offer (excluding the QIB portion), subject to limits as applicable to the Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed Rs 2,00,000
Trading Lot	[●] Equity Shares, however the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form. In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids <sup>(4)</sup>			
Mode of Bid	Only through the ASBA process (except for Anchor Investors)			

This Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details, please refer to “Offer Structure” on page 252 of the Red Herring Prospectus.

- (1) Our Company and Selling Shareholder may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price.
- (2) In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an Offer for at least 25% of the post Offer paid-up Equity share capital of the Company. This Offer is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.





- (3) Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company and Selling Shareholder in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.
- (4) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

### Withdrawal of the Offer

The Company and Selling shareholder in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Offer at any time before the Offer Opening Date, without assigning any reason thereof.

In case, the Company and Selling shareholder wishes to withdraw the Offer after Offer Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Offer. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The Book Running Lead Manager, through the Registrar to the Offer, 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- Offer advertisements have appeared and the Stock Exchange will also be informed promptly.

If the Company and Selling shareholder withdraws the Offer after the Offer Closing Date and subsequently decides to undertake a public offering of Equity Shares, the Company will file a fresh Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Offer is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the final RoC approval to the Prospectus after it is filed with the RoC.

### Bid/ Offer Programme:

Events	Indicative Dates
Bid/ Offer Opening Date	Thursday, May 16, 2024
Bid/ Offer Closing Date	Tuesday, May 21, 2024
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before Wednesday, May 22, 2024
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or about Thursday, May 23, 2024
Credit of Equity Shares to Demat accounts of Allottees	On or about Thursday May 23, 2024
Commencement of trading of the Equity Shares on the Stock Exchange	On or about Friday, May 24, 2024

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

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 Offer Period at the Application Centers mentioned in the Application Form.

Standardization of cut-off time for uploading of applications on the Offer closing date:

- A standard cut-off time of 3.00 p.m. for acceptance of applications.
- A standard cut-off time of 4.00 p.m. for uploading of applications received from other than retail individual applicants.
- A standard cut-off time of 5.00 p.m. for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by NSE after taking into account the total number of applications received up to the closure of timings and reported by BRLM to NSE within half an hour of such closure.



It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical application form of that Bidder may be taken as the final data for the purpose of allotment.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).



## **OFFER PROCEDURE**

All Bidders should read the General Information Document which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue, especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of CAN and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of the Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

SEBI 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 RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020. Thereafter, the final reduced timeline of T+3 days may be made effective using the UPI Mechanism for applications by Retail Individual Investors (“UPI Phase III”), is prescribed by SEBI vide circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023 effective from Offer opening on or after September 01, 2023 on voluntary basis and on or after December 01, 2023 on mandatory basis.

The Offer has been undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, has introduced certain additional measures for streamlining the process of initial public Issues and redressing investor grievances. This circular shall come into force for initial public Issues opening on or after May 1, 2021 and the provisions of this circular are deemed to form part of this Prospectus. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 modifying the process timelines and extending the implementation timelines for certain measures introduced by the March 16 Circular. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all UPI Bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹ 5,00,000/- shall use the UPI Mechanism.

The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

Our Company, the Selling Shareholder, the Promoter and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus.



*Further, our Company, the Selling Shareholder, the Promoter and the Members of the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in the Issue.*

#### Book Building Procedure

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) read with Regulation 252 of SEBI ICDR Regulations, 2018, the Offer is being made for at least 25% of the post- Offer paid-up Equity Share capital of our Company. The Offer is being made under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process wherein not more than 50% of the Offer shall be allocated on a proportionate basis to QIBs, provided that our Company and may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non Institutional Investors and not less than 35% of the Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company and the Selling Shareholder in consultation with the BRLM, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spillover from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders’ depository account, including DP ID, Client ID, PAN and UPI ID, as applicable, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Issue, subject to applicable laws.

#### Phased implementation of Unified Payments Interface

SEBI has issued a circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 (collectively the “UPI Circulars”) in relation to streamlining the process of public Offer of equity shares and convertibles. Pursuant to the UPI Circulars, UPI will be introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public Offer closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circular proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase has become applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Retail Individual Applicant had the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public Offer closure to listing continued to be six Working Days.

**Phase II:** This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Further, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount is continued till further notice. Under this phase, submission of the ASBA Form by RIIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will



be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public Offer closure to listing continues to be six Working Days during this phase.

**Phase III:** The commencement period of Phase III is notified vide SEBI Circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023 effective from *Offer* opening on or after September 01, 2023 on voluntary basis and on or after December 01, 2023 on mandatory basis for listing in T+3 days. This *Offer* is under Phase III.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Book Running Lead Manager.

#### Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the NSE, at least one day prior to the Bid/ Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the RIIs using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Offer through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Offer is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

- i. RIIs (other than the RIIs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- ii. RIIs using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- iii. QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

Anchor Investors are not permitted to participate in the *Offer* through the ASBA process.

For Anchor Investors, the Anchor Investor Application Form will be available at the office of the BRLM. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

Category	Colour*
Anchor Investor**	White
Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA)	White
Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA)	Blue

\*Excluding Electronic Bid cum Application Form



\*\* Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Red Herring Prospectus. The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – Designated Intermediaries”)

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (‘broker’)
4.	A depository participant (‘DP’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an <i>Offer</i> and share transfer agent (‘RTA’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counterfoil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by Investors to SCSB:</b>	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.
<b>For applications submitted by investors to intermediaries other than SCSBs:</b>	After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b>	After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository’s records for DP ID/Client ID and PAN, on a real-time basis



and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

### **Availability of Red Herring Prospectus and Bid Cum Application Forms**

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and NSE (www.nseindia.com) at least one day prior to the Bid/ Offer Opening Date.

Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

Who can Bid?

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Offer or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the DRHP for more details.

Subject to the above, an illustrative list of Bidders is as follows:

- a) Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: —Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Kartal. Applications by HUFs would be considered at par with those from individuals;
- c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d) Mutual Funds registered with SEBI;
- e) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- f) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- g) FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
- h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Bidder 's category;
- j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- k) Foreign Venture Capital Investors registered with the SEBI;
- l) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- o) Provident Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p) Pension Funds and Pension Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India



- published in the Gazette of India;
- r) Multilateral and bilateral development financial institution;
  - s) Eligible QFIs;
  - t) Insurance funds set up and managed by army, navy or air force of the Union of India;
  - u) Insurance funds set up and managed by the Department of Posts, India;
  - v) Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications not to be made by:

- 1. Minors (except through their Guardians)
- 2. Partnership firms or their nominations
- 3. Foreign Nationals (except NRIs)
- 4. Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this *Offer* provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.

#### MAXIMUM AND MINIMUM APPLICATION SIZE

##### 1. For Retail Individual Bidders

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Bidder does not exceed Rs. 2,00,000. In case of revision of Applications, the Retail Individual Bidders have to ensure that the Application Price does not exceed Rs. 2,00,000.

##### 2. For Other than Retail Individual Bidders (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds Rs. 2,00,000 and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Offer Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Offer Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Red Herring Prospectus.

**The above information is given for the benefit of the Bidders. The Company, the Selling Shareholder and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

#### METHOD OF BIDDING PROCESS

Our Company and the Selling Shareholder in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Offer and the same shall be advertised in all editions of the English national newspaper Financial Express, all editions of Hindi national newspaper Jansatta and Mumbai Edition of Regional newspaper Pratakaal where the registered office of the company is situated, each with wide circulation at least two Working Days prior to the Bid / Offer Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Offer Period.





- a) The Bid / Offer Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Offer Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Offer Period, if applicable, will be published in all editions of the English national newspaper Financial express, all editions of Hindi national newspaper Jansatta and Mumbai Edition of Regional newspaper Pratakhaal where the registered office of the company is situated, each with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager.
- b) During the Bid/ Offer Period, Retail Individual Bidders, should approach the BRLM or their authorized agents to register their Bids. The BRLM shall accept Bids from Anchor Investors and ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid/ Offer Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the BRLM (for the Bids to be submitted in the Specified Cities) to register their Bids.
- c) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Offer Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Offer Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- d) The Bidder / Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “Buildup of the Book and Revision of Bids”.
- e) Except in relation to the Bids received from the Anchor Investors, the BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form
- f) The BRLM shall accept the Bids from the Anchor Investors during the Anchor Investor Bid/ Offer Period i.e. one working day prior to the Bid/ Offer Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.
- g) Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in “Escrow Mechanism - Terms of payment and payment into the Escrow Accounts” in the section “Offer Procedure” beginning on page 256 of this Red Herring Prospectus
- h) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchange.
- i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
- j) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
- k) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal/failure of the Offer or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Offer shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Offer Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.



## **BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS**

- a. Our Company, the Selling Shareholder in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Offer Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.
- b. Our Company and the Selling Shareholder in consultation with the BRLM, will finalize the Offer Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- c. The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- d. Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.
- e. The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other applicants.

### **Participation by Associates /Affiliates of BRLM and the Syndicate Members**

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Neither the BRLM nor any persons related to the BRLM (other than Mutual Funds sponsored by entities related to the BRLM), Promoters and Promoter Group can apply in the Offer under the Anchor Investor Portion.

### **Option to Subscribe in the Issue**

- a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

### **Information for the Bidders:**

1. Our Company and the Book Running Lead Manager shall declare the Offer Opening Date and Offer Closing Date in the Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) days before the Offer Opening Date.
3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
4. Any Bidder who would like to obtain the Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same



from our Registered Office.

5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Offer will be made into the accounts of such Bidders.
10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

#### **BIDS BY ANCHOR INVESTORS:**

Our Company and the Selling Shareholder in consultation with the BRLM, may consider participation by Anchor Investors in the Offer for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

- 1) Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.
- 2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least 200.00 Lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of 200.00 Lakhs
- 3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
- 4) Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date and be completed on the same day.
- 5) Our Company and the Selling Shareholder in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be,



as mentioned below:

- where allocation in the Anchor Investor Portion is up to 200.00 Lakhs, maximum of 2 (two) Anchor Investors.
  - where the allocation under the Anchor Investor Portion is more than 200.00 Lakhs but upto 2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor; and
  - where the allocation under the Anchor Investor portion is more than 2500.00 Lakhs:(i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto 2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of 2500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor.
- 6) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLM before the Bid/ Offer Opening Date, through intimation to the Stock Exchange.
  - 7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
  - 8) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/ Offer Closing Date. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.
  - 9) At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
  - 10) Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment.
  - 11) The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection by SEBI.
  - 12) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
  - 13) Anchor Investors are not permitted to Bid in the Offer through the ASBA process.

#### **BIDS BY ELIGIBLE NRI'S:**

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the BRLM and the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non- Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

#### **BIDS BY FPI INCLUDING FII'S:**

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Issue, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.



In case of Bids made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Offer, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Bids made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

In terms of the SEBI FPI Regulations, the *Offer* of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post- *Offer* Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10% and 24% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the *Offer* subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may *Offer* or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client norms. An FPI is also required to ensure that no further *Offer* or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the *Offer* are advised to use the Bid cum Application Form for Non- Residents (blue in colour).

#### **BIDS BY SEBI REGISTERED VCF'S, AIF'S AND FVCI'S:**

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIF's.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.



## **BIDS BY HUFs**

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Application is being made in the name of the HUF in the Bid cum Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bid cum Applications by HUFs may be considered at par with Bid cum Applications from individuals.

## **BIDS BY MUTUAL FUNDS:**

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Bid cum Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple applications provided that the Bids clearly indicate the scheme concerned for which the Bids has been made.

The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

## **BIDS BY SYSTEMATICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES**

In case of Applications made by Systemically Important Non-Banking Financial Companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid cum Application Form. Failing this, our Company reserve the right to reject any Application, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Offer shall comply with all applicable legislations, regulations, directions, guidelines and circulars issued by RBI from time to time.

## **BIDS BY LIMITED LIABILITY PARTNERSHIPS:**

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any bid without assigning any reason thereof. Limited liability partnerships can participate in the Offer only through the ASBA process.

## **BIDS BY INSURANCE COMPANIES:**

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid by Insurance Companies without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

- 1) equity shares of a company: the least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- 2) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- 3) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the



investment assets of a life insurer or general insurer and the amount calculated under (1), (2) and (3) above, as the case may be. Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

#### **BIDS UNDER POWER OF ATTORNEY:**

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2500 Lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- a) With respect to Bids by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form.
- b) With respect to Bids by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Bid cum Application Form.
- c) With respect to Bids made by provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Bid cum Application Form.
- d) With respect to Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form.
- e) Our Company in consultation with the BRLM in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application form, subject to such terms and conditions that our Company and the BRLM may deem fit.

The above information is given for the benefit of the Bidders. Our Company, the BRLM and the Syndicate Members are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus. Bidders are advised to make their independent investigations and Bidders are advised to ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Red Herring Prospectus.

#### **BIDS BY PROVIDENT FUNDS / PENSION FUNDS:**

In case of Bids made by provident funds with minimum corpus of ₹ 25 Crore (subject to applicable law) and pension funds with minimum corpus of ₹ 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Bid cum Application Form. Failing this, the Company reserves the right to accept or reject any bid in whole or in part, in either case, without assigning any reason thereof.

#### **BIDS BY BANKING COMPANY:**

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid by a banking company without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks' own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified



period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a nonfinancial services company in excess of 10% of such investee company's paid up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

#### **BIDS BY SCSB'S:**

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making Bid cum Applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making Bid cum application in public issues and clear demarcated funds should be available in such account for such Bid cum applications.

#### **ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE ISSUE:**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Offer shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder

#### **Offer Procedure for Application Supported by Blocked Account (ASBA) Bidders**

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

#### **Terms of payment**

The entire Offer price of Rs. [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Offer Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Offer or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Offer and the Registrar to the Offer to facilitate collections from the Bidders.

#### **Payment mechanism**

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Offer shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Offer and consequent transfer of the Application Amount to the Public Offer Account, or until withdrawal/ failure of the Offer or until rejection of the Application by the ASBA Bidder, as the case maybe.





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.

### **Payment into Escrow Account for Anchor Investors**

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

- a. In case of resident Anchor Investors: — “Rulka Electricals Limited IPO – Anchor Account- R”
- b. In case of Non-Resident Anchor Investors: — “Rulka Electricals Limited IPO – Anchor Account- NR”
- c. Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections from the Anchor Investors.

### **Electronic Registration of Applications**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Offer Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
  - a) the applications accepted by them,
  - b) the applications uploaded by them
  - c) the applications accepted but not uploaded by them or
  - d) With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Offer, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
  - (i) The applications accepted by any Designated Intermediaries
  - (ii) The applications uploaded by any Designated Intermediaries or
  - (iii) The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will Offer an electronic facility for registering applications for the Offer This facility will available at the terminals of Designated Intermediaries and their authorized agents during the Offer Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Offer Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.



6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

S. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

\*Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into the on-line system:
- Name of the Bidder;
  - IPO Name;
  - Bid Cum Application Form Number;
  - Investor Category;
  - PAN (of First Bidder, if more than one Bidder);
  - DP ID of the demat account of the Bidder;
  - Client Identification Number of the demat account of the Bidder;
  - Number of Equity Shares Applied for;
  - Bank Account details;
  - Locations of the Banker to the Offer or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
  - Bank account number.
8. In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Bidders and Retail Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Bid/ Offer Closing Date to



verify the DP ID and Client ID uploaded in the online IPO system during the Offer Period, after which the Registrar to the Offer will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.

14. The SCSBs shall be given one day after the Bid/ Offer Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

### **Build of the Book**

- a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Offer Period.
- b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centres during the Bid/ Offer Period.

### **Withdrawal of Bids**

- a) RIIs can withdraw their Bids until Bid/ Offer Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Offer Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

### **Price Discovery and Allocation**

- a) Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalize the Offer Price and the Anchor Investor Offer Price.
- b) The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- c) Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- d) In case of under subscription in the Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Offer For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the RHP.
- e) In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.
- f) Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the BRLM, subject to compliance with the SEBI Regulations.

**Illustration of the Book Building and Price Discovery Process:** Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of



the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Offer the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Issuer, in consultation with the BRLM, may finalise the Offer Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Offer Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

### **Signing of Underwriting Agreement and Registering of Red Herring Prospectus/Prospectus with ROC**

- Our company and Selling Shareholder has entered into an Underwriting Agreement dated April 13, 2024
- A copy of Red Herring Prospectus will be registered with the ROC and copy of Prospectus will be registered with ROC in terms of Section 32 of Companies Act, 2013 and Section 26 of Companies Act, 2013.

### **Pre- Offer Advertisement**

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Red Herring Prospectus with the ROC, publish a pre- Offer advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation. In the pre- Offer advertisement, we shall state the Bid Opening Date and the Bid/ Offer Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICRD Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

### **ADVERTISEMENT REGARDING OFFER PRICE AND PROSPECTUS:**

Our Company will Offer a statutory advertisement after the filing of the Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Offer Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

### **GENERAL INSTRUCTIONS:**

Please note that the NIIs are not permitted to withdraw their bids or lower the size of Bids in terms of quantity of Equity Shares or Bid Amount) at any stage. Retail Individual Investor can revise their Bids during the Bid/ Offer period and withdraw their Bids until Bid/ Offer Closing date.

Anchor investors are not allowed to withdraw their Bids after Anchor Investors bidding date.

Do's:

- Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
- Ensure that you have Bid within the Price Band;
- Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
- Ensure that the details about the PAN, DP ID, Client ID, UPI ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
- Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
- If the first applicant is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;



7. In case of Joint bids, ensure the first bidder is the ASBA Account holder (or the UPI linked bank account holder, as the case may be) and the signature of the first bidder is included in the Bid cum Application Form;
8. QIBs, Non-Institutional Bidders and the Retail Bidders should submit their Bids through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, RII may submit their bid by using UPI mechanism for payment.
9. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
10. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options;
11. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
12. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
14. Ensure that the Demographic Details are updated, true and correct in all respects;
15. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
16. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
17. Ensure that the category and the investor status is indicated;
18. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
19. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
20. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;
21. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
22. Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Bid cum Application Form;
23. Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Issue;
24. Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
25. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
26. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and
27. The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;



3. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
6. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
7. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not Bid for a Bid Amount exceed Rs. 2,00,000/- (for Applications by Retail Individual Bidders);
10. Do not fill up the Bid cum Application Form such that the Equity Shares Application exceeds the *Offer* size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
11. Do not submit the General Index Register number instead of the PAN;
12. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;
13. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Applicant;
14. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
15. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
16. Do not submit a Bid by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Bids made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

#### **Other instructions for the Bidders Joint Bids**

In the case of Joint Bids, the Bids should be made in the name of the Bidders whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidders would be required in the Bid cum Application Form/Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

#### **Multiple Bids**

Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

#### **Investor Grievance**

In case of any pre- Offer or post Offer related problems regarding demat credit / refund orders/ unblocking etc. the Investors can contact the Compliance Officer of our Company.

Nomination Facility to Bidders

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

#### **Submission of Bids**

- (a) During the Bid/ *Offer* Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- (b) In case of Bidders (excluding NIIs and QIBs) Bidding at cut-off price, the Bidders may instruct the SCSBs to block Bid Amount



based on the Cap Price less Discount (if applicable).

(c) For details of the timing on acceptance and upload of Bids in the Stock Exchange platform Bidders are requested to refer to the DRHP.

## **GROUND OF TECHNICAL REJECTIONS**

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm assuch shall be entitled to apply;
- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Bid cum Application Form;
- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
- GIR number furnished instead of PAN;
- Bid for lower number of Equity Shares than specified for that category of investors;
- Bids at Cut-off Price by NIIs and QIBs;
- Bids for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the DRHP;
- The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Bids as defined in the DRHP;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Bid accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Bidder is missing;
- Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid/ Offer Opening Date advertisement and the DRHP and as per the instructions in the DRHP and the Bid cum Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bid by OCBs;
- Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;



- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock Exchanges;
- Where no confirmation is received from SCSB for blocking of funds;
- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form. Bids not duly signed by the sole/First Bidder;
- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; and
- Details of ASBA Account not provided in the Bid cum Application form.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.

#### **BASIS OF ALLOCATION**

- a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an *Offer* depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of *Offer* size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the DRHP. For details in relation to allocation, the Bidder may refer to the RHP.
- b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.
- c) In case of under subscription in the Offer, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Offer For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.

#### **ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to DRHP. 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 *Offer* is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

#### **BASIS OF ALLOTMENT**

- a. **For Retail Individual Bidders**





Bids received from the Retail Individual Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Offer Price.

The Offer size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

**b. For Non-Institutional Bidders**

Bids received from Non-Institutional Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Offer Price.

The Offer size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

**c. For QIBs**

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Offer Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Offer Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

- a) In the first instance allocation to Mutual Funds for [●]% of the QIB Portion shall be determined as follows:
  - In the event that Bids by Mutual Fund exceeds [●]% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●]% of the QIB Portion.
  - In the event that the aggregate demand from Mutual Funds is less than [●]% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Offer Price.
  - Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;
- b) In the second instance Allotment to all QIBs shall be determined as follows:
  - In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Offer Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●]% of the QIB Portion.
  - Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
  - Under-subscription below [●]% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.



**d. ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)**

- a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:
- i) not more than 60% of the QIB Portion will be allocated to Anchor Investors;
  - ii) one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
  - iii) allocation to Anchor Investors shall be on a discretionary basis and subject to:
    - a maximum number of two Anchor Investors for allocation up to ₹2 crores;
    - a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2 crores and up to ₹ 25 crores subject to minimum allotment of ₹ 1 crores per such Anchor Investor; and
    - in case of allocation above twenty five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty five crore rupees and an additional 10 such investors for every additional twenty five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.
- b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.
- c) In the event that the Offer Price is higher than the Anchor Investor Allocation Price:

Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the *Offer* Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors

- d) In the event the Offer Price is lower than the Anchor Investor Allocation Price:

Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

- e) Basis of Allotment for QIBs (other than Anchor Investors) and NIIs in case of Over Subscribed Issue:

In the event of the *Offer* being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the NSE (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- c) For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
  - Each successful Bidder shall be allotted [●] equity shares; and
  - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity



shares.

- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Offer specified under the Capital Structure mentioned in this DRHP.

Retail Individual Investor' means an investor who applies for shares of value of not more than ₹ 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director / Managing Director of NSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public *Offer* shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

#### Issuance of Allotment Advice

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Issue.

The Book Running Lead Manager or the Registrar to the *Offer* will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.

- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 4 working days of the Offer Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Offer Account to Public Offer account of the issuer.

#### Designated Date:

On the Designated date, the SCSSBs shall transfer the funds represented by allocations of the Equity Shares into Public Offer Account with the Bankers to the Issue.

The Company will Offer and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Bid/ Offer Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any

#### **Instructions for Completing the Bid Cum Application Form**

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No.CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an *Offer* with effect from January 01, 2013. The list of Broker Centre is available on the websites of NSE i.e. [www.nseindia.com](http://www.nseindia.com). With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No.CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the *Offer* and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public *Offer*



with effect from January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of NSE i.e. [www.nseindia.com](http://www.nseindia.com)

### **Bidder's Depository Account and Bank Details**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the *Offer* will obtain from the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Offer, the required Demographic Details as available on its records.

### **Submission of Bid Cum Application Form**

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

### **Communications**

All future communications in connection with Applications made in this Offer should be addressed to the Registrar to the Offer quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Offer in case of any pre- Offer or post Offer related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

### **Disposal of Application and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at NSE where the Equity Shares are proposed to be listed are taken within 6 (Six) working days from Offer Closing Date. In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the *Offer Closing Date*;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 4 (four) working days of the *Offer Closing Date*, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case



### **Right to Reject Applications**

In case of QIB Bidders, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Retail Individual Bidders who applied, the Company has a right to reject Applications based on technical grounds.

### **Impersonation**

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who—

- (a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- (b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- (c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

### **Undertakings by Our Company**

We undertake as follows:

- 1) That the complaints received in respect of the *Offer* shall be attended expeditiously and satisfactorily;
- 2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading on Stock Exchange where the Equity Shares are proposed to be listed within six working days from *Offer* Closure date.
- 3) That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the *Offer* by our Company;
- 4) Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within six Working Days from the *Offer* Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- 5) That our Promoter 's contribution in full has already been brought in;
- 6) That no further *Offer* of Equity Shares shall be made till the Equity Shares Issued through the Prospectus are listed or until the Application monies are refunded on account of non-listing, undersubscription etc.;
- 7) That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;
- 8) If our Company does not proceed with the *Offer* after the Bid/ *Offer* Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/ *Offer* Closing Date. The public notice shall be issued in the same newspapers where the Pre- *Offer* advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
- 9) If our Company withdraws the *Offer* after the Bid/ *Offer* Closing Date, our Company shall be required to file a fresh Red Herring Prospectus with the Stock exchange/RoC/SEBI, in the event our Company subsequently decides to proceed with the Issue;
- 10) If allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/ unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period.



### **Utilization of Offer Proceeds**

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Offer shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- 2) Details of all monies utilized out of the Offer referred above shall be disclosed and continue to be disclosed till the time any part of the Offer proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Offer, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and
- 4) Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue
- 5) Our Company shall not have recourse to the Offer Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- 6) The Book Running Lead Manager undertakes that the complaints or comments received in respect of the Offer shall be attended by our Company expeditiously and satisfactorily.

### **Equity Shares in Dematerialized Form with NSDL or CDSL**

To enable all shareholders of our Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) Tripartite Agreement dated September 12, 2023 between NSDL, the Company and the Registrar to the Issue;
- b) Tripartite Agreement dated September 20, 2023 between CDSL, the Company and the Registrar to the Issue;

The Company's equity shares bear an ISIN No. INEOR7301013



## **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"), effective from October 15, 2020, which consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until the DIPP issues an updated circular.

The RBI also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI and Master Direction –Foreign Investment In India (updated upto March 08, 2019). In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular and Master Direction. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

In case of investment in sectors through Government Route, approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2020 has to be obtained.

The transfer of shares between an Indian resident to a non-resident does not require the prior approval of the RBI, subject to fulfilment of certain conditions as specified by DIPP / RBI, from time to time.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

### ***Investment conditions/restrictions for overseas entities***

*Under the current FDI Policy 2020 and amendments from time to time thereupon, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Schedule 1, 2, 3, 6, 7, 8, 9, 10 and 11 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations, 2017 as amended from time to time. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.*

*Portfolio Investment upto aggregate foreign investment level of 49% or sectoral /statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral /statutory cap.*



#### Investment by FPIs under Portfolio Investment Scheme (PIS)

*With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.*

#### Investment by NRI or OCI on repatriation basis:

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as "Capital Instruments") of a listed Indian company on a recognized stock exchange in India by Non- Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Schedule 3 of the FEMA (Transfer or Issue of security by a person resident outside India) Regulations, 2017 as amended from time to time. The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

#### Investment by NRI or OCI on non-repatriation basis

As per current FDI Policy 2020, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations – Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non-repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

**Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.**

*The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.*

*The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.*







- (i) payment of dividend, either as a fixed amount or an amount calculated at a fixed rate, which may either be free of or subject to income-tax; and
- (ii) repayment, in the case of a winding up or repayment of capital, of the amount of the share capital paid-up or deemed to have been paid-up, whether or not, there is a preferential right to the payment of any fixed premium or premium on any fixed scale, specified in the memorandum or articles of the Company;

xxviii. "Persons" include corporations and firms as well as individuals.

Words imparting the plural number also include, where the context requires or admits, the singular number, and vice versa.

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.

'In writing' and 'written' includes printing, lithography and other modes of representing or reproducing words in a visible form.

### **Share Capital and Variation of rights**

1. The Authorized Share Capital of the Company shall be such amount and be divided into such shares as may from time to time be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital and divide the shares in the capital of the Company (including Preferential Share Capital, if any) and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions as may be determined in accordance with these presents and to modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the said Act.

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. Further provided that the option or right to call of shares shall not be given to any person except with the sanction of the Company in general meeting.

### **Issue of Sweat Equity Shares**

2. Subject to provisions of Section 54 of the Act read with Companies (Share Capital and Debentures) Rules, 2014, the Company may issue Sweat Equity Shares on such terms and in such manner as the Board may determine.

### **Issue of Debentures**

The Company shall have powers to issue any debentures, debenture-stock or other securities at Par, discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending the General Meetings (but not voting on any business to be conducted), appointment of Directors on Board and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the company in the General Meeting by a Special Resolution.

### **Issue of Share Certificates**

- 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 fifteen days (15) of the application for registration of transfer of 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 Rupees twenty for each certificate after the first.
- ii. The Company agrees to issue certificate within fifteen days of the date of lodgement of transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies or to issue within fifteen days of such lodgement for transfer, Pucca Transfer Receipts in denominations corresponding to the market units of trading autographically signed by a responsible official



of the Company and bearing an endorsement that the transfer has been duly approved by the Directors or that no such approval is necessary;

- iii. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
- iv. 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.

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.

3. 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.

The provisions of these Articles relating to issue of Certificates shall mutatis mutandis apply to any other securities including Debentures (except where the Act otherwise requires) of the Company.

#### **Power to pay Commission In connection with the Securities issued**

4.
  - 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.

#### **Variations of Shareholder's rights**

5.
  - 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.
6. 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.

#### **Issue of Preference Shares**

7. Subject to the provisions of section 55 and 62, any preference shares may with the sanction of 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.



### **Further Issue of shares**

#### **8.**

(1) Where at any time Company having Share Capital proposes to increase its subscribed capital by the issue of further Shares, such shares shall be offered:

- (a) to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the conditions specified in the relevant provisions of Section 62 of the Act.
- (b) to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such other conditions as may be prescribed under the relevant rules of Section 62.
- (c) to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed under the relevant rules of Section 62.

(2) The notice shall be dispatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue.

(3) Nothing in this Article shall apply to the increase of the subscribed capital of company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company: Provided that the terms of issue of such debentures or loan containing such an option have been approved, before the issue of such debentures or the raising of loan, by a special resolution passed by the company in general meeting.

### **Lien**

#### **9.**

- i. The Company shall have a first and paramount lien—
  - a. on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
  - b. on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the Company;
  - c. Every fully paid shares shall be free from all lien and that in the case of partly paid shares the Issuer's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

- ii. The Company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

10. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

Provided that no sale shall be made—

- a. unless a sum in respect of which the lien exists is presently payable; or
- b. until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

#### **11.**

- i. To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
- ii. The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- iii. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.



- 12.
- i. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
  - ii. The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

### **Joint Holdings**

Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint-tenants with benefits of survivorship subject to the following and other provisions contained in these Articles: -

- a) The Company shall at its discretion, be entitled to decline to register more than three persons as the joint-holders of any share.
- b) The joint-holders of any shares shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.
- c) On the death of any such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.
- d) Any one of such joint-holders may give effectual receipts of any dividends or other moneys payable in respect of such share.
- e) Only the person whose name stands first in the Register of Members as one of the joint-holders of any share shall be entitled to delivery of the certificate, if any, relating to such share or to receive documents from the Company and any documents served on or sent to such person shall be deemed served on all the joint-holders.
  - (i) Any one of the two or more joint-holders may vote at General Meeting either personally or by attorney or by proxy in respect of such shares as if they were solely entitled hereto and if more than one such joint-holders be present at any meeting personally or by proxy or by attorney then one of such joint holders so present whose name stand first in the Register in respect of such shares shall alone be entitled to vote in respect thereof but the other or others of the joint-holders shall be entitled to vote in preference to a joint-holder present by attorney or by proxy although the name of such joint-holder present by attorney or by proxy stands first in Register in respect of such shares.
  - (ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this Clause be deemed as Joint-Holders.
- g) The provisions of these Articles relating to joint-holding of shares shall mutatis mutandis apply to any other securities including Debentures of the company registered in Joint-names.

### **Calls on shares**

- 13.
- i. The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one fourth of the nominal value of the shares 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.
14. 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.
15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.



- 16.
- 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.
- 17.
- i. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
  - ii. In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture
  - iii. or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
18. The Board—
- i. 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
  - ii. 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.

Any uncalled amount paid in advance shall not in any manner entitle the member so advancing the amount, to any dividend or participation in profit or voting right on such amount remaining to be called, until such amount has been duly called-up.

Provided however that any amount paid to the extent called – up, shall be entitled to proportionate dividend and voting right.

The Board may at its discretion, extend the time fixed for the payment of any call in respect of any one or more members as the Board may deem appropriate in any circumstances.

The provisions of these Articles relating to call on shares shall mutatis mutandis apply to any other securities including debentures of the company.

### **Transfer of shares**

- 19.
- i. The shares or other interest of any member in the Company shall be a movable property, transferable in the manner provided by the Articles.
  - ii. Each share in the Company shall be distinguished by its appropriate number.
  - iii. A Certificate under the Common Seal of the Company, specifying any shares held by any member shall be prima facie evidence of the title of the member of such shares.
- 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.
20. The Board may, subject to the right of appeal conferred by section 58 of Companies Act, 2013 and Section 22A of the Securities Contracts (Regulation) Act, 1956, decline to register, by giving notice of intimation of such refusal to the transferor and transferee within timelines as specified under the Act-
- i. the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
  - ii. any transfer of shares on which the Company has a lien.



iii. Provided however that the Company will not decline to register or acknowledge any transfer of shares on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.

21. The Board shall decline to recognise any instrument of transfer unless—

- i. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- ii. 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 the instrument of transfer is in respect of only one class of shares.

Provided that, transfer of shares in whatever lot shall not be refused.

- iii. The Company agrees that when proper documents are lodged for transfer and there are no material defects in the documents except minor difference in signature of the transferor(s),
- iv. Then the Company will promptly send to the first transferor an intimation of the aforesaid defect in the documents, and inform the transferor that objection, if any, of the transferor supported by valid proof, is not lodged with the Company within fifteen days of receipt of the Company's letter, then the securities will be transferred;
- v. If the objection from the transferor with supporting documents is not received within the stipulated period, the Company shall transfer the securities provided the Company does not suspect fraud or forgery in the matter.

22. The Company agrees that in respect of transfer of shares where the Company has not effected transfer of shares within 1 month or where the Company has failed to communicate to the transferee any valid objection to the transfer within the stipulated time period of 1 month, the Company shall compensate the aggrieved party for the opportunity losses caused during the period of the delay

- 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

- The provisions of these Articles relating to transfer of Shares shall mutatis mutandis apply to any other securities including debentures of the company.

### **Register of Transfers**

The Company shall keep a book to be called the "Register of Transfers" and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any shares.

### **Dematerialisation of Securities**

i. The provisions of this Article shall apply notwithstanding anything to the contrary contained in any other Article of these Articles.

a. The Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depository Act, 1996.

b. Option for Investors:

Every holder of or subscriber to securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository. Such a person who is the beneficial owner of the Securities can at any time opt out of a Depository, if permitted, by the law, in respect of any security in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificates for the Securities.

If a person opts to hold its Security with a Depository, the Company shall intimate such depository the details of allotment of the Security

c. Securities in Depository to be in fungible form: -



- All Securities of the Company held by the Depository shall be dematerialised and be in fungible form.
- Nothing contained in Sections 88, 89, 112 & 186 of the Companies Act, 2013 shall apply to a Depository in respect of the Securities of the Company held by it on behalf of the beneficial owners.

d. Rights of Depositories & Beneficial Owners: -

Notwithstanding anything to the contrary contained in the Act a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of Security of the Company on behalf of the beneficial owner.

- e. Save as otherwise provided in (d) above, the depository as the registered owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.
- f. Every person holding Securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of Securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his Securities which are held by a depository.
- ii. Notwithstanding anything contained in the Act to the contrary, where Securities of the Company are held in a depository, the records of the beneficial ownership may be served by such depository to the Company by means of electronic mode or by delivery of floppies or discs.
- iii. Nothing contained in Section 56 of the Companies Act, 2013 shall apply to a transfer of Securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.
- iv. Notwithstanding anything contained in the Act, where Securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.
- v. Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.
- vi. The Company shall cause to be kept at its Registered Office or at such other place as may be decided, Register and Index of Members in accordance with Section 88 and other applicable provisions of the Companies Act 2013 and the Depositories Act, 1996 with the details of Shares held in physical and dematerialised forms in any media as may be permitted by law including in any form of electronic media.
- vii. The Register and Index of beneficial owners maintained by a depository under Section 11 of the Depositories Act, 1996, shall be deemed to be the Register and Index of Members for the purpose of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members for the residents in that state or Country.

**Transmission of shares**

- 23.
- i. On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares.
  - ii. Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
- 24.
- i. Any person becoming entitled to a share, in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—
    - a. to be registered himself as holder of the share; or
    - b. to make such transfer of the share as the deceased or insolvent member could have made.
  - ii. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.





- 25.
- i. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
  - ii. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
  - iii. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

27. The provisions of these Articles relating to transmission of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company.

No fee shall be charged for requisition of transfer, transmission, probate, succession certificate and letter of admiration, Certificate of Death or marriage, power of attorney or similar other documents.

#### **Forfeiture of shares**

28. 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.
29. The notice aforesaid shall—
- i. 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
  - ii. 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.
30. 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.
- 31.
- 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.
- 32.
- 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.
- 33.
- 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 transfer of the shares in favour of the person to whom the share is sold or disposed off;
  - 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.
34. The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.
- Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.
  - Upon any sale, re-allotment or other disposal under the provisions of the preceding articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.
  - The Board may, subject to the provision of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.
  - 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.
  - The provisions of these articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

#### **Initial payment not to preclude forfeiture**

- Neither a judgment in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction there under nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from proceeding to enforce forfeiture of such shares as hereinafter provided.

#### **Alteration of capital**

35. 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.
36. Subject to the provisions of section 61, the Company may, by ordinary resolution,—
- i. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
  - ii. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
  - iii. sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
  - iv. Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

#### **Conversion of Shares into Stock**

37. Where shares are converted into stock,—



- i. 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.

- ii. 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.
- iii. Such of the articles of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

### **Reduction of Capital**

38. The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law, —
- i. its share capital;
  - ii. any capital redemption reserve account; or
  - iii. Any share premium account.

### **Share Warrants**

The Company may issue share warrants subject to, and in accordance with, the provisions of the Act, and accordingly the Board may in its discretion, with respect to any share which is fully paid-up, on application in writing signed by the person registered as holder of the share, and authenticated by such evidence (if any) of the share and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require, issue of a share warrant.

The bearer of a share warrant may at any time, deposit the warrant in the office of the Company and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending and voting and exercising the other privileges of a member at any meeting held after the expiry of two days from the time of deposit, as if his name were inserted in the register of members as the holder of the shares including in the deposited warrants.

Not more than one person shall be recognized as depositor of the share warrant.

The Company shall, on two days written notice, return the deposited share warrants to the depositor.

Subject herein otherwise expressly provided, no person shall, as bearer of a share warrant, sign a requisition for calling a member of the Company or attend or vote or exercise any other privilege of a member at a meeting of the Company, or be entitled to receive any notice from the Company.

The bearer of share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the register of members as the holders of shares included in the warrant, and he shall be a member of the Company.

The Board may from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant of coupon may be issued by way of renewal in case of defacement, loss or destruction.



### **Capitalisation of profits**

- 39.
- 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 bonus shares, 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.
  - iii. Allotment or Distribution of Bonus Shares shall not be made to those Members who furnish to the Company in written intimation waiving their entitlement to receive such allotment or distribution of shares credited as fully paid up pursuant to this Article 61 as the case may be, and accordingly the corresponding amount shall not be capitalized.

- 40.
- 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 to 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**

41. 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 Meeting**

42. All General Meetings other than annual general meeting shall be called extra-ordinary general meetings.

- 43.
- i. The Board may, whenever it thinks fit, call an extraordinary general meeting.
  - ii. The General meeting including Annual general meeting shall be convened by giving notice of clear 21 days in advance as per section 101 of Companies Act 2013. The directors if they think fit may convene a General Meeting including



Annual General Meeting of the company by giving a notice thereof being not less than three days if consent is given in writing or by electronic mode by not less than ninety-five per cent. of the members entitled to vote at such meeting.

- iii. 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**

44.
  - 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.
    - i. Unless the number of members as on date of meeting are not more than one thousand, five members personally present shall be the quorum for a general meeting of the Company.
    - ii. In any other case, the quorum shall be decided as under:
      - a) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand;
      - b) thirty members personally present if the number of members as on the date of the meeting exceeds five thousand;
45. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company.
46. 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.
47. 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.
48. The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.
- A declaration by the Chairman in pursuance of Section 107 of the Companies Act, 2013 that on a show of hands, a resolution has or has not been carried, either unanimously or by a particular majority, and an entry to that effect in the books containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such resolution.

### **Demand for poll**

- i. Before or on the declaration of the result of the voting on any resolution of a show of hands, a poll may be ordered to be taken by the Chairman of the meeting of his own motion and shall be ordered to be taken by him on a demand made in that behalf by any member or members present in person or by proxy and holding shares in the Company which confer a power to vote on the resolution not being less than one-tenth of the total voting power in respect of the resolution or on which an aggregate sum of not less than five Lac rupees has been paid up.
- ii. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

### **Time of taking poll**

- i. A poll demanded on a question of adjournment shall be taken forthwith.
- ii. A poll demanded on any other question (not being a question relating to the election of a Chairman which is provided for in Section 104 of the Act) shall be taken at such time not being later than 48 (forty eight) hours from the time when the demand was made, as the Chairman may direct.



### **Adjournment of meeting**

- 49.
- 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**

50. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
- i. on a show of hands, every member present in person shall have one vote; and
  - ii. 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.
51. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
- 52.
- 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.
53. 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.
54. Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the transmission clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote, he shall satisfy the Directors of his right to such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.
- Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.
55. 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.
- 56.
- 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.
- No member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

### **Casting Vote**

- In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the polls is demanded shall be entitled to a casting vote in addition to his own vote or votes to which he may be entitled as a member.



### **Representation of Body Corporate**

- A body corporate (whether a Company within the meaning of the Act or not) if it is a member or creditor (including a holder of debentures) of the Company may in accordance with the provisions of Section 113 of the Companies Act, 2013 authorise such person by a resolution of its Board of Directors as it thinks fit, to act as its representative at any meeting of the Company or of any class of members of the Company or at any meeting of creditors of the Company.

### **Circulation of member's resolution**

- The Company shall comply with provisions of Section 111 of the Companies Act, 2013, relating to circulation of member's resolution.

### **Resolution requiring special notice**

- The Company shall comply with provisions of Section 115 of the Act relating to resolution requiring special notice.

### **Resolutions passed at adjourned meeting**

- The provisions of Section 116 of Companies Act, 2013 shall apply to resolutions passed at an adjourned meeting of the Company, or of the holders of any class of shares in the Company and of the Board of Directors of the Company and the resolutions shall be deemed for all purposes as having been passed on the date on which in fact they were passed and shall not be deemed to have been passed on any earlier date.

### **Registration of resolutions and agreements**

- The Company shall comply with the provisions of Section 117 and 179 of the Companies Act, 2013 relating to registration of certain resolutions and agreements.

### **Minutes of proceedings of general meeting and of Board and other meetings**

- i. The Company shall cause minutes of all proceedings of general meetings, and of all proceedings of every meeting of its Board of Directors or of every Committee of the Board to be kept by making within thirty days of the conclusion of every such meeting concerned, entries thereof in books kept for the purpose with their pages consecutively numbered.
- ii. Each page of every such book shall be initialled or signed and the last page of the record of proceedings of each meeting in such books shall be dated and signed:
  - A. in the case of minutes of proceedings of the Board or of a Committee thereof by the Chairman of the said meeting or the Chairman of the next succeeding meeting.
  - B. in the case of minutes of proceedings of the general meeting by Chairman of the said meeting within the aforesaid period, of thirty days or in the event of the death or inability of that Chairman within that period, by a Director duly authorised by the Board for the purpose.
  - C. In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.
  - D. The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.
  - E. All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.
  - F. In the case of a meeting of the Board of Directors or of a Committee of the Board, the minutes shall also contain:
    - a. the names of the Directors present at the meetings, and
    - b. in the case of each resolution passed at the meeting, the names of the Directors, if any dissenting from or not concurring in the resolution.
- iii. Nothing contained in Clauses (a) to (d) hereof shall be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting:
  - a. is or could reasonably be regarded, as defamatory of any person
  - b. is irrelevant or immaterial to the proceedings; or
  - c. in detrimental to the interests of the Company.



- iv. The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in this clause.

#### **Minutes to be considered to be evidence**

- The minutes of meetings kept in accordance with the provisions of Section 118 of the Companies Act, 2013 shall be evidence of the proceedings recorded therein.

#### **Publication of reports of proceeding of general meetings**

- No document purporting to be a report of the proceedings of any general meeting of the Company shall be circulated or advertised at the expenses of the Company unless it includes the matters required by Section 118 of the Act to be contained in the Minutes of the proceedings of such meeting.

#### **Proxy**

57. 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.
58. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
59. 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**

60. The First Directors of the Company shall be:
1. Mr. Nitin Indrakumar Aher
  2. Mr. Rupesh Laxman Kasavkar
  3. Miss. Nishi Jain
  4. Mr. Sandeep Janu Sawant
  5. Mr. Milind Ramnath Dhumal
- The Directors need not hold any “Qualification Share(s)”.
  - Appointment of Senior Executive as a Whole Time Director Subject to the provisions of the Act and within the overall limit prescribed under these Articles for the number of Directors on the Board, the Board may appoint any persons as a Whole Time Director of the Company for such a period and upon such terms and conditions as the Board may decide. The Senior Executive so appointed shall be governed by the following provisions:

He may be liable to retire by rotation as provided in the Act but shall be eligible for re-appointment. His re-appointment as a Director shall not constitute a break in his appointment as Whole Time Director. He shall be reckoned as Director for the purpose of determining and fixing the number of Directors to retire by rotation. He shall cease to be a Director of the Company on the happening of any event specified in Section 164 of the Act. Subject to what is stated herein above, he shall carry out and perform all such duties and responsibilities as may, from time to time, be conferred upon or entrusted to him by Managing Director(s) and / or the Board, shall exercise such powers and authorities subject to such restrictions and conditions and / or stipulations as the Managing Director(s) and /or the Board may, from time to time determine.





Nothing contained in this Article shall be deemed to restrict or prevent the right of the Board to revoke, withdraw, alter, vary or modify all or any such powers, authorities, duties and responsibilities conferred upon or vested in or entrusted to such whole time directors.

61.
  - 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.
62. The Board may pay all expenses incurred in getting up and registering the company.
63. 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.
64. 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.
65. 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.
66.
  - 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.

#### **Retirement and Rotation of Directors**

- Not less than two-thirds of the total number of Directors of the Company, excluding the Independent directors if any appointed by the Board, shall be persons whose period of office is liable to determination by retirement of Directors by rotation and save as otherwise expressly provided in the Act and these Articles be appointed by the Company in General Meeting.
- The remaining Directors shall be appointed in accordance with the provisions of the Act.
- At the Annual General Meeting in each year one-third of the Directors for the time being as are liable to retire by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office.
- Subject to the provisions of the Act and these Articles the Directors to retire by rotation under the foregoing Article at every Annual General Meeting shall be those who have been longest in the office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. Subject to the provision of the Act, a retiring Director shall retain office until the dissolution of the meeting at which his reappointment is decided or successor is appointed.
- Subject to the provisions of the Act and these Articles, the retiring Director shall be eligible for reappointment.
- Subject to the provision of the Act and these Articles, the Company, at the Annual General Meeting at which a Director retires in the manner aforesaid may fill up the vacated office by electing the retiring Director or some other person thereto.



### **Nominee Director**

- Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to any of the Finance Corporation or Credit Corporation or to any other Finance Company or Body out of any loans granted by them to the Company or Body (hereinafter in this Article referred to as “the Corporation”) continue to hold debentures or shares in the Company as a result of underwriting or by direct subscription or private placement, or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time, any person or persons as a Director or Directors whole time or non-whole time (which Director or Directors is/are hereinafter referred to as “Nominee Director/s”) on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their places.
- The terms and conditions of appointment of a Nominee Director/s shall be governed by the agreement that may be entered into or agreed with mutual consent with such Corporation. At the option of the Corporation such Nominee Director/s shall not be required to hold any share qualification in the Company. Also at the option of the Corporation such Nominee Director/s shall not be liable to retirement by rotation of Directors.
- The Nominee Directors so appointed shall hold the said office only so long as any money only so long as any moneys remain owing by the Company to the Corporation or so long as the Corporation holds Shares or Debentures in the Company as a result of direct subscription or private placement or the liability of the Company arising out of any Guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately, if the moneys owing by the Company to the Corporation is paid off or on the Corporation ceasing to hold debentures/shares in the Company or on the satisfaction of the liability of the Company arising out of any Guarantee furnished by the Corporation.
- The Nominee Directors appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and/or the Meetings of the Committee of which the Nominee Director/s is/are members as also the minutes of such meetings. The Corporation shall also be entitled to receive all such notices and minutes. The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees, commission monies or remuneration in any form is payable to the Directors of the Company, the fees, commission, monies and remuneration in relation to such Nominee Directors shall accrue to the Corporation and same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or by such Nominee Directors in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Directors.
- Provided that if any such Nominee Directors is an Officer of the Corporation / IDBI, the sitting fees in relation to such Nominee Directors shall also accrue to the Corporation/ IDBI as the case may be and the same shall accordingly be paid by the Company directly to the Corporation.
- Provided also that in the event of the Nominee Directors being appointed as Whole time Directors such Nominee Directors shall exercise such powers and duties as may be approved by the Lenders. Such Nominee Director/s shall be entitled to receive such remuneration, fees, commission and moneys as may be approved by the Lenders.

### **Removal of Directors**

- The Company may (subject to the provisions of Act and other applicable provisions and these Articles) remove any Director before the expiry of his period of office after giving him a reasonable opportunity of being heard.
- Special notice as provided in the Act shall be given of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the meeting at which he is removed.
- On receipt of the notice of a resolution to remove a Director under this Article, the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not he is a member of the Company) shall be entitled to be heard on the resolution at the meeting.



- Where notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto representations in writing to the Company and requests its notification to members of the Company, the Company shall, if the time permits it to do so-
  - (a) in any notice of the resolution given to members of the Company state the fact of the representations having been made, and
  - (b) send a copy of the representations to every member of the Company to whom the notice of the meeting is sent ( whether before or after the receipt of representation by the Company) and if a copy of the representation is not sent as aforesaid due to insufficient time or for the company's default, the director may without prejudice to his right to be heard orally require that the representation shall be read out at the meeting:

Provided that copy of the representation need not be sent out and the representation need not be read out at the meeting if, on the application either of the company or of any other person who claims to be aggrieved, the Tribunal is satisfied that the rights conferred by this sub-section are being abused to secure needless publicity for defamatory matter; and the Tribunal may order the company's costs on the application to be paid in whole or in part by the director notwithstanding that he is not a party to it.

- A vacancy created by the removal of a director under this article, if he had been appointed by the company in general meeting or by the Board, be filled by the appointment of another director in his place at the meeting at which he is removed, provided special notice of the intended appointment has been given as prescribed in the Act.
- A director so appointed shall hold office till the date up to which his predecessor would have held office if he had not been removed.
- If the vacancy is not filled under clause (5) above, it may be filled as a casual vacancy in accordance with the provisions of this Act:

Provided that the director who was removed from office shall not be reappointed as a director by the Board of Directors.

- Nothing in this section shall be taken-
  - a) as depriving a person removed under this section of any compensation or damages payable to him in respect of the termination of his appointment as director as per the terms of contract or terms of his appointment as director, or of any other appointment terminating with that as director; or
  - b) as derogating from any power to remove a director under other provisions of this Act.

#### **Remuneration and sitting fees to Directors including Managing and whole time Directors**

- Subject to provisions of the Act, the Directors including Managing or whole time Directors shall be entitled to and shall be paid such remuneration as may be fixed by the Board of Directors from time to time in recognition of the services rendered by them for the company.

In addition to the remuneration payable to the Directors as above, they may be paid all travelling, hotel and other expenses incurred by them.

- a. In attending and returning from meetings of the Board of Directors and committee thereof, all General Meetings of the company and any of their adjourned sittings, or
- b. In connection with the business of the Company.

- Each Director shall be entitled to be paid out of the funds of the Company by way of sitting fees for his services not exceeding the sum of Rs. 1,00,000/- (Rupees One Lac) as may be fixed by Directors from time to time for every meeting of the Board of Directors and/ or committee thereof attended by him in addition to any remuneration paid to them. If any Director being willing is appointed to an executive office either whole time or part time or be called upon to perform extra services or to make any special exertions for the purpose of the Company then subject to Section 196, 197 & 198, read with Schedule V of the Act, the Board may remunerate such Directors either by a fixed sum or by a percentage of profit or otherwise and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled to.



## **Powers and duties of Directors:**

### **Certain powers to be exercised by the Board only at meeting**

- i. Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at meetings of the Board.
  - a. The power to make calls on shareholders in respect of money unpaid on their shares;
  - b. The Power to authorize buy-back of securities under Section 68 of the Act.
  - c. Power to issue securities, including debenture, whether in or outside India
  - d. The power to borrow moneys
  - e. The power to invest the funds of the Company,
  - f. Power to Grant loans or give guarantee or provide security in respect of loans
  - g. Power to approve financial statements and the Board's Report
  - h. Power to diversify the business of the Company
  - i. Power to approve amalgamation, merger or reconstruction
  - j. Power to take over a Company or acquire a controlling or substantial stake in another Company
  - k. Powers to make political contributions;
  - l. Powers to appoint or remove key managerial personnel (KMP);
  - m. Powers to take note of appointment(s) or removal(s) of one level below the Key Management Personnel;
  - n. Powers to appoint internal auditors and secretarial auditor;
  - o. Powers to take note of the disclosure of director's interest and shareholding;
  - p. Powers to buy, sell investments held by the Company (other than trade investments), constituting five percent or more of the paid up share capital and free reserves of the investee Company;
  - q. Powers to invite or accept or renew public deposits and related matters;
  - r. Powers to review or change the terms and conditions of public deposit;
  - s. Powers to approve quarterly, half yearly and annual financial statements or financial results as the case may be.

Provided that the Board may by resolution passed at the meeting, delegate to any Committee of Directors, the Managing Director, the Manager or any other principal officer of the Company or in the case of a branch office of the Company, a principal officer of the branch office, the powers specified in sub-clauses (d), (e) and (f) to the extent specified in clauses (ii), (iii) and (iv) respectively on such condition as the Board may prescribe.

- ii. Every resolution delegating the power referred to in sub-clause (d) of clause (i) shall specify the total amount outstanding at any one time up to which moneys may be borrowed by the delegate.
- iii. Every resolution delegating the power referred to in sub-clause (e) of clause (i) shall specify the total amount up to which the funds of the Company may be invested and the nature of the investments which may be made by the delegate.
- iv. Every resolution delegating the power referred to in sub-clause (f) of clause (i) shall specify the total amount up to which loans may be made by the delegates, the purposes for which the loans may be made and the maximum amount up to which loans may be made for each such purpose in individual cases.
- v. Nothing in this Article shall be deemed to affect the right of the Company in general meeting to impose restrictions and conditions on the exercise by the Board of any of the powers referred to in this Article.

### **Restriction on powers of Board**

- i. The Board of Directors of the Company shall not except with the consent of the Company in general meeting:
  - a) sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking of the whole or substantially the whole of any such undertaking;
  - b) remit, or give time for the repayment of any debt, due by a Director;
  - c) invest, otherwise than in trust securities, the amount of compensation received by it as a result of any merger or amalgamation;



- d) borrow moneys, where the money to be borrowed, together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose; or
  - e) contribute to *bona fide* charitable and other funds, aggregate of which in any financial year, exceed five percent of its average net profits during the three financial years, immediately preceding.
- ii. Nothing contained in sub-clause (a) above shall affect:
- a) the title of a buyer or other person who buys or takes a lease of any such undertaking as is referred to in that sub-clause in good faith and after exercising due care and caution, or
  - b) the selling or leasing of any property of the Company where the ordinary business of the Company consists of, or comprises such selling or leasing.
- iii. Any resolution passed by the Company permitting any transaction such as is referred to in sub-clause (i) (a) above, may attach such conditions to the permission as may be specified in the resolution, including conditions regarding the use, disposal or investment of the sale proceeds which may result from the transaction. Provided that this clause shall not be deemed to authorise the Company to effect any reduction in its capital except in accordance with the provisions contained in that behalf in the Act.
- iv. No debt incurred by the Company in excess of the limit imposed by sub-clause (d) of clause (i) above, shall be valid or effectual, unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by that clause had been exceeded.
- Due regard and compliance shall be observed in regard to matters dealt with by or in the Explanation contained in Section 180 of the Companies Act, 2013 and in regard to the limitations on the power of the Company contained in Section 182 of the Companies Act, 2013.

#### **General powers of the Company vested in Directors**

- Subject to the provisions of the Act, the management of the business of the Company shall be vested in the Directors and the Directors may exercise all such powers and do all such acts and things as the Company is by the Memorandum of Association or otherwise authorised to exercise and do and not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in General Meeting, but subject nevertheless to the provisions of the Act and other Act and of the Memorandum of Association and these Articles and to any regulations, not being inconsistent with the Memorandum of Association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

#### **Specific powers given to Directors**

- Without prejudice to the general powers conferred by Article above and the other powers conferred by these presents and so as not in any way to limit any or all of those powers and subject to the provisions of the Act and these Articles, it is hereby expressly declared that the Directors shall have the following powers:
  - i. to pay and charge to the capital account of the Company and interest lawfully payable thereon under the provisions of Sections 76 corresponding to Section 40 of the Companies Act, 2013;
  - ii. to purchase or otherwise acquire any lands, buildings, machinery, premises, hereditaments, property effects, assets, rights, credits, royalties, bounties and goodwill of any person, firm or Company carrying on the business which this Company is authorised to carry on, at or for such price or consideration and generally on such terms and conditions as they may think fit; and in any such purchase or acquisition to accept such title as the Board may believe or may be advised to be reasonable satisfactory;
  - iii. to purchase, or take on lease for any term or terms of years, or otherwise acquire any mills or factories or any land or lands, with or without buildings and outhouses thereon, situate in any part of India, at such price or rent and under and subject to such terms and conditions as the Directors may think fit; and in any such purchase, lease or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory;



- iv. to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures, debenture stock or other securities of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures, debenture stock or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged;
- v. To erect, construct, enlarge, improve, alter, maintain, pull down rebuilt or reconstruct any buildings, factories, offices, workshops or other structures, necessary or convenient for the purposes of the Company and to acquire lands for the purposes of the Company;
- vi. To let, mortgage, charge, sell or otherwise dispose of subject to the provisions of Section 180 of the Companies Act, 2013 any property of the Company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as they think fit and to accept payment or satisfaction for the same in cash or otherwise, as they may think fit;
- vii. To insure and keep insured against loss or damage by fire or otherwise, for such period and to such extent as they may think proper, all or any part of the building, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power;
- viii. Subject to Section 179 of the Companies Act, 2013 to open accounts with any bank or bankers or with any Company, firm, or individual and to pay money into and draw money from any account from time to time as the Directors may think fit;
- ix. To secure the fulfilment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the properties of the Company and its unpaid capital for the time being or in such other manner as they may think fit;
- x. To attach to any shares to be issued as the consideration for any contract with or property acquired by the Company, or in payment for services rendered to the Company, such conditions, subject to the provisions of the Act, as to the transfer thereof as they may think fit;
- xi. To accept from any member on such terms and conditions as shall be agreed, a surrender of his shares or stock or any part thereof subject to the provisions of the Act;
- xii. To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trusts and to provide for the remuneration of such trustee or trustees;
- xiii. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its Officers or otherwise concerning the affairs of the Company and also subject to the provisions of Section 180 of the Companies Act, 2013 to compound and allow time for payment or satisfaction of any debts due, or of any claims or demands by or against the Company;
- xiv. Subject to the provisions of Sections 180 of the Companies Act, 2013 to invest and deal with any of the moneys of the Company, not immediately required for the purpose thereof, upon such Shares, securities or investments (not being Shares in this Company) and in such manner as they may think fit, and from time to time to vary or realize such investments.
- xv. Subject to such sanction as may be necessary under the Act or these Articles, to give any Director, Officer, or other person employed by the Company, an interest in any particular business or transaction either by way of commission on the gross expenditure thereon or otherwise or a share in the general profits of the Company, and such interest, commission or share of profits shall be treated as part of the working expenses of the Company.
- xvi. To provide for the welfare of employees or ex-employees of the Company and their wives, widows, families, dependants or connections of such persons by building or contributing to the building of houses, dwelling, or chawls or by grants of money, pensions, allowances, gratuities, bonus or payments by creating and from time to time subscribing or contributing to provident and other funds, institutions, or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances and other assistance as the Directors shall think fit;



- xvii. To establish and maintain or procure the establishment and maintenance of any contributory or non contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments, to any persons who are or were at any time in the employment or services of the Company, or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company, or who are or were at anytime Directors or officers of the Company or of any such other Company as aforesaid, and the wives, widows, families and dependants of any such persons and, also to establish and subsidize and subscribe to any institution, association, clubs or funds collected to be for the benefit of or to advance the interests and well being of the Company or of any such other Company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid;
- xviii. To decide and allocate the expenditure on capital and revenue account either for the year or period or spread over the years.
- xix. To appoint and at their discretion to remove or suspend such Managers, Secretaries, Officers, Clerks, Agents and servants for permanent, temporary or special service as they may from time to time think fit, and to determine their powers and duties, and fix their salaries or emoluments and require security in such instances and to such amounts as they may think fit, and from time to time to provide for the management and transactions of the affairs of the Company in any special locality in India in such manner as they may think fit. The provisions contained in the clause following shall be without prejudice to the general powers conferred by this clause.
- xx. At any time and from time to time by power of attorney to appoint any person or persons to be the Attorney or Attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as the Directors may from time to time think fit and any such appointment (if the Directors may think fit) be made in favour of any Company or the members, directors, nominees or managers of any Company or firm or otherwise in favour of any fluctuating body or person whether nominated, directly or indirectly by the Directors and such power of attorney may contain any such powers for the protection or convenience of persons dealing with such Attorneys as the Directors may think fit; and may contain powers enabling any such delegates or Attorneys as aforesaid to sub-delegate all or any of the powers, authorities, and discretion for the time being vested in them.
- xxi. To enter into all such negotiations, contracts and rescind and/or vary all such contracts and to execute and do all such acts, deeds, and things in the name of on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company;

## **MANAGING DIRECTORS**

### **Power to appoint Managing or Whole-time Directors**

- a) Subject to the provisions of the Act and of these Articles the Board shall have power to appoint from time to time one or more Directors as Managing Director or Managing Directors and/or Whole-time Directors of the Company for a fixed term not exceeding five years at a time and upon such terms and conditions as the Board thinks fit, and the Board may by resolution vest in such Managing Director(s)/Whole-time Director(s), such of the power hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods, and upon such condition and subject to such restriction as it may determine, the remuneration of such Directors may be by way of monthly remuneration and/or fee for each meeting and/or participation in profits, or by any or all of those modes, or of any other mode not expressly prohibited by the Act.
- b) Subject to the approval of shareholders in their meeting, the managing director of the Company may be appointed and continue to hold the office of the chairman and managing director or Chief Executive officer of the Company at the same time.
- c) Subject to the provisions of Sections 197 & 198 of the Act, the appointment and payment of remuneration to the above Director shall be subject to approval of the members in general meeting and of the Central Government.

### **Proceedings of the Board**

- 67.
  - a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
  - b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.



The quorum for meetings of Board/Committees shall be as provided in the Act or under the rules.

- 68.
- a) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
  - b) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
69. 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.
- The participation of directors in a meeting of the Board/ Committees may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
- 70.
- a) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
  - b) 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.

#### **Delegation of Powers of Board to Committee**

- 71.
- a) 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.
  - b) 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.
- 72.
- a) A committee may elect a Chairperson of its meetings.
  - b) 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.
- 73.
- a) A committee may meet and adjourn as it thinks fit.
  - b) 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.
74. 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.
75. 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**

Subject to the provisions of the Act—

- a) 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;
- b) A director may be appointed as chief executive officer, manager, Company secretary or chief financial officer.





77. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officers, manager, Company Secretary or chief Financial Officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief Financial Officer.

### **The Seal**

- 78.
- a) The Board shall provide for the safe custody of the seal.
  - b) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

### **Dividends and Reserve**

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.
- a) 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.
  - b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

- 82.
- a) 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.
  - b) 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.
  - c) 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.
- a) 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.
  - b) 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.

Provided however that no amount outstanding as unclaimed dividends shall be forfeited unless the claim becomes barred by law and that such forfeiture, when effected, will be annulled in appropriate cases;

- Where a dividend has been declared by a company but has not been paid or claimed within thirty days from the date of the declaration, the company shall, within seven days from the date of expiry of the thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the company in that behalf in any scheduled bank to be called the Unpaid Dividend Account as per provisions of section 124 and any other pertinent provisions in rules made thereof.
- The company shall transfer any money transferred to the unpaid dividend account of a company that remains unpaid or unclaimed for a period of seven years from the date of such transfer, to the Fund known as Investor Education and Protection Fund established under section 125 of the Act.
- The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.
- Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.

#### **Accounts**

- 88.
- a) 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.
  - b) 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.

#### **Inspection of Statutory Documents of the Company:**

##### Minutes Books of General Meetings

- a) The books containing the minutes of the proceedings of any general meeting of the Company shall;
  - i. be kept at the registered office of the Company, and
  - ii. be open, during the business hours to the inspection of any member without charge subject such reasonable restrictions as the Company may, in general meeting impose so however that not less than two hours in each day are allowed for inspection.

Provided however that any person willing to inspect the minutes books of General Meetings shall intimate to the Company his willingness atleast 15 days in advance.

- b) Any member shall be entitled to be furnished, within seven days after he has made a request in that behalf of the Company, with a copy of any minutes referred to in Clause (a) above, on payment of Rs. 10/- (Ten Rupees only) for each page or part thereof.

##### • Register of charges:

- a) The Company shall keep at its registered office a Register of charges and enter therein all charges and floating charges specifically affecting any property or assets of the Company or any of its undertakings giving in each case the details as prescribed under the provisions of the Act.
- b) The register of charges and instrument of charges, as per clause (i) above, shall be open for inspection during business hours—
  - a. by any member or creditor without any payment of fees; or
  - b. by any other person on payment of such fees as may be prescribed,



Provided however, that any person willing to inspect the register of charges shall intimate to the Company at least 15 days in advance, expressing his willingness to inspect the register of charges, on the desired date.

### **Audit**

- a) The first Auditor of the Company shall be appointed by the Board of Directors within 30 days from the date of registration of the Company and the Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.
- b) Appointment of Auditors shall be governed by provisions of Companies Act 2013 and rules made there under.
- c) The remuneration of the Auditor shall be fixed by the Company in the Annual General Meeting or in such manner as the Company in the Annual General Meeting may determine. In case of an Auditor appointed by the Board his remuneration shall be fixed by the Board.
- d) The Board of Director may fill any casual vacancy in the office of the auditor and where any such vacancy continues, the remaining auditor, if any may act, but where such vacancy is caused by the resignation of the auditors and vacancy shall be filled up by the Company in General Meeting.

### **Winding up**

89. Subject to the provisions of Chapter XX of the Act and rules made there under—
- 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 others 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 Subject to the provisions of Chapter XX of the Act and rules made there under—

### **Secrecy**

- 91.
- (a) Every Director, Manager, Secretary, Trustee, Member or Debenture holder, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in or about the business of the company shall, if so required by the Board before entering upon their duties sign a declaration pledging themselves to observe a strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters which may come to their knowledge in the discharge of their duties except when required to do so by the Board or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents.
  - (b) No member shall be entitled to visit or inspect any works of the Company, without the permission of the Directors or to require discovery of or any information respecting any details of the Company's trading or business or any matter which is or may be in the nature of a trade secret, mystery of trade, secret or patented process or any other matter, which may relate to the conduct of the business of the Company and which in the opinion of the directors, it would be inexpedient in the interests of the Company to disclose.



## **SECTION XV – OTHER INFORMATION**

### **MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

The following contracts (not being contracts entered into in the ordinary course of business carried on by the Company or entered into more than two years before the date of the Red Herring Prospectus) which are or may be deemed material have been entered or to be entered into by the Company which are or may be deemed material will be attached to the copy of the Red Herring Prospectus, delivered to the Registrar of Companies, for registration. Copies of the above-mentioned contracts and also the documents for inspection referred to hereunder, may be inspected online with Registrar of Companies and at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from the date of this Red Herring Prospectus until the Bid/ Offer Closing Date and online at website of company [www.replservices.com](http://www.replservices.com).

#### **Material Contracts**

1. Offer Agreement dated December 02, 2023 executed between our Company, Selling Shareholder and the Book Running Lead Manager.
2. Registrar Agreement dated November 23, 2023 executed between our Company, Selling Shareholder and the Registrar to the Offer (Bigshare Services Private Limited)
3. Market Making Agreement dated April 13, 2024 between our Company, Book Running Lead Manager and Market Maker.
4. Banker to the Offer Agreement dated April 16, 2024 among our Company, Selling Shareholder, Book Running Lead Manager, Banker to the Offer and the Registrar to the Issue.
5. Underwriting Agreement dated April 13, 2024 between our Company, Selling Shareholder, Book Running Lead Manager and Underwriters.
6. Share Escrow Agreement dated April 13, 2024 between the Selling Shareholder, our Company, Book Running Lead Manager and the Share Escrow Agent.
7. Tripartite Agreement dated September 20, 2023 among CDSL, the Company and the Registrar to the Issue.
8. Tripartite Agreement dated September 12, 2023 among NDSL, the Company and the Registrar to the Issue.
9. Syndicate Agreement dated April 13, 2024 between our Company, Selling Shareholder, Book Running Lead Manager and Syndicate Member.

#### **Material Documents**

1. Certified copies of the Memorandum and Articles of Association of the Company as amended.
2. Certificate of Incorporation dated May 30, 2013 issued by the Registrar of Companies, Maharashtra, Mumbai.
3. Fresh Certificate of Incorporation dated August 02, 2023 issued by the Registrar of Companies, Mumbai consequent upon Conversion of the Company to Public Company.
4. Copy of the Board Resolution dated September 15, 2023 authorizing the Fresh Issue, OFS and other related matters.
5. Copy of Shareholder's Resolution dated October 10, 2023 authorizing the Fresh Issue, OFS and other related matters.
6. Copies of Standalone Audited Financial Statements of our Company for the stub period ended February 29, 2024 and for the years ended March 31, 2023, 2022 & 2021.
7. Peer Review Auditors Report dated April 19, 2024 on Restated Standalone Financial Statements of our Company for the period ended February 29, 2024 and for the years ended March 31, 2023, 2022 & 2021.
8. Copy of the Statement of Tax Benefits dated November 30, 2023 from the Statutory Auditor.
9. Certificate from the Statutory Auditor of the Company dated November 30, 2023 with respect to the KPIs disclosed in this Prospectus.
10. Consents of the Selling Shareholder, Book Running Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Market Maker, Underwriter, Banker to our Company, Banker to the Issue, Sponsor Bank, Statutory Auditor of the Company, Promoters of our Company, Directors of our Company, Company Secretary and Compliance Officer, Chief Financial Officer, as referred to, in their respective capacities.
11. Board Resolution dated December 08, 2023 for approval of Draft Red Herring Prospectus, dated May 09, 2024 for approval of Red Herring Prospectus and dated [●] for approval of Prospectus.
12. Due Diligence Certificate from Book Running Lead Manager dated December 08, 2023 filed with NSE and dated May 09, 2024 filed with SEBI.
13. Approval from NSE vide letter dated March 13, 2024 to use the name of NSE in the Prospectus for listing of Equity Shares on the NSE EMERGE.



Any of the contracts or documents mentioned in the 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, with the consent of shareholder's subject to compliance of the provisions contained in the Companies Act and other relevant statutes.



## **DECLARATION**

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/ regulations issued by Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with while issuing the Red Herring Prospectus. No statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, each as amended from time to time or the rules made there under or regulations and guidelines issued, as the case may be. We further certify that all the statements made in the Red Herring Prospectus are true and correct.

### **SIGNED BY THE DIRECTORS OF OUR COMPANY:**

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**Mr. Rupesh Laxman Kasavkar**  
*Chairman cum Managing Director*  
DIN: 06546906

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**Mr. Nitin Indrakumar Aher**  
*Whole-Time Director*  
DIN: 06546905

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**Ms. Nishi Jayantilal Jain**  
*Non-Executive Director*  
DIN: 08964338

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**Mr. Milind Ramnath Dhumal**  
*Independent Director*  
DIN: 09186676

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**Mr. Sandeep Janu Sawant**  
*Independent Director*  
DIN: 10307291

### **SIGNED BY THE CHIEF FINANCIAL OFFICER AND COMPANY SECRETARY AND COMPLIANCE OFFICER OF OUR COMPANY: -**

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**Mr. Azad Ashok Jinwal**  
*Chief Financial Officer*

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**Ms. Kejal Niken Shah**  
*Company Secretary and Compliance Officer*

**Date – May 09, 2024**

**Place – Mumbai**



## **DECLARATION**

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made in this Red Herring Prospectus about or in relation to himself and the Equity Shares being offered by him in the Offer are true and correct, provided however, that the undersigned Selling Shareholder assumes no responsibility for any of the statements or undertakings made by the Company or any expert or any other person(s) in this Red Herring Prospectus

### **SIGNED BY THE SELLING SHAREHOLDER:**

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**Abhay Kantilal Shah HUF**

**Date – May 09, 2024**

**Place – Mumbai**